

The Corporation of the Town of Aurora

By-law Number 6128-18

Being a By-law to Designate the Improvement Area to be known as the Aurora Business Improvement Area and to establish the Aurora BIA Board of Management.

Whereas subsection 204(1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, provides that a local municipality may designate a geographic area as a Business Improvement Area and may establish a board of management for the designated improvement area;

And Whereas notice has been provided of the Council's intention to design the area identified in Schedule "A" as a business improvement area;

And Whereas Council wishes to establish a business improvement area boundaries as outlined in Schedule "A" and to establish a board of management to manage and operate it;

Now therefore the Council of The Corporation of the Town of Aurora hereby enacts as follows:

1. Definitions

1.1 For the purpose of this by-law:

- (a) "**Aurora Business Improvement Area**" means the area as shown and identified on the map in Schedule "A";
- (b) "**Board of Management**" means the corporation established under this by-law under the name the Aurora BIA Board of Management;
- (c) "**Council**" means the Council of the Town;
- (d) "**Member**" means the 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 within the Aurora Business Improvement Area;
- (e) "**Municipal Act**" means the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended;
- (f) "**Town Treasurer**" means the treasurer of the Town as appointed pursuant to the Municipal Act;
- (g) "**Town**" means The Corporation of the Town of Aurora; and
- (h) "**Town Clerk**" means the clerk of the Town as appointed pursuant to the Municipal Act.

2. Designation of the Business Improvement Area

- 2.1 The area as shown and identified on the map in Schedule “A” is hereby designated as a business improvement area pursuant to section 204 of the Municipal Act to be known as the “Aurora Business Improvement Area”.

3. Board of Management Established

- 3.1 A board of management is hereby established to govern the Aurora Business Improvement Area pursuant to section 204 of the Municipal Act to be known as the “Aurora BIA Board of Management”.

4. Board of Management

- 4.1 The Board of Management is a corporation consisting of the number of directors established by the Town.

- 4.2 The Board of Management is a local board of the Town for all purposes.

- 4.3 The objects of the Board of Management are:

- (a) to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally; and
- (b) to promote the area as a business or shopping area.

- 4.4 The Board of Management shall not:

- (a) spend money, or incur debts or other financial obligations except in compliance with the requirements set out in this by-law;
- (b) offer or provide support in any form to political candidates or political parties;
- (c) advertise or pay for advertisements in any political publication;
- (d) participate in a hearing of the Ontario Municipal Board, Local Planning Appeal Tribunal, Committee of Adjustment, Property Standards Committee, Aurora Appeal Tribunal or any other similar tribunal, unless the Board of Management 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, or if the Board of Management has been called as a witness; or
- (e) pass a resolution or take a position contrary to any Council-approved policy or decision.

- 4.5 The head office for the Board of Management shall be located in the Town of Aurora.

5. Board Composition and Appointment

- 5.1 The Board of Management shall be composed of nine (9) directors as follows:
- (a) one (1) director appointed directly by the Council; and
 - (b) the remaining directors selected by a vote of the Members and subsequently appointed by the Council.
- 5.2 Directors are appointed at the pleasure of Council and Council retains the right to remove any appointed director at any time for any reason and may make the director ineligible to serve on a board for a period of up to four years.
- 5.3 Council may refuse to appoint to the Board of Management 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 be held to elect or select another candidate for Council's consideration.
- 5.4 The seat of a director becomes vacant and a director's appointment becomes automatically revoked if such a director is absent from the meetings of the Board of Management for three (3) consecutive meetings without being authorized to do so by a resolution of the Board of Management.
- 5.5 If the seat of a director becomes vacant for any reason, the Council may fill the vacancy for the remainder of the vacant director's term and the appointed person is not required to be a member of the improvement area.
- 5.6 If the Board of Management 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 provide to the Town Clerk a written request for board appointment, nomination or removal and signed minutes of the meeting at which the vote was held on this matter, and the Town Clerk shall bring the matter forward to Council for consideration.
- 5.7 Directors are not required to be residents of the Town of Aurora.
- 5.8 The term of the directors of a Board of Management is the same as the term of the Council in office at the time of their appointment.
- 5.9 Each director shall hold office from the time of his or her appointment until a successor is appointed, unless the appointment is otherwise removed or expired.
- 5.10 Each director is eligible for reappointment on the expiration of the term of his or her office.
- 5.11 Each director and the Board of Management shall operate in compliance with all applicable law and Town policies including, but not limited to, the Municipal Act, the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. M.56 and the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50.

5.12 Every director of the Board of Management shall:

- (a) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the business improvement area;
- (b) exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances; and
- (c) comply with the decisions of the board.

5.13 The directors of the Board of Management shall serve without remuneration.

6. Board Procedures

6.1 Council may pass by-laws governing the Board of Management and the affairs of the Board of Management and the Board of Management shall comply with such by-laws.

6.2 The Board of Management shall pass by-laws governing its proceedings, the calling and conduct of meetings, and the keeping of its minutes, records and decisions consistent with any requirements set out in the Municipal Act and by-laws of the Town.

6.3 Quorum of the Board of Management shall be half the number of directors, excluding any vacant positions, rounded up to the nearest integer. However, quorum shall always be no less than (3) three, regardless of the number of directors appointed.

6.4 No business shall be transacted at a meeting of the Board of Management unless quorum is physically present in the meeting location.

6.5 Despite any vacancy or absence among the directors, a quorum of directors may exercise the powers of the Board of Management.

6.6 Every director has only one vote.

6.7 Meetings of the Board of Management shall be open to the public. The Board of Management may close a meeting, or a part of a meeting, to the public only in accordance with section 239 of the Municipal Act.

6.8 Only those persons that the Board of Management considers to have engaged in improper conduct at a meeting may be excluded from a meeting.

6.9 The Board of Management 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, as soon as possible after its members are appointed. Such officers of the board are eligible for re-election.

6.10 The Board of Management shall keep proper minutes and records of every meeting of the board and shall forward board-approved copies of the minutes and records to all directors and, if requested, to the Town Clerk.

6.11 The Board of Management shall hold at least four meetings each year, including at least one (1) meeting of the Members in each calendar year.

- 6.12 Business and resolutions at meetings of the Board of Management shall be conducted through motions. Motions arising at any meeting of the Board of Management shall be decided by a majority vote of Members physically present at the meeting.
- 6.13 A special meeting of the Board of Management can be requisitioned at any time by:
- (a) quorum of directors by serving a copy of a written notice on the chair and any other directors not forming part of the quorum requesting the meeting;
 - (b) the chair of the Board of Management by serving a copy of the written notice on all the other board directors; and
 - (c) the Town's appointed director, appointed pursuant to 5.1 (a) of this by-law, by providing to written notice to the other directors.
- 6.14 The secretary appointed by the Board of Management shall:
- (a) give notice of the meetings of the Board of Management;
 - (b) keep all minutes of meetings and proceedings of the Board of Management;
 - (c) record without note or comment all resolutions, decisions and other proceedings at a meeting of the Board of Management whether it is closed to the public or not; and
 - (d) perform such duties, in addition to those set out in paragraphs (a), (b) and (c) as the Board of Management may from time to time direct.
- 6.15 The Board of Management has the authority to establish task, issue or function-related sub-committees of the board and the sub-committees may include non-Members provided the sub-committee is chaired by a board member director.
- 6.16 Council may designate an appointed official of the Town who shall have the right to attend meetings of the Board of Management and its committees and to participate in their deliberations, including sessions closed to the public, but such official of the Town is not entitled to vote, to be the chair or vice-chair or act as the presiding officer at a meeting.
- 6.17 The Board of Management shall comply with all applicable provisions of the Municipal Act and any other laws or regulations that are applicable to the Board of Management and its conduct, including, but not limited to, those relating to business improvement areas, meetings, records, remuneration and expenses, the development of policies and procedures and financial administration.
- 6.18 The Board of Management shall appoint a director or a 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 Town Clerk and the Town may post this contact information on its website, include it in public information materials and provide such information to the public.

7. Financial Requirements of the Board of Management

7.1 The Board of Management shall not:

- (a) spend any money unless it is included in the budget approved by the Council or in a reserve fund established by the Council under section 417 of the Municipal Act;
- (b) incur any indebtedness extending beyond the current year without the prior approval of the Council; or
- (c) borrow money.

7.2 The Board of Management shall prepare a proposed budget for each fiscal year by the date and in the form required by the Town Treasurer and, prior to submitting the budget to Council for consideration, shall hold one or more meetings of the members of the improvement area for discussion of the proposed budget.

7.3 The Board of Management shall submit the budget to Council for consideration by the date and in the form required by the Town Treasurer and the Council may approve it in whole or in part, but may not add expenditures to it.

7.4 The fiscal year of the Board of Management is the same as the fiscal year of the Town.

7.5 The accounts and transactions of the Board of Management shall be audited annually by the auditor of the Town.

7.6 The Board of Management shall prepare and submit to Council, not later than March 31st of each year, an annual report for the preceding year that shall include the audited financial statements.

7.7 The Board of Management shall keep proper books of account and accounting records with respect to all financial and other transactions of the Board of Management, including, and without limiting the generality of the foregoing:

- (a) records of all sums of money received from any source whatsoever and disbursed in any manner whatsoever; and
- (b) records of all matters with respect to which receipts and disbursements take place in consequence of the maintenance, operation and management of the Board of Management.

7.8 In addition to the requirements set out above, the Board of Management shall keep, or cause to be kept, and maintained, all such books of accounts and accounting records as the Town Treasurer may require.

7.9 The Board of Management shall:

- (a) file with the Town Treasurer all such information records, accounts, agendas, notices, statements, paper and all other materials as the Town Treasurer may require; and

- (b) make such reports file such statements within the time specified by the Town Treasurer and containing such content as the Town Treasurer may require.

7.10 The Board of Management shall make all of its information, books and records available at all times to such persons as the Town Treasurer may require and shall provide certified true copies of such minutes, documents, books, records or any other writing as the Town Treasurer may require.

7.11 The Council may require the Board of Management:

- (a) to provide information, records, accounts, agendas, notices or any paper or writing; and
- (b) to make a report on any matter, as Council determines, relating to the carrying out of the purposes and objects of the Board of Management;

in a form as required by Council.

7.12 Upon dissolution of the Board of Management, the assets and liabilities of the Board of Management become the assets and liabilities of the Town.

7.13 If the Board of Management is dissolved and the liabilities exceed the assets assumed by the Town, the Council may recover the difference by imposing a charge on all rateable property in the former business improvement area that is in a prescribed business property class

8. Meeting of Members

8.1 The Board of Management shall call at least one (1) meeting of the Members in each calendar year.

8.2 A meeting of the Members can be called at any time by:

- (a) the Board of Management; or
- (b) the Town's appointed director appointed pursuant to 5.1 (a) of this by-law;

by providing notice to all the Members as required herein and by the Municipal Act.

8.3 Notice for all Members' meetings shall be provided to each Member by:

- (a) sending it by prepaid mail to each Member not less than thirty (30) days prior to the meeting to the address last provided by the Member to the Board of Management or, where no address is provided, to the property address of the owner(s) indicated on the last municipal assessment roll; or
- (b) delivering it personally.

8.4 Notice of a meeting of the Members shall include an agenda. New business may be received at the meeting after the agenda has been completed.

8.5 Meetings of the Members shall be open to the public.

- 8.6 Quorum for any meeting of Members is 10% of all the Members or ten (10) Members, whichever is less. No business shall be transacted at any meeting of Members unless the requisite quorum is present.
- 8.7 Each Member has one vote at a Members meeting regardless of the number of properties that the Member may own or lease in the business improvement area.
- 8.8 A Member that is a corporation may nominate in writing one individual to vote on its behalf. Individuals may be nominated for voting purposes by two or more corporations that are members of an improvement area, but such an individual will have one vote at any Members meeting.
- 8.9 Business and resolutions at Members meetings shall be conducted through motions. Motions arising at any meeting of Members shall be decided by a majority vote of Members physically present at the meeting.

9. Indemnification and Insurance

- 9.1 Every director or officer of the Board of Management, and his or her heirs, executors or administrators, may from time to time be indemnified and saved harmless by the Board of Management from and against:
 - (a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and
 - (b) all other costs, charged and expenses that he or she sustains or incurs in respect to the affairs of the Board of Management.
- 9.2 Notwithstanding the above, no director or officer of the Board of Management shall be indemnified by the Board of Management in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed upon him or her under any act, unless in an action brought against him or her in his or her capacity as director or officer, he or she has achieved complete or substantial success as a defendant.
- 9.3 The Board of Management shall obtain and maintain, at all times, insurance coverage in a form acceptable to the Town of the types and amounts appropriate for a Board of Management of its size and business type which coverage shall include the Town with respect to any loss, claims or demands made against the Board of Management.

10. General

- 10.1 The part and section headings contained throughout this document are for reference purposes only and do not form a part of this by-law. This by-law is to be interpreted without reference to such headings.
- 10.2 If a court of competent jurisdiction declares any provision, or any part of a provision, of this by-law to be invalid or to be of no force and effect, it is the intention of the Town in enacting this by-law that such provision or part of a

provision shall be severable, and such a decision shall not affect the validity of the remaining sections, subsections, clauses or phrases of this by-law.

10.3 The following Schedules attached to this by-law form and are part of this by-law;

(a) Schedule "A" – Aurora Business Improvement Area Map

10.4 This by-law may be referred to as the "Aurora Business Improvement Area By-law".

10.5 This by-law shall come into full force and effect on the date of final passage hereof.

Enacted by Town of Aurora Council this 18th day of September, 2018.



Geoffrey Dawe, Mayor



Michael de Rond, Town Clerk

Schedule A

Aurora Business Improvement Area Map

