



**THE CORPORATION OF THE CITY OF MISSISSAUGA
COOKSVILLE BUSINESS IMPROVEMENT AREA
GOVERNANCE BY-LAW 0035-2020**

(amended by 0044-2020)

WHEREAS subsection 204(1) of the *Municipal Act, 2001*, S.O. 2001, c.25, as amended (the “*Municipal Act, 2001*”), provides that a local municipality may designate an area as an improvement area and may establish a local board of management to oversee the improvement, beautification and maintenance of municipally-owned lands, buildings and structures beyond City standard levels provided at the expense of the municipality generally and to promote the area as a business and shopping area;

AND WHEREAS subsection 204(2.1) of the *Municipal Act, 2001*, provides that a board of management is a local board of the municipality for all purposes;

AND WHEREAS section 11 of the *Municipal Act, 2001* authorizes a lower-tier municipality to pass by-laws respecting the governance structure of a local board of a municipality;

AND WHEREAS on February 19, 2020, Council passed a resolution to designate the Cooksville business improvement area and to establish a governance structure for the new business improvement area;

NOW THEREFORE the Council of The Corporation of the City of Mississauga hereby **ENACTS** as follows:

DEFINITIONS

1. For the purpose of this By-law:

“**Act**” means the *Municipal Act, 2001*, S.O. 2001, c.25;

“**Board**” means the board of management for the Cooksville BIA;

“**City Representative**” means a designate from the City’s Recreation Division Community Development Section (or successor Division);

“**City**” means the Corporation of the City of Mississauga;

“**Clerk**” means the City Clerk for the City (or his/her designate);

“**Cooksville BIA**” means the Cooksville business improvement area that was designated and geographically identified by Council as per the City’s Cooksville Business Improvement Area Designation By-law;

“**Council**” means council of the City;

“Director” means a person appointed by Council as a director of the Board;

“First Term” means the first term for the Directors which shall commence on the date of their appointment and shall expire on November 14, 2022;

“Member” means persons who are assessed, on the last returned assessment roll, with respect to rateable property in the Cooksville BIA that is in a prescribed business property class and tenants of such property;

“Representative” means an employee or business partner of a Member and of a business that is located in the Cooksville BIA;

APPLICABILITY AND AMENDMENTS

2. The Board shall within six (6) months of the enactment of this By-law, adopt this By-law as the constitution/governance by-law for the Cooksville BIA.
3. Notwithstanding section 2 of this By-law, the Board may make additions to its constitution/governance by-law provided that any additions are not in conflict with and do not undermine the intent of this By-law.

MEMBERSHIP

4. Members of the Cooksville BIA shall consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class and tenants of such property.
5. In determining whether a person is a tenant or not, the Clerk may accept a list provided under clause 210(2)(b) of the Act or a declaration of a person that the person is a tenant and the determination of the Clerk is final.
6. Every Member is entitled to:
 - (1) attend any annual or general meeting of the Cooksville BIA; and
 - (2) vote on each question arising at any annual or general meeting of the Cooksville BIA.

COMPOSITION OF THE BOARD

7. The Board shall be composed of a minimum of seven (7) to a maximum of twelve (12) Directors as follows:
 - (1) the member of Council of the Ward in which the Cooksville BIA is located, appointed directly by Council; and
 - (2) the remaining persons who must be Members or a Representative, selected by a vote of the membership and appointed by Council.
8. Notwithstanding subsection 7(1) of this By-law, Council may appoint additional Directors to ensure that the Board has the requisite expertise to exercise its duties under this By-law.
9. For the First Term, the Board may be composed of a number of Directors that is less than the composition structure set out in section 7 of this By-law, subject to the approval of Council.

TERM OF DIRECTORS

10. The term of the Directors is the same as the term of the Council in office at the time of their appointment.

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

NOMINATIONS OF DIRECTORS

13. During a year in which the term of the Directors is ending, the Board shall establish a nominations sub-committee and provide notice to its Members which shall include:
 - (1) the form and content in which applications will be accepted including requiring the name and signature of the nominee; and
 - (2) the date of the close of nominations.
14. For greater clarity, the notice provided in section 13 shall be made at least thirty (30) days in advance of the close of nominations.
15. The nominations subcommittee shall accept all eligible applications and prepare a list of submitted applications to be selected by the membership.
16. A Member may appoint only one Representative to stand for nomination to the Board on behalf of the Member, regardless of the number of properties or businesses that the Member owns.
17. Upon receiving all nominations from the nominations subcommittee, the executive director and/or a member of the nominations committee shall prepare a ballot, listing all candidates in alphabetical order. A ballot and instructions respecting the vote, including the date and time of the annual general meeting where the vote will take place, shall be delivered to each Member within ten (10) days of the close of nominations.
18. Within three (3) business days of the annual general meeting where the vote took place, the executive director and/or at least two member of the nominations subcommittee shall open the ballot box and count all ballots cast to determine who has been selected as a Director of the Board. Each nominee has the ability to appoint one (1) scrutineer to be present during the ballot count.
19. The Directors selected by the membership shall be memorialized by way of a board resolution. If the number of nominees on the ballot is equal to or less than the number of Directors the membership is permitted to select in accordance with section 7, the Board shall pass a resolution to memorialize the selected candidates.
20. The nomination provisions of this By-law shall be applicable to the election of the first Board of Directors subject to the following exceptions: (0044-2020)
 - (1) the steering committee shall act as the nominations subcommittee;
 - (2) the notice period under section 14 shall be ten (10) days;
 - (3) the ballot will not be sent to Members in advance of the annual general meeting where the vote will take place as required by section 17 and instead the ballot will be presented to Members at said annual general meeting by the steering committee; and
 - (4) the vote may take place by way other than a ballot including but not limited to

a show of hands or voter card, as determined by the steering committee.

21. The Board shall adopt a policy within the First Term establishing a complaint process and disciplinary measures related to the nomination and selection of Directors. This policy will require the Board to hire an impartial investigator and allow Members to bring forward a complaint to the impartial investigator. Any disciplinary recommendation made by the investigator must be made available to the Board and the City Representative. For greater clarity, the impartial investigator cannot be a Director or Member of the Cooksville BIA and the policy will not be applicable to the nominations and selection of Directors for the First Term.

APPOINTMENT OF DIRECTORS

22. Subject to section 7, the Directors of the Board shall be approved by Council.
23. Council may refuse to appoint a person selected by the Members, in which case Council may leave the position vacant or direct that a meeting of the Members be held to elect or select another candidate for Council's consideration.

REMOVALS AND VACANCIES

24. Council may remove any Director before the expiration of the term of office and may fill the vacancy of a position of Director caused by any reason for the remainder of such term and the appointed person is not required to be a Member.
25. Should a Director fail to attend three (3) consecutive board meetings without being authorized to do so by resolution of the Board, the Board may consider a motion to recommend that Council remove the Director from the Board.
26. If during the term of office, a Director who was nominated by the membership is no longer a Member, the Board shall adopt a motion at the next scheduled meeting requesting Council to remove the Director or appoint a new Director or to allow the Director to serve out the remainder of their term. For greater clarity, this section is not applicable to a Director who is a Representative.
27. If a Board resolves to seek the removal of a Director and/or the appointment of a replacement or additional Director, it shall:
 - (1) provide notice to the Director that is the subject of the removal or appointment at least seven (7) days in advance of the board meeting at which the matter will be considered;
 - (2) hold a vote at the board meeting; and
 - (3) provide a letter to the Clerk along with the relevant board resolution and signed minutes of the meeting at which the vote was held in order for Council to confirm, deny or alter the decision of the Board as set out in the board resolution.

DUTIES OF DIRECTORS

28. All Directors shall have only one vote at a meeting of the Board.
29. Each Director shall comply with all applicable laws and City policies including but not limited to the Act, the Municipal Freedom of Information and Protection of Privacy Act, Municipal Conflict of Interest Act and the City's Code of Conduct for Members of Local Boards.
30. The Board shall adopt policies within the First Term pertaining to the sale and other disposition of land, the procurement of goods and services and the hiring of

employees, as required under the Act.

31. Every Director shall:

- (1) as a member of the Board, be accountable to the general membership;
- (2) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the Cooksville BIA;
- (3) exercise the degree of care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances; and
- (4) comply with the decisions of the Board.

OFFICERS

32. The Board shall elect a chair, vice-chair, secretary and treasurer from its Directors.

33. The Board shall appoint a Director to be the designated contact for the Cooksville BIA and provide the City Representative with the person's phone number and email address.

EXECUTIVE DIRECTOR

34. The Board may hire an executive director and/or staff and prescribe the duties of these positions.

35. The executive director shall not be a Director or a Member of the Cooksville BIA.

36. The executive director shall:

- (1) be the chief administrative officer;
- (2) be the senior staff person, responsible for the hiring and termination of other staff; and
- (3) attend all board, annual and general meetings and be entitled to speak on all matters without the right to vote.

37. The Board shall establish the remuneration for the executive director through a resolution of the Board.

38. The Board shall annually carry out a formal and written evaluation of the position of the executive director which shall be made available to the City Representative upon request.

CITY REPRESENTATIVE

39. The City Representative shall:

- (1) receive all notices and agendas for annual and general meetings in accordance with this By-Law;
- (2) have the ability to attend and address any matter at a board meeting, committee meeting or at an annual or general meeting; and
- (3) act as the liaison between the City and the Cooksville BIA.

40. The Board shall provide the City Representative (upon request) with all Board policies, updates to its constitution/governance by-law and other relevant documents.

BOARD LIMITATIONS

41. The Board shall not:
- (1) 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 revenues and expenditure variances at the annual general meeting and through the audited financial statements;
 - (2) incur any indebtedness extending beyond the current year without the prior approval of Council;
 - (3) borrow or lend money;
 - (4) advertise or pay for advertisements in any political publication; and
 - (5) take action that is contrary to any Council-approved policy or decision.
42. The Board shall not close a meeting, or part of a meeting to the public unless it is permitted in accordance with section 239 of the Act.
43. No Directors shall be remunerated for any duties for services rendered as a Director but may be reimbursed for out-of-pocket expenses incurred when conducting board of management business.

SUBCOMMITTEES

44. The Board may establish sub-committees which may include non-Members provided that a sub-committee is chaired by a Director.
45. Sub-committees will be instructed to research items or issues and make recommendations for action to the Board, submitted in a written final report that is to be delivered by an established date. The Board is not required to follow the recommendations of the sub-committee.
46. Sub-committees will set their own meeting and operational schedule in order to fulfil the tasks set out for the sub-committee by the Board.
47. Sub-committees shall not have the authority to enter into a contract on behalf of the Cooksville BIA or commit it to any financial obligation or liability.

MEMBERSHIP MEETINGS

48. All annual and general meetings of the Cooksville BIA shall be held in the City of Mississauga at a location determined by the Board.
49. The Board shall hold an annual general meeting each year which shall include:
- (1) declarations of conflict of interest;
 - (2) annual budget and annual report including the audited financial statements;
 - (3) selection of directors (subject to the approval of Council) in an election year;
 - (4) new policies adopted or changes made to the constitution/governance by-law;

- (5) minutes of the last annual general meeting; and
 - (6) any other business that may properly be brought before the meeting.
50. The Board may, from time to time, call a general meeting of the Members for any date and time. For greater clarity, the Board shall call at least one general meeting in each calendar year.
51. All annual and general meetings are open to the membership of the Cooksville BIA.

BOARD MEETINGS

52. All board meetings of the Cooksville BIA shall be held in the City of Mississauga at a location determined by the Board.
53. Matters arising at any meeting of the Board shall be decided by a majority vote. The chair shall vote only in the event of a tie vote.
54. Notwithstanding section 53, a Director may request a recorded vote respecting any matter to be decided by the Board. In such event, the chair votes and if the vote is a tie, the resolution is lost.
55. Any Member may attend a board meeting (upon request to the Board) and address the Board.

VOTING

56. Each Member has only one vote regardless of the number of properties that the Member may own or lease in the Cooksville BIA.
57. A corporate Member may nominate in writing one individual to vote on behalf of the corporation. Subject to section 56 of this By-law, one individual may be nominated by two or more corporations that are Members.
58. A majority of the Members present at an annual or general meeting shall carry a vote.

NOTICE OF MEETINGS AND RECORDS

59. The Board shall send the notice of an annual general meeting, in a form as determined by the Board, at least twenty one (21) days before the date of the meeting to all Members, the Ward Councillor appointed to the Board and the City Representative. For general meetings, the Board shall provide forty-eight (48) hours notice to all Members.
60. Notice for annual or general meetings shall include the agenda, budget and financial statements (where applicable) and minutes from the previous meeting.
61. The Board shall notify the Ward Councillor appointed to the Board and the City Representative of all board meetings, and provide the meeting agenda, previous meeting minutes, seven (7) days in advance of the meeting.
62. The Board shall keep proper minutes and records of every board, annual and general meeting and shall forward board-approved copies of the minutes and records to all Directors and the City Representative.

QUORUM AND PROXY

63. Unless Council approves an alternative quorum figure, quorum of the Board shall be the majority of Directors.

64. No business shall be transacted at a meeting of the Board unless quorum is physically present in the meeting location.
65. There shall be no proxy voting of any kind at meetings of the Board or committees established by the Board.
66. The Board may establish a policy or amend its constitution/governance by-law to establish rules around quorum and proxy voting for Members at annual and/or general meetings.

ANNUAL BUDGET

67. The Board shall prepare a proposed annual budget for each fiscal year by the date and in the form required by City Finance staff and shall hold one or more meetings of the Members for discussion and approval of the annual budget.
68. The Board shall submit the approved annual budget to Council by the date in the form required by City Finance staff and Council may approve it in whole or in part but may not add expenditures to it.

FINANCIAL PROCEDURES AND REPORTS

69. The Board shall adopt and maintain only banking arrangements, bookkeeping services and sound business practices that are satisfactory to City Finance staff, and shall keep financial records and submit statements, prepared in accordance with Canadian generally accepted accounting principles.
70. The Board shall establish at least one bank account specific to the Cooksville BIA and the Board shall appoint at least two Directors (not including a member who is also a member of Council) with signing authority to the account. Cheques issued by the Board shall be signed by two Directors with signing authority.
71. All monies spent from the bank account(s) outlined in section 70 shall be within the budgeted provisions of the approved annual budget and spent only for the benefit of the Members' businesses.
72. 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 City Finance staff.

ANNUAL REPORT

73. The Board shall submit its annual report for the preceding year to Council by the date and in the form required by City Finance staff and the report shall include audited financial statements.
74. The auditor of Council is the auditor of the Board and may inspect all records of the Board including but not limited to the audited financial statements.

CONTRACTS

75. To enter into a contract, a resolution approved by the Board shall be required to be entered into the minutes of a board meeting and a copy of the contract is to be attached to the minutes of that meeting and provided to the City Representative.
76. Once approved by resolution, a contract shall bear the signatures of two (2) Directors.

MISCELLANEOUS

77. Any section of this By-law, or any part thereof, that is found by a court of competent

jurisdiction to be invalid shall be severable, and the remainder of the By-law shall continue to be valid.

78. All schedules attached to this By-law shall form part of this By-law.

79. In this By-law, unless the context otherwise requires, words imparting the singular number shall include the plural, and words imparting the masculine gender shall include the feminine and further, the converse of the foregoing also applies where the context so requires.

SHORT TITLE

80. This By-law may be referred to as the Cooksville Business Improvement Area Governance By-law.

ENACTED AND PASSED this 19th day of February, 2020.

Signed by Bonnie Crombie, Mayor and Diana Rusnov, City Clerk.