

**The Corporation of the Municipality of Leamington  
By-law 01-21**

**By-law to provide procedural rules for the conduct  
of meetings of the Board of Management for the  
Business Improvement Area**

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**The Corporation of the Municipality of Leamington  
By-law 01-21**

**By-law to provide procedural rules for the conduct  
of meetings of the Board of Management for the Business Improvement Area**

**WHEREAS** Council of the Municipality passed By-law 3007 designating an area as a BIA and further passed By-law 323-13, amending the boundaries of the BIA;

**AND WHEREAS** Council of the Municipality passed By-law 04-21 continuing the Board of Management established by By-law 3022;

**AND WHEREAS** subsection 204(2.1) of the Act provides that a board of management of a business improvement area is a local board of the municipality for all purposes;

**AND WHEREAS** section 238(2) of the Act requires that every local board pass a procedural by-law for governing the calling, place and proceedings of its meetings;

**AND WHEREAS** subsection 238(3.1) of the Act indicates that the procedural by-law may provide that a director of a local board may participate electronically in a meeting to the extent and in the manner set out in the by-law and section 238(3.3) of the Act indicates that a procedural by-law may provide that a director so participating may be counted in determining whether or not a quorum of directors is present at any point in time and participate electronically in a Closed Meeting.

**THEREFORE** the Board of Management hereby enacts as follows:

**Definitions**

1. For the purpose of this By-law:
  - a) "Act" means the Municipal Act, 2001, S.O. 2001, c.25.
  - b) "Amendment" means a change in the form of a Motion designed to alter or vary the term of the main Motion without materially changing its meaning. It may propose that certain words be left out, that certain words be omitted and replaced by others, or that certain words be inserted or added and "Amended" has a corresponding meaning.
  - c) "BIA" means the area consisting of the lands and premises described in Schedule A to By-law 323-13 and designated as an improvement area pursuant to subsection 204(1) of the Act.
  - d) "Board of Management" means the corporation established by By-law 3022 and continued by By-law 04-21 pursuant to subsection 204(1) of the Act.

- e) "Business Day" means any working day (Monday to Friday inclusive) excluding statutory and other holidays (i.e., New Year's Day, Family Day, Good Friday, Easter Monday, Victoria Day, Canada Day, Civic Holiday, Labour Day, Thanksgiving Day, Remembrance Day, Christmas Day, Boxing Day) and any other day on which the province has elected to be closed for business.
- f) "Clerk" means the Clerk of the Municipality and shall include a deputy clerk or anyone designated by the Clerk to carry out duties of the Clerk.
- g) "Closed Meeting" means a Meeting or portion thereof, which is closed to the public in accordance with this By-law and section 239 of the Act.
- h) "Code of Conduct" means the Code of Conduct of the Board of Management as described in section 22 or 23 of By-law 04-21, as the case may be.
- i) "Committee" means any standing committee, advisory committee or other committee or similar entity established by the Board of Management.
- j) "Conflict of Interest" means a pecuniary interest, direct or indirect, as described within the Municipal Conflict of Interest Act.
- k) "Council" means the Council of the Municipality.
- l) "Delegation" means any person(s), group(s), corporation(s) or organization(s), who wishes to address the Board of Management and who is not a Director of the Board of Management.
- m) "Director" means an individual appointed to the Board of Management by Council.
- n) "Electronic Means" means telephone or audio conference, video conference via an internet meeting platform or some other electronic method or combination thereof whereby all participants in the Meeting are able to hear and/or see all other participants by way of such electronic method.
- o) "Electronic Meeting" shall mean a Meeting conducted in full or part via Electronic Means and with or without in person attendance.
- p) "Friendly Amendment" means an Amendment offered by someone who is in sympathy with the purposes of the Motion, in the belief that the Amendment will either improve the statement or effect of the Motion, or will increase the chances of the Motion's adoption, presumably to the satisfaction of its mover and seconder.

- q) "Inaugural Meeting" means the first meeting of the term of the Board of Management after the appointment of the Directors by Council.
- r) "Meeting" means any meeting of the Board of Management where:
  - i) Quorum is present; and
  - ii) Directors discuss or otherwise deal with any matter in a way that materially advances the business or decision making of the Board of Management.
- s) "Member" means every individual, partnership or corporation that is assessed with respect to rateable property in the BIA that is in a commercial property tax class as prescribed under the Act and tenants of such property and "Members" has a corresponding meaning.
- t) "Members' Meeting" means a meeting of the Members.
- u) "Motion" means a question to be considered by the Board of Management which is moved, seconded, presented, read by the Chair and is subject to debate.
- v) "Municipal Conflict of Interest Act" means the Municipal Conflict of Interest Act, R.S.O. 1990 c.M.50.
- w) "Municipality" means The Corporation of the Municipality of Leamington.
- x) "Notice of Motion" means advance notice initiated by a Director of a substantial matter in which the Board of Management will be asked to make a decision.
- y) "Officers" means the Chair, Vice-Chair, Secretary and Treasurer elected in accordance with section 16 of By-law 04-21.
- z) "Point of Order" means a matter that a Director considers to be departure from or contravention of the Rules of Procedure.
- aa) "Point of Personal Privilege" means a matter that a Director considers to impugn in their integrity or the integrity of the Board of Management.
- bb) "Quorum" means a majority of the whole number of the Directors who are present in person; or as described in section 38.
- cc) "Reconsider" means to consider a second time with a view to reversing or modifying a Resolution and "Reconsideration" shall have a corresponding meaning.

- dd) "Recording Secretary" means a person who may not be a Director, but may be an employee of the Board of Management or such other person who is delegated certain duties by the Secretary as set out in this By-law.
- ee) "Regular Meeting" means a meeting described in sections 18 and 19.
- ff) "Resolution" means a Motion that has been carried by the Board of Management.
- gg) "Rules of Procedure" means the applicable procedural rules contained in or referred to in this By-law.
- hh) "Special Meeting" means a previously unscheduled meeting as described in section 21.
- ii) "Terms of Reference" means the purpose and mandate of a Committee; its composition and requirements for reporting to the Board of Management.

### **Interpretation**

2. If any section, subsection, schedule, appendix or part, or parts of this By-law are declared by the Superior Court of Justice to be invalid, illegal or ultra vires, such section, subsection, schedule, appendix or part, or parts shall be deemed to be severable and all parts hereof are declared to be separate and independent and enacted as such.
3. Unless otherwise defined, the words and phrases used in this By-law have their normal and ordinary meaning.
4. This By-law is gender-neutral and, accordingly, any reference to one gender includes the other.
5. References to items in the plural include the singular, as applicable, unless used with a number modifying the term.
6. Headings are inserted for convenience of reference purposes only, form no part of this By-law and shall not affect in any way the meaning or interpretation of the provisions of this By-law.

### **General Provisions**

7. The Rules of Procedure shall be observed in all proceedings of the Board of Management and shall be the rules for the order and dispatch of business by the Board of Management and, unless otherwise provided, with the necessary modification, shall apply to all Members' Meetings and meetings of Committees.

8. Notwithstanding section 7, other than a requirement for Quorum, the Rules of Procedure may be suspended by, at, or for a particular Meeting or Members' Meeting, by Resolution of the Board of Management provided that such Resolution is passed unanimously by the Directors present.
9. All Points of Order for which rules have not been provided in this By-law shall be decided by the Chair in accordance, as far as is reasonably practical, with the rules of parliamentary law as contained in the latest edition of Robert's Rules of Order.

### **Committees**

10. The Board of Management may establish Committees and may appoint members to a Committee.
11. The Board of Management shall approve Terms of Reference prior to the appointment of persons to a Committee.

### **Electronic Meetings**

12. A Director may participate by Electronic Means in an Electronic Meeting.
13. The Secretary, in consultation with the Chair, may determine the method and technology to be used for Electronic Meetings based on the resources available.
14. Where the Rules of Procedure conflict with the need to facilitate an Electronic Meeting, the Clerk, in consultation with the Chair, shall have the authority to modify the Rules of Procedure to ensure Directors, Delegations, Members and the public, as the case may be, may effectively participate in the Electronic Meeting.

### **Inaugural Meeting**

15. The Inaugural Meeting shall be held within thirty (30) days from the date upon which the Directors are appointed by Council.
16. The Directors shall elect Officers from among themselves at the Inaugural Meeting.
17. The Clerk shall call the Inaugural Meeting to order and chair the meeting until the Chair has been elected. The Chair shall then assume his or her duties as such.

### **Regular Meetings**

18. Unless held in full as an Electronic Meeting, Regular Meetings shall be held 111 Erie Street North, Leamington or in such other place as determined by Resolution of the Board of Management.

19. Regular Meetings shall commence at 8:00 a.m. and be held on such dates as determined by Resolution of the Board of Management prior to the end of each previous calendar year, which dates shall be provided to the Clerk.
20. Prior to the first Meeting in January of each year, the Clerk shall post on the municipal website the schedule for all Regular Meetings for the calendar year.

### **Special Meetings**

21. Subject to the notice provisions contained in section 33, a Special Meeting may be called as follows:
  - a) by the Chair by providing direction to the Secretary in writing stating the date, time and purpose for the Meeting; or
  - b) by a majority of Directors by providing a written petition to the Secretary stating the date, time and purpose for the Special Meeting.
22. Only business dealing directly with the purpose mentioned in the notice shall be transacted at any Special Meeting.

### **Closed Meetings**

23. Meetings shall be open for the public to attend except when considering items in accordance with the criteria for a Closed Meeting as established by Section 239 of the Act as follows:
  - a) the security of the property of the Board of Management;
  - b) personal matters about an identifiable individual, including employees of the Board of Management;
  - c) a proposed or pending acquisition or disposition of land by the Board of Management;
  - d) labour relations or employee negotiations;
  - e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board of Management;
  - 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 Board of Management 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 Board of Management, 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 Board of Management 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 Board of Management.
24. The Clerk shall advise as to whether matters may be discussed in the Closed Meeting. Written reports and presentations shall be reviewed in advance by the Clerk for the purpose of determining of whether a matter may be discussed in the Closed Meeting.
25. Prior to moving into a Closed Meeting, the Board of Management shall pass a Motion to do so stating the general nature of the matter to be considered in the Closed Meeting and the section of the Act which authorizes the same.
26. Only those matters listed on the Closed Meeting agenda and contained in the Resolution to move into a Closed Meeting shall be discussed at the Closed Meeting.
27. A vote may not occur in a Closed Meeting unless the subject of the vote is for a procedural matter or for giving direction or instructions to Officers, employees or agents of the Board of Management or persons retained under contract with the Board of Management.
28. Closed Meetings shall not be recorded by any audio or video recording device.
29. Information, reports, presentations, documentation or deliberations received, reviewed, or undertaken in a Closed Meeting are confidential and must not be disclosed to the public or any individual not entitled to be present at the meeting, unless approved by Resolution of the Board of Management or ordered by any court or tribunal of competent jurisdiction.
30. At the conclusion of the Closed Meeting, a Motion shall be passed to adjourn the Closed Meeting and move into open session of the Meeting, where applicable.

31. At the open session of Meeting following the Closed Meeting, the Secretary shall report that the notice of the Closed Meeting was given, the general nature of the matter(s) discussed, the authority for the Closed Meeting and whether any decisions were made, votes taken or directions given.

### **Notice of Meetings**

32. Notice of a Meeting shall include the agenda and accompanying material to be considered by the Board of Management.
33. The Clerk shall post notice of a Meeting on the Municipality's website at least two (2) Business Days prior to a Meeting, except if a Meeting is a Special Meeting such notice shall be posted at least forty-eight (48) hours prior to the Special Meeting, and such posting shall serve as notice of the Meeting to the public.
34. Failure to meet the notice provisions for a Meeting provided for in this By-law shall not affect the validity of holding the Meeting nor any action taken at the Meeting.

### **Quorum**

35. The Secretary shall record in the minutes, those Directors who were present and those Directors absent from any Meeting for the purposes of determining Quorum.
36. Directors attending and present during an Electronic Meeting shall be counted for purposes of Quorum at the commencement and at any point in time during the Meeting.
37. If, during the course of a Meeting, Quorum is lost, the Meeting will stand adjourned to reconvene at the next Regular Meeting or at such other time as the Board of Management may direct. The Meeting may be reconvened if Quorum is reconstituted within fifteen (15) minutes.
38. When a majority of Directors have disclosed an interest under the Municipal Conflict of Interest Act, the remaining Directors at that meeting shall be deemed to constitute the Quorum, provided such number is not less than two (2).

### **Technical Disruption of Electronic Meeting**

39. In the event of a technical disruption in the communications link of a Director attending the Electronic Meeting by Electronic Means, the Chair may:
  - a) decide to take a short recess until it is determined whether or not the link can be re-established, or
  - b) if Quorum exists, continue the meeting and treat the interruption in the same manner as if a Director who is present in person leaves the meeting room.

40. If Quorum no longer exists due to the technical disruption, the Meeting shall be automatically adjourned after fifteen (15) minutes of technical failure. Notice of the disruption shall be noted in the minutes of the Meeting by the Secretary.

### **Call to Order**

41. At the hour fixed for the holding of the Meeting, if Quorum exists, the Chair shall call the Meeting to order.
42. If no Quorum is present fifteen (15) minutes after the time appointed for the Meeting, the Secretary shall record the names of the Directors present and the Meeting shall be adjourned.
43. If the Chair is absent at the hour fixed for the holding of the Meeting and a Quorum exists, then the Vice-Chair shall call the Meeting to order. The Vice-Chair shall preside until the arrival of the Chair and while so presiding, the Vice-Chair shall have all the powers and duties of the Chair.
44. If both the Chair and the Vice-Chair are absent from the Meeting and a Quorum is present, then the Secretary shall call the Meeting to order and another Director shall be appointed by Resolution to act as the Chair and shall preside over the Meeting until the Chair or the Vice-Chair arrive.

### **Meeting Agenda**

45. The Secretary shall prepare an agenda for the use of Directors at Meetings, in a form that best allows for the most efficient conduct of business.
46. For Special Meetings and Closed Meetings, the agenda shall include items the Secretary, in consultation with the Chair, deems necessary and related to the purpose of the Special Meeting or Closed Meeting.
47. The agenda shall be prepared three (3) Business Days prior to the Meeting, except in the case of a Special Meeting wherein the agenda shall be prepared as soon as practicable following the calling of the Special Meeting.
48. The Secretary may prepare a supplementary agenda in order to deal with urgent or priority matters only.
49. The business of the Board of Management shall be taken up in the order in which it stands upon the agenda unless altered at the beginning of the meeting by the Chair.
50. All reports and other items listed on the agenda are properly before the Board of Management and no further motion is required to discuss any agenda item. Once a motion is made on the report or agenda item then discussion shall be directed toward the Motion.

## **Conflict of Interest**

51. When a Director has a Conflict of Interest in any matter that is the subject of consideration at a Meeting, the Director shall, in accordance with the Municipal Conflict of Interest Act:
- a) if present at the Meeting, prior to any consideration or discussion of the matter, disclose that he or she has a Conflict of Interest and the general nature thereof; and:
    - i) in the event the Director is participating in the Meeting by Electronic Means and, in particular via video, turn off his or her video during the Meeting or the part of the Meeting during which the matter is under consideration; or
    - ii) in the event the Meeting is a Closed Meeting, forthwith leave the Meeting or the part of the Meeting during which the matter is under consideration;
  - b) if absent from the Meeting, disclose that he or she has a Conflict of Interest and the general nature thereof at the next Meeting at which he or she is in attendance in open session;
  - c) file a written statement of the interest and its general nature with the Secretary; and
  - d) not take part in the discussion of, or vote on any question in respect of the matter nor attempt in any way whether before, during or after the Meeting to influence the voting in connection with the matter.
52. The failure of one (1) or more Directors to comply with section 51 of this By-law shall not affect the validity of the Meeting in regard to the said matter.

## **Record of Meetings (Minutes)**

53. The Secretary shall record the proceedings, including procedural motions and direction given, without note or comment.
54. The minutes prepared by the Secretary and approved by the Board of Management are the official record of the Meeting proceedings.
55. The Secretary shall provide copies of all minutes to the Clerk within ten (10) days after their approval.

## Duties of Officers

56. In addition to any other duties as set out in this By-law, it shall be the duty of the Chair to:
- a) open the Meeting by taking the chair and call the Meeting to order;
  - b) address the matters listed on the agenda;
  - c) receive and address in the proper manner all Motions presented by Directors;
  - d) ensure that all Motions presented are clearly stated before debate;
  - e) put to vote all questions which are regularly moved and seconded or necessarily arise in the course of proceedings and to announce the results;
  - f) decline to put to vote Motions which infringe the Rules of Procedure;
  - g) enforce, on all occasions, the observance of the Rules of Procedure and the order and decorum among the Directors;
  - h) rule on Points of Order and Points of Personal Privilege;
  - i) sign the minutes of each Meeting and by-laws of the Board of Management;  
and
  - j) adjourn the Meeting in the case of disorder arising.
57. In addition to any other duties as set out in this By-law, it shall be the duty of the Vice-Chair to undertake the duties of the Chair in his or her absence.
58. In addition to any other duties as set out in this By-law, it shall be the duty of the Secretary to:
- a) provide the Clerk with the dates of all Regular Meetings for each calendar year prior to the end of the previous calendar year;
  - b) provide a notice of a Meeting to the Clerk at least three (3) Business Days prior to the Meeting except if a Meeting is a Special Meeting, notice shall be provided to the Clerk as soon as practicable prior to the time for the posting of notice pursuant to section 33;
  - c) attend all Board Meetings to record and sign the minutes of each Meeting and by-laws of the Board of Management;
  - d) report all changes to the Board of Management to the Clerk;

- e) keep all minutes and all books, papers and documents used in and pertaining to the business of the Board of Management and collect, use and disclose records only in accordance with the Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c.M.56 in consultation with the Clerk.
59. The Secretary may delegate those duties as described in sections 31, 35, 40, 42, 45, 48, 53, 54, 55, 58a), 58b), 58d), 101, 119 and 126 to the Recording Secretary.
60. In addition to any other duties as set out in this By-law, it shall be the duty of the Treasurer to:
- a) prepare a proposed budget for each fiscal year in the form required by the Municipality's Treasurer;
  - b) to provide to the Municipality's Treasurer such books, records and financial information as the Municipality's Treasurer or such other persons may require in the Municipality's Treasurer's sole discretion.

### **Delegations**

61. A Delegation that wishes to address the Board of Management regarding a matter listed on the agenda for a Meeting shall send a request to the Secretary in writing by 4:00 p.m. one (1) day prior to the Meeting and shall provide particulars as to the nature of the submissions to be made.
62. A Delegation that wishes to address the Board of Management regarding a matter that is not listed on the agenda for a Meeting shall send a request to the Secretary in writing prior to the preparation of the agenda for the next Regular Meeting and shall provide particulars as to the nature of the submissions to be made.
63. A Delegation included on an agenda shall:
- a) direct submissions only to the stated matter;
  - b) be limited to a maximum of five (5) minutes, exclusive of questions and answers;
  - c) not speak disrespectfully of any person or use offensive words;
  - d) not disobey a decision of the Chair; and
  - e) not enter into cross debate with other Delegations, Directors or the Chair.
64. Where there are numerous Delegations taking the same position on a matter, they shall be encouraged to select a spokesperson to present their views and are further encouraged not to repeat information presented by an earlier Delegation. In

order to avoid repetition and to ensure an opportunity for the expression of different points of view but except as required by law, the Chair may decline to hear any Delegation who has an identifiable common interest or concern with any other Delegation who has already appeared and spoken at the Meeting.

65. The Chair shall, at the conclusion of the five (5) minutes, inform the Delegation that the time limit has been exceeded. In the case where there is ten (10) or more Delegations on the same issue, the time limit may be reduced at the discretion of the Chair.
66. Every written submission shall be legibly written or printed and shall not contain any obscene or improper matter or language and shall be signed by at least one (1) person.
67. The Secretary, in consultation with the Chair, may refuse a Delegation for the following reasons:
  - a) the request is not submitted within the time required in section 61 and section 62;
  - b) the Delegation has not provide the particulars of the submissions to be made;
  - c) the subject matter is deemed to be beyond the jurisdiction of the Board of Management;
  - d) the proposed submissions are related to the following:
    - i) a Motion to Reconsider;
    - ii) labour or employment dispute or litigation or potential litigation, including those matters which are before and under the jurisdiction of any court or administrative tribunals; or
    - iii) a matter that is subject to solicitor-client privilege; or
  - e) the Board of Management has previously made a decision on the issue.
68. In the event that the Secretary, in consultation with the Chair, refuses the Delegation, the Secretary shall provide reasons for the refusal in writing to the Delegation with a copy of the reasons to the Board of Management.

### **Conduct of Directors**

69. A Director shall notify the Secretary at least twenty-four (24) hours prior to the commencement of a Meeting when the Director is aware that he or she will be absent from a Meeting.

70. No Director shall speak until the Director has been recognized by the Chair. In order to be recognized, unless participating by telephone or audio, the Director shall raise a hand and wait to be recognized by the Chair.
71. A Director participating via telephone or audio shall be called upon by the Chair to speak after all Directors participating in person or via video have spoken.
72. When a Director has been recognized by the Chair as having the floor, the Director shall direct questions or comments to the Chair.
73. When a Director is speaking, no other Director, except for the Chair, shall interrupt him, except to raise a Point of Personal Privilege or Point of Order.
74. Any Director may require the Motion under discussion to be read at any time during the debate but not so as to interrupt the Director who has the floor.
75. Directors shall not use indecent, offensive words or insulting expressions at any time toward other Directors, employees, Delegations or members of the public.
76. When, in the opinion of the Chair, the words or conduct of any person, including a Director, is in contravention of the Rules of Procedure, or in contravention of the Code of Conduct or the person disregards a decision of the Chair or is causing unreasonable disruption to the Meeting, the Chair may rule the person out of order and require the person to cease the conduct.
77. If a person ruled out of order is not a Director and does not cease the conduct, the Chair may order the person to leave the Meeting.
78. If a Director ruled out of order does not cease the conduct, the Chair may forthwith put the question that such Director be ordered to leave the Meeting. If, following a Resolution of the Board of Management, the Director apologizes, the Board of Management may, by Resolution, permit the Director to return.
79. If the Director called out of order does not apologize or if any person will not leave the Meeting once ordered to do so, the Chair shall temporarily adjourn the Meeting.

### **Motions**

80. Except as otherwise provided in this By-law, all Motions must be moved and seconded before the Chair can put the Motion on the floor for consideration.
81. After a Motion is moved and seconded, it shall be deemed to be in the possession of the Board of Management, but the Chair may, with the permission of the mover and seconder allow the motion to be withdrawn at any time before decision or



Amendment. In such cases, there is no recording of the withdrawn Motion in the minutes.

82. A Point of Personal Privilege or a Point of Order may be raised at any time during the Meeting. A Point of Order or a Point of Personal Privilege shall receive disposition forthwith upon receipt and when decided, the matters so interrupted shall resume from the point where such matters were suspended.
83. A Motion related to a matter which is not within the jurisdiction of the Board of Management shall be deemed to be ultra vires and out of order.
84. The results of all Motions, whether approved or lost, shall be recorded in the minutes. A Motion that is moved but not seconded shall be recorded in the minutes with the notation, "Motion lost for lack of a seconder".

### **Privileged Motions**

85. A Motion before the Board of Management must be disposed of before any other Motion, except the following privileged motions:
  - a) to extend the hour that the Meeting adjourn, which Motion may not be Amended and is not debatable;
  - b) to adjourn, which Motion may not be Amended and is not debatable;
  - c) to defer;
  - d) to refer, which Motion is debatable as to the merits to refer only and which shall take precedence over any Amendment;
  - e) to recess;
  - f) to move into a Closed Meeting.

### **Motion to Adjourn**

86. A Motion to adjourn shall not be in order when:
  - a) a Director is speaking;
  - b) a vote is being taken, or
  - c) a recorded vote has been requested.

### **Motion to Reconsider**

87. A Motion to Reconsider shall not be in order when:

- a) a Director is speaking;
  - b) it is made at a Meeting subsequent to that at which the Resolution proposed to be Reconsidered was passed;
  - c) it is in respect of a Resolution to Reconsider;
  - d) if action has been taken to implement the Resolution proposed to be Reconsidered; or
  - e) the Resolution proposed to be Reconsidered has already been Reconsidered.
88. A Motion to Reconsider must be moved and seconded by a Director who voted in favour of the Resolution proposed to be Reconsidered when it was passed.
89. A Motion to Reconsider may not be Amended and is debatable only as to the reasons for or against Reconsideration.
90. No discussion on the Resolution which is proposed for Reconsideration shall be allowed until the Motion to Reconsider is carried.
91. A Motion to Reconsider suspends action on the Resolution to which it applies until the Motion has been decided.
92. In the event that a Director wishes for a Resolution to be Reconsidered and the Resolution was passed at a previous Meeting or by a previous Board of Management, the Director shall introduce the matter by way of a Notice of Motion.

### **Amendments**

93. An Amendment shall be moved and seconded prior to debate.
94. Only one (1) Amendment may be presented to the Motion at a time and only one (1) Amendment to an Amendment at a time, but when an Amendment to an Amendment has been disposed of, another may be introduced, and when an Amendment has been decided another may be introduced.
95. The Amendment to the Amendment, if any, shall be voted first, then if no other Amendment to the Amendment is presented, the Amendment shall be voted on next, then if no other Amendment is introduced the Motion or Motions as Amended shall be put to a vote.
96. A Friendly Amendment may be made by a Director providing there is consent from the mover and the seconder.

## **Notice of Motion**

97. Directors are discouraged from raising matters as new business at a Meeting and shall raise such matters as a Notice of Motion.
98. A Notice of Motion signed by a mover and a seconder shall be provided to the Secretary prior to the preparation of the agenda for a Regular Meeting for inclusion on the agenda.
99. A Notice of Motion shall not be debated at the Regular Meeting where it is introduced, but, unless otherwise agreed by Resolution of those Directors in attendance, shall be dealt with at the next Regular Meeting.
100. If the Director who introduced the Notice of Motion is not in attendance at the Regular Meeting where the Notice of Motion is to be debated, the Chair shall declare the Motion not accepted.

## **By-laws**

101. The Secretary shall introduce every by-law to the Board of Management for consideration by reading the number and title of the by-law which shall be listed on the agenda.
102. Unless otherwise requested or separated, all by-laws proposed for adoption shall be passed in one Motion, duly moved and seconded.
103. Once the by-laws have been adopted by the Board of Management, the by-laws shall be signed by the Chair and the Secretary.

## **Voting**

104. All decisions of the Board of Management shall require a majority vote to be passed in the affirmative except as otherwise set out in this By-law or legislation.
105. A Director may not vote by proxy at a Meeting.
106. If a Director does not vote when a question is put to the Board of Management, the Director shall be deemed to have voted in the negative except where the Director has not voted as a result of declaring a Conflict of Interest.
107. Unless a recorded vote has been requested, the manner of determining the decision of the Board of Management shall be by:
  - a) a show of hands;
  - b) the use of an electronic voting machine; or

- c) verbally, if a Director is participating via telephone or audio.
- 108. The Chair shall have a right to vote on all questions except where the Chair has declared a Conflict of Interest. The Chair shall vote at the same time as the Directors.
- 109. Immediately before the taking of a vote, the Chair may have the Motion introduced read and shall do so if requested by a Director.
- 110. Any Director may request that a Motion be divided and that a separate vote be taken on each part of the Motion and such request does not require a seconder.
- 111. Upon the request of the Director, the Chair shall divide the question and the vote upon each part of the Motion shall be taken separately.
- 112. After a question is finally put to a vote by the Chair, no Director shall speak to the question nor shall any other Motion be made until after the vote has been taken and the result has been declared.
- 113. The Chair shall announce the result of every vote.
- 114. The motion is lost if the result is a tie vote.
- 115. If a Director disagrees with the announcement of the result of the vote, the Director may, but only immediately following the announcement, object to the announcement of the result and request that the vote be retaken.
- 116. Should a Director have voted in error and wishes to change the record of the vote, the Director must bring it to the Chair's attention immediately before the next item on the agenda is announced.
- 117. Unless a recorded vote is requested, the individual Director's vote on any particular item shall not be recorded.

### **Recorded Vote**

- 118. A Director may, prior to a vote being taken or immediately after the vote is taken, request a recorded vote. The recorded vote must be requested before the Chair moves to the next matter.
- 119. When a recorded vote is taken, the Secretary will ask all Directors individually, in alphabetical order, except the Chair, who shall be called last, whether the Director is in favour or opposed to the Motion on the floor. Following the recording of the vote, the Secretary shall declare whether the Motion has carried or lost.

## **Members' Meetings**

120. The Board of Management shall hold at least one (1) Members' Meeting in each calendar year.
121. A Member or a Director may participate in a Member's Meeting by Electronic Means.
122. No Members' Meeting may proceed unless Quorum is present.
123. Prior to submitting the budget to Council for approval, the Board of Management shall hold one (1) or more Members' Meetings for discussion of the budget.
124. Following the Members' Meeting at which the Members discuss the proposed budget, the Treasurer shall provide the proposed budget to the Municipality's Treasurer by the date required by the Municipality's Treasurer;

## **Notice of Members' Meetings**

125. Notice of a Members' Meeting shall include the agenda and accompanying material to be considered by the Members at the Members' Meeting and in the case of a Members' Meeting being held for discussion of the budget, shall include the budget.
126. The Secretary shall provide notice of a Members' Meeting to the Clerk at least twenty (20) Business Days before the date of the Members' Meeting.
127. The Clerk shall send notice of the Members' Meeting to all Members by prepaid mail at least (15) Business Days before the date of Members' Meeting.
128. The Clerk shall post notice of all Members' Meetings on the Municipality's website and such posting shall serve as notice to the Board of Management and to the public.

## **Record of Members' Meetings**

129. The Secretary shall attend all Members' Meetings to record the minutes.
130. The Chair and the Secretary shall sign the minutes of each Members' Meeting.

## **Nomination of Directors by the Members**

131. Nominees for appointment to the Board of Management shall be elected at a Members' Meeting following each election of Council.
132. A Member may nominate a person for appointment to the Board of Management by submitting a nomination, the form of which shall be determined by the Clerk, to

the Clerk, in writing, at least five (5) Business Days prior to the Members' Meeting at which the election is to be held.

- 133. A Member may nominate only one (1) person for appointment to the Board of Management regardless of the number of properties that the Member may own or lease.
- 134. Subject to section 27 of By-law 04-21, one (1) individual may be nominated for voting purposes by two (2) or more Members that are corporations.

**Voting by Members**

- 135. A Member is entitled to one (1) vote regardless of the number of properties that the Member may own or lease.
- 136. A Member that is a corporation may nominate one (1) individual to vote on behalf of the Member by providing notice, in writing, to the Clerk at or before the Members' Meeting.
- 137. The manner of determining the decision of the Members shall be by:
  - a) a show of hands;
  - b) the use of an electronic voting machine; or
  - c) verbally, if a Member is participating via telephone or audio.

**In Force**

- 138. By-law \_\_\_\_\_ is hereby repealed.
- 139. This by-law shall come into force and take effect upon its enactment.

Read a first, second and third time and finally enacted this 3rd day of November, 2021.

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