

**THE CORPORATION OF THE
TOWN OF PRESCOTT**

BY-LAW NO. 41-79

**BEING A BY-LAW TO ESTABLISH A BOARD OF MANAGEMENT FOR THE BUSINESS
IMPROVEMENT AREA IN PRESCOTT**

**Consolidated Version including Amendments:
13-2019, passed 02/25/2019
08-2019, passed 02/04/2019**

NOW THEREFORE BE IT RESOLVED THAT, the Council of the Corporation of the Town of Prescott enacts as follows:

1. In this By-law:
 - a. "Board" is the board of management for the Business Improvement Area;
 - b. "Business Improvement Area" means the area designated as an improvement area by by-law 54-86 to establish the business improvement area, passed under the Municipal Act, 2001;
 - c. "By-law 41-79" means the by-law passed on November 5, 1979 by Council of the Town of Prescott to establish a Board of Management for the Business Improvement Area and as subsequently amended by by-law 19-87 passed on April 6, 1987, and as further amended from time to time;
 - d. "Council" means the Council of the Town of Prescott;
 - e. "Designating By-law" means by-law 54-86 passed by Council of the Town of Prescott to establish a designated area as a Business Improvement Area, as such by-law may be amended from time to time;
 - f. "Member" or "Membership" means 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, in accordance with the Municipal Act, 2001; and
 - g. "Town" means the municipality of the Town of Prescott or the geographic area of the Town of Prescott as the context requires.

2. That A Board of Management for the Prescott Business Improvement Area is hereby established.

3. The Board's mandate is as follows:

- a. To oversee the improvement, beautification, and maintenance of municipally-owned land, buildings and structures in the Business Improvement Area beyond Town standard levels provided at the expense of the Town generally;
- b. To promote the business improvement area as a business, employment, tourist and shopping area; and
- c. To advocate on behalf of the interests of the Business Improvement Area.

4. The Board shall consist of a minimum of nine (9) directors and a maximum of eleven (11) directors and shall be composed of one or two members appointed directly by Council and the remainder selected by a vote of the Members of the Business Improvement Area to be recommended for appointment by Council.

5. (i) The term of the directors of the Board is the same as the term of Council but continues until their successors are appointed, as long as the director continues to be qualified.

(ii) Each director is eligible for reappointment on the expiration of the term of his or her office. The Chair, Vice-Chair, Secretary, and Treasurer have a one-year term and may only hold the position for two consecutive terms.

(iii) Subjection to section 6, if a Board vacancy occurs for any reason, a Member or representative of the Member may be nominated by the Board to fill the vacancy for the unexpired portion of the term. The nomination shall be brought forward to Council for consideration.

6. Council may refuse to appoint to the Board an individual selected by the Members of the Business Improvement Area, in which case Council may leave the position vacant, appoint another person, or direct that a meeting of the Members of the Business Improvement Area or of the Board be held to elect or nominate another candidate for Council's consideration. Upon the next term of Council, an individual previously refused by Council may have their name put forward to sit on the Board.

7. The Board shall, at its first Board meeting following of its appointment by Council:

- (i) adopt and follow the Procedural By-law attached as Schedule "A" to this By-law;
- (ii) adopt and follow the Town's Procurement By-law;
- (iii) adopt and follow the Town's Employee Hiring Policy; and
- (iv) elect a Chair, Vice-Chair, Secretary, and Treasurer and such other officers from its directors as the Board may deem necessary to properly conduct the business of the Board, as soon as possible after its Members are appointed to the Board.

8. (i) Eligibility to vote at general meetings and at Annual General Meetings shall take place in accordance with the Procedure By-law attached as Schedule "A" to this by-law;

- (ii) The Board shall give reasonable notice to Members of a meeting to hold a vote under section 4 or of a meeting to discuss the budget for the purpose of section 11(ii).
9. (i) If the Board resolves to seek the removal of a director from the Board or the appointment of a replacement or additional director to the Board, it shall give to the Chief Administrative Officer of the Town a completed request for Board appointment nomination or removal form, and signed minutes of the meeting at which the vote was held on the matter. The Chief Administrative Officer shall report to Council who may act in accordance with sections 4 and 6.
- (ii) In the case of the removal of a director, notice must be provided by the Board to the director at least five business days in advance of the Board meeting at which the matter will be considered.
10. 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 members and the Clerk-Treasurer as soon as possible after the meeting covered thereby.
11. (i) The Board shall adopt and maintain banking arrangements and accounting procedures acceptable to Council and shall submit such financial statements, in addition to those required under subsections 205(1) and 207(1) of the Municipal Act and as Council may require.
- (ii) The Board shall prepare and submit to Council a proposed budget for each fiscal year on or before March 31 in each year and shall hold at least one meeting of the Members of the Business Improvement Area for discussion of the proposed budget before its submission to Council.
- (iii) Council may approve the budget in whole or in part but may not add expenditures to it.
- (iv) A Board shall not:
- a) spend any money unless it is included in the budget approved by Council or in a reserve fund, but the Board may spend unexpected revenues received subsequent to the approval of the annual budget by Council if the Board reports on these revenue and expenditure variances at the Annual General Meeting and through the year-end financial report;
 - b) incur any indebtedness extending beyond the current year without the prior approval of Council; or
 - c) borrow money.
12. The Board shall have its' revenue, expenses and the balance of reserve fund audited as part of the Town's overall yearly Financial Audit and will be included in the Town's Financial Statements as a separate note.

13. The fiscal year of the Board shall be the calendar year.
14. The Board shall participate in coverage under the Town's commercial general liability insurance policies and programs.
15. The Board shall notify the Town regarding any potential or actual litigation and shall keep the Town informed with respect to the progress of such matters.
16. The Board shall comply with all applicable provisions of the Municipal Act, including, but not limited to those relating to Business Improvement Areas, Meetings' Records, Remuneration and Expenses, and Financial Administration.
17. The Board shall also comply with the Municipal Freedom of Information and Protection of Privacy Act, Municipal Conflict of Interest Act, and the Town's Code of Conduct for Members of Local Boards, Town's Purchasing By-law, the Town's Procedural By-law, the Town's Hiring Policy, Policy on Use of Town Resources during an Election, including the Town's policy on the participation of directors in election campaigns.
18. Any notice required to be provided by the Board shall:
 - (i) be in writing;
 - (ii) be hand-delivered or sent by mail address not less than 5 business days before the meeting;
 - (iii) set out the date, time and place of the meeting; and
 - (iv) include a statement of the intention of the Board.
19. Section 210 of the Municipal Act, 2001 does not apply to minor boundary alterations involving:
 - a) a property that has been included or excluded from a Business Improvement Area as a result of error; or
 - b) a merging of formerly separate properties or a division of a formerly single property that results in a portion of the property being included in a Business Improvement Area and a portion being excluded.
20. Any property under subsection 19(a) which has been excluded from a Business Improvement Area as a result of an error shall be deemed to be included in the geographic area of the Business Improvement Area and the applicable map in the Designating By-law may be amended accordingly.
21. Any property under subsection 19(b) which has a portion included in a Business Improvement Area shall be deemed to be included in its entirety in the geographic area of the Business Improvement Area and the applicable map in the Designating By-law may be amended accordingly.

READ A FIRST AND SECOND TIME THIS 4th DAY OF FEBRUARY, 2019.

Original signed by

Mayor

Original signed by

Clerk

**READ A THIRD AND FINAL TIME AND PASSED THIS 4th DAY OF
FEBRUARY, 2019.**

Original signed by

Mayor

Original signed by

Clerk

Schedule A to By-law 08-2019
A By-law to Amend By-law No. 41-79 Being A By-law to Establish a Board of Management for the Business Improvement Area in Prescott

Business Improvement Area Procedure By-law

ARTICLE 1
General

1.1 Definitions

As used in this by-law, the following terms shall have the meanings indicated:

“Act” means the Municipal Act, 2001, S.O. 2001, c. 25;

“Annual General Meeting” means a meeting of the Board for which notices are distributed to all Members at which the Board presents a report on the program, accomplishments and forecasted revenues and expenses for the current year; the Members consider the budget for the following year and the previous year's financial report; and the Membership elects Members to the Board when required.

“Board” is the board of management for the Business Improvement Area;

“Business Day” means Monday through Friday, but does not include a business day that is also a Holiday;

“Business Improvement Area” means the area designated as an improvement area by by-law 54-86 to designate the business improvement area, passed under the Municipal Act, 2001;

“Council” means the Council of the Town of Prescott;

“Designating By-law” means by-law 54-86 passed by Council of the Town of Prescott to establish a designated area as a Business Improvement Area, as such by-law may be amended from time to time;

“Establishing By-law” means by-law 41-79 passed on November 5, 1979 by Council of the Town of Prescott to establish a Board of Management for the Business Improvement Area and as subsequently amended by by-law 19-87 passed on April 6, 1987, and as further amended from time to time;

“General Meeting” means a meeting that is not an Annual General Meeting for which notices are distributed to all Members;

“Holiday” means New Year's Day, Family Day, Good Friday, Easter Monday, Victoria Day, Canada Day, August Civic Holiday, Labour Day, Thanksgiving Day (Canada),

Remembrance Day, Christmas Day, Boxing Day or any other day designated by Town Council as a holiday;

“Member” or “Membership” means 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, in accordance with the Municipal Act, 2001;

“Procedure By-law” means the by-law mandated by Council to be approved by the Board as included as a schedule to the Establishing By-law;

“Quorum” means the number of directors to be present at the Board meeting, General Meeting or Annual General Meeting to legally conduct business at the meeting;

“Town” means the municipality of the Town of Prescott or the geographic area of the Town of Prescott as the context requires;

- B. In this chapter, a reference to an Act, regulation or by-law is to that Act, regulation or by-law as it is amended or re-enacted from time to time.

1.2 Appendices

The following appendices are attached to and form part of this by-law:

- i) Appendix A, Business Improvement Area Board of Management Procedures
- ii) Appendix B, Eligibility to Vote - general meetings and annual general meetings
- iii) Appendix C, Eligibility to be Nominated as a Director
- iv) Appendix D, Business Improvement Area Map

ARTICLE 2 Business Improvement Area

2.1 Alteration to the Boundary of the Business Improvement Area

Council may alter the boundaries of the Business Improvement Area and the Board for the Business Improvement Area is continued as the Board for the altered area.

ARTICLE 3
Board of Management

3.1. Purpose of the Business Improvement Area Board

The purpose of the Board is:

- A. To oversee the improvement, beautification, and maintenance of municipally-owned land, buildings and structures in the Business Improvement Area beyond Town standard levels provided at the expense of the municipality generally;
- B. To promote the Business Improvement Area as a business, employment, tourist or shopping area; and
- C. To advocate on behalf of the interests of the Business Improvement Area subject to the limits set out in this chapter.

3.2 Requirements of the Board

Members of the Board Shall:

- A. Operate in compliance with all applicable provisions of the Municipal Act, including, but not limited to those relating to Business Improvement Areas, Meetings' Records, Remuneration and Expenses, and Financial Administration;
- B. Operate in compliance all applicable Town policies and law, including but not limited to, the Municipal Freedom of Information and Protection of Privacy Act, Municipal Conflict of Interest Act, and the Town's Code of Conduct for Members of Local Boards, Town's Purchasing By-law, the Town's Procedural By-law, the Town's Hiring Policy, Policy on Use of Town Resources during an Election, including the Town's policy on the participation of directors in election campaigns;
- C. Exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the Business Improvement Area;
- D. Exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances; and
- E. Comply with the decisions of the Board.

Members of the Board shall not:

- A. Spend any money unless it is included in the budget approved by Council or in a reserve fund, but the Board may spend unexpected revenues received subsequent to the approval of the annual budget by Council if the Board reports on these revenue

and expenditure variances at the Annual General Meeting and through the year-end financial report;

- B. Incur any indebtedness extending beyond the current year without the prior approval of Council;
- C. Borrow or lend money;
- D. Offer or provide support in any form to political candidates or political parties;
- E. Advertise or pay for advertisements in any political publication;
- F. Make or fund any physical improvements to private property;
- G. Participate in a hearing of the Ontario Municipal Board, Local Planning Appeals Tribunal, Committee of Adjustment, hearing of the Licence Appeal Tribunal, or other similar tribunal, unless the Board has conducted a General Meeting of the Membership to obtain approval to participate in a specific hearing, and to get approval of any related expenditures;
- H. Notwithstanding Subsection G, the Board is not required to conduct a General Meeting of the Membership to obtain approval to participate in an Ontario Municipal Board or Local Planning Appeals Tribunal hearing if the Board has been called as a witness;
- I. Pass a resolution or take a position contrary to any Council-approved policy or decision;
- J. Hold a Board meeting, Annual General Meeting or General Meeting of the Membership on a Holiday;
- K. Designate any of its decision making-powers to a committee or sub-committee of the Board; or
- L. Make grant applications without first seeking support from Council.

3.3 Appointment of directors

- A. The directors of the Board shall be appointed by Council, who retains the right to remove any appointed director at any time for any reason and may make the director ineligible to serve on the Board for that four-year term of office.
- B. The Board shall consist of a minimum of nine (9) directors and a maximum of eleven (11) directors and shall be composed of one or two members appointed directly by Council and the remainder selected by a vote of the Members of the Business Improvement Area to be recommended for appointment by Council.
- C. Directors are not required to be residents of the Town of Prescott.

- D. If, during the term of office, the status of a director changes so that he or she is no longer a Member, the Board may adopt a motion at the next scheduled meeting requesting Council, to remove the director from the Board.
- E. The term of the directors of the Board is the same as the term of Council but continues until their successors are appointed, as long as the director continues to be qualified.
- F. Each director is eligible for reappointment on the expiration of the term of his or her office. The Chair, Vice-Chair, Secretary, and Treasurer have a one-year term and may only hold the position for two consecutive terms.
- G. The Board has the authority to establish temporary task or issue related sub-committees of the Board and the sub-committees may include non-members of the Business Improvement Area provided the sub-committee is chaired by a director of the Board. A sub-committee may only be established for a period of four months. Sub-committees do not have decision making authority or authority to spend funds of the Board's annual budget, but may make recommendations to the Board in relation to their expressed mandate. Minutes must be kept for all meetings of sub-committees and forwarded to the Board for review and approval as soon as possible after each meeting.
- H. The Board shall appoint a director or Business Improvement Area staff person to be the designated contact for the Business Improvement Area and shall provide a dedicated Business Improvement Area phone number or e-mail address for this person to the Economic Development Officer for the Town, and the Town may post this contact information on its website and include it in public information materials.
- I. Directors are to be appointed in accordance with Appendix "C".

3.4 Refusal to appoint

Council may refuse to appoint to the Board an individual selected by the Members, in which case Council may leave the position vacant, appoint another person, or direct that a meeting of the Members of the Business Improvement Area or of the Board be held to elect or nominate another candidate for Council's consideration. Upon the next term of Council, an individual previously refused by Council may have their name put forward to sit on the Board.

3.5 Elections of nominees; voter eligibility

- A. Nominees for appointment to the Board are to be elected at the Annual General Meeting held after a Council election year.
- B. All nominees shall complete and submit a request for Board appointment nomination or removal to the Board and to the Economic Development Officer within 20 days of the Annual General Meeting.

- C. Notwithstanding 3.3(B), a Member may appoint in writing only one representative to stand for nomination to the Board on behalf of the Member, regardless of the number of properties or businesses that the Member owns.
- D. Eligibility criteria for voting is set out in Appendix C.

3.6 Officers

Each Board shall elect a Chair, Vice-Chair, Secretary, and Treasurer and such other officers from its directors as the Board may deem necessary to properly conduct the business of the Board.

3.7 Board vacancies, replacements, additions

- A. Subject to section 3.4, if a Board vacancy occurs, a Member or representative of the Member may be nominated by the Board to fill the vacancy for the unexpired portion of the term. The nomination shall be brought forward to Council for consideration.
- B. Should a director fail to attend three consecutive Board meetings without being authorized to do so by resolution of the Board, the Board may consider a motion to recommend that Council remove the director from the Board.
- C. If the Board resolves to seek the removal of a director from the Board or the appointment of a replacement or additional director to the Board, it shall give to the Chief Administrative Officer a completed request for Board appointment nomination or removal form, provided by the Economic Development Officer, and signed minutes of the meeting at which the vote was held on this matter, and the Chief Administrative Officer shall report to Council.
- D. In the case of the removal of a director, notice must be provided by the Board to the director at least five Business Days in advance of the Board meeting at which the matter will be considered.
- E. During the term of the Board, a resolution requesting Council to approve an increase in the size of the Board can be adopted by the business improvement Membership at an Annual General Meeting or General Meeting, provided the proposed increase is listed in the meeting notice as an agenda item.

3.8 Meetings and Records

- A. The Board shall hold at least four meetings each year, including the Annual General Meeting to which all Members shall be invited. There shall also be at least one General Meeting in each calendar year.
- B. The Board shall notify the Economic Development Officer and Councillor(s)

appointed to the Board of all Board meetings, and provide the meeting agenda, previous meeting minutes and financial statement, three Business Days in advance of the meeting.

- C. The Board shall keep proper minutes and records of every meeting of the Board, and sub-committees, and shall forward Board-approved copies of the minutes and records to all directors, the Clerk, and Economic Development Officer as soon as possible after such meetings.
- D. The Board shall comply with the meeting procedures as set out Appendix "A" to this procedure by-law.
- E. No error or accidental omission in giving notice of any meeting of the Membership shall invalidate such meeting or make void any proceedings taken at such meeting.
- F. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Membership shall invalidate any resolution passed or any proceedings taken at any meetings of the Members.
- G. No omission to give any notice to any Member, Director or Officer, or the non-receipt of any notice by any Member, Director or Officer, no error in any notice not affecting the substance thereof shall invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

3.9 Authority of the Economic Development Officer and the Chief Administrative Officer

Both the Economic Development Officer and the Chief Administrative Officer have the authority to attend and address Board meetings, General Meetings, and Annual General Meetings, including in-camera sessions.

3.10 Quorum – Board of Management

- A. Unless Council approves an alternate quorum figure, quorum of the Board shall be half the number of directors, excluding members of Council appointed to the Board or vacant positions, rounded up to the nearest integer.
- B. Unless Council approves an alternate quorum figure, quorum shall be no less than four.
- C. No Board meetings shall occur unless Quorum is physically present in the meeting location for the entire meeting.

3.11 Annual General Meeting; notice

- A. Notice of the Annual General Meeting must include the meeting agenda, Council-approved and estimated expenditures for the current year, and proposed revenues and expenditures for the following year.
- B. The Board shall supply the Economic Development Officer with the notice of the Annual General Meeting and any accompanying materials at least 20 Business Days before the date of the Annual General Meeting.
- C. The Town shall send the notice of the Annual General Meeting at least 15 Business Days before the date of the meeting to all persons who own rateable property in a business property class within the Business Improvement Area.
- D. The Clerk shall distribute notices of the Annual General Meeting to all persons who are non-residential tenants of rateable property in a business property class in the Business Improvement Area and Council members sitting on the Board at least 15 Business Days before the date of the meeting.

3.12 Quorum - Annual General Meetings and General Meetings

No business shall be transacted at an Annual General Meeting or General Meeting unless a Quorum of the Board is present as set out in 3.10A.

3.13 Members of Council attending Annual General Meetings

- A. Members of Council who are directors of the Board cannot make motions or vote at Annual General Meetings or General Meetings, unless they are Members as defined in 1.1, but may make motions and vote at Board meetings.

3.14 Adoption of Procedure By-law and Town By-laws and Policies, and Electing Board Positions

- A. The Board shall, at its first Board meeting following its appointment by Council:
 - (i) adopt and follow the Procedure By-law to conduct meetings as mandated by Council and attached as Schedule "A" to By-law 41-79 as amended;
 - (ii) adopt and follow the Town's Procurement By-law;
 - (iii) adopt and follow the Town's Employee Hiring Policy; and
 - (iv) elect its Chair, Vice-Chair, Secretary, and Treasurer and such other officers from its directors as the Board may deem necessary.

- B. Notwithstanding the Town's governance policy, which requires Council approval of all by-laws that regulate the internal conduct of the business and affairs of a Town agency, the Board may make policies in addition to those in Schedule B provided they are not in conflict with and do not undermine the intent of this By-law including its schedules. All policies require Council approval.

3.15 Eligibility to Vote

Requirements regarding eligibility to vote are set out in Appendix "B" to this Procedure By-law.

3.16 Notice

Any notice required to be provided by the Board shall:

- (i) be in writing;
- (ii) be hand-delivered or sent by prepaid mail;
- (iii) set out the date, time and place of the meeting; and
- (iv) include a statement of the intention of the Board.

3.17 Insurance

The Board shall participate in coverage under the Town's commercial general liability insurance policies and programs.

3.18 Litigation

The Board shall notify the Town regarding any potential or actual litigation and shall keep the Town informed with respect to the progress of such matters.

3.19 Dissolution of Board

Upon the repeal of a designating by-law, the Board is dissolved and the assets and liabilities of the Board become the assets and liabilities of the Town.

3.20 Liabilities upon Dissolution

If the Board is dissolved and the liabilities exceed the assets assumed by the Town, Council shall recover the difference by imposing a charge on all rateable property in the former Business Improvement Area.

ARTICLE 4

Financial Requirements

4.1 Annual budget

- A. The Board shall prepare a proposed annual budget for each fiscal year by the date and in the form required by the Chief Financial Officer, and shall hold an Annual General Meeting or General Meeting to discuss and adopt the annual budget. Reasonable notice of such a meeting shall be provided to the Membership.
- B. The Board shall submit the annual budget to the Chief Financial Officer by the date and in the form required by the Chief Financial Officer, and Council may approve it in whole or in part but may not add expenditures to it.

4.2 Financial procedures and reports

- A. The Board shall process all payments of expense and receipt of revenue through the Town. The Town Finance Department will provide monthly updates to the Treasurer of the Board in terms of the year to date revenue and expenditures.
- B. The Treasurer of the Board shall prepare and present written financial statements of expenses and revenues for the Board's review and consideration at each regular meeting based on the information provided by the Town.
- C. The Board's fiscal year is the calendar year.

4.3 Contracts

- A. All Business Improvement Area contracts are the responsibility of the Board.
- B. To enter into a contract, a resolution thereof approved by the Board shall be required to be entered in the minutes of a Board of Management meeting and a copy of the contract is to be attached to the minutes of that meeting.
- C. Once approved, a contract shall bear two (2) official signatures from the Board, one of which shall be the Chair of the Board and one shall be either the Vice-Chair, the Secretary, or the Treasurer of the Board.

4.4 Audited financial statement

The Board shall have its' revenue, expenses and the balance of reserve fund audited as part of the Town's overall yearly Financial Audit and will be included in the Town's Financial Statements as a separate note.

ARTICLE 5
Town Infrastructure

5.1 Ownership of assets

The Town is deemed to be the owner of all infrastructure installed by or on behalf of the Board.

5.2 Maintenance of assets

The Town is responsible for maintaining all infrastructure installed by or on behalf of the Board.

**APPENDIX A
BUSINESS IMPROVEMENT AREA
MEETING PROCEDURES**

1. Rules of procedure

- A. The rules in this by-law are to be observed in all meetings of the general Membership, the Board of Management (the "Board") and committees of the Board.
- B. The rules of procedure are to be interpreted in a manner that promotes the following fundamental principles:
 - (1) the protection of basic rights by recognizing the right of the majority to decide, the minority to be heard, and individuals to have the opportunity to participate;
 - (2) the maintenance of decorum, with all participants being treated with courtesy and respect;
 - (3) Members have the right to information to help make decisions;
 - (4) Members have a right to an efficient meeting;
 - (5) Members have equal rights, privileges and obligations; and
 - (6) in the event of conflict, facilitating a reasonable compromise.
- C. Board members are held to the standards established in the Council, Committee and Board Code of Conduct.

2. Duties of officers

- A. The Chair shall:
 - (1) chair all meetings of the Business Improvement Area Board, follow the agenda, and decide on whether motions are in order;
 - (2) rule on all procedural matters and maintain decorum;
 - (3) ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes;
 - (4) along with the Secretary or Treasurer, sign all by-laws and execute any documents, contracts or agreements;
 - (5) perform any other duties which the Board may, from time to time, assign;
 - (6) sit, ex officio, on all committees and sub-committees; and

- (7) ensure that all past financial records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer and administrative records are transferred to the succeeding Secretary when there is a change of Secretary.
- B. The Vice-Chair shall exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties.
- C. The Secretary shall:
- (1) ensure that notice is given of each regular and special meeting of the Board together with an agenda of the matters to be considered so that notice and agenda will reach Members at least three Business Days in advance of the meeting;
 - (2) ensure that the minutes of each meeting are recorded and presented at the following meeting for adoption. The minutes shall record:
 - (a) the place, date and time of meeting;
 - (b) the name of the chair;
 - (c) the names of all directors present, and those not present, at the meeting;
 - (d) the names of all others present at the meeting;
 - (e) the correction and adoption of the minutes of the prior meeting;
 - (f) all motions, decisions and other proceedings of the Board;
 - (g) any declarations of conflict of interest; and
 - (h) perform any other duties that the Board may from time to time assign;
 - (3) record confidential minutes of closed sessions of the Board;
 - (4) along with the chair, sign the adopted minutes and submit a copy of the to the Town Clerk;
 - (5) keep or cause to be kept: the Business Improvement Area's records and books of the Business Improvement Area, including business improvement area by-laws, policies and resolutions; the registry of Officers and directors; the minutes of the Annual General Meeting, General Meetings, meetings of the Board or any committees thereof, and any committee reports;
 - (6) certify copies of any record, registry, by-law, resolution or minute; and
 - (7) give notice of the Annual General Meeting, General Meetings, and Board meetings.
- D. The Treasurer shall:
- (1) under the direction of the Board, approve the expenditure of the funds of the Business Improvement Area;
 - (2) perform any other duties that the Board may from time to time assign;

- (3) prepare and distribute the proposed annual budget in accordance with the requirements of the Town; and
 - (4) prepare and present written financial statements for the Board's review and consideration at each regular meeting based on the information provided by the Town.
3. The Chair, in consultation with the Secretary, and other Members of the Board as required, shall establish the agenda for each meeting, based on matters submitted prior to the agenda deadline.
 4. Directors are entitled to submit agenda items for consideration by forwarding them to the Secretary before the agenda distribution deadline.

5. Votes

- A. Every Member has a vote on all motions, unless prohibited by law (for example, a declared conflict of interest) in which case the Secretary shall record the name of the Member who does not vote and reason for not voting.
- B. The members of the Board shall vote on any motion arising at any meeting of the Board. All motions must be seconded before proceeding to a vote.
- C. Motions may include:
 - (1) motion to approve or adopt an item;
 - (2) motion to receive an item;
 - (3) motion to postpone or refer an item;
 - (4) motion to adjourn the meeting, provided the motion to adjourn is not made when another member is speaking, a vote has been called, the members are voting, or a member has indicated to the Chair his or her desire to speak on the matter under consideration.
- D. A majority of votes shall decide each motion.
- E. A tie vote means a motion does not carry.
- F. Members have the right to abstain from voting. However, failure to vote shall be deemed as a negative vote.

6. Deputations

The Board may hear as per any policy established by the Board.

7. Annual General Meeting

The Annual General Meeting agenda shall include, but not be limited to:

- A. minutes of the last Annual General Meeting;
- B. declarations of conflict of interest;
- C. annual activity report of the Board;
- D. annual financial report;
- E. proposed annual budget for the following year;
- F. proposed annual work plan for the following year;
- G. election of the Board (if a municipal election year); and
- H. any other business that may properly be brought before the meeting.

8. Determination of motions

All motions arising at any meeting of the Members, other than those arising under new business, shall relate to an item on the agenda for that meeting and the Chair shall have the right to determine whether a motion is in order.

All questions shall be decided by a majority vote unless otherwise stated in this by-law or as required by law.

At all meetings, every motion shall be decided by a show of hands or voting cards unless a ballot on the motion is required by the Chair or requested by a Member.

The Chair shall declare that a motion has been carried or not carried. The motion shall be entered into the minutes of the business improvement area meeting. It is not necessary to record the number or the proportion of votes.

**APPENDIX B
ELIGIBILITY TO VOTE – GENERAL MEETINGS
AND ANNUAL GENERAL MEETINGS**

Property Owners

- The property is located within the Business Improvement Area boundary.
- The property is assessed in a business property class (e.g. C-Commercial; D-Office; I-Industrial; G-Parking lot etc.).

Note: This information can be found on the Notice of Assessment from the Municipal Property Assessment Corporation and the property tax bill.

- **Sole Owner of a Property** – Entitled to one vote per motion.
- **There are two or more co-owners of the property** – The co-owners must select one owner to represent and vote on their behalf (one vote per motion).
- **The property is owned by a corporation** – The corporation must appoint an employee to represent and vote on its behalf (one vote per motion).
- No person or corporation may have more than one vote, regardless of the number of properties or businesses they own, co-own, or represent.

Business Owners

- The business is located within the Business Improvement Area boundary.
- The business occupies property that is assessed in a business property class (e.g. C-Commercial; D-Office; I-Industrial; G-Parking lot etc.).
- **The business is a sole proprietorship** – The business owner is entitled to one vote per motion.
- **The business is owned by a partnership or cooperative** – The members of the partnership or cooperative must appoint one person to vote on their behalf (one vote per motion).
- **The business is owned by a corporation** – The corporation must appoint one employee to vote on its behalf (one vote per motion).
- No person or corporation may have more than one vote, regardless of the number of properties or businesses they own, co-own, or represent.

APPENDIX C ELIGIBILITY TO BE NOMINATED AS A DIRECTOR

Property Owners

- The property is located within the Business Improvement Area boundary.
- The property is assessed in a business property class (e.g. C-Commercial; D-Office; I-Industrial; G-Parking lot etc.).

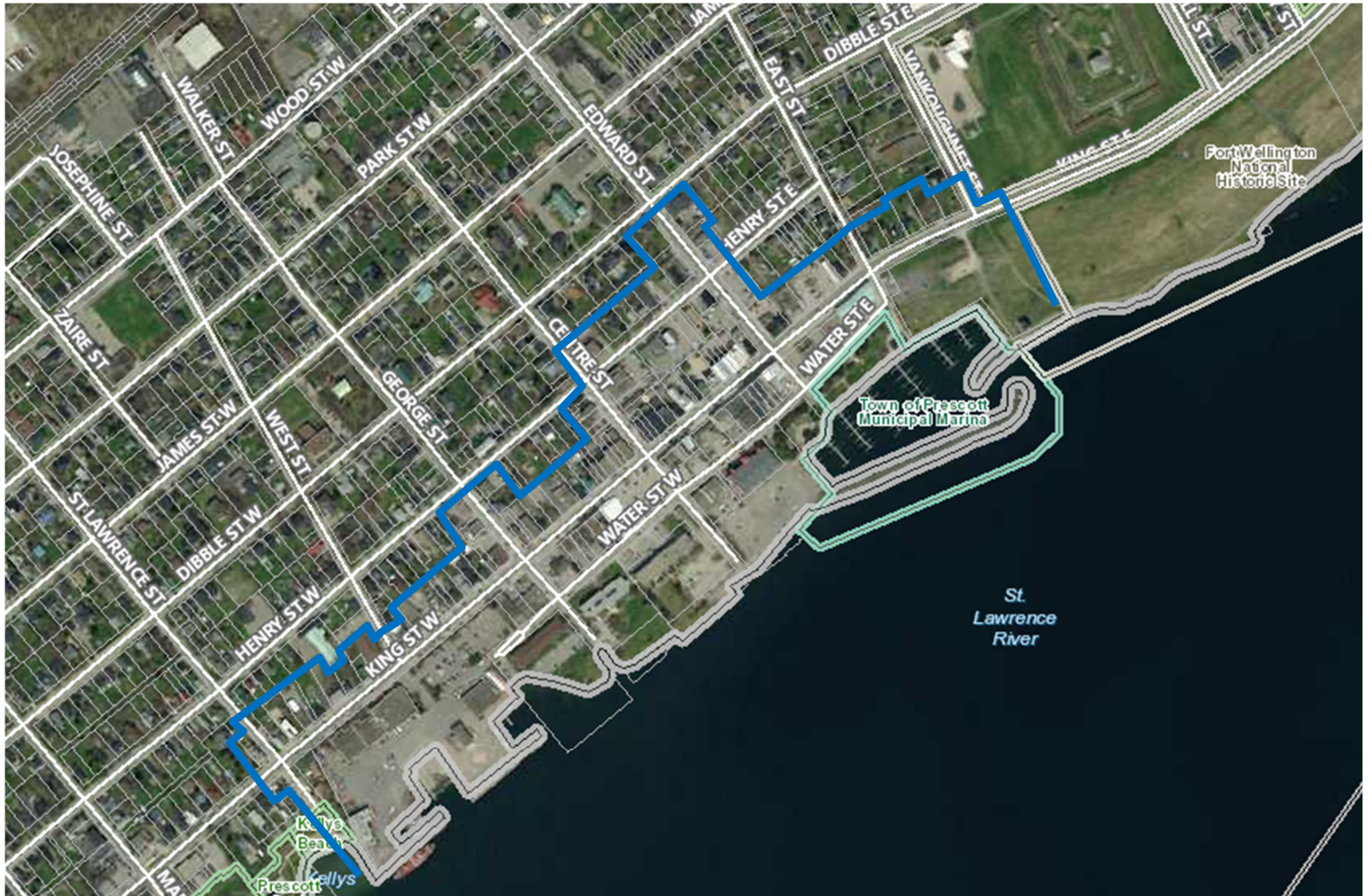
Note: This information can be found on the Notice of Assessment from the Municipal Property Assessment Corporation and the property tax bill.

- **Sole Owner of a Property** – Entitled to be nominated as a Director.
- **There are two or more co-owners of the property** – The co-owners must select one owner to be entitled to be nominated as a Director.
- **The property is owned by a corporation** – The corporation must appoint an employee representative and be entitled to be nominated as a Director.
- No person or corporation may have more than one vote, regardless of the number of properties or businesses they own, co-own, or represent.

Business Owners

- The business is located within the Business Improvement Area boundary
- The business occupies property that is assessed in a business property class (e.g. C-Commercial; D-Office; I-Industrial; G-Parking lot etc.)
- **The business is a sole proprietorship** – The business owner is entitled to be nominated as a Director.
- **The business is owned by a partnership or cooperative** – The members of the partnership or cooperative must appoint one partner or member to represent and be entitled to nominated as a Director.
- **The business is owned by a corporation** – The corporation must appoint one employee to represent and be entitled to be nominated as a Director.
- No person or corporation may have more than one Director, regardless of the number of properties or businesses they own, co-own, or represent.

APPENDIX D BUSINESS IMPROVEMENT AREA MAP



SCHEDULE "A"
THE CORPORATION OF
THE TOWN OF PRESCOTT

BY-LAW NO. 39-2020

**A BY-LAW TO GOVERN THE PROCEEDINGS OF COUNCIL AND ITS COMMITTEES
AND TO REPEAL BY-LAW 42-2014**

Being a by-law to govern the proceedings of Council and its Committees and to repeal By-Law 42-2014

WHEREAS section 238 (2) of the *Municipal Act, 2001*, as amended, requires every council and local board to adopt a procedural by-law for governing the calling, place and proceedings of meetings; and

WHEREAS the Council of the Corporation of the Town of Prescott enacted By-Law 42-2014 being a by-law to govern the proceedings of council and its committees on January 5, 2015; and

NOW THEREFORE the Council of the Corporation of the Town of Prescott enacts as follows:

Definitions

1. The following definitions apply to this by-law:
 - i) "CAO" means the Chief Administrative Officer of the Corporation of the Town of Prescott.
 - ii) "Clerk" means the clerk of the Corporation of the Town of Prescott or his/her lawful designate.
 - iii) "Closed Meeting" means a meeting closed to the public as defined by the *Municipal Act*.
 - iv) "Committee of the Whole" shall mean a committee meeting held where all of Council is invited to discuss specific issues in greater detail.
 - v) "Council" means the Council of the Corporation of the Town of Prescott and includes the Mayor and Councillors. Members of Council shall be read in a like manner.

- vi) "Emergency" shall mean a sudden, generally unexpected occurrence demanding the immediate action of Council.
- vi) "Mayor" means the Mayor of the Corporation of the Town of Prescott.
- vii) "Presiding Officer" shall mean the Mayor or his/her alternate. Alternate shall mean the Deputy Mayor or a presiding mayor, duly appointed and acting in accordance with the provisions of this by-law.
- viii) "Quorum" shall be a majority of the total number of eligible voting members of the Council or committee, subject to subsection 7 of the *Municipal Conflict of Interest Act, R.S.O. 1990, Chapter M.50*.
- ix) "Rules of Order" shall be rules to govern conduct during meetings of Council and its committees.

General Provisions

2. The rules and regulations contained in this by-law shall be observed in all proceedings of Council and shall be the rules and regulations for the order and dispatch of business in the Council provided that the rules and regulations herein may be suspended by a majority vote of the Council.
3. These rules of procedure shall also apply to all Committees, Sub-Committees, Ad-Hoc Committees, where applicable, and similar entities of which at least 50 percent of the members are also members of the Town of Prescott Council.
4. Where procedural matters of Council or Committees of Council are not provided for in this by-law and are governed by the *Municipal Act, 2001* and the *Municipal Conflict of Interest Act*, Robert's Rules of Order shall apply.
5. Meetings of Council shall be held at the Council Chambers adopted and used by council from time to time for such purpose.
6. **Inaugural Meeting**
The Inaugural Meeting of Council shall take place on the first weekday on or following November 15th at 6:00 p.m. The inaugural meeting shall be conducted in accordance with Schedule "A".
7. **Regular Meetings**
The next and each succeeding regular meeting of Council shall be held on the first and third Monday of each month commencing at 6:00 p.m., unless council by resolution directs otherwise.

During the months of July and August, one regular meeting of Council shall be held at 6:00 p.m. on a Monday of the month determined by Council.

8. Regular Meeting Day a Holiday

When the day for a regular meeting of Council is a public or civic holiday, the Council shall, unless the Council decides otherwise, meet at the same hour and place on the next day which is not a public or civic holiday.

9. Notice of Regular Meetings

Public notice of all regular meetings of Council and the Committee of the Whole shall be by means of posting on the municipal website at least forty-eight (48) hours in advance of the meeting. Notice for cancellation of a meeting shall also be made on the municipal website in the same location as that used for the posting of meeting notices.

10. Notice of Special Meetings

The Mayor may at any time summon a special meeting of Council on forty-eight (48) hours' notice to the members of Council or, upon receipt of a petition of the majority vote of Council, the Clerk shall summon a special meeting for the purpose and at the time mentioned in the petition. Forty-eight (48) hours' notice of all special meetings of Council shall be given to the members through the Clerk's office. The only business to be dealt with at a special meeting shall be that which is listed in the notice of the meeting.

11. Notice to members of Council may be given by delivering a notice personally to a member by leaving such notice at his/her residence, or place of business, or by facsimile transmission to such residence or place of business, or by electronic mail to such residence or place of business, or by telephone.

12. Notwithstanding Section 10 of this by-law, the Mayor may, in the event of an emergency, call a special meeting of Council without giving 48 hours' notice of the meeting providing that the Clerk has diligently tried to advise all members of Council immediately upon being advised by the Mayor of his/her intention to hold a special meeting.

13. Meetings Open to the Public

1) Subject to Section 14, the meetings of Council shall be open to the public and no person shall be excluded therefrom except for improper conduct.

2) The Mayor or Chair may expel or exclude from any meeting any person who has engaged in improper conduct at the meeting if the Mayor or Chair is satisfied that evidence exists to support expulsion or exclusion and states the reason for the expulsion or exclusion.

3) For the purposes of Subsections (1) and (2), "improper conduct" means conduct that obstructs in any way the deliberations and/or proper action of Council, and includes but is not limited to conduct that negatively affects the observance of order and decorum among Members and the attending public.

4) The exercise of authority and stated reason under Subsection (2) shall be recorded in the meeting minutes.

14. Closed Meetings

- 1) Council may, by resolution, close a meeting or part of a meeting to members of the public if the subject matter to be considered is:
 - (a) the security of the property of the municipality;
 - (b) personal matters about an identifiable individual, including municipal employees;
 - (c) a proposed or pending acquisition or disposition of land for the purposes of the municipality;
 - (d) labour relations or employee negotiations;
 - (e) litigation or potential litigation, affecting the municipality, including matters before administrative tribunals;
 - (f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (g) a matter in respect of which the Council is authorized by statute to hold a closed meeting;
 - (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
 - (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
 - (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.

- 2) Council shall, by resolution, close a meeting or part of a meeting to members of the public where the subject matter to be considered is:
 - (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*; or
 - (b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman and/or Meetings Investigator.

- 3) A meeting of Council may also be closed to members of the public if the following conditions are both satisfied:
 - (a) The meeting is held for the purpose of educating or training the members;
and
 - (b) At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of Council.

- 4) A motion to close a meeting or part of a meeting to the public shall state:
 - (a) the fact of the holding of the closed meeting; and
 - (b) the general nature of the matter to be considered at the closed meeting by reference to the specific issue to be considered at the closed meeting.
- 5) Where a meeting or part of a meeting is closed to the public, all persons not specifically invited to remain by Council shall retire from the meeting.
- 6) A vote shall not be taken during a meeting or part of a meeting that is closed to the public where to do so would be in contravention of any Act.
- 7) Upon resuming in open session, the Mayor shall state:
 - (a) The matters which were considered; and
 - (b) Confirmation that no motions were carried in camera other than procedural motions or directions to staff.

15. Confidential Information

Members shall keep confidential any information:

- i) Disclosed or discussed at a meeting or part of a meeting that is closed to the public;
- ii) That is received in confidence verbally in preparation of the closed meeting.

16. Recording of Closed Meetings

All closed meetings of Council shall be video recorded for the purposes of any closed meeting investigation. Only one copy of the video recording will be kept in a secured location.

17. Enquiries Regarding Closed Meetings

The response of Members to enquiries about any matter dealt with by Council or Committee at a closed meeting shall be “no comment” as the matter was dealt with in a closed session, or words to that effect. No Member shall release or make public any information considered at a closed meeting or discuss the content of such a meeting with persons other than Members or relevant staff members.

18. Violating Confidentiality of Closed Meetings

Any intentional or inadvertent violation of the provisions set out in Sections 14, 15 and 17 of this by-law shall be subject to consequences as set out in the Code of Conduct for Members of Council and Local Boards.

19. Absence of Mayor & Quorum

In the case of the absence of the Mayor at a meeting of Council, or he/she refuses to act or his/her office is vacant, the Deputy Mayor shall act in his/her place and the Deputy Mayor shall have all the rights, powers, privileges, and authority of the Mayor, while so acting in this capacity.

20. As soon after the hour fixed for the holding of the meeting of council, and a quorum is present, the Mayor shall assume the duties of the presiding officer and call the meeting to order. If no quorum is present one-half hour after the time appointed for the meeting of Council or committee, the Clerk shall record the names of the members present and the meeting shall stand adjourned until the date of the next meeting.

21. In case the Mayor or Deputy Mayor does not attend within 15 minutes after the time appointed for a meeting of Council, the Clerk shall call the members to order and an acting head of Council shall be appointed from among the members present. He/She shall preside until the arrival of the Mayor or Deputy Mayor, and while so presiding the acting head of Council shall have all the powers of the Mayor.

22. Electronic Participation in Meetings

As per Section 238(3.1) of the *Municipal Act, 2001*, members of Council, of a local board or of a committee of either of them, can participate electronically in a meeting.

A member of Council, of a local board or of a committee of either of them who is participating electronically in a meeting may be counted in determining whether or not a quorum of members is present at any point in time.

A member of Council, of a local board or of a committee of either of them can participate electronically in a meeting that is open or closed to the public. Members will be responsible to take all reasonable measures to ensure security in the event they participate electronically in a closed meeting.

A member of Council, of a local board or of a committee of either of them must notify the Chair of the meeting and the Clerk, or their designate, prior to the meeting if they wish to participate via electronic means. Approval for individual members to participate electronically will be granted by the Chair.

Electronic meetings that are not closed to the public under Section 239(2) of the *Municipal Act, 2001*, will be open to the public via technological means, when physical attendance by the public is not possible. All other applicable meeting notice provisions will remain for electronic meetings.

When all members are participating electronically in a meeting, motions shall not be required to be made in writing.

When all members are participating electronically in a meeting, all votes shall be recorded. Each member present, including the presiding officer, except a member who is disqualified from voting by any Act, shall announce his/her vote verbally when called in alphabetical order by the Clerk, and the Clerk shall record each member's name and vote.

Conduct and Proceedings at Council Meetings

23. Duties of the Presiding Officer

It shall be the duty of the presiding officer:

- i) to open the meeting of Council by taking the position of presiding officer and calling the members to order;
- ii) to announce the business before the Council in the order in which it is to acted upon;
- iii) to receive and submit, in the proper manner, all motions presented by the members of Council;
- iv) to put to vote all questions which are regularly moved and seconded, or necessarily arise in the course of proceedings, and to announce the result;
- v) to decline to put to vote motions which infringe the rules of procedures;
- vi) to restrain the members, within the rules of order, when engaged in debate;
- vii) to enforce on all occasions the observance of order and decorum among the members;
- viii) to call by name any member persisting in breach of the rules of order of Council, thereby ordering him/her to vacate the Council chamber;
- ix) to receive all messages and other communications and announce them to Council;
- x) to authenticate, by his/her signature when necessary, all by-laws, resolutions, and minutes of Council;
- xi) to inform Council, when necessary or when referred to for the purpose, in a point of order or usage;
- xii) to represent and support Council, declaring its will, and implicitly obeying its decisions in all things;
- xiii) to ensure that the decisions of Council are in conformity with the laws and bylaws governing the activities of Council;
- xiv) to adjourn the meeting when the business is concluded;
- xv) to adjourn the meeting without question in the case of grave disorder arising in the Council chamber.

24. Regular Agenda

Any member of Council may file in writing, by hand-delivering a written request, by facsimile or by electronic mail with the Clerk an item for inclusion in the agenda by 12:00 p.m. on the Wednesday preceding the meeting.

- 25.** The business of Council shall be taken up in the order in which it stands upon the agenda unless otherwise decided by Council.

26. The agenda may be amended as directed by the presiding officer and approved by a majority vote of Council.
27. The Clerk shall have prepared for the use of members at the regular meetings of Council an agenda under the following headings:

(a) Declarations of Interest

A member of Council shall disclose any conflict of interest at this time, as defined in the *Municipal Conflict of Interest Act*, with respect to an item on the agenda.

(b) Delegations

Delegations must register with the Clerk by 12:00 p.m. on the Wednesday preceding the Council meeting. He/she shall provide to the Clerk the completed prescribed form in writing by hand-delivering a written request, by facsimile or by electronic mail his/her name, reason for the delegation and, if he/she is representing any organization, the name of the agency or other such body.

Delegations that have not registered must notify the Clerk in writing by hand-delivering a written request, by facsimile or by electronic mail prior to the start of the meeting of Council. Before any unregistered delegation is heard, the presiding officer shall seek the consent of a majority vote of Council.

Each delegation is allowed one spokesperson and shall be limited to one appearance at either Council or Committee of the Whole. Each delegation will be allowed a maximum of 10 minutes to address Council. At Council's discretion, this time may be reduced or extended. The delegation may speak to a specific item only once unless additional information is being presented. If additional persons request to speak, they do so only with the permission of the presiding officer.

The inclusion of a delegation on the Council agenda shall be determined on a first-come basis and be limited to two delegations per meeting. Priority will be given to residents and business owners of the Town of Prescott. The Clerk shall give regard to the length of the agenda when reducing or eliminating the delegations at that meeting.

Delegations shall not:

- i) address members directly without permission;
- ii) interrupt any speaker or action of the members, or any other person addressing the members;
- iii) display or have in their possession picket signs or placards in the Council chambers;
- iv) speak disrespectfully to any person;
- v) use offensive words;
- vi) disobey a decision of the presiding officer;

- vii) enter into cross debate with other delegations, members of the general public, staff members, or the presiding officer.

The Clerk or designate may direct that a deputation be received by the Committee of the Whole on a particular matter rather than addressing Council directly.

No motions shall be made as a result of comments made during a delegation.

(c) Minutes of Previous Meetings

Minutes shall only record the following:

- i) place, date and time of meeting;
- ii) the names of the presiding officer, Council members present, Council members absent, senior appointed officers present;
- iii) any corrections and the adoption of the minutes of prior meetings;
- iv) all other proceedings of the meeting without note or comment
- v) the time of the adjournment.

It shall be the duty of the Clerk to ensure that the minutes of the last regular meeting, and all special meetings held more than five days prior to the regular meeting, together with the agenda prepared in accordance with this by-law, are available to members at least by 4:30 p.m. on the Thursday preceding the meeting.

(d) Communications and Petitions

Every communication, including a petition to be presented to Council, 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 person, giving his/her name and address, and filed with the Clerk who shall deal with them as follows:

- i) where, in the opinion of the Clerk, the subject matter of any communication is properly within the jurisdiction of Council, such communication or petition shall be placed on the agenda for the next regular meeting of Council;
- ii) where, in the opinion of the Clerk, the subject matter of any communication is properly within the jurisdiction of the Committee of the Whole, a special committee or an ad hoc committee, such communication shall be referred directly to the appropriate committee without prior reference to Council;
- iii) where, in the opinion of the Clerk, the subject matter of any communication is of a routine administrative nature, such communication shall be referred to the appropriate department head without prior reference to Council or any committee.

Any letter, petition, or other communication intended to be presented to council shall be filed with the clerk not later than 12:00 p.m. on the Wednesday preceding the Council meeting.

(e) Consent Reports

All matters listed under Consent Reports are to be considered routine and will be enacted by one motion. Should a member wish an alternative action from the proposed recommendation, the member shall request that the item be moved to the "Reports" section of the agenda.

This section shall also include the general Council information package, listed under separate cover.

(f) Reports

Any reports from other committees, boards, or commissions may be reported by the Council-appointed representative.

Reports from all committees, boards, or commissions received by the Clerk before 12:00 p.m. on the Wednesday preceding the Council meeting will be included in the agenda and circulated to all members of Council. The order of receiving the reports shall be:

- i) Committee Reports
- ii) Mayor
- iii) Outside Committees, Boards, and Commissions
- iv) Staff

(g) Resolutions

Every matter listed under Resolutions shall be dealt with individually and consecutively numbered.

(h) By-Laws

- i) Every by-law shall be listed on the agenda by an identifying number, followed by a brief description of the intent of the by-law.
- ii) No by-law, except a by-law to confirm the proceedings of Council, shall be presented to Council unless the subject matter has been considered by the Committee of the Whole.
- iii) Notwithstanding subsection ii above, new by-laws of an urgent nature, requiring an immediate decision shall be considered.
- iv) Each by-law shall be adopted in a single motion.
- v) Upon accepting a motion to approve a by-law listed on the agenda, the Chair shall announce first, second and third reading of the by-law, pausing at the third reading to determine if there are any questions or discussions by the members, before putting final approval of the by-law to a vote.
- vi) Every by-law may be debated, subject to amendment, and may be deferred or referred to a committee or staff for further consideration.
- vii) Every by-law passed by Council shall be signed by the Mayor and the Clerk, sealed with the seal of the Corporation.

viii) The proceedings at every regular and special meeting of Council shall be confirmed by by-law, so that every decision, unless required by an Act, Regulation or By-law, of Council at that meeting and every resolution passed thereat shall have the same force and effect as if each and every one of them had been the subject matter of a separate by-law duly enacted.

(i) New Business

New business will be introduced in the following order:

- i) motions of which prior notice was given;
- ii) items to be introduced and referred to administration for reports;
- iii) a matter deemed to be urgent;

(j) Notices of Motion

Notice of all new motions shall be given in writing and read during a regular meeting and shall include the name of the mover and advise that the motion described therein will be added to the next regular meeting agenda as a proposed resolution.

The motion may be an amendment or repeal of a by-law, a change in Council's established policy, a new by-law or resolution or policy or procedure, an action for Council to consider, or the revocation or amendment of a resolution or Council passed at a prior meeting.

A notice of motion shall be not be debated until the next regular meeting.

(k) Mayor's Proclamations

The Mayor shall inform members of Council about any proclamations he/she has made, or shall be making prior to the next regular meeting of Council.

(l) Media Question Period

The media will be allowed to ask questions of members of Council but shall not be permitted to enter into debate with the member. All questions shall be directed to the member through the presiding officer. All questions must relate to business of that particular meeting.

(m) Adjournment

When any meeting of Council reaches three hours in length, the presiding officer shall declare the meeting adjourned, unless a motion is received to postpone the adjournment hour to a stated time and receives the majority consent of Council. Items listed in the agenda of prior meetings which have not been disposed of by Council shall be noted and repeated on each subsequent agenda until disposed of by Council.

Presentation and Disposition of Motions

Main Motions

28. Motions shall be called in the order in which they appear on the agenda and must be signed by a mover and a seconder. All motions made must be in the affirmative.
29. All main motions shall be in writing.
30. When called by the presiding officer, the mover of the motion shall state the names of members moving and seconding the motion and read the motion. A motion so put shall be considered the main motion.
31. A motion in respect of a matter, the resolution of which is beyond the jurisdiction of council, shall not be in order.
32. After a motion has been duly moved, seconded, and read, it shall immediately be open to debate or amendment. The mover shall have the opportunity to make the introductory remarks.
33. Any member of Council may request that any motion under debate be repeated by the presiding officer for the benefit of clarification, but not so as to interrupt a member while speaking.

Secondary Motions

34. When a main motion is under debate, it shall be in order for any member to present the following secondary motion:
 - (a) **Withdrawal**

A motion to withdraw:

 - i) need not be in writing;
 - iii) shall only be put forward by the mover of the main motion;
 - iv) shall receive disposition prior to any other secondary motion being presented;
 - v) shall not be debatable.
 - (b) **Refer**

A motion to refer a matter under debate:

 - i) need not be in writing;
 - ii) shall receive disposition of Council before the main motion;
 - iii) shall state the committee, ad hoc committee, special committee, board, commission, or appointed official to which the matter shall be referred;
 - iv) shall preclude all amendments of the main question until it is decided;
 - v) shall be debatable.

(c) Defer

A motion to defer:

- i) need not be in writing;
- ii) shall receive disposition of Council before the main motion;
- iii) shall state the specific date upon which the motion shall again be put;
- iv) shall be debatable.

(d) Divide

A motion to divide:

- i) shall be presented in writing;
- ii) shall receive disposition of Council before the main motion;
- iii) shall be in order only when the motion to be divided contains two or more separate and distinct proposals;
- iv) shall be debatable.

(e) Amend

A motion to amend:

- i) shall be presented in writing;
- ii) shall receive disposition of Council before the main motion;
- iii) shall not be amended more than once, provided that further amendment may be made to the main motion;
- iv) shall be relevant to the main motion received;
- v) shall not be received proposing a direct negative to the main motion;
- vi) may propose a separate and distinct disposition of the main motion;
- vii) shall be put in reverse order to that in which it was moved;
- viii) shall be debatable.

35. Once debate has finished and all secondary motions have been received, the presiding officer shall put to vote all such secondary motions in the following order:

- i) to withdraw
- ii) to refer
- iii) to defer
- iv) to divide
- v) to amend

36. A motion to defer, to refer, or to withdraw shall negate all other secondary motions.

37. All secondary motions shall be resolved prior to the disposition of the main motion.

38. Adjournment

A motion to adjourn the meeting:

- i) shall not be in order when a member is speaking;
- ii) shall not be in order during the verification of a vote;
- iii) need not be in writing;
- iv) if resolved in the affirmative, Council shall immediately rise and no further Council proceedings shall take place until the next meeting of Council, and the presiding officer shall note the time of adjournment;
- v) if resolved in the negative, Council shall resume its debate at the point immediately prior to the point at which the motion to adjourn was moved;
- vi) shall not be debatable.

Reconsideration of a Motion

39. A motion for reconsideration shall not be in order if Council is made aware that the question or by-law has been implemented resulting in legally binding commitments as of the date the motion to reconsider is moved.

40. Debate on a motion to reconsider shall be confined to such matters as new information which has come forward, an error in documentation presented, or incorrect statements made during the original debate.

A motion to reconsider shall be considered lost unless a majority of the members present vote therefore. No more than one motion for reconsideration of any question or bylaw shall be permitted.

41. If a motion to reconsider has been carried in the affirmative, no action shall be taken to carry into effect the question or by-law until that question or by-law has been presented to Council for reconsideration.

42. If a motion to reconsider is carried in the affirmative, it shall not be in order to reconsider the subject matter of the question or by-law until the next subsequent meeting of Council. The question or by-law being reconsidered shall be stated in the exact manner in which it was first presented, and shall be subject to the rules of debate and amendment outlined herein.

Voting on Questions

43. After a question is put by the presiding officer, no member shall speak to the question nor shall any other motion be made until after the vote is taken and the result has been declared. Each member shall occupy his/her seat and remain in his/her seat until the result of the vote has been announced by the presiding officer.

44. A separate vote shall be taken upon each proposal contained in a motion divided by resolution of Council.

45. A member not physically present at the time the question is put by the presiding officer shall not be entitled to vote on that question.

46. The presiding officer shall not engage in the debate unless to clarify a point of fact. The presiding officer may make comment on the motion at the close of debate followed immediately by the putting of the question.
47. Each member of Council present, including the presiding officer, unless disqualified from voting by any Act, shall vote on each and every question put by the presiding officer.
48. Unless a recorded vote is requested, the manner of determining the decision of council on a question shall be by show of hands. Failure to so vote by a member who is not otherwise disqualified shall be deemed to be a negative vote.
49. **Recorded Vote**
Where a vote is taken for any purpose and a member requests before, prior, or immediately after the taking of the vote that the vote be recorded, each member of Council present, including the presiding officer, except a member who is disqualified from voting by any Act, shall announce his/her vote verbally when called in alphabetical order by the clerk, and the clerk shall record each member's name and vote.
50. **Majority Vote**
Unless otherwise stipulated by statute or stated herein, the question shall be deemed to be carried in the affirmative by a majority vote of the members of Council present including the presiding officer.
51. The presiding officer shall announce verbally the decision of Council and shall sign all resolutions carried in the affirmative, save and except those motions that need not be in writing.

General Rules of Conduct and Debate

52. Conduct of Members During Council Meetings

No member shall:

- i) wear inappropriate attire to any regular Council meeting;
- ii) speak disrespectfully of any other person;
- iii) use offensive words or unparliamentary language;
- iv) speak on any subject other than the subject under debate or contained in the report, communication, or item of business unless otherwise requested by the presiding officer to do so;
- v) criticize any decision of Council except for the purpose of moving that a question be reconsidered;
- vi) disobey the rules of Council, or a decision of the presiding officer, or Council on questions of order or privilege, or upon the interpretation of the rules of Council;
- vii) leave or make a disturbance when the presiding officer is putting a question.

- 53.** If a member persists in any such disobedience after having been called to order by the presiding officer, the presiding officer may forthwith put the question: That the member be ordered to leave his/her seat for the duration of this meeting. Such question shall be decided immediately by vote of Council without debate, amendment, or adjournment.

54. Code of Conduct for Members of Council and Local Boards

Members must adhere to the established standards of conduct set out in the Code of Conduct for Members of Council and Local Boards.

55. Time Limited

No member, without leave of Council, shall speak to the same question or in reply for longer than five minutes.

56. Speak Only Once and Reply

No member, without leave of Council, shall speak more than once to the same question except that a reply shall be allowed to be made only by the member of Council who has presented the main motion.

57. Order of Speaking

Every elected or appointed official or delegation, excluding the presiding officer, shall address his/her remarks to the presiding officer. When two or more persons wish to speak, the presiding officer shall designate the person who has the floor.

58. Members Speaking

When a person is speaking, no other person shall pass between him and the presiding officer, or interrupt that person except a member raising a point of order or privilege.

- 59. Council Area**
No person shall approach the Council area during a meeting of Council without permission of the presiding officer, or Council upon reference.
- 60. Electronic Devices**
All electronic devices shall be turned off or set to silent mode during the proceedings of all meetings unless being used for Council business.
- 61. Suspension of Rules**
Any procedure adopted by this by-law may be suspended with the consent of a majority of the members of Council present.
- 62. Seating of Members**
The order of seating of the members of Council shall be determined alphabetically regarding the member's surname.
- 63. Deputy Mayor**
Council shall annually appoint by by-law Deputy Mayor appointments for the year. Three Council members shall be appointed per year as Deputy Mayor on an alphabetical basis.

Committees of Council

General Rules for all Committees

- 64.** The authority of any committee is limited to the making of recommendations to Council, unless expressly authorized to do otherwise by law. No decision to take any action or do anything other than administrative in nature shall be recognized as emanating from any committee. All committee recommendations shall be referred to Council before becoming effective.
- 65.** The jurisdiction, term, membership, and support staff assigned to any committee shall be as stipulated in the appropriate by-law establishing the committee.
- 66.** The Mayor shall be an ex-officio member of all committees and may state his/her opinion on all questions before the committee and vote on all questions, but shall not be counted in the formation of a quorum.
- 67.** A simple majority of the members of a committee present at the committee meeting shall be sufficient to adopt a recommendation.
- 68.** For the purpose of this section, all references to the presiding officer, Clerk, members of Council, and Council contained herein shall be read as presiding officer, secretary, members of the committee, and committee respectively. The rules governing the procedure of Council and the conduct of members of

Council unless otherwise specifically stated herein shall be observed in a committee meeting insofar as they are applicable.

69. A motion shall require a seconder.
70. A motion shall not be required to be in writing.
71. A motion shall be considered a motion to recommend and not a question to be decided on and implemented, unless it is an administrative directive.
72. The presiding officer shall vote on all motions, but in no circumstance shall the presiding officer be permitted an additional vote to resolve a tie.
73. Members will only speak on an issue which is before Council and when requested by the Chair to do so. When discussing or debating an issue at a regular meeting, members will only be allowed to speak once on a subject matter stating their intention to either support the motion or defeat the motion. Members will only be allowed to speak again on the issue to clarify a point that they made if asked to do so by the Chair or another member to request clarification on a point raised by another member.
74. The agenda may be amended as directed by the presiding officer and approved by a majority vote of Council. The amendment need not be printed and circulated prior to the meeting.
75. Members of Council may attend and participate in discussion or debate at any committee meeting, but shall not be allowed to vote unless they are appointed members of the committee (ie. Committee of the Whole). Staff members shall not be permitted to vote unless specified in the terms of reference of the committee.

Committee of the Whole:

76. The members of the Committee of the Whole shall be all members of Council, including the Mayor.
77. Committee of the Whole meetings may be held at any time at the call of the Mayor or acting Mayor in accordance with sections 8 and 9 of this by-law. If the Committee of the Whole meeting is held during a meeting of Council, a verbal motion shall be required and carried in the affirmative that the Council meeting be temporarily adjourned and that Council move into a Committee of the Whole meeting. A verbal motion to reconvene to open Council shall also be required prior to re-commencing the Council meeting.
78. A member or members present shall report to Council the proceedings of the Committee of the Whole meeting at the next subsequent meeting of council. Notwithstanding, if the Committee of the Whole is held during a Council meeting, the presiding officer shall report immediately upon the resumption of the Council meeting.

79. A Committee of the Whole agenda will be made up of the following classifications and a presiding officer will be assigned to each:

- i) Finance & Corporate Services
 - Accessibility Reporting
 - Policy Development
 - Corporate Contracts

 - Finance
 - Governance Issues
 - Human Resources
 - Information Technology
 - Town records and communications

- ii) Operations
 - Facilities
 - Public Works
 - Parks & Recreation, Tourism
 - Waste Management
 - Roads & Sidewalks
 - Bridges
 - Fleet
 - Street signage and lighting

- iii) Economic Development, Building, By-Law, Planning & Heritage
 - Economic Development Actives
 - By-law Enforcement
 - Building Permit Process
 - Official Plan
 - Planning & Zoning
 - Community Improvement Program
 - Heritage
 - Tourism Development – Economic Development related

- iv) Water & Wastewater
 - Water Distribution
 - Water Treatment
 - Urban Storm Management
 - Wastewater Collection
 - Wastewater Treatment

- v) Protective Services & Community Liaison
 - Policing
 - Fire Department
 - Emergency Planning
 - Liaison to Outside Boards and Committees

- vi) Capital & Projects
 - Capital & Project Planning
 - Capital & Project Reporting

80. Each presiding officer shall be recommended by the Mayor and confirmed annually by by-law of Council after consultation with all members of Council.
81. The clerk shall be the secretary of the Committee of the Whole. The clerk shall record the minutes of the meetings and prepare such minutes as a report to Council and distribute such reports to all members of Council.
82. Items on the agenda which have not been dealt with shall be repeated on each subsequent agenda until resolved or removed from the agenda by resolution and shall be listed under Deferred Items. Items listed under Deferred Items shall be reviewed quarterly by Council.

Ad Hoc and Special Committees

83. The Mayor or Council may recommend, at any time, the establishment of a special committee or ad hoc committee to study, evaluate, negotiate, investigate, prepare a special report, or make recommendations for the resolution of a specific matter or issue.
84. A motion to establish an ad hoc or special committee shall contain the general nature of the issue or issues, the persons appointed to the committee, and the terms of reference of the committee.
85. An ad hoc or special committee shall be automatically dissolved once its work is complete and recommendations have been reported to Council, or upon the dissolution by Council of such committee, or at the end of the term of the Council.

Amendments to Procedural By-Law

86. No amendment or repeal of this by-law or any part thereof shall be considered at any meeting of Council unless notice of the proposed amendment or repeal has been given at a previous regular meeting of Council.
87. This by-law shall be reviewed annually.
88. The waiving of the notice referred to in section 82 of this by-law by Council is prohibited.

Severability

89. The provisions of this by-law are severable. If any provision, section, or word is held to be invalid or illegal, such invalidity or illegality shall not affect or impair any of the remaining provisions, sections, or words of this by-law.

Repeal

90. By-Law 42-2014 is hereby repealed.

Effective Date

91. This by-law shall come into force and take effect upon final passage.

READ A FIRST AND SECOND TIME THIS 5th DAY OF OCTOBER, 2020.

Mayor

Clerk

READ A THIRD AND FINAL TIME AND PASSED THIS 5th DAY OF OCTOBER, 2020.

Mayor

Clerk

SCHEDULE "A"
Inaugural Meeting

	Agenda Item:	Rules:	Conducted By:
i	Call to Order	<p>The first meeting of the new Council in the year of a Municipal Election shall be on the first weekday on or following November 15th at 6:00 p.m.</p> <p>The Clerk shall notify all Members at least one (1) week in advance of the meeting as to time and date.</p>	Clerk
ii	Singing of "O Canada"		
v	Oath of Office for All Members of Council		
vi	Mayor Assumes the Chain of Office	The Chain of Office is placed on the newly elected Mayor and the Mayor takes the Chair.	Clerk
	Mayor's Inaugural Remarks and Introduction of Special Guests		Mayor
vii	Councillor Remarks	Each Councillor, in alphabetical order may give opening remarks.	Mayor
x	Adjournment until Regular Meeting	Verbal Motion.	Mayor