

**THE CORPORATION OF THE  
TOWNSHIP OF WELLINGTON NORTH  
BY-LAW NUMBER 122-19**

**(including amendment in By-law No. 008-20)**

**BEING A BY-LAW TO ESTABLISH A BOARD OF DIRECTORS AND  
MEMBERSHIP FOR THE BUSINESS IMPROVEMENT AREA WITHIN  
ARTHUR, WELLINGTON NORTH**

**WHEREAS** The Corporation of the Township of Wellington North deems it expedient to establish a Board of Directors for the Business Improvement Area (BIA) in Arthur.

**NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE TOWNSHIP OF WELLINGTON NORTH ENACTS AS FOLLOWS:**

**1. Composition of the Board of Directors**

- 1.1. The Board of Directors (the Board) is a corporation and is a local board of the municipality as defined in the Municipal Act.
- 1.2. The Board shall consist of a minimum of five (5) and a maximum of nine (9) Directors.
- 1.3. One or more Directors shall be appointed directly by Council.
- 1.4. At least one Director shall be a member of Council.
- 1.5. The remaining Directors shall be selected by a vote of the membership, subject to 6.2.
- 1.6. After Directors have been elected by the membership, the Secretary shall inform the municipal Clerk for approval by Council.
- 1.7. The municipality may refuse to appoint a person selected by the members of an improvement area, in which case the municipality may leave the position vacant or direct that a meeting of the members of the improvement area be held to elect or select another candidate for the municipality's consideration.

**2. Term of Board of Directors**

- 2.1. The term of office of the Board shall be for the term of Council or on the date that their successors are appointed.
- 2.2. The members of the Board are eligible for reappointment on the expiration of their term of office.
- 2.3. Council may remove a Director for any reason and at any time, whereupon Council may appoint another Member for the remainder of the term.
- 2.4. Where a vacancy occurs from any cause, the Council may appoint a person to fill the vacancy for the unexpired portion of their term of office or approve a member as nominated by the remaining Board.

- 2.5. That a Board member shall be deemed to have resigned their appointment if they are absent from 3 consecutive meetings without the prior consent of the Board or unless they are absent for health reasons, in which case the continuation of their appointment shall be determined by Council.

### **3. Duties of the Board of Directors**

#### **3.1. The Board of Management shall:**

- 3.1.1. at the first meeting of the Board of Directors, elect a Chair, Vice-Chair, Secretary and Treasurer from among themselves. The Secretary and the Treasurer may be the same individual;
- 3.1.2. determine a schedule of meetings for the year including date, time and location;
- 3.1.3. invite all members and hold a minimum of one (1) general meeting per year to review and receive authorization for the annual budget or other matters as determined by the Board.
- 3.1.4. keep minutes of every meeting of the Board shall forward copies of the signed minutes to all members of the Board and to the Clerk of the municipality within thirty (30) days of each meeting;
- 3.1.5. adopt and maintain banking arrangements and accounting procedures acceptable to the Treasurer of the municipality;
- 3.1.6. provide inspection on request of the books, documents, transactions, minutes and accounts of the Board to the Township Auditor or the Director of Finance;
- 3.1.7. the fiscal year of the Board shall be the calendar year;
- 3.1.8. on or before November 30 in each year, prepare and submit to the Clerk of the municipality a proposed annual budget, as approved by general membership to be approved by Council;
- 3.1.9. submit to the Clerk of the municipality, on or before March 31 each year, the following:
  - 3.1.9.1. An audited financial statement for the prior year;
  - 3.1.9.2. a list of all tenants who are members of the BIA,

### **4. Powers of the Board of Directors**

#### **4.1. Powers include but are not limited to:**

- 4.1.1. enter into contracts or agreements;
- 4.1.2. make banking and financial arrangements;
- 4.1.3. execute documents;
- 4.1.4. direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the BIA;
- 4.1.5. 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;
- 4.1.6. 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

- 4.1.7. related to the affairs of the BIA; and  
create committees, either ad hoc or permanent, to assist the Board of Directors with its purpose and goals.

## **5. Specific Limitations on Power of Board of Directors**

- 5.1. A Board of Directors on behalf of a BIA shall not,
- 5.1.1. spend any money unless it is included in the budget approved by the Municipality;
  - 5.1.2. incur any indebtedness extending beyond the current year without the prior approval of the Municipality; or
  - 5.1.3. borrow money.

## **6. Membership of the BIA**

- 6.1. Members of the BIA shall 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 classes (commercial and industrial) and tenants of such property.
- 6.2. 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. An Associate Member shall not be permitted to vote at an Annual General Meeting or to be appointed as a Director of the Board.

## **7. Quorum**

- 7.1 Quorum for an annual General 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.

## **8. Annual General Meeting**

- 8.1 Notice of the Annual General Meeting(s) and Election of Officers shall be given by the Board of Management to the membership by first class mail a minimum of thirty (30) days prior to the scheduled meeting to the last known address as indicated on the current assessment roll for the Township of Wellington North.
9. That this By-law shall come into force and effect on January 1, 2020 date of passing thereof.

**READ A FIRST, SECOND AND THIRD TIME AND FINALLY PASSED  
THIS 16TH DAY OF DECEMBER, 2019.**

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**ANDREW LENNOX, MAYOR**

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**KARREN WALLACE CLERK**