

## CITY OF HAMILTON

### BY-LAW NO. 14-253

#### In Respect of Business Improvement Areas

**WHEREAS** section 204(1) of the Municipal Act, 2001, S.O. 2001, c. 25 provides that the City of Hamilton may designate an area as a Business Improvement Area and may establish a Board of Management for the Business Improvement Area;

**AND WHEREAS** section 204(2.1) of the Municipal Act, 2001, S.O. 2001, c. 25 provides that a Board of Management of a Business Improvement Area is a local board of the City of Hamilton for all purposes;

**NOW THEREFORE** the Council of the City of Hamilton enacts as follows:

#### Definitions

1. In this By-law:
  - (a) **"Board of Management By-law"** means a by-law passed by Council of the City of Hamilton or any predecessor municipalities to establish a Board of Management for a Business Improvement Area as such by-law may be amended from time to time;
  - (b) **"Business Improvement Area"** means an area designated as an improvement area by a by-law passed under the Municipal Act, 2001 or any predecessor legislation;
  - (c) **"City"** means the municipality of the City of Hamilton or the geographic area of the City of Hamilton, as the context requires;
  - (d) **"Council"** means Council of the City of Hamilton; and
  - (e) **"Designating By-law"** means a by-law passed by Council of the City of Hamilton or any predecessor municipalities to establish a designated area as a Business Improvement Area as such by-law may be amended from time to time.

#### Continuation of Existing Business Improvement Areas

2. This By-law continues the City's Business Improvement Areas as established by By-law or as set out in Schedule A with the geographic boundaries as set out in Schedule B and the Boards of Management also established by by-law.

### **Geographic Area**

3. Despite any description or depiction of the geographic area of a Business Improvement Area in any Designating By-law, the geographic area of each Business Improvement Area is as set out in the applicable map in Schedule B.
4. Section 210 of the Municipal Act, 2001 does not apply to minor boundary alterations involving:
  - (a) a property that has been included or excluded from a Business Improvement Area as a result of error; or
  - (b) a merging of formerly separate properties or a division of a formerly single property that results in a portion of the property being included in a Business Improvement Area and a portion being excluded.
- 5.(1) Any property under subsection 4(a) which has been excluded from a Business Improvement Area as a result of an error shall be deemed to be included in the geographic area of the Business Improvement Area and the applicable map in Schedule B may be amended accordingly.
- (2) Any property under subsection 4(b) which has a portion included in a Business Improvement Area shall be deemed to be included in its entirety in the geographic area of the Business Improvement Area and the applicable map in Schedule B may be amended accordingly.
6. Despite subsections 4(b) and 5(2), the properties described in Column 1 of Schedule D are not included in the Business Improvement Area listed in Column 2 of Schedule D.

### **Board of Management**

7. Where Council passes a Designating By-law after September 24, 2014, a Board of Management is established for the geographic area of the Business Improvement Area as set out in Schedule B 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.
8. Despite any Board of Management By-law, a Board of Management, as established under section 7 or a Board of Management By-law:
  - (a) shall consist of:
    - (i) the Ward Councillor, appointed as a director directly by Council, from each of the Wards that fall within the Business Improvement Area's geographic area; and
    - (ii) a minimum of 3 and a maximum of 20 directors selected by vote of the members of the Business Improvement Area and then appointed by Council;

- (b) may have directors who are non-members of the Business Improvement Area provided that such directors are:
  - (i) no more than 20% of the total number of directors, not including the Ward Councillor directors; and
  - (ii) nominated by a member of the Business Improvement Area;
- (c) shall, if the Board of Management is established under section 7, as soon as possible after its first directors are appointed by Council:
  - (i) pass the procedure by-law governing the calling, place and proceedings of its meetings attached as Schedule C to this By-law, completing those portions which are marked as "to be completed"; and
  - (ii) before passing the procedure by-law, give notice of its intention to do so to the members of the Business Improvement Area;
- (d) shall, if the Board of Management is established under a Board of Management By-law or if a Board of Management was established under one By-law that Designated an area as a Business Improvement Area and Established a Board of Management, as soon as possible after September 24, 2014:
  - (i) pass the procedure by-law governing the calling, place and proceedings of its meetings attached as Schedule C to this By-law, completing those portions which are marked as "to be completed"; and
  - (ii) before passing the procedure by-law, give notice of its intention to do so to the members of the Business Improvement Area;
- (e) may pass procedure by-laws in addition to the procedure by-law passed in accordance with paragraph 8(c)(i) or paragraph 8(d)(i), provided that any such additional procedure by-law does not interfere with or contradict the procedure by-law passed in accordance with paragraph 8(c)(i) or paragraph 8(d)(i), this By-law, or the Municipal Act, 2001;
- (f) shall keep proper minutes and records of every meeting of the Board of Management and shall forward true copies of the minutes and records to all directors of the Board of Management and to the Coordinator of Business Improvement Areas, Economic Development Division, Planning and Economic Development Department;
- (g) shall adopt and maintain banking arrangements and accounting procedures acceptable to Council and shall submit such financial statements, in addition to those required under subsections 205(1) and 207(1) of the Municipal Act, 2001, as Council may require;
- (h) shall have a fiscal year which is the same as the calendar year;

- (i) shall prepare and submit to Council a proposed budget for each fiscal year on or before March 31 in each year and shall hold at least one meeting of the members of the Business Improvement Area for discussion of the proposed budget before its submission to Council;
- (j) shall submit to the City's Auditor, for auditing, financial statements for the Business Improvement Area for the fiscal year on or before February 28 in each year and, after they have been audited, shall submit an annual report to Council, including the audited financial statements, on or before December 31 in each year; and shall comply with such other requirements as may be set out by the City from time to time.
- (k) shall maintain at all times:
  - (i) Commercial General Liability Insurance, written on IBC Form 2100 or its equivalent, including but not limited to bodily and personal injury liability, property damage, non-owned automobile liability and premises liability, having an inclusive limit of not less than Two Million Dollars (\$2,000,000) and endorsed to include the City as additional insured.
  - (ii) Directors and Officers Liability Insurance, with a minimum limit of not less than Two Million Dollars (\$2,000,000).

Certificates of insurance originally signed by authorized insurance representatives shall be provided to the City upon the City's request. Insurance certificates and policies shall contain a provision that the insurer shall not cancel or materially change coverage as would affect the contract without providing the City at least 30 days prior written notice;

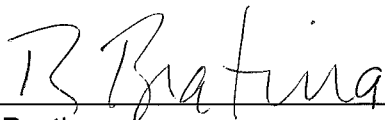
- (l) shall notify the City regarding any potential or actual litigation and shall keep the City informed with respect to the progress of such matters;
  - (m) shall comply with all applicable provisions of the Municipal Act, 2001 including but not limited to those relating to Business Improvement Areas, Meetings' Records, Remuneration and Expenses and Financial Administration;
  - (n) shall comply with the Municipal Freedom of Information and Protection of Privacy Act;
  - (o) shall comply with the Accessibility for Ontarians with Disability Act, 2005; and
  - (p) shall comply with the Municipal Conflict of Interest Act.
9. The notice under paragraph 8(c)(ii) or paragraph 8(d)(ii) shall:

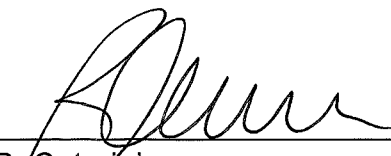
- (a) be in writing;
- (b) be hand-delivered or sent by prepaid mail addressed to each member of the Business Improvement Area not less than 15 days before the meeting;
- (c) set out the date, time and place of meeting; and
- (d) include a statement of the intention to pass the procedure by-law and a copy of the procedure by-law as it appears in Schedule C.

**General**

- 10. Schedules A, B, C and D are attached to this By-law and form a part of it. The notations, references and other information shown on maps in Schedule B shall be as much a part of this By-law as if they were fully described in this By-law.
- 11. The following by-laws are repealed:  
87-308, 86-144, 86-73, 76-98, 07-161, 92-078, 86-99, 86-98, 08-268, 3072-78, 87-178, 83-308, 82-151, 76-19, 90-197, 86-31, 612-78, 85-75-1, 98-63-1, 86-30, 98-252, 06-309.
- 12. By-law No. 98-15 of The Corporation of City of Hamilton with respect to the special charge on certain properties in the Barton Village Business Improvement Area and By-law No. 82-152 of The Corporation of the City of Hamilton with respect to the special charge on certain properties in the Downtown Business Improvement Area remain in force and continue to apply to those properties.
- 13. This By-law may be referred to as the "Business Improvement Area By-law" or the "Hamilton Business Improvement Area By-law".
- 14. This By-law comes into force on the day it is passed.

**PASSED** this 24<sup>th</sup> day of September, 2014.

  
\_\_\_\_\_  
B. Bratina  
Mayor

  
\_\_\_\_\_  
R. Caterini  
City Clerk

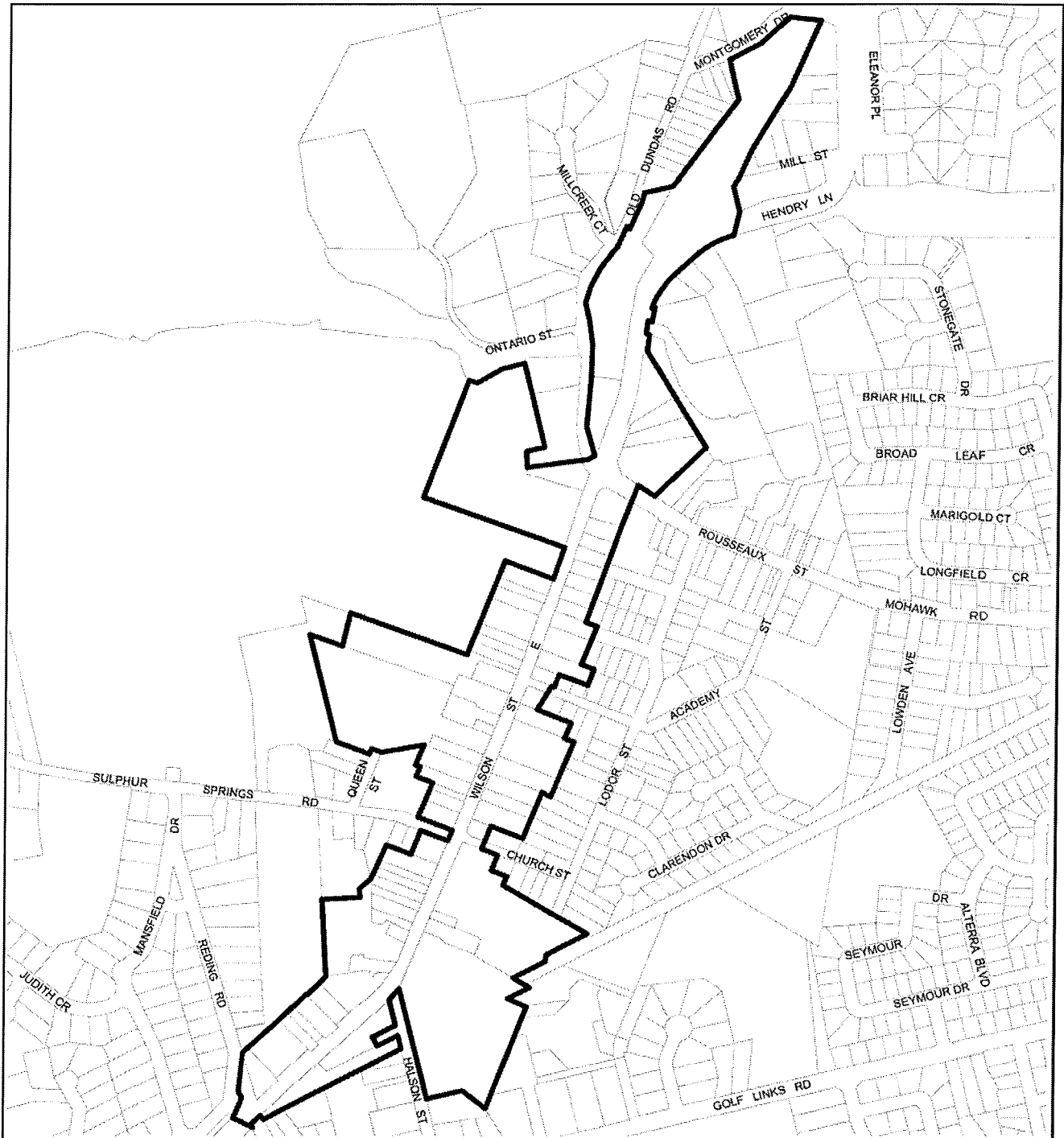
**SCHEDULE A  
TO THE BUSINESS IMPROVEMENT AREA BY-LAW NO. 14-253**

**Business Improvement Areas**

<b>Business Improvement Area</b>	<b>Ward(s)</b>
<b>Ancaster</b>	<b>12</b>
<b>Barton Village</b>	<b>2 &amp; 3</b>
<b>Concession Street</b>	<b>6 &amp; 7</b>
<b>Downtown Hamilton</b>	<b>2</b>
<b>Dundas</b>	<b>13</b>
<b>International Village</b>	<b>2 &amp; 3</b>
<b>King Street West</b>	<b>2</b>
<b>Locke Street</b>	<b>1</b>
<b>Main West Esplanade</b>	<b>1 &amp; 2</b>
<b>Ottawa Street</b>	<b>3 &amp; 4</b>
<b>Stoney Creek</b>	<b>9</b>
<b>Waterdown</b>	<b>15</b>
<b>Westdale Village</b>	<b>1</b>

**SCHEDULE B  
TO THE BUSINESS IMPROVEMENT AREA BY-LAW NO. 14-253**

**Maps: Geographic Area of each Business Improvement Area**



Legend



Ancaster Business Improvement Area

Map 1:  
Business Improvement Area  
Ancaster

Date:  
July 25, 2014

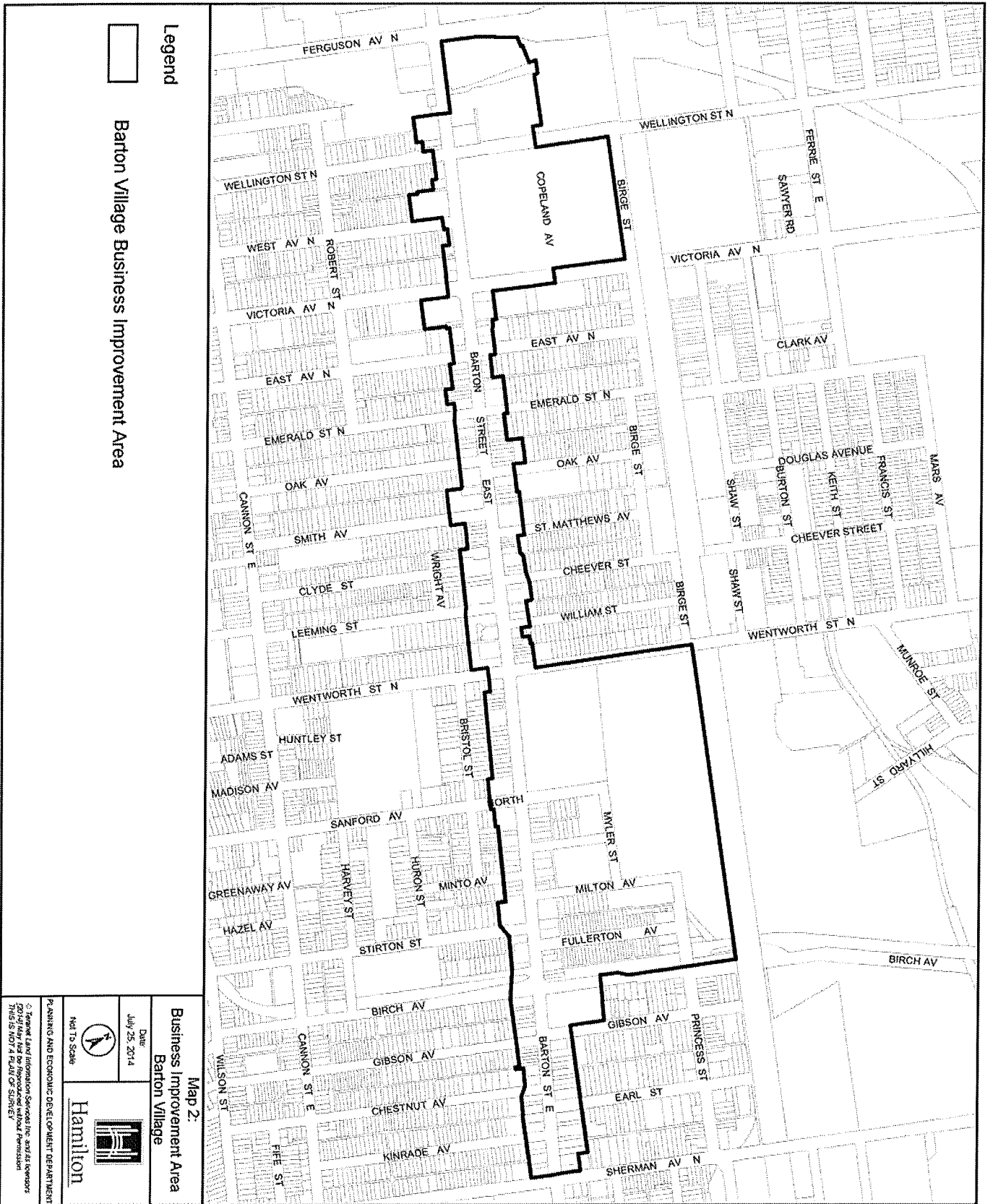


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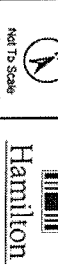


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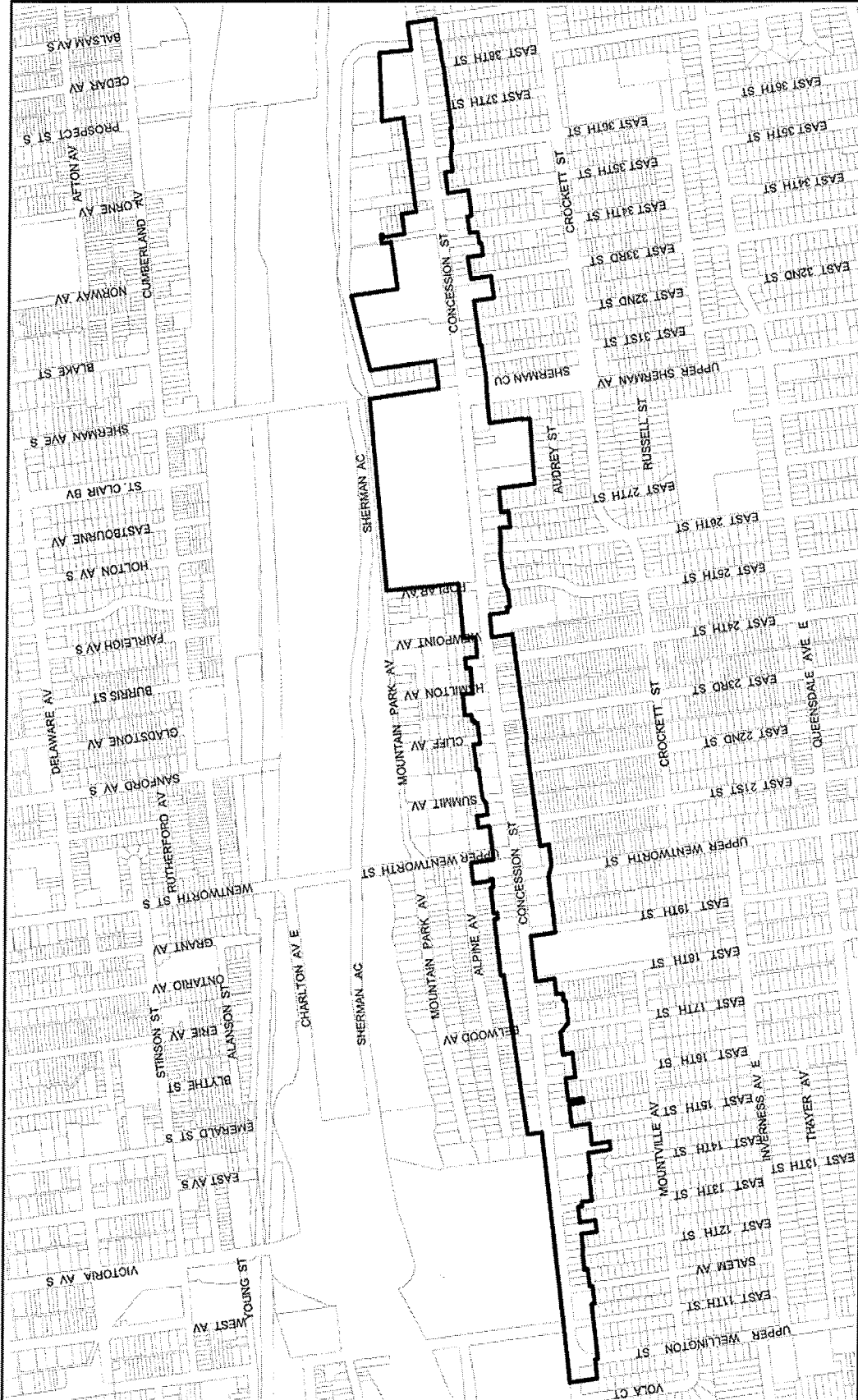
 Barton Village Business Improvement Area

Map 2:  
Business Improvement Area  
Barton Village

Date:  
July 23, 2014



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**Map 3:**  
**Business Improvement Area**  
**Concession Street**

Date: July 25, 2014

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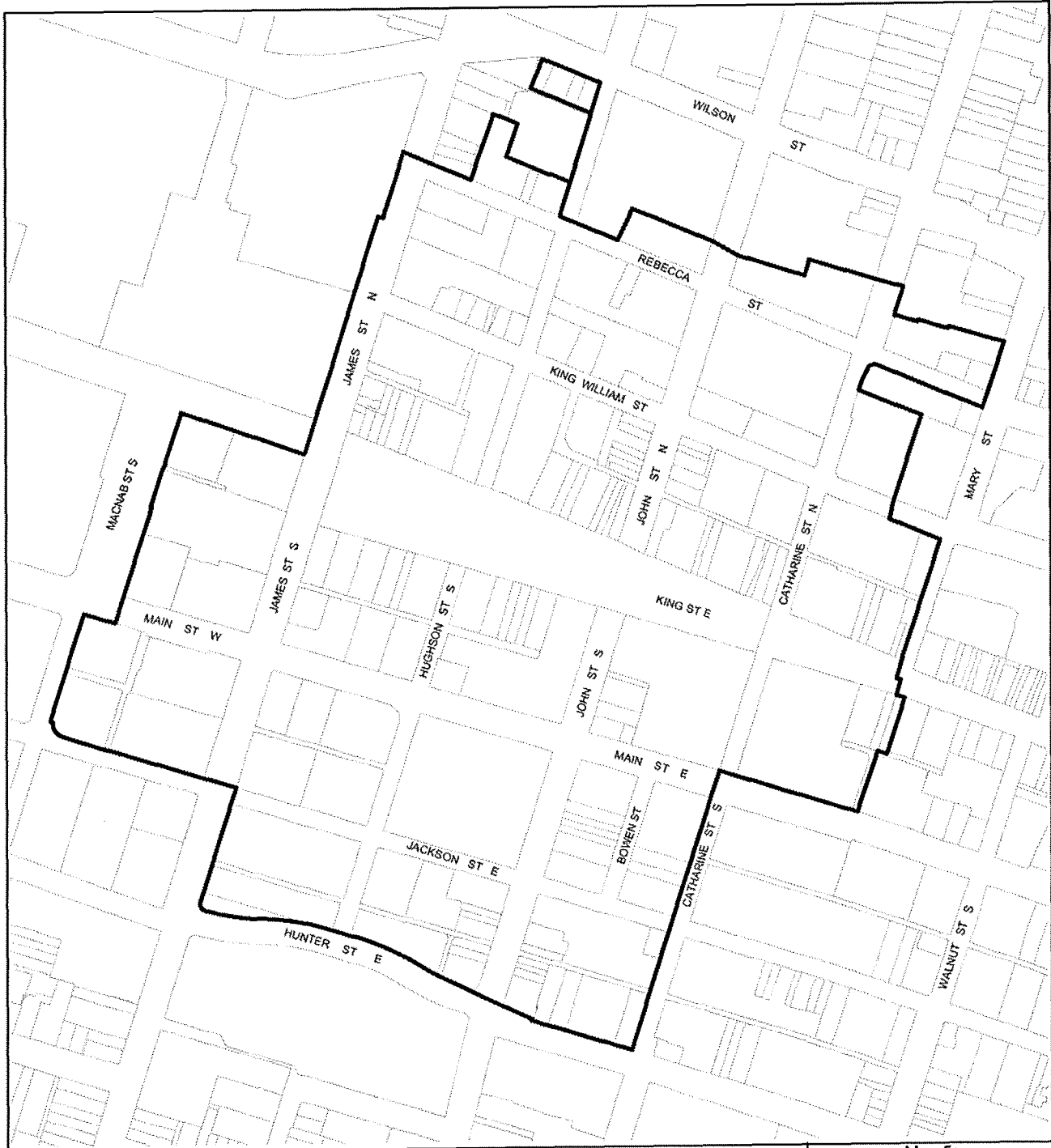
North Arrow  
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**Legend**

Concession Street Business Improvement Area



<b>Legend</b>  Dundas Business Improvement Area	<b>Map 4:</b> Business Improvement Area Dundas
	<b>Date:</b> July 23, 2014
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	 Hamilton
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Downtown Hamilton Business Improvement Area

Map 5:  
Business Improvement Area  
Downtown Hamilton

Date:  
July 25, 2014



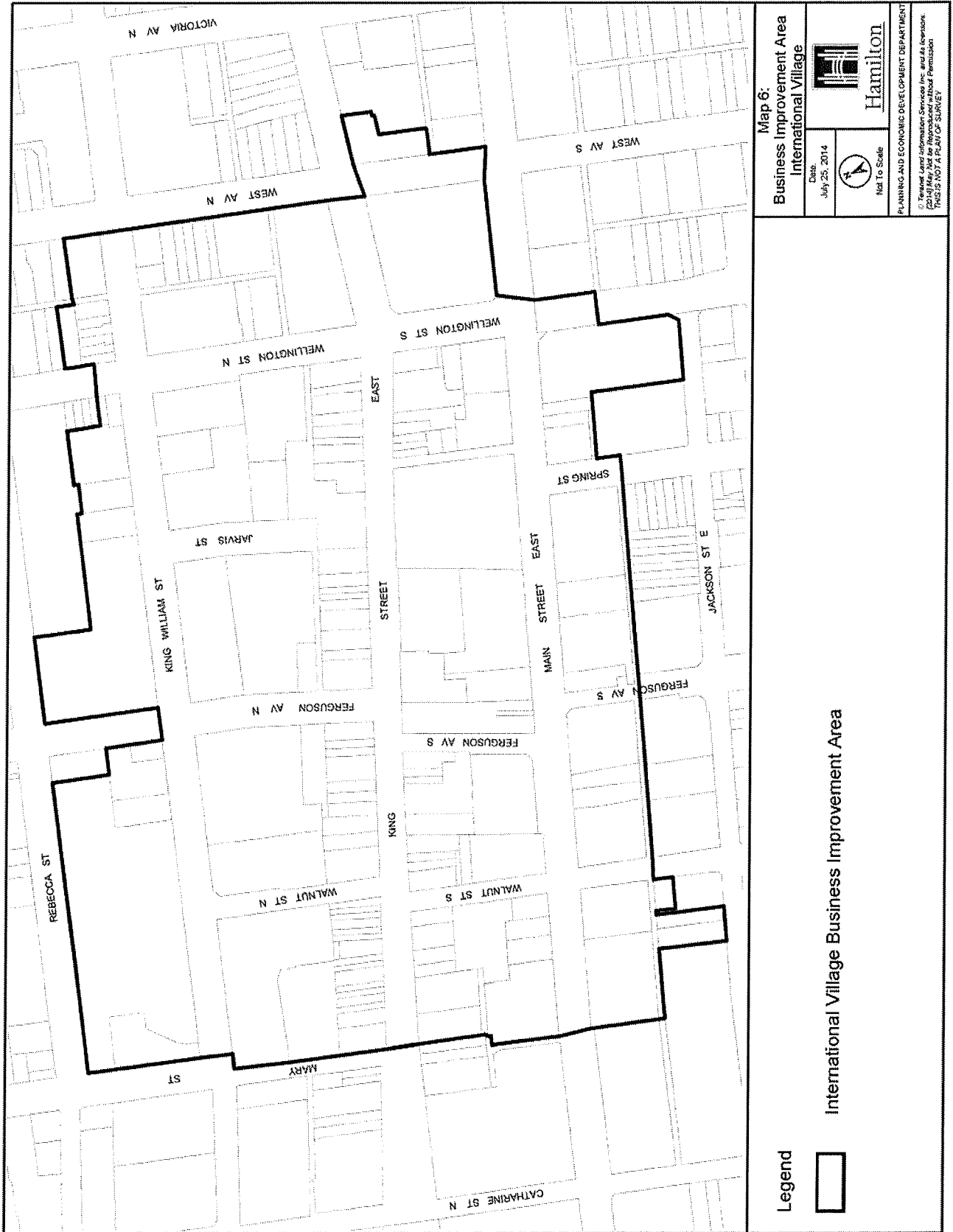
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<b>Legend</b> 	<b>Map 7:</b> Business Improvement Area King Street West
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	Date: July 25, 2014
	 Not To Scale
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**Legend**

 Locke Street Business Improvement Area

**Map 8:**  
**Business Improvement Area**  
**Locke Street**

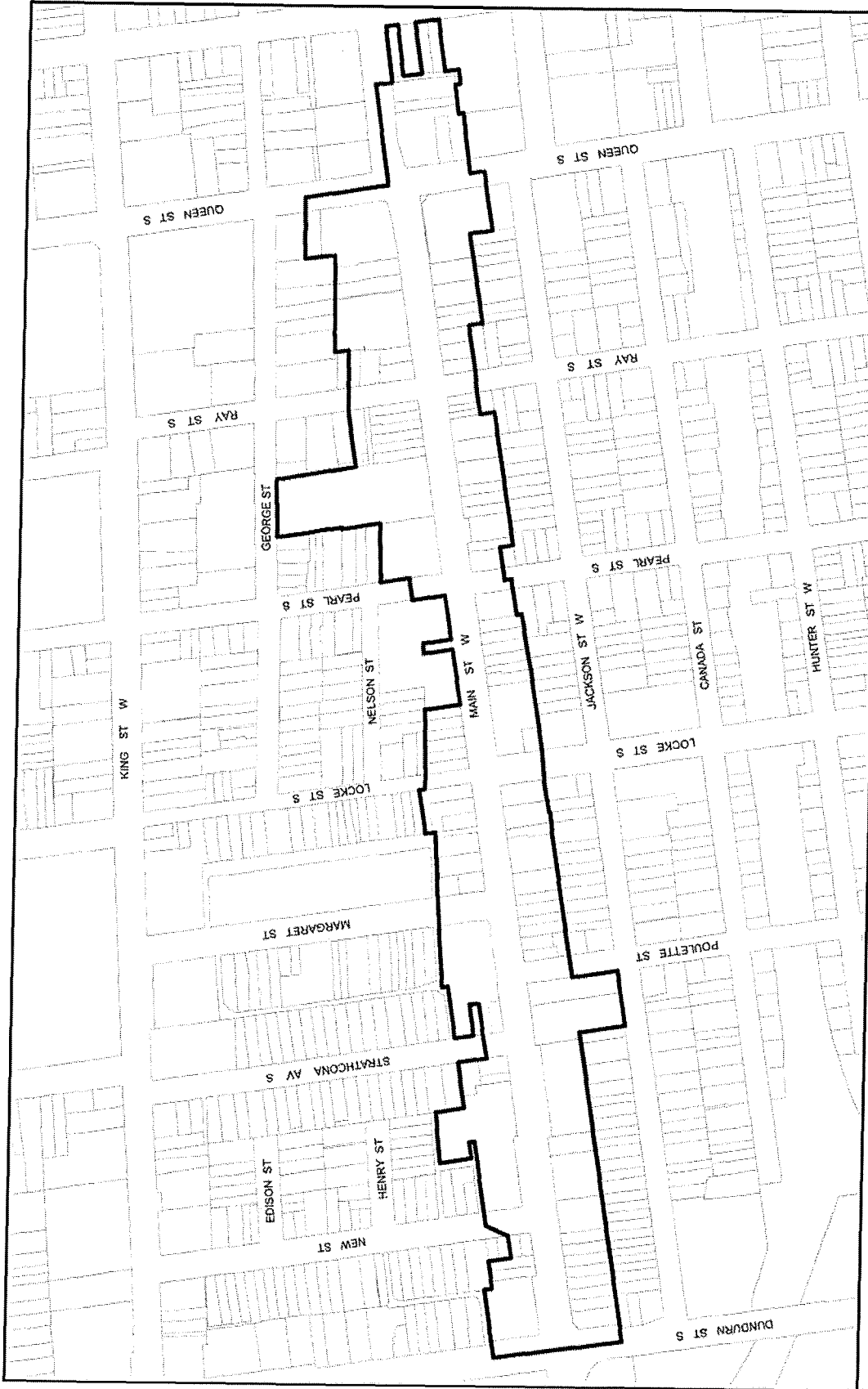
Date:  
July 25, 2014

  
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**Map 9:**  
**Business Improvement Area**  
**Main West Esplanade**

Date: July 25, 2014


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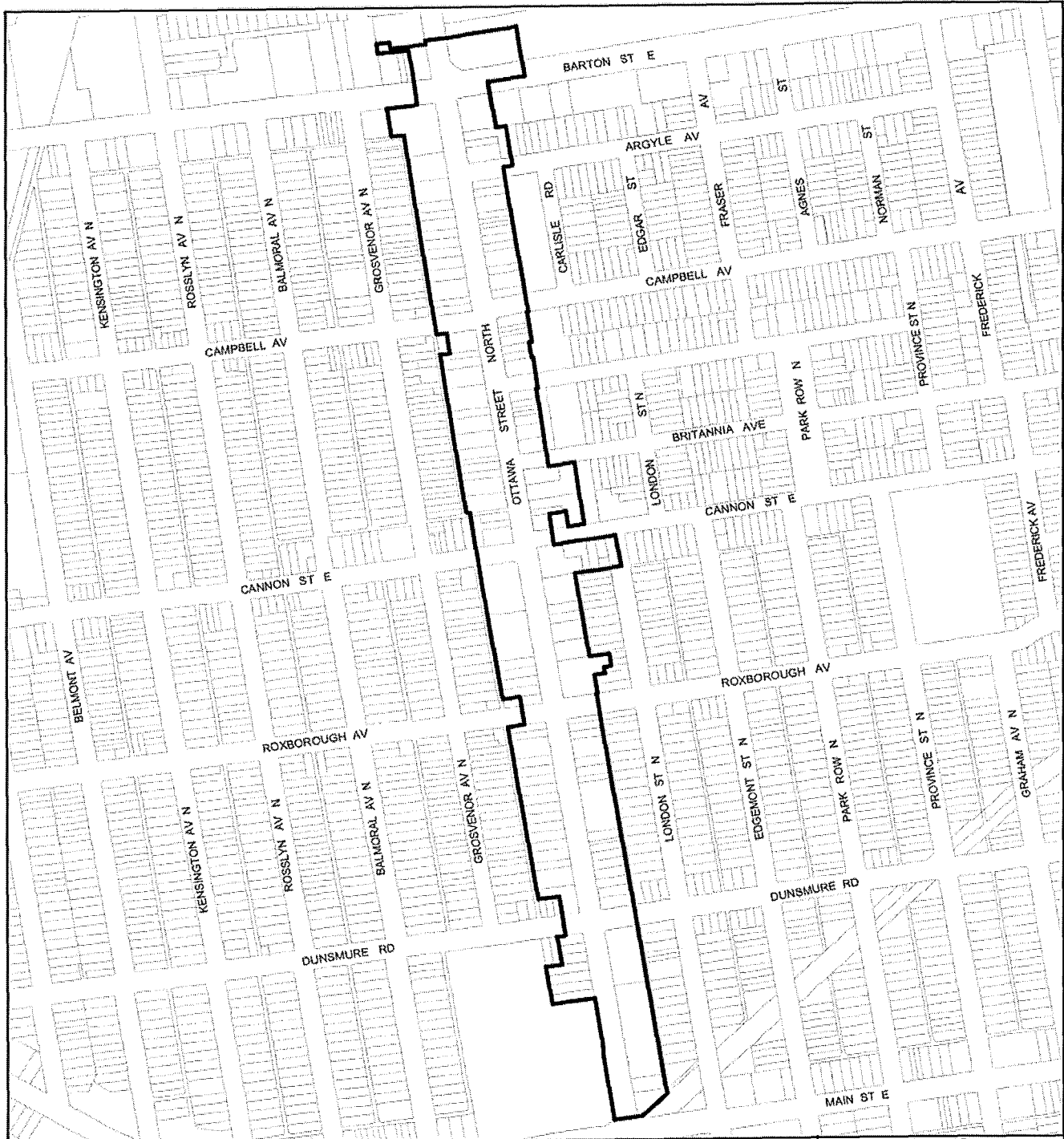
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**Legend**

 Main West Esplanade Business Improvement Area





Legend



Ottawa Street Business Improvement Area

Map 10:  
Business Improvement Area  
Ottawa Street

Date:  
July 25, 2014



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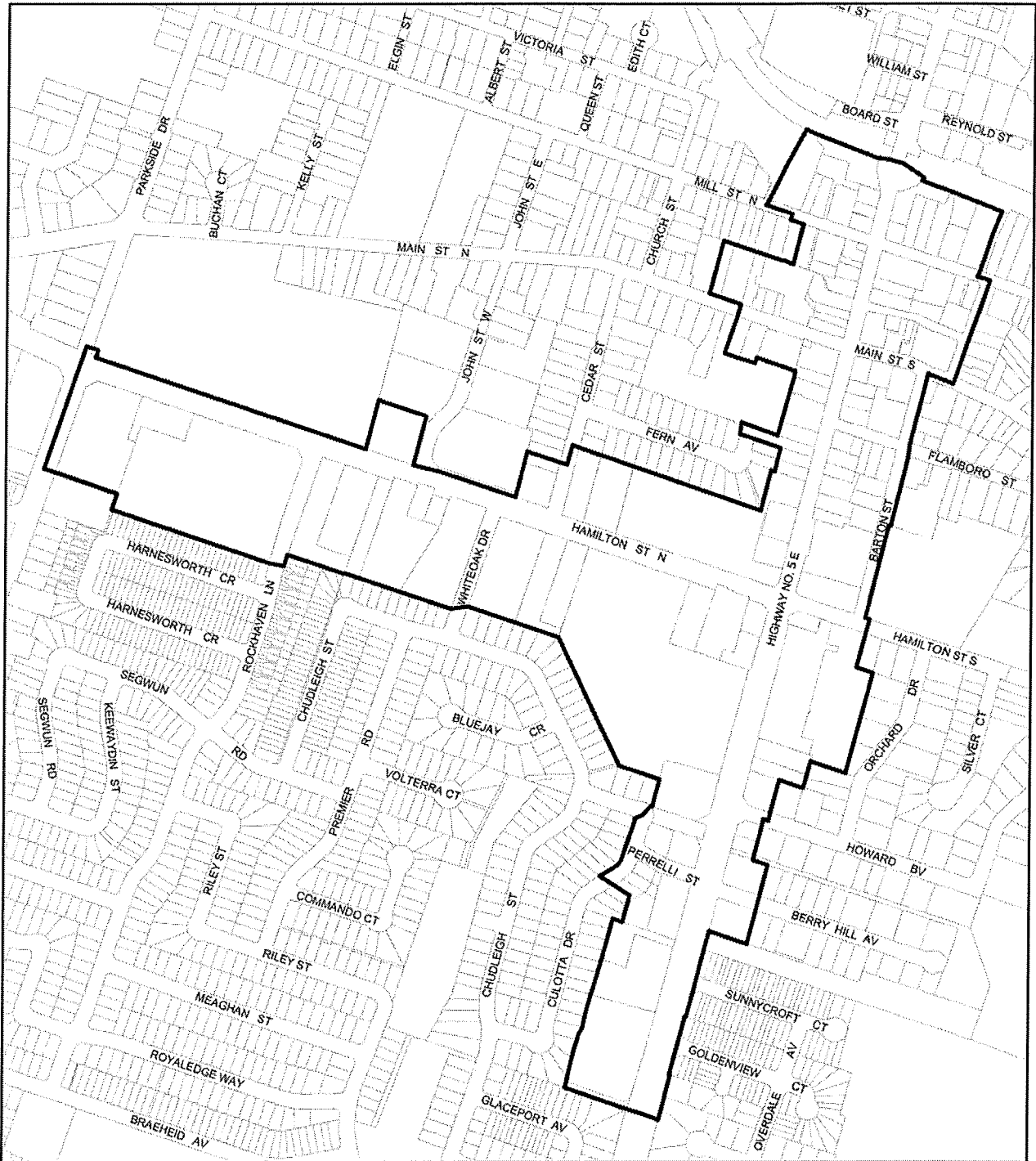
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<b>Map 11:</b> <b>Business Improvement Area</b> <b>Stoney Creek</b>	
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<b>Legend</b>	<b>Stoney Creek Business Improvement Area</b>



**Legend**

 Waterdown Business Improvement Area

**Map 12:  
Business Improvement Area  
Waterdown**

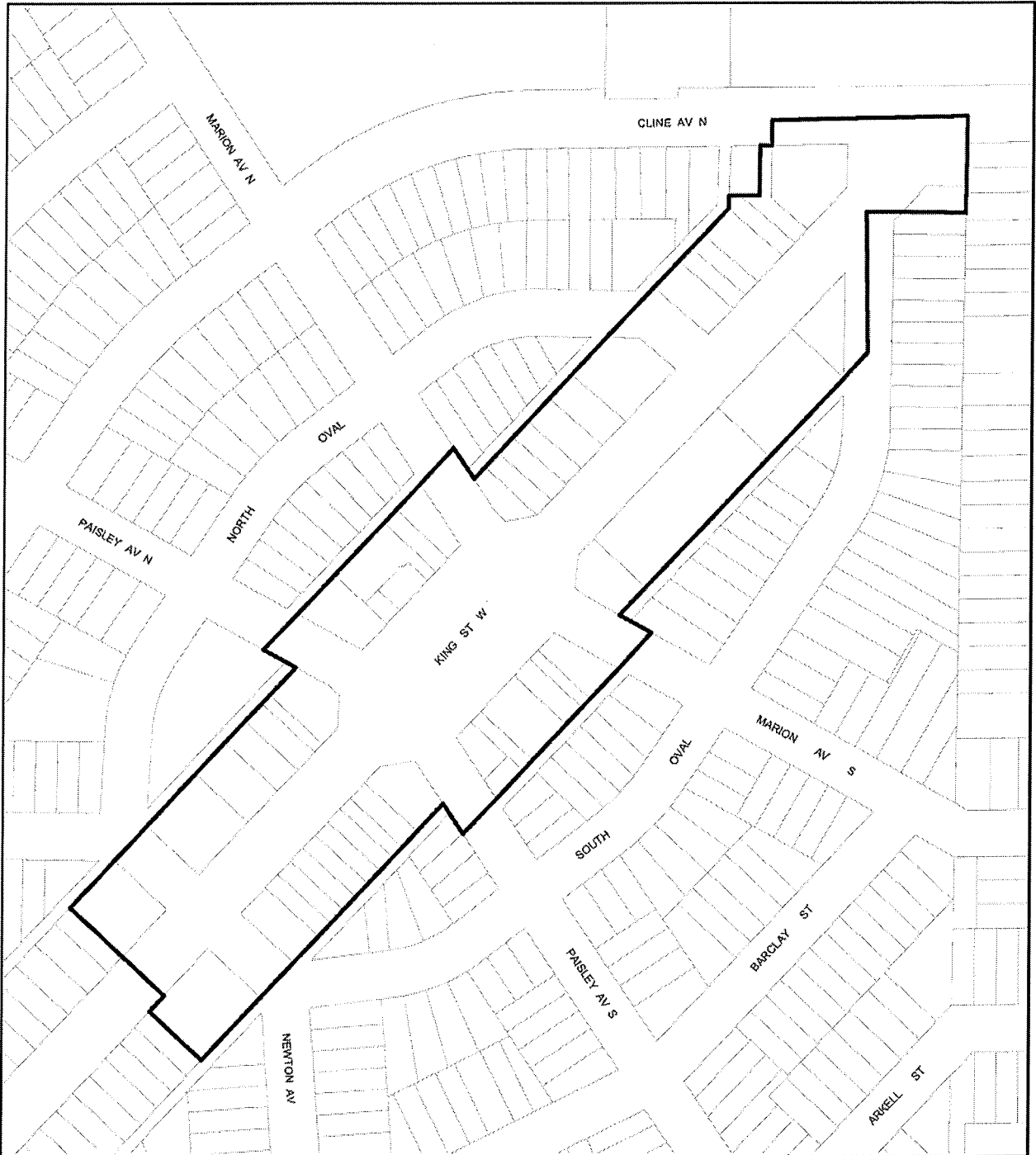
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Westdale Village Business Improvement Area

Map 13:  
Business Improvement Area  
Westdale Village

Date  
July 25, 2014



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**SCHEDULE C  
TO THE BUSINESS IMPROVEMENT AREA BY-LAW NO. 14-253**

**Procedure By-Law**

**ARTICLE 1**

**Interpretation**

In this By-law, unless the context requires otherwise:

“City” means the City of Hamilton;

“corporation” means a body recognized as a separate legal entity in the Province of Ontario in accordance with federal or provincial legislation (for example, a business corporation incorporated under the *Business Corporations Act*, R.S.O. 1990, c. B. 16 or a non-profit corporation incorporated under the *Corporations Act*, R.S.O. 1990, c. C. 38) and “corporate” has a corresponding meaning;

“Director” means an individual:

- (a) selected by a vote of the members of the Business Improvement Area and then appointed by City Council to the Board of Management; or
- (b) an individual, including but not limited to a member of Council, appointed directly by City Council to the Board of Management; and

“Member” means a person, including but not limited to a corporation, assessed, on the last returned assessment roll, with respect to rateable property in the Business Improvement Area that is in a prescribed business property class and tenants of such property.

**Scope**

The Municipal Act, 2001, specifically sections 204-215, is the Act under which business property owners petition City Council to enact by-laws for an improvement area, designating its geographical boundaries and establishing a Board of Management. The Board of Management is entrusted, subject to such limitations as the by-law provides, with the administration of the organization known as the Business Improvement Area (the “B.I.A.”). The Board of Management is a corporation and a local board of the City of Hamilton for all purposes. Attached to this document are copies of sections 204-215 of the Municipal Act, 2001 and By-law No. 14-253, the Business Improvement Area By-law.

**Purpose and Objectives**

The objective of the B.I.A. shall be 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.

## **ARTICLE 2**

### **General**

**Section 1** In all instances, the B.I.A. shall operate in conformity with the provisions of the Municipal Act, 2001 and City by-laws.

**Section 2** General guidelines, rules and regulations above and beyond those provided under the Municipal Act, 2001 may be set for the B.I.A., but such guidelines, rules or regulations shall never conflict with or frustrate the Act. This By-law is passed pursuant to subsection 8(c) or subsection 8(d) of City of Hamilton By-law No. 14-253, the Business Improvement Area By-law, and is intended to provide such further rules of procedure as are not specified in the Municipal Act, 2001 or City by-laws in order that the functions of the B.I.A. may be performed in as fair and democratic a manner as possible.

## **ARTICLE 3**

### **Eligibility for Membership**

Every person who is assessed with respect to property in a prescribed business property class within an area designated as a business improvement area, and tenants of such property, is a Member of the B.I.A. Each Member is entitled to one vote regardless of the number of properties that the Member may own or lease.

## **ARTICLE 4**

### **Board of Management**

**Section 1** All Directors of the Board of Management are appointed by City Council.

- (a) The Board of Management shall consist of X [to be completed by inserting a single number] Directors (which will provide for a minimum of 3 Directors and a maximum of 20 Directors), selected by a vote of the Members of the BIA and then appointed as Directors by City Council. In addition, the Board of Management shall consist of the Councillor(s) of the Ward(s) in which the BIA is located, directly appointed as Directors by the City.
- (b) Directors of the Board of Management shall have one vote at Board of Management meetings. A quorum for conducting any meeting of the Board of Management shall consist of a majority of Directors not directly appointed by the City.
- (c) The Board of Management shall have the following Officers: Chair, Vice-Chair, Secretary, Treasurer, provided that the Secretary and the Treasurer may be the same Director. At the

first meeting of the Board of Management, the Board shall, amongst themselves, elect the Officers.

**Section 2** Vacancies

The seat of a Director of the Board of Management becomes vacant when:

- (a) A Director is absent from Board of Management meetings for three (3) consecutive regular meetings without reasonable cause. Upon a Director failing to attend two (2) consecutive regular meetings without reasonable cause, the Board of Management shall send by prepaid mail, a notice to the Director advising that upon a third (3<sup>rd</sup>) failure to attend, the Board of Management shall recommend to the City that such Director be removed from the Board of Management.
- (b) A Director resigns in writing to the Board of Management with a copy of the letter copied to the Co-ordinator of Business Improvement Areas, Economic Development Division, Planning and Economic Development Department.

**Section 3** Appointment to the Board

In the event of a vacancy occurring on the Board of Management:

- (a) The remaining Directors may nominate for the City's consideration and appointment an individual for Directorship to fill the vacancy for the remaining portion of the term of office.
- (b) In the event that the remaining Directors no longer constitute a quorum, a meeting of the Members shall be called by the remaining Directors for the purpose of nominating an individual for Directorship for consideration and appointment by the City.
- (c) The Board of Management shall notify the Co-ordinator of Business Improvement Areas, Economic Development Division, Planning and Economic Development Department, as soon as any vacancy occurs and shall further notify him or her if and when a nomination is made by the remaining Directors or the Members for appointment to the Board of Management by the City.

**Section 4** Term of Office

The Directors' term of office is the same term as City Council but continues until their successors are appointed.

**Section 5** Remuneration

- (a) The Directors shall receive no remuneration, either directly or indirectly, for services rendered as a Director, but may be reimbursed for out-of-pocket expenses incurred by them as a result of representing the B.I.A. at non-B.I.A. meetings, upon approval of the Board of Management.
- (b) The above requirement does not pertain to the contracting of services with a Director's business, by the Board of Management, in order for the Board to have the preference of purchasing its services from Members, provided business is shared fairly.
- (c) A Director who is in any way directly or indirectly interested in a contract or proposed contract with the B.I.A. shall disclose his or her interest to the Board. Unless otherwise provided by law, no such Director shall vote on any resolution to approve any such contract.

**Section 6** Responsibilities of the Board of Management

The Board of Management shall:

- (a) Notify the Co-ordinator of Business Improvement Areas, Economic Development Division, Planning and Economic Development Department of those nominees for Directorship to the Board of Management proposed for appointment by the Members.
- (b) Manage and supervise the affairs of the B.I.A.
- (c) Maintain liaison with the City through the Co-ordinator of Business Improvement Areas, Economic Development Division, Planning and Economic Development Department.
- (d) shall submit to the City's Auditor, for auditing, financial statements for the Business Improvement Area for the fiscal year on or before February 28 in each year and, after they have been audited, shall submit an annual report to Council, including the audited financial statements, on or before in December 31 in each year, and shall comply with such other requirements as may be set out by the City from time to time.
- (e) On or before the thirty-first day of March in each year, submit its proposed budget for the fiscal year to the City after holding at least one meeting of the Members to discuss the proposed budget.
- (f) Authorize all expenditures in accordance with the budget established for the current fiscal year as approved by City Council.



- (g) Report to the B.I.A.'s Members on its actions affecting the administration, activities and policies of the B.I.A. at all Members' meetings.
- (h) Notify and keep informed the Co-ordinator of Business Improvement Areas, Economic Development Division, Planning and Economic Development Department regarding any potential or actual litigation and the progress of such matters.
- (i) Designate a financial institution for the deposit of funds on behalf of the B.I.A.
- (j) Determine the time and place of all B.I.A. meetings (except for committees) and have authority to call any special meetings it deems necessary.
- (k) Notify the Co-ordinator of Business Improvement Areas, Economic Development Division, Planning and Economic Development Department of all B.I.A. meetings. A representative of the City's staff shall be entitled to attend all meetings of the Board of Management, Committee meetings and all Members' meetings, called for the purpose of carrying on the business of the B.I.A.
- (l) In the event that both the Chair and the Vice-Chair are unable to attend a B.I.A. scheduled meeting, a presiding Officer shall be selected from that meeting only by those Directors present, providing that there is a quorum of the Board of Management.

**Section 7** Directors' and Officers' Duties

The duties of the Directors and Officers of the Board of Management are as follows:

- (a) Chair
  - (i) Shall be the Chief Executive Officer of the B.I.A. and the only spokesperson authorized to speak publicly for the B.I.A. unless another Director is expressly delegated with this responsibility with Board of Management approval.
  - (ii) Shall preside over all meetings of the Board of Management and those of the Members, unless otherwise delegated.
  - (iii) Shall be an ex-officio member of all committees.
  - (iv) Shall be one of no fewer than two signing Officers for the B.I.A. contracts.

- (v) May be called upon to sign cheques.
- (b) Vice-Chair
  - (i) Shall exercise the duties of the Chair in the Chair's absence.
- (c) Secretary
  - (i) Shall record the minutes of all proceedings, give all notices required to be given to Members, be custodian of all books, records, correspondence, contracts and other documents belonging to the Board of Management of the B.I.A. unless otherwise delegated subject to any requirements imposed by law.
  - (ii) May be called upon to sign cheques.
- (d) Treasurer
  - (i) Shall receive and account for all monies of the B.I.A., keep on deposit at the B.I.A.'s bank all monies received, keep full and accurate accounts of receipts and disbursements; disburse all funds by cheque unless otherwise directed by the Board of Management.
  - (ii) Shall submit an up-to-date statement of receipts and disbursements at each regularly scheduled Board of Management meeting. Upon approval by the Board of Management the statement will be attached to the minutes of the meeting at which they were approved.
  - (iii) Shall provide to the Board of Management an annual financial report.
  - (iv) Shall sign all cheques of the B.I.A.
- (e) Directors of the Board of Management
  - (i) May be asked to serve on a committee.
  - (ii) Shall ensure that any committee, on which he or she is a member, acts within its mandate.
  - (iii) Shall report to the Board of Management on the activities of the committees that he or she chairs.
  - (iv) In the event that the chair of a committee is not a Director, and the chair of the committee does not wish to present the committee report himself or herself, a Director

representing the committee shall be the committee spokesperson at the Board of Management meeting.

**Section 8** Executive Committee

The Executive Committee, comprising the Chair, Vice-Chair, Secretary and Treasurer, shall have the authority to act for the Board of Management in the intervals between Board of Management meetings on such matters as may be necessary to conduct the business of the B.I.A. provided that:

- (a) The Executive Committee may proceed on the basis of the majority of votes from the Board of Management obtained by a phone poll, provided that the Chair shall report on the Executive Committee's activities at the next full Board of Management meeting.
- (b) A meeting of the Executive Committee shall be called by the Chair and a minimum of three members of the Executive Committee are required to be present for quorum.
- (c) Minutes shall be taken at a meeting of the Executive Committee and attached to the minutes of the following Board of Management meeting.

**ARTICLE 5**

**Committees of the Board of Management**

**Section 1** Formation

- (a) All committees are established by the Board of Management and report only to the Board of Management.
- (b) All committees shall comprise no fewer than three (3) members. At least one shall be a Director of the Board of Management, other than the Chair, and at least two (2) may be Members of the B.I.A. The chair of a committee shall be elected by the members of the committee from within their ranks.
- (c) The chair of a committee may be a Director. The Chair of the Board of Management shall not chair any committees.

**Section 2** Functions

- (a) All committees are responsible for investigating, preparing plans, and recommending actions to the Board of Management within their mandate.
- (b) Committees shall not have the authority to enter into a contract on behalf of the B.I.A. or commit the B.I.A. to any financial obligation or liability.

- (c) Each committee shall report (preferably in writing) its activities to the Board of Management at each regularly scheduled Board of Management meeting, either by the chair of the committee or by a Director representing the committee. Any written report is to be attached to the minutes of the Board of Management meeting at which it was presented.

## ARTICLE 6

### Meetings of Members

#### Section 1 General Meetings

- (a) There shall be at least one (1) general meeting in each calendar year.
- (b) Notice of all General Members' meetings shall be hand-delivered or sent by prepaid mail to each Member not less than fifteen (15) days prior to the meeting. The notice is to be mailed to the address last provided by the Member to the Secretary or, where no address is provided, to the property address of the owner(s) indicated on the last municipal assessment roll.
- (c) Notice of the General Members' Meeting shall include the formal agenda. New business may be received from the floor after the formal agenda has been completed.
- (d) All General Members' meetings properly called shall be held on the date and time for which they are called.
- (e) Quorum of a General Meeting consists of the majority of those Members present at the meeting duly called.
- (f) No error or accidental omission in giving notice of any meeting of Members shall invalidate such meeting or make void any proceedings taken at such meeting.
- (g) No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members of the B.I.A. shall invalidate any resolution passed or any proceedings taken at any meetings of Members.
- (h) No omission to give any notice to any Member, Director or Officer, or the non-receipt of any notice by any Member, Director or Officer, 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.

**Section 2** Special Meetings of the Members

- (a) The Board of Management has authority to call any special Members' meeting it deems necessary.
- (b) Upon written petition by the lesser of 20% or twenty-five (25) Members of the B.I.A. stating a cause or concern, which shall be considered as the agenda of the meeting, the Board of Management shall call a special meeting to deal with the cause or concern in question within thirty (30) days of receipt of the petition by the Secretary of the Board of Management.

**ARTICLE 7**

**Meetings of the Board of Management and its Committees**

**Section 1** Board of Management Meetings

- (a) The Board of Management shall regularly meet to conduct the business of the Board, not less than X [to be completed] times per year, as established by the Board of Management. The Secretary shall notify all Directors of the date and time of each meeting not less than X [to be completed] days in advance. Despite the foregoing, in the event of a special meeting of the Directors, the Secretary shall provide such notice as is reasonable in the circumstances.
- (b) At regularly scheduled Board of Management meetings, any Member may attend, ask to be recognized by the Board of Management'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.
- (c) Upon written petition of any four (4) Directors, 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 fifteen (15) days of reception of the petition by the Secretary of the Board of Management.
- (d) The Board of Management may limit the time for deputations or presentations prior to the commencement of any meeting.
- (e) No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.
- (f) No omission to give any notice to any Member, Director or Officer, 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.

- (g) If all Directors of the Board of Management consent, a meeting of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- (h) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it has been passed at a meeting of Directors or committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

**Section 2** Committee Meetings

- (a) A committee shall meet as often as its members deem necessary to perform the committee's mandate.
- (b) A committee shall establish a time and place suitable to the majority of its members for the holding of its regular meetings.
- (c) A committee shall keep accurate records of its activities, including minutes, attendance list and agendas, or may report orally to the Board of Management on these matters to be recorded by the Secretary in the minutes. These documents are to be attached to the minutes of the Board of Management meeting at which they are presented.

**ARTICLE 8**

**Annual Budget**

- Section 1** An annual budget prepared by the Board of Management shall be presented at a Members' meeting called for this purpose for review and input from the Members.
- Section 2** A copy of the proposed budget must be included with notice of a budget meeting if available and if not shall be available at the Members' meeting.
- Section 3** After adoption of the annual budget by the Board of Management, the proposed budget shall be submitted to the City for approval.
- Section 4** The allocation of funds may be made by the Board of Management in accordance with the budget upon approval by the City.

**ARTICLE 9**

**General Expenditures**

- Section 1** All monies spent from the B.I.A. account, shall be within the budgeted provisions and spent only for the benefit of the B.I.A. Members'

businesses. Nothing precludes the B.I.A. from accepting a donation, including a donation from a Member to increase the value of improvements carried out in the B.I.A. provided the proposed donation is included in the budget or revised budget for the project approved by Council.

## **ARTICLE 10**

### **Rules of Order**

**Section 1** In the absence of rules in this By-law, the proceedings of the B.I.A. shall be in accordance with the Municipal Act, 2001 and shall be conducted as set out in Bourinot's Rules of Order.

## **ARTICLE 11**

### **Banking**

**Section 1** The designation of a financial institution for the deposit of funds on behalf of the B.I.A., is the responsibility of the Board of Management.

**Section 2** The disbursement of funds shall be by cheque unless otherwise provided by the Board of Management.

**Section 3** All cheques shall bear two (2) signatures, one (1) of which shall be that of the Treasurer and one (1) of either the Chair, the Vice-Chair or the Secretary.

## **ARTICLE 12**

### **Contracts**

**Section 1** All B.I.A. contracts are the responsibility of the Board of Management.

**Section 2** To enter into a contract, a resolution thereof approved by the Board of Management shall be required to be entered in the minutes of a Board of Management meeting and a copy of the contract is to be attached to the minutes of that meeting.

**Section 3** Once approved, a contract shall bear two (2) B.I.A. official signatures, one (1) of which shall be the Chair of the Board of Management and one (1) of either the Vice-Chair, the Secretary or the Treasurer of the Board of Management.

## **ARTICLE 13**

### **Proxy Voting**

**Section 1** There shall be no proxy voting of any kind at meetings of the Board of Management or any committees established by the Board of Management.

**Section 2** There shall be no proxy voting of any kind at Members' meetings, including voting at the Annual General Meeting in a City Council's election year for the purpose of providing the City with the opinion of the B.I.A. on Council's appointment of Directors to the Board Management, except a corporate Member may nominate, in writing by letter delivered to the Secretary of the Board of Management at least fifteen (15) days before the date set for a vote, one individual to vote on its behalf. Such a nomination shall be effective on the date it is received and shall continue to be effective until it is replaced or revoked by a further letter received by the Secretary of the Board of Management.

## ARTICLE 14

### Elections

**Section 1** The Board of Management shall conduct elections for Directors on the Board of Management as part of the Annual General Meeting in a City Council election year for the purpose of providing City Council with the opinion of the B.I.A. on Council's appointment of Directors to the Board of Management.

**Section 2** The Board of Management shall appoint a "nominating committee" not less than forty-five (45) days before the date set for the elections of the Board of Management.

**Section 3** The nominating committee shall submit to the Secretary of the Board of Management a list of at least X [to be completed] candidates not less than thirty-five (35) days before the date set for the elections of the Board of Management.

**Section 4** The Board of Management shall distribute to all Members not less than thirty (30) days before the date set for the elections, a list of candidates submitted by the nominating committee.

**Section 5** Any three (3) Members or more may nominate a candidate or candidates in writing to the Secretary of the Board of Management. Any nomination shall be submitted to the Secretary not less than twenty (20) days prior to the date of the election to be included in the list of nominations. Despite the foregoing, nominations can be made at the commencement of the meeting set for the elections from the floor.

**Section 6** All nominations shall bear:

- (a) The name of the individual nominated and, if any, the business or property they own or represent.
- (b) The signature of the nominee.

**Section 7** The Board of Management shall distribute to all Members not less than fifteen (15) days before the date set for the elections:



- (a) The date of the General Members' Meeting at which the elections will be held.
- (b) The list of all nominations received by the Secretary from the nominating committee and Members.
- (c) A copy of this By-law.

**Section 8** Voting shall follow the following procedure:

- (a) Voting shall take place at a place and time designated by the Board of Management.
- (b) Each Member may cast one (1) vote.
- (c) After the poll closes the sealed ballots are to be delivered to three (3) scrutineers appointed by the Board of Management.
- (d) A candidate has the right to appoint a representative to be present during the counting of the ballots.
- (e) The scrutineers shall count all ballots on election day and post the results at a place designated by the Board of Management.
- (f) If two or more candidates who cannot both or all be elected have received the same number of votes, one scrutineer shall choose, in the presence of the other two scrutineers, the successful candidate or candidates by lot.
- (g) All ballots shall be kept securely for thirty (30) days following the election. If no challenges are registered with the Secretary of the Board of Management the ballots shall be destroyed with approval of the Board of Management.

- Section 9**
- (a) The list of elected nominees for the Board of Management chosen at the Annual General Meeting shall be forwarded to the City for consideration in appointing the new Directors of the Board of Management.
  - (b) The newly appointed Board of Management shall assume their responsibilities in accordance with their appointment by City Council. The previous Board of Management continues in office until the new Board of Management takes office following City appointment.

**ARTICLE 15**

**Voting at Meetings**

- Section 1** At each Members' meeting a Member may cast one (1) vote on each motion.

**Section 2** The Chair of the Board or of a Committee has the right to vote at all meetings of the Board or Committee of which he or she is the Chair.

**ARTICLE 16**

**Amendments**

**Section 1** The number of Directors under Article 4, Subsection 1(a), the number of Board of Management meetings and the number of days notice of such meetings under Article 7, subsection 1(a), and the number of candidates under Article 14, Section 3 may be amended by a majority vote at a meeting of the Board of Management. Any other amendments to this By-law require an amendment to City of Hamilton By-law No. 14-253, the Business Improvement Area By-law.

**Section 2** The amendment shall be effective only after it has been circulated to the Members along with notice that the amendment shall take effect if no objection is received from a Member by the Secretary within ten (10) days of the notice being given.

**Section 3** If an objection is received, the amendment must be confirmed by majority vote at a General Meeting of the B.I.A.

PASSED by the Directors this      day of      , 20      .

[Signing lines to be completed.]

**SCHEDULE D  
TO THE BUSINESS IMPROVEMENT AREA BY-LAW NO. 14-253**

**Properties not included in the Business Improvement Area and Levy**

<b>Property Description</b>	<b>Business Improvement Area</b>