

## **BY-LAW NO. 1**

### **A By-Law relating generally to the conduct of the affairs of the PARKDALE BUSINESS IMPROVEMENT AREA**

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of the Parkdale Village Business Improvement Area (hereinafter called the "BIA") as follows:

#### **1. PARKDALE VILLAGE B.I.A.**

**The name of the organization is Parkdale Village Business Improvement Area**

#### **2. MISSION**

**The Parkdale Village BIA is the voice of the business community. It is committed to improving and promoting the Parkdale Village area through investment and advocacy to maintain its position as one of Toronto's premier destinations for shopping, business, and experiencing diverse culture and entertainment.**

#### **3. OBJECTIVES**

**The purposes of the B.I.A. are to:**

- 3.1 improve, beautify, and maintain municipally owned lands, buildings and structures in this area, beyond such improvement, beautification and maintenance provided at the expense of the City of Toronto at large;
- 3.2 promote the area as a business, shopping and entertainment area; and
- 3.3 do all things necessary and appropriate to achieve the foregoing in accordance with applicable legislation or authorities.

#### **4. HEAD OFFICE**

**The head office shall be located in the community of Parkdale, in the City of Toronto in the province of Ontario, at such a place that the Board of Management may determine from time to time.**

#### **5. FISCAL YEAR**

**The fiscal year of the B.I.A. shall terminate on December 31 in each year.**

J.D.

## **Rules of Procedure**

- (1) The rules in this by-law are to be observed in all meetings of the general membership, the Board and committees of the Board.
- (2) The rules of procedure are to be interpreted in a manner that promotes the following fundamental principles:
  - (a) 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;
  - (b) the maintenance of decorum, with all participants being treated with courtesy and respect; and
  - (c) all members have the right to information to help make decisions;
  - (d) members have a right to an efficient meeting;
  - (e) all members have equal rights, privileges and obligations; and
  - (f) in the event of conflict, facilitating a reasonable compromise.
- (3) A motion to amend or repeal the procedures by-law requires a vote of two-thirds of the entire Board to pass.
- (4) Unless this by-law specifies otherwise, a matter passes when a majority of members present vote for it.
- (5) The BIA general membership has the right to participate in the decision-making process of the Board by writing to the Board or committee, by submitting a public petition, or by making a public presentation.

## **6. MEMBERSHIP**

### **6.1 Membership Eligibility**

The following shall be eligible for membership in the B.I.A.:

- 6.1.1 Property owners: members of an improvement area consist of persons who are assessed, on the last assessment roll, with respect to ratable property in the area that is in a prescribed business property class; and
- 6.1.2 Tenants: tenant of such ratable property, who, by the terms of their lease are responsible for the part of the taxes that the tenant is required to pay under the tenant's lease.

## **6.2 Rights and Benefits of Membership**

Every member in good standing is entitled:

- 6.2.1 to attend any Annual or General meeting of the B.I.A.;
- 6.2.2 to one vote on each question arising to any Annual or General Meeting of the B.I.A.; and
- 6.2.3 to hold any office of the B.I.A.

## **6.3 Nominees**

If a member is a corporation or a partnership it shall designate in writing to the Board of Management a nominee to attend an Annual or General Meeting of the B.I.A. on its behalf and where a Member operates one or more corporations or partnerships or two or more tenanted locations it shall appoint a different nominee for each such entity or location.

## **7. MEMBERSHIP MEETINGS**

### **7.1 Annual General Meetings**

The annual general Meeting (AGM) of the B.I.A. shall be held at a location in Toronto specified in the meeting notice no later than in the month of November in each year as determined by the Board of management. The AGM agenda shall include:

- 7.1.1 Financial Statements AND Reports;
- 7.1.2 Auditor's Report;
- 7.1.3 Annual Budget;
- 7.1.4 Annual Report of the Board of Management;
- 7.1.5 Minutes of the last Annual General Meeting;
- 7.1.6 Election of Board of Management (subject to approval by City Council of the City of Toronto), in an election year;
- 7.1.7 Appointment of auditor for following year, and;
- 7.1.8 Any other business that may properly be brought before the meeting.

### **Public Access**

All membership meetings shall be open to the public, except as provided in section 190 of the *City of Toronto Act, 2006*, whereby meetings may be closed if the subject matter being considered include, for example, employee negotiations, litigation or potential litigation, and advice that are subject to solicitor-client privilege. Comments and questions from non-BIA members of the public attending such meetings shall be permitted at the discretion of the meeting Chair.

### **7.2 General Meetings**

The Board of Management may, from time to time, call a General Meeting of the Members of the B.I.A. for any date and time to be held at a location in Toronto, as specified in the Notice.

### **7.3 Notice of Meetings**

- 7.3.1 Notice of the Annual General Meeting or of a General Meeting of Members shall be sent by prepaid mail at least ten (10) days (exclusive of the day of mailing and of the day for which the notice is given) in advance to each Member and each Member of the Board of Management as well as the Commissioner of Economic Development, Culture and Tourism department, at the addresses as they appear on the books of B.I.A. and if no address is given therein then to the last address of each known to the Secretary; provided always that a meeting of members may be held for any purpose on any date and at any time and at any place within Ontario, without notice, if all Members are present in person at the meeting or if all the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.
- 7.3.2 The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph (i) shall not invalidate any resolution passed or any proceedings taken at any meeting.

### **7.4 Quorum**

A quorum for the Annual General Meeting or for a General Meeting of the B.I.A. shall be 6 members (as stated in the Toronto municipal code and not 7 as previously stated in the by-laws). No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

### **7.5 Determination of Questions**

- 7.5.1 Questions arising at any meeting of members shall be decided by a majority vote unless otherwise stated in these By-Laws or as required by law.
- 7.5.2 At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a member.
- 7.5.3 The Chair shall declare that a resolution has been carried out or not carried. It will be entered into the minutes of the B.I.A.. It is not necessary to record the number or the proportion of votes.
- 7.5.4 The Chair shall not vote on any matter unless there is a tie, in which case the Chair shall have the casting vote.

### **7.6 Meeting Procedures**

Subject to the By-laws of the B.I.A., the procedure to be used at all general and Annual General Meetings shall be governed by the latest edition of Robert's Rules of Order.

### **7.7 Nominees**

For the purposes hereof and section 8, designated nominees of Members shall be considered Members.

## **8. BOARD OF MANAGEMENT**

### **8.1 Board Composition**

The affairs of the B.I.A. shall be governed by a Board of Management (sometimes called the 'Board') whose Members are approved by City Council and the City of Toronto, and shall be 12 members, composed from:

- 8.1.1 members nominated at an Annual general Meeting;
- 8.1.2 members appointed directly by the City of Toronto Council.

### **8.2 Term of Office**

- 8.2.1 The term of office for the Board of Management is from time to time of his or her appointment by City council until the expiration of the term of the City Council that appointed him or her, so long as the Member continues to be qualified as a Member.
- 8.2.2 In an election year, the new Board cannot officially assume its duties until approved by City Council, therefore the outgoing Board must continue to hold office until their successors are appointed.

### **8.3 Powers**

The Board may, on behalf of the B.I.A, exercise all the powers that the B.I.A. may legally exercise in fulfillment of its objects, unless the Board is restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power:

- 8.3.1 to enter into contracts or agreements;
- 8.3.2 to make banking and financial arrangements;
- 8.3.3 to execute documents;
- 8.3.4 to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the B.I.A.;
- 8.3.5 to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable; and
- 8.3.6 to purchase insurance to protect the property, rights and interests of the B.I.A., its members, the Board and Officers from any claims, damages, losses or costs arising from or related to the affairs of the B.I.A.

#### **8.4 Role and Function**

The Board shall be responsible for:

- 8.4.1 making decisions on policies affecting the B.I.A.,
- 8.4.2 managing the affairs of the B.I.A.,
- 8.4.3 hiring of staff of the B.I.A., and
- 8.4.4 appointing such committees as may be required to accomplish the work of the B.I.A.

#### **8.5 Borrowing Powers**

The B.I.A. shall not borrow money and, without the prior approval of City Council, may not incur indebtedness extending beyond the current year.

#### **8.6 Board Eligibility**

Each Board member shall be a Member of the B.I.A. or be nominated by the B.I.A. and shall remain a member throughout his or her term of office.

#### **8.7 Vacancies**

Where a vacancy on the Board occurs, the Board of Management may nominate a replacement, subject to City Council approval, who shall hold office for the remainder of the term for which his or her predecessor was appointed. If there is no quorum of the Board, the remaining Board Members shall call a general meeting of the B.I.A. to fill any vacancy.

#### **8.8 Quorum**

- 8.8.1 Quorum for a meeting of the Board of Management shall be a simple majority, not including the Ward Councillor(s).
- 8.8.2 A member of the City Council appointed to a Board shall not be included for the purpose of determining what constitutes a quorum of the Board, but a member of City Council attending a meeting of a Board may be counted in order to achieve quorum.
- 8.8.3 In the event quorum is not present 15 minutes after the time appointed for a meeting, the members present may ask the Secretary to call the roll and record the names of the members present and the meeting will then stand adjourned until the next scheduled meeting, or at the call of the Chair.
- 8.8.4 If quorum is lost during a meeting for a period of 15 minutes, members present may ask the Secretary to record the names of those members present and the meeting will stand adjourned until the next scheduled meeting or at the call of the Chair.
- 8.8.5 The members present may agree to proceed informally with the agenda and the Secretary shall report to the next meeting of the Board on any proposals made at the informal gathering.
- 8.8.6 Any proposals made at the informal gathering shall be submitted to the Board for consideration at the next regular meeting.

- 8.8.7 If neither the Chair nor the Vice-Chair has arrived 15 minutes after the time the meeting is to start and, if a quorum is present, one of the other members of the Board may be appointed Acting Chair.
- 8.8.8 The Acting Chair shall preside and discharge the duties of the Chair during the meeting, or until the arrival of the Chair or Vice-Chair.

### **8.9 Meetings of the Board**

- 8.9.1 Meetings of the Board may be cancelled by the Chair, the Vice-Chair, the Secretary or any two Members of the Board. The Board may hold its meetings at any place in the City of Toronto in the province of Ontario as it may from time to time determine.
- 8.9.2 No formal notice of any meeting of the Board shall be necessary if all the elected Board members are present or if those absent have indicated their consent to the meeting being held in their absence.
- 8.9.3 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Board may also take place without notice immediately after an Annual General Meeting at which the Board is elected, provided a quorum is present.
- 8.9.4 No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
- 8.9.5 The members of the Board shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a casting vote in addition to his or her original vote.
- 8.9.6 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour or against any resolution.
- 8.9.7 Notice of AGM's and meetings of the Board shall be posted on the BIA's website and in a conspicuous place at the BIA's office, if applicable.
- 8.9.8 The Board shall hold at least four meetings per year, including the AGM.
- 8.9.9 Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary or any two members of the Board. The Board may hold its meeting at any place in the City of Toronto as it may from time to time determine.
- 8.9.10 All board members must be notified of Board meetings at least five business days in advance of the meeting date. The Board may establish a select day or days in any month or months for regular meetings at an hour to be named.
- 8.9.11 The Chair may cancel or postpone a scheduled meeting of the Board if it appears certain that quorum will not be reached or if there is insufficient BIA business to warrant a meeting.

8.9.12 Except as provided in section 190 of the *City of Toronto Act, 2006*, all meetings shall be open to the public.

#### Agenda and Minutes

- (1) 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.
- (2) Board members are entitled to submit agenda items for consideration by forwarding them to the Secretary prior to the agenda distribution deadline.
- (3) The Secretary shall distribute the agenda and previous meeting minutes to all Board members a minimum of three business days prior to the subject Board meeting.
- (4) The Secretary shall make the agenda available to the public after delivery of the agenda to the Board members.
- (5) The Secretary shall cause the minutes of each meeting and present the minutes at the following meeting for adoption.
- (6) The minutes shall record:
  - (a) the place, date and time of meeting;
  - (b) the names of all those present at the meeting;
  - (c) the correction and adoption of the minutes of the prior meeting; and
  - (d) all motions, decisions and other proceedings of the Board.

#### Votes

- (1) With the exception of the Chair, who shall vote only to make a tie or break a tie, 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.
- (2) The members of the Board shall vote on any motion arising at any meeting of the Board. All motions must be seconded prior to proceeding to a vote.



- (3) Motions may include:
  - (a) motion to approve or adopt an item;
  - (b) motion to receive an item;
  - (c) motion to postpone or refer an item; and
  - (d) 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.
- (4) A majority of votes shall decide each motion.
- (5) A tie vote means a motion does not carry.
- (6) A declaration by the Chair that a motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favor or against any motion.

#### Deputations

The Board may hear deputations from the public at its discretion and may set limits for speaking time.

#### Special Meetings

- (1) Special meetings of the Board may be called by the Chair on 24-hours notice, whenever he or she considers it necessary to do so.
- (2) If a written request is made by a majority of the Board members to call a special meeting, it is the duty of the Chair, or in case of his or her absence, the Secretary, to summon a special meeting of the Board within the time frame set out in the written request.

### **8.10 Confidentiality and Privacy of Information**

8.10.1 The B.I.A., through its Board of Management shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy and access to information.

8.10.2 In this regard, every Board member shall:

- 8.10.2.1 respect the confidentiality of all matters discussed at Board meetings and any other information and documentation to which one may have access to in the capacity as Board member of the B.I.A.; and

- 8.10.2.2 respect and act in accordance with B.I.A. policies governing the privacy and access to information to which one may acquire in the capacity of Board Member of the B.I.A.

### **8.11 Standard of Care**

Every Board member and officer of the B.I.A shall:

- 8.11.1 exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the B.I.A; and
- 8.11.2 exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

### **8.12 Conflict of Interest**

Every Board member who has any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the B.I.A. shall disclose his or her interest in the manner required by the municipal Conflict of interest Act, R.S.O. 1190 c M-50 ([http://www.e-laws.gov.on.ca/html/stutes/english/elaws\\_statutes\\_90m50\\_e.htm](http://www.e-laws.gov.on.ca/html/stutes/english/elaws_statutes_90m50_e.htm)) or as the same may be amended and shall:

- 8.12.1 declare his or her interest at the first meeting of the Board after which he or she became interested or aware of any such interest;
- 8.12.2 request that his or her declaration be recorded in the minutes of the meeting; and
- 8.12.3 not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

### **Code of Conduct**

The Board shall comply with the provisions of the City of Toronto Code of Conduct for Members of Local Boards (<http://www.toronto.ca/integrity/pdf/code-conduct-local-boards.pdf>).

### **8.13 Removal**

- 8.13.1 A Board member may be removed from the Board for:
  - 8.13.1.1 ceasing to be a Member in good standing;
  - 8.13.1.2 absence from three (3) consecutive meetings of the Board, unless there are extenuating circumstances;
  - 8.13.1.3 failure to perform any duty or tasks as set out in the By-Laws and any governing policies;
  - 8.13.1.4 a breach of the provisions of the By-laws regarding conflict of interest;
  - 8.13.1.5 a breach of the provisions of the By-laws regarding confidentiality and privacy of information;

8.13.1.6 breach of the provisions of the By-laws regarding the standard of care referred to in sub-section (K) above and/or behavior deemed harmful to the welfare or vested interests of the B.I.A.

8.13.2 To remove a Board member from office for any of the reasons set out in this section, a resolution shall be made and approved by a simple majority of the Board members present at a duly called meeting of the Board to which notice specifying the intent to pass such resolution has been given.

## **9. OFFICERS**

### **9.1 Election and Term Office**

9.1.1 The Board of Management shall elect from among themselves a Chair, Vice-Chair, Secretary and Treasurer who shall serve until the next Annual general Meeting or until he or she is removed from office by resolution of the Board of Management.

9.1.2 Officers shall be elected annually by the Board of Management at the first meeting following the Annual General Meeting.

### **9.2 Duties of the Officers**

9.2.1 The Chair shall:

- 9.2.1.1 chair all meetings of the B.I.A. and of the Board, follow the agenda, and decide on whether motions are in order when present in person and able;
- 9.2.1.2 have general supervision of the affairs of the B.I.A.;
- 9.2.1.3 sign all By-laws and execute any documents with the Secretary and Treasurer;
- 9.2.1.4 perform any other duties, which the Board may, from time to time, assign;
- 9.2.1.5 sit, ex officio, on all committees; and
- 9.2.1.6 ensure that all past records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer;
- 9.2.1.7 rule on all procedural matters and maintain decorum;
- 9.2.1.8 ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes;
- 9.2.1.9 have general supervision of the affairs of the BIA;
- 9.2.1.10 be the public representative of, and spokesperson for, the Board.

9.2.2 The Vice-Chair shall:

- 9.2.2.1 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; and perform any other duties, which the Board may, from time to time, assign.

9.2.3 The Secretary shall:

- 9.2.3.1 keep or cause to be kept the B.I.A.'s records and books of the B.I.A., including the registry of Officers and Board members, the registry of Members, the minutes of the Annual General Meeting, General Meetings and meetings of the Board or any committees thereof, any committee reports, the By-laws and resolutions;
- 9.2.3.2 certify copies of any record, registry, by-law, resolution or minute;
- 9.2.3.3 send or cause to be sent any notices required for the Annual General Meeting, General Meetings and meetings of the Board of Management; and
- 9.2.3.4 perform any other duties, which the Board may, from time to time, assign.
- 9.2.4.5 give notice 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 five business days, where feasible, in advance of the meeting;
- 9.2.4.6 take minutes of each regular and special meeting of the Board and shall record in the minutes: the place, time and date of meeting; the name of the Chair, the Members present and the Members absent; any correction to, and the adoption of, the minutes of the previous meeting; and, all resolutions.

9.2.4 The Treasurer shall:

- 9.2.4.1 cause to be kept and maintained the financial records and books of the B.I.A.;
- 9.2.4.2 assist the auditor in the preparation of the financial statements of the B.I.A.;
- 9.2.4.3 perform any other duties, which the Board may, from time to time, assign;
- 9.2.4.4 maintain or cause to be maintained and inventory of all physical assets owned or lease by the B.I.A; and
- 9.2.4.5 cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the City.
- 9.2.4.6 co-sign all contracts and agreements which have a direct financial impact upon the BIA; and
- 9.2.4.7 prepare and present written financial updates for the Board's review and consideration at each regular meeting.

## **10. THE EXECUTIVE DIRECTOR**

### **10.1 Appointment**

The Board of Management shall hire or contract an Executive Director and prescribe the duties of this position.

### **10.2 Duties**

10.2.1 The Board shall delegate to the Executive Director the responsibility for the management and the execution of the B.I.A.

10.2.2 The executive director shall:

10.2.2.1 be the Chief Administrative Officer;

10.2.2.2 be the senior staff person, responsible for the hiring and termination of all other staff;

10.2.2.3 attend all meetings of the Board of Management and be entitled to speak on all matters, without the right to vote, and;

10.2.2.4 sit ex-officio, on all committees.

### **10.3 Remuneration and Evaluation**

The Board shall:

10.3.1 establish the remuneration for the Executive Director through a resolution of the Board; and shall:

10.3.2 annually, and jointly with the Executive director, carry out a formal and written evaluation of the position of the Executive Director, within a mutually determined and agreed upon approach, process and time frame. The Chair of the Board shall represent the Board in this matter.

## **11. COMMITTEES OF THE BOARD**

**To assist in the discharge of its responsibilities, the B.I.A. Board of management, from time to time established standing and ad hoc committees:**

### **11.1 Standing Committees**

There shall be two standing committees, the executive Committee and the Finance Committee:

#### **11.1.1 TERMS OF REFERENCE- EXECUTIVE COMMITTEE**

The Executive Committee:

11.1.1.1 shall have all powers of the Board to deal with matters(s) requiring emergency action. The executive committee shall report to the next meeting of the Board on all acts and proceedings, subject to review at that time;

- 11.1.1.2 may have meetings called by the Chair, between Board meetings to discuss month-to-month business requiring Board action and for emergency action between regular meetings;

### **11.2 Ad Hoc Committees:**

The B.I.A. Board of Management will use ad hoc committees when specific items or issues require time and attention that the Board cannot take on its own:

- 11.2.1 Committees will be instructed to research said items or issues and make recommendations for action to the Board of Management, submitted in a formal written final report that is to be delivered by an established date.
- 11.2.2 Committees will be established at the B.I.A.'s Annual General Meeting in a Municipal election year, and will stand for until the next Municipal election year.
- 11.2.3 The Board shall appoint members to committees in between as it sees fit.
- 11.2.4 Only members of the B.I.A. are eligible to sit on a committee. Members can join a committee by signing up at the AGM.
- 11.2.5 The duties and timeline of the committee is drafted by the Board of Management and provided, in writing, at the first committee meeting.
- 11.2.6 The first committee meeting is set and chaired by a Board member, appointed by the Board of Management.
- 11.2.7 At the first committee meeting, committee members shall elect a permanent committee chair. The committee chair is responsible for setting the committee's meeting schedule, taking minutes at meetings and providing a copy of meeting minutes to the B.I.A. coordinator each month.
- 11.2.8 Committees will set their own meeting and operational schedule in order to fulfill the tasks set out for the Committee by the Board of Management, in the time frame set out by the Board of Management.
- 11.2.9 If no committee meeting has occurred in any given month, the committee chair must deliver, to the coordinator, a written update on the status of the committee's activity by the end of the month
- 11.2.10 At the end of the committee's tenure, the committee must provide, in writing a formal report to the B.I.A coordinator to pass on to the Board. The report is expected to set out all the duties as set out in the instructions circulated at the first committee meeting, providing insight and action recommendations for the Board.
- 11.2.11 Upon review, the Board will thank and respond, in writing, to the committee's report. The Board's response will be circulated via the coordinator.
- 11.2.12 The Board is obliged to take the recommendations of the committee under careful consideration but is not obliged to follow or adopt these recommendations. In cases where the Board decides to not follow the recommendations of the committee, the Board will ask the committee chair to attend the next Board meeting so that the questions can be discussed thoroughly in person. If the committee chair declines this meeting, the Board will make their final decision without this meeting.

## **12. SIGNING AUTHORITY**

Four (4) persons shall have signing authority for the B.I.A.: the Chair, the Treasurer, the Vice-Chair, and the Secretary.

Two (2) signatures of foregoing shall be required on all cheques issued by the B.I.A.

## **13. REMUNERATION**

- 13.1 No Board member shall receive remuneration in payment for services carried out in that capacity.
- 13.2 Board members may be reimbursed for all reasonable, out-of-the-ordinary expenses directly relating to their functions as Board members. Reimbursement for any such expenses must be approved in advance by the Board of Management.

## **14. AUDITOR**

**The Board shall appoint an external Auditor to be the Auditor for the B.I.A. and all books, documents, transactions, minutes and accounts of the B.I.A. shall at all times be open to his or her inspection.**

## **15. INDEMNIFICATION**

**The B.I.A shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:**

- 15.1 All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- 15.2 All other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her willful neglect or default.

## **16. REVIEW MECHANISM AND DISSOLUTION**

- 16.1 Should a majority vote be received to dissolve the B.I.A., a request shall be made to the City of Toronto to repeal the by-law establishing the B.I.A.
- 16.2 Upon the repeal of a by-law under the Municipal Act the Board of Management is dissolved and the assets and liabilities of the Board become the assets and liabilities of the municipality.

- 16.3 If the liabilities assumed under section (b) exceed the assets assumed, the City of Toronto may recover the difference by imposing a charge on all ratable property in the former improvement area that is in a prescribed business property class.

**17. CONSISTENCY WITH REGULATION**

- 17.1 Nothing contained in this by-law shall require the commission of any act which is contrary to an express provision of the Municipal Act or any by-laws of the Corporation of the City of Toronto relating to the Board of Management of the area or “Business Improvement Areas” as defined by the Municipal Act.
- 17.2 If there shall exist any conflict between any provision contained in these By-laws and any such provision of the Municipal Act or these By-laws, the latter shall prevail, and the provision or provisions herein affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict, and as so modified these By-laws shall remain in full force and effect.

**18. AMENDMENTS**

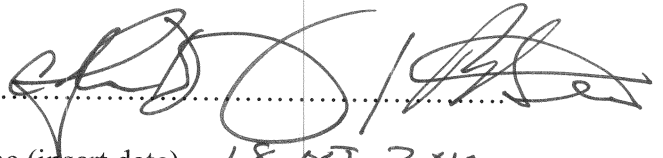
**By-laws of the B.I.A. may be enacted, repealed, amended, added or re-enacted by the Board of Management, upon approval of a General Meeting of Members duly called to consider confirmation of such by-law amendment.**

**19. EFFECTIVE DATE**

**These By-laws come into force and are effective immediately, subject to ratification and confirmation by the members at a General Meeting called for that purpose or the Annual general Meeting, whichever occurs first.**

PASSED by the Board of Management this (date)...  
THE BOARD OF MANAGEMENT  
FOR THE PARKDALE VILLAGE BUSINESS IMPROVEMENT AREA

CHAIR/SECRETARY (signature).....



APPROVED by the Membership the (insert date) ...18 OCT 2010...