



THE CORPORATION OF THE CITY OF BRAMPTON

BY-LAW

Number 88 - 2015

To amend By-law 86-77, as amended,
with regard to the Board of Management for the
Downtown Brampton Business Improvement Area

WHEREAS Sections 204 to 215 of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended ("Act") govern the formation, operation and other matters relating to a business improvement area; and

WHEREAS By-law No. 276-88, passed by Council of the Corporation of the City of Brampton ("Council") on November 28, 1988, repealed By-law No. 220-76 passed by Council on February 14, 1977, regarding the designation of the lands set out therein as an improvement area ("BIA"), and established a new geographic area comprising the BIA; and

WHEREAS By-law No. 86-77, as amended from time-to-time, was passed by Council on April 25, 1977, to establish a Board of Management ("Board") for the BIA and entrust it with the governance, operations, and the transaction of the business affairs of the BIA; and

WHEREAS By-law No. 35-2015 and Council Resolution C025-2015 were passed by Council on February 11, 2015; and

WHEREAS Council has deemed it expedient and advisable to further amend By-law No. 86-77 respecting the governance, operations and the transaction of the business affairs of the Board;

NOW THEREFORE, Council enacts as follows:

Sections (1) to (14) of By-law No. 86-77, as amended, are deleted and the following Sections are substituted therefor:

1.0 PURPOSES

1.1 – The Board is entrusted, subject to the limitations set out herein, and by the Act, with the improvement, beautification and maintenance of the lands, buildings and structures in the BIA that are owned by The Corporation of the City of Brampton ("Municipality"), beyond such improvement, beautification and maintenance as is otherwise provided by the Municipality itself, and is further entrusted with the responsibility to promote the BIA as a business or shopping area.

1.2 – The geographic area comprising the BIA shall remain as defined by By-law No. 276-88.

2.0 MEMBERSHIP

Membership

2.1 – Members of the BIA (“Members”) consist of those 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 tenants of such property (2001, c, 25, s, 204 (4)).

Determining Tenancy

2.2 – In determining whether a person is a tenant for the purposes of Section 2.1, the City Clerk of the Municipality (“Clerk”) may accept a list provided under clause 210(2)(b) of the Act or the declaration of a person that the person is a tenant, and the determination of the Clerk is final (2001, c, 25, s. 204 (5)).

Voting

2.3 – Each Member shall have one vote regardless of the number of properties that the member may own or lease in the BIA (2001, c. 25, s. 204 (6)).

2.4 – At a Members meeting, a motion shall carry when 51% of the Members in attendance at such a meeting vote in favour of the motion.

2.5 – Voting may occur by a show of hands or by ballot, subject to the corporate by-laws.

3.0 HEAD OFFICE

3.1 – The head office of the Board shall always be within the geographical boundaries of the BIA or at 78 Main Street North, Brampton, Ontario, L6V 1N7.

3.2 – In the event that the Board selects a new location for its head office, written notice shall be forwarded to all Members, and to the Clerk, at least seven (7) days prior to the date of such relocation.

4.0 BOARD OF MANAGEMENT

Corporation

4.1 – The Board is a corporation consisting of the number of directors (“Director(s)”) established by Council (2001, c. 25, s. 204 (2)).

4.2 - The name of the corporation is the Brampton Downtown Business Association (“BDDBA”). The Board may change the name of the corporation, subject to the prior approval of Council.

4.3 - The Board shall register the words and designs used by the Board as brands of the BIA as official marks pursuant to the Trade-marks Act, provided that any mark using the word “Brampton” or using any official mark owned by the Municipality shall require the prior approval of Council.

Composition

4.4 – The Board shall be comprised of the following:

- i) One or more Directors shall be members of Council appointed directly by the Municipality; and
- ii) The remaining Directors shall be selected by a vote of Members and appointed annually (or at such other appropriate times) as otherwise required by Council (2001, c. 25, s. 204 (3)).

Treasurer and Executive Committee

4.5 - The Treasurer of the Board is the Treasurer or Deputy Treasurer of the Municipality, appointed as an officer of the Board by Council.

4.6 – The Executive Committee of the Board shall consist of the Chair, the immediate Past Chair, the Vice Chair, the Secretary and the Treasurer.

Vacancy of Board Director(s)

4.7 – Where a vacancy occurs on the Board for any reason:

- i) The Board shall promptly notify Council and the Board shall be entitled to continue to act provided that a quorum is present;
- ii) Council may appoint a person qualified as set out in Section 4.4 to be a Director of the Board who shall hold office for the unexpired portion of the term for which his or her predecessor was appointed;
- iii) If as a result of the vacancy, the number of Directors in any of the classes referred to in Section 4.4 falls below the minimum number required for that class, Council shall appoint a person qualified as set out in Section 4.4 to be a Director who shall hold office for the unexpired portion of the term for which his or her predecessor was appointed.

Term of Office

4.8 – Each Director shall hold office from the time of appointment by Council until the expiration of the term of Council, provided the Director continues to be duly qualified pursuant to Section 4.4. Directors shall hold office until their successors are appointed.

Quorum

4.9 – For meetings of the Board, a quorum shall consist of the majority of the whole number of Directors required to constitute the Board, at least one of whom must be a member of Council.

4.10 – For meetings of the Members, including the annual general meeting or special meetings of Members called by the Board, a quorum shall consist of a minimum of twenty (20) Members who are not Directors.

5.0 ROLE OF CHAIR

5.1 – The Chair of the Board shall preside at all Board meetings, be an ex-officio member of all committees, preside at all Members' meetings, exercise general supervision over the affairs of the BIA, and perform any and all duties ordinarily associated with the responsibilities of a Chair.

5.2 – The Chair shall be the official spokesperson of the Board on all matters relating to the activity of the Board with the power to delegate.

6.0 ROLE OF VICE-CHAIR

6.1 – The Vice-Chair of the Board shall perform the duties of the Chair when the Chair is absent or unable to perform his or her duties.

7.0 ROLE OF SECRETARY

7.1 – The Secretary of the Board shall be responsible for the official documents of the corporation, including but not limited to the official seal, records of the corporation, corporate by-laws, and minutes of all Board and committee meetings.

7.2 – The duties of the Secretary shall include:

- i) Issuance of notice for all meetings;
- ii) Making all arrangements for the holding of meetings of the Board, Members and committees;
- iii) Attendance at meetings of the Board, Members and committees;
- iv) Preparing agenda and minutes for all meetings of the Board, Members and committees;
- v) Ensuring that quorum has been achieved for each applicable meeting;
- vi) Keeping a record of all business transactions involving the Board;
- vii) Maintaining a current register of Members, Board Directors and staff;
- viii) Maintaining an up-to-date record of all Board policies and procedures; and
- ix) Keeping and publishing a calendar of annual Board filings and the date, time and location of all meetings of the Board, Members and committees.

Corporate By-Law

7.3 – The Secretary shall prepare and keep current corporate by-laws to manage the affairs of the Board and the operations of the BIA, and said corporate by-laws shall incorporate all provisions of this By-law.

8.0 ROLE OF TREASURER

8.1 - The Treasurer of the Board shall have the following duties:

- i) being responsible for all financial and banking matters on behalf of the Board;
- ii) supervising the keeping of the accounts of the Board and its banking arrangements;
- iii) advising the Board with respect to the financial report which is presented at the Annual Meeting; and
- iv) advising the Board with respect to the annual budget approval process and submission requirements established by Council.

9.0 FINANCIAL MATTERS (INCLUDING BUDGET)

9.1 – The Board shall prepare and approve a proposed business plan and annual budget for each fiscal year by the date and in a form required by Council and shall hold one or more meetings of the Members for discussion of the proposed budget.

9.2 – The City Treasurer and the Director of Treasury Services & Deputy Treasurer shall be signing officers of the Board with respect to banking matters.

Council to Approve

9.3 – The Board shall submit annually to Council, by the date and in the form required by Council, an annual report for the preceding year including a summary of Board activities, an audited and certified financial statement of its affairs with balance sheet and revenue-expenditures statement.

9.4 – The Board shall submit annually a proposed annual budget to Council in a form and by a time satisfactory to the Treasurer, and Council may approve it in whole or in part but may not add expenditures to it. The annual budget shall make allowance for any surplus or deficit from the previous year.

9.5 – Council shall consider grant requests from the Board from time-to-time, subject to such grants being included in the Board's annual budget and provided that the purpose of the grant contributes to the purposes of the BIA as authorized herein. All grants shall be administered pursuant to an agreement between the Board and the Council, executed by the Mayor and the Clerk and the Chair of the Board. Such grants may include financial contribution, in-kind contribution, shared facilities and administrative services, use of equipment, land and buildings and staff resources owned by the Municipality.

Limitations

9.6 – The Board shall not:

- i) Incur any expenses or costs except as authorized or included in the budget approved by Council or in a reserve fund established under Section 417 of the Act;
- ii) Incur any indebtedness extending beyond the current year without the prior approval of Council; or
- iii) Borrow money (2001, c.25, s.205 (3)).

10.0 STAFF

10.1 – The Board shall employ a Manager of the Board ("Manager") under such terms and conditions as are contained in a Letter of Employment and may delegate to this person authority to manage and direct the day-to-day business affairs of the Board. The Manager shall report to the Chair, and report on the affairs of the Board at all regular meetings. The Board may employ additional staff for which complement, contract and budget is approved by the Board and an annual budget is approved by Council.

11.0 OTHER MATTERS

11.1 – No error or omission in giving notice for a meeting shall invalidate the scheduled Board meeting or Members' meeting.

11.2 – The Purchasing By-law of the Municipality shall be the Purchasing Policy of the Board.

11.3 – The Auditor of the Board is the Auditor of the Municipality, and all books, documents, transactions, minutes and accounts of the Board shall be open for inspection at all times during the regular business hours of the Municipality.

11.4 – The fiscal year of the Board shall be the same as that of the Municipality.

11.5 – The Board shall keep proper minutes and records of every meeting of the Board, and shall forward true copies of such minutes and records to all Directors of the Board and to the Clerk, as soon as possible after the completion of the meeting. The Clerk shall publish all minutes received at the next available meeting of an applicable Standing Committee of Council or a Council meeting.

11.6 - The Board shall keep proper minutes and records of every meeting of Members, and shall forward true copies of such minutes and records to all Directors of the Board and to the Clerk, as soon as possible after the completion of the meeting. The Clerk shall publish all minutes received at the next available meeting of Council or an applicable Standing Committee of Council.

11.7 – All Board meetings shall be open to the public with the exception of matters for which a meeting or part of a meeting may be closed to the public pursuant to and in accordance with Section 239 of the Act, including but not limited to legal advice, litigation or personnel matters. An up-to-date calendar of future Board meetings shall be published by the Manager on the Board's web site.

11.8 – All municipal legislation that governs a local board of a municipality shall apply to the Board, including but not limited to the *Municipal Conflict of Interest Act* and the *Municipal Freedom of Information and Privacy Protection Act*. Any issues arising from the Board with respect to the interpretation of or compliance with applicable legislation shall be forwarded to the Clerk for response.

11.9 – The Board shall deposit, and keep on deposit with the Treasurer, insurance policies satisfactory in all respects to the Treasurer, indemnifying the Board and corporation against public liability and property damage in respect of the activities of the Board.

11.10 – The Board shall maintain and keep current a record of all official corporate documents, including but not limited to the corporate seal, applicable By-laws of the Municipality and the BIA, and all Board policies and procedures.

12.0 DISSOLUTION

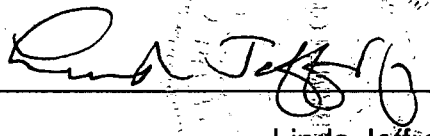
12.1 - Upon the repeal of this By-law by Council, the Board is dissolved and the assets and liabilities of the Board become the assets and liabilities of the Municipality. If the liabilities assumed exceed the assets assumed by the Municipality, Council may recover the difference by imposing a charge on all rateable property in the former improvement area that is in a prescribed business property class (2001, c.25, s.214).

12.2 – The Treasurer of the Municipality shall have the authority to manage and administer all financial and banking matters related to the dissolution of the Board, and shall duly report to Council on the financial statements and other financial matters related to such dissolution.

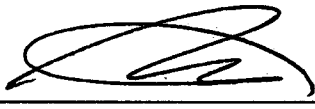
READ A FIRST, SECOND AND THIRD TIME AND PASSED IN OPEN COUNCIL THIS 22nd day of April, 2015.

Approved as to
form.
21/04/15
JJZ.

Approved as to
content.
21/04/15
[Signature]



Linda Jeffrey, Mayor



Peter Fay, City Clerk