



Formal Report

Date: 5/16/2023

To: Clinton Business Improvement Area Board

From: Rachel Anstett, Clerk

Department: Clerk's

Subject: Updates to the Clinton BIA Rules of Procedure

Attachments: Draft By-Law XX-2023 Being a By-Law to Govern the Calling, Place and Proceedings of the Clinton Business Improvement Area.

Recommendation:

THAT the Clinton Business Improvement Area Board receives the report from Rachel Anstett, Clerk titled "Updates to the Clinton BIA Rules of Procedure" ;AND

THAT the Clinton Business Improvement Area Board approves the updates to the Rules of Procedure; AND

THAT the Clinton Business Improvement Area Board requests the Clerk proceed to bring the attached draft By-Law XX-2023 Being a By-Law to Govern the Calling, Place and Proceedings of the Clinton Business Improvement Area to the next Council Meeting for their consideration.

Purpose:

Approval

Background Information

Section 238 of the *Municipal Act, 2001*, requires that every Municipality and local board shall pass a procedural by-law for governing the calling, place and proceedings of

meetings. The Clinton Business Improvement Area's current Rules of Procedure were last reviewed in 2013. As a result of member turnover as well as to ensure that the board is operating within the parameters of the procedures, staff have completed a fulsome review of the procedures. The main updates have been highlighted below:

General:

- Definitions have been included
- Authority for the Board has been outlined
- Purpose of the Board has been outlined

Board of Management Directors:

- The following has been added:
- The Board of Management shall consist of a minimum of 4 members and a maximum of 10, as established by the Municipality of Central Huron's Council and as outlined below:
 - One (1) member of Council is appointed to the BIA by the Council of the Municipality of Central Huron
 - Four (4) to Ten (10) members are nominated by the current board and formally selected by the BIA membership at an Annual General Meeting.
- Quorum for conducting any meeting of the Board of Management shall consist of a majority of Board Members.

Vacancies:

The following has been added:

- The seat of a Director of the Board becomes vacant when:
 - A Director is absent from Board meetings for three (3) consecutive regular scheduled meetings without reasonable cause. Upon the Director failing to attend two (2) consecutive meetings without reasonable cause, the Board of Management shall send a notice to the Director advising that upon the third (3rd) failure to attend the Board shall recommend to the Municipality that such Director be removed from the Board of Management.
 - Board members may resign by resignation in writing via email to the Board of Management and the Municipality of Central Huron that shall be effective upon any time or date requested.

- In the event of a vacancy occurring on the Board of Management:
 - The remaining Directors may nominate for the Municipality's consideration and appointment of an individual for Directorship to fill the vacancy of the remaining portion for the term of office.
 - The Board of Management shall notify the Municipality of Central Huron as soon as any vacancy occurs and when the remaining Directors or Members have a nomination for appointment for the Board.

Remuneration – No changes were made to this section.

Responsibilities of the Board of Management – The following has been added:

- Prepare and submit a budget to Central Huron Council by the date and in the form as required by the Municipality.

The following two (2) sections have been added:

Members:

- Members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class and tenants of such property (*Municipal Act, 2001, Section 204 (4)*)
- Businesses located in downtown Clinton fall within the catchment area and are automatically part of the BIA.
- Each member of an improvement area has one vote regardless of the number of properties that the member may own or lease in the improvement area (*Municipal Act, 2001, Section 204 (6)*)

Associate Members:

- Associate Members are for businesses that are not located within the BIA boundaries.
- BIA levies are not charged on an Associate Member outside of the BIA boundary and their fees are voluntary.
- Associate members must register to take advantage of the benefits of the Clinton BIA.
- Associate members do not have the ability to vote for items on the BIA agenda or at the Annual General Meeting.

Directors and Officers Duties:

The duties of the Directors and Officers are as follows:

Chair and or Co chair - No changes were made to this section.

Vice-Chair – No changes were made to this section.

Secretary

The following has been added:

- Ensure that all minutes of the Board are forwarded to the Municipality of Central Huron and the BIA membership.
- Upload all Board Agendas and Minutes to the CBIA website

Treasurer - No changes were made to this section.

Media Correspondent - No changes were made to this section.

Newsletter Editor - No changes were made to this section.

Other Members - No changes were made to this section.

Committee Chairs - No changes were made to this section.

Committees of the BIA

The following was added:

- All Committees of the BIA are required to have an Agenda and Minutes for each meeting conducted. These minutes shall be included in the next BIA Board's meeting agenda for information.

Meetings:

The following was added:

- All local board meetings must be open to the public, with limited exceptions.

These exceptions must be in accordance with Section 239 (2) & (3) of the Municipal Act, 2001 if the subject matter being considered is:

Section 239 (2):

- (a) the security of the property of the municipality or local board;
- (b) personal matters about an identifiable individual, including municipal or local board employees;
- (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act;
- (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
- (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
- (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board. 2001, c. 25, s. 239 (2); 2017, c. 10, Sched. 1, s. 26.

Section 239 (3)

- (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
- (b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this

Act, or the investigator referred to in subsection 239.2 (1). 2014, c. 13, Sched. 9, s. 22.

- Before holding a meeting or part of a meeting that is to be closed to the public, a municipality or local board or committee of either of them shall state by resolution,
 - a. the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
 - b. in the case of a meeting under subsection (3.1), the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection. 2001, c. 25, s. 239 (4); 2006, c. 32, Sched. A, s. 103 (2).

Meetings of the BIA

The following section was updated:

- The BIA shall regularly meet to conduct the business of the BIA, no less than two (2) times per year, as established by BIA. The secretary shall notify all Board of Management Directors and committee chairs at least seven (7) days in advance. Notwithstanding the foregoing, in the event of a special meeting of the Board, the Secretary shall provide such notice as is reasonable in the circumstances.

The following section has been added:

Notice of Meetings

- The secretary shall prepare an agenda for each meeting
- The agenda shall be posted on the BIA's website by 4PM on the Friday before the meeting.
- A notice shall be posted on the BIA's social media pages with a link that goes directly to the agendas and previous minutes by 4PM on the Friday before the meeting.
- All amendments to the agenda shall be posted no later than twenty four (24) hours prior to the meeting. The amendments shall be posted on the BIA's website. A link shall be posted on the BIA's social media pages that goes directly to the amendment.

Sub- Committee Meetings - No changes were made to this section.

Annual General Meeting – The following was added to this section:

- The AGM Meeting notice and agenda shall be posted on the BIA’s website and Facebook page fifteen (15) days prior to the meeting as well.

Rules of Order - No changes were made to this section.

Banking - No changes were made to this section.

Contracts – No changes were made to this section.

Proxy Voting - No changes were made to this section.

Elections – No changes were made to this section.

Voting at Meetings - No changes were made to this section.

Comments

Upon approval of the updated Rules of Procedures by the Clinton Business Improvement Area, the Clerk will bring forward to Central Huron Council for their consideration.

Financial Considerations:

Not Applicable

Central Huron Strategic Plan:

- ✓ Strong Governance
- ✓ Economic Development
- ✓ Communication

Conclusion:

THAT the Clinton Business Improvement Area Board receives the report from Rachel Anstett, Clerk titled “Updates to the Clinton BIA Rules of Procedure” ;AND

THAT the Clinton Business Improvement Area Board approves the updates to the Rules of Procedure; AND

THAT the Clinton Business Improvement Area Board requests staff proceed to bring the attached draft By-Law XX-2023 Being a By-Law to Govern the Calling, Place and Proceedings of the Clinton Business Improvement Area to the next Council Meeting for their consideration.

Input from Other Sources:

Clinton Business Improvement Area Board

Reviewed By:

Steve Doherty, CAO

Respectfully Submitted,

Rachel Anstett, Clerk



The Corporation of The Municipality of Central Huron

BY-LAW XX-2023

Being a By-Law to Govern the Calling, Place and Proceedings of the Clinton Business Improvement Area.

WHEREAS Section 238 of the *Municipal Act, 2001*, requires that every Municipality and local board shall pass a procedural by-law for governing the calling, place and proceedings of meetings; AND

WHEREAS Section 204 of the *Municipal Act, 2001* provides that a local municipality may designate an area as an improvement area and may establish a board of management to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally, and to promote the area as a business or shopping area; AND

WHEREAS the Clinton Business Improvement Area is deemed to be a local board in accordance with the *Municipal Act, 2001*; AND

NOW THEREFORE the Council of the Corporation of the Municipality of Central Huron enacts as follows:

- **Clinton Business Improvement Area Rules of Procedures**

1. Definitions

- a) **“Agenda”** means the written order of business;
- b) **“By-law”** means a law or regulation in a form approved by the council for the purposes of giving general effect to a decision or proceeding of council;
- c) **“Associate Member”** means a non-voting member who is a business over in the area surrounding but not included in the existing BIA boundary
- d) **“Board of Management”** means a corporate body who is responsible for the administration and strategic management of the BIA. The Board of Management for the Clinton BIA shall be consisting of 4 members and a maximum of 10. The Board of Management shall have one (1) Chair & or Co-Chair, one (1) Vice-Chair, one (1) Secretary and one (1) Treasurer.
- e) **“CBIA”** means Clinton Business Improvement Area
- f) **“Meeting”** means a regular, special or other meeting of Council or a committee of Council where:



- (i) a quorum of Members is present, and
 - (ii) Members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of Council;
- g) **“Motion”** means a question to be considered by Council duly moved and seconded. When a motion is adopted, it becomes a resolution
- h) **“Municipal Corporation”** means The Corporation of the Municipality of Central Huron;
- i) **“Non-Pecuniary Interest”** means a private or personal interest that a Member may have that is non-financial in nature and that would be considered by a reasonable person, apprised of all the circumstances, as being likely to influence the Member’s decision in any matter in which the non-pecuniary interest arises, and may include, but is not limited to, an interest that arises from a relationship with a person or entity;
- j) **“Pecuniary interest”** means relating to or consisting of money or having financial, economic or monetary value (*Conflict of Interest Act*, R.S.O. 1990, Chapter M. 50, as amended);
- k) **“Quorum”** means the majority of the whole number of the members of Council who are present in person and are entitled to vote;
- l) **“Recorded Vote”** the recording of the name and vote of every Member present on any matter or question
- m) **Rules of Procedure** means the rules and regulars provided by this By-law or in the absence of a rule of regulation, Bourinot’s Rules of Order shall prevail.

2. Authority:

In all instances the BIA shall operate in conformity with the provisions of the *Municipal Act* and bylaws of The Municipality of Central Huron. The Board of Management of the BIA, with the input of the membership may set general guidelines, rules and regulations above and beyond those provided under the *Municipal Act* but never in contravention or contradiction with the *Act*.

3. Purpose:

This constitution is intended to provide such further rules of procedure as are not specified in the *Municipal Act* or Municipal bylaws in order that the functions of the BIA may be performed in as fair and democratic a manner as possible.



The Clinton Business Improvement Area (CBIA) is appointed to:

- Oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally; and
- Promote the area as a business or shopping area; and
- Manage the money that is collected by the Municipality of Central Huron from the required special BIA level for these activities.

4. Board:

Term of Office

- The BIA Board shall hold office for a term of four (4) years which is the same as the term of the appointing Council or until a successor is appointed.

Board of Management Directors

- The Board of Management shall consist of a minimum of 4 members and a maximum of 10, as established by the Municipality of Central Huron's Council and as outlined below:
 - One (1) member of Council is appointed to the BIA by the Council of the Municipality of Central Huron
 - Four (4) to Ten (10) members are nominated by the current board and formally selected by the BIA membership at an Annual General Meeting.
- The Board of Management shall have the following Director positions: Chair & or Co-chair, Vice- Chair, Secretary, Treasurer.
- A quorum for conducting any meeting of the Board of Management shall consist of a majority of Board Members
- All Board Members must be reported to and approved by the Council of the Municipality of Central Huron

Vacancies

- The seat of a Director of the Board becomes vacant when:
 - A Director is absent from Board meetings for three (3) consecutive regular scheduled meetings without reasonable cause. Upon the Director failing to attend two (2) consecutive meetings without reasonable cause, the Board of Management shall send a notice to the Director advising that upon the third (3rd) failure to attend the Board shall recommend to the Municipality that such Director be removed from the Board of Management.
 - Board members may resign by resignation in writing via email to the Board of



Management and the Municipality of Central Huron that shall be effective upon any time or date requested.

- In the event of a vacancy occurring on the Board of Management:
 - The remaining Directors may nominate for the Municipality's consideration and appointment of an individual for Directorship to fill the vacancy of the remaining portion for the term of office.
 - The Board of Management shall notify the Municipality of Central Huron as soon as any vacancy occurs and when the remaining Directors or Members have a nomination for appointment for the Board.

Remuneration

- The Directors of the Board of Management shall receive no remuneration either directly or indirectly for services rendered but may be reimbursed for out of pocket expenses incurred by them as a result of representing the Board of Management.
- The above requirement does not pertain to the contracting of services with a Director's business. Preference may be given to purchasing services from BIA members whenever fiscally possible, and Director's businesses are not excluded, provided business is conducted in accordance with the Purchasing Policies of the Municipality.
- A Director who is in any way directly or indirectly interested in a contract, or proposed contract, with the BIA shall disclose his or her interest to the Board of Management. Unless otherwise provided by law, no such member shall vote on any resolution to approve such contract.

Responsibilities of the Board of Management

The Board of Management shall:

- Notify the municipality of those nominated for as Directors, as proposed by the membership, for formal appointment to their positions.
- Manage and supervise the affairs of the BIA.
- Maintain liaison with the Municipality through the appropriate Council member(s).
- Submit its annual report for the preceding year to the Municipal Council, in accordance with the requirements of the *Municipal Act, 2001*.
- Prepare and submit a budget to Central Huron Council by the date and in the form as required by the Municipality.
- Authorize all expenditures in accordance with the budget established for the current year after consultation with the membership.
- Report to the BIA's membership on its actions affecting administration, activities and policies of the BIA at all membership meetings.
- Designate a financial institution for the deposit of funds on behalf of the BIA.



- Determine the time & place of all BIA meetings (except for committee meetings) and authority to call any special meetings deemed necessary.
- Notify the Municipal Council member of all BIA meetings. The Council representative(s) shall be entitled to attend all meetings of the Board of Management and all membership meetings called for the purpose of carrying on the business of the BIA.
- The fiscal year of the Board, shall be the calendar year.
- In the event that the Chair & the Vice Chair are unable to attend a BIA scheduled meeting, those Directors present at the scheduled meeting shall select a presiding officer from that meeting, providing there is a quorum of the Board of Management.

Members:

- Members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class and tenants of such property (*Municipal Act, 2001, Section 204 (4)*)
- Businesses located in downtown Clinton fall within the catchment area and are automatically part of the BIA.
- Each member of an improvement area has one vote regardless of the number of properties that the member may own or lease in the improvement area (*Municipal Act, 2001, Section 204 (6)*)

Associate Members:

- Associate Members are for businesses that are not located within the BIA boundaries.
- BIA levies are not charged on an Associate Member outside of the BIA boundary and their fees are voluntary.
- Associate members must register to take advantage of the benefits of the Clinton BIA.
- Associate members do not have the ability to vote for items on the BIA agenda or at the Annual General Meeting.

Directors and Officers Duties

The duties of the Directors and Officers are as follows:

Chair and or Co chair

- Shall be the Chief Executive officer of the BIA & the only spokesperson authorized to speak publicly for the BIA unless another member acting as a media correspondent is designated with this responsibility, with member's



approval.

- Shall preside over all meetings of the Board of Management and those of the membership unless otherwise delegated.
- Shall be ex-officio member of all committees.
- Shall be one of no fewer than two signing officers for the BIA contracts.
- May be a signing authority on cheques.

Vice-Chair

- Shall exercise the duties of the Chair in the Chair's absence.

Secretary

- Shall record the minutes of all proceedings, give all notices to members, be custodian of all books, records, correspondence, contracts & other documents belonging to the BIA unless otherwise delegated by the Board of Management.
- Upon completion of his or her term of office, deliver to the Board of Management all books, papers, records, correspondence, contracts and other documents belonging to the BIA.
- Ensure that all minutes of the Board are forwarded to the Municipality of Central Huron and the BIA membership.
- Upload all Board Agendas and Minutes to the CBIA website.

Treasurer

- Shall receive & account for all monies of the BIA, deposit all monies, or other valuable effects received, in the name and to the credit of the BIA in the bank selected by the BIA; keep full & accurate accounts of receipts and disbursements; and disburse all funds by cheque unless otherwise directed by the Board of Management.
- Shall submit an up-to-date statement of receipts and disbursement at each regularly scheduled membership meeting. Upon approval by the Board of Management, the statement will be attached to the minutes at which they were approved.
- Shall provide to the Board of Management an annual financial report as required under the *Municipal Act*.
- Shall be one of two signing authorities for BIA financial documents.
- Upon completion of his/her term of office, deliver to the Board of Management all books, papers, records, correspondence, contracts and other documents belonging to the BIA.

Media Correspondent:

Will be the authorized spokesperson to speak publicly for the BIA, at the direction of the Board of Management.



Newsletter Editor

- Is responsible for writing & sending out a newsletter regularly to all members of the BIA and will be compensated for any delivery costs incurred, upon receipt of documentation.

Other Members

- May be asked to serve on a committee.
- Shall ensure that any committee, on which he/she is a member, acts within its mandate.

Committee Chairs

- Shall report to the Board of Management on the activities of the committees that he/she chairs, unless another member of the committee is delegated to do so.

Committees of the BIA

- All committees are established at a regular meeting by the members, and report to the Board of Management and the general membership.
- A committee shall be comprised of no fewer than 3 members. One member will act as committee chair and will be elected by the others members of the committee.
- All committees are responsible for investigating, preparing plans, and recommending actions to the BIA within their mandate.
- Committees shall not have the authority to enter into a contract on behalf of the BIA or commit to any financial liability beyond its approved budget.
- Each committee shall report (preferably in writing) its activities at each regularly scheduled BIA meeting either by the chair of the committee or another member. Written reports should be attached to the minutes of the meeting at which they were presented.
- All Committees of the BIA are required to have an Agenda and Minutes for each meeting conducted. These minutes shall be included in the next BIA Board's meeting agenda for information.

5. Meetings:

- All local board meetings must be open to the public, with limited exceptions. These exceptions must be in accordance with Section 239 (2) & (3) of the Municipal Act, 2001 if the subject matter being considered is:

Section 239 (2):



- (a) the security of the property of the municipality or local board;
- (b) personal matters about an identifiable individual, including municipal or local board employees;
- (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act;
- (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
- (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
- (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board. 2001, c. 25, s. 239 (2); 2017, c. 10, Sched. 1, s. 26.

Section 239 (3)

- (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
- (b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1). 2014, c. 13, Sched. 9, s. 22.



- Before holding a meeting or part of a meeting that is to be closed to the public, a municipality or local board or committee of either of them shall state by resolution,
 - a. the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
 - b. in the case of a meeting under subsection (3.1), the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection. 2001, c. 25, s. 239 (4); 2006, c. 32, Sched. A, s. 103 (2).

Meetings of the BIA

- The BIA shall regularly meet to conduct the business of the BIA, no less than two (2) times per year, as established by BIA. The secretary shall notify all Board of Management Directors and committee chairs at least seven (7) days in advance. Notwithstanding the foregoing, in the event of a special meeting of the Board, the Secretary shall provide such notice as is reasonable in the circumstances.
- At Board of Management meetings, any member of the membership may attend, ask to be recognized by the BIA's Chair and speak on any items on the agenda or request new business to be placed on a future agenda. However, they shall not vote on any items on the agenda.
- Upon written petition of any four (4) members of the Board of Management, stating a cause or concern, which shall be considered as the agenda of the meeting, the Chair shall call a Board of Management meeting, to deal with the cause or concern in question within 15 (fifteen) days of receipt of the petition by the secretary of the BIA.
- The Board of Management may limit the time for deputations prior to the commencement of any meeting.
- No error or accidental omission in giving notice of any meeting of the Board of Management shall invalidate such meeting or make void any proceedings taken at such meeting.
- No omission to give any notice to any member, nor error in any notice not affecting the substance thereof, shall invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- If all Directors of the Board of Management of the BIA consent, a meeting of the Board of Management may be held by means of telephone, electronic or other communication facilities, as permit all persons participating in the meeting to communicate with each other simultaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

Notice of Meetings

- The secretary shall prepare an agenda for each meeting



- The agenda shall be posted on the BIA's website by 4PM on the Friday before the meeting.
- A notice shall be posted on the BIA's social media pages with a link that goes directly to the agendas and previous minutes by 4PM on the Friday before the meeting.
- All amendments to the agenda shall be posted no later than twenty four (24) hours prior to the meeting. The amendments shall be posted on the BIA's website. A link shall be posted on the BIA's social media pages that goes directly to the amendment.

Sub-Committee Meetings

- A sub-committee shall meet as often as its members deem necessary to perform the committee's mandate.
- A sub-committee shall establish a time & place suitable to the majority of its members for the holding of its regular meetings.
- A sub-committee shall keep accurate records of its activities, & report it orally at a membership meeting & these matters are to be recorded by the Secretary in the minutes of that meeting.

Annual General Meeting

- There shall be at least one general annual meeting in each calendar year, within the timeframe prescribed by the *Municipal Act, 2001*.
- Unless otherwise provide by the *Municipal Act, 2001* notice of all general membership meetings shall be by e-mail or mail fifteen (15) days prior to the meeting. The notice will be mailed to the address last provided by the member to the secretary to the property address of the owner indicated on the last municipal assessment roll.
- The AGM Meeting notice and agenda shall be posted on the BIA's website and Facebook page fifteen (15) days prior to the meeting as well.

Rules of Order

- In absence of a certain rule in the Rules of Procedure, the proceedings of the BIA shall be in accordance with the *Municipal Act* and shall be conducted as set out in the Rules of Order established by the Municipality.

Contracts

- All BIA contracts are the responsibility of the Board of Management.
- To enter into a contract, a resolution thereof approved by the Board of Management shall be entered in the minutes of the Board of Management



meeting or membership meeting and a copy of the contract is to be attached to the minutes of that meeting.

- Once approved, a contract shall bear two (2) BIA official signatures, one being the Chair.

Proxy Voting

- There shall be no proxy voting of any kind at meetings of the Board of Management or at a meeting with the membership unless otherwise provided by Section 204 (7) of the *Municipal Act*.

Elections

- Elections for officers on the Board of Management will be held at an Annual General Meeting. The newly appointed officers shall assume their responsibilities in accordance with their appointment. The previous officers continue until the new BIA takes office.

Voting at Meetings

- At each meeting with the membership a member may cast one (1) vote on each motion.
- Voting at Board of Management or general meetings shall normally be by a show of hands or, if requested by the Chair, by a standing vote.
- The chair of the Board of Management or of a committee has the right to vote at a meeting or committee of which he/she is the Chair.

That this By-Law shall come into force and take effect upon being passed by the Council.

Read a first and second time this XX

Read a third time and finally passed this XX

THAT THIS BY LAW BE ENACTED, SIGNED AND SEALED THIS XX

Jim Ginn, Mayor

Rachel Anstett, Clerk