

BY-LAW NO. 1
LONDON DOWNTOWN BUSINESS ASSOCIATION

WHEREAS the London Downtown Business Improvement Area (the “BIA”) was created by [By-law Number C.P.-2](#) (the “By-law”) of the Corporation of the City of London;

AND WHEREAS the By-law established a Board of Management (the “Board”) for the BIA;

AND WHEREAS the Board is, by virtue of Section 204(2) of the [Municipal Act, 2001](#) (the “Act”), a corporation consisting of the number of directors established in the By-law;

AND WHEREAS the Board is, by virtue of Section 204(2.1) of the *Act*, a local board of the Municipality for all purposes;

AND WHEREAS each local board is required by Section 238(2) of the *Act* to pass a procedure by-law for governing the calling, place and proceedings of meetings, including public notice of such meetings;

The Board hereby enacts as follows:

1 DEFINITIONS

- .1 “Auditor”** means the external Auditor for the Corporation of the City of London.
- .2 “Code of Conduct”** means the [Code of Conduct for Local Boards \(Council Policy CPOL.-384-91\)](#) set by Council.
- .3 “Council”** means the Council of the Corporation of the City of London.
- .4 “Director”** means a person appointed to the Board of Management pursuant to the By-law.
- .5 “Fiscal Year”** means January 1 to December 31.
- .6 “Member”** means a person or corporation assessed on the last returned assessment roll for real property in the area that is in a prescribed business property class, tenants of

such property, and where duly authorized in accordance with this by-law the representative of either.

2 MEETINGS OF THE MEMBERS

.1 Annual General Meetings

The Board shall call an Annual General Meeting (“AGM”) of the Members at least once per year, no later than November in each year. The AGM shall be held at a location, as determined by the Board, in London, or electronically, as specified in the meeting notice. The AGM agenda shall include:

- .1** Financial Statements and Reports;
- .2** Auditor’s Report;
- .3** Annual Budget;
- .4** Annual Report of the Board;
- .5** Minutes of the last Annual General Meeting;
- .6** Election of Board (in an election year) - subject to approval by City Council of the City of London in accordance with the By-law; and
- .7** any other business that may properly be brought before the meeting.

.2 General Meetings of the Members

The Board may, from time to time, call a General or Special Meeting of the Members for any date and time to be held at a location in London, or electronically, as specified in the Notice.

.3 Quorum

A quorum for a meeting of the Members shall be twenty (20) Members, including, at minimum, a quorum of the Board. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

.4 Electronic Attendance at Meetings

Attendance at a meeting of the Members may be by telephone, videoconference, or any other communication facility that permits adequate communication between the members. A person so participating is deemed to be present at the meeting and is eligible to vote.

.5 Chairperson

The Chair of the Board, or in their absence, the Vice-Chair of the Board, shall preside as chairperson at all meetings of the Members.

.6 Voting

- .1 Only Members May Vote.** No person who is not a Member may vote.
- .2 Number of Votes.** Each Member has one (1) vote regardless of the number of properties which the Member owns or leases in the improvement area.
- .3 Corporate Nominees.** A Member that is a corporation may nominate in writing one individual (person) to vote on behalf of the corporation.
- .4 Majority to Rule.** Questions arising at any meeting of Members shall be decided by a majority vote of the Members present, unless otherwise required by law.
- .5 Show of Hands.** At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a Member. The Chair shall declare that a resolution has been carried or not carried, which will be entered into the minutes. It is not necessary to record the number or the proportion of votes.
- .6 Casting Vote.** The Chair may vote on any matter. In the event of a tie, the proposed resolution shall fail.

3 NOTICE OF MEETINGS OF THE MEMBERS

.1 Public Notice

Public notice of the date, time and location of an Annual General Meeting or of a General Meeting of Members shall be published as part of the Public Information Notice published by the Corporation of the City of London as that notice may be known from time to time, and an agenda shall be published on the website of the BIA. If electronic attendance at the meeting is possible, access information for such electronic attendance shall be included in the notice and agenda.

.2 Direct Notice to Members

Notice of all Meetings of the Members containing the information set out in 3.1 above shall also be:

- .1 sent by prepaid mail to each Member not less than fifteen (15) days prior to the meeting. Notice shall be mailed to the address last provided by the Member to the Board, or where no address is provided, to the property address of the owner(s) indicated on the last municipal assessment roll; or
- .2 delivered personally to each Member.

4 BOARD OF MANAGEMENT – GENERAL

.1 Number of Directors

The Board shall consist of thirteen (13) Directors, including at least one (1) appointed by Council.

.2 Appointment of Directors

Other than the Director selected by Council, all other Directors shall be elected by the Members and then appointed by Council, provided that Council may refuse to appoint a person elected by the Members and may leave the position vacant or direct that the Members select another candidate.

.3 Term of Office

Each Director shall hold office for a term that is the same as the term of the Council that appoints them or until their successors are appointed. Directors shall be eligible for reappointment.

.4 Vacancies

In the event a vacancy or vacancies occur on the Board, then the Board shall report such vacancy to Council together with a recommendation as to whether or not the vacancy should be filled. In the event Council appoints new Directors to fill such vacancies, the newly appointed Director shall hold office for the remainder of the term for which their predecessor was appointed.

5 Removal and Resignation of Directors

- .1 Removal by Council.** Council may, by majority vote, remove a Director at any time.
- .2 Automatic Removal.** The seat of a Director shall be come vacant if a Director is absent from Board meetings for three (3) consecutive meetings without being authorized to do so by a resolution of Council.
- .3 No Longer a Member.** For Directors other than the Director selected and appointed by Council, if a Director is no longer a Member of the BIA, the Director shall immediately resign from the Board.

.6 Remuneration and Expenses

No Director shall receive remuneration in payment for services carried out in that capacity or for expenses incidental to their duties as Director. Directors may be reimbursed for actually incurred reasonable expenses directly relating to their functions as Directors. Reimbursement for any such expenses must be approved in advance by the Board.

.7 Compliance with Law

At all times, the Board and its Directors shall comply with all applicable provisions of the *Act*, the By-law and the Code of Conduct set out by the Corporation of the City of London.

.8 Signing Authority

Two (2) signatures shall be required on all cheques issued by the BIA. The Chair, Treasurer, CEO, and Manager shall have signing authority for the BIA.

5 MEETINGS OF THE BOARD

.1 Board Meetings

Unless otherwise required by the Bylaw, the Board shall hold at least ten (10) meetings per Fiscal Year, and the interval between one meeting and the next shall not exceed

sixty (60) days. Special meetings of the Board may be called by the Chair or by a majority of Directors, by serving a requisition on the Chair or Vice-Chair.

.2 Place of Meetings

The Board may hold its meetings at any place in the City of London in the Province of Ontario, or electronically, as it may from time to time determine.

.3 Quorum

A quorum for a meeting of the Board shall be a simple majority of the currently-appointed Directors. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

.4 Electronic Attendance at Meetings

Attendance at a meeting of the Board may be by telephone, videoconference, or any other communication facility that permits adequate communication between the Directors. A Director so participating is deemed to be present at the meeting and is eligible to vote.

.5 Appointed City Official

Council may designate an appointed official of the City of London who shall have the right to attend Board meetings and Board committee meetings, and to participate in deliberations. Such appointed official shall not be entitled to vote, chair, vice-chair, or serve as the presiding officer at any meeting.

.6 Voting

.1 Number of Votes. Each Director shall only have one (1) vote.

.2 Majority to Rule. Questions arising at any meeting of the Board shall be decided by a majority vote of the Directors present, unless otherwise required by law.

.3 Show of Hands. Every question shall be decided by a show of hands unless a ballot on the question is required by the Chair, or their delegate, or requested by a Director. The Chair, or their delegate, shall declare that a resolution has been carried or not carried, which will be entered into the minutes. It is not necessary to record the number or the proportion of votes.

- .4 **Casting Vote.** The Chair shall not vote on any matter. In the event of a tie, the proposed resolution shall fail.

6 NOTICE OF MEETINGS OF THE BOARD

.1 Public Notice

Public notice of the date, time and location of meeting of the Board shall be published as part of the Public Information Notice published by the Corporation of the City of London as that notice may be known from time to time, and an agenda shall be published on the website of the BIA. If electronic attendance at the meeting is possible, access information for such electronic attendance shall be included in the notice and agenda.

.2 Notice to Directors

- .1 **Method of Providing Notice.** Directors may be given notice via email to the email address in the records of the Board; or if no email address has been provided, notice can be given personally, or mailed to the Director at least fifteen (15) days prior to the meeting.
- .2 **Regular Meetings.** If the dates, times and locations of all regular Board meetings have been set for the entire Fiscal Year, it is not necessary to provide additional notice of such regular Board meetings to the Directors, unless required by the *Act*.
- .3 **Special Meetings.** Directors shall be provided with as much notice as possible of any special meetings of the Board.

7 OFFICERS

.1 Election and Term of Office

The Board shall elect Officers annually at the first meeting following the Annual General Meeting. Elected Officers shall be a Chair, Vice-Chair, Secretary and Treasurer, and all shall be eligible for re-election.

.2 Duties of the Officers

- .1 The Chair shall:

- .1 chair all meetings of the Members and of the Board, when present in person and able;
 - .2 have general supervision of the affairs of the BIA;
 - .3 sign all By-laws and execute any documents with the Secretary;
 - .4 perform any other duties, which the Board may, from time to time, assign;
 - .5 sit, *ex officio*, on all committees; and
 - .6 ensure that all past records of the Board are transferred to the succeeding Officers when there is a change of Officers.
- .2 The Vice-Chair shall:
 - .1 exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; and
 - .2 perform any other duties, which the Board may, from time to time, assign.
- .3 The Secretary shall:
 - .1 keep or cause to be kept the BIA's records and books of the BIA, including the registry of Officers and Directors, the registry of Members, the minutes of the Annual General Meeting, General Meetings and meetings of the Board or any committees thereof, any committee reports, by-laws and policies;
 - .2 record, without note or comment, all resolutions, decisions and other proceedings at a meeting of the Board whether it is closed to the public or not;
 - .3 certify copies of any record, registry, by-law, resolution or minute;
 - .4 send or cause to be sent any notices required for the Annual General Meeting, General Meetings and meetings of the Board; and
 - .5 perform any other duties, which the Board may, from time to time, assign.
- .4 The Treasurer shall:
 - .1 cause to be kept and maintained the financial records and books of the BIA;
 - .2 assist the auditor in the preparation of the financial statements of the BIA;
 - .3 perform any other duties, which the Board may from time to time, assign;

- .4 maintain or cause to be maintained an inventory of all physical assets owned or leased by the BIA; and
- .5 cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the Bylaw.

8 MEETING PROCEDURES – BOARD AND MEMBERS’ MEETINGS

.1 Meetings Open to the Public

Except as otherwise provided by law or pursuant to the By-law, all meetings shall be open to the public.

.2 Procedural Rules

Subject to the By-laws of the BIA and other applicable law, the procedure to be used at all meetings of the Members and the Board shall be governed by the latest edition of Robert’s Rules of Order (found at www.rulesonline.com).

.3 Closed Meetings

In accordance with the provisions of the *Act*, a meeting or part of a meeting may only be closed to the public if the subject matter being considered is:

- .1 the security of the property of the Board;
- .2 personal matters about an identifiable individual, including Board employees;
- .3 a proposed or pending acquisition or disposition of land by the municipality or Board;
- .4 labour relations or employee negotiations;
- .5 litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
- .6 advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- .7 a matter in respect of which the Board may hold a closed meeting under another Act;
- .8 information explicitly supplied in confidence to the Board by Canada, a province or territory or a Crown agency of any of them;

- .9 a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the 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;
- .10 a trade secret or scientific, technical, commercial or financial information that belongs to the Board and has monetary value or potential monetary value;
- .11 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 Board;
- .12 an ongoing investigation respecting the Board by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13(1) of the *Act*, or the investigator referred to in subsection 239.2(1) of the *Act*;
- .13 the meeting is held for the purpose of educating or training the Members and at the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board;
- .14 the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the BIA or persons retained by or under a contract with the Municipality or BIA; or
- .15 any other subject matter listed in section 239 of the *Act*.

.4 Public Voting

A meeting shall not be closed to the public during the taking of a vote.

.5 Resolution to Close Meeting

Before holding a meeting or part of a meeting that is to be closed to the public, the Board, Members or committee shall state by resolution,

- .1 the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
- .2 in the case of a meeting under clause 6.3.13, 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 clause.

9 CONFIDENTIALITY AND PROTECTION OF PRIVACY

.1 Compliance with Law

Every Member and Director shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information.

.2 Confidentiality of Information Addressed in Closed Meetings

Directors shall not disclose any matters, information or documentation addressed in closed Board meetings and shall maintain the confidentiality of all matters discussed at closed Board meetings.

.3 Compliance with BIA Policy

Directors shall act in accordance with the BIA policies governing privacy and access to information.

10 CONFLICT OF INTEREST

.1 Declaration of Conflicts

Every Director or Member who has any real, potential or perceived interest in any contract or arrangement, or proposed contract or arrangement with the BIA shall disclose their interest in the manner required by the *Municipal Conflict of Interest Act*. The Director or Member shall:

- .1** Prior to any consideration of the matter, declare their interest as soon as they are aware of the real, potential or perceived conflict;
- .2** request that their declaration be recorded in the minutes of the meeting;
- .3** not vote on any resolution or participate in any discussion with respect to the resolution concerning the matter to which the conflict pertains; and
- .4** shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

.2 Conflict of Interest Acknowledgement and Policy

Upon election, each Director shall execute an acknowledgement confirming that they have reviewed and agree to abide by the *Municipal Conflict of Interest Act*. In addition, the Board shall create and maintain a policy to deal with real, potential and

perceived conflicts of interest. All Directors shall review this policy annually and the policy shall be provided to Members prior to each Annual General Meeting.

11 THE MANAGER

.1 Appointment

The Board of Management shall hire or contract a Manager and prescribe the duties of this position.

.2 Duties

The Board shall delegate to the Manager the responsibility for the general management and the execution of the policies of the BIA.

.1 The Manager shall:

- 1** be the Chief Administrative Officer;
- 2** be the senior staff position, responsible for the hiring and termination of all other staff;
- 3** attend all meeting of the Board and be entitled to speak on all matters, without the right to vote; and
- 4** sit *ex-officio*, on all committees.

.3 Remuneration and Evaluation

The Board shall establish the remuneration for the Manager through a resolution of the Board. Annually, the Board shall carry out a formal and written evaluation of the position of the Manager, jointly with the Manager, within a mutually determined and agreed upon approach, process, and time frame. The Chair of the Board shall represent the Board in this matter.

12 COMMITTEES OF THE BOARD

.1 Committees - General

The Board may appoint standing or *ad hoc* committees as it shall deem necessary from time-to-time. Standing committees of the Board shall include an Executive Committee, but may also include a Finance Committee, Marketing Committee, and/or Recruitment Committee. Each Standing and *ad hoc* committee of the Board shall be chaired by a

Director, as elected by the Board. Any Director may be the chair or vice-chair of a committee.

.2 Committee Membership

With the exception of the Executive Committee, the Board shall determine all committee membership, but each committee shall be composed of not fewer than three (3) Directors of the Board. Voting committee members shall be Directors. Members and non-Members from within the BIA may be appointed as *ex-officio* members of any committee.

.3 Executive Committee Membership

The Executive Committee shall be made up of the Chair, Vice-Chair, Treasurer and Secretary. The Manager shall be an *ex-officio* member of the Executive Committee.

.4 Committee Business

All committees shall be required to conduct their business in accordance with these bylaws, BIA policies, the By-law, the *Act*, and such terms of reference as are prescribed by the Board. Each Committee shall report and make recommendations to the Board.

13 INDEMNIFICATION AND INSURANCE

.1 Indemnification

In accordance with the By-law, and subject to 13.2 below, the BIA shall indemnify and save harmless Directors and Officers, their heirs, executors, administrators and other legal personal representatives, respectively from time to time and at all times from and against:

- .1** any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and
- .2** all other costs, charges and expenses that they sustain or incur in respect to the affairs of the Board.

.2 Exception

No Director or Officer shall be indemnified by the Board in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under any Act unless, in an action brought against them in their capacity as Director or Officer, they have achieved complete or substantial success as a defendant.

.3 General Liability Insurance

The Board shall obtain and maintain at all times insurance coverage in a form acceptable to the Corporation of the City of London.

.4 Directors and Officers Insurance

The Board shall purchase and maintain at all times insurance for the benefit of a Director or Officer, except insurance against a liability, cost, charge or expense of the Director or Officer incurred as a result of their failure to exercise the powers and discharge the duties of their office honestly, in good faith and in the best interests of the Board, exercising in connection therewith, the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

14 CONSISTENCY WITH LEGISLATION

.1 Compliance with Law

Nothing contained in this by-law shall require the commission of any act which is contrary to an express provision of the *Act*, or its regulations, the By-law, the Code of Conduct or any other applicable by-laws of the Corporation of the City of London.

.2 Conflicts

If there shall exist any conflict between any provision contained in these by-laws and any such provision of the *Act*, or its regulations, or any by-laws of the Corporation of the City of London, the latter shall prevail, and the provision or provisions herein affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict, and as so modified, these by-laws shall remain in full force and effect.

15 AMENDMENTS

- .1 By-laws of the BIA may be enacted, repealed, amended, added to or re-enacted by the Board, upon approval of the Members at the Annual General Meeting or a special meeting duly called to consider such by-law. Notwithstanding the requirement for Member approval, by-laws of the Board come into force and are effective immediately upon approval of the Board.

PASSED by the Board of Management this 19th day of May, 2022.

THE BOARD OF MANAGEMENT FOR THE LONDON DOWNTOWN BUSINESS IMPROVEMENT AREA

Chair

Secretary

APPROVED by the Membership on the _____ day of _____, 20____.

Secretary

Acknowledgment – *Municipal Conflict of Interest Act*

Each Director of the Board shall review the [*Municipal Conflict of Interest Act*](#) before taking office.

**Acknowledgment and Undertaking
*Municipal Conflict of Interest Act, RSO 1990, c. M.50***

I, _____, an elected member of the London Downtown Business Improvement Association, hereby acknowledge having reviewed the *Municipal Conflict of Interest Act, RSO 1990, c. M.50* and I hereby promise and declare that I will disclose any pecuniary interests, direct or indirect, as required by the *Municipal Conflict of Interest Act, RSO 1990, c. M.50* and that I undertake to abide by all other requirements of the said Act.

Signature

Witness

Date