

BY-LAW NUMBER 38-2015

OF THE CORPORATION OF THE MUNICIPALITY OF CHATHAM-KENT

A BY-LAW TO PROVIDE FOR THE CONTINUATION OF THE VARIOUS BUSINESS IMPROVEMENT AREAS WITHIN THE MUNICIPALITY OF CHATHAM-KENT, CONTINUATION OF THEIR RESPECTIVE BOARDS OF MANAGEMENT, AND TO ESTABLISH AND CLARIFY PROCEDURES FOR THEIR GOVERNANCE

FINALLY PASSED the 23rd day of March, 2015.

WHEREAS subsection 204(1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, provides that the local municipality may designate a geographic area as a Business Improvement Area and may establish a Board of Management for the designated 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 Municipality of Chatham-Kent for all purposes;

AND WHEREAS pursuant to Bylaw 332-2004 dated the 20th day of December, 2004, the Municipality continued the various Business Improvement Areas within Chatham-Kent which were already established by former municipalities prior to creation of the Municipality of Chatham-Kent;

AND WHEREAS Council now wishes to continue the various Business Improvement Areas and is satisfied that there is no need for a public meeting as it does not wish to change the previously designated BIA areas or establish any new BIA areas;

AND WHEREAS Council wishes to replace Bylaw 332-2004 in order to update the bylaws governing Boards of Management, in accordance with the *Municipal Act, 2001*, S.O. 2001, c. 25;

NOW THEREFORE the Council of the Municipality of Chatham-Kent enacts as follows:

1. Interpretation

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

- a) "Business Improvement Area" or "BIA" is a geographic area designated by Council;
- b) "Board of Management" or "Board" is a corporation consisting of the number of directors established and appointed by Council;
- c) "Municipality" means the Municipality of Chatham-Kent;
- d) "Council" means the elected Municipal Council of the Municipality of Chatham-Kent;
- e) "Corporation" and "Corporate" means an incorporated separate legal entity recognized at law in the Province of Ontario;
- f) "Director" means an individual appointed to a Board of Management by Council;
- g) "Member" means an individual, partnership or corporation that, on the last returned assessment roll, was assessed with respect to rateable property in the Business Improvement Area that is in a prescribed business property class. Members shall include tenants of such property.

2. Purpose and Objectives

- a) The objective of each BIA 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.
- b) In all instances, each BIA shall operate in conformity with the provisions of the *Municipal Act, 2001*, this By-law and any other By-law of the Municipality which applies to it.

3. Eligibility for Membership

- a) Every individual, partnership or corporation that is assessed with respect to property in a prescribed business property class within an area designated as a BIA, and tenants of such property, is a Member of the BIA.
- b) Each Member is entitled to one vote regardless of the number of properties that the Member may own or lease.
- c) Any individual or corporation not a Member of the BIA, may join the BIA as an Associate Member upon approval of the Board of Management. An Associate Member may attend the Annual General Meeting and meetings of the Board of Management, volunteer with the BIA, and take part in BIA discussions. The only limits on an Associate Member are that such a Member is not permitted to vote at an Annual General Meeting or to be appointed as a Director of the Board of Management.
- d) Every Member who is a tenant shall register with the BIA in accordance and on terms as established by the Board of Management.

4. Board of Management

- a) A Board of Management is continued for each of the Business Improvement Areas designated under Appendix A through G.
- b) The Boards of Management continued under section 4 of this By-law shall consist of a minimum of three and a maximum of ten Directors.
- c) All Directors of the Board of Management are appointed by Council.
- d) Council shall appoint Directors in the following manner:
 - (i) One Director shall be a member of Council for the Ward within which the BIA is located.
 - (ii) Two to nine additional Directors shall be Members of the BIA, with the actual number set from time to time by the Members at an Annual General Meeting.
 - (iii) The Members of a BIA, at their Annual General Meeting, shall elect a minimum of two and a maximum of nine Members, whose names shall then be submitted to the Municipal Clerk on a form prescribed by the Clerk for that purpose, as a recommendation.
 - (iv) Council may appoint those so recommended or other Members as Directors.
- e) A quorum for conducting any meeting of the Board of Management shall consist of a majority of Directors.
- f) The Board of Management shall have the following Officers: Chair, Vice-Chair, Secretary and Treasurer. The Secretary and the Treasurer may be the same Director. At the first meeting of the Board of Management, the Directors shall elect the Officers from among themselves.

- g) The term of a Director is the same as the term of the Council that appointed the Director but continues until their successors are appointed.
- h) Council may remove a Director from a Board of Management for any reason and at any time, whereupon Council may appoint another Member for the remainder of the term.

5. Duties of the Board of Management

- a) Each Board of Management shall keep minutes of every meeting of the Board of Management. The Chair and Secretary of the Board shall sign the minutes and shall forward copies of the minutes to all Directors of the Board of Management and to the Clerk of the Municipality within thirty (30) days of each meeting.
- b) Each Board of Management shall adopt and maintain banking arrangements and accounting procedures acceptable to the Treasurer of the Municipality and shall submit to an audit during reasonable business hours by the Treasurer of the Municipality, or his or her designate, upon request.
- c) Each Board of Management shall prepare and submit to the Clerk of the Municipality a proposed annual budget and business plan, in a form approved by the Treasurer, on or before January 31 in each year. The fiscal year shall end on December 31. The proposed budget must include projected revenue and expenses, including the setting of assessment rates. The proposed business plan must include a description of planned expenses. The proposed budget and business plan must be approved by the Members of the BIA at the Annual General Meeting prior to submission of the budget to the Municipality. Council shall then either approve or modify the proposed annual budget and business plan.
- d) Each Board of Management shall submit to the Clerk of the Municipality, on or before May 31 each year, the following:
 - (i) An audited financial statement for the prior year;
 - (ii) If the Board of Management has an employee or more than one employee, evidence of compliance with the *Workplace Safety and Insurance Act* and registration with the Canada Revenue Agency to obtain a Business Number. The Board of Management shall be responsible for all employment deductions and remittances required by law. Employees of the Board of Management are not, and shall not, be considered employees of the Municipality for any reason and this shall be made explicit in all employment contracts.
 - (iii) A list of all tenants who are members of the BIA, provided however that a failure to name a tenant on this list shall not prevent a tenant from exercising any right provided under this Bylaw or the *Municipal Act, 2001, S.O. 2001, c. 25*.
- e) Each Board of Management shall:
 - (i) Authorize all expenditures in accordance with the budget established for the current fiscal year as approved by Council.
 - (ii) Report to the BIA's Members on its actions affecting the administration, activities and policies of the BIA at all Members' meetings.
 - (iii) Determine the time and place of all BIA meetings (except for committees), have authority to call any special meetings it deems necessary and provide notice to the public of all BIA meetings (including for committees).

6. Remuneration and Conflicts of Interest

- 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 BIA at non- BIA meetings, upon approval of the Board of Management.
- b) A Director who is in any way directly or indirectly interested in a contract or proposed contract with the BIA shall disclose his or her interest to the Board and unless otherwise provided by law, shall not vote on any resolution to approve any such contract.
- c) A Director shall avoid conflicts between their obligations to the BIA and obligations owed to other organizations or businesses the Director is involved with. Where any such conflict exists the Director shall disclose his or her interest to the Board and, unless otherwise provided by law, shall not vote on a resolution which involves such a conflict.

7. Specific Limitations of the Board of Management

- a) A BIA shall not,
 - (i) spend any money unless it is included in the budget approved by the Municipality;
 - (ii) incur any indebtedness extending beyond the current year without the prior approval of the Municipality; or
 - (iii) borrow money.

8. Powers of the Board of Management

- a) The Board may exercise all the powers that the BIA may legally exercise in fulfillment 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 BIA;
 - (v) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable, to a maximum value of \$100,000. Any acquisition or disposition above \$100,000 shall require Council approval;
 - (vi) to purchase insurance to protect the property, rights and interests of the BIA and to indemnify the BIA, its members, the Board and Officers from any claims, damages, losses or costs arising from or related to the affairs of the BIA; and
 - (vii) to create committees, either ad hoc or permanent, to assist the Board of Management with its purpose and goals.

9. Directors' and Officers' Duties

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

i) Chair

- a) Shall be the Chief Executive Officer of the BIA and the only spokesperson authorized to speak publicly for the BIA unless another Director is expressly delegated with this responsibility with Board of Management approval.
- b) Shall preside over all meetings of the Board of Management and those of the Members, unless otherwise delegated.
- c) Shall be one of no fewer than two (2) signing Officers for the BIA contracts.
- d) May be called upon to sign cheques.
- e) Shall vote at the time the question is called.

ii) Vice-Chair

- a) Shall exercise the duties of the Chair in the Chair's absence.
- b) May be called upon to sign cheques.

iii) Secretary

- a) 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 BIA unless otherwise delegated subject to any requirements imposed by law.
- b) May be called upon to sign cheques.

iv) Treasurer

- a) Shall receive and account for all monies of the BIA, keep on deposit at the BIA'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.
- b) 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.
- c) Shall provide to the Board of Management an annual financial report.
- d) May be called upon to sign cheques.

10. General Meetings

a) Meetings of Members

- (i) There shall be an Annual General Meeting ("AGM") of Members once per year.
- (ii) The Board of Management may also call a Special Meeting of Members if required during the calendar year.
- (iii) Notice of any meeting of Members shall be hand-delivered or sent by mail to each Member not less than ten (10) 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 provided by the Municipality.

- (iv) Notice of any meeting of Members shall include the proposed agenda. New business may be received from the floor after the approved agenda has been completed.
- (v) Quorum for any meeting of Members is 10% of the Members or ten (10) Members, whichever is less. No business shall be transacted at any meeting of Members unless the requisite quorum is present.
- (vi) 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.
- (vii) 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.
- (viii) Motions arising at any meeting of Members shall be decided by a majority vote unless otherwise stated in this By-law or as required by law.
- (ix) 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.
- (x) The Chair shall declare that a resolution has been carried or not carried. The outcome of the motion will be entered into the minutes. It is not necessary to record the number or the proportion of votes, or the debate on the motion.
- (xi) The Secretary of the Board of Management shall keep minutes of any meeting of Members or the Board and submit a copy of those minutes to the Clerk within thirty (30) days of the meeting.

11. Meetings of the Board of Management

a) Board of Management Meetings

- (i) The Board of Management shall regularly meet to conduct the business of the BIA, not less than 2 times per year, as scheduled by the Board of Management. The Secretary shall notify all Directors, in writing, of the date and time of each meeting not less than 10 days in advance. Notwithstanding the foregoing, in the event of a special meeting of the Directors, the Secretary shall provide such notice as is reasonable in the circumstances, but always in writing.
- (ii) 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.
- (iii) Upon written petition of any two (2) Directors, stating a cause or concern, which shall be considered as the agenda of the meeting, the Chair shall call meeting of the Board, to deal with the cause or concern in question within fifteen (15) days of receipt of the petition by the Secretary of the Board of Management.
- (iv) The Board of Management may limit the time for deputations or presentations prior to the commencement of any meeting.
- (v) 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.

- (vi) 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.

12. Rules of Order

- a) In the absence of rules in this By-law, the proceedings of the BIA shall be in accordance with the *Municipal Act, 2001* and shall be conducted as set out in Robert's Rules of Order.

13. Proxy Voting

- a) There shall be no voting by proxy at meetings of the Board of Management or any committees established by the Board of Management.
- b) There shall be no voting by proxy at meetings of Members, including an Annual General Meeting.

14. Corporate Appointees

- c) A corporate Member or a member that is a partnership may nominate in writing one individual to vote on its behalf. The Board of Management may require the nomination in a form approved by the Municipal Clerk, which form shall be provided to the Board of Management not less than three (3) business days prior to the meeting at which the individual will vote. More than one corporate Member may nominate the same person to vote on its behalf, in which case such Member shall have the same number of votes as he or she has corporate nominations.

15. Banking

- a) The designation of a financial institution for the deposit of funds on behalf of the BIA is the responsibility of the Board of Management.
- b) The disbursement of funds shall be by cheque unless otherwise provided by the Board of Management.
- c) All cheques shall bear two (2) signatures, one (1) of which shall be that of the Treasurer or the Chair.

16. Contracts

- a) All BIA contracts are the responsibility of the Board of Management.
- b) 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.
- c) Once approved, a contract shall bear two (2) BIA 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.

17. Insurance

- a) The Board of Management for each BIA shall be included in the Municipality's Commercial General Liability insurance policy. The types and amounts of coverage shall be determined by the Municipality from year to year at the time of insurance renewal.
- b) Where a claim is made against the Board of Management, or against the Municipality in relation to BIA activities, the Board of Management shall pay the

first portion of the Municipality's insurance deductible in the amount of:

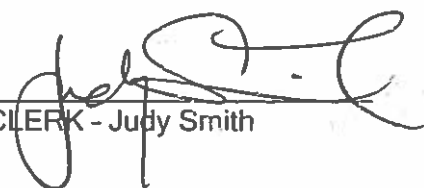
- i. In the first event of a claim, \$2,500.00; and
 - ii. In the event of any subsequent claim within a five (5) year period of a prior claim, \$5,000.00;
 - iii. The Municipality will pay the remainder of the deductible.
- c) The resolution and settlement of all claims shall be as determined by the Chief Legal Officer of the Municipality.
- d) The Board of Management may opt out of the insurance coverage provided by the Municipality by providing proof of their own insurance coverage in the amount of \$5 million, including a Certificate of Insurance naming the Corporation of the Municipality of Chatham-Kent as an additional named insured, to the satisfaction of the Municipality's Chief Legal Officer.
- e) Higher risk events and activities, as determined by the Chief Legal Officer, will require additional event insurance bought and paid for by the Board of Management. Higher risk events include, but are not limited to, events involving the sale or use of alcohol, activities involving the supervision of children and any activity where there is a higher risk of injury.

18. Continuation and Repealing of Prior By-laws

- a) By-law 332-2004 is hereby repealed, save for the creation of each of the BIAs which is continued under this By-law. This By-law supersedes and replaces all previous by-laws and Municipal policies regarding BIAs, save for the creation of each of the BIAs which is continued under this By-law.

READ AND FIRST, SECOND AND THIRD TIME THIS 23rd day of March, 2015.


MAYOR - Randy R. Hope


CLERK - Judy Smith

Schedule 'A' - Blenheim



Schedule A



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PROJECTION: NAD83 ZONE 17N



- Legend**
- Roads
 - BIA Boundary
 - Property Lines

Chatham-Kent

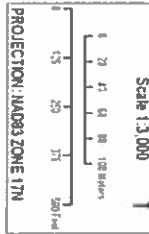
BLENHIM BIA

Schedule 'B' - Chatham



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Legend

- Roads
- BIA Boundary
- Property Lines

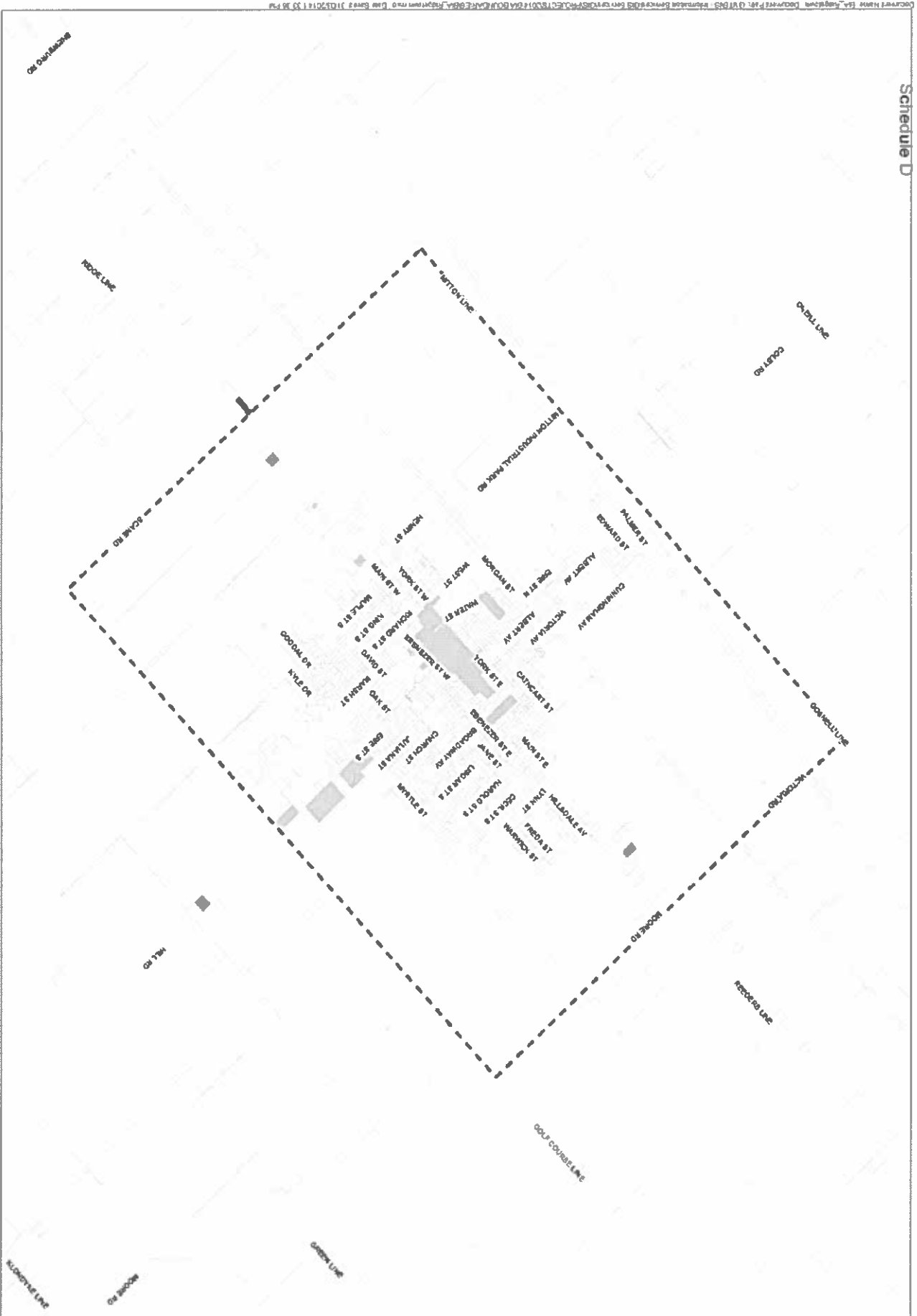
Chatham-Kent

CHATHAM BIA

Schedule 'C' - Dresden



Schedule 'D' - Ridgeway



Legend

- Roads
- Property Lines
- BIA Boundary
- Rural Highway Commercial
- Township Commercial
- Urban Commercial
- Village Commercial

Scale 1:20,000

0 100 200 300 400 500 Metres
0 125 250 375 500 Feet

PROJECTION: NAD83 ZONE 17N

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Chatham-Kent

RIDGETOWN BIA

Schedule 'E' - Tilbury



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Scale 1:16,000

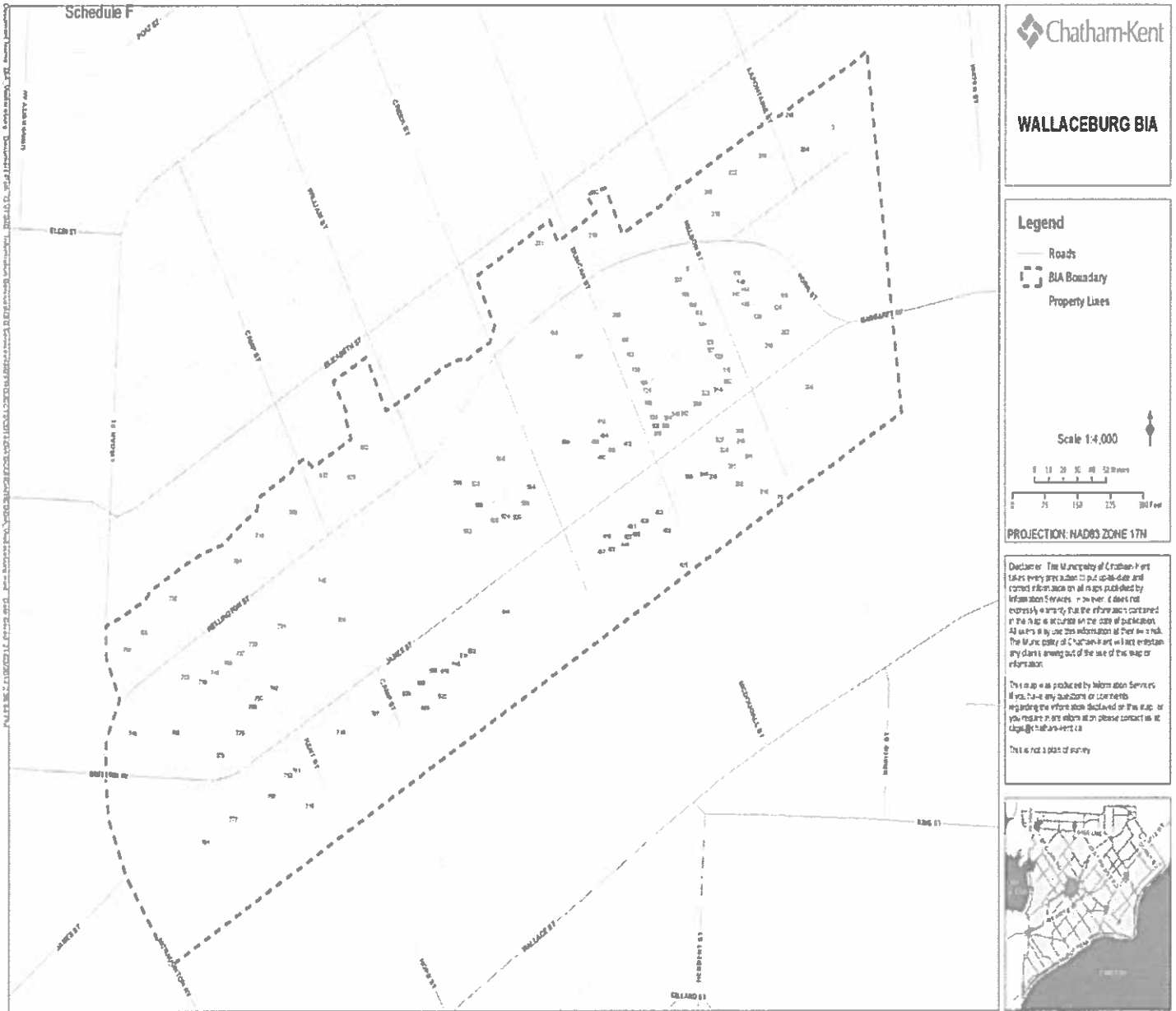
PROJECTION: NAD83 ZONE 17N

Legend

- Roads
- BIA Boundary
- Property Lines

TILBURY BIA

Schedule 'F' - Wallaceburg



Schedule 'G' - Wheatley

