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**Attachments**

Codification of Policies and Procedures adopted January 2008.

## **By-Law No. 1 for the Downtown Oshawa Business Improvement Area**

A by-law relating generally to the conduct of the affairs of the Board of Management for the Oshawa Central Business Improvement Area

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Board of Management for the Oshawa Central Business Improvement Area (hereinafter called the “B.I.A.”) as follows:

1. The business name of the organization is The Downtown Oshawa Business Improvement Area (DOBIA).

2. **Mission**

The Downtown Oshawa Business Improvement Area (DOBIA) is the voice of the business community in downtown Oshawa, and is committed to improving and promoting the area through investment and advocacy to maintain its position as Oshawa’s shopping, business and entertainment destination.

3. **Objectives**

The purpose of the B.I.A. is to:

- (a) improve, beautify, and maintain municipally owned lands, buildings and structures in the area, beyond such improvement, beautification and maintenance provided by the City of Oshawa;
- (b) promote downtown Oshawa as a business, shopping and entertainment area
- (c) improve and promote downtown Oshawa through investment and advocacy

4. **Head Office**

The head office shall be located in the City of Oshawa, 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 be the calendar year, as per Section 12, By-Law 94-74 of The Corporation of the City of Oshawa.

6. **Membership**

(a) **Membership Eligibility**

The following shall be eligible for membership in the B.I.A.:

1. 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
2. Tenants: Tenant of such rateable property.

(b) **Rights and Benefits of Membership**

Every Member in good standing is entitled:

1. to attend any Annual or General Meeting of the B.I.A.;
2. to one vote on each question arising at any Annual or General Meeting of the B.I.A.; and
3. 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.

7. **Membership Meetings**

(a) **Annual General Meetings**

The Annual General Meeting (AGM) of the B.I.A. shall be held at a location in Oshawa 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:

1. Financial Statements and reports;
2. Auditor's Report;
3. Annual Budget;
4. Annual Report of the Board of Management;
5. Minutes of the last Annual General Meeting;
6. Election of Board of Management (subject to approval by City Council of The City of Oshawa), if an election year; and
7. Any other business that may properly be brought before the meeting.

7. (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 Oshawa, as specified in the Notice.

(c) **Notice of Meetings**

1. Notice of the Annual General Meeting or of a General Meeting of Members shall be sent by prepaid mail, or hand delivered, or facsimile, or electronic communication at least fifteen (15) days in advance to each Member.
2. The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph (1) shall not invalidate any resolution passed or any proceedings taken at the meeting.

(d) **Quorum**

A quorum for the Annual General Meeting or for a General Meeting of the B.I.A. shall be 15 Members. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

7. (e) **Determination of Questions**

1. 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.
2. At all meetings, every question shall be decided by a show of hands unless a recorded vote is required by the Chair or requested by a Member.
3. 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 of votes, unless requested by a Member.
4. 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 newest 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 (Board) whose members are approved by City Council of the City of Oshawa, and shall be composed of seven (7) members appointed by City Council, one of whom shall be a member of Council and the remaining members shall be persons assessed for business assessment in respect of land in the area or nominees of such persons or corporations so assessed.

(116-88) By-law 94-74 of The Corporation of the City of Oshawa

8. (b) **Term of Office**

1. 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.
2. 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 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:

1. to enter into contracts or agreements;
2. to make banking and financial arrangements;
3. to execute documents;
4. to direct the manner in which any other person or persons may enter into contracts or agreement on behalf of the Board;
5. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interest for such consideration and upon such terms and conditions as the Board may consider advisable; and
6. to purchase insurance to protect the property, rights and interests of the Board and to indemnify the Board., its Members, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Board.

8. (d) **Procurement of Goods and Services**

1. All purchases, and contracts entered into by the Board or on behalf of the Board should be reviewed and ratified at a Board meeting.
2. All purchases over one thousand dollars (\$1,000.00) shall require three (3) quotations. The lowest price may not necessarily be accepted. The Board shall vote on a final decision at a Board meeting.

(e) **Role and Function**

The Board shall be responsible for:

1. making decisions on policy affecting the B.I.A.,
2. managing the affairs of the B.I.A.,
3. hiring of Staff of the B.I.A., and
4. appointing such committees as may be required to accomplish the work of the B.I.A.

(f) **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. The B.I.A. shall not purchase or sell land without prior approval of City Council.

(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.

8. (h) **Quorum**

A quorum for a meeting of the Board of Management shall be half plus one.

(i) **Meetings of the Board**

1. Meetings of the Board may be called by four (4) Directors. The Board may hold its meetings at any place in the City of Oshawa as it may from time to time determine.
2. The Board shall prepare a proposed budget for each fiscal year by the date and in the form required by the municipality and shall hold one or more meetings of the Members of the improvement area for discussion of the proposed budget. Section 205 (1) of the Municipal Act.
3. Notice of the time and place shall not be less than five (5) days before the day when the meeting shall be held (including Saturdays and Sundays, and statutory holidays). Notice may be sent by ordinary mail, or facsimile, or hand delivered, or by electronic mail.
4. 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.
5. 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.
6. 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.
7. There shall be no proxy voting of any kind by Members of the board of Management at General Meetings or Annual General Meetings.

8. (j) **Closed Meeting Requirements**

All meetings of the Board shall be open to the public except where the matter to be considered is:

1. the security of the property of the board;
2. personal matters about an identifiable individual or board employees;
3. labour relations or employee negotiations;
4. litigation or potential litigation, including matters before administrative tribunals affecting the board;
5. advice that is subject to solicitor-client privilege, including communications necessary for that purpose; or
6. a matter in respect of which the board, committee or other body may hold a closed meeting under another Act.

The Board, when meeting in closed session, must state by resolution, the general nature of the matter to be discussed and cite which section of Section 239 of the Municipal Act the Board is relying on for authority to meet in closed session.

(k) **Confidentiality and Privacy of Information**

1. 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.
2. 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

- (k) 2. (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.

8. (l) **Standard of Care**

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

- 1. 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
- 2. exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

(m) **Conflict of Interest**

All members shall comply with the Municipal Conflict of Interest Act and each Board member shall be given a copy of the Act upon becoming a member.

9. **Officers**

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

The Board of Management shall elect from among themselves a Chair, a Vice-Chair, and a Secretary/Treasurer who shall serve annually or until he or she is removed from office by resolution of the Board of Management.

(b) **Duties of the Officers**

**Chair:**

The Chair is the senior volunteer representative of the Board. Much of the character of the Board evolves from the Chair's commitment and enthusiasm. His/her ability to work co-operatively with the Board and other volunteers is central to the existence of an active Board.

**The Chair shall:**

1. Call meetings of the Board at least ten (10) times a year;
2. Preside at all meetings;
3. Vote on resolutions only to break a tie;
4. Coordinate all B.I.A. activities;
5. Direct long-term strategic planning;
6. Sit ex-officio, on all committees;
7. Set the nominating process in motion in advance of the end of the elected term, so that a full slate of officers can be presented at that time;
8. Function as one of the signing officers for the Board;
9. Whenever there is a change of Treasurer, ensure that all past records of the Board are transferred to the succeeding Treasurer;
10. Represent the B.I.A. at official functions and special events;
11. Attend Council meetings as required;
12. Act as senior volunteer and liaison with paid staff;
13. Sign all By-laws and execute any documents with the Secretary; and
14. Perform any other duties, which the Board may, from time to time, assign.

**Vice-Chair:**

The presence and active involvement of a Vice-Chair can provide the Board with a sense of permanence and future.

**The Vice-Chair shall:**

1. Act as Chairperson in the Chair's absence;
2. Function as one of the signing officers of the Board; and
3. Perform any other duties, which the Board may, from time to time assign.

**Secretary/Treasurer:**

**The Secretary/Treasurer shall:**

1. Keep all the B.I.A. 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.
2. Be responsible for providing a copy of meeting minutes to all members of the Board and the City (Commissioner of Development Services & City Clerk) as soon as possible after the meeting minutes have been adopted; and
3. Receive, deposit, disburse and record all monies;
4. Maintain all banking and financial records;
5. Oversee preparation of financial statements and reports;
6. Function as one of the signing officers of the Board;
7. Maintain and update inventory of all physical assets owned or leased by the B.I.A.;

8. Prepare and distribute the proposed budget in accordance with the requirements of the City;
9. Report on the financial affairs of the B.I.A. at all meetings; and
10. Perform any other duties, which the Board may, from time to time, assign.

**Director:**

The team of Director's should serve as a model of organization, delegation and enthusiasm to the volunteers connected with all activities. To be as strong a representative as possible, he/she must attend and participate in meetings and activities of the B.I.A.

**A Director shall:**

1. Sit as an active member of the B.I.A. and/or committee;
  2. Represent a particular constituency or point of view at committee meetings;
  3. Assist with activities of committees as directed by the Board;
  4. Provide leadership for the members in the geographic area which the Board services;
  5. **In co-operation with the Chair, Directors shall:**
    - a) recruit members and volunteers
    - b) organize committee meetings and special events of the Board
    - c) co-ordinate advertising, promotions, and communications
    - d) thank key members, community partners and sponsors
    - e) compile reports to present to the Board
    - f) establish goals and objectives
- The term shall be concurrent to the term of Oshawa City Council.

10. **Business Development Manager**

1. **Appointment**

The Board may hire or contract for a Business Development Manager (BDM) and prescribe the duties of this position.

2. **Hiring**

In the event of the Board hiring any employees, the Board shall:

- a) post the opportunity on the B.I.A.'s website, notify the Members and advertise in the local newspaper and appropriate web boards and HRDC offices
- b) establish a personnel committee with three (3) Board Members conducting final interviews
- c) complete reference checks through the personnel committee
- d) recommend to the Board who should be considered when making a final decision

3. **Duties of the Business Development Manager (BDM)**

- a) The Board shall delegate to the BDM the responsibility for the general management and the execution of the policies of the B.I.A.
- b) The BDM shall report directly to the Chair, coordinating all the B.I.A. events and implement other programs as they arise. The BDM is responsible for the day to day operation of the Board office, meeting with business members, property owners and managers, event planners, community leaders, city staff and elected politicians, and will distribute minutes of the meetings of the Board and committee meetings and other event-specific committees; and shall be
  1. be the Chief Administrative Officer;
  2. hold the senior staff position, responsible for hiring and termination of all other staff in consultation with the City of Oshawa's Human Resource Services Branch;

3. b)
  3. attend all meetings of the B.I.A. and be entitled to speak on all matters, without the right to vote;
  4. sit ex-officio, on all committees;
  5. be recording secretary for the Board
  6. be responsible for distribution of agendas for all meetings; and
  7. be responsible for distribution of minutes of all meetings

4. **Remuneration and Evaluation**

The Board shall establish the remuneration for the BDM through a resolution of the Board, and shall annually, and jointly with the BDM, carry out a formal and written evaluation of the position of the BDM, within a mutually determined and agreed upon approach, process and time frame. The Chair of the Board shall represent the Board in this matter.

11. **Committees of the Board**

1. There shall be Standing committees, as the Board shall from time to time determine.
2. 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.
3. All committees, Standing and ad hoc, are required to conduct business in accordance with these By-laws. Committees reporting to the Board may not make any final decisions.
4. 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.

11.
  5. Each Standing and ad hoc committee is considered a committee of the Board 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.
  6. 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 with the B.I.A. may be appointed as ex-officio members of any committee.
  7. Unless otherwise stated in the By-laws, the terms of reference for each committee will be determined by the Board from time to time.

12. **Signing Authority**

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

13. **Remuneration**

1. No Board member shall receive remuneration in payment for services carried out in that capacity.
2. 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.

14. **Auditor**

The external Auditor for the Corporation of the City of Oshawa 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.

15. **Indemnification**

Individual Board members are insured under the City's policy of insurance.

16. **Review Mechanism & Dissolution**

1. Should a majority vote of the total membership be received to dissolve the B.I.A., a request shall be made to the City of Oshawa to repeal the by-law establishing the B.I.A.
2. Upon the repeal of a by-law under the Municipal Act the Board is dissolved and the assets and liabilities of the Board become the assets and liabilities of the municipality.
3. If the liabilities assumed under subsection (2) exceed the assets assumed, the City of Oshawa 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.

17. **Consistency with Legislation**

1. 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 Oshawa relating to the Board of Management of the area or "Business Improvement Areas" as defined by the Municipal Act.

17. 2. If there shall exist any conflict between any provision contained in these By-laws and any such provision of the Municipal Act or the City of Oshawa 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 this By-law shall remain in full force and effect.

18. **Amendments**

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

19. **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 \_\_\_\_\_

**The Board of Management  
For the Downtown Oshawa Business Improvement Area**

\_\_\_\_\_

Chair

\_\_\_\_\_

Secretary/Treasurer

**ADOPTED BY THE BOARD**

**Feburary 20, 2008**

**APPROVED BY THE MEMBERSHIP**

**April 16, 2008**



