

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the
The Waterfront Business Improvement Area

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of The Waterfront Business Improvement Area (hereinafter called the “WBIA”) as follows:

The name of the organization is The Waterfront Business Improvement Area.

PART A - GENERAL

1) Compliance

- i) The Waterfront Business Improvement Area shall comply with the provisions of the City of Toronto Municipal Code, Chapter 19 – Business Improvement Areas (See Appendix 1).
- ii) Nothing contained in this By-law shall require the commission of any act which is contrary to an express provision of the City of Toronto Act, 2006, or the City of Toronto Municipal Code, Chapter 19, “Business Improvement Areas,” as amended or any By-laws of the Corporation of the City of Toronto relating to the Board of Management for the area or “Business Improvement Areas” as defined by the said Municipal Code. If there shall exist any conflict between any provision contained in this By-law and any such provision of the said City of Toronto Act, 2006, or Municipal Code, or said By-laws, the latter shall prevail, and the provision or provisions herein affected shall be curtailed, limited or eliminated to the extent necessary to remove such conflict, and as so modified this By-law shall remain in full force and effect.

2) Mission Statement

The Waterfront BIA is the voice of the business community. It is committed to improving and promoting the Waterfront area through investment and advocacy to maintain its position as one of Toronto's premier shopping, business, entertainment and tourist destinations.



3) Authority

The WBIA Board of Management (the “Board”) is authorized by the City of Toronto Municipal Code, Chapter 19, to:

- i) Oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the business improvement area beyond City standard levels provided at the expense of the municipality generally;
- ii) Maintain business improvement area-initiated streetscaping capital assets within the business improvement area;
- iii) Promote the business improvement area as a business, employment, tourist or shopping area;
- iv) Offer graffiti and poster removal services respecting building facades visible from the street, to all member property owners who provide written consent, upon approval of the program by the general membership of the business improvement area;
- v) Undertake safety and security initiatives within the business improvement area;
- vi) Undertake strategic planning necessary to address business improvement area issues; and
- vii) Advocate on behalf of the interests of the business improvement area.

4) Head Office

The head office (is located at Queens Quay Terminal, South Atrium, 207 Queens Quay West, Toronto, Ontario M5J 1A7)

5) Indemnification

The WBIA shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:

- i) 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

- ii) 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 own willful neglect or default.

6) Amendments

By-laws of the WBIA may be enacted, repealed, amended, added to 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

7) Effective Date

This By-law comes into force effect immediately, subject to ratification and confirmation by the Members at a General Meeting called for that purpose or an Annual General Meeting, whichever occurs first.

PART B – MEMBERSHIP

1) Eligibility

Members of a business improvement area consist of:

- i) All persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a business property class and tenants of the property; and
- ii) Recent purchasers of property in the area that is in a business property class, but not assessed on the last returned assessment roll, and tenants of the property, if the recent purchasers produce evidence of property ownership satisfactory to the Chief Financial Officer (City of Toronto).

2) Rights and Benefits

Every Member in good standing is entitled:

- i) to attend any Annual or General Meeting of the WBIA, or any Board meeting of the WBIA;
- ii) to a single vote per question or motion at the WBIA general membership meetings regardless of the number of properties that the member may own or lease in the business improvement area; and
- iii) to hold any office of the WBIA

3) Designated Member Representative

A member of the WBIA may designate in writing a representative to vote on behalf of the member at a general meeting and/or represent the member on the Board, provided the representative designated is not already a member of the WBIA. For these purposes, designated representatives shall be considered members of the WBIA.

4) Membership Meetings

- i) The Annual General Meeting (AGM) of the WBIA shall be held at a location in Toronto and on a date determined by the Board of Management.

The AGM agenda shall include, but not be limited to:

- minutes of the last annual general meeting;
 - annual activity and financial report of the board of management;
 - audited financial statement;
 - appointment of auditor for following year;
 - proposed annual budget for the following year;
 - election of board of management (if a municipal election year); and
 - any other business that may properly be brought before the meeting.
- ii) The Board of Management may, from time to time, call a General Meeting of the Members of the WBIA for any date and time to be held at a location in Toronto, as specified in the Notice.
 - iii) All membership meetings shall be open to the public in accordance with Section 190 of the City of Toronto Act, 2006. Comments and questions from non-WBIA members of the public attending such meetings shall be at the discretion of the meeting Chair.

5) Notice of Membership Meetings

- i) The board shall distribute notices at least 10 business days before the date of the meeting to business improvement area tenant members and Council members sitting on the board.
- ii) The City shall send the notice of the annual general meeting by prepaid mail at least 10 business days before the date of the meeting to the WBIA property owner members.
- iii) Notice of the annual general meeting must include the meeting agenda and proposed budget for the following year.
- iv) The accidental omission to give notice of any meeting or the non-receipt of any notice by any WBIA member shall not invalidate any resolution passed or any proceedings taken at any meeting.

6) Quorum

A quorum for the annual general meeting or for a general meeting of the WBIA shall equal the quorum for the Board. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

7) Meeting Rules of Order

- i) Subject to the By-laws of the WBIA, 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 or parts thereof.
- ii) All decisions of the Board shall be made by way of a seconded motion and vote by the board members.

8) Determination of Questions

- i) 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. 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. The Chair shall declare that a resolution has been carried or not carried. It will be entered into the minutes of the WBIA. It is not necessary to record the number or the proportion of votes.
- ii) The Chair shall not vote on any matter unless there is a tie in which case, the Chair shall cast the deciding vote.

PART C – BOARD OF MANAGEMENT

1) Composition

- i) The affairs of the WBIA shall be governed by the Board, whose members are approved by City Council of the City of Toronto. The Board shall be composed of one or more members of City Council and directors selected by a vote of the membership of the WBIA.
- ii) All commercial or industrial property owners and commercial or industrial business tenants, or the designates or the owners or tenants, may stand for Board nominations.
- iii) A maximum of 20 percent of the Board may be non-members of the WBIA, if the non-members are nominated by a member of the WBIA. For the purpose of the provision, a non-member does not include designated nominees described in Section B.

- iv) Not including City Council members, the Board shall have a maximum membership of 14 and a minimum of 8 with quorum being 50% of the approved board plus one.

2) Term of Office

Each director shall hold office from the time of his or her appointment until a successor is appointed, as long as the director continues to be qualified. Each director is eligible for reappointment on the expiration of the term or is or her office.

3) Powers

The Board may, on behalf of the WBIA, exercise all the powers that the WBIA 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:

- to enter into contracts or agreements;
- to make banking and financial arrangements;
- to execute documents;
- to direct the manner in which any other person or persons may enter into contracts - or agreements on behalf of the WBIA;
- 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
- to purchase insurance to protect the property, rights and interests of the WBIA and to indemnify the WBIA, its Members, the Board, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the WBIA.

4) Role and Function

- i) The Board shall be responsible for:
- making decisions on policy affecting the WBIA,
 - managing the affairs of the WBIA,
 - hiring of Staff of the WBIA, and
 - appointing such committees as may be required to accomplish the work of the WBIA

- ii) The Board shall not:
- 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 audited financial statement;
 - Incur any indebtedness extending beyond the current year without the prior approval of Council;
 - Borrow or lend money;
 - Offer or provide support to political candidates or political parties;
 - Advertise or pay for advertisements in any political publication;
 - Make or fund improvements to private property, with the exception of graffiti and poster removal initiatives under § 19-3D (of the City of Toronto Municipal Code); or
 - Participate in a hearing of the Ontario Municipal Board, Committee of Adjustment, or other similar tribunal unless the Board has conducted a general meeting of the membership to obtain approval to participate, and to get approval of any related expenditures.

5) 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.

6) Calling and Notice of Meetings

- i) The Board shall hold at least 4 meetings per year, including the annual general meeting to which all members of the business improvement area shall be invited.
- ii) 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 meetings at any place in the City of Toronto as it may from time to time determine.
- iii) All board members must be notified of Board meetings at least 10 days in advance of the meeting date. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named.
- iv) 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.
- v) The members of the Board shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide each resolution. In case of a tie vote, the Chair of the meeting shall cast the deciding vote.

- vi) 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.
- vii) All Board meetings shall be open to the public in accordance with Section 190 of the City of Toronto Act, 2006. Comments and questions from non- WBIA members of the public attending such meetings shall be at the discretion of the meeting Chair.

7) Quorum

- i) A majority of the members of a Board constitutes a quorum of the Board, unless City Council approves an alternate quorum figure which shall not be less than one-half the Board membership less one.
- ii) A member of 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 Council attending a meeting of a Board may be counted in order to achieve quorum.

8) Code of Conduct

The Board shall comply with the provisions of the City of Toronto Code of Conduct for Members of Local Boards. (See Appendix 2)

9) Confidentiality and Privacy of Information

The Board shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information. In this regard, every Board member shall:

- 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 WBIA; and
- respect and act in accordance with the WBIA policies governing the privacy and access to information to which one may acquire in the capacity of Board member of the WBIA
- bring forward requests for information received to the next meeting of the Board for consideration.

10) Standard of Care

Every Board member and Officer of the WBIA shall:

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

11) 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 WBIA shall disclose his or her interest in the manner required by the Municipal Conflict of Interest Act, R.S.O. 1190 c M-50 (see Appendix 3) or as the same may be amended and shall:

- 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;
- request that his or her declaration be recorded in the minutes of the meeting; and

12) Removal

- i) 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.
- ii) A Board member may only be removed from the Board for:
 - absence from three (3) consecutive meetings of the Board, unless there are extenuating circumstances;
 - failure to perform any duty or tasks as set out in the By-laws and any governing policies;
 - a breach of the provisions of the By-laws regarding conflict of interest, code of conduct or confidentiality and privacy of information; and
 - breach of the provisions of the By-laws regarding the Standard of Care referred to in subsection C. 10 above and/or behavior deemed harmful to the welfare or best interests of the WBIA
 - ceasing to be a member of the WBIA in good standing;

13) Officers

The Board of Management shall elect from among themselves a Chair, Vice-Chair, Secretary and Treasurer who shall serve for the term of the Board or until he or she resigns from the position or is removed from office by resolution and majority vote of the Board. Additional officer positions (ie. 2nd Vice Chair) may be appointed by the Board if deemed desirable.

(Note: The WBIA may also decide to elect board members to officer positions after each annual general meeting within the Board's four-year term).

14) Duties of Officers

i) The Chair shall:

- chair all meetings of the WBIA and of the Board, when present in person and able;
- have general supervision of the affairs of the WBIA;
- sign all By-laws and execute any documents, contracts or agreements with the Secretary or Treasurer;
- perform any other duties, which the Board may, from time to time, assign;
- sit, ex officio, on all committees;
- ensure that all past records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer;
- cast the deciding vote on a motion before the Board in the event of a tie.

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

iii) The Secretary shall:

- keep or cause to be kept the WBIA's records and books of the WBIA, 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;
- certify copies of any record, registry, by-law, resolution or minute;
- send or cause to be sent any notices required for the Annual General Meeting, General Meetings and meetings of the Board of Management; and
- perform any other duties, which the Board may, from time to time, assign.

iv) The Treasurer shall:

- cause to be kept and maintained the financial records and books of the WBIA;
- assist the auditor in the preparation of the financial statements of the WBIA;

- perform any other duties, which the Board may from time to time, assign;
- maintain or cause to be maintained an inventory of all physical assets owned or leased by the;
- cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the City;
- co-sign all cheques; and
- co-sign all contracts and agreements which have a direct financial impact upon the WBIA

v) The role of Secretary and Treasurer may be occupied by the same individual.

15) Committees of the Board

- i) There shall be Standing committees, as the Board of Management shall from time to time determine.
- ii) The Board may appoint ad hoc committees as may be deemed necessary to carry out the objectives of the BIA or to advise the Board. The Board shall prescribe the duties of all such committees.
- iii) All committees, Standing and ad hoc, are required to conduct business in accordance with these By-laws.
- iv) All committee membership, as required by these By-laws and determined by the Board from time to time, are subject to the same rights and responsibilities in their capacity as Members of committees, as those required by the Board.
- v) Each Standing and ad hoc committee is considered a committee of the Board of Management and as such, is responsible to the Board. Each Committee shall make recommendations to the Board for its approval, and shall report to the Board, through each committee Chair, as determined by the Board, from time to time.
- vi) Standing Committees of the Board may include, but not be necessarily limited to an Area Planning committee, an Event Committee and an Expansion Steering Committee.
- vii) Each Standing and ad hoc committee of the Board shall be chaired by a Board Member, as elected by the Board. Committee members shall be Board members. Members and non-Members from within the WBIA may be appointed as ex-officio members of any committee.
- viii) Unless otherwise stated in the By-laws, the terms of reference for each committee will be determined by the Board of Management, from time to time.

PART D – ADMINISTRATION AND FINANCIAL MANAGEMENT

1) Records and Information

- i) The Board shall ensure that all necessary books and records of the Board of Management required by the City of Toronto, and by any applicable statutes or laws, are regularly and properly kept.
- ii) The Board shall keep proper minutes and records of every meeting of the Board and shall forward electronic or hard copies of the minutes and records to all members of the Board and the City's Business Improvement Area Office.
- iii) The Board shall abide by and act in accordance with the laws, policies and practices governing all matters related to confidentiality, privacy and access to information.
- iv) In this regard, every Board member shall: 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; and bring forward any received request for the WBIA information to the Board for consideration.

2) Signing Authority / Execution of Documents

- i) Three (3) persons shall have signing authority for the WBIA: the Chair, the Treasurer, and the Vice-Chair. A fourth person may be granted signing authority for the WBIA in a "back-up" capacity.
- ii) Two (2) signatures of foregoing shall be required on all cheques issued by the WBIA. Licenses, contracts and engagements on behalf of the Board shall be signed by the Chair or Vice-Chair together with either the Secretary or Treasurer or by any board member expressly authorized by the Board.

3) Remuneration

- i) No Board member shall receive remuneration in payment for services carried out in that capacity.
- ii) Board members may be reimbursed for all reasonable, out-of-the-ordinary expenses directly relating to their functions as Board members, provided reimbursement for any such expenses is approved in advance by the Board and expense receipts are presented.
- iii) Board members may be hired to perform a service or provide a good for the WBIA provided the WBIA's procurement policies are followed and the Board member declares a conflict of interest and abstains from participating in the associated debate and board vote.

4) Hiring

- i) The Board may hire an employee(s) or engage the services of a contractor(s) / consultant(s) to manage the day-to-day business and affairs of the Board.
- ii) In such circumstances, the Board shall undertake an open and fair process for identifying, interviewing and retaining said employee(s) or contractor(s) / consultant(s), which may include job postings in print and on-line media services. Prior to retaining an employee(s) or contractor(s) / consultant(s), the Board shall approve a job description(s) and establish remuneration rates.

5) Fiscal Year

The fiscal year of the WBIA shall terminate on December 31 of each year.

6) Audited Financial Statement

- i) The Board shall submit its audited financial statement for the preceding year for Council's approval by the date and in the form required by the City's Deputy City Manager and Chief Financial Officer and all books, documents, transactions, minutes and accounts of the WBIA shall at all times be open to his/her inspection.
- ii) The WBIA shall appoint an auditor each year at the Annual General Meeting.

7) Purchasing

The Board shall adhere to open, competitive and fair procurement practices. All purchases of goods or services valued at over \$7,500 (or the cities minimum standard) shall be subject to a multi-bid process, with the exception that existing contracts may be renewed without seeking additional bids, provided the Board decides the renewal price rates and goods/services are in keeping with the existing contract.

8) Borrowing Powers

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

PASSED by the Board of Management this 25th day of November, 2010
THE BOARD OF MANAGEMENT
FOR THE WATERFRONT BUSINESS IMPROVEMENT AREA

Signature:

Print name:

CHAIR/VICE-CHAIR

APPROVED by the Membership this 25th day of November, 2010