

## **BY-LAW NO. 1**

### **A by-law relating generally to the conduct of the affairs of HEART OF ORLÉANS BUSINESS IMPROVEMENT AREA/ZONE D'AMÉLIORATION COMMERCIALE LE COEUR D'ORLÉANS.**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of **HEART OF ORLÉANS BUSINESS IMPROVEMENT AREA/ZONE D'AMÉLIORATION COMMERCIALE LE COEUR D'ORLÉANS** Business Improvement Area (hereinafter called the "B.I.A.") as follows:

#### **1. BIA**

The name of the organization is Heart of Orléans Business Improvement Area/Zone d'amélioration commerciale Le Coeur d'Orléans.

#### **2. MISSION**

The BIA is the voice of the business community. It is committed to improving and promoting the Heart of Orléans / Le Coeur d'Orléans area through investment and advocacy to maintain its position as Orlean's premier shopping, business and entertainment destination.

#### **3. OBJECTIVES**

The purposes of the B.I.A. are to:

- (a) ) promote the area as a business, shopping and entertainment area; and
- (b) improve, beautify, and maintain municipally owned lands, buildings and structures in the area, beyond such improvement, beautification and maintenance provided at the expense of the City of Ottawa at large;
- (c) do all things necessary and appropriate to achieve the foregoing in accordance with applicable legislation or authorities.

#### **4. HEAD OFFICE**

The head office shall be located in the City of Ottawa in the Province of Ontario, at such a place that the Board of Management may determine from time to time.

#### **5. FISCAL YEAR**

The fiscal year of the B.I.A. shall terminate on December 31 in each year.

#### **6. MEMBERSHIP**

##### **(A) Membership Eligibility**

- (i) The following shall be eligible for membership in the B.I.A.:

(a) Property Owners: 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

(b) Tenants: Tenant of such rateable property, who, by the terms of their lease are responsible for the part of the taxes that the tenant is required to pay under the tenant's lease.

### **(B) Rights AND Benefits of Membership**

Every Member in good standing is entitled:

- (i) to attend any Annual or General Meeting of the B.I.A.;
- (ii) to one vote on each question arising at any Annual or General Meeting of the B.I.A.; and
- (iii) to hold any office of the B.I.A.

### **(C) Nominees**

If a Member is a corporation or a partnership it shall designate in writing to the Board of Management a nominee to attend an Annual or General Meeting of the B.I.A. on its behalf and where a Member operates one or more corporations or partnerships or two or more tenanted locations it shall appoint a different nominee for each such entity or location.

## **7. MEMBERSHIP MEETINGS**

### **(A) Annual General Meetings**

The Annual General Meeting (AGM) of the B.I.A. shall be held at a location in Ottawa specified in the meeting notice no later than in the month of November in each year as determined by the Board of Management. The AGM agenda shall include:

- (i) Financial Statements AND Reports;
- (ii) Auditor's Report;
- (iii) Annual Budget;
- (iv) Annual Report of the Board of Management;
- (v) Minutes of the last Annual General Meeting;
- (vi) Election of Board of Management (subject to approval by City Council of the City of Ottawa), if an election year; and
- (vii) any other business that may properly be brought before the meeting.

**(B) General Meetings**

The Board of Management may, from time to time, call a General Meeting of the Members of the B.I.A. for any date and time to be held at a location in Ottawa, as specified in the Notice.

**(C) Notice of Meetings**

(i) Notice of the Annual General Meeting or of a General Meeting of Members shall be sent by prepaid mail, or by email to those members who have provided the B.I.A. with their email address, at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) in advance to each Member and each member of the Board of Management at the addresses as they appear on the books of B.I.A. and if no address is given therein then to the last address of each known to the Secretary; provided always that a meeting of Members may be held for any purpose on any date and at any time and at any place within Ontario, without notice, if all Members are present in person at the meeting or if all the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.

(ii) The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph (i) shall not invalidate any resolution passed or any proceedings taken at any meeting.

**(D) Quorum**

A quorum for the Annual General Meeting or for a General Meeting of the B.I.A. shall be a minimum of twenty-five (25) of the Members or their proxy. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

**(E) Determination of Questions**

(i) Questions arising at any meeting of Members shall be decided by a majority vote unless otherwise stated in these By-laws or as required by law.

(ii) 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.

(iii) The Chair shall declare that a resolution has been carried or not carried. It will be entered into the minutes of the B.I.A. It is not necessary to record the number or the proportion of votes.

(iv) The Chair shall not vote on any matter unless there is a tie in which case, the Chair shall have the casting vote.

**(F) Meeting Procedures**

Subject to the By-laws of the B.I.A., the procedure to be used at all General and Annual General Meetings shall be governed by the latest edition of Robert's Rules of Order.

**(G) Nominees**

For the purposes hereof and Section 8, designated nominees of Members shall be considered Members.

**8. BOARD OF MANAGEMENT**

**(A) Board Composition**

The affairs of the B.I.A. shall be governed by a Board of Management (sometimes called the "Board") whose members are approved by City Council of the City of Ottawa, and shall be composed of:

- (i) Six (6) of the Members to be nominated by the Members at an Annual General Meeting;
- (ii) members appointed directly by City of Ottawa Council.

**(B) Term of Office**

- (i) The term of office for the Board of Management is from the time of his or her appointment by City Council until the expiration of the term of the City Council that appointed him or her, so long as the Member continues to be qualified as a Member.
- (ii) In an election year, the new Board cannot officially assume its duties until approved by City Council, therefore the outgoing Board must continue to hold office until their successors are appointed.

**(C) Powers**

The Board may, on behalf of the B.I.A., exercise all the powers that the B.I.A. may legally exercise in fulfilment of its objects, unless the Board is restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power:

- (i) to enter into contracts or agreements;
- (ii) to make banking and financial arrangements;
- (iii) to execute documents;
- (iv) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the B.I.A.;

(v) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable; and

(vi) to purchase insurance to protect the property, rights and interests of the B.I.A. and to indemnify the B.I.A., its Members, the Board, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the B.I.A.

**(D) Role and Function**

The Board shall be responsible for:

(i) making decisions on policy affecting the B.I.A.,

(ii) managing the affairs of the B.I.A.,

(iii) hiring and supervision of Staff of the B.I.A., and

(iv) appointing such committees as may be required to accomplish the work of the B.I.A.

**(E) Borrowing Powers**

The B.I.A. shall not borrow money and, without the prior approval of City Council, may not incur indebtedness extending beyond the current year.

**(F) Board Eligibility**

Each Board member shall be a Member of the B.I.A. or be nominated by the BIA and shall remain a Member throughout his or her term of office.

**(G) Vacancies**

Where a vacancy on the Board occurs, the Board of Management may nominate a replacement, subject to City Council approval, who shall hold office for the remainder of the term for which his or her predecessor was appointed. If there is no quorum of the Board, the remaining Board members shall call a General Meeting of the B.I.A. to fill any vacancy.

**(H) Quorum**

A quorum for a meeting of the Board of Management shall be a simple majority, not including the Ward Councillor(s).

**(I) Meetings of the Board**

(i) Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary or any two members of the Board. The Board may hold its

meetings at any place in the City of Ottawa in the Province of Ontario as it may from time to time determine.

(ii) No formal notice of any meeting of the Board shall be necessary if all the elected Board Members are present or if those absent have indicated their consent to the meeting being held in their absence.

(iii) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Board may also take place without notice immediately after an Annual General Meeting at which the Board is elected, provided a quorum is present.

(iv) No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

(v) The members of the Board shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a casting vote in addition to his or her original vote.

(vi) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour or against any resolution.

#### **(J) Confidentiality and Privacy of Information**

(i) The B.I.A., through its Board of Management, shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information.

(ii) In this regard, every Board member shall:

(a) respect the confidentiality of all matters discussed at Board meetings and any other information and documentation to which one may have access to in the capacity as Board member of the B.I.A.; and

(b) respect and act in accordance with the B.I.A. policies governing the privacy and access to information to which one may acquire in the capacity of Board member of the B.I.A.

#### **(K) Standard of Care**

Every Board member and Officer of the B.I.A. shall:

(i) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the B.I.A.; and

(ii) exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

**(L) Conflict of Interest**

Every Board member who has any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the B.I.A. shall disclose his or her interest in the manner required by the Municipal Conflict of Interest Act, R.S.O. 1190 c M-50 or as the same may be amended and shall:

(i) declare his or her interest at the first meeting of the Board after which he or she became interested or aware of any such interest;

(ii) request that his or her declaration be recorded in the minutes of the meeting; and

(iii) not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

**(M) Removal**

(i) A Board member may be removed from the Board for:

(a) ceasing to be a Member in good standing;

(b) absence from three (3) consecutive meetings of the Board, unless there are extenuating circumstances;

(c) failure to perform any duty or tasks as set out in the By-laws and any governing policies;

(d) a breach of the provisions of the By-laws regarding conflict of interest;

(e) a breach of the provisions of the By-laws regarding confidentiality and privacy of information;

(f) breach of the provisions of the By-laws regarding the Standard of Care referred to in subsection (K) above and/or behaviour deemed harmful to the welfare or best interests of the B.I.A.

(ii) To remove a Board member from office for any of the reasons set out in this section, a resolution shall be made and approved by a simple majority of the Board members present at a duly called meeting of the Board to which notice specifying the intent to pass such resolution has been given.

**9. OFFICERS**

**(A) Election and Term of Office**

(i) The Board of Management shall elect from among themselves a Chair, Vice-Chair, Secretary and Treasurer who shall serve until the next Annual

General Meeting or until he or she is removed from office by resolution of the Board of Management.

(ii) Officers shall be elected annually by the Board of Management at the first meeting following the Annual General Meeting.

**(B) Duties of the Officers**

(i) The Chair shall:

- (a) chair all meetings of the B.I.A. and of the Board, when present in person and able;
- (b) have general supervision of the affairs of the B.I.A.;
- (c) sign all By-laws and execute any documents with the Secretary;
- (d) perform any other duties, which the Board may, from time to time, assign;
- (e) sit, ex officio, on all committees; and
- (f) ensure that all past records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer.

(ii) The Vice-Chair shall:

- (a) 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
- (b) perform any other duties, which the Board may, from time to time, assign.

(iii) The Secretary shall:

- (a) keep or cause to be kept the B.I.A.'s records and books of the B.I.A., including the registry of Officers and Board members, 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, the By-laws and resolutions;
- (b) certify copies of any record, registry, by-law, resolution or minute;
- (c) send or cause to be sent any notices required for the Annual General Meeting, General Meetings and meetings of the Board of Management; and
- (d) perform any other duties, which the Board may, from time to time, assign.

(iv) The Treasurer shall:

- (a) cause to be kept and maintained the financial records and books of the B.I.A.;

- (b) assist the auditor in the preparation of the financial statements of the B.I.A.;
- (c) perform any other duties, which the Board may from time to time, assign;
- (d) maintain or cause to be maintained an inventory of all physical assets owned or leased by the B.I.A.; and
- (e) cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the City.

## **10. THE EXECUTIVE DIRECTOR**

### **(A) Appointment**

The Board of Management shall hire or contract an Executive Director and prescribe the duties of this position.

### **(B) Duties**

- (a) The Board shall delegate to the Executive Director the responsibility for the general management and the execution of the policies of the B.I.A.
- (b) The Executive Director shall:
  - (i) be the Chief Administrative Officer;
  - (ii) be the senior staff position, responsible for the hiring and termination of all other staff;
  - (iii) attend all meeting of the Board of Management and be entitled to speak on all matters, without the right to vote; and
  - (iv) sit ex-officio, on all committees, unless specifically excluded by the Board.

### **(C) Remuneration and Evaluation**

The Board shall:

- (i) establish the remuneration for the Executive Director through a resolution of the Board; and shall:
- (ii) annually, and jointly with the Executive Director, carry out a formal and written evaluation of the position of the Executive Director, within a mutually determined and agreed upon approach, process, and time frame. The Chair of the Board may represent the Board in this matter or may delegate this task to another Board member.

## **11. COMMITTEES OF THE BOARD**

(a) There shall be Standing committees, as the Board of Management shall from time to time determine.

(b) The Board may appoint ad hoc committees as may be deemed necessary to carry out the objectives of the B.I.A. or to advise the Board. The Board shall prescribe the duties of all such committees.

(c) All committees, Standing and ad hoc, are required to conduct business in accordance with these By-laws.

(d) All committee membership, as required by these By-laws and determined by the Board from time to time, are subject to the same rights and responsibilities in their capacity as Members of committees, as those required by the Board.

(e) Each Standing and ad hoc committee is considered a committee of the Board of Management and as such, is responsible to the Board. Each Committee shall make recommendations to the Board for its approval, and shall report to the Board, through each committee Chair, as determined by the Board, from time to time.

(f) Standing committees of the Board may include, but not be necessarily limited to:

(i) Executive & Finance Committee

(ii) Marketing & Economic Development Committee

(iii) Streetscape & Safety Committee

(g) Each Standing and ad hoc committee of the Board shall be chaired by a Board Member, as elected by the Board. Committee members shall be Board members. Members, non-Members from within the B.I.A. may be appointed as ex-officio members of any committee.

(h) Unless otherwise stated in the By-laws, the terms of reference for each committee will be determined by the Board of Management, from time to time.

## **12. TERMS OF REFERENCE – EXECUTIVE & FINANCE COMMITTEE**

The Executive & Finance Committee:

(a) shall have all powers of the Board to deal with matter(s) requiring emergency action. The Executive & Finance Committee shall report to the next meeting of the Board on all acts and proceedings, subject to review at that time;

(b) may have meetings called by the Chair, between Board meetings, to discuss month-to-month business requiring Board action and for emergency action between regular Board meetings;

(c) shall consist of the Chair, the Officers, and Committee Chairs; and

(d) shall make recommendations to the Board on all financial matters affecting the B.I.A.

### **13. SIGNING AUTHORITY**

- (a) Three (3) persons shall have signing authority for the B.I.A.: the Chair, the Treasurer, and the Vice-Chair.
- (b) Two (2) signatures of foregoing shall be required on all cheques issued by the B.I.A.

### **14. REMUNERATION**

- (a) No Board member shall receive remuneration in payment for services carried out in that capacity.
- (b) Board members may be reimbursed for all reasonable, out-of-the-ordinary expenses directly relating to their functions as Board members. Reimbursement for any such expenses must be approved in advance by the Board of Management.

### **15. AUDITOR**

The external Auditor for the Corporation of the City of Ottawa shall be the Auditor for the B.I.A. and all books, documents, transactions, minutes and accounts of the B.I.A. shall at all times be open to his/her inspection.

### **16. INDEMNIFICATION**

The B.I.A. shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:

- (a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

### **17. REVIEW MECHANISM & DISSOLUTION**

- (a) Should a majority vote be received to dissolve the B.I.A., a request shall be made to the City of Ottawa to repeal the by-law establishing the B.I.A.
- (b) Upon the repeal of a by-law under the Municipal Act the Board of Management is dissolved and the assets and liabilities of the Board become the assets and liabilities of the municipality.
- (c) If the liabilities assumed under subsection (b) exceed the assets assumed, The City of Ottawa may recover the difference by imposing a charge on all rateable

property in the former improvement area that is in a prescribed business property class.

#### **18. CONSISTENCY WITH LEGISLATION**

(a) Nothing contained in this by-law shall require the commission of any act which is contrary to an express provision of the Municipal Act or any by-laws of the Corporation of the City of Ottawa relating to the Board of Management of the area or "Business Improvement Areas" as defined by the Municipal Act.

(b) If there shall exist any conflict between any provision contained in these By-laws and any such provision of the Municipal Act or the By-laws, 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.

#### **19. AMENDMENTS**

By-laws of the B.I.A. may be enacted, repealed, amended, added to or re-enacted by the Board of Management, upon approval of a General Meeting of Members duly called to consider confirmation of such by-law amendment

#### **20. EFFECTIVE DATE**

These By-laws come into force and are effective immediately, subject to ratification and confirmation by the Members at a General Meeting called for that purpose or an Annual General Meeting, whichever occurs first.

PASSED by the Board of Management this 5<sup>th</sup> day of November, 2007

THE BOARD OF MANAGEMENT  
FOR THE HEART OF ORLEANS BUSINESS IMPROVEMENT AREA/ZONE  
D'AMÉLIORATION COMMERCIALE LE COEUR D'ORLÉANS



\_\_\_\_\_  
CHAIR SECRETARY

APPROVED by the Membership the \_\_\_\_\_  
*insert date..*