



LINDSAY DOWNTOWN

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Lindsay Downtown Business Improvement Association

# PROCEDURAL BY-LAW

**To Enact City of Kawartha Lakes By-Law 2008-212**

A By-Law to Establish a Board of Management for the  
Lindsay Business Improvement Area in the City of Kawartha Lakes

Lindsay Downtown BIA  
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**January 2019**

**WHEREAS** pursuant to Subsection 238(2) of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended, every local board shall adopt a procedure by-law to govern the calling, place and proceedings of meetings; and

**WHEREAS** the Lindsay Downtown Business Improvement Association (LDBIA) as a Management Board to the Corporation of the City of Kawartha Lakes (By-Law 2008-212) deems it prudent to adopt its own Procedural By-law;

**NOW THEREFORE BE IT RESOLVED THAT** the LDBIA hereby enacts City of Kawartha Lakes By-Law 2008-212 as follows:

## **1.0 – DEFINITIONS**

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For the purposes of this by-law:

**Agenda**- shall mean a document that sets out the items of business and order of proceedings for any meeting;

**Board** - shall mean the Board of Management established under City of Kawartha Lakes By-Law 2008-212;

**Chair** - shall mean the presiding officer of the LDBIA Board of Management;

**Closed Meeting** - shall mean a meeting or a portion thereof, closed to the public in accordance with the Municipal Act

**Deputation** - shall mean a person or group making a verbal appearance to the Board of Management;

**Meeting** - shall mean any regular, special, or other meeting of the Board with the exception of an Annual General Meeting or other General Meeting constituted in accordance with the LDBIA Constitution;

**Motion** - shall mean a proposal by a Director to resolve and effect a decision;

**Quorum** - shall mean a majority of all the Directors being the minimum required to be present at a meeting in order that business may be conducted;

**Resolution** - shall mean a decision of the Board on any motion;

**Secretary** - shall mean the Secretary of the Board of Management

**Treasurer** - shall mean the Treasurer of the Board of Management

**Urgent Business** - shall mean an item of business that has arisen since the preparation of the agenda that is of an urgent nature and must be addressed prior to the following meeting of the Board.

## **2.0 – GENERAL**

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### **Rules of Procedure**

**2.01** - Except as provided in this by-law, the rules of procedure as contained in Robert's Rules of Order shall be followed for governing the proceedings of the Board, and the conduct of its Directors.

**2.02** - The rules in this Procedural By-Law are to be observed in all meetings of the Membership, the Board and Sub-Committees of the Board.

**2.03** - The rules of procedure are to be interpreted in a manner that promotes the following fundamental principles:

- a) The protection of the 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;
- c) All Directors have a right to information to help make decisions;
- d) Directors have a right to an efficient meeting;
- e) All Directors have equal rights, privileges and obligations; and
- f) In the event of a conflict, facilitating a reasonable compromise/s.

#### **Direction to Staff**

**2.04** - No Director or Member shall direct or interfere with the performance of any work being carried on by an employee of the LDBIA. Any requests for work to be completed by staff shall be made to the Chair, who will issue the direction to the staff, or bring it to the Board for further consideration.

#### **Suspension of the Rules**

**2.05** - Any one or more of these rules of procedure may be temporarily suspended on a two-thirds (2/3) majority vote of the Directors of the Board, except where such suspension may be contrary to the Municipal Act, 2001.

### **3.0 – MEETINGS**

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#### **Place of Meetings**

**3.01** – All meetings shall be held within the Town of Lindsay.

**3.02** - Meetings shall be held at Kawartha Lakes Police Service Community Room, 6 Victoria Avenue North, Lindsay, or at such other place as noted on the agenda.

#### **Regular Meetings**

**3.02** – The Board shall adopt an annual calendar for each year, following the AGM, setting the Regular Board Meeting dates, locations and start times, and circulate it to the Directors and Membership.

#### **Special Meetings**

**3.03** – The Chair may at any time summon a special meeting of the Board upon twenty-four (24) hours written or oral notice to the Directors.

#### **Annual General Meeting**

**3.04** - The AGM shall be held at a location in the Town of Lindsay on a date determined by the Board of Management and/or approved designate and held on or before January 30<sup>th</sup> of each year.

**3.05** - At each AGM, financial statements from the previous year and proposed budget for the next calendar year must be presented.

**3.06** - Membership is to receive written notice of the AGM no less than 15 days prior to the meeting date, and a public notice must appear in one (1) local newspaper prior to the meeting date. The accidental omission to give notice to any member, Board Director, or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

**3.07** - The membership may by resolution, if passed by two thirds (2/3) of the votes cast at the AGM, can remove any Board Director before the expiration of his/her term of office and may, by majority vote at that meeting, elect any person in his/her place for the remainder of the term.

**3.08**- In case of an equality of votes at the AGM, either upon a show of hands or upon a poll, the Chair shall be entitled to cast an additional vote.

**3.09** - All members are entitled to voting privileges at the AGM, one vote per levy-paying member.

## **4.0 – CALLING A MEETING TO ORDER & QUORUM**

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**4.01** - As soon after the hour fixed for the holding of the meeting as a quorum is present, the Chair shall call the meeting to order.

**4.02** - If no quorum is present twenty (20) minutes after the time appointed for a meeting, the Secretary shall record the names of the Director present and the meeting shall stand adjourned until the date of the next regular meeting.

**4.03** - If a Director is unable to attend a meeting, they are to inform the Chair.

**4.04** - In the event that the Chair does not attend within fifteen (15) minutes after the time appointed for a meeting, the Vice-Chair shall preside until the arrival of the Chair, and while presiding, shall have all the powers and duties of the Chair.

## **5.0 – DUTIES OF THE CHAIR**

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**5.01** - It shall be the duty of the Chair to:

- (a) open the meeting by taking the chair and calling the meeting to order,
- (b) announce the business in the order in which it is to be acted upon,
- (c) receive and submit, in the proper manner, all motions presented by the Directors;
- (d) put to a vote all motions which are moved and seconded and to announce the results,
- (e) decline to put to vote motions which infringe upon the rules of procedure,
- (f) restrain the Directors, when engaged in debate, within the rules of order,
- (g) enforce, on all occasions, the observance of order and decorum among the Directors and any attending members
- (h) do all matters to permit the meetings to proceed in an orderly and efficient manner,
- (i) adjourn the meeting when the business is concluded, and
- (j) to adjourn the sitting without question or suspend the sitting for a time to be named by him/her, if he/she considers it necessary, because of grave disorder.

## **6.0 – AGENDA**

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**6.01** – Upon direction from the Chair, the Secretary or General Manager shall prepare and print an agenda for regular meetings of the Board.

**6.02** - The agenda outline shall be as follows:

- (a) Call to Order
- (b) Approval of Agenda
- (c) Approval of previous meeting minutes
- (d) Disclosure of Pecuniary Interest
- (e) Deputations / Presentations
- (f) Correspondence
- (g) Regular Business
- (h) Reports
- (i) Closed Session Matters (if necessary)
- (j) Adjournment

**6.03** - Business shall be considered in the order set forth on the agenda, unless otherwise decided by the Chair.

**6.04** - At the time of approval of the agenda, additions to the agenda may be proposed for the Board meeting subject to Board approval.

**6.05** - Not less than forty-eight (48) hours, including weekends and holidays, before the time appointed for the holding of a regular meeting of the Board, the Secretary/Treasurer or General Manager shall deliver to each Director an agenda and all related materials.

**6.06** - An agenda for a special meeting shall be provided prior to or at the special meeting.

**6.07** - It shall be the duty of the Secretary or General Manager to ensure that the minutes of the last regular meeting, and any and all special meetings held more than seven (7) days prior to a regular meeting are included on the next meeting agenda for approval.

**6.08** - Members of the LDBIA may ask that issues or items of interest be placed on the agenda for discussion and/or resolution. They may contact the LDBIA Chair for inclusion of an item on an upcoming agenda.

## **7.0 – MINUTES**

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**7.01** - The Secretary or General Manager shall prepare minutes for all meetings. The minutes of a meeting shall record, without note or comment:

- (a) the place, date and time of meeting,
- (b) the name of the presiding officer(s) and record of attendance of the Directors,
- (c) the reading, if required, correction and adoption of the minutes of prior meetings;
- (d) all the other proceedings of meetings; and
- (e) Closed Meeting minutes shall be recorded and kept by a Board Director, appointed by the Chair

## **8.0 – DEPUTATIONS**

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**8.01** – Parties interested in speaking to the Board shall give notice to the Chair no later than seven (7) days before the

preparation of an agenda. This notice shall include the person's complete name, contact information and reasons for their appearance. Persons who, subsequent to the preparation of the agenda and prior to the commencement of a meeting request to be heard and apply in writing to the Secretary may be heard upon majority approval at the time of approval of the agenda. The following criteria will be considered:

- (a) urgent business, and
- (b) matters listed on the agenda.
- (c) The parties will be allowed to speak for ten (10) minutes maximum.

## **9.0 - CONDUCT**

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**9.01** - No Director shall:

- (a) speak disrespectfully of any person;
- (b) use offensive or foul words or unparliamentary language; or
- (c) deliberately disobey the Rules of Procedure or a decision of the Board.
- (d) If a Director persists in any such disobedience after having been called to order by the Chair, the Chair may forthwith put the question, with no amendment, adjournment or debate being allowed, "that such Director be ordered to leave his/her seat for the duration of the meeting of the Board". If the Director apologizes he/she may, by vote of the Board, be permitted to retake his/her seat.

## **10.0 - DEBATE**

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**10.01** - Every Director, prior to speaking to any question or motion, shall indicate his/her intention to speak to the Chair.

**10.02** - When two or more Directors indicate desire to speak, the Chair shall designate the Director who, in the opinion of the Chair, indicated first, as the Director to have the floor.

**10.03** - When a Director is speaking, no other Director shall interrupt him/her.

**10.04** - Any Director may require the question or motion under discussion to be read at any time during debate but not so as to interrupt a Director while speaking.

**10.05** - A Director may speak initially on a question or motion for five (5) minutes maximum. A Director may have a second opportunity to speak for a further five (5) minutes during debate.

**10.06** - The mover may request the right to be the last Director to speak on the matter.

**10.07** - A Director may ask a question only for the purpose of obtaining information relating to the matter under discussion and such a question must be stated concisely and asked only of the Chair, or through the Chair.

## **11.0 – MOTIONS & VOTING**

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**11.01** - A motion shall have a mover and seconder.

**11.02** - Motions shall be decided by a majority vote, except where a 2/3 vote is required by this by-law (section 2.05).

**11.03** - If a Director abstains from voting, he/she shall be deemed as voting in the negative, except where he/she is

prohibited from voting by law.

**11.04** - After a question is finally put by the Chair, no Director shall speak to the question nor shall any other motion be made until after the vote is taken and the result has been declared.

**11.05** - The manner of voting on a motion shall be at the discretion of the Chair and may be by voice, show of hands, standing or otherwise.

**11.06** - The Chair shall announce publicly the result of the vote, stating whether the motion is carried or defeated.

#### **Motions to Table**

**11.07** - A Motion to postpone or defer a matter pending receipt of further information or the happening of an event shall:

- (a) not be amended;
- (b) be debated only as to the time period of deferral or postponement;
- (c) apply to the main Motion and any amendments to it under debate at the time when the Motion to postpone or defer was made; and
- (d) not include qualifications or additional statements.

If a Motion to postpone or defer is decided in the affirmative by a majority vote of the Directors present, then the main Motion and any amendments to it shall be removed from the consideration of the assembly until such time as provided for in the Motion.

#### **Motions to Put the Question:**

**11.08** - A Motion to put the question (close the debate) shall:

- (a) not be amended;
- (b) not be debated;
- (c) apply to the Motion or amendment under debate at the time when the Motion to put the question is made; and

If a Motion to put the question is decided in the affirmative by a majority vote of the Members present, then the preceding Motion or amendment shall be voted on immediately without further debate or comment.

#### **Motions to Refer**

**11.09** - A Motion to refer a matter under consideration to a Committee or the Administration or elsewhere shall:

- (a) be open to debate;
- (b) be amendable; and
- (c) preclude amendment or debate of the preceding Motion, unless the Motion to refer is resolved in the negative, in which case the preceding Motion shall be open to debate and amendment.

#### **Motions to Reconsider/Rescind:**

**11.10** - A motion to rescind a Motion previously adopted may be carried to cease the force and effect of a previously adopted motion. A motion to rescind can be moved by a member on the prevailing side at anytime or by any member, regardless of how the member voted on the original question following a 365 day waiting period. Motions cannot be rescinded when the action within the motion to be rescinded has been completed making that action impossible to undo. Without previous notice, the motion to rescind requires a two-thirds vote. This provision cannot be waived.

#### **Motions to Reconsider**

**11.11** - The motion to reconsider can, with certain exceptions, be applied to a vote that was either affirmative or negative, within a limited time after that vote, and it proposes no specific change in a decision but simply proposes that the original question be reopened. The purpose of reconsidering a vote is to permit correction of hasty, ill-advised, or erroneous action, or to take into account added information or a changed situation that has developed since the vote. A motion to reconsider

can be made only by a member who voted with the prevailing side. A motion to reconsider can be made only on the day the vote to be reconsidered was taken. A motion to reconsider cannot be renewed except by unanimous consent.

## **12.0 – BY-LAWS**

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**12.01** - Every by-law shall have three (3) readings in order to be passed.

- (a) The three (3) readings and passage of a by-law may be completed at the same time at one Board meeting.
- (b) The Secretary/Treasurer or General Manager shall endorse on all by-laws enacted by the Board the date of the three (3) readings and passage thereof.
- (c) Every by-law which has been enacted by the Board shall be numbered and dated and signed by the Chair & Vice-Chair.

## **13.0 – CLOSED MEETINGS**

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**13.01** - Except as provided in this by-law all meetings shall be open to the public.

**13.02** - In accordance with the Municipal Act, 2001, a meeting or part of a meeting may be closed to the public if the subject matter being considered is:

- (a) the security of the property of the Board;
- (b) personal matters about an identifiable individual, including Board employees;
- (c) a proposed or pending acquisition or disposition of land by the Board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which the Board may hold a closed meeting under another Act.

**13.03** - A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act.

**13.04** - A meeting held for the purpose of educating or training the Directors of the Board may be closed to the public, provided that no Director discusses or otherwise deals with any matter in any way that materially advances the business or decision-making of the Board.

**13.05** - Before holding a meeting or part of a meeting that is to be closed to the public, the Board shall state by resolution:

- (a) the fact that the Board is convening into a closed meeting; and
- (b) the general nature of the matter to be considered at the closed meeting, and in the case of an educational or training session, state that it is to be closed under section 239, subsection 3.1 of the Municipal Act, 2001.
- (c) A meeting shall not be closed to the public during the taking of a vote except where:
- (d) subsection 13.02 or 13.03 of this by-law permits or requires a meeting to be closed to the public; and
- (e) the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Board or persons retained by or under contract with the Board.

**13.06** - It is the duty and obligation of each Director:

- (a) to keep in confidence any matter discussed in a closed meeting of the Board until it is discussed at a meeting held in public,
- (b) to refrain from discussing any matter raised in a closed meeting of the Board with any person other than a person present at the closed meeting until it is discussed at a meeting held in public, and
- (c) to return any reports, documents or any other material received in respect of a matter discussed in a closed meeting of the Board to the Secretary at the conclusion of the closed meeting.
- (d) A Director shall not in any way disclose to any person or other body, by any means, any reports or items, or disclose the nature or content of any reports or items or discussions, regarding any matter that is confidential and/or part of a closed meeting, without approval of such release by the Board.
- (e) The Secretary shall be responsible to maintain a confidential copy of all original documentation distributed during the closed meeting and shall keep a record of the meeting in accordance with the Municipal Act, 2001.
- (f) A copy of any report or document circulated as part of an agenda regarding a confidential matter shall be returned to the Secretary at the end of the meeting for destruction.
- (g) On reconvening in public session, the Chair shall accept a motion to resolve the matter publicly, or alternatively advise that direction had been given to staff during the closed session in accordance with the Municipal Act, 2001.

## **14.0 – ELECTIONS**

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**14.01** – In conjunction with the City of Kawartha Lakes Municipal Elections, the LDBIA shall conduct Elections to the Board of Management, whose term shall be the same as the term of the Council that appoints them.

**14.02** - In an election year the Board of Management Directors shall continue until their successors have been appointed.

**14.03** - Each member has the right to nominate an owner or employee of a business or property (or their designate) to stand for election to the Board of Management of the LDBIA according to requirements set out in the *Municipal Act 2002* and CoKL By-law #2008-212.

**14.04** - Elections shall be conducted as follows:

- The nominating committee report, containing names of eligible members who have been duly approached and have agreed to stand, is circulated to all members or posted prior to election;
- The election chair is appointed/elected;
- All offices are declared vacant;
- The election secretary is appointed/elected;
- By-laws governing the conduct of elections are read or explained;
- Scrutineers are appointed/elected;
- A motion to receive the nominating committee report is entertained;
- Call for nominations from the floor - include names of candidates from nominating committee report. (Nominations need not be seconded);
- List all names in the order nominated for all to see, beginning with the candidates proposed by the nominating committee;
- Close nominations either by a declaration from the chair after a reasonable time, or by approval of a motion by a two-thirds majority vote that nominations be closed;

- Ask each person nominated, in reverse order of nomination, whether he or she will stand for the position;
- If there are less candidates than positions available on the Board of Management, then the presented slate is acclaimed as recorded;
- If there are more candidates than positions available on the Board of Management, then a vote by the members present shall be necessary;
- Voting should be by ballot, each member receiving one ballot, entering the name of the candidates of choice;
- Scrutineers distribute and collect ballots, count the votes cast for each candidate, and report results to the elections officer. Results are announced;
- At the close of elections, ballots should be disposed of at the direction of a motion from the floor;
- The entire list of elected officers is read by the elections secretary;
- The elections officer returns the chair to the meeting chair.

**14.05** – At the time of the Annual General Meeting, the Board of Management shall elect from amongst them a Chair and Vice-Chair who will then appoint a 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.

## **15.0 - NOTICE**

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**15.01** - The Secretary or General Manager shall provide the public with notice of the Board schedule by annually posting a calendar of the meetings on the website. Any amendments to or cancellations of the meeting dates shall be posted as required.

**15.02** - The meeting agenda shall constitute notice of each meeting. The agenda shall include the location, date and time of the meeting and all relevant material on a matter to be considered by the Board, and distributed to Board Directors.

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**Adopted by the Lindsay Downtown BIA Board of Management on the 29<sup>th</sup> day of November, 2018.**

**Adopted by the Lindsay Downtown Membership on 14<sup>th</sup> day of January 2019.**