



By-Law No. A-027.01

BY-LAW RESPECTING THE CORPORATE SEAL FOR HARTLAND

1. Purpose and Authority

This by-law establishes the design, custody, and use of the Corporate Seal for Hartland and governs the execution of municipal documents and delegation of signing authority.

This by-law is enacted pursuant to the *Local Governance Act*, S.N.B. 2017, c.18, including Parts 2 and 7, and shall be read in conjunction with:

- the Municipality's Procedural By-law;
- the Chief Administrative Officer By-law; and
- Hartland Procurement Policy P-002, as amended.

Nothing in this by-law alters or overrides the statutory joint-payment authorization requirement in section 77 of the *Local Governance Act*.

2. Definitions

For the purposes of this by-law:

- **"Instrument"** means any contract, agreement, deed, lease, conveyance, license, memorandum of understanding, or other legal documents, excluding cheques and payment authorizations governed by section 77 of the *Local Governance Act*.
- **"Corporate Seal"** means the official seal of Hartland.
- **"Officer"** means the Mayor, Clerk/CAO, or Treasurer.
- **"Acting Officer"** means a person lawfully appointed or designated by Council, or under an applicable by-law or resolution, to temporarily perform the duties of an Officer during absence, vacancy, or incapacity.
- **"Execution"** means the authorized signing of an Instrument.
- **"Electronic Signature"** means a legally valid electronic signature permitted under provincial law.

3. Corporate Seal

The Corporate Seal of Hartland shall be the seal an impression of which is affixed to this by-law and remains the official seal of the municipality.

4. Custody and Use of the Corporate Seal

4.1 The Corporate Seal shall be in the custody of the Clerk.

4.2 The Clerk shall affix the Corporate Seal to:

- (a) by-laws duly enacted by Council;
- (b) resolutions or certifications requiring sealing; and
- (c) Instruments approved for execution under this by-law or by Council direction.

4.3 The Corporate Seal shall not be affixed except in accordance with this by-law or under express direction of Council.

4.4 In the event of loss, theft, or suspected misuse of the Corporate Seal, the Clerk shall:



- (a) immediately notify the Mayor and Council;
- (b) take reasonable steps to prevent unauthorized use; and
- (c) arrange for replacement or control measures as directed by Council.

5. Execution of Instruments

5.1 Unless otherwise delegated in accordance with this by-law, all Instruments shall be: (a) executed under the Corporate Seal; and
(b) signed by the Mayor and the Clerk.

For greater certainty, reference to an Officer includes an Acting Officer.

5.2 Delegation of signing authority may be granted only by Council resolution, which shall specify:

- (a) the officer(s) delegated;
- (b) the type or class of Instruments; and
- (c) any monetary, procedural, or temporal limitations.

5.3 Delegation shall not extend to cheques or payment instruments governed by section 77 of the *Local Governance Act*.

5.4 No employee or officer other than those authorized under this by-law may sign, execute, bind, or purport to bind the municipality.

5.5 Any Instrument signed in contravention of this by-law is voidable at the discretion of Council and may be ratified, rejected, or returned for correction.

5.6 No Instrument may be executed under a delegation of signing authority that has expired, lapsed, or been revoked, and any such execution is deemed unauthorized.

5.7 Every Instrument executed under this by-law shall identify on its face:

- (a) the officers signing the Instrument; and
- (b) where executed pursuant to a delegation, the Council resolution authorizing such delegation.

5.8 Any unauthorized execution of an Instrument shall be reported by the Clerk to Council at its next regular meeting, together with a description of the circumstances and any recommended action.

5.9 Delegations of signing authority apply prospectively only and shall not be used to retroactively authorize an Instrument, except by express Council resolution ratifying a specific Instrument.

6. Cheques and Payment Authorizations

Cheques and payment authorizations shall be signed jointly as required by section 77 of the *Local Governance Act*. No delegation under this by-law may alter or substitute for this statutory requirement.



7. Clerk Certification

The Clerk is authorized to issue certified true copies of by-laws, resolutions, corporate records, and certificates confirming execution authority and compliance. Such certifications constitute conclusive evidence to third parties.

8. Records and Retention

All executed Instruments and related documentation shall be retained in accordance with the New Brunswick Municipal Records Authority and municipal records management procedures.

9. Procurement Non-Derogation

Execution of an Instrument does not constitute procurement approval. Nothing in this by-law overrides the Procurement Act, Service New Brunswick procurement requirements, or Hartland Procurement Policy P-002.

In the event of conflict between this by-law and Hartland Procurement Policy P-002, the Procurement Policy shall prevail with respect to monetary thresholds and procurement requirements.

10. Electronic Execution

10.1 Where permitted by law and approved by Council policy, an Instrument may be executed by Electronic Signature.

10.2 The Clerk shall approve and maintain standards for electronic execution methods to ensure:

- (a) identity verification of signing officers;
- (b) integrity of the executed document; and
- (c) retention of audit-ready evidence of execution.

Evidence of electronic execution shall be retained in accordance with section 8 this by-law.

11. Delegation Register

The Clerk shall maintain a Delegation Register listing all signing authority delegations approved by Council, including scope, limitations, and expiry dates. Prior to execution of any Instrument under delegated authority, the Clerk shall confirm the delegation is current, valid, and recorded in the Delegation Register.

12. Appendix A – Instruments Requiring the Corporate Seal

A. Instruments Requiring Execution Under the Corporate Seal

Unless otherwise authorized by Council resolution, the following Instruments shall be executed under the Corporate Seal:

- all by-laws enacted by Council;
- agreements for the acquisition, disposition, lease, or encumbrance of land, including deeds, easements, rights-of-way, and licences of occupation;
- borrowing documents and financial instruments, including debentures, promissory notes, and agreements required by lenders or the Province;
- long-term contracts and procurement agreements that:
 - exceed the monetary thresholds established in Hartland Procurement Policy P-002; or



- bind the municipality beyond the current fiscal year;
- agreements with the Province of New Brunswick or the Government of Canada, including funding or contribution agreements, where sealing is required or customary; and
- legal Instruments requiring registration, filing, or reliance by third parties, including Instruments intended for use in court or land registration systems.

B. Instruments Not Requiring the Corporate Seal (Signature Only)

The following Instruments do not require execution under the Corporate Seal, unless Council expressly directs otherwise:

- routine service agreements that fall below procurement thresholds and do not create long-term or extraordinary obligations;
- renewals or amendments that do not materially change the scope, term, or financial exposure of an existing agreement;
- memoranda of understanding (MOUs) that are non-binding and do not create enforceable financial or legal obligations; and
- low-risk operational documents, including routine licences, permits, acknowledgements, and administrative agreements.

C. Amendment of Appendix

Council may amend this Appendix **by resolution** to reflect changes in procurement thresholds, legislative amendments, or evolving municipal practices, provided such amendments do not conflict with this by-law or applicable legislation.

13. Repeal and Conflict

This by-law repeals and replaces By-Law A-027 (2022).

14. Effective Date

This by-law comes into force upon third reading and adoption by Council.

First Reading: March 10, 2026

Second Reading: March 24, 2026

Third Reading: April 14, 2026

Signatures: Tracey DeMerchant
Mayor, Tracey DeMerchant

Julie Stockford
Clerk, Julie Stockford

