



Page 1  
**JOINT BOARD OF  
MANAGEMENT**

Wednesday, June 17, 2026  
**9:00 AM**

Lion's Hall  
21 Mill Street W, Kingsville  
(behind the United Church)

## **AGENDA**

**A. Call to Order:**

**B. Disclosures of Pecuniary Interest:**

**C. Items for Consideration:**

1. UWSS/01/26 dated June 12, 2026 re: Dissolution of the UWSS Joint Board of Management  
Pages 2 - 10

**D. New Business:**

**E. Adjournment:**

/kmj

UW/01/26

**To:** UWSS Inc. Board of Directors  
**From:** Rodney Bouchard, CEO UWSS Inc.  
**Date:** June 12, 2026  
**Re:** Joint Board of Management - Dissolution

---



### **Recommendation:**

WHEREAS the Union Water Supply System Joint Board of Management was established under Schedule "A" to the Transfer Order dated January 8, 2001 made under the Municipal Water and Sewage Transfer Act, 1997;

AND WHEREAS the Municipalities established Union Water Supply System Inc. as the municipal services corporation to own, manage and operate the Union Water Supply System;

AND WHEREAS the Municipalities and Union Water Supply System Inc. have entered into an Asset Transfer Agreement effective January 1, 2024 and related agreements to implement the transfer of the Union Water Supply System to Union Water Supply System Inc.;

AND WHEREAS the Joint Board of Management considers it appropriate for the Municipalities to formally dissolve the Joint Board of Management now that the Union Water Supply System is managed through Union Water Supply System Inc.;

### **BE IT RESOLVED THAT:**

1. the Joint Board of Management ratifies, pursuant to section 5 of Schedule "A" to the Transfer Order, the change in management arrangements effective January 1, 2024 pursuant to which Union Water Supply System Inc. became the method of managing the Union Water Supply System in place of the Joint Board of Management;
2. the Joint Board of Management recommends that each of the Municipalities pass a by-law approving the dissolution of the Joint Board of Management effective on a common date to be determined by the Municipalities;
3. the General Manager is authorized and directed to take all steps and execute all documents necessary or desirable to complete any remaining transfer, assignment, assumption, records, banking or administrative matters required to wind up the affairs of the Joint Board of Management and implement the foregoing recommendation;

4. the General Manager is directed to circulate this resolution to the CAOs, clerks and municipal solicitors for the Municipalities and request that the necessary municipal by-laws and/or resolutions be brought forward to each municipal council; and
5. this resolution shall be recorded as having been passed at a meeting called for the purpose of considering changes to the management arrangements under Schedule "A" to the Transfer Order.

### **Background:**

At its meeting of September 21, 2022 the Joint Board of Management (JBM) received report UW/18/22 re: Adoption and Execution of Items Related to the Restructuring of the Union Water Supply System. At the same time a schedule pertaining to restructuring had been provided and subsequently followed.

This included milestone tasks completed: delegation presentations to each municipality, completed by the end of August 2022; Appointment of Interim Director, Appointment of CEO and initial call to financial institutions to secure credit, completed by October 2022; establish accounting system, revenue recovery system, and retain bookkeeping services, completed by December 2022; Appointment of Board of Directors, Appointment of Chair and Vice-Chair, implementation of financial model/plan and approval of operations and capital budgets, completed by March 2023.

Following the implementation on the task listed above UWSS Inc. was able to complete its initial draw on new financing by June of 2023. UWSS Inc. has since developed a robust capital budget and initiated several capital projects and has been working well with its chosen financial institution. Capital projects continue to be ongoing and will be heavy over the next 3-7 years. Updates can be found on [www.unionwater.ca](http://www.unionwater.ca)

### **Discussion:**

The Union Water Supply System Joint Board of Management has been a guiding light over the past 20 years building towards the new incorporated structure. The CEO would like to take this opportunity to thank each council member of the present board as well council members of the past who laid the groundwork and allowed for the transition to take place.

Without the collaborative effort of all four (4) local municipalities UWSS Inc. might not have been a reality. The CEO relied on the expertise of the Financial Directors, legal staff and other municipal staff to ensure that the new incorporated board would have all necessary structures in place to move forward. Now others within the province look to UWSS Inc. as a leading example within the industry.

We could not have done this without the forward-thinking minds of the Joint Board of Management.

UW/01//26

Re: Union Water Supply System Joint Board of Management - Dissolution

---

At this time, the JBM can no longer be left dormant and should consider it is time to dissolve officially. As a way of summarizing the necessary information in one place, William Willis, UWSS Inc. legal counsel has prepared the attached *Memo: Dissolution of Union Water Supply System Joint Board of Management dated June 8, 2026*.

**Closing Comments:**

The CEO and all staff of the Union Water Supply System Inc. thank all members for their time and effort over the years.

Respectfully submitted,



Rodney Bouchard, General Manager/CEO

rb/kmj



TO: Union Water Supply System Inc.

FROM: William J. Willis

DATE: June 8, 2026

RE: Dissolution of Union Water Supply Joint Board of Management

Our Matter: 108779

---

**Background:**

The Union Water Supply System Joint Board of Management (the “**Joint Board**”) was established by Transfer Order dated January 8, 2001 (the “**Transfer Order**”), pursuant to section 2 of the *Municipal Water and Sewage Transfer Act, 1997*.

Under Schedule “A” of the Transfer Order, the Joint Board was established to govern the management of the Union Water Supply System (the “**System**”).

The Joint Board is comprised of representatives appointed by The Corporation of the Municipality of Leamington, The Corporation of the Town of Kingsville, The Corporation of the Town of Essex and Municipality of Lakeshore (collectively, the “**Municipalities**”).

The Municipalities have now established Union Water Supply System Inc. (“**UWSS Inc.**”) as the municipal services corporation to own, manage and operate the System. Effective January 1, 2024, the Municipalities and UWSS Inc. entered into an Asset Transfer Agreement under which the Municipalities transferred their common interests in the System assets, contracts, records and related rights to UWSS Inc., and UWSS Inc. assumed specified obligations relating to the System.

The Joint Board therefore remains as a legacy governance body only. In our view, there is no practical benefit to keeping the Joint Board in place now that the System is being managed through UWSS Inc. The better course is to formally wind up the Joint Board through coordinated municipal action.

**Question:**

What steps should the Joint Board and UWSS Inc. take to move forward with the dissolution of the Joint Board?

**Recommendation:**

We recommend that, at their June 17, 2026 meetings, the Joint Board and the board of directors of UWSS Inc. each pass resolutions recommending that the Municipalities take the municipal steps required to dissolve the Joint Board.

The resolutions should be framed as recommendations to the Municipalities. We act for UWSS only and do not act for the Municipalities. Each Municipality should rely on its own clerk and solicitor to settle the form of municipal by-law or resolution to be placed before its council.

The cleanest approach is for all four Municipalities to pass substantially identical by-laws approving the dissolution of the Joint Board effective on a common date. At minimum, the Municipal Act process appears to permit one municipality to pass a dissolution by-law, with approval resolutions from at least half of the other municipalities. Given this is a four-municipality water system and the UWSS Inc. structure has already been implemented, a unanimous municipal by-law approach is better governance and avoids unnecessary argument about whether all Municipalities have agreed.

**Analysis:**

To determine the appropriate process, we have reviewed:

- a) the Transfer Order;
- b) *Municipal Water and Sewage Transfer Act, 1997*;
- c) *Municipal Act, 2001* and Ontario Regulation 582/06; and
- d) the Asset Transfer Agreement and related UWSS Inc. implementation documents.

***The Transfer Order***

The Transfer Order transferred the System from the Ontario Clean Water Agency jointly to the Municipalities. Schedule “A” to the Transfer Order established the Joint Board to govern the management of the System.

Schedule “A” gives the Joint Board broad management powers. Section 2 provides that the Joint Board has full authority and necessary powers to manage the System on behalf of the Municipalities. Section 5 provides that the management arrangements in Schedule “A” may be changed upon a three-quarter majority vote of the Joint Board at a meeting called for that purpose.

Accordingly, the Joint Board should pass a resolution at a meeting called for that purpose approving the change in management arrangements to UWSS Inc. and recommending formal dissolution of the Joint Board. That resolution is important, but it should not be treated as sufficient on its own to dissolve the Joint Board because the Joint Board was created through the Transfer Order and is most likely a local board for purposes of the Municipal Act.

**Municipal Water and Sewage Transfer Act, 1997**

Section 6(1) of the *Municipal Water and Sewage Transfer Act, 1997* provides that, where works are transferred to two or more municipalities, the works shall be managed by a joint board established in accordance with the transfer order. That is the statutory default position.

Section 6(3), however, provides the exit route. It provides that, except as otherwise provided by the transfer order, the joint board requirement does not apply if the municipalities agree on another method of managing the works. The Transfer Order does not appear to prohibit another method of management. To the contrary, section 5 of Schedule “A” expressly permits changes to the management arrangements.

The Municipalities have already taken the substantive step of agreeing to another method of management by establishing UWSS Inc. and transferring the System assets, contracts, records and related rights to UWSS Inc. The municipal by-laws should expressly confirm that agreement for purposes of section 6(3).

**Municipal Act, 2001 and Ontario Regulation 582/06**

The Joint Board should be treated as a local board. It was established under an Act, through the Transfer Order made under the *Municipal Water and Sewage Transfer Act, 1997*, and it exercises powers with respect to the affairs and purposes of the Municipalities.

Section 216 of the *Municipal Act, 2001* authorizes a municipality to dissolve or change a local board. Before passing a by-law under section 216, the municipality must give notice of its intention to pass the by-law to the local board. Since the Joint Board itself will be recommending dissolution, that notice requirement should be straightforward, but the municipal clerks should still comply with section 216 and any applicable municipal notice policies.

Where the local board is a joint board of more than one municipality, a municipal dissolution by-law does not come into force until at least half of the other municipalities have passed a resolution approving the by-law. Once the by-law comes into force, it is deemed to be a by-law passed by each municipality of which the board is a local board.

Ontario Regulation 582/06 sets out the legal effect of dissolving a local board. In general terms, the municipality stands in the place of the board, the powers of the board vest in the municipality, the rights, claims, undertakings, obligations, assets and liabilities of the board vest in the municipality, and the board ceases to exist on the effective date.

That vesting language is the reason the dissolution should be coordinated with care. Before the effective date, UWSS Inc. and the Joint Board should confirm that any remaining bank accounts, records, contracts, permits, receivables, payables or other residual matters of the Joint Board have either already been transferred to UWSS Inc. or are expressly addressed through further assignment, assumption or municipal direction. The objective is to avoid an unintended re-vesting

of residual Joint Board matters in one municipality when the intended continuing vehicle is UWSS Inc.

***Recommended Municipal Approach***

The practical path is as follows:

- a) on June 17, 2026, the Joint Board passes the recommended resolution set out below;
- b) on June 17, 2026, the board of directors of UWSS Inc. passes the recommended resolution set out below;
- c) UWSS Inc. circulates the Joint Board and UWSS Inc. recommendations to the CAOs, clerks and municipal solicitors for the Municipalities;
- d) each Municipality brings forward a by-law, or such other approving resolution as its solicitor recommends, confirming its agreement to management of the System by UWSS Inc. and approving dissolution of the Joint Board;
- e) the municipal by-laws use a common effective date, being the later of the date all required municipal approvals are obtained and the date any residual Joint Board assignments or wind-up matters are completed; and
- f) certified copies of the municipal by-laws and resolutions are delivered to UWSS Inc. and kept with the UWSS Inc. and Joint Board minute records.

**Recommended Resolutions for June 17, 2026 Meetings:**

***A. Joint Board of Management Resolution***

We recommend that the Joint Board pass a resolution substantially in the following form:

WHEREAS the Union Water Supply System Joint Board of Management was established under Schedule “A” to the Transfer Order dated January 8, 2001 made under the Municipal Water and Sewage Transfer Act, 1997;

AND WHEREAS the Municipalities established Union Water Supply System Inc. as the municipal services corporation to own, manage and operate the Union Water Supply System;

AND WHEREAS the Municipalities and Union Water Supply System Inc. have entered into an Asset Transfer Agreement effective January 1, 2024 and related agreements to implement the transfer of the Union Water Supply System to Union Water Supply System Inc.;

AND WHEREAS the Joint Board of Management considers it appropriate for the Municipalities to formally dissolve the Joint Board of Management now that the Union Water Supply System is managed through Union Water Supply System Inc.;

BE IT RESOLVED THAT:

1. the Joint Board of Management ratifies, pursuant to section 5 of Schedule “A” to the Transfer Order, the change in management arrangements effective January 1, 2024 pursuant to which Union Water Supply System Inc. became the method of managing the Union Water Supply System in place of the Joint Board of Management;
2. the Joint Board of Management recommends that each of the Municipalities pass a by-law approving the dissolution of the Joint Board of Management effective on a common date to be determined by the Municipalities;
3. the Chair, Vice-Chair and General Manager are authorized and directed to take all steps and execute all documents necessary or desirable to complete any remaining transfer, assignment, assumption, records, banking or administrative matters required to wind up the affairs of the Joint Board of Management and implement the foregoing recommendation;
4. the General Manager is directed to circulate this resolution to the CAOs, clerks and municipal solicitors for the Municipalities and request that the necessary municipal by-laws and/or resolutions be brought forward to each municipal council; and
5. this resolution shall be recorded as having been passed at a meeting called for the purpose of considering changes to the management arrangements under Schedule “A” to the Transfer Order.

***B. UWSS Inc. Board Resolution***

We recommend that the board of directors of UWSS Inc. pass a resolution substantially in the following form:

WHEREAS Union Water Supply System Inc. was established by the Municipalities as the municipal services corporation to own, manage and operate the Union Water Supply System;

AND WHEREAS the Municipalities and Union Water Supply System Inc. have entered into an Asset Transfer Agreement effective January 1, 2024 and related agreements to implement the transfer of the Union Water Supply System to Union Water Supply System Inc.;

AND WHEREAS the Union Water Supply System Joint Board of Management remains as a legacy governance body and the board of directors of Union Water Supply System Inc. considers it appropriate for the Municipalities to formally dissolve the Joint Board of Management;

BE IT RESOLVED THAT:

1. Union Water Supply System Inc. supports and recommends the dissolution of the Union Water Supply System Joint Board of Management by the Municipalities;

2. Union Water Supply System Inc. recommends that each Municipality pass a by-law approving the dissolution of the Joint Board of Management effective on a common date to be determined by the Municipalities;
3. Union Water Supply System Inc. confirms that it is prepared to continue as the management and operating vehicle for the Union Water Supply System and, subject to applicable law and the required municipal approvals, to accept any remaining rights, records, obligations or administrative matters of the Joint Board of Management required to complete the wind-up of the Joint Board of Management;
4. the Chair and Chief Executive Officer of Union Water Supply System Inc. are authorized and directed to take all steps and execute all documents necessary or desirable to support the municipal dissolution process and complete any remaining transfer, assignment, assumption, records, banking or administrative matters related to the wind-up of the Joint Board of Management; and
5. the General Manager is directed to circulate this resolution to the CAOs, clerks and municipal solicitors for the Municipalities and request that the necessary municipal by-laws and/or resolutions be brought forward to each municipal council.

**Conclusion:**

The Joint Board should not simply be left dormant. The cleaner and lower-risk approach is for the Joint Board and UWSS Inc. to make a clear recommendation on June 17, 2026, and for the Municipalities to complete the formal municipal dissolution process. Because we act for UWSS only, the final municipal by-laws should be settled by the Municipalities and their respective solicitors.