

**Constitution and Procedures By-Law  
of the  
Board of Management  
of the  
Westboro Village Business Improvement Area**

Article 1      Purposes and Objectives

It shall be the primary objective of the Business Improvement Area to develop, promote and protect the commercial viability of the Area and to attempt to ensure that each member of the Westboro Business Improvement Area (herein after referred to as the BIA) receives fair representation from the Board of Management (herein after referred to as the Board).

Article 2      General

Sec 1.

In accordance with Section 220 of the Ontario Municipal Act, R.S.O. 1990, Westboro Village was designated as a Business Improvement Area by City Council under by-law 2-79. The Board of Management of the BIA was designated by City Council under by-law 3-79.

Sec 2.

In all instances, the Board shall operate in conformity with the applicable provisions of the Municipal Act, specifically Sections 55 and 220, the Municipal Freedom of Information and Protection of Privacy Act, the Municipal Conflict of Interest Act and all other applicable legislation and municipal by-laws.

Sec 3.

Membership in the BIA, in conformity with sub-section (2), Section 220, The Municipal Act, shall include "...every person occupying or using land for the purpose of or in connection with any business in the area who is shown in the last revised assessment roll of the municipality as being assessed for business purposes within the meaning of the Assessment Act".

Sec 4.

The BIA may include associate members whose businesses are located outside the designated area, but in close proximity. Associate members will pay an annual fee, as determined by the Board. Associate members will not have voting privileges but may sit on committees.

Article 3      Annual Budget

Sec 1.

The annual budget established by the Board shall be ratified by a majority of the BIA membership in attendance at the annual membership meeting. When presenting the Annual Budget, Financial Statements to date, will be provided.

Sec 2.

The annual budget must be submitted to City Council for approval.

Sec 3.

The fiscal year of the Board shall be the calendar year.

Article 4      The Board of Management

Sec 1.

A Board of Management shall be appointed by Council and shall consist of ten (10) members, at least one of whom shall be a member of City Council, one of whom shall be a member of Regional Council and the remaining members shall be individuals assessed for business assessment of the Area, or, nominees of such individuals or corporations, the nominees shall be subject to approval of the Board.

Sec 2.

The Board shall be entrusted with the improvement, beautification, and maintenance of the Area, above and beyond what is normally provided by the Municipality, and the promotion of the Area as a business and shopping area.

Sec 3.

Each member of the Board shall hold office from the time of appointment until the expiration of the term of the Council that appointed the member, provided the member continues to be qualified as provided in Sec. 1 above.

Sec 4.

The BIA shall submit to Council a list of nominees for appointment. These nominees shall be chosen in a manner according to Article 6 of this constitution.

Sec 5.

Where a vacancy in the Board occurs, Council shall appoint a person qualified as set out in Section 1 and nominated by the BIA, who shall hold office for the remainder of the term for which his predecessor was appointed.

Sec 6.

Membership of the Board shall hold office until their successors are appointed and are eligible for reappointment on the expiration of their term of office.

Sec 7.

Members of the Board must be a member "in good standing" (shall not be in arrears of payment of the special BIA levy, as defined in subsections 17 and 18, Section 217 of the Municipal Act).

Sec 8.

The members of the Board shall receive no remuneration for services rendered for the BIA. Board members may be reimbursed for out of pocket expenses, at the discretion of the Board.

Sec 9.

The members of the Board are subject to the provisions set out in the Municipal Conflict of Interest Act, 1983 or any successor statutes, and as such, shall not take any action specifically benefiting their own business over the many businesses of the BIA.

Article 5      The Executive of the Board of Management

Sec 1.

The Board shall, as soon as possible after its members are appointed, elect a Chairman and Vice-Chairman and appoint a Treasurer and other such officers as it may deem necessary to properly conduct the business of the Board. The Secretary, a non-voting member of the Board, shall be the Office Administrator.

Sec 2.

In the event that an executive officer ceases to financially contribute to the BIA for any reasons such as a relocation outside of BIA boundaries, they must tender their resignation immediately from the Board, so that the position can be filled, in accordance with Article 6.

Article 6      Election of the Board of Management

Sec 1.

All BIA members or their appointees are eligible for election to the Board.

Sec 2.

The members of the Westboro Board shall be elected by the general membership in attendance at the annual meeting, in the year just prior to Municipal Elections. A notice of same shall be circulated to the general membership, not less than 14 calendar days prior to the meeting.

Sec 3.

It is the duty of the Board, prior to the election, to appoint a Nominations Committee of one or more persons. This Committee shall have the responsibility of compiling a list of prospective members of the succeeding Board. Nominations shall be accepted from the floor of the annual meeting. Further, names can be accepted by the nominations Committee up to 7 calendar days prior to the meeting.

Sec 4.

The electoral meeting shall elect eight (8) directors (the other two (2) being members of City and Regional Council). The date of the said meeting shall be prior to the municipal election generally held

every third year. Elections may be held with a show of hands or by secret ballot.

In the event that no more than eight (8) members are willing to run for office, including serving members, a formal election shall be deemed unnecessary and a list of candidates shall be sent directly to the City.

#### Sec 5.

All those businesses that fall within the boundaries of the Westboro BIA that are assessed for business purposes, are eligible to cast one vote.

#### Sec 6.

Should the office of Chairman become vacant before the term of office has expired, the Vice Chairman shall assume the position. Should the Vice Chairman not be able to complete the term, a new Chairman shall be elected by the Board members. Preference for the position will be given to current Board members, then Past Board members, and then the general membership.

### Article 7      Duties of Members of the Board of Management

#### Sec 1.

The Chairman shall be the Chief Executive Officer of the Westboro BIA and shall preside over all meeting as Chairman of the Board. The Chairman shall call the annual meeting and all general meetings, and special meetings as the need arises.

#### Sec 2.

The Vice Chairman shall exercise the duties of the Chairman in the Chairman's absence. If both the Chairman and Vice Chairman are unable to attend the Board meeting, a presiding officer shall be decided upon by those present, providing there is a quorum.

#### Sec 3.

The Secretary/Office Administrator shall record all facts and minutes of all proceedings and shall give all notices required to be given to members and shall be custodian of the records, correspondence, contracts and other documents belonging to the Board.

#### Sec 4.

The Treasurer shall be responsible for the administration of the finances of the Board.

### Article 8      Responsibilities

#### Sec 1.

The Board shall hold regular monthly meetings which shall be open to all members. If any Board member is absent for three (3) or more meetings without just cause, the Board may vote to determine whether or not to request the member to resign.

Sec 2.

The Board shall determine the time and place of regular BIA and general membership meetings, and shall have the authority to call any special meetings deemed necessary. An Annual General meeting of the BIA shall be held in the fall (October/November). Advance written notification shall be provided to the membership. The meeting shall be a forum for BIA members to discuss the operation of the BIA with Board members and each other, and express any concerns they may have; and for the Board to present its budget and, in an election year, will hold any necessary elections.

Sec 3.

It shall instruct the Secretary to notify the members of any general, special and/or annual meeting and also notify the Economic Development Department of the City of Ottawa. During an election year, included with the notification shall be the names of the Nominations Committee.

Sec 4.

The Board shall issue a newsletter/bulletin to all Westboro BIA and associate members, on a regular basis, to keep members informed of ongoing administrative matters, business issues, special events, etc.

Sec 5.

Committees may be established by the Board from time to time to achieve the BIA purposes and objectives. The Chairman and/or Liaison person of any committee shall be a Board member or the Executive Director. Committee members should be BIA and/or associate members, however, vacant positions on the committee may be filled by other interested community members.

Sec 6.

The Board shall receive committee reports and recommendations and shall submit to the BIA at regular meetings, recommendations which it has approved effecting the administration and/or other activities and policies effecting the BIA.

Sec 7.

The Board shall ensure that proper minutes and records of every meeting of the Board are kept and shall forward copies of such minutes and records to all members of the Board, the Economic Development Department and Finance Department, of the City of Ottawa.

Sec 8.

A quorum of the Board shall be comprised of 5 Directors.

Sec 9.

Where compliance with the applicable disclosure of interest guidelines reduces the number of members to less than quorum:

- a) any number that is not less than one-third of the total number of members shall be deemed to

- constitute a quorum, but the number shall not be less than two
- b) when the remaining number of members is two, the concurrent votes of both are necessary to carry any resolution, by-law or other measure

Sec 10.

Representatives of the Commissioner of Economic Development shall receive notice of, and be entitled to attend all meetings of the Board, committees and general membership, called for the purpose of carrying on the business of the BIA.

Sec 11.

The Board shall adopt and maintain banking arrangements and accounting procedures acceptable to City Council and shall submit such accounting records and such financial statements to Council as it may require.

Sec 12.

All books, documents, transactions, minutes and accounts of the Board shall be open at all times to inspection by the City's auditor.

Sec 13.

It shall authorize all expenditures and shall not create any indebtedness beyond the income of the BIA nor disburse funds for purposes that do not correspond with the objectives of the BIA.

Sec 14.

The Board shall not exceed any monies not included in the estimates approved by Council (ie. must stay within broad perimeters of the budget...expected revenues must also be included in budget when presented to Council for approval).

Sec 15.

The Board shall not borrow money nor, without the prior approval of Council, incur any indebtedness extending beyond the current year.

Sec 16.

The Board shall maintain at all times:

- a) Third party public liability and property damage insurance in such limits as determined from time to time by Council, providing for joint coverage of the Board and the City with a Cross liability Clause;
- b) Any other insurance as considered necessary by Council to protect the Board's assets; and deposit copies of all insurance policies with the City.

Sec 17.

Pursuant to Section 55 of the Municipal Act, all meetings of the Board shall be open to all members of

the BIA and the general public.

Sec 18.

If the subject matter relates to the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act, the meetings must be closed only for the duration of the matter being considered.

Sec 19.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is:

- a) security of the property of the Board
- b) personal matters about an identifiable individual, including employees of the Board
- c) a proposed or pending acquisition of land for Board purposes
- d) labour relations or employee negotiations
- e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board
- f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose
- g) a matter in respect of which the Board has authorized a meeting to be closed under another Act

Sec 20.

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

- a) the fact of the holding of the closed meeting
- b) the general nature of the matter to be considered at the closed meeting

Sec 21.

Further, the Chairman of the Board retains the right to expel any person for improper conduct at a meeting.

Sec 22.

Motions arising at any meeting of the Board shall be decided by a majority of votes, based on the total Board membership with each member having an equal vote. The vote shall be taken by assent or dissent, unless it is requested by any member that it be determined by ballot.

Sec 23.

A meeting shall not be closed during the taking of a vote, unless

- a) adherence to Article 8, Secs. 18 and 19, of this document, permits or requires a meeting to be closed to the public
- b) the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Board or persons retained by or under contract with the Board.

## Article 9

### Rules of Conduct and Debate

#### Sec 1.

The proceedings of the Board and the conduct of members of the Board shall be governed by the provisions contained in this by-law.

#### Sec 2.

In the absence of any rules within this by-law, the rules of parliamentary procedure as contained in Robert's Rules of Order, Newly Revised 9th Edition, shall be followed to govern the proceedings of the Board and the conduct of the members of the Board.

#### Sec 3.

Notwithstanding the above provisions, the rules of procedure may be suspended by motion approved by an affirmative vote of no less than two-thirds of the composition of the Board and such a motion shall not be debatable.

#### Sec 4.

The Board shall not suspend any rule of procedure that is contained in this by-law as a result of a legislative provision that is mandated by provincial statute.

## Article 10

### Amendments

#### Sec. 1.

The constitution and procedures by-law may be amended at general and annual meetings of the Westboro Business Improvement Area by a majority of the members at the meeting.

#### Sec 2.

No amendments shall be put to a vote, unless written notices have been delivered/mailed to each member of this BIA at least fourteen (14) days prior to the meeting at which the amendment is to be voted on; and this notice to state the proposed amendment.

## Article 11

### General Meetings

Notice of all general meetings must have been properly circulated to the membership and must start at the time and date for which all are called if the majority of the members of the BIA are present, or fifteen (15) minutes later with any number of members present.

## Article 12

### Gender

In the Constitution and all other documents and additions hereafter passed, unless the contents requires words importing the singular number of the masculine gender, shall include the plural or the feminine gender as the case may be, and vice-versa, and reference to persons shall include firms and corporations.



The Board of Management of the Westboro Village Business Improvement Area is in accordance with the contents of this document and hereby adopts this constitution and procedures by-law.

Signed this 1st. day of June. 19 95.

Chairman

*Sary Buck*

Vice-Chairman

*Margaret A Brown*

Treasurer

*S. Kirby*