

**Beaver Regional
Waste Management
Services Commission
BYLAW No. 12 /2020**

**BEING A BYLAW OF THE BOARD OF DIRECTORS OF THE BEAVER REGIONAL
WASTE MANAGEMENT SERVICES COMMISSION RESPECTING THE DISPOSAL
OF ASSETS BY THE COMMISSION AND THE PROCESS FOR DISESTABLISHMENT
OF THE COMMISSION**

WHEREAS the Beaver Regional Waste Management Services Commission was established by the Lieutenant Governor in Council under Alberta Regulation 75/92 as amended, by Alberta Regulation 183/2013 pursuant to the *Municipal Government Act*, (Alberta); and

WHEREAS the *Municipal Government Act (Alberta)*, Part 15.1 has been repealed effective September 1, 2020, and Alberta Regulation 75/92 as amended has also been repealed effective September 1, 2020, and effective September 1, 2020, the Beaver Regional Waste Management Services Commission will become subject to the new provisions contained in Part 15.1 of the *Municipal Government Act (Alberta)*; and

WHEREAS effective September 1, 2020, the Board of Directors of the Beaver Regional Waste Management Service Commission must pass bylaws dealing with the matters described in Section 602.09 of the *Municipal Government Act (Alberta)* on or before September 1, 2021; and

WHEREAS the members of the Commission have elected to establish a “controlled corporation” as defined in the *Municipal Government Act (Alberta)*, Part 3, Division 9, Section 75.1(a) to operate under the name Claystone Waste Ltd. (“Claystone”) and for each such member to become a shareholder in Claystone; and

WHEREAS the said members in addition, have elected to establish a Limited Partnership pursuant to the provisions contained in the *Partnership Act (Alberta)*, with each of the members to become a Limited Partner in the Limited Partnership with Claystone as the General Partner (the “Limited Partnership”); and

WHEREAS Claystone and the Limited Partnership have been established by the members of the Commission for the purpose of having the Commission transfer certain of the assets, obligations and liabilities of the Commission and the waste disposal and recycling operations carried on by the Commission to Claystone as general partner for the Limited Partnership, to enable the Limited Partnership to carry on the operations and business of waste disposal and recycling previously carried on by the Commission; and

WHEREAS the Directors of the Beaver Regional Waste Management Services Commission wish to pass a Bylaw pursuant to Section 602.09 of the *Municipal Government Act (Alberta)*, to provide for the transfer and disposal of the assets, liabilities and obligations of the Beaver Regional Waste Management Services Commission to Claystone on behalf of the Limited Partnership and to Claystone Trustee Association on the terms and subject to the conditions set out in this Bylaw.

NOW THEREFORE BE IT ENACTED as a Bylaw of the Board of Directors of the Beaver Regional Waste Management Services Commission as follows:

PART 1 – DEFINITIONS.

In this Bylaw,

- 1.1 “Act” shall mean the *Municipal Government Act*, R.S.A. 2000, M-26 as amended;
- 1.2 “Board” shall mean the Board of Directors of the Beaver Regional Waste Management Services Commission;
- 1.3 “Chairman” shall mean the Chairman of the Board of the Commission;
- 1.4 “Chief Administrative Officer and General Manager” shall mean the person appointed by the Board to fill that position for the Commission;
- 1.5 “Claystone” shall mean Claystone Waste Ltd., a body Corporate incorporated under the *Business Corporations Act (Alberta)* as a controlled corporation as defined in the *Municipal Government Act (Alberta)* Part 3, Division 9, Section 75.1(a);
- 1.6 “Closure Fund” shall mean the funds held by the Commission for future reclamation and restoration of the Lands, such fund to be transferred by the Commission to Trustee Co upon the establishment of Trustee Co;
- 1.7 “Commission” shall mean the Beaver Regional Waste Management Services Commission;
- 1.8 “Effective Date” shall mean September 1, 2020;
- 1.9 “Effective Time” shall mean 12:01 a.m. on the Effective Date;
- 1.10 “Limited Partnership” shall mean Claystone Waste Limited Partnership a Limited Partnership established pursuant to the *Partnership Act (Alberta)*;
- 1.11 “Master Transfer Agreement” shall mean the Agreement dated as of the Effective Date between the Commission and Claystone on behalf of the Limited Partnership in the form attached as Schedule “A” to this Bylaw;
- 1.12 “Operating and Management Agreement” shall mean the Agreement dated as of the Effective Date between the Commission and Claystone on behalf of the Limited Partnership in the form attached as Schedule “B” to this Bylaw;
- 1.13 “Trust Agreement” shall mean the Agreement to be entered into between Claystone as General Partner for the Limited Partnership and Trustee Co;
- 1.14 “Trustee Co” shall mean a society incorporated under the *Societies Act (Alberta)* under the name Claystone Trustee Association;

1.15 “Vice-Chairman” shall mean the Vice-Chairman of the Commission.

PART 2 – DISPOSAL OF ASSETS BY THE COMMISSION

- 2.1 The Commission shall dispose of and transfer the assets of the Commission and transfer the obligations and liabilities of the Commission to Claystone on behalf of the Limited Partnership and to Trustee Co with respect to the Closure Fund, on the terms and subject to the Conditions set out in the Master Transfer Agreement, the Operating and Management Agreement and the Trust Agreement.
- 2.2 The Commission shall transfer the Closure Fund to the Trustee Co upon the establishment of the Trustee Co.
- 2.3 The Commission shall execute the Master Transfer Agreement, the Operating and Management Agreement and such other documents, agreements, transfers and assignments as may be necessary to carry out the terms of the said Agreements and this Bylaw.

PART 3 – DISESTABLISHMENT OF THE COMMISSION

- 3.1 Upon the completion of the transfer and disposal of the assets of the Commission to Claystone on behalf of the Limited Partnership and the assumption by Claystone on the obligations and liabilities of the Commission as described in the Master Transfer Agreement and the Operation and Management Agreement and the transfer of the Closure Fund to Trustee Co, the Commission shall notify the Minister in accordance with the provision of Section 602.03(3) of the Act to provide for the disestablishment of the Commission.

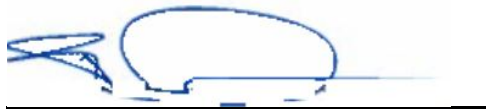
PART 4 – EFFECTIVE TIME AND EFFECTIVE DATE

- 4.1 This Bylaw shall become effective on the Effective Time on the Effective Date.

READ A FIRST TIME THIS 20th day of August, 2020.

READ A SECOND TIME THIS 20th day of August, 2020.

READ A THIRD TIME THIS 20th day of August, 2020.



CHAIRMAN



CHIEF ADMINISTRATIVE OFFICER AND GENERAL MANAGER