

BY-LAW NO. 2

OF

THE OSHAWA CENTRAL BUSINESS DISTRICT
IMPROVEMENT AREA BOARD OF MANAGEMENT

Being a by-law to regulate the proceedings of the Oshawa Central Business District Improvement Area Board of Management.

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of the Oshawa Central Business District Improvement Area Board of Management thereof as follows:

Interpretation

1. In this by-law:
 - (1) "BIA" means Business Improvement Area;
 - (2) "Board/Local Board" means the Board of Management of the Oshawa Central Business District Improvement Area;
 - (3) "Board meeting" means a meeting of the Board of Management of the Oshawa Central Business District Improvement Area;
 - (4) "General meeting" means a meeting of the membership of the BIA;
 - (5) "Working Group" means a team comprised of at least one member of the Board created to carry out specific projects included in the annual work plan of the Board;
 - (6) "Council" means the Council of the Corporation of the City of Oshawa;
 - (7) "Meeting" means any regular or special meeting of the Board, BIA membership or of a Working Group;
 - (8) "Presiding Officer" means the person presiding at a meeting of the Board, BIA membership or of a Working Group.

General

2.
 - (1) In all the proceedings at or taken by the Board the following rules and regulations shall be observed and shall be the rules and regulations for the order and dispatch of business by the Board of Management and Working Groups thereof.
 - (2)
 - (a) No standing rule or order of the Board shall be suspended except by a vote of two-thirds of the members present and by not less than a majority of the whole Board voting in favor thereof.
 - (b) No standing rule or order of the Board shall be suspended where such action would put the Board in conflict with any Provincial

legislation, as amended from time to time, which may govern the proceedings of the Board.

3. Except as herein provided or as provided by any Provincial legislation, as amended from time to time, the rules of order of the House of Commons of Canada shall be followed for governing the proceedings of the Board and the conduct of its members.
4. Subject to the *Municipal Act*, the *Statutory Powers Procedures Act*, and any other applicable Provincial legislation, a person not a member of the Board shall not be allowed to address the Board except upon invitation of the Board.

Convening Meetings

5. The Annual General Meeting of the members of the BIA shall be held at a location in Oshawa not later than the month of November in each year as determined by the Board of Management.
6. The Board may, from time to time, call a General Meeting of the members of the BIA for any date and time to be held at a location in Oshawa.
7. The Board may appoint a day or days in any month or months for regular Board of Management meetings at an hour to be named. There shall be a minimum of ten meetings per year.
8. In the case of the absence or death of the Chair, a special meeting may be summoned at any time by the Office Administrator upon a special requisition to the Office Administrator signed by a majority of the Board.
9. Upon receipt of a petition of the majority of members of the Board, the Office Administrator shall summon a special meeting for the purpose and at the time mentioned in the petition, subject to notice and other requirements of the standing rules and orders of the Board.

Notice of Meetings

10. The Notice and agenda of all Annual General Meetings and Special General Meetings shall be provided in writing and shall be sent in a timely manner to ensure they are received by the BIA members not less than 15 calendar days prior to the meeting. Notice may be sent by prepaid mail, hand delivered or electronic communication. The agenda for the Annual General Meeting and Special General Meetings shall be posted on the BIA website as soon as practicable after delivery of the agenda to the BIA members to provide notice to the public of such meetings.

The Notice and agenda of all regular and special Board meetings shall be provided in writing and shall be sent in a timely manner to ensure they are received by the Board members not less than five calendar days prior to the meeting. Notice may be sent by prepaid mail, hand delivered or electronic communication. The agendas for Board meetings shall be posted on the BIA website as soon as practicable after delivery of the agenda to members, provided that where the meeting, or a session of it, is proposed to be held in the absence of the public, the agenda posted therefore shall be the public version of the closed session agenda.

There shall not be consideration or decision upon any matter at a meeting unless specific notice that such matter will be considered and decided upon at such meeting is contained in the notice/agenda of the meeting, except with the consent of two-thirds of the members present and voting.

Lack of receipt of the notice shall not affect the validity of holding the meeting or any action taken thereat.

Quorum

11. A quorum for the Annual General Meeting or for a General Meeting of the BIA shall be 15 members.

A quorum for a Board meeting shall consist of a majority of the whole number of members which make up the composition of the Board.

Open and Closed Meetings

12. (1) All meetings shall be open to the public, except that a meeting or part of a meeting may be closed to the public if 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.
- (2) Before holding a meeting or part of a meeting that is closed to the public, a resolution shall be passed stating the fact that a closed meeting is to be

held and giving the general nature of the matter to be considered at the closed meeting.

- (3) A meeting shall not be closed to the public during the taking of a vote unless Subsection 12(1) permits or requires the meeting to be closed to the public and the vote is for a procedural matter or for giving direction or instructions to officers, employees or agents of the Board, or persons retained by or under contract with the Board.

Preparation of Agendas

13. The agenda for the Annual General Meeting shall include:

- Declarations of Pecuniary Interest
- Financial Statements and Report
- Auditor's Report
- Annual Budget
- Annual Report of the Board of Management
- Minutes of the Last Annual General Meeting
- Nomination of Board of Management members for approval by City Council, if a municipal election year
- Any other business permitted to be before the General Membership
- Adjournment

The agenda for Special General Meetings shall be prepared when and as the Chair may direct or, in default of such direction, as provided in the last preceding paragraph so far as applicable.

The agenda for regular Board of Management Meetings shall include:

- Declarations of Pecuniary Interest
- Delegations
- Minutes of the Last Board Meeting
- Economic Development Report
- Treasurer's Report
- Working Group Updates/Reports
- SCOP Report
- City Report
- Office Administrator's Report
- Correspondence
- New Business
- Comments from the Floor (5 – 10 minutes)
- Adjournment

The agenda for Special Board Meetings shall be prepared when and as the Chair may direct or, in default of such direction, as provided in the last preceding paragraph so far as applicable.

14. The business of each meeting shall be taken up in the order in which it stands upon the agenda.
15. All motions called in pursuance of the agenda and not disposed of, shall be placed on the agenda for the next regular meeting.

Commencement of Meetings

16. As soon as there is a quorum after the hour fixed for the meeting, the Chair, or person appointed to act in the Chair place and stead, shall take the Chair and call the members to order.
17. In the event of a General Meeting (Annual or otherwise) if there is no quorum within half an hour after the time appointed for the meeting, the Office Administrator shall call the roll and take down the names of the members then present, and the meeting shall then adjourn until such time as a subsequent meeting is established.

If there is no quorum at the time appointed for a Board meeting, the Board may conduct informational discussions until a quorum is achieved. During the time when quorum is not available, no direction may be given, no authorities may be granted and no motions may be considered.

Rules of Debate and Conduct of Members in Council

18. The Chair or other presiding officer shall preside over the conduct of the meeting, including the preservation of good order and decorum, ruling on points of order and deciding all questions relating to the orderly procedure of the meetings, subject to an appeal by any member to the Board from any ruling of the Chair or other presiding officer.
19. If the Chair or other presiding officer desires to leave the Chair for the purpose of moving a motion or an amendment to a motion, he/she shall call on the Vice Chair to fill his/her place until he/she resumes the Chair.
20. Every member, previous to speaking to any question or motion, shall be recognized by the Chair or other presiding officer and shall respectfully address the Chair or other presiding officer.
21. When two or more members wish to speak, the Chair or other presiding officer shall name the member who, in his/her opinion, first raised his/her hand.
22. (1) A member shall not speak more than once on a question without leave of the Board, except that a member may speak:

- (a) to move an amendment;
 - (b) in explanation of a material part of his/her speech which may have been misunderstood; or,
 - (c) in reply, after everyone else wishing to speak has spoken, if he/she has presented the motion to the Board but not if he/she has moved an amendment to the motion being discussed.
- (2) No member, without leave of the Board, shall speak to the same question, or in reply, for longer than five minutes except that the Board upon motion thereof may grant extensions of time for speaking of up to five minutes for each time extended.
23. Any member may require the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a member while speaking.
24. A member may not speak disrespectfully of any other individual or body, use offensive words, disobey the rules of the Board or decision of the Chair or other presiding officer, leave his/her seat or make any noise or disturbance while a vote is being taken and until the result is declared, or interrupt a member while speaking except to raise a point of order.
25. In case any member persists in a breach of the foregoing section after having been called to order by the Chair or other presiding officer, he/she may be ordered by the Chair or other presiding officer to leave his/her seat for that meeting, but in case of ample apology being made by the offender he/she may, by vote of the Board, be permitted forthwith to resume his/her seat.

Question of Privilege and Points of Order

26. When a member desires to address the Board upon a matter that concerns the rights or privileges of the Board collectively or of himself/herself as a member thereof, he/she shall be permitted to raise such matter of privilege, and a matter of privilege shall take precedence over other matters.
27. (1) When a member desires to call attention to a violation of the rules of procedure, he/she shall ask leave of the Chair or other presiding officer to raise a point of order and after leave is granted, he/she shall state the point of order with a concise explanation and resume his/her seat until the Chair or other presiding officer shall have decided the point of order.
- (2) Unless a member immediately appeals to the Board the decision of the Chair or other presiding officer shall be final.
- (3) If the decision is appealed, the Board shall decide the question without debate and its decision shall be final.
28. When the Chair or other presiding officer calls a member to order, he/she shall immediately sit down until the point of order is dealt with and he/she shall not

speaking again without permission of the Chair or other presiding officer unless to appeal the ruling of the Chair or other presiding officer.

Motions and Order of Putting Questions

29. Every substantive motion shall be in writing and shall be moved and seconded before being debated or put to a vote, except those dealing with Board procedure.
30. Every motion shall be deemed to be in possession of the Board for debate after it is presented by the Chair or other presiding officer, but may, with permission of the Board, be withdrawn at any time before amendment or decision.
31. When a resolution is under consideration, no motion shall be received other than a motion:
 - (1) to adjourn, which motion is neither amendable nor debatable;
 - (2) to lay on the table, which motion is not debatable;
 - (3) to move the previous question, which motion is not debatable (see Section 33);
 - (4) to defer action;
 - (5) to refer, which motion is debatable as to its merits only; or,
 - (6) to amend.
32. A motion to refer shall take precedence over any other amendment.
33. When a motion that the vote be now taken is presented, it shall be put to a vote without debate, and, if carried, the motion and any amendments thereto under discussion shall be submitted to a vote forthwith without further debate.
34.
 - (1) Only one amendment at a time can be presented to the main motion and only one amendment can be presented to an amendment, but when the amendment to the amendment has been disposed of, another may be introduced, and when an amendment has been decided, another may be introduced.
 - (2) The amendment to the amendment, if any, shall be voted on first, then if no other amendment is presented, the amendment shall be voted on next, then if no other amendment is introduced, the main motion, or if any amendment has carried, the main motion as amended, shall be put to a vote.
 - (3) Every substantive amendment shall be in writing.
 - (4) Nothing in this section shall prevent other proposed amendments being read for the information of the members.

Voting

35. Questions arising at any meeting shall be decided by a majority vote of the members present unless otherwise stated in this By-law or as required by law.
36. No vote shall be taken by ballot or by any other method of secret voting and every vote so taken is of no effect.
37. Proxy voting is not permitted at Board, Working Group or General meetings.
38. When the question under consideration contains distinct propositions, upon the request of any member, the vote upon each proposition shall be taken separately.
39. After the Chair or other presiding officer commences to take a vote, no member shall speak to or present another motion until the vote has been taken on such motion, amendment or subamendment.
40. Every member present at a meeting of the Board when a vote is taken on a matter shall vote thereon except the Chair; and, if any member present persists in refusing to vote, he/she shall be deemed as voting in the negative, and any question on which there is an equality of votes shall be deemed to be negated.

The Chair shall only vote in the event of a tie vote.

If following all votes being cast, any question on which there is a tie vote shall be deemed to be lost.

41. When a vote is taken for any purpose and a member requests immediately prior or immediately subsequent to the taking of the vote that the vote be recorded, commencing with the member who made the request for a recorded vote, the Office Administrator shall alphabetically record upon the minutes, the names of each member present who votes in the affirmative and in the negative, except for a member who is disqualified from voting by any Act, until all members have voted.
42. If a member disagrees with the announcement by the Chair or other presiding officer of the result of any vote, except a recorded vote, he/she may object immediately to the Chair or other presiding officer's declaration and require that the vote be retaken.
43. After any matter has been decided, any member may move for a reconsideration at the same meeting or may give notice of a motion for reconsideration of the matter at a subsequent meeting, but no discussion of the question that has been decided shall be allowed until the motion for reconsideration has carried, and such motion for reconsideration shall require a two-thirds vote of the members present, and no matter shall be reconsidered more than once in the same calendar year.

Adjournment

44. A motion to adjourn the meeting or adjourn the debate shall be in order, except:
 - (1) when a member is in possession of the floor; or,
 - (2) when it has been decided that the vote be now taken; or,
 - (3) during the taking of a vote;but no second motion to the same effect shall be made until after some intermediate proceedings shall have taken place.
45. The members shall not leave their places on adjournment until the Chair or other presiding officer leaves the Chair.

Delegations

46. All delegations shall give written notice to the Office Administrator of their request to appear before the Board by 12:00 noon at least one week prior to the scheduled meeting.

Any delegation shall be limited to speak not more than five minutes.

Petitions and Communications

47. Every petition or communication intended to be presented to the Board must be clearly written or printed and must not contain any impertinent or improper matter and shall be authorized by at least one person.
48. Every such petition or communication shall be delivered to the Office Administrator before 12:00 noon at least one week prior to the scheduled meeting.
49. All petitions or communications shall first appear on the agenda of a Board meeting at which time the Board will determine if the matter shall be referred to a Working Group for recommendation back to the Board.

Appointment and Organization for Working Groups

50.
 - (1) At the first meeting in the year, the Board shall appoint for the ensuing two-year term, the Chair (who shall be a Board member) and members of the following Working Groups:
 - (a) Beautification Working Group
 - (b) Events Working Group
 - (c) Marketing and Communication Working Group
 - (2) At least one Board member shall be appointed to each Working Group.

- (3) Any member of the Board may be placed on a Working Group notwithstanding the absence of such member at the time of his/her being named upon such Working Group.
51. The Chair shall be ex-officio a member of all Working Groups.
52. Each Working Group may appoint members of the public, who may or may not be a member of the BIA, to the Working Group and all members shall have a vote.
53. Of the number of members appointed to compose a Working Group, the majority shall be a quorum, and the Chair (if present) shall be counted in making up such a quorum.
54. Each Working Group shall meet at least once a month.
55. Each Working Group shall keep minutes of its proceedings in a book to be furnished for that purpose by the Office Administrator, and such book shall be kept in the office and custody of the Office Administrator.
56. Meetings of Working Groups shall be open to other members of the Board who may, with permission of the Chair, take part in any discussion or debate and vote on matters.

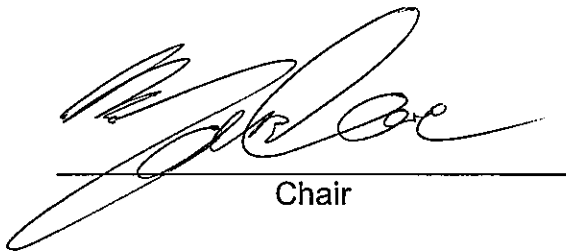
Conduct of Business in Working Groups

57. The rules governing the procedure of the Board shall be observed in Working Groups insofar as applicable, except that:
 - (1) no motion shall require to be seconded;
 - (2) the number of times of speaking on a question shall not be limited;
 - (3) a member shall not be restricted to asking questions only of the previous speaker but the question must relate directly to the matter under discussion.
58. The date, time and location of Working Group meetings shall be established by resolution of the Working Group.
59. It shall be the duty of the Working Groups:
 - (1) to report to the Board on all matters connected with their duties or referred to them by the Chair or by the Board or to recommend such action as they deem necessary; and,
 - (2) to forward to the incoming Working Group for the following year any matter undisposed of.
60. This by-law is adopted as the procedural by-law for the Board of Management of the Oshawa Central Business District Improvement Area and all previous by-

laws, or sections thereof, or other policies regulating the proceedings of the Board shall be and the same are hereby repealed.

- 61. This by-law shall come into effect on the date of its passing.
- 62. By-law No. 1 is hereby repealed.

By-law passed this 2nd day of May, 2013.



Chair



Office Administrator