

BY-LAW NO.1

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE CANADA-NEWFOUNDLAND AND LABRADOR OFFSHORE PETROLEUM BOARD

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the CANADA-NEWFOUNDLAND AND LABRADOR OFFSHORE PETROLEUM BOARD (hereinafter called the "BOARD") as follows:

DEFINITIONS & INTERPRETATION

1. In this by-law and all other by-laws of the Board, unless the context otherwise specifies or requires:
 - (a) "Federal Act" means the *Canada-Newfoundland and Labrador Atlantic Accord Implementation Act* as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the by-laws shall be read as referring to such amended or substituted provisions;
 - (b) "Provincial Act" means the *Canada-Newfoundland and Labrador Atlantic Accord Implementation Newfoundland and Labrador Act* as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the by-laws shall be read as referring to such amended or substituted provisions;
 - (c) "by-law" means a by-law of the Board from time to time in force and effect;
 - (d) "Board Meeting" means a meeting of the Board as provided for under this by-law where at least four (4) members are convened for the purpose of a meeting as contemplated under the Federal Act and Provincial Act, together with such other persons as may be required;
 - (e) "Chair" means the Chairperson of the Board appointed pursuant to the Federal Act and Provincial Act;
 - (f) "Chief Executive Officer" means the Chief Executive Officer of the Board appointed pursuant to the Federal Act and Provincial Act;
 - (g) "Executive Committee" means the Chair, the Vice-Chair, if any, and Chief Executive Officer;
 - (h) "Federal Minister" means the Minister of the Crown in right of Canada, designated pursuant to the Federal Act as the Federal Minister for purposes of the Federal Act;
 - (i) "member" means a member of the Board appointed pursuant to the Federal Act and Provincial Act;
 - (j) "Minister" means the Federal Minister or either Provincial Minister, as the context requires;

- (k) "officer" means an officer of the Board which shall include the Chief Executive Officer or any other individual designated by the Board who performs functions for the Board similar to those normally performed by an individual occupying any such office.
- (l) "Provincial Minister" means the Minister of the Crown in right of the Province, designated pursuant to the Provincial Act by the Provincial Government, as the Provincial Minister for the purposes of Part III of the Provincial Act, or the Minister of the Crown in right of the Province, designated pursuant to the Provincial Act by the Provincial Government, as the Provincial Minister for the purposes of Part III.1 of the Provincial Act;
- (m) "Vice-Chair" means a Vice-Chair of the Board as may be appointed pursuant to the Federal Act and Provincial Act;
- (n) except as otherwise provided herein, all terms contained in the by-laws which are defined in the Federal Act and Provincial Act shall have the meanings given in such Acts;
- (o) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neutral genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- (p) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (q) nothing contained in the by-laws shall be construed to provide any greater or lesser power than may otherwise be provided under the Federal Act and Provincial Act including any regulations made thereunder, either to the Board, or to any member, officer or employee of the Board. Any and all provisions contained in any by-law shall always be subject to the Federal Act and Provincial Act including all regulations made thereunder,

SEAL

2. The Board may from time to time adopt by resolution of the members, an official seal of the Board.

MEMBERS

3. **Vacation of Office**

At any time during the term of a member's appointment to the Board, the position of a member shall be vacated:

- (a) if such member is removed for cause or otherwise removed from such position as contemplated under the Federal Act or Provincial Act;
- (b) if such member by notice in writing to the Federal Minister and/or Provincial Minister, whichever is appropriate, resigns his position and such resignation becomes effective as specified within such notice;
- (c) upon the death of such member.

MEETING OF MEMBERS

4. **Place of Board Meeting**

Board Meetings may be held either at the City of St. John's, Newfoundland and Labrador or elsewhere as the members may from time to time decide.

5. **Notice**

Notice of the time and place for the holding of a Board Meeting, together with a proposed agenda, shall be delivered to each member by the Chair or their designate not less than seven (7) days before the date of the meeting; provided that Board Meetings may be held at any time without such notice if all the members are present for the purpose of that meeting or those absent have waived notice as provided under clause 6 below, or if such Board Meeting is at the request of any Minister. In the event that such a meeting is at the request of any Minister, the Chair shall ensure that every effort is undertaken to conform with such notice requirements.

6. **Waiver of Notice or Irregularity**

Notice of any Board Meeting or any irregularity in any such meeting or in the notice thereof may be waived by any member and documented in the minutes of a meeting, or otherwise by written notice to the Board, and any such waiver may be validly given either before or after the meeting to which such waiver relates.

Notwithstanding the above, attendance of a member at a Board Meeting is a waiver of notice of the meeting, except where a member attends such meeting for the express purpose of objecting to the meeting on the grounds that the meeting is not lawfully called. Nothing in this Clause shall be construed to allow the waiver of any irregularity in such a meeting which would result in any act, omission or proceeding which is illegal, ultra vires or otherwise contrary to this by-law.

7. **Adjournment**

The Chair of a Board Meeting may adjourn the meeting with the consent of the majority members to reconvene that meeting at a fixed time and place. The Corporate Secretary shall provide notice to the members of the continuation of the adjourned meeting. The adjourned meeting shall be constituted in accordance with this By-Law and the members who formed a quorum at the original meeting need not be the same members who form the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

8. **Board Meeting by Telephone or Video**

Notwithstanding any other provision contained herein to the contrary, a member may participate in a Board Meeting by means of telephone, video or such other communication technologies as permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed for the purposes of this by-law to be present at that meeting.

9. **Board Conduct**

For greater certainty, all Board Meetings shall be conducted in accordance with *Roberts' Rules of Order*.

10. **Board Decisions**

The approval and decision making process required of the Board in the performance of its duties and functions, shall be in accordance with such policy and procedure as may be agreed upon by resolution among the members from time to time, as more particularly described in **Schedule I** to this By-Law.

The Board may approve any decision by means of electronic voting in accordance with the E-Vote Workflow (BMS-WF-064).

11. **Irregularities**

No act, omission or proceeding of members during a Board Meeting shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act, omission or proceeding, unless such irregularity is illegal, ultra vires, or otherwise contrary to this by-law.

ROLES AND RESPONSIBILITIES

12. **Chair**

The Chair shall have such other powers and duties as may from time to time be assigned pursuant to the Federal Act and the Provincial Act or regulations made thereunder, or any by-law or resolution by the members consistent therewith.

13. **Vice-Chair**

A Vice-Chair shall have such other powers and duties as may from time to time be assigned pursuant to any by-law or resolution by the members.

14. **Chief Executive Officer**

The Chief Executive Officer (CEO) shall be responsible for planning, directing and managing the daily operations and business affairs of the organization. This would include developing and implementing the strategic direction of the Board and engaging with key external stakeholders, including Ministers. The CEO is responsible for implementing Board decisions, reporting to the Board on organizational performance, and providing leadership to Board staff in the exercise of the Board's legislative mandate.

The CEO shall sign such contracts, documents or instruments in writing or electronically as required in Schedule II of this by-law in accordance with such policy and procedure as may be agreed upon by resolution among the members from time to time. The CEO shall have such other powers and duties as provided in Schedule I of this by-law or as may from time to time be assigned pursuant to the Federal Act and Provincial Act or regulations made thereunder, or any by-law or resolution by the members consistent therewith.

15. **General Counsel and Corporate Secretary**

In addition to the provision of legal advice to the Board, the General Counsel and Corporate Secretary shall give or cause to be given notices for all Board Meetings when directed to do so and shall have charge of the minute books and official seal (if any) of the Board and, shall sign such contracts, documents or instruments in writing or electronically as required in accordance with such policy and procedure as may be agreed upon by resolution among the members from time to time as more particularly described in Schedule II of this by-law.

16. **Committees of the Board**

In accordance with section 26 of the Act, the Board shall appoint an Audit and Evaluation Committee. The Board may from time to time appoint any other committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

17. **Appointment of Officers**

The Board may, from time to time, appoint such officers as may be required in order to perform the duties and functions of the Board.

18. **Remuneration and Removal of Officers**

The remuneration of all officers of the Board may be determined from time to time by the CEO in accordance with remuneration policies agreed upon by resolution among the members. All officers shall be subject to removal by resolution among the members.

19. **Duties of Officers May Be Delegated**

In case of the absence or inability or refusal to act of any officer of the Board, the CEO may delegate all or any of the powers of such officer to any other officer until such time that the delegation of such powers is resolved by the members.

MISCELLANEOUS

20. **Financial Disclosure**

- (a) The Board shall, as part of its annual report, include:
 - (i) any financial statement relating to the immediately preceding fiscal year;
 - (ii) a report of the auditor; and
 - (iii) any further information respecting the financial position of the Board and the results of its operations as required by the Federal Act or Provincial Act, or any by-law or resolution by the members consistent therewith.
- (b) The Board shall keep at its office a copy of all its financial statements.
- (c) Any approval on behalf of the Board of the annual financial statements, or annual report or revision thereof, shall be evidenced by the signature of at least two (2) members.

- (d) Except as may be otherwise required by law, or except where such information is contained in an approved and circulated annual report, no member shall disclose any information relating to a financial statement without the consent of the Chair.

21. **Service**

Any notice or other document required to be given or sent by the Chair or their designate to any member shall be delivered to such member at their latest address, including email as the same appears in the records of the Board. Each member shall provide their address to the Chair including any revisions thereto.

22. **Cheques, Drafts, Notes, Etc.**

Unless otherwise provided in Schedule II, all cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Board, and in such manner as the CEO may from time to time designate.

23. **Custody of C-NLOPB Funds and Securities**

Subject to any other requirement, all funds and securities owned or held by the C-NLOPB shall be lodged (in the name of the Board) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by the CEO, with such other depositaries or in such other manner as may be determined by the Board from time to time.

24. **Execution of Contracts, Etc.**

Contracts, documents or instruments in writing requiring execution on behalf of the Board shall be signed in accordance with such policy and procedure as may be agreed upon by resolution among the members from time to time as more particularly described in Schedule II. All contracts, documents or instruments in writing so signed shall be binding upon the Board without any further authorization or formality.

The official seal of the Board, if required, may be affixed to contracts, documents or instruments in writing or electronically and signed by any officer or employee as aforesaid by resolution of the members. Any contract, document or instrument in writing or electronically executed on behalf of the Board by an authorized member, officer or agent of the Board is not invalid for reason only that the Board's official seal is not affixed thereto.

The term "contracts, documents or instruments in writing or electronically" as used in any by-law refers to contracts, documents or instruments in writing between the Board and another party and shall include without limitation deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities.

25. **Fiscal Year**

For the purpose of the budgeting and annual reporting requirements of the Board under the Federal Act and the Provincial Act, the fiscal period of the Board shall begin on April 1 and terminate on March 31 of each year.

26. **Schedules**

The following Schedules are attached hereto and made part of this by-law:

- Schedule I - Board Approvals and Decisions
- Schedule II - Execution of Contracts Etc.

27. **Conflict or Inconsistency**

- (a) In the event of any conflict or inconsistency between any term or condition of the main body of this by-law and any Schedule attached hereto, the term or condition of the former shall prevail to the extent of resolving such conflict or inconsistency.
- (b) In the event of any conflict or inconsistency between any provision within this by-law and any resolution among the members contained elsewhere, the provisions of this by-law shall prevail to the extent of resolving such conflict or inconsistency.
- (c) Notwithstanding subclause 25(b) above, any resolution among the members contained elsewhere, which is specifically intended to amend or repeal this by-law, shall prevail in the event of such conflict or inconsistency.
- (d) For greater certainty, if a conflict arises between the by-laws and any Act or Regulation, that Act or Regulation shall prevail.

28. **Replacement of Previous By-Law No. 1**

Effective the date specified below, this by-law and the schedules annexed hereto shall supercede and replace any previous By-Law No. 1 and its schedules enacted by the Board.

Enacted on the 21st day of February, 2019, as amended February 17, 2022 (Amendment No. 1) and May 2, 2022 (Amendment No.2).

Chair: Original signed by
Roger Grimes

Other Members:

Original signed by
Lori Bevan

Original signed by
Kim Dunphy

Original signed by
Wes Foote

Original signed by
Brian Maynard

Original signed by
Sharon Murphy

Original signed by
Ted O'Keefe

Schedule I to By-law No. 1

Enacted on the 21st day of February, 2019, as amended
February 17, 2022 (Amendment No. 1) and May 2, 2022 (Amendment No.2)
By The Canada-Newfoundland and Labrador Offshore Petroleum Board

Board Approvals and Decisions

1. Purpose

The purpose of this Schedule is to:

- (a) facilitate the performance of the duties and functions of the Board as required under the Federal Act, Provincial Act and Atlantic Accord;
- (b) determine the manner in which business, approvals and decisions are to be dealt with; and
- (c) ensure a timely and effective decision making process in the delivery of the Board's mandate.

2. Decisions under the Federal Act, Provincial Act and Atlantic Accord

The Board shall resolve or authorize the performance of its duties and functions as required under the Federal Act, Provincial Act and Atlantic Accord in the following manner:

- (a) For the purposes of this subclause (a), no resolution, performance or authorization of any matter or action under this subclause, shall be invalid for reason only that less than all members were able to be contacted for the purposes of achieving such resolution, performance or authorization. The following matters or actions may be resolved, performed, or authorized by the consensus of **all members** present at a duly constituted Board Meeting, or failing such consensus, by a **majority vote** among all members present:
 - (i) the designation of a member to act as Chair during any temporary absence of the Chair, incapacity of the Chair or vacancy in the office of Chair;
 - (ii) any extension of the allowable period for drilling another well where mechanical or technical difficulties prevent the completion of the first well;
 - (iii) the administration and negotiation with both Ministers, or any request to the Federal or Provincial Minister, regarding any agreement relating to the collection and administration of royalties, interest, or penalties payable under the Federal Act or Provincial Act or regulations made thereunder;
 - (iv) the deposition of any royalties, interest or penalties to the credit of the Receiver General and paid into the Consolidated Revenue Fund, in the manner prescribed by the Treasury Board under the Financial Administration Act R.S.C.;

- (v) the purchase and maintenance of insurance for the Board;
- (vi) the notification of any order by the Board together with reasons for such order, to any interested person as required under the Federal Act or Provincial Act;
- (vii) the approval of any recommendations for submission to both governments with respect to any proposed amendments to the Federal Act, Provincial Act, or any regulations made under those Acts;
- (viii) significant matters respecting the use, operation or maintenance of the Core Storage and Research Centre;
- (ix) the approval of any order which prohibits a specified interest owner from commencing or continuing any work or activity as provided under s. 56 of the Federal Act or s. 55 of the Provincial Act;
- (x) the making, amendment or revocation of any by-laws;
- (xi) the consideration of any requests received by the Board to make a call for bids in relation to particular portions of the offshore area;
- (xii) the establishment of any conflict of interest guidelines respecting persons employed by the Board;
- (xiii) the designation of a person to act as CEO during any incapacity of the CEO or vacancy in the office of CEO ;
- (xiv) the approval for employment of such officers (excluding the Chair, CEO or a Vice-Chair) as are necessary to perform properly the duties and functions of the Board under this Act and the Atlantic Accord;
- (xv) the appointment of an auditor for the purposes of auditing the financial statements of the Board;
- (xvi) the approval of any budget or revised budget prior to its submission to both Ministers for consideration and approval;
- (xvii) the preparation and approval of an annual report prior to its submission to both Ministers;
- (xviii) the preparation and submission to both Ministers, of a plan or revised plan outlining the anticipated decisions of the Board respecting the making of calls for bids during a calendar year;

- (xix) any decision respecting the exercise of any power given to the Board under the Federal Act or Provincial Act respecting the conduct of a public review in relation to any potential development of a pool or field;
- (xx) the approval of any Canada-Newfoundland and Labrador benefits plan required in association with the approval of a development plan;
- (xxi) the approval of all memoranda of understanding which may be concluded pursuant to the Federal Act or Provincial Act;
- (xxii) the designation of any person or delegation of any powers regarding the performance of the Board's duties as authorized under the Federal Act or Provincial Act;
- (xxiii) the appointment and fixing the terms of reference of such advisory bodies as the Board considers appropriate with respect to the administration and operation of Parts II and III under the Federal Act and Provincial Act;
- (xxiv) the approval of any order which prohibits the issuance of interests in respect of such portions of the offshore area as are specified in the order;
- (xxv) the approval of the issuance, amendment and terms and conditions of any interest in respect of any portion of the offshore area as provided under the Federal Act, Provincial Act or regulations made thereunder;
- (xxvi) the selection of successful bidders respecting a call for bids for the issuance of interests;
- (xxvii) the approval of any call for bids in relation to Crown reserve areas;
- (xxviii) the consolidation of two or more exploration licences or two or more production licences into a single exploration licence or production licence respectively;
- (xxix) the approval of an order which extends the term of a production licence;
- (xxx) the making, amendment, or revocation of a written declaration of significant discovery or commercial discovery;
- (xxxi) the approval of any order which requires the drilling of a well on any portion of a significant discovery area as provided under the Federal Act or Provincial Act;
- (xxxii) the exercise of any power given to the Board respecting the approval of the issuance or revocation of any order to an interest owner which reduces the term of an interest in relation to any portion of a commercial discovery area;

- (xxxiii) the authorization of the production of petroleum in accordance with the Federal Act or Provincial Act for use in the exploration, drilling or development of petroleum;
- (xxxiv) the appointment of a person as a member of the Environmental Studies Management Board;
- (xxxv) the designation of a Registrar or Deputy Registrar for the purposes of Division VIII of the Federal Act or Division VII of the Provincial Act;
- (xxxvi) the approval of an order for the arbitration of a dispute between two or more interest holders as provided for under the Federal Act or Provincial Act;
- (xxxvii) the approval of the giving of notice to an interest owner or holder for the compliance with any requirement under Part II or III of the Federal Act or Provincial Act, or any regulation made under such Parts, the breach of which may result in the cancellation of the interest owner's or holder's interest or share in such interest;
- (xxxviii) the approval of an order that cancels the interest or share of an interest owner or holder for failure to comply with the notice referred to under subclause 2(a)(xxxviii) above;
- (xxxix) the review and consideration of any recommendations on reports referred to the Board by any advisory body or person including the Oil and Gas Committee;
- (xl) the determination of reasons regarding any order, decision or action made by the Board, where reasons are requested by the affected party;
- (xli) the approval of any development plan in whole or in part, including any amendments thereto;
- (xlii) Designate any person as the Chief Safety Officer and any other person as the Chief Conservation Officer pursuant to the Federal Act and the Provincial Act, or any other persons during any temporary absence of any of these officials;
- (xlili) Recommend an individual to the Part III Ministers to be jointly designated by them as a conservation officer and/or operational safety officer pursuant to the Federal Act and the Provincial Act;
- (xliv) Recommend an individual to be designated by the Part III.1 Provincial Minister as an occupational health and safety officer pursuant to the Provincial Act, to be further designated by the Federal Minister pursuant to the Federal Act within 30 days of the designation by the Provincial Part III.1 Minister.

- (xiv) the establishment of an Oil and Gas Committee including the appointment of its members and the determination of their remuneration;
- (xlv) any referral to the Oil and Gas Committee for a report or recommendation respecting any question, matter or thing arising under Part III of the Federal Act or Provincial Act or relating to the conservation, production, storage, processing or transportation of petroleum;
- (xlvii) the approval of guidelines for publication;
- (xlviii) the giving of consent for the institution of prosecution against a person who commits waste as provided for under the Federal Act or Provincial Act;
- (xlix) the requirement to pay moneys from the operator's financial responsibility funds, including the manner of their payment, in the event of a spill or debris;
 - (I) any direction or authorization respecting the holding of an inquiry where there is an occurrence of a spill, or debris, or an accident or incident related to any activity to which Division I of Part III of the Federal Act or Provincial Act applies;
 - (II) any direction or authorization respecting the holding of an inquiry in accordance with *Public Inquiries Act* to inquire into and report on occupational health and safety matters that are related to employment related to Part III.1;
 - (iii) the entering into of any pooling agreement or unit agreement, on behalf of Her Majesty as provided under the Federal Act or Provincial Act;
 - (iiii) any request to the Oil and Gas Committee to state a case for the opinion of the Supreme Court of Newfoundland and Labrador, on any question of law or of jurisdiction of the Committee;
 - (liv) any variation or rescission of any decision or order of the Oil and Gas Committee made under Part III of the Federal Act or Provincial Act;
 - (lv) the commencement and maintenance of an action to prohibit the commission of any contravention of Part III of the Federal Act or Provincial Act or of the regulations made thereunder;
 - (lvi) the disclosure of information or documentation that may be released by the Board that would otherwise be privileged;
 - (lvii) the undertaking of research studies and programs in relation to occupational health and safety as may be required pursuant to Part III.1 of the Federal or Provincial Act;

- (lviii) the Board may commence and maintain an action to enjoin the committing of any contravention of any provision of Part III.1 or of the regulations made under Part III.1
- (lix) the appointment of persons to issue a notice of violation as may be required pursuant to the Federal Act or Provincial Act;
- (lx) any other matter or action required of the Board pursuant to any other Act of Parliament or the Legislature of Newfoundland and Labrador;
- (lxi) any other matter or action required of the Board pursuant to any regulation made under the Federal Act or Provincial Act, which is not specifically provided for elsewhere under this by-law;
- (lxii) the implementation of any request by the Federal Minister to increase the production of suitable crude oil or equivalent substances, in the event of a sudden domestic or import supply shortfall; and
- (lxiii) any other matter or action required of the Board which is not specifically provided for elsewhere under this by-law.

(b) The following matters or actions shall be performed or authorized by the CEO:

- (i) the fixing of remuneration and expenses for services provided by members of such advisory bodies referred to under subclause 2(a)xxiii above;
- (ii) the implementation of all fundamental decisions;
- (iii) the implementation of and compliance with any written directives jointly issued to the Board by the Federal Minister and Provincial Minister;
- (iv) any consultations with both Ministers on matters respecting the requirements of any Canada-Newfoundland and Labrador benefits plan;
- (v) Subject to subclause 2(a)(xxi) above, the negotiation and execution of all memoranda of understanding which may be concluded pursuant to the Federal Act or Provincial Act;
- (vi) any request to an interest holder respecting the submission of a summary instead of an actual copy of an agreement or arrangement which is to be submitted to the Board by the interest holder, where such agreement or arrangement may result in a transfer, assignment or other disposition of interest;
- (vii) any direction to the Oil and Gas Committee for the appointment of a time and place for a hearing;

- (viii) any requirement of the Board to keep both governments informed of its decisions;
- (ix) any requirement of the Board to ensure that all applicants, permittees, and licensees concurrently file with both governments, copies of all material filed with the Board;
- (x) any requirement of the Board to report any significant event or information received by the Board, to the designated department or agency of both governments;
- (xi) the format in which a form or any information to be given on a form is to be determined, where such form or information is to be prescribed or fixed by the Board in accordance with the Federal Act or Provincial Act or any regulations made thereunder;
- (xii) Subject to subclauses 2(c), (d) and (e), the authorization, issuance, including the determination of related approvals, requirements or deposits, of an operating licence or work authorization, in accordance with the Federal Act or Provincial Act or regulations, but not limited to:
 - A. subject to subclause 2(a)(xvii) below, the approval of any Canada-Newfoundland and Labrador benefits plan required in association with the authorization of any work or activity;
 - B. the approval of the suspension or revocation of any operating licence or work authorization, in consultation with the Chief Safety Officer and the Chief Conservation Officer;
 - C. the approval of financial requirements provided by an operator or an applicant for authorization pursuant to the Federal Act or Provincial Act or any regulations made thereunder;
 - D. approvals pursuant to section 50 of the Drilling and Production Regulations [well or field data acquisition programs];
 - E. approvals pursuant to subsection 52(4) of the Drilling and Production Regulations [Formation Flow Testing and Formation Flow Testing Program];
 - F. approvals pursuant to section 67 of the Drilling and Production Regulations [Gas Flaring and Venting];
 - G. approvals pursuant to section 68 of the Drilling and Production Regulations [Burning and Disposal of Oil]; and
 - H. approvals pursuant to section 5, and sections 10-14 of the *Drilling and Production Regulations* [Approval to Alter the Condition of the Well].
- (xiii) Subject to subclause 2(a)(xxii) below, the conduct of such negotiations and discussions in such manner as may be required by or on behalf of the Board with respect to the establishment of terms and conditions of any interest;
- (xiv) the consideration of safety matters including consultations with the Chief Safety Officer relating to the authorization of a work or activity;

- (xv) the provision of Board staff including technical and professional assistance to the Oil and Gas Committee, as may be necessary for the proper conduct of the affairs of the Oil and Gas Committee from time to time;
 - (xvi) the establishment of any procedure for compliance by a certifying authority, in consultation with the Chief Safety Officer and Chief Conservation Officer;
 - (xvii) any promotion or monitoring of compensation policies for fishermen which are sponsored by the fishing industry respecting damages of a non-attributable nature;
 - (xviii) any request by the Board to both governments to take action respecting mobility between employment in the federal and provincial public services and employment in the Board, including secondments and portable pensions;
 - (xix) any consent which may be required of the Board respecting the appointment of different representatives for different purposes among interest holders;
 - (xx) the appointment of a representative among interest holders if so required;
 - (xxi) in respect of each fiscal year, prepare a budget for the Board sufficient to permit the Board to properly exercise its powers and perform its duties and functions.
 - (xxii) the approval of a licence for the purpose of subsurface storage of petroleum or any other substance; and
 - (xxiii) the approval of rates fixed by the Federal Minister pursuant to section 80 of the Canada Petroleum Resources Act R.S.C.
- (c) The following matters or actions may be resolved, performed or authorized solely by the Chief Conservation Officer on behalf of the Board pursuant to the *Drilling and Production Regulations*:
- (i) Paragraph 4(b) [pooling designation]; and
 - (ii) Sections 2, 3, 4 [well name and classification].
- (d) The following matters or actions may be resolved, performed or authorized solely by the Director, Resource Management on behalf of the Board pursuant to the *Drilling and Production Regulations*:
- (i) subsection 7(1) and 7(2) [flow systems, flow calculation procedure and flow allocation procedures]; and
 - (ii) section 66 [approval to co-mingle production].

- (e) The following matter may be resolved, performed or authorized by the Director, Offshore and Information Resources:
 - (i) section 55 of the *Drilling and Production Regulations* [permission for disposal of cuttings, fluid samples, cores, or evaluation data]; and
 - (ii) approval of applicability of geoscience studies for consideration as allowable expenditure ahead of program commencement

3. Manner of Performing Duties

- (a) Subject to all other provisions contained herein and any by-law, any resolutions, approvals, or authorizations required of members from time to time, may be provided using any means of communication whatsoever.
- (b) For greater certainty, nothing with respect to the manner in which such matters or actions are resolved, performed or authorized on behalf of the Board as provided for under this Clause 3, shall provide any greater power or authority than that otherwise provided herein or under any other by-law.

Schedule II to By-law No.1

**Enacted the 21st day of February, 2019
By the Canada-Newfoundland and Labrador Offshore Petroleum Board**

Execution of Contracts, Etc.

1. All contracts, documents or instruments in writing or electronically shall be executed on behalf of the Board by the CEO or their designate and the Director responsible for the contract. In the absence of such Director, either C-NLOPB Counsel (Legal or General) shall execute the contract, in accordance with the established C-NLOPB Contract Policy and Procedure, as amended from time to time.
2. The CEO may from time to time, delegate to any other officer or employee of the Board, such signing authority as may be necessary with respect to the execution of any contracts, documents, instruments or cheques.