

**CORPORATION OF THE MUNICIPALITY OF STRATHROY-CARADOC**

**BY-LAW NO. 01-21**

**BEING A BY-LAW TO AMEND BY-LAW 94-18**

**A BY-LAW TO PROVIDE FOR THE IMPROVEMENT AREA KNOWN AS THE  
STRATHROY DOWNTOWN BUSINESS IMPROVEMENT ASSOCIATION  
IMPROVEMENT AREA AND TO ESTABLISH A BOARD OF MANAGEMENT  
THEREFORE**

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**SCHEDULE**

Schedule 'A' – Improvement Area

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**WHEREAS** subsection 5(3) of the Municipal Act, 2001, S.O. 2001, c. 25 as amended provides that a municipal power shall be exercised by by-law;

**AND WHEREAS** section 9 of the Municipal Act, 2001 provides that a municipality has the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this or any other Act;

**AND WHEREAS** subsection 10(1) of the Municipal Act, 2001 provides that a municipality may provide any service or thing that the municipality considers necessary or desirable for the public;

**AND WHEREAS** subsection 10(2) of the Municipal Act, 2001 provides that a municipality may pass by-laws respecting: in paragraph 1, Governance structure of the municipality and its local boards; paragraph 2, Accountability and transparency of the municipality and its operations and of its local boards and their operations; paragraph 3, Financial Management of the municipality and its local boards; in paragraph 7, Services and things that the municipality is authorized to provide under subsection (1);

**AND WHEREAS** subsection 11(3) of the Municipal Act provides that a lower tier municipality may pass by-laws in respect of the matters touched upon herein including economic development, culture and business;

**AND WHEREAS** subsection 204(1) of the Municipal Act, 2001 provides that a local municipality may designate an area as an improvement area and may establish a board of management,

- (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;

**AND WHEREAS** section 208 of the Municipal Act, 2001 provides that a local municipality shall annually raise the amount required for the purposes of a board of management, including any interest payable by the municipality on money borrowed by it for the purposes of the board of management;

**AND WHEREAS** subsection 208(2)(a) of the Municipal Act, 2001 provides that a municipality may establish a special charge for the amount to be raised by levy upon rateable property in the improvement area that is in a prescribed business property class;

**SHORT TITLE  
STRATHROY-CARADOC  
DOWNTOWN BIA BY-LAW**

**1.0 Definitions**

1.1 For the purpose of this by-law,

**“Board of Management”** means the Strathroy-Caradoc Downtown Business Improvement Association Board of Management;

**“Strathroy-Caradoc Downtown Business Improvement Area”** means the area as described in section 2.1 and shown on the attached Schedule “A”.

**“Municipality”** means The Corporation of the Municipality of Strathroy-Caradoc;

**“Council”** means the Council of the Municipality of Strathroy-Caradoc;

**“Member”** means the person(s) 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.

**2.0 Designation of the Business Improvement Area**

2.1 The area comprising those lands in the Municipality of Strathroy-Caradoc indicated within the boundary shown on Schedule “A” attached to this by-law.

### **3.0 Board of Management Established**

3.1 A Board of Management is established under the name The Strathroy Downtown Business Improvement Association Board of Management.

3.2 The Board of Management is a local board of the Municipality for all purposes.

3.3 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.

3.4 The Board of Management is not authorized to:

- (a) acquire or hold an interest in real property; or
- (b) to incur obligations or spend money except in accordance with section 6.

3.5 The head office for the Board of Management shall be located in the Municipality of Strathroy-Caradoc.

### **4.0 Board Composition**

4.1 The Board of Management shall consist of nine (9) directors as follows:

- (a) the Mayor or the Mayor's designate, and a Member of Council;
- (b) if the Mayor assigns a designate, that individual shall hold all of the rights and privileges of a director;
- (c) the remaining directors may be Members who shall be appointed by Council;
- (d) the Council retains the right, in its sole discretion, to terminate a director's appointment and remove the director from the Board of Management; and
- (e) one of the directors may be the immediate past Chair.

4.2 Council may decline to appoint Members under section 4.1(c) in which case Council may:

- (a) leave the position(s) vacant; or
- (b) appoint a further director(s) at the sole discretion of Council.

4.3 Directors may serve for a term that is the same as the term of the Council that appoints them or until their successors are appointed.

- 4.4 The appointment of a director may be terminated if a director is absent from three consecutive meeting(s) of the Board of Management without being authorized to do so by a resolution of Council.
- 4.5 If the seat of a director becomes vacant for any reason the Council may fill the vacancy.
- 4.6 A director may be reappointed to the Board of Management.
- 4.7 Directors shall serve without remuneration.

## **5.0 Board Procedures**

- 5.1 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.
- 5.2 By-laws passed by the Board of Management shall not conflict with federal or provincial legislation or the Municipality's by-laws.
- 5.3 The Board of Management may 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 a by-law of the Municipality.
- 5.4 If the Board of Management does not pass by-laws as referenced in 5.3 then the Council's Procedure By-law shall apply with necessary modifications.
- 5.5 A majority of the appointed directors constitutes a quorum at any meeting of the Board of Management.
- 5.6 Despite any vacancy among the directors, a quorum of directors may exercise the powers of the Board of Management.
- 5.7 A director has one vote.
- 5.8 The meetings of the Board of Management and the meetings of the Members shall be open to the public and only those persons that the Board of Management considers to have engaged in improper conduct at a meeting may be excluded from the meeting.
- 5.9 The Board of Management may close a meeting or a part of the meeting to the public only in accordance with section 239 of the *Municipal Act*, 2001.

- 5.10
- (1) The Board of Management shall hold at least ten (10) meetings during each fiscal year and the interval between one meeting and the next shall not exceed sixty (60) days.
  - (2) A majority of directors may requisition a special meeting of the Board of Management by serving a copy of the requisition on the chair or vice- chair of the Board of Management.
  - (3) The chair of the Board of Management may call a special meeting of the Board of Management at any time whether or not he or she has received a requisition under subsection (2).
- 5.11
- (1) If a chair of the Board of Management is not appointed by the Council the Board of Management shall elect from its directors a chair and vice-chair.
  - (2) The chair and vice-chair are eligible for re-election.
- 5.12
- (1) Unless a secretary is appointed by the Municipality, the Board of Management shall appoint a secretary who will:
    - (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 clauses (a), (b) and (c) as the Board of Management may from time to time direct.
- 5.13
- (1) The Board of Management may appoint such committees as it determines necessary to conduct the business of the Board of Management.
  - (2) Each committee appointed shall be composed of not fewer than three (3) directors of the Board of Management and shall perform such duties and undertake such responsibilities as the Board of Management specifies and shall report only to the Board of Management.
  - (3) Any director may be the chair or vice-chair of a committee.

- 5.14 The *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50 applies to the directors and Members.
- 5.15 Council may designate an appointed official of the Municipality who shall have the right to attend meetings of the Board of Management and its committees and to participate in their deliberations but is not entitled to vote, be the chair or vice-chair or act as the presiding officer at a meeting.
- 5.16 The Board of Management shall comply with all applicable provisions of the Municipal Act, 2001 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.

## **6.0 Financial**

- 6.1
- (1) The Board of Management shall prepare and submit to the Council annually a budget of its estimated revenues and expenditures by the date and in such form and detail as required by the Municipality's Treasurer.
  - (2) The Board of Management shall hold a meeting of the Members for discussion of the budget.
  - (3) Prior to submitting the budget to the Council, the Board of Management shall hold a meeting of the Members for discussion of the budget.
  - (4) Council may approve the budget in whole or in part and may make such changes to it as Council considers appropriate, but Council may not add expenditures to it.
- 6.2 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, 2001;
  - (b) incur any indebtedness extending beyond the current year without the prior approval of the Council; or
  - (c) borrow money.
- 6.3 The fiscal year of the Board of Management is the same as the fiscal year of the Municipality.

- 6.4 The accounts and transactions of the Board of Management shall be audited annually by the auditor of the Municipality.
- 6.5 Not later than March 31st of each year the Board of Management shall prepare and submit to Council an annual report for the preceding year which shall include the audited financial statements.
- 6.6 The Board of Management shall provide the Municipality's Treasurer with such financial information as the Municipality's Treasurer may require in the Treasurer's sole discretion.
- 6.7 (1) 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.
- (2) The Board of Management shall keep or cause to be kept and maintained all such books of accounts and accounting records as the Municipality's Treasurer may require.
- 6.8 The Board of Management shall make all of its books and records available at all times to such persons as determined by the Municipality's Treasurer and shall provide certified true copies of such minutes, documents, books, records or any other writing as the Municipality's Treasurer may require.
- 6.9 (1) 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 relating to the carrying out of the purposes and objects of the Board of Management.
- (2) The Board of Management shall:

- (a) file with the Municipality's Treasurer all such information records, accounts, agendas, notices, paper and all other materials as the Municipality's Treasurer may require; and
- (b) make such reports within the time specified by the Municipality's Treasurer and containing such content as the Municipality's Treasurer may require.

- 6.10 (1) The Board of Management shall from time to time provide the Municipality's Treasurer as requested with statements of:
- (a) revenues and expenditures;
  - (b) profit and loss; and
  - (c) such financial matters or operating expenditures as the Municipality's Treasurer may require.
- (2) The statements referred to in subsection (1) shall be in such form as the Municipality may require.

- 6.11 (1) The Municipality is entitled to receive any profits resulting from the operations of the Board of Management and is responsible for any losses incurred by the Board of Management.
- (2) Council may define 'profits' for the purpose of subsection (1).

- 6.12 (1) Upon dissolution of the Board of Management, the assets and liabilities of the Board of Management become the assets and liabilities of the Municipality.
- (2) If the liabilities assumed under subsection (1) exceed those assumed, the Council may recover the difference by imposing a levy on all rateable property in the former improvement area prescribed business property class.

## **7.1 Indemnification & Insurance**

- 7.1 (1) Subject to subsection (2), every director or officer of the Board of Management and his or her heirs, executors, administrators and legal personal representatives may from time to time be 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.

(2) 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.

(3) The Board of Management may purchase and maintain insurance for the benefit of a director or officer thereof, except insurance against a liability, cost, charge or expense of the director or officer incurred as a result of his or her failure to exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the Board of Management, exercising in connection therewith the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.2 The Board of Management may obtain and maintain insurance coverage in a form acceptable to the Municipality of the types and amounts appropriate for a Board of Management of its size and business type which coverage shall include the Municipality with respect to any loss, claims or demands made against the Board of Management.

## **8.0 Meetings of Members**

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

8.2 Notice for all Members' meetings shall be:

(a) Sent by prepaid mail to each Member not less than 15 days prior to the meeting. Notice shall be mailed 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) Delivered personally to each Member; or
- (c) By way of electronic notice, including but not limited to email, text, fax or telephone.

8.3 Notice of a meeting of the Members shall include an agenda.

8.4 Each Member has one vote regardless of the number of properties that the Member may own or lease.

8.5 A Member that is a corporation may nominate in writing one individual to vote on its behalf.

8.6 A majority of the Members constitutes a quorum at any meeting of the Members.

8.7 The Board of Management has the authority to call any special meeting of the Members it deems necessary.

## **9.0 General**

9.1 Council may by by-law dissolve the Board of Management and any property of the Board of Management remaining after its debts have been paid vests in the Municipality.

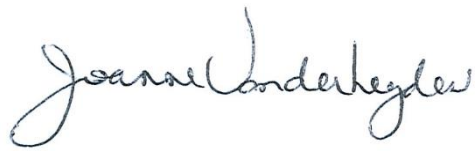
9.2 This by-law may be referred to as the “Strathroy-Caradoc Downtown Business Improvement Association Board of Management By-law”.

## **10.0 Repeal – Enactment**

10.1 By-law – previous  
By-law 94-18 and all of its amendments are hereby repealed.

10.2 Effective date  
This by-law comes into force on January 18, 2021

**Read a FIRST, SECOND and THIRD TIME FINALLY PASSED in open Council this 18<sup>th</sup> day of January, 2021.**

A handwritten signature in cursive script, reading "Joanne Vanderheyden".

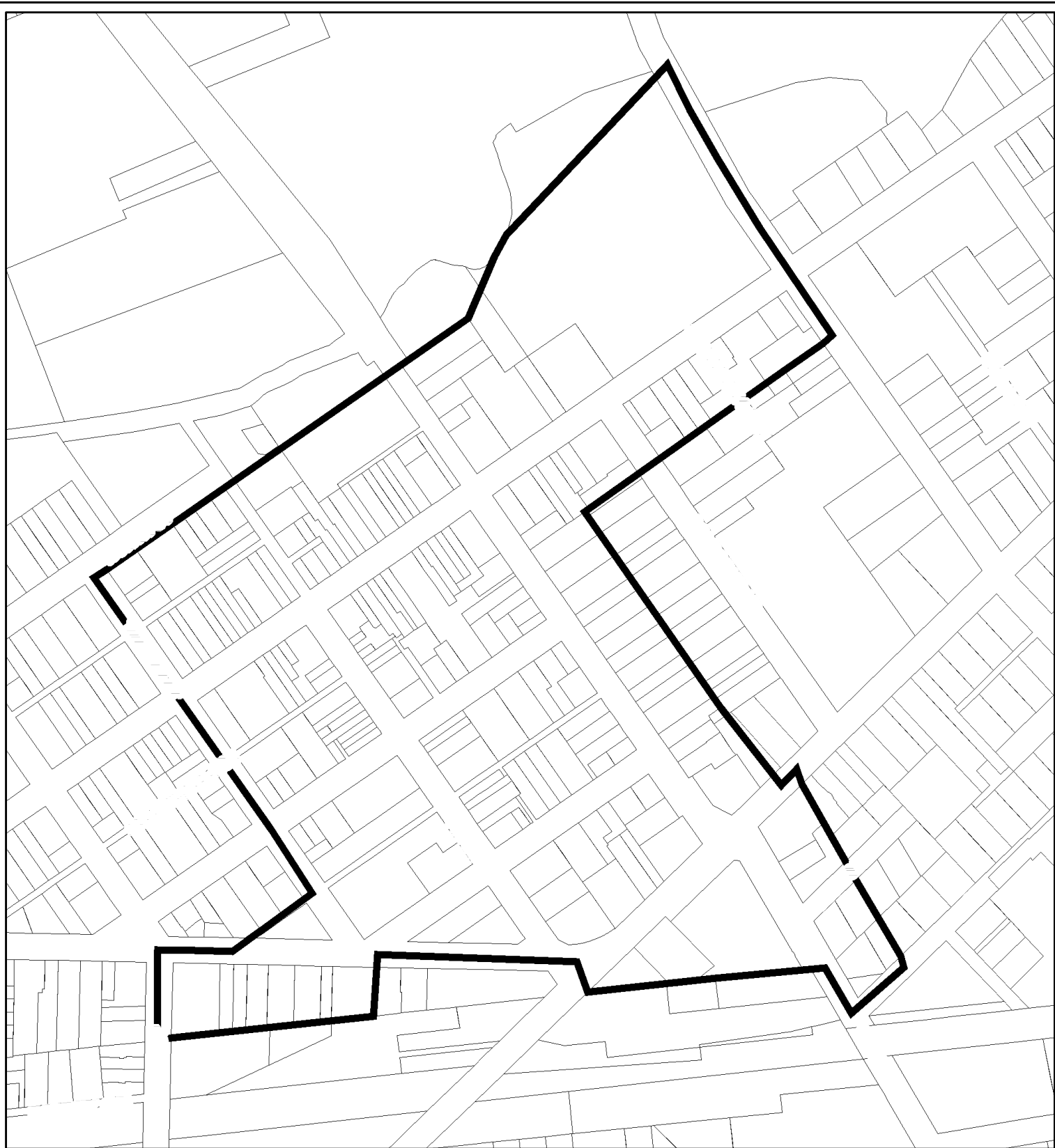
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Joanne Vanderheyden, Mayor

A handwritten signature in cursive script, reading "Fred Tranquilli".

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Fred Tranquilli, Clerk




This is Schedule 'A' to By-law No. 01-21



## SCHEDULE 'A'

### Strathroy Business Improvement Area

#### Legend

 Business Improvement Area

