



# REPORT

To: ONE Joint Investment Board  
From: Heather Douglas, WeirFoulds LLP, Counsel  
Date: May 19, 2020  
Re: ONE JIB Signing Authorities  
Report: 20-004

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## 1. RECOMMENDATIONS

It is recommended that for purposes of by-laws, minutes, contracts, agreements, directions and all other documents, instruments and papers (collectively the “Documents”) in the name of ONE JIB:

1. ONE JIB appoint the Chair and Secretary together as the authorized signatories with authority to bind ONE JIB;
2. ONE JIB require two authorized signatures for all Documents signed on its behalf;
3. In the Chair’s absence, ONE JIB appoint the Vice-Chair as the authorized signatory to sign in the place of the Chair;
4. ONE JIB authorize the Secretary to delegate the authority to sign in the place of the Secretary in the Secretary’s absence to an appropriate official of ONE investment who is not a member of ONE JIB.

## 2. SUMMARY

There are no specific signing authority requirements in the *Municipal Act, 2001* that apply to local boards/joint municipal service boards like ONE JIB. The *Municipal Act, 2001* does, however, set out signing requirements for municipalities and it would make sense for ONE JIB to follow the requirements of the *Municipal Act, 2001* applicable to municipalities insofar as signing authorities are concerned.

## 3. BACKGROUND

Under section 249 of the *Municipal Act, 2001* every by-law passed by a municipality must be signed by the clerk and head of council. Many municipalities also use this requirement for binding the municipality in a contract.



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By analogy this would mean that both the Secretary and Chair would sign ONE JIB Documents.

## 4. ANALYSIS

### (a) ONE JIB signing authority specific to its core functions under the *Municipal Act, 2001*

The *Municipal Act, 2001* requirement of the clerk and head of council as authorized signing authorities for a municipality is a logical model for ONE JIB to follow in appointing the Secretary and Chair as authorized signing authorities for ONE JIB. It is also important to identify back-ups for business continuity purposes. It would make sense to name the ONE JIB Vice Chair as the backup for the Chair. Subsections 228 (4) and (5) of the *Municipal Act, 2001* authorize the clerk to delegate in writing to any person, other than a member of council, any of the clerk's powers and duties. By analogy, the Secretary can be authorized to appoint a backup in the event that the Secretary is not available. It is anticipated that before appointing a backup the Secretary will confer with ONE Investment to identify one or more appropriate delegates from among its officials.

### (b) ONE Investment Signing Authorities

ONE JIB has no financial resources and will rely on ONE Investment, through the Services Agreement. As a separate entity, although acting as agent for ONE JIB, ONE Investment already has its own Signing Authority Policy, a copy of which is attached. That policy will be followed by ONE Investment when entering into contracts contemplated under the Services Agreement such as hiring fund managers and a custodian.

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