

# THE CORPORATION OF THE TOWNSHIP OF WELLINGTON NORTH

## BY-LAW NUMBER 120-19

(including amendment in By-law No. 010-20)

### BEING A PROCEDURE BY-LAW FOR GOVERNING THE CALLING, PLACE AND PROCEEDINGS OF MEETINGS OF THE BUSINESS IMPROVEMENT AREAS IN WELLINGTON NORTH

The Council of the Township of Wellington North hereby enacts the following:

#### 1. RULES OF ORDER

1.1 The rules and regulations contained in this by-law shall be observed in all proceedings of meetings of the Board of Directors and Annual General Meetings of Business Improvement Areas in Wellington North.

#### 2. DUTIES OF THE CHAIR

2.1 The Chair shall:

- a) preside at all meetings of the Board;
- b) set the agenda for the meetings, in consultation with the Secretary;
- c) meet with the Treasurer to prepare the proposed annual budget for presentation to the Board;
- d) approve the payment of accounts by the Treasurer in accordance with the annual budget
- e) expel any person for improper conduct at a meeting;
- f) recess a meeting at any time for not more than 10 minutes;
- g) adjourn the meeting when business is concluded;
- h) Adjourn the meeting, without question, in the case of grave disorder arising during the meeting.

#### 3. ACTING CHAIR

3.1 In the absence of both the Chair, an Acting Chair shall be chosen from the members present to Chair the meeting.

3.2 On the arrival of the Chair, the Acting Chair shall relinquish their seat.

#### 4. DUTIES OF THE RECORDING SECRETARY

4.1 That the Secretary shall;

- a) attend all Board Meetings to record and sign the minutes of each meeting of the Board;
- b) give notice to the members of the Board of the date, time and location of rescheduled meetings;

- c) report all changes in Board membership to the Clerk;
- d) provide copies of all minutes to the Clerk within 30 days after the meeting;
- e) forward an annual budget to the Clerk for consideration and approval of Council;
- f) on an annual basis forward all minutes, papers, records and documents belonging to the Board to the Clerk for keeping, in accordance with the Township Records Management By-law.

**5. QUORUM**

- 5.1 A quorum for conducting any meeting of the Board shall consist of a majority of Directors.
- 5.2 Unless there is a Quorum present within fifteen (15) minutes after the time appointed for a meeting, the council or committee shall adjourn until the next meeting date.
- 5.3 The Secretary shall record the names of the members present at the time of adjournment.

**6. OPEN AND CLOSED MEETINGS**

- 6.1 All meetings or part of a meeting shall be open to the public.
- 6.2 A meeting may be closed to the public if unless closed meeting the subject matter being considered is:
  - (a) the security of the property of the municipality or local board;
  - (b) personal matters about an identifiable individual, including municipal or local board employees;
  - (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
  - (d) labour relations or employee negotiations;
  - (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
  - (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act
  - (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
  - (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;

- (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
- (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.
- (l) If the meeting is held for the purpose of educating or training the members AND at the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the council, local board or committee

6.3 A meeting shall be closed to the public if the matter being considered is:

- a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
- b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman or investigator referred to in the Act.

6.4 Voting is not permitted in a closed meeting, unless the vote is for a procedural matter or for giving directions or instructions to officers, employees or persons retained by or under contract with the municipality.

6.5 A resolution shall be passed in open session stating the general nature of the matter to be considered at the closed session.

6.6 A resolution shall be passed to adjourn the closed session.

6.7 In the event discussion in closed session concludes prior to the open session, the Board shall rise from closed and adopt a motion to recess and reconvene at the beginning of the regularly scheduled open meeting.

## 7. **MOTIONS**

7.1 All motions shall be moved and seconded before being debated and called for the vote by the Chair.

7.2 Only one motion may be on the floor at any given time.

7.3 Once a motion is on the floor, it shall not be withdrawn prior to voting without the consent of the majority of the members.

**8. VOTING**

- 8.1 Each member of the Business Improvement Area is entitled to one (1) vote regardless of the number of properties that the member may own or lease in the improvement area.
- 8.2 If member refuses to vote, where not prohibited by interest or otherwise, that member shall be considered to have voted no.
- 8.3 Any question in which there is a tie vote shall be deemed to be defeated.
- 8.4 A corporate member of an improvement area may nominate in writing one individual to vote on behalf of the corporation
- 8.5 One individual may be nominated for voting purposes by two or more corporations that are members of an improvement area.

**9. DECORUM**

- 9.1 Unless otherwise authorized by the presiding officer, all members, staff and persons appearing as delegations shall address the Board of Directors through the Chair and only when recognized to do so.
- 9.2 Persons attending a meeting shall not:
  - a) Use offensive words against Directors, members or guests;
  - b) Speak on any subject other than the subject as listed on the agenda;
  - c) Create a disturbance in the meeting;
  - d) Interrupt the member who has the floor except to raise a point of order;
  - e) Disobey the rules or a decision of the Chair or Board on questions of order or practical
  - f) On a majority vote of Board the Chair may request that a member apologize to council for disruptive behaviour.

**READ A FIRST, SECOND, 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**