

Town of Tecumseh Business Improvement Area

Constitution

Policies & Procedures



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Section 1 - Definitions and Terms

- 1.1 “**Associate Member**” means a business or home-based business located outside the BIA’s boundaries but is interested in participating in the BIA activities and services.
- 1.2 “**TOTBIA**” means the Town of Tecumseh Business Improvement Area.
- 1.3 “**AGM**” means the Annual General Meeting of the membership of the TOTBIA.
- 1.4 “**BIA**” means the area designated as an improvement area by Town of Tecumseh By-Law No. 2016-12, as amended.
- 1.5 “**BIA Manager**” means a paid employee who manages and oversees the strategic priorities, goals, and initiatives of the Board.
- 1.6 “**Board**” means the Board of Management established by Town of Tecumseh By-Law No. 2016-12, as amended.
- 1.7 “**Boundary**” means the geographical boundary of the TOTBIA designated by the following (See schedule A):
 - (a) **North Border** – the norther boundary is defined by the shoreline of Lake St. Clair;
 - (b) **East Border** – the eastern boundary is defined by the shoreline of Pike Creek;
 - (c) **South Border** – starting at the northeast edge of the Windsor/Tecumseh municipal border and County Road 22 (CR22) intersection running east to Lesperance Road, the southern boundary includes both the southwest and southeast properties at this junction. From there, the south border continues to follow County Road 22 eastward until reaching the east side of Manning Road, then continues north along Manning Road towards Tecumseh Road stopping at the N/W Corner of the Canadian National (CN) Railway property;
 - (d) **West Border** – the western boundary aligns with the Windsor/Tecumseh municipal border.
- 1.8 “**Corporation**” means The Corporation of the Town of Tecumseh.
- 1.9 “**Council Liaison**” means an appointed member of Council on the Board.
- 1.10 “**Director(s)**” means the BIA Members appointed by Town Council and comprises the TOTBIA Board of Management.
- 1.11 “**Executive Committee**” means the appointed Chair, Vice-Chair and Treasurer that forms the Executive Committee.
- 1.12 “**General Meeting**” means any meeting of the TOTBIA membership.
- 1.13 “**Municipal Act**” means the legislation governing the creation, administration and government of municipalities in Ontario.

- 1.14 “**Member**” means a person who is assessed, on the last returned assessment roll, with respect to ratable property in the BIA that is in a prescribed business property class and the tenants of such property.
- 1.15 “**Officer**” means the Chair, Vice-Chair and Treasurer which are appointed positions comprised of Board Members.
- 1.16 “**Town Council**” means the Council of The Corporation of the Town of Tecumseh.
- 1.17 “**Non-related businesses**” means non-competing businesses or non-relating businesses, not providing similar goods or services, businesses of a dissimilar nature.

Section 2 - General Information

A Business Improvement Area (BIA) is a public-private partnership that allows local businesses, commercial property owners and tenants to work together and with the support of the municipality, to organize, finance and carry out physical improvements and promote economic development within a defined area. A BIA is a special purpose body established by a municipality using the specific BIA legislated provisions in the *Municipal Act, 2001*. The Town of Tecumseh Business Improvement Area (TOTBIA) is a local board of the Corporation and is governed by a Board of Management (Board). The Board is comprised of volunteer members that are appointed by the Corporation’s Council and has Council representation. The Corporation, through its Council, plays a key role in providing guidance and leadership, financial monitoring and approval of annual budgets.

The Corporation’s commitment to the TOTBIA is strong with over 50 years of continuous support and collaboration for long term planning to improve this defined area.

Section 3 - Background

On May 17, 1979, the Ontario Municipal Board approved the application by the Corporation, under Section 361 of the Municipal Act (R.S.O. 1970, 284), for By-Law 1305, being a by-law to designate a certain defined area as a business improvement area (BIA) to be known as the Town of Tecumseh Business Improvement Area (TOTBIA).

Following the amalgamation of the Town of Tecumseh, Village of St. Clair Beach and Township of Sandwich South, Town Council established the BIA by adopting By-Law 1999-58 on November 9, 1999. At the time, the BIA included the entire geographic limits of the amalgamated Town.

On November 8, 2005, pursuant to By-Law 2005-79, Town Council amended the boundary of the BIA to include only the former Town of Tecumseh and Village of St. Clair Beach areas, in addition to a small northerly portion of the former Township of Sandwich South and excluded industrial businesses.

On February 23, 2016, pursuant to By-Law 2016-12, Town Council further amended the BIA boundary to exempt Beach Grove Golf & Country Club and the properties located south of County Road 22, in the Sylvestre, Jamsyl and Desro Drive areas west of Manning Road. For a map of the current BIA boundary please refer to Schedule A.

The current BIA is established under By-Law 2016-12 in accordance with the *Municipal Act*, 2001, S.O. c.25, S.204 as amended (See Schedule B).

In 2023, the Town entered into an agreement with the BIA to identify their respective roles and responsibilities for the improvement and promotion of the BIA area. (See Schedule D)

Section 4 - Scope

The *Municipal Act*, 2001 (Act), specifically sections 204 to 215, is the Act under which business property owners petition Town Council to enact by-laws for an improvement area, designating its geographical boundaries and establishing a Board. The Board is entrusted, subject to such limitations as the by-law provides, with the administration of the organization known as the TOTBIA. The Board is a Local Board of the Corporation for all purposes.

Section 5 - Vision and Values

To make the Town of Tecumseh a premiere destination where history is preserved and embraced, businesses thrive, and community is strengthened by fostering civic pride and engaging tourism experiences.

Section 6 - Mission Statement

The Board will foster an atmosphere where businesses are eager to collaborate, connect, and participate. We will build prosperity through education, promotion, and advocacy.

Section 7 - Objectives

It shall be the primary objective of the TOTBIA Board to:

- 7.1 Plan and administer activities for the promotion of the TOTBIA as an attractive business and shopping area and enhance the appearance of the business core.
- 7.2 Engage in strategic planning as required to address TOTBIA issues.
- 7.3 Advocate on behalf of the interests of the TOTBIA.
- 7.4 Responsibly manage the financial proceeds of the BIA levy for Board approved BIA activities.
- 7.5 Work to ensure each Member receives fair representation from the Board.

Section 8 - Location and Contact Information

The administration office must be located within the boundaries of the TOTBIA. The current location is:

12122 Tecumseh Road East, Unit 2 (lower level), Tecumseh, ON N8N 1L9

Other contact information is as follows:

Phone: 519.735.3795
Email: info@tecumseh.ca
Web: tecumsehbia.com
Facebook: townoftecumsehbia
Twitter: Tecumsehbia
Instagram: Tecumseh.bia

In the event the TOTBIA selects a new location for its administrative office, written notice shall be forwarded to all Members and the Town's Clerk 30 days prior to the date of relocation.

Section 9 - Membership

The membership of the TOTBIA consists of the persons who are assessed within the boundaries set in By-Law 2016-12. All property owners and commercial tenants, who pay a portion of the property tax, pay a special levy that funds the TOTBIA. Proceeds of the special levy constitute the BIA's operating budget and allow the Board to execute programs and events on behalf of all the Members within the boundary.

9.1 Members

(a) Property Owners

Members of the TOTBIA consist of persons who are assessed, on the last returned assessment roll, with respect to ratable property in the TOTBIA that is in the prescribed business property class.

(b) Tenants

Tenants include a person, business or group that pays to use another owner's property. A tenant is responsible for part of the taxes that the tenant is required to pay under the tenant's lease.

The determination of whether a person is a tenant shall be made by the Town Clerk of the Corporation, subject to relevant criteria set out in the Act or by declaration of a person that the person is a tenant. The Town Clerk's determination shall be final.

9.2 Member Rights

All Members are entitled to:

- (a) attend Board meetings, including Annual and/or General meetings;
- (b) vote on each question arising from any Annual or General meetings of the TOTBIA;
- (c) vote on the selection of Board Members at the beginning of the term of new Council;

- (d) run for or nominate Director positions of the Board; and
- (e) appoint a nominee to exercise their right to vote at Annual and General meetings.

9.3 Conditions and Limitations of Membership

- (a) Any Member may ask that issues or items of interest be placed on Board meeting agendas for discussion and/or resolution. Members may also request delegation status to make a presentation to the Board. Request for delegations or placing items on a Board meeting agenda must be made to the BIA Manager and/or Chair at least one (1) week prior to the scheduled meeting.
- (b) At Board meetings, Members cannot vote and their opportunity to speak may be limited to their delegation presentation, request, or agenda item.
- (c) At Annual and General meetings, each Member or their nominee may exercise their right to vote on each question.
- (d) With respect to paragraph (c) above, each member has one (1) vote regardless of the number of properties or businesses owned by any Member within the TOTBIA.

9.4 Nominees

If a Member is a corporation or partnership, a nominee for the purposes of attending an Annual or General meeting on its behalf shall be designated in writing to the Board.

9.5 Member Benefits

A Member of the TOTBIA is part of an association that assists in bringing together businesses to work together to create a thriving commercial district. Part of the membership includes the following services:

(a) Marketing and Promotion

Members will receive, at no extra cost, (i) marketing and promotional support from the BIA including limited access to the Tecumseh BIA's professional marketing campaigns across BIA social media platforms, local media campaigns, and BIA newsletters and business directory; (ii) opportunities for a Member's business to be featured in digital promotions, seasonal campaigns, business spotlights, the BIA website and as per the BIA terms of participation; (iii) participation in coordinated advertising efforts designed to drive foot traffic and increase awareness of member businesses.

(b) Community Events and Visibility

TOTBIA organizes regular community events and initiatives that provide an opportunity for Members to host or sponsor and collaborate with other local businesses which can increase business profiles in the community.

(c) **Business Networking and Advocacy**

Access to networking events and professional development opportunities, including being a part of a collective voice advocating for improvements, policies, and initiatives that benefit Tecumseh's business community.

(d) **Business Support and Resources**

Members receive access, at no extra cost, to guidance and resources for business developments, and marketing tools which may be limited at the sole discretion of the TOTBIA.

(e) **Listing in the TOTBIA Business Directory**

The TOTBIA maintains a business directory on their website which includes a listing of all the businesses, a map of the BIA area, and a summary of events. The directory on the website enables a business to be listed with TOTBIA members.

(f) **Communications**

Members will receive emails to keep them informed of issues that relate to the Membership, Town, TOTBIA, etc.

Members may advertise, free of charge, in the TOTBIA social media publications including, but not limited to, the TOTBIA website, Facebook, and Twitter (X).

(g) **BIA Advocacy in Local Affairs**

Advocacy to support the best interest of independent businesses in Tecumseh is an important member service of the TOTBIA. A Member can benefit from a stronger voice in local affairs.

(h) **Networking Opportunities**

Members are invited to attend all TOTBIA Board Annual and General meetings.

Section 10 - Associate Membership Program

Businesses and home-based businesses outside of the TOTBIA designated boundary that are interested in joining the TOTBIA Associated Membership Program must make a request to join to the BIA Manager along with their business information. An Associated Membership Application and invoice will be forwarded to the interested business to complete, sign and return to the TOTBIA with payment. Each application will be determined on its own merits by the Board, and the decision of the Board shall be final. The following benefits are conferred on Associate Members:

10.1 Listing in the TOTBIA Business Directory

The TOTBIA maintains a business directory on their website which includes a listing of all the businesses, a map of the BIA area, and a summary of events. The directory on the website enables a business to be listed with TOTBIA Members.

10.2 Communications

- (a) Associate Members will receive emails to keep them informed of issues that relate to the Membership, Town, TOTBIA, etc.
- (b) Associate Members may advertise, free of charge, in the TOTBIA social media publications including, but not limited to, the TOTBIA website, Facebook, and Twitter (X).

10.3 BIA Advocacy in Local Affairs

Advocacy to support the best interest of independent businesses in Tecumseh is an important member service of the TOTBIA. An Associate Member can benefit from a stronger voice in local affairs.

10.4 Networking Opportunities

Associate Members are invited to attend all TOTBIA Board Annual and General meetings but are not eligible to vote at Annual or General meetings.

10.5 TOTBIA Associate Membership Fees

Associate Members are subject to an annual membership fee, renewable on their anniversary date each year as set out in the Town's Administrative Fees & Charges By-Law. Associate Members are invoiced for their fee by the TOTBIA.

Section 11 - Board

11.1 Board Composition

The Board shall consist of nine (9) members comprised of the following:

- (a) Seven (7) Directors selected by the Members through a vote at an Annual General Meeting, following a municipal election year. Each Director elected by the Members, and the appointments are approved and confirmed by Town Council. A Director has one (1) vote.
- (b) Full Members in good standing may stand for election to the Board.
- (c) The Board will represent the following business sectors within the BIA. No one business sector shall hold the majority of Director positions on the Board:
 - (i) Health and Wellness;
 - (ii) Restaurants;
 - (iii) Retail; or
 - (iv) Professional services.

- (d) Two (2) Council liaison members shall be appointed by Town Council to the Board. Council liaison positions do not have a vote. The role of a Council liaison serves to facilitate communication between the Board and Council, ensure alignment with the Town's strategic priorities, support meetings and governance processes, and foster positive working relations between Board Members, Administration and Council.
- (e) The Board shall have the following officers:
 - (i) Chair;
 - (ii) Vice Chair; and
 - (iii) Treasurer, as set out in Section 13 hereof.
- (f) The Board appointment process for each term and for interim purposes in the case of a mid-term vacancy, is set out in Section 16 hereof.

Section 12 - Board Responsibilities

12.1 General

- (a) Drafting and approving of policies and procedures to ensure the effective operation of the Board and for amending these policies and procedures, as necessary.
- (b) Ensuring that policies and procedures are implemented effectively.
- (c) Acting as a legal entity to enter contracts required by the activities of the Board, such as the maintenance, beautification, promotion and advertising of the downtown designated area. A Board Member cannot individually enter into contracts or agreements.
- (d) Electing executives who will act as signing Officers for the Board.
- (e) Establishing subcommittees and appointing representatives to those subcommittees as required to deal with issues identified by the Board or as requested by Town Council.
- (f) Hiring staff to carry out the Board's directives.
- (g) Maintaining communication with the Members regarding its activities including, but not limited to, arranging General meetings.

12.2 Meetings

- (a) Meetings to be attended by the Board shall include all regular, closed session, annual, general and special meetings of the Board and Members.
- (b) Meetings are conducted in accordance with the Corporation's Procedural By-law and its policies including but not limited to Purchasing & Procurement, Code of

Conduct and Accountability & Transparency. (See Schedule C and New Member Onboarding Manual).

- (c) A quorum for conducting any meeting of the Board shall consist of a majority plus one (4 Directors who have voting rights).
- (d) If both the Chair and the Vice Chair are unable to attend a scheduled Board meeting, a presiding Officer shall be selected for that meeting only by those Directors present, providing there is a quorum of the Board.
- (e) All actions and directions of the Board and the membership are recorded in the minutes of the meetings. The minutes are approved by the Board, distributed to Town Council and made available to the Members.

Section 13 - Officers

At the first meeting of the Board, the Chair, Vice Chair and Treasurer shall be elected from within the Board. The BIA Manager shall oversee the nomination and election process of the Executive Officers. Collectively the Officers form the TOTBIA Executive Committee.

13.1 Officer Duties

Officer duties are as follows:

(a) Executive Committee

- (i) The Executive Committee shall meet from time to time, as required for the general management and direction of the TOTBIA.
- (ii) A quorum for conducting any meeting of the Executive Committee shall consist of all Officers (3).
- (iii) The Executive Committee shall be responsible for the selection, set annual performance measures, performance evaluations, discipline and termination of TOTBIA employees.
- (iv) The Executive Committee shall lead the strategic planning and financial budgeting exercises on behalf of the TOTBIA.

(b) Chair

- (i) The Chair shall be responsible for the general management and direction of the business and affairs of the TOTBIA and the general management of the BIA Manager.
- (ii) The Chair shall set Board meeting agendas with the assistance of the BIA Manager.
- (iii) The Chair shall be the authorized spokesperson to speak publicly for the Board.

- (iv) The Chair shall be an ex-officio member of all sub-committees.
 - (v) The Chair shall be one of no fewer than two (2) signing Officers for the Board.
- (c) **Vice Chair**

The Vice Chair shall assume the duties in Section 13.1 (b) the absence of the Chair.
- (d) **Treasurer**
 - (i) The Treasurer shall be responsible for overseeing the Financial Statements and related materials with an account of all transactions prepared by the BIA Manager on a monthly basis.
 - (ii) The Treasurer shall present a current monthly statement of financial transactions and reports at each regularly scheduled Board meeting. Upon approval by the Board, the statement will be attached to the minutes of the meeting at which they were approved.
 - (iii) The Treasurer shall provide to the Board and Town Council an annual financial report and be present for the annual budget.
 - (iv) The Treasurer shall be the first signing authority on all TOTBIA transactions.

Section 14 - Sub-Committees of the Board

- 14.1 Sub-committees of the Board and Members may be created at the discretion of the Board. Council Liaisons may take part in sub-committees.
- 14.2 Sub-committees shall be appointed through a Board resolution which is reflected in the minutes and comprises up to five (5) Members with at least one (1) Board Director appointed as Chair.
- 14.3 All sub-committees may assist the Board plan and administer approved initiatives and projects or examine specific areas of concern.
- 14.4 Each sub-committee will be given a mandate through specific Terms of Reference developed by the BIA Manager and approved by the Board. The Terms of Reference shall establish the term of the sub-committee and a method for dissolving the sub-committee when its mandate has been achieved. (See Schedule E)
- 14.5 Sub-committees have no independent financial or legal standing and must submit estimated project budgets and/or contractual arrangements to the Board for approval through resolution.
- 14.6 Sub-committees shall prepare written reports on sub-committee activities to be submitted to the Board for consideration and approval at Board meetings.

Section 15 - TOTBIA Employees

15.1 TOTBIA Manager Duties

The TOTBIA Manager shall:

- (a) act as secretary for the Board, being responsible for minutes of all Executive Committee, Board, Annual, General, Special and sub-committee meetings;
- (b) preside over the first meeting of the BIA Board in each calendar year, if necessary, until the Executive Officers are elected;
- (c) be responsible for the day-to-day administration of the BIA Administration Office as set out in the Board approved job description;
- (d) be the third signing authority for all TOTBIA financial transactions;
- (e) be authorized to make a maximum \$1,000.00 single purchase and no more than a total of \$1,500.00 maximum purchases per month, thereafter, following the Corporation's Purchasing By-Law and Policy.
- (f) familiarize themselves with the TOTBIA Constitution, Memorandum of Understanding with the Corporation and applicable Corporation policies. (See Schedule D)
- (g) liaise with the Corporation's senior management team or delegate(s) for any Corporation supported initiatives, activities and events.

15.2 TOTBIA Manager Employment Terms

- (a) The terms of employment shall be established by the Employment Agreement as negotiated between the BIA Board (as the employer) and the employee. The Employment Agreement terms and conditions may be amended from time to time by the parties. The reporting relationship of the BIA Manager with the Board will be through the BIA Chair.
- (b) The Employment Agreement shall provide, at minimum, terms and conditions detailing employment, hours, duties, expectations, exclusivity, remuneration, travel expenses, employer policies, conflict of interest, confidential information and termination of employment.
- (c) The BIA Board will provide all mandatory legislated training to the position as required by legislation.

Section 16 - Board Elections

- 16.1 Any Member in good standing, or their nominee, is eligible for election to the Board provided that the Member's name is listed on the Corporation's commercial assessment roll and contributes financially (Tax Levy) to the TOTBIA.

- 16.2 All elections shall be held by nominations. All nominations must be accepted by the Member, or Member's nominee, as the case may be.
- 16.3 It is the responsibility of the Member to register their voting delegate before the election process begins. The names of those Board members continuing their term must appear on the ballot. A voting delegate must make nominations from the floor with a seconder. If desired, the Chair for the purpose of counting ballots may appoint one or more scrutineers (who need not be members). Only one delegate per business member can be nominated for election at any one time.
- 16.4 One vote will be allowed per business, professional service, corporate member, when electing seven (7) TOTBIA Directors to the Board of Management. (Where the assessment or anyone (1) business is split on the tax roll, it shall be considered as one (1) business). A nominee can be appointed by a business firm, professional service, or corporation to cast one vote on behalf of the aforementioned TOTBIA Member provided that a letter is duly signed by the owner and such owner's name appears on the business tax assessment roll. In the case of a corporation, the manager will be the signee.
- 16.5 Upon the election of the seven (7) Directors to the Board of Management by the Members, the names of the elected Directors shall be submitted to Town Council for appointment as follows:
- (a) Directors elected by the Members shall be noted in the AGM minutes and the Town Clerk shall be notified that these electees are recommended for appointment as Directors by Town Council.
 - (b) In addition, Town Council shall appoint two (2) Council Liaisons.
 - (c) Town Council may refuse to appoint a person selected by the Members, in which case the Town may leave the position vacant or direct that a meeting of the Members be held to elect another candidate for the Town's consideration.
 - (d) Appointments are finalized through an appointment by-law approved by Town Council.
 - (e) The term of appointment to the Board will coincide with the term of Council (4 years). Each Director shall hold the position from the time of appointment by Town Council until new members have been appointed by Town Council following the next municipal election or to fill a vacancy.
 - (f) The Board shall assume office the first day following the appointment by Town Council.
- 16.6 Where a vacancy on the Board occurs for any reason, the vacancy shall be filled in accordance with the Corporation's Policy No. 04 and may hold office for the remainder of the term for which his or her predecessor was appointed. Such interim members must be confirmed by a resolution of the Board and appointed by Town Council. Procedures concerning vacancies are as follows:
- (a) A seat on the Board becomes vacant when:

- (i) A Director is absent for three (3) consecutive regular meetings without just cause. Upon a Director failing to attend two (2) consecutive regular meetings without just cause, the Board shall send by prepaid mail or email a notice to the Director advising that upon a third (3rd) failure to attend, the Board shall recommend to Town Council that such Director be removed from the Board.
 - (ii) A Director ceases to financially contribute to the BIA levy as the Director no longer is the owner or tenant of commercial properties in the boundaries of the TOTBIA or is a business relocating their business outside the current boundary of the TOTBIA as established by Town by-law.
 - (iii) A Director resigns their seat in writing to the Board with a copy of the letter sent to the BIA Manager and the Town Clerk.
- (b) In the event of a vacancy occurring on the Board during the term, the vacancy shall be filled in accordance with the Town Policy No. 4 Call for Committee and Board Applications and Appointment.
 - (i) In accordance with Policy No. 4, a call for applications will be posted on the Corporation's website and all applications received by the Corporation will be circulated to the BIA Manager for the Board's review and consideration.
 - (ii) The Board shall provide an endorsement resolution on the preferred applicant(s) and circulate to the Town Clerk to be recommended for appointments by Town Council.
 - (iii) A report to Town Council on the recommended appointments to the Board will be presented at the next available Regular Council meeting for Town Council's consideration.
- (c) In the event of an Executive Member taking a temporary leave of absence (up to 6 months), the position will be filled by an alternate Board Member to cover the short-term leave and approved by resolution of the Board. The Town will be notified of the Board Member's leave and the name of the temporary replacement.

Section 17 - Fiscal Year, Annual Budget, Expenditures and Audit

17.1 Fiscal Year

The fiscal year is from January 1st to December 31st.

17.2 Annual Budget

- (a) The Executive and the Board are responsible for drafting an annual budget, with the assistance of the BIA Manager, ensuring that all federal and provincial regulations as it relates to employment, taxation, and standards are followed.

- (b) The Board will use its best efforts to obtain as much government and public support for TOTBIA as possible. It will, with reasonable diligence, pursue applications for available government funding on its own or in collaboration with the Corporation at the federal, provincial and regional levels, and in addition, will conduct fundraising activities where possible.
- (c) The draft annual budget will be presented to the Members at the Annual General Meeting (AGM) to be held not later than October of each year. The Members are to be advised no less than 4 weeks prior to the meeting date, and meeting notice advertised on the TOTBIA social media applications and the Corporation's website.
- (d) At the Annual General Meeting, the agenda will present the annual proposed budget, the prior year's audited financial statements and the year-to-date status of revenues and expenditures for the current year. A vote to approve the proposed annual budget, the audited financial statement, and the year-to-date status of revenues and expenditures will be taken and recorded in the meeting minutes.
- (e) Members will be permitted to address the Board regarding the proposed budget, audited financial statements and year-to-date status of revenues and expenditures without prior notice and without being placed on the agenda of the Annual General Meeting.
- (f) The approved TOTBIA annual budget shall be submitted to the Corporation with confirmation of approval; and presented to Town Council by the Executive Officers of the Board no later than a November Regular Meeting of Town Council for Council's consideration of approval.
- (g) The approved budget will be finalized no later than March 31st of the budget year and submitted to the Corporation for review by the Director of Financial Services or designate, prior to inclusion in the TOTBIA tax levy by-law for consideration by Town Council.
- (h) The approved budget for the new calendar year shall be followed without major modifications. Spending and debt may not exceed the time limits of the fiscal year, except where approved at a regularly scheduled AGM or Special General Meeting and with the approval of Town Council.
- (i) Any major increases of ten percent (10%) or more to the in-year budget shall be brought forward to the Director of Financial Services. Significant changes are subject to approval by Town Council.

17.3 Expenditures

- (a) As per section 220 of the Municipal Act, BIA funds can only be used for improvements to publicly owned property, not individual businesses, or private properties.
- (b) Any expenditure over \$1,000.00 must be approved by the Board.

- (c) Purchases will be carried out in accordance with the Corporation's Purchasing By-Law and Policy.

17.4 Annual Audit

- (a) The TOTBIA shall use the Corporation's external auditors and ensure that an annual report for the preceding fiscal year is submitted to the Corporation, including a complete financial statement of its affairs for auditing.
- (b) The TOTBIA shall maintain accurate records of all financial transactions and all books, documents, transactions, minutes and accounts of the Board shall at all times be open to inspection by the external auditor.
- (c) The unaudited financial statements for the prior year shall be presented to the Members at the Annual General Meeting for review and approval.
- (d) The prior year audited financial statements shall be submitted to the Corporation no later than July 31st.

Section 18 - Approval of Financial Transactions

To ensure that TOTBIA office can function effectively, and that there is adequate financial control by the Board, there are two (2) levels of approval established for financial transactions. If any purchase at Level 1 or Level 2 has not been previously approved in the annual budget, and it will result in budget overrun, the Board must give its approval prior to such a purchase.

18.1 Levels of Approval

- (a) All TOTBIA cheques require two authorized signatures:
 - (i) Two Officers of the Board: Chair or Vice-Chair and the Treasurer.
 - (ii) When Chair or Vice Chair are not available, then the BIA Manager can be the second authorized signature.
- (b) All financial transactions over \$1000.00 must be approved by the Board by resolution if the amount exceeds the approved budget allocated.
- (c) The BIA Manager can make a financial transaction of \$1000.00 or more only at the direction of the Board and provided that:
 - (i) The purchase has been approved by motion at a Board meeting, and the approval is documented in the minutes of the meeting or;
 - (ii) The expense is fixed and pre-approved as in the instance of monthly rent.

18.2 Signing Authority

- 18.3 In order to ensure that TOTBIA office can function effectively, and that there is adequate financial control by the Board, there are three (3) authorized signing authorities established for all account payable transactions.

- (a) The Chair or Vice-Chair of the Board
- (b) The Treasurer of the Board
- (c) The TOTBIA Manager

Section 19 - Membership Meetings

19.1 Annual General Meeting

- (a) The Annual General Meeting (AGM) of the TOTBIA shall be held at a location in the Town of Tecumseh. AGMs are to be held in the month of October for the first three years of the term and November during the 4th year term. The meeting notice shall be circulated no later than 10 days prior to the meeting.
- (b) The AGM agenda shall include:
 - (i) Declarations of Pecuniary Interest
 - (ii) Financial Statements and Reports
 - (iii) Auditor's Report
 - (iv) Annual Budget
 - (v) Annual Report of the Board
 - (vi) Minutes of the last Annual General Meeting
 - (vii) Acceptance of nominations for the Board of Management, if applicable.
 - (viii) Any other business that may properly be brought before the meeting

19.2 General Meetings

- (a) The Board of Management may, from time to time, call a General Meeting of the members of the TOTBIA for any date and time to be held at a location within the BIA boundaries as specified in the notice.
- (b) All meetings shall be conducted in accordance with the Town's Procedural By-law No. 2023-076 as may be amended from time to time. All minutes of meetings shall be circulated to the Town.
- (c) The Chair may at any time summon a Special Meeting on five (5) days' notice specifying the purpose of such meeting which shall be the sole business transacted.
- (d) The Board may appoint a day or days in any month or months for regular Board of Management meetings at an hour to be named. There shall be a minimum of ten (10) meetings per year.

- (e) In the case of the absence or death of the Chair, a special meeting may be summoned at any time by the TOTBIA Manager upon a special requisition to the TOTBIA Manager signed by a majority of the Board.
- (f) Upon receipt of a petition of the majority of the members of the Board, the TOTBIA Manager shall summon a special meeting for the purpose and at the time mentioned in the petition, subject to notice and other requirements of the standing rules and orders of the Board.

19.3 Closed /In-Camera Meetings & Closed Meeting Investigations

- (a) All TOTBIA meetings shall be open to the public except those held in accordance with Section 19.3 (b).
- (b) A meeting of the TOTBIA may be closed to the public or proceed into closed session if the subject matter being considered is one or more of the exemptions permitted by Section 239 (2) and (3) of the Municipal Act, 2001, as amended.
- (c) For In-Camera meetings, the Chair or TOTBIA Manager shall provide notice to the Town's Clerk and public a minimum of 48 hours prior to the meeting. An agenda shall be circulated to board members no later than 24 hours before the designated time of the meeting. In-Camera meeting agendas are not to be posted on TOTBIA website; however, a copy of the agenda shall be circulated to the Town's Clerk. All In-Camera minutes shall be circulated to the Town Clerk.
- (d) In order to represent the entire interests of the TOTBIA Membership, decisions regarding the business and operation of the TOTBIA are not made in isolation or by individuals (except where explicitly stated elsewhere in this Constitution) but as a result of shared information, discussion, and majority agreement by way of vote by the Board as a whole and when appropriate, with its members. Executive Committee meetings, when held, adhere to this rule.
- (e) Under Section 239.1 of the Municipal Act, 2001, as amended, any individual may request that an investigation be undertaken to determine whether a municipality or local Board has complied with section 239 or a procedural by-law under subsection 239(2), in respect of a meeting or part of a meeting that was closed to the public.
- (f) Should an investigation take place, the Investigator may request information or records to examine, and the Board shall comply with such requests. Under Section 239.2(11) of the Municipal Act, 2001, as amended, the Board shall ensure reports commissioned by the Investigator are made public.

19.4 Notices of Meetings

- (a) Notice of the Annual General Meeting and of the regular general meetings of Members shall be provided in writing and shall be sent in a timely manner to ensure they are received by the TOTBIA members not less than ten (10) calendar business days prior to the meeting. Notice of Special General Meetings

shall be provided in writing and shall be sent not less than five (5) calendar business days prior to the meeting.

- (b) Notices may be sent by prepaid mail, hand delivered or electronic communication in advance to each TOTBIA member and each member of the Board of Management, to the addresses as they appear in the database of the TOTBIA. The Notice shall also be posted on the TOTBIA website and Town's Website.
- (c) The agenda for the Annual General Meeting and Special General Meetings shall be posted on the TOTBIA website as soon as practicable after delivery of the agenda to the TOTBIA members to provide notice to the public of such meetings.
- (d) Date, time, and location of all TOTBIA Board of Management meetings will be posted on the TOTBIA website to provide notice to members and the public of such meetings.
- (e) The agenda for all regular Board meetings shall be provided in writing and shall be sent not less than five (5) calendar days prior to the meeting. The agenda for all special Board meetings shall be provided in writing and shall be sent not less than two (2) calendar days prior to the meeting. Notices may be sent by electronic communication or prepaid mail.
- (f) There shall not be consideration or decision upon any matter at a meeting unless that matter is listed on the agenda for that meeting, except with the consent of two-thirds of the members present and voting.
- (g) The accidental omission to give proper notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph (1) shall not invalidate any resolution passed or any proceedings taken at any meeting.

19.5 Quorum

A quorum of any Board meeting shall be majority plus one of the seven (7) elected members of the Board in attendance.

Section 20 - Declaration of Interest

- 20.1 All Directors shall adhere to the provisions set in Section 5 of the Municipal Conflict of Interest Act, 1990. At the beginning of each meeting, it shall be the duty of every Board Member who is in any way, whether directly or indirectly, interested in a contract or arrangement that may be an item to be discussed by the Board and has some financial benefit to the Board Member, either directly or indirectly, to declare this interest and not participate in the discussion and voting. This applies to personal self-interest and the interests of any spouse, children, parents, parents-in-law or siblings.
- 20.2 Any declarations of pecuniary interest shall be noted in the minutes and Directors are to complete the Town's conflict of interest form to be submitted to the Town Clerk and added to the public Conflict of Interest Declarations registry on the Town's website.

Section 21 - New Members

All new member businesses are to be personally presented with a “Welcome New Members” package by either staff or a member of the Board. At this time their preferred method of communication, email or phone, should be ascertained.

Section 22 - Annual Report

On or before the 31st day of July in each year, the Board shall submit its annual report for the preceding year to Town Council including complete audited and certified financial statements of its affairs with balance sheet and revenue and expenditure statements. The Executive Officers shall be a delegation at a Regular Council Meeting to present the annual report along with highlights of the year’s initiatives and status updates on any significant projects undertaken.

Section 23 - Litigation

The Board shall not enter into any litigation without the prior approval of Town Council. The Board shall however have the right to engage their own solicitor who shall act for them in normal and general legal matters, such as entering into agreements and leases so long as such legal matters remain within the monetary limitations as approved by Council.

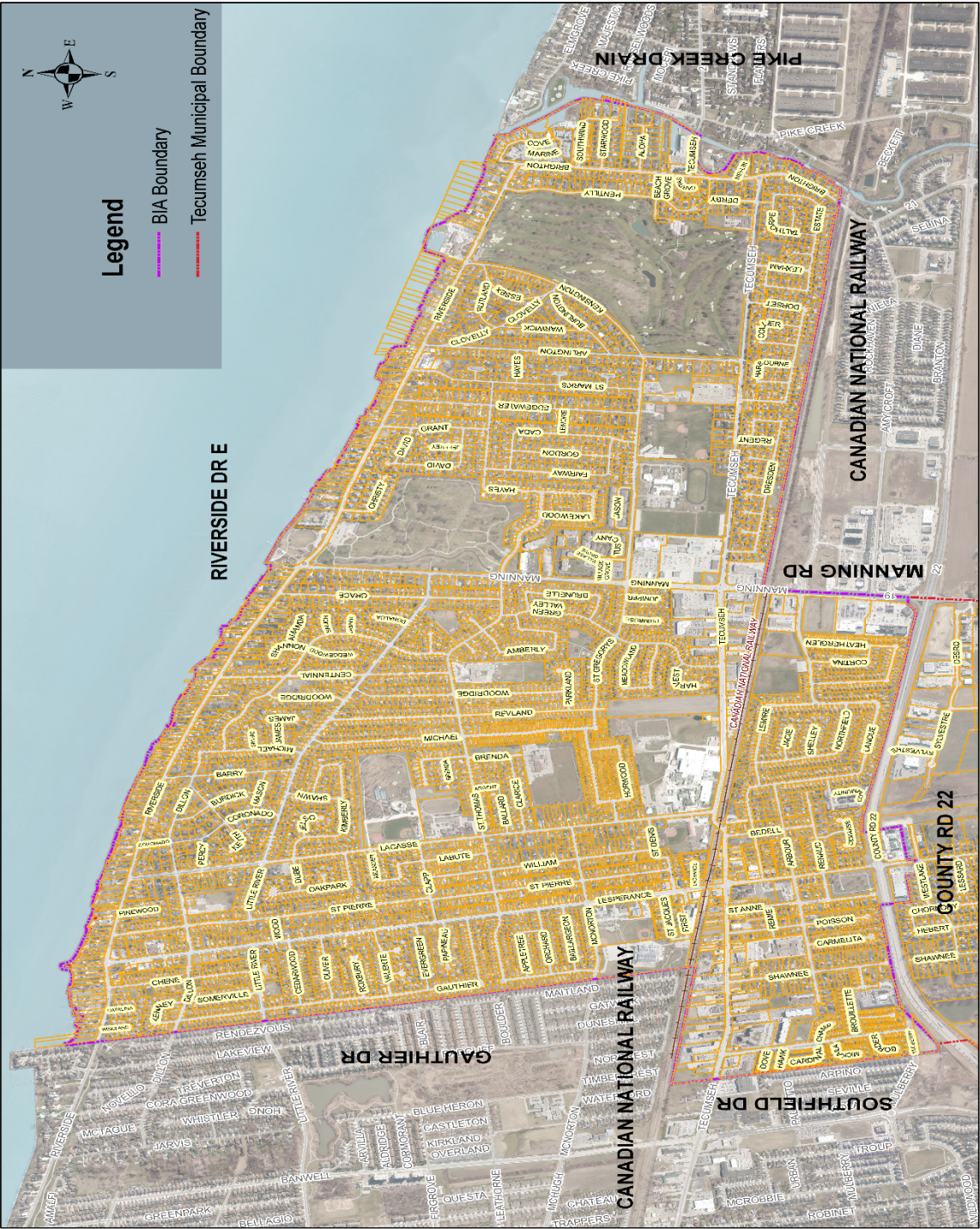
Section 24 - Amendments

- 24.1 The Constitution of the TOTBIA may be enacted, repealed, amended, added to or re-enacted by the Board upon approval of an Annual General Meeting of the Members duly called to consider confirmation of such amendments.
- 24.2 No amendments to the Constitution shall be put to vote unless written notices have been mailed or delivered to each Member of the TOTBIA at least fifteen (15) days prior to the meeting at which amendment is to be voted on, said notice to state the proposed amendment(s).
- 24.3 The Constitution is subject to review every three (3) years and a current version shall be available to the Members on
- 24.4 This Constitution shall come into force when approved by a majority of the Members of TOTBIA.

Passed by the Board of Management on:

(month, day, year)

Schedule A – BIA Boundary Map



Schedule B – Town of Tecumseh By-Law No. 2016-12

(copy to follow on next page)

THE CORPORATION OF THE TOWN OF TECUMSEH

BY-LAW NUMBER 2016-12

Being a by-law to amend the boundaries of the business improvement area in the Town of Tecumseh

WHEREAS pursuant to Section 209 of the *Municipal Act, 2001*, S.O. 2001, c.25 as amended, the municipality may alter the boundaries of an improvement area and the board of management for that improvement area is continued as the board of management for the altered area;

AND WHEREAS pursuant to Section 210(1) of the *Municipal Act, 2001*, S.O. 2001, c.25 as amended, notice of the proposed by-law was sent by prepaid mail on December 9, 2015 to the board of management of the improvement area, and to every person who, on the last returned assessment roll, is assessed for rateable property that is in a prescribed business property class located in the existing and altered improvement area;

AND WHEREAS the municipality did not receive any objections to the passing of a by-law to change the boundaries of the business improvement area, in accordance with Section 210(3) of the *Municipal Act, 2001* S.O. 2001, c.25 as amended;

AND WHEREAS it is deemed desirable to amend the improvement area to include only those business and shopping areas which receive direct benefit from the business improvement area which provides an enhanced opportunity for the improvement, beautification and maintenance of municipally owned, land, buildings and structures in the area, beyond such improvement, beautification and maintenance as is provided at the expense of the municipality at large, and for the promotion of the area as a business or shopping area;

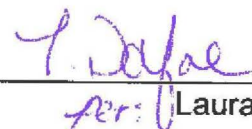
NOW THEREFORE the Council of The Corporation of the Town of Tecumseh enacts as follows:

1. **THAT** the area shown on Schedule "A" annexed hereto and forming part of this by-law be and the same are hereby designated as the altered boundaries of the improvement in accordance with Section 209 of the *Municipal Act, 2001*.
2. **THAT** the Board of Management be continued as the board of management for the altered area;
3. **THAT** By-law No. 2005-79 be repealed.
4. **THAT** upon final passing thereof, this By-law shall come into force and take effect on the 23rd day of February, 2016.

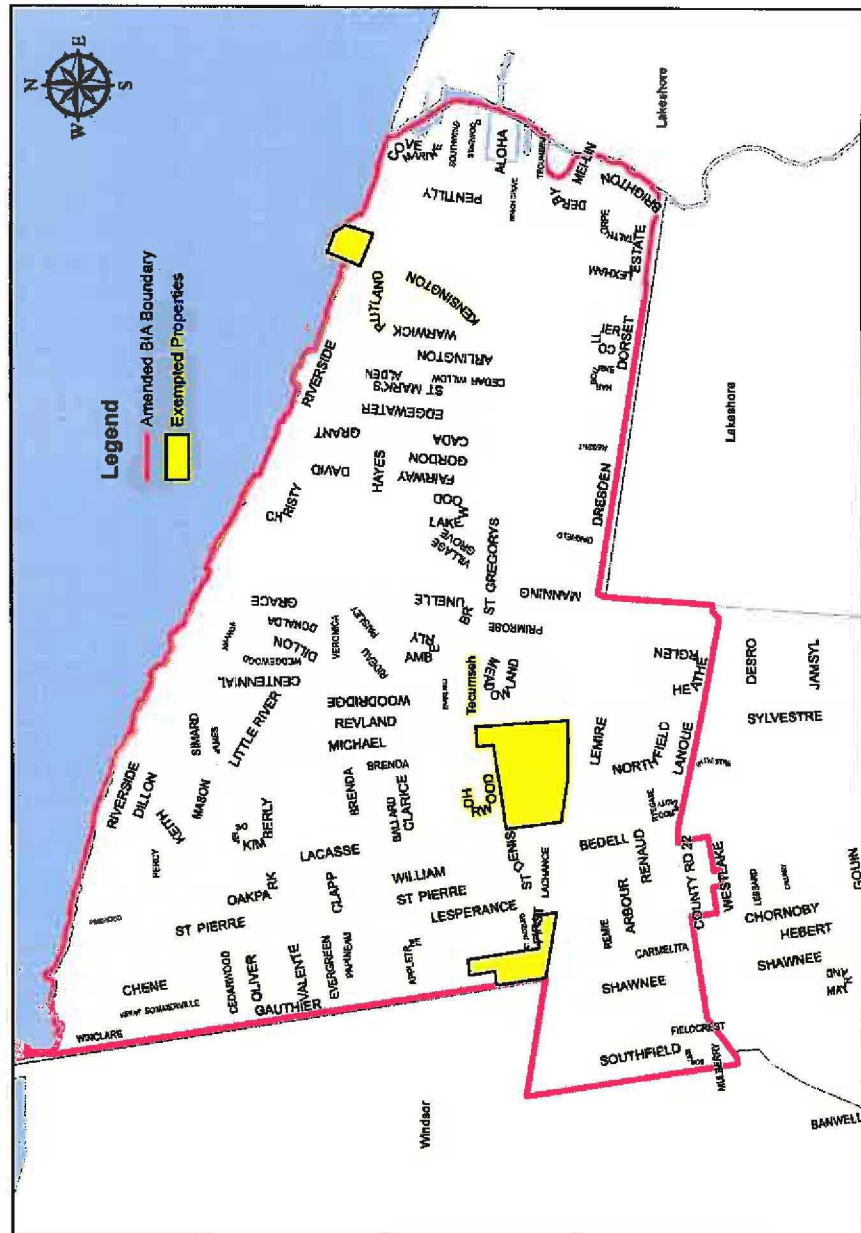
Read a first, second and third time and finally passed this 23rd day of February, 2016.




Joe Bachetti, Deputy Mayor


per: Laura Moy, Clerk

Schedule A



Town of Tecumseh
Amended BIA Boundary Map

ESD 100000
This map is a reproduction of the original map of the Town of Tecumseh, Ontario, Canada, and is not to be used for any other purpose. The map is a reproduction of the original map of the Town of Tecumseh, Ontario, Canada, and is not to be used for any other purpose. The map is a reproduction of the original map of the Town of Tecumseh, Ontario, Canada, and is not to be used for any other purpose.

Schedule C – Town of Tecumseh By-Law No. 2023-076

(copy to follow on next page)

THE CORPORATION OF THE
TOWN OF TECUMSEH
BY-LAW NO. 2023-076

A by-law to govern the proceedings of Council and its
Committees/local boards, the conduct of its members and
the calling of meetings.

June 2023

Prepared by:
The Town of Tecumseh Department of Legislative and Clerk Services
(519) 735-2184

The Corporation of the Town of Tecumseh

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The Corporation of the Town of Tecumseh

By-Law Number 2023 - 076

A by-law to govern the proceedings of Council and its committees/local boards, the conduct of its members and the calling of meetings.

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

And whereas the Council of the Town of Tecumseh deems it desirable and necessary to amend, consolidate, revise, and update its current Procedural By-Law for the Town of Tecumseh being By-law Number 2022-013;

And whereas the Council of the Town of Tecumseh deems it desirous to repeal and replace By-Law 2022-013, with this By-law Number 2023-076 to come into force and take effect upon the final passing thereof.

Now therefore be it resolved that the Council of The Corporation of the Town of Tecumseh enacts as follows:

1. Definitions:

For the purpose of this by-law, the following definitions are applicable:

- 1.1 "CAO" shall mean the Chief Administrative Officer of the Town of Tecumseh;
- 1.2 "Chair" shall mean the person presiding over a Council Meeting, Committee Meeting or Meeting of a Local Board;
- 1.3 "Clerk" shall mean the Municipal Clerk of the Town of Tecumseh as appointed pursuant to section 228 of the Municipal Act, 2001, S.O. 2001, Chapter 25 as amended and shall include a Deputy Clerk, or anyone designated by the Clerk to carry out duties of the Municipal Clerk;
- 1.4 "Closed Meeting" means a meeting, or a part of a meeting of Council, a Committee, Sub-Committee or Local Board, which is closed by resolution, to the public as permitted by the Municipal Act, 2001 S.O. 2001, Chapter 25;
- 1.5 "Committee" means any advisory or other committee, standing committee, subcommittee or similar entity established and appointed by Council with terms of reference approved by Council;
- 1.6 "Corporation" means the Corporation of the Town of Tecumseh;
- 1.7 "Council" shall mean the Council of the Town of Tecumseh;

- 1.8 “Electronic Attendance” means attendance at a meeting by use of telephone, computer, or other digital means that:
- a) enables all the meeting’s participants to see, hear and speak with each other, and
 - b) enables the public to see and hear the statements and votes of the Council Members in electronic attendance during the part of the meeting that is open to the public.
- 1.9 “Consent Agenda” means those items on an Agenda that all Members of Council deem appropriate to approve or deal with together without discussion or individual Motions because they are items related to routine matters, reports provided for information purposes and matters of a non-controversial nature;
- 1.10 “Consent Motion” means a single Motion to approve the recommendations arising out of the Consent Agenda;
- 1.11 “Declared Emergency” means an emergency existing in the Town and declared in accordance with the Emergency Management and Civil Protection Act;
- 1.12 “Ex officio” means that, by virtue of his or her office or position, a person has the right to participate fully in a Committee, Sub-Committee or Local Board and to vote, unless prohibited by law;
- 1.13 “Friendly Amendment” means an amendment offered by someone who is in sympathy with the purposes of the main motion, in the belief that the amendment will either improve the statement or effect of the main motion, presumably to the satisfaction of its maker, or will increase the chances of the main motion’s adoption;
- 1.14 “Head of Council” as Chief Executive Officer, means the Mayor;
- 1.15 “Local Board” means a municipal service board, transportation commission, public library board, board of health, police services board, planning board, or any other board, commission, committee, body or local authority established or exercising any power under any Act with respect to the affairs or purposes of one or more municipalities, excluding a school board and a conservation authority;
- 1.16 “Meeting” means any regular, special, or other meetings of a Council, of a Local Board or of a Committee of either of them where:
- a) A quorum is present; and
 - b) Members discuss or otherwise deal with any matter in a way that materially advances the business or decision make of the Council, Local Board or Committee;

- 1.17 "Motion" means a proposed resolution brought forward for adoption by a Member and seconded by another Member, for the consideration of Council, a Committee, Sub-Committee, or a Local Board
- 1.18 "Personal emergency": an extraordinary situation preventing a person from participating in the Meeting in person)
- 1.19 "Point of Order" means a matter that a Member wishes to call attention to as a departure from or a violation of the rules of procedure;
- 1.20 "Town" means the Corporation of the Town of Tecumseh;
- 1.21 "Quorum" shall mean the majority of the whole number of the members of Council who are present in person or Electronic Attendance. The quorum for the purpose of the Council of the Corporation of The Town of Tecumseh shall be four (4) members of Council.
- 1.22 "Standing Committee" means a Committee established by Council to address matters which Council has deemed appropriate for the committee to consider. Standing Committees will address on-going administrative matters within the scope and responsibility of Council and will be expected to provide reports to Council presenting advice and/or recommendations on the matters under consideration. Standing Committees shall include without limiting the Personnel Standing Committee and the Priorities and Policies Standing Committee.

2. Scope

The rules of procedure contained in this by-law shall be observed in all proceedings of Council and, unless specifically provided otherwise, shall apply to all meetings of its Committees, Standing Committees or Local Boards. All Points of Order or procedure for which rules have not been provided in this by-law shall be decided by the Chair in accordance with, and as far as is reasonably practicable, the rules of parliamentary procedure contained in Robert's Rules of Order.

3. Establishment - Committees - As Necessary

- 3.1 Council may appoint such standing, special and other Committees as are necessary or expedient for the orderly and efficient handling of the affairs of the Corporation and may establish generally or in detail the duties and responsibilities, composition, and duration of a Committee established.
- 3.2 Council shall appoint Council Members and members of the public to its Local Boards, and Committees, after the Inaugural Meeting of the new Council. Appointments to a Committee or Local Board shall be made by By-Law. Sub-Committee appointments may be approved by a resolution of Council.

- 3.3 As soon as practicable after the Inaugural Meeting, the Clerk shall provide all Members of Council with a list of Local boards and Committees to which Council appoints member(s) to sit together with any applicable terms of reference for such Local Boards and Committees. Council may at its option, appoint a Striking Committee of a certain number of its own Members for the purpose of reviewing and making recommendations by-way of a report to Council on Committee appointments for the new term of Council.
- 3.4 All Members of a Committee or Local Board are responsible for notifying the Clerk, or designate, if they are unable to attend a scheduled meeting.
- a) If a member is absent for three (3) consecutive meetings with unexplained absences or notice to the Clerk, or designate, the member will be deemed to have resigned from the Committee.
 - b) If a member is absent for three (3) consecutive meetings, the Committee may request that member's removal from the Committee.
- 3.5 The dates and times for meetings of Committees or Local Boards shall be established by resolution of Council.
- 3.6 Notice of Local Board and Committee meetings shall be posted on the Town's website and/or declared at a prior meeting of Council.
- 3.7 The Mayor is Ex-officio of all Committees of Council.
- 3.8 Where a Local Board or Committee is established with a specified number of Members that does not provide for the membership of the Mayor as an Ex-Officio Member, such number of committee members will be automatically increased by one, except where prohibited by law. The Mayor, as an Ex-Officio Member, may vote and otherwise participate in such Committee or Sub-Committee on the same basis as any other Member.
- 3.9 Unless otherwise specified the term of the Local Board or Committee, shall be for four (4) years and ends at the conclusion of Council's term. The term for a Sub-committee shall be determined by Council for a duration where the matter for which the sub-committee was created has reported out to Council with recommendations on the matter.
- 3.10 The Clerk will advertise for interested citizens to make application to serve on Local Boards and Committees, as soon as practicable after the municipal election. Once applications have been received, they will be reviewed by the Clerk and the Council Members elected to the new term of Council.
- 3.11 Vacancies on Local Boards and Committees that occur during the term will be filled by Council appointment as soon as practicable.

- 3.12 Local Boards and Committee Meeting minutes must be completed and circulated by the Secretary to the Local Board or Committee Chair and then forwarded to the Clerk within one week of the Meeting date.
- 3.13 Recommendations to Council as a result of Local Board and Committee Meeting Minutes shall be listed in addition to the Minutes on the Council Agenda. Council may vote on the recommendations collectively or may vote on each resolution separately if it is capable of standing on its own.
- 3.14 Policies and Priorities Standing Committee: This committee comprised of the members of Council and chaired by the Mayor or Deputy Mayor meets as scheduled to provide a forum for informal discussion of issues (generally in a workshop format) related to the Town's strategic goals and policy priorities This Committee with the assistance of town administration will receive, discuss and address such issues within the scope and responsibility of Council and will be expected through Administration to provide reports to Council presenting advice and/or recommendations on the matters under consideration.
- 3.15 Personnel Standing Committee: This Committee comprised of the members of Council and chaired by the Mayor or Deputy Mayor meets as scheduled and provides, in consultation with the Chief Administrative Officer and/or the Director, People and Culture, advice to Council relating to personnel policies and practices, compensation and benefits, labor relations and collective bargaining, employee relations, staffing and organizational structure and will be expected through Administration to provide reports to Council presenting advice and/or recommendations on the matters under consideration.

4. Meetings of Council

4.1 Inaugural Meetings

- a) The inaugural meeting of Council, and regular elections, thereafter, shall be held before the first scheduled Regular Council meeting in Council Chambers or at an alternative location determined by the Clerk in consultation with the Mayor and CAO.
- b) The Clerk shall call the inaugural meeting to order and chair the meeting until the Mayor-elect has taken the Oath of Office. The Mayor shall then assume the chair.

4.2 Regular Meeting

After its inaugural meeting, the Council shall meet on the second and fourth Tuesday of every month during the year, at 7:00 p.m. or as soon as possible upon the adjournment of such public or special council meeting held earlier that evening day. Meetings shall be held at the Tecumseh Town Hall, located at 917 Lesperance Road, unless such day shall be a legal, public, or civic holiday, in which case, the Council shall meet at the

same hour the next following day which is not a legal, public, or civic holiday and at the same place, or unless altered in the manner hereinafter provided.

4.3 Altering of Regular Meetings

- a) Any regular meeting of the Council may be altered to a day named in:
 - (i) A notice by the Mayor or Acting Mayor of Council given through the Clerk's office and two (2) clear days in advance of the regular meeting, or
 - (ii) A by-law or resolution of Council passed by a majority of the whole number of the members thereof providing, therefore.
- b) Notice of the alteration shall be posted on the Town's website and/or declared at a prior meeting of Council and/or in accordance with the relevant provisions of the Act, as amended from time to time, and/or any by-law by the Town specifying requirements for the giving of notice.

4.4 Special Meetings

- a) The Mayor or the Clerk, in consultation with the Mayor or the CAO, may, at any time, call a Special Meeting of Council on Two (2) clear days' notice specifying the purpose of such meeting which shall be the sole business transacted thereat.
- b) The Chair of a Committee may at any time summon a special meeting on five (5) clear days' notice specifying the purpose of such meeting which shall be the sole business transacted thereat.
- c) When so requested by resolution or in writing by a majority of the Members of Council, the Clerk shall call a Special Meeting for the purpose and at the time requested.
- d) Notice of the Special Meeting to members of Council or Committee may be given by the Clerk through electronic communication, telephone or in person.
- e) Notice to the public of the Special meeting shall be posted on the Town's website.

4.5 Adjourned Meetings

Unless otherwise determined by a resolution of Council, passed by a majority of the whole number of the members thereof, the Council shall adjourn at the hour of 11:00 p.m., if it is then in session, and shall reconvene at the hour, date and place determined in such resolution when

the unfinished business of the preceding meeting shall be transacted, including any business that might have been transacted at such preceding meeting but was not for want of time or opportunity to do so.

4.6 Closed Meetings

- a) All Council, Local Board and Committee meetings shall be open to the public.
- b) A meeting of Council or a Committee may be closed to the public or proceed into closed session if the subject matter being considered is one of the exceptions noted below and permitted by [section 239 \(2\) and \(3\) of the Municipal Act, 2001 as amended](#) :
 - (i) the security of the property of the Corporation or a Local Board;
 - (ii) personal matters about an identifiable individual including municipal or Local Board employees;
 - (iii) a proposed or pending acquisition or disposition of land by the Corporation or Local Board;
 - (iv) labour relations or employee negotiations;
 - (v) litigation or potential litigation including matters before administrative tribunals, affecting the Corporation or Local Board;
 - (vi) a matter in respect of which the Council, Local Board, Committee, or other body has authorized a meeting to be closed under another Act;
 - (vii) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (viii) the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act while the Council, local board, commission, committee, or other body is designated as the head of the institution for the purpose of that Act;
 - (ix) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
 - (x) a trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to significantly prejudice the competitive position,

- or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- (xi) a trade secret or scientific, technical, commercial, or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
- (xii) a position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.
- c) A meeting of a Council or Local Board or of a Committee or either of them may be closed to the public if the following conditions are both satisfied:
 - (i) the meeting is held for the purpose of educating or training the members; and
 - (ii) at the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Council, Local Board or Committee.
- d) Where a Closed meeting of Council has been scheduled in advance by the Clerk, the public shall be provided with notice of such meeting as soon as possible by posting such notice to the Town's website. The Notice shall provide the exceptions relied on to permit the closed session as referenced under section 239 (2) and (3) of the Municipal Act, 2001. Any such Notice posted shall not include the agenda for such closed meeting, if applicable.
- e) Before all or part of a meeting is closed to the public, the Council or Committee shall state by resolution.
 - (i) The fact of the holding of the closed meeting; and
 - (ii) The general nature of the matter to be considered at the closed meeting.
- f) Subject to Subsection g) below, a meeting shall not be closed to the public during the taking of a vote.
- g) A meeting may only be closed to the public during a vote if:
 - (i) If the items to be held in closed are permitted under Section 239(2)(3) of the Act and requires a meeting to be closed to the public and;
 - (ii) The vote is for a procedural matter, or for giving directions or instructions to officers, employees, or agents of the Corporation,

Local Board, Committee, or persons retained by or under contract with the Corporation.

- h) Meetings or sessions which are closed to the public may be referred to as 'in-camera' meetings or sessions. An In- Camera session is a meeting in which a motion has been approved to move into an In-Camera session as permitted in section 239 of the Act.
- i) Upon coming out of the closed meeting/session a verbal report shall be provided and read into the minutes at the next Regular Council meeting.

5. Role of Council

It is the role of Council:

- 5.1 To represent the public and to consider the well-being and interests of the municipality;
- 5.2 To develop and evaluate the policies and programs of the Corporation;
- 5.3 To determine which services the Corporation provides;
- 5.4 To ensure that administrative policies, practices and procedures and controllership policies, practices and procedures are in place to implement the decisions of Council;
- 5.5 To ensure the accountability and transparency of the operations of the Corporation, including the activities of the senior management of the Corporation;
- 5.6 To maintain the financial integrity of the Corporation; and
- 5.7 To carry out the duties of Council under this or any other Act.

6. Role of Mayor/Head of Council

It is the role of the Head of Council:

- 6.1 To act as Chief Executive Officer of the Corporation;
- 6.2 Act as the representative of the Corporation both within and outside the Town, and promote the Corporation locally, nationally, and internationally;
- 6.3 To preside over Council meetings so that its business can be carried out efficiently and effectively;
- 6.4 To provide leadership to the Council;
- 6.5 To provide information and recommendations to the Council with respect to the role of Council described in subsection 5;

- 6.6 Uphold and promote the purposes of the Corporation;
- 6.7 Promote public involvement in the Corporation's activities;
- 6.8 To represent the municipality at official functions; and
- 6.9 To carry out the duties of the Head of Council under this or any other Act; and
- 6.10 Participate in and foster activities that enhance the economic, social, and environmental well-being of the Corporation and its residents.

7. Role of Deputy Mayor

It is the role of the Deputy Mayor to:

- 7.1 Fulfil the normal duties of a Member of Council as established in Section 224 of the Municipal Act, 2001, and outlined in section 2.4.1 of this by-law.
- 7.2 Assist the Mayor in carrying out the Mayoral responsibilities as established in Section 225 of the Municipal Act, 2001, and as delegated to the Mayor in this By-law.
- 7.3 Serve as a member of County Council and attend all regular and special meetings of County Council, as well as any committees to which the Deputy Mayor may be appointed.
- 7.4 In the event the Mayor is absent, refuses to act, has declared a pecuniary interest, or resigns from office, it is the duty of the Deputy Mayor to act in the place of the Mayor and, while so acting, shall have all the powers and duties of the Mayor with respect to presiding at meetings and fulfilling the delegated duties set out in this by-law.
- 7.5 In the event that the Deputy Mayor is unable to act in the place and stead of the Mayor with respect to presiding at meetings, the Clerk shall call the meeting to order, and a Council Member shall be appointed by a resolution of Council Members present to act as the presiding Chair and preside over the meeting.
- 7.6 This by-law does not authorize the Deputy Mayor (Or member of Council) to take the place of the Mayor as a municipal representative on, or to assume any of the rights, powers, and authority of the Head of Council on boards or committees that require a resolution to appoint its members, without being duly appointed.

8. Order of Proceedings at a Meeting of Council, Local Board or Committee

8.1 When meeting is to be called to order

As soon after the hour fixed for a meeting as a Quorum is present, the meeting shall be called to order.

8.2 When meeting is NOT to be called to order

Where a Quorum is not present within fifteen (15) minutes after the hour fixed for a meeting, the Clerk shall record the names of the members of Council or Committee present, and the meeting shall stand adjourned until the next meeting.

8.3 Order of Business: Council

The Clerk shall prepare an Agenda to aid Council or Committee or Local Board in the conduct of their business. The Order of Business for the regular meetings of Council shall be as follows:

- a) Roll Call
- b) Call to Order
- c) Report Out on Closed Meeting
- d) Moment of Silence
- e) National Anthem
- f) Land Acknowledgement
- g) Disclosure of Pecuniary Interest
- h) Minutes
- i) Adoption of Supplementary Agenda
- j) Consent Agenda
- k) Delegations
- l) Communications
 - (i) For Information:
 - (ii) For Action:
- m) Update from County Council and Boards
- n) Committee Minutes
- o) Reports
- p) By-laws
- q) Unfinished Business
- r) New Business

- s) Motions
- t) Notice of Motion
- u) Confirmatory By-law
- v) Next Meetings
- w) Adjournment

All business shall be taken up in the Order of Business in which it stands, but subject to the discretion of the Clerk to change the Order of Business at any time when required and without requiring a resolution of Council.

8.4 Order of Business – Special and Public meetings of Council

The Order of Business for Special or public meetings of Council shall be as follows but subject to the discretion of the Clerk to change the Order of Business at any time when required without requiring a resolution of Council:

- a) Roll Call
- b) Call to Order
- c) Land Acknowledgement
- d) Disclosure of Pecuniary Interest
- e) Delegations
- f) Communications
- g) Reports
- h) By-Laws
- i) Confirmatory By-law
- j) Adjournment

8.5 Order of Business – Committees and Local Board

The Order of Business for Committee and Local Board meetings shall be as follows: (subject to the discretion of the Clerk to change the Order of Business at any time when required without requiring a resolution of the Committee or Local Board:

- a) Roll Call
- b) Call to Order

- c) Land Acknowledgement
- d) Pecuniary Interest
- e) Delegations
- f) Communications
- g) Reports
- h) Unfinished Business
- i) New Business
- j) Next Meeting
- k) Adjournment

8.6 Delivery of Agendas

- a) The Clerk shall post on the municipal website notice for all Council, Committee and Local Board Meetings established by Council and such posting serves as notice of the Meeting to the public as required by the Act.
- b) Prior to the first Meeting in January of each year the Clerk shall post on the Town's website the approved schedule for all regular Council Meetings for the upcoming calendar year.
- c) The Clerk shall give at least forty-eight (48) hours' notice to the public of all special Meetings of Council, Committee and Local Board Meetings and post on the Town's website an agenda for such meeting no later than twenty-four (24) hours before the designated time of the meeting.
- d) The Clerk shall post on the Town's website the full and complete agenda for each regular Council Meeting not less than five (5) days in advance of the day appointed for holding the Meeting which posting may also serve as notice to the public of the Meeting.
- e) Where notice of intention to pass a by-law or notice of a public Meeting is required to be given by statute, the Clerk shall cause such notice to be published in a newspaper or in such other manner of prescribed notice in addition to posting on the Town's website.
- f) Where notice of intention to pass a by-law or notice of a public Meeting is required to be given by statute, such notice shall be provided in the timeframe prescribed in the said statute, or its regulations, and if not so prescribed, notice shall be given at least five (5) calendar days prior to the proposed action being taken.

- g) The Corporation's annual budget shall be adopted by by-law at a regular Council Meeting, and the Clerk shall provide a minimum of four (4) days' notice by posting the notice on the municipal website. Normal operating costs incurred prior to the adoption of the annual budget shall not require notice, and approval of such expenditures shall be deemed ratified upon the adoption of the annual budget.
- h) Unless otherwise prescribed, where notice of intention to pass a by-law or notice of a public Meeting is required to be given by statute, the form of the notice shall include the following information:
 - (i) A description of the purpose of the meeting, or the purpose and effect of the proposed by-law;
 - (ii) The date, time, and location of the meeting;
 - (iii) Where the purpose of the meeting or proposed by-law is related to specific lands within the municipality, a key map showing the affected lands; and
 - (iv) The name and address of the person who will receive written comments on the issue that is the subject of the meeting and the deadline for receiving such comments.
- i) Nothing in this by-law shall prevent the Clerk from using more comprehensive methods of notice or providing for a longer notice period.
- j) Lack of receipt of notice or failure to comply with the notice provisions of this by-law shall not invalidate the holding of the Meeting or any decision of Council or a Committee made at the Meeting

9. Conduct of Proceedings at Meetings of Council or Committees/Local Boards

9.1 Electronic Meetings

- a) Unless otherwise stated the meetings shall be held in person. However, in an Emergency or upon at least two (2) days' notice published to the Town's website the Clerk in consultation with the Mayor or CAO may require any Meeting to be hosted and held electronically only.
- b) Electronic Attendance by Council and Committee Members at any meetings shall be permitted.
- c) Electronic Attendance by Members will be permitted in meetings that are closed to the public in accordance with Section 239 of the Act.

- d) If a Member intends to attend the meeting by Electronic Attendance, the Member shall provide the Clerk written notice of the Member's intention prior to the time at which the meeting is scheduled to commence.
- e) Members attending the meeting through means of Electronic Attendance may vote and shall be included in the calculation of quorum.
- f) In the event of an interruption in the communications' link to a Member in Electronic Attendance, the Chair may:
 - g) decide to take a short recess until it is determined whether the link can be re-established, or
 - h) continue the meeting and treat the interruption in the same manner as if a member who is physically present leaves the meeting room.
- i) No Member shall speak to a question or motion until the Member has been recognized by the Mayor or Chair. A Member shall signal his/her/their desire to speak by verbally requesting when the Chair has opened the floor for discussion.
- j) Every Member present at a meeting when a question is put, shall vote, unless prohibited by statute. If prohibited, the Clerk shall record the name of the Member and the reason that he or she is prohibited from voting. A Member attending the meeting through means of Electronic Attendance shall vote by audibly or electronically stating "in favour" or "opposed."

9.2 **Chair**

It shall be the duty of the Mayor or Chair or the Chair of the Committee/Local Board:

- a) To attend all meetings of Council, Committee or Local Board;
- b) To comply with and uphold Town By-Laws and Policies, Provincial and Federal Laws;
- c) To maintain confidentiality of all closed session deliberations and matters.
- d) To refrain from criticizing the decisions of Council, Committee or Local Board.
- e) To open the meeting of Council, Local Board, or the Committee by taking the chair and calling the members to order and follow and maintain the procedural rules and decorum of the meeting;

- f) To announce the business before the Council or Committee or Local Board in the order of which it is to be acted upon;
- g) To receive and submit, in the proper manner, all motions presented by the members;
- h) To put to vote all questions, which are regularly moved and seconded, or necessarily arise in the course of the proceedings, and to announce the result;
- i) To decline to put to vote motions which infringe upon the rules of procedure;
- j) To restrain the members, when engaged in debate, within the Rules of Order;
- k) To enforce on all occasions, the observance of order and decorum among the members;
- l) To call by name any members persisting in breach of the Rules of Order of the Council or Committee or Local Board, thereby ordering him to vacate the Council or Committee chambers;
- m) To receive and announce all messages and other communications and announce them to the Council or Committee or Local Board;
- n) To authenticate, by their signature, when necessary, all by-laws, resolutions and minutes of the Council or Committee or Local Board;
- o) To inform the Council, Local Board or Committee, when necessary or when referred to for the purpose, in a point of order or usage;
- p) To select members of Council who are to serve on Committees or Local Boards, after written submissions by members, which are to be delivered prior to the first meeting in each year;
- q) To represent and support the Council or Local Board or Committee, declaring its will, and implicitly supporting its decisions in all things;
- r) To ensure that the decisions of Council, Local Board or Committee are in conformity with the laws and by-laws governing the activities of the Council, Local Board or Committee;
- s) To adjourn the meeting when the business is concluded;
- t) To expel any person for improper conduct at a meeting;
- u) To adjourn the meeting without question put in the case of grave disorder arising in the Council or Committee or Local Board chamber.

9.3 Councillor

It is the role of a Councillor to:

- a) Participate at Council meetings so that its business can be carried out effectively and efficiently;
- b) Seek information and recommendations from Administration;
- c) Prepare for meetings, including reviewing the Agenda and background information prior to the meeting;
- d) Declare any conflict of interest at a meeting where a conflict exists;
- e) Speak only to the subject under debate at a meeting;
- f) Vote on all Motions before the Council unless prohibited from voting by law;
- g) Observe proper procedure and decorum at all meetings;
- h) Refrain from disturbing, through disorderly conduct, other Members, speakers, or Delegations in attendance;
 - (i) refrain from the use of profane or offensive words or insulting expressions at a meeting;
 - (ii) To maintain confidentiality of all closed session deliberations and matters.
- i) State questions to be asked through the Mayor or Chair at a meeting;
- j) Support the decisions of Council;
- k) Act in accordance with the Declaration of Office
- l) Notify the Clerk when the Member is aware that he or she will be absent from a scheduled Meeting; and
- m) Attend Meetings of Committees, Sub-Committees, and Local Boards to which the Member has been appointed by Council.

10. Decorum

No member shall:

- 10.1 Disturb one another, or the Council or Committee or Local Board itself, by any disorderly deportment disconcerting to any member speaking;

- 10.2 Resist the Rules of Order or disobey the decision of the Chair or of the Council or questions of order or practice or upon the interpretations of the Rules of Order of the Council or Committee or Local Board;
- 10.3 Be permitted to retake their seat at any meeting after being ordered by the Chair to vacate, after committing a breach of any Rule of Order of the Council or Committee or Local Board, without making apology and obtaining the consent of Council or Committee or Local Board expressed by a majority vote of the other members present, determined without debate;
- 10.4 Leave their place on adjournment until the Chair leaves the chair;
- 10.5 Speak until they have addressed themselves to the Chair;
- 10.6 Walk across or out of the chamber or make any noise or disturbance when the Chair is putting a question and shall occupy their seat while a vote is being taken and until the result thereof is declared.

11. Rules of Order

11.1 The Chair

In directing the course of debate, the Mayor or Chair or the Chair of the Local Board or Committee shall:

- a) Designate the member who has the floor, when two or more members wish to speak;
- b) Preserve order and decide questions of order;
- c) Read all motions presented in writing and state all motions presented verbally before permitting debate on the question, except when otherwise provided in this by-law.

11.2 Members

In addressing the Council or Committee or Local Board, no member shall:

- a) Speak disrespectfully of His Majesty the King or any of the Royal Family, or of the Governor-General, Lieutenant-Governor or any member of the Senate, the House of Commons of Canada, or the Legislative Assembly of Ontario;
- b) Use indecent, offensive, or insulting language in or against the Council or Committee or Local Board or any member thereof;
- c) Speak beside the question in debate;
- d) Speak more than once to the same question, except:

- (i) upon the consideration of a report from a Committee to which it was referred by Council after being properly introduced and debated, but not determined, or
 - (ii) in explanation of a material part of their speech which may have been interpreted incorrectly, or
 - (iii) with leave of the Council or Committee or Local Board after all other members so desiring have spoken, or
 - (iv) a reply may be allowed by leave of the Council or Committee or Local Board to the member who presented the motion to Council, in which case, they shall speak for no longer than a five (5) minute period without leave of Council or Committee or Local Board;
- e) Ask a question except of the previous speaker and in relation to that Speaker's remarks;
 - f) Interrupt the member who has the floor, except to raise a point of order.

11.3 General

- a) Any member may require the question or motion under discussion to be read at any time during the debate, but not to interrupt a member while speaking.
- b) Any member may appeal the decision of the Chair on a point of order to the Council or Committee, which shall decide the question without debate upon a majority vote of the members present.
- c) Debate shall be restricted to each proposal in its turn when a question has been divided upon leave of Council or Committee or Local Board.

12. Motions

12.1 Motions

The following motions may be introduced verbally, without notice and without leave except as otherwise provided by this by-law:

- a) A point of order,
- b) the presentation of petitions,
- c) to table a matter to a later date,
- d) to move the previous question,

- e) to refer a matter,
- f) to adjourn,
- g) to amend,
- h) to suspend the Rules of Order, or
- i) to close debate
- j) any other procedural motion

12.2 Notices of Motion

- a) Means a new motion received by the Clerk in writing, moved by a member for inclusion and consideration on a future agenda of a regular meeting of the Council.
- b) Shall be given or presented under the Notice of Motions section of the agenda and provided to the Clerk in writing at the meeting or delivered to the Clerk prior to the meeting but unless otherwise provided such notice shall not initially be before Council for the purpose of consideration and debate.
- c) The Notice which does not require a seconder and is not debatable shall first be read at the meeting under the Notice of Motions section of the agenda and shall outline the actionable intention of the proposed motion. The Notice of Motion as presented will be considered by Council at the next subsequent regular meeting of Council.
- d) If such Notice of Motion was provided enough in advance to allow the inclusion of the published agenda, then Council, if it decides otherwise, as expressed by resolution, may consider and vote upon the motion at the same Council meeting at which the Notice of Motion was presented.

12.3 Must be Seconded

- a) A motion must be formally seconded before the Chair can put the question or be recorded in the Minutes.
- b) Motions which have not been seconded shall be recorded in the minutes and noted as defeated.

12.4 Withdrawal of Motions

After a motion is read or has been stated by the Chair, it shall be deemed to be in possession of the Council or Committee or Local Board but can be withdrawn before decision or amendment only with leave of the Council or Committee or Local Board, expressed by resolution.

12.5 Priority of Disposition of Motion

A motion properly before Council or Committee or Local Board for decision must receive disposition before any other motion can be received, except a motion to amend, for the previous question, to adjourn, to extend the hour of closing proceedings, to commit, or on a matter of privilege.

12.6 To Amend a Motion

A notice to amend:

- a) May be presented in writing;
- b) Shall receive disposition of Council or Committee or Local Board before a previous amendment or the question;
- c) Only one motion to amend an amendment to the question shall be allowed and any further amendment must be to the main questions;
- d) Shall be relevant to the question to be received;
- e) Shall not be received proposing a direct negative to the question;
- f) Two separate distinct proposals of a question may be made;
- g) Shall be put in the reverse order to that in which it is moved.

12.7 Call for the Vote

A motion to Call for the vote:

- a) Is not debatable
- b) Cannot be amended;
- c) Cannot be proposed when there is an amendment under consideration;
- d) Shall preclude all amendment of the main questions;
- e) When resolved in the affirmative, the question is to be put forthwith without debate or amendment;
- f) When resolved in the negative, debate on the question (main motion) shall continue.;
- g) Cannot be received in any Committee of Council; and
- h) May be voted against by the mover and seconder.

12.8 To Adjourn

The purpose of a motion to adjourn is to bring the meeting to an end. A motion to adjourn the meeting:

- a) Shall always be in order, except as provided in this paragraph and shall be put immediately without debate;
- b) When resolved in the affirmative, shall cause Council to immediately rise and take no further proceeding until the next meeting of Council. When resolved in the negative, shall entitle Council to resume its debate at the point immediately prior to the introduction of the motion to adjourn was moved. cannot be made again until after some intermediate proceeding shall have been completed by Council or Committee or Local Board;
- c) Is not in order when a member is speaking, nor during the verification of a vote;
- d) Cannot be amended;
- e) Is not in order immediately following the affirmative resolution of a motion for the previous question.
- f) A motion to adjourn or recess to a specific time, or to reconvene upon the conclusion of a specific event, if carried the motion suspends the Council meeting consistent with the conditions of the motion.

12.9 Repetition

A motion called in the order in which it stands upon the agenda of the order of business of a meeting, and which is not decided by Council or Committee or Local Board, shall be allowed to stand, retaining its precedence upon the agenda of the order of business of the next ordinary meeting of Council or Committee or Local Board.

12.10 Ultra Vires

A motion on a matter beyond the jurisdiction of the Council or Committee or Local Board shall not be received by the Chair.

12.11 Point of Order

- a) When a Member desires to call attention to a departure from or a violation of the rules of procedure he or she shall call or raise the Point of Order promptly to the attention to the Chair and at the time that the breach occurs.

- b) The Member shall briefly state the reasons for a Point of Order and the Chair shall then decide upon the Point of Order and advise the Members of his or her decision.
- c) The Chair has the ability to refer the Point of Order to the rest of the members for debate and decision when in doubt as how to rule on an important point. The question so interrupted shall then be returned to the point where it was suspended.

12.12 Reconsideration

- a) Any proposal to reconsider or amend or rescind a previous Council decision made with the current term of Council shall require a motion of reconsideration. A motion to reconsider a decision of Council made earlier in the same meeting may be presented at any time prior to the adoption of the confirmatory by-law. A motion to reconsider a decision of Council otherwise made with the current term of Council:
 - (i) Shall be ruled out of order if any change to the previous decision would interfere with an existing and legally binding commitment of the Town as of the date the motion to reconsider is so moved or if the action approved in the original Motion cannot be reversed.
 - (ii) Shall be ruled out of order if reconsideration of the same question has previously been before Council as there shall only be one reconsideration of the same question during the term of Council
 - (iii) Shall be moved by a member who voted on the prevailing side when the question was first considered.
- b) A motion to reconsider will be carried by a two-thirds (2/3) majority of the members present and voting. If the motion to reconsider is resolved in the affirmative the Clerk shall list the question on the next regular or special Council meeting. However, if Council determines that there is an urgency to address the subject matter prior to the next regular council meeting, then a motion to waive the procedural rules could be considered to address the question immediately.

12.13 To Commit or Refer

A motion to refer a question to a Committee or to Administration with or without instructions:

- a) Takes precedence over the main motion.
- b) Can be amended as to the specific instructions/timing.

- c) Shall not be debatable.

12.14 Divided Motion

A motion containing distinct proposals may be divided with leave of Council or Committee or Local Board.

13. Voting on Motions

13.1 Question Stated

Immediately preceding the taking of the vote thereon, the Chair may state a question in the form introduced and shall do so if required by a member.

13.2 No Interruption After Question Stated

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

13.3 Division of Question

A separate vote shall be taken upon each proposal contained in a question divided with leave of Council or Committee.

13.4 Vote of Chair

- a) The Chair, except where disqualified to vote, may vote on all questions, and when so doing, shall vote last;
- b) When the Chair determines to vote on a question, his vote shall be spoken, signified, polled, and recorded after the votes of each member voting.

13.5 Voting

- a) The manner of determining the decision of Council or Committee or Local Board on a motion shall be at the discretion of the Chair, and may be by voice, show of hands, standing or otherwise. Except as may be otherwise expressly directed in this by-law, all decisions by Council shall be determined by a simple majority of votes cast by the members present and eligible to vote on the matter.
- b) Every member present at a Council meeting shall vote when the question is called by the Chair unless that Member has declared a pecuniary interest in the matter in accordance with the Municipal Conflict of Interest Act, R.S.O. 1990 c. M. 50 Any member who refuses to vote or abstains from voting shall be deemed on the question as a negative vote.

13.6 Recorded Vote

- a) Upon a request made either immediately before or after the taking of the vote but prior to proceeding to another item of business, by a member who was present when the question was stated, the Chair shall request the Clerk to conduct the recorded vote.
- b) The Clerk, if requested, shall read the question prior to conducting the vote and then in turn shall call out to each individual member in clockwise order around those members sitting at the Council table and ask if such member is in support of or opposed to the question as stated and each individual member's answer shall be recorded into the minutes.
- c) The Clerk shall at the conclusion of the vote announce the results of the vote and state if the motion is carried or defeated. A recorded vote conducted pursuant to a request made immediately before the taking of a vote shall be binding upon the members with no subsequent further rights to request another recorded vote.
- d) During any such recorded vote requested and conducted after the taking of a vote such recount of the vote shall be taken and be binding and the previous decision of a vote determined in any other manner, and whether declared or not, shall not be binding upon the Council or Committee or Local Board.

14. General:

14.1 Disclosure of Pecuniary Interest

- a) At a meeting at which a member discloses an interest under section 5 of the Municipal Conflict of Interest Act, R.S.O. 1990 c.M.50, or as soon as possible afterwards, the member shall file a written statement of the interest and its general nature with the Clerk.
- b) The Clerk shall maintain a registry in which shall be kept,
 - (i) a copy of each statement filed under section 5.1; and
 - (ii) a copy of each declaration recorded;
- c) The registry shall be available for public inspection on the Town's website and the Clerk's Department.

14.2 Minutes

- a) The Minutes shall record:
 - (i) The place, date, and time of the meeting;
 - (ii) The names of the Chair or officers and of the members present;

- (iii) The reading, presentation, correction, and the adoption of the minutes of prior meetings.
- b) It shall be the duty of the Clerk to ensure that the minutes of the last regular meeting are placed on the next following regular Council meeting agenda for adoption. The Clerk shall make every effort to place as soon as possible the minutes from special meetings of Council and from committee meetings on a regular Council meeting agenda for receipt and/or adoption (as may be the case).

14.3 **Consent Agenda**

The Clerk, in consultation with the CAO will place certain items on the Regular Meeting Agenda as a proposed consent agenda item.

- a) After Minutes or Adoption of Supplementary agenda (if applicable), the Chair shall call for items or matters to be reviewed on the Consent Agenda and will ask if there are any items or matters on the Agenda that a member wishes to remove from the Consent Agenda.
- b) If a Member of Council identifies that they wish to speak to or remove an item or matter, then such matter shall not be included in the Consent Agenda and shall be dealt with separately in the order in which the item appears on the Agenda;
- c) In the event that a Member of Council declares a Conflict of Interest on an item, that item shall not be included in the Consent Motion and shall be dealt with separately in the order in which the item appears on the Agenda; and
- d) All items so listed under the Consent Agenda shall then be voted on through one Consent Motion and that Motion shall be neither debatable nor amendable.

14.4 **Communications**

- a) For each Regular Meeting Agenda letters and/or written communications for Council's information will be available to Council electronically through the Council Communications shared folder.
- b) The Members will advise the Clerk of which Communications they wish to be included on the regular meeting agenda for Council's information. Communications from Federal and Provincial ministries, and area municipalities will automatically be placed on the agenda for Council's information. At the meeting, and prior to approval of such items for receipt by Council, the Chair will ask the members if they wish to remove and move any such items to the Communications for Action section of the Agenda so to be

considered individually, at the request of any Member of Council at that meeting, for further discussion or action/support on that item.

- c) The Clerk, in consultation with the Mayor and CAO, has authority to decline to list letters or written communications on an agenda under the following circumstances:
 - (i) The subject matter is beyond the jurisdiction of Council;
 - (ii) The issue is specific to a labour/management dispute or other matter properly held in closed session;
 - (iii) The issue has been or is to be considered by the Committee of Adjustment;
 - (iv) Council has previously considered or made a decision on the issue and a Delegation has appeared before Council with respect to the same issue previously considered or decided by Council within a period of twelve (12) months following the date on which the issue was last considered or decided by Council;
 - (v) The issue should be referred to Administration for action.

14.5 Update from County Council and Boards

- a) The Mayor and Deputy Mayor or County Council alternate member (if applicable) shall have the opportunity at each regular council meeting to provide the public and the members of Council with a short update (up to 5 minutes) on matters affecting the Town of Tecumseh that were recently discussed or are to be discussed at the County of Essex Council meetings.
- b) Any Council members who serve on any County Council Committees or on the Boards of any organizations in their capacity as a Council Member of the Town of Tecumseh shall also have the opportunity at each regular council meeting to provide the public and the members of Council with a short update (up to 5 minutes) on matters affecting the Town of Tecumseh that were recently discussed or are to be discussed at the Committee or Board meetings as the case may be.

14.6 Delegations and Attendance at Meetings

These provisions apply to any meetings of Council and its Committees:

Delegations:

- a) Any person who wishes to appear as a Delegation at a regular meeting shall give written notice to the Clerk seven (7) days in advance of the meeting by submitting to the Clerk and agreeing to

abide by the prescribed form "Delegation Request & Requirements" Form.

- b) Any person who wishes to appear as a Delegation at a special meeting or at a regular meeting on a matter that relates specifically to a listed item on published Agenda shall submit to the Clerk and agree to abide by the "Delegation Request & Requirements" Form no later than 24 hours before the time of the meeting. The Clerk shall have the sole authority to determine if the subject matter does in fact relates specifically to a matter contained in the Agenda for purposes of allowing or denying the Delegation.
- c) Any person who wishes to appear as a delegation at a public statutory meeting shall give notice to the Clerk no later 3 p.m. on the day of the meeting by submitting to the Clerk and agreeing to abide by the prescribed "Delegation Request & Requirements" Form.
- d) Subject to the discretion of the Chair, Delegations shall be limited in speaking to not more than five minutes (5) and one speaker for each municipal address. and further:
 - (i) A delegation consisting of more than five persons (5) shall be limited to two (2) speakers, each limited to speaking not more than five (5) minutes.
 - (ii) Local Organizations who annually report out to Council such as the Essex Region Conservation Authority, Tourism Windsor Essex Pelee Island and Essex Power shall be given fifteen (15) minutes in total time.
- e) If a delegation has not registered with or been accepted by the Clerk in accordance with this by-law then such delegation request may only be heard upon the unanimous approval of Council, by resolution stated at the meeting.
- f) The Clerk shall contact the Delegation to advise if their Delegation Request has been accepted, and if accepted when their delegation will be. Prior to any delegation appearing before council, the Clerk will ensure that such delegation has been provided with the "Guide to Delegations" information brochure.
- g) The Clerk in consultation with the Mayor and CAO has authority to deny Delegation requests under the following circumstances:
 - (i) The request is not submitted within the times required by this By-law;
 - (ii) The subject matter is deemed to be beyond the jurisdiction of Council;

- (iii) The issue is specific to a labour/management dispute, or such other matter properly held in closed session;
 - (iv) The issue has been or is to be considered by the Committee of Adjustment;
 - (v) Council has previously considered or made a decision on the issue and a Delegation has appeared before Council with respect to the same issue previously considered or decided by Council within a period of twelve (12) months following the date on which the issue was last considered or decided by Council;
 - (vi) Council previously indicated it will not hear further from this Delegation; or
 - (vii) The issue should be referred to Administration for action.
 - (viii) A Delegation shall not be received by Council on matters relating to litigation or potential litigation affecting the Corporation, including matters which are before and under the jurisdiction of any court or tribunal, unless such matter is referred to Council by the said court or tribunal, in the alternative, Council deems the matter to be sufficiently important to allow the Delegation to be heard.
 - (ix) The Clerk may refuse, or postpone, a delegation when there has been, or will be, at least one (1) public or special meeting held at which the public was, or will be, provided the opportunity to make formal presentations on that subject matter.
 - (x) In the event that a delegation request is refused, the Clerk shall, upon request, provide to the person(s) in writing the reasons for the refusal with a copy to Council.
- h) If applicable, Delegations shall provide a copy of their presentation or presentation materials if any to the Clerk and/or Town Solicitor no later than 12 pm (Noon) on the day of the meeting at which they will be appearing. If using presentation software, such as PowerPoint, Delegations shall provide an electronic version to the Clerk, which shall be uploaded onto a Town-supplied laptop that Delegations may use during the Meeting. Presentation materials shall be published with the circulated Agenda, whenever possible. Failure to provide such presentation or presentation materials for review prior to the meeting as required by this subsection will result in a prohibition of such presentation or presentation materials being displayed at the meeting.
- i) Delegations shall not distribute printed materials during the Meeting. All printed materials must be submitted to the Clerk prior to the commencement of the Meeting.

- j) The display of placards and signs or use of any noise, the use of any smart phones not set on mute, the use of any noise making devices and the bringing into Council chambers of any foreign objects is strictly prohibited.
- k) The Clerk will only circulate and/or display material in the Agenda or at the Meeting which complies with the provisions of the Municipal Freedom of Information and Protection of Privacy Act ("MFIPPA").
- l) Delegations will be scheduled in an order to be determined by the Clerk.
- m) Subject to the discretion of the Chair up to three delegations/delegation groups in total will be permitted for a regular meeting.
- n) The Clerk, in consultation with the Mayor or the Chief Administrative officer, reserves the right at all times to deny a delegation request to appear in person and require such delegation appearance to be by way of electronic attendance.
- o) If there is a Report on the agenda with the same subject matter as the purpose of the delegation, then the subject report shall automatically (without need for resolution) be listed or moved on the agenda to be dealt with under Agenda item 11: Delegations.
- p) Delegations shall address their remarks through the Chair.
- q) Delegations shall confine their remarks to the business stated in the written notice given to the Clerk.
- r) Except on matters of order, Members shall not interrupt a Delegation while they are addressing Council.
- s) Members may address a Delegation only to ask questions and not to express opinions or enter into debate or discussion.
- t) Once a motion to receive the presentation or to decide on the matter or to provide direction, has been moved and seconded, no further representation or questions of the Delegation shall be permitted.
- u) The Chair may curtail any Delegation, any questions of a Delegation or debate during the presentation, as a result of disorder or other breach of the Procedural By-law. If the Chair rules that the Delegation is concluded, the person or persons appearing before Council shall withdraw from the table.

- v) A Delegation's failure to abide by the terms and conditions of "Delegation Request & Requirements for attending at Council Form" or a Delegation's disorderly conduct as determined by the Chair may result in that Delegations removal from the Council meeting.

Attendance at Meetings

- w) Unless otherwise stated or provided for, all meetings shall be held in person at Council Chambers. Members of the public have the option to observe the Meetings either in person in Council Chambers (or such other designated location) or virtually by way of Livestream at the links denoted on the Town website.
- x) However, in an Emergency or upon at least two (2) days' notice published to the Town's website the Clerk in consultation with the Mayor or CAO may require any Meeting to be hosted and held electronically only.
- y) Unless otherwise stated electronic participation in a meeting by a delegate/ member of the public shall be permitted only during a Declared Emergency or upon written request to the Clerk as an Accommodation under the Human Rights Code or Accessibilities for Ontarians' with Disabilities Act 2005 S.O. 2005 c.11.
- z) Notwithstanding subsection 25 above, electronic participation in a meeting by a delegate/member of public may be permitted if the delegate does not reside or work in the County of Essex geographical area or if the Clerk is satisfied that the Delegate, due to personal emergency is not able to attend the meeting in person.
- aa) Any and all members of the public attending the Meeting in-person must sign in with the Clerk or designate prior to the meeting and agree in writing to abide by the "Delegation Request & Requirements" Form while at Town meetings.

15. Petitions

A petition in regard to a matter within the jurisdiction of Council or Committee or Local Board made over the signatures of the subscribers, shall be presented by a subscriber or agent who knows the contents thereof and vouches for the propriety of the petition may be received on leave of Council or Committee or Local Board, may be disposed forthwith, assigned some future time for consideration by Council or Committee or Local Board, or referred to a Committee.

16. Reports

16.1 Shall be received upon leave of Council or Committee or Local Board; or

- 16.2 May be accepted or approved upon resolution of Council or Committee or Local Board;
- 16.3 May be recommitted to Council or Committee or Local Board or a different Committee.

17. Unfinished Business

The items listed in the Order of Business of prior meetings which have not been disposed of by Council or Committee or Local Board and the date of their first appearance on the order of business shall be noted and repeated on each subsequent order of business until disposed of by Council or Committee or Local Board, unless removed from the order of business by leave of Council or Committee or Local Board.

18. New Business

- 18.1 Members of Council may after the Agenda has been published, introduce matters to an Agenda during a Meeting under the agenda heading "New Business". Such matters shall only be those matters that are Minor and/or urgent in nature as determined by the Chair
- 18.2 "Minor" for purposes of permitting the addition of New Business to an Agenda, means matters that do not require extensive research and background information and do not have a significant cost or impact on the Town or resident(s) of the Town;
- 18.3 "Urgent" for purposes of permitting the addition of New Business to an Agenda, means a matter that is time sensitive, and which could cause prejudice if delayed until the next scheduled Meeting of Council

19. By-laws

- 19.1 Every proposed by-law shall:
 - a) Be listed or added on to the Regular Meeting Agenda and introduced at the meeting by the Clerk, specifying the name of the proposed by-law.;
 - b) All By-laws shall receive three readings before final passage. All By-laws shall receive first and second readings at the same meeting. If Council is supportive of the Clerk's recommendation a by-law may receive third and final reading at the same meeting unless otherwise directed or prohibited by specific statute.;
 - c) All by-laws may be introduced and passed together in one motion. The Clerk or any member may request that all the by-laws or any particular by-law be separated for the purpose of consideration and voting.

- d) A simple majority vote is required to pass a by-law unless otherwise directed by specific statute.
 - e) Be endorsed by the Clerk with the date of the several readings thereof.
 - f) The Clerk is authorized to make minor non-substantive corrections to any by-law resulting from technical and/or typographical error(s).;
 - g) Be finally passed by Council before signature by the Mayor or Acting Mayor of Council and the Clerk, and
 - h) Be stamped with seal of the Corporation of the Town of Tecumseh.
- 19.2 Every proposed by-law may be referred to a committee or administration for report after second reading, and such reference may be made with or without debate on either or both the proposed by-law or the motion to so commit, as the Council may decide.
- 19.3 A confirmatory by-law shall be passed at each regular and special meeting of Council.
- 19.4 If upon consultation with the Mayor and/or Chief Administrative Officer, the Clerk determines that there is a matter of urgency that requires Council to consider a By-law prior to the next regular meeting of Council then the Clerk may add to the Agenda for any Special meeting of Council a By-law to be considered at that meeting.
- 19.5 By-Laws shall be introduced in the section on the Council agenda designated for By-Laws.

20. Suspension of Rules

Any procedure required by this by-law may be suspended with consent of not less than four-fifths (4/5) of the members present.

21. Electronic Recordings and Photographs

Any person may make an electronic recording of Council, Committee or Local Board Meetings or take photographs provided that the activity does not, in the opinion of the Chair, interfere with the Meeting proceedings or interfere with the Corporation's recording of Council Meetings.

22. Former By-laws Repealed

By-law No. 2022-013, as amended, by the Corporation, is hereby repealed and any by-law inconsistent with this by-law

23. Prolonged Absence

- 23.1 In accordance with the Act the office of a Member becomes vacant if the Member is absent from the meetings of Council for three (3) successive months without being authorized to do so by a resolution of Council.
- 23.2 This section does not apply to vacate the office of a Member if the absence is a result of the Member's pregnancy, the birth of the Member's Child or the adoption of a child by the Member.

24. Short Title

This by-law may be referred to as either the "Procedural By-Law" or the "Rules of Procedure".

25. Effective

This by-law shall come into full force on the date of the final passing thereof.

Read a first and second time this 27th day of June, 2023.

Gary McNamara

Signed with ConsignO Cloud (2023/07/11)
Verify with verifio.com or Adobe Reader.



Gary McNamara, Mayor

Robert Auger

Signed with ConsignO Cloud (2023/07/16)
Verify with verifio.com or Adobe Reader.



Robert Auger

Read a third time and finally passed this 11th day of July , 2023.

Gary McNamara

Signed with ConsignO Cloud (2023/07/11)
Verify with verifio.com or Adobe Reader.



Gary McNamara, Mayor

Robert Auger

Signed with ConsignO Cloud (2023/07/16)
Verify with verifio.com or Adobe Reader.



Robert Auger



Schedule D – Memorandum of Understanding

(copy to follow on next page)

The Corporation of the Town of Tecumseh

By-Law Number 2023-018

Being a by-law to authorize the execution of an Agreement with the Corporation of the Town of Tecumseh and the Town of Tecumseh Business Improvement Area Board of Management (BIA)

Whereas The Tecumseh Business Improvement Area (BIA) is a designated improvement area, established under the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended (the “Municipal Act”) and is governed by a board of management appointed by the Town and being a local board of the Town for all purposes;

And whereas Council has authorized and established such an area in the Town of Tecumseh to be known as the BIA by By-Law 2016-12;

And whereas The Corporation of the Town of Tecumseh established a special charge to be levied on rateable properties within the business improvement area (the BIA levy) and collects these monies and transfers them annually to the BIA for their use to support the improvement, beautification and maintenance of municipally owned land, buildings and structures in the area and to promote the area as a business, shopping and service area;

And whereas Council is desirous to enter into an agreement with the BIA to identify their respective roles and responsibilities to the improvement and promotion of the BIA area.

And whereas pursuant to the *Municipal Act*, S.O. 2001, c.25 s.5(3), the powers of a municipality shall be exercised by by-law.

Now Therefore the Council of The Corporation of The Town of Tecumseh enacts as follows:

1. **That** the Mayor and the Clerk are hereby authorized and empowered on behalf of The Corporation of the Town of Tecumseh to execute an Agreement with the Tecumseh Business Improvement Area Board of Management (BIA) dated the 1st day of January 2023, a copy of which Agreement is attached hereto and forms part of this by-law and to do such further and other acts which may be necessary to implement the Agreement.
2. **That** this by-law shall come into full force and take effect on the date on the third and final reading thereof.

Read a first, second, third time and finally passed this 25th day of January, 2023.



Gary McNamara

Signed with ConsignO Cloud (2023/02/07)
Verify with verifio.com or Adobe Reader.



Gary McNamara, Mayor

Jennifer Alexander

Signed with ConsignO Cloud (2023/02/07)
Verify with verifio.com or Adobe Reader.



Jennifer Alexander, Acting Clerk

MEMORANDUM OF UNDERSTANDING

Between

The Corporation of the Town of Tecumseh (“the Town”)

And

Town of Tecumseh Business Improvement Area and its Board of
Management (collectively “the BIA”)

DEFINITIONS

“BIA” means the geographic area designated as a Business Improvement Area, by By-law No. 2016-12, and as may be amended.

“TOTBIA” means the Town of Tecumseh BIA and refers to the organizational body that conducts the business of the Board of Management.

“TOWN” means the Corporation of the Town of Tecumseh.

“BOARD” means the Directors of the Board of Management as appointed by Council to represent the members in the BIA.

“BOARD OF MANAGEMENT” is the corporate body and shall consist of nine (9) members appointed by Tecumseh Town Council, being two (2) Council member directors appointed by Tecumseh Town Council and seven (7) directors selected by a vote of the membership of the improvement area. A selected Council member acts as a liaison between the Board and Council. Following the appointment of the Board of Management, the Board shall select a Chairperson, Vice-Chairperson, Secretary and Treasurer.

“MEMBER” means persons who are assessed, on the last returned assessment roll for the Town, with respect to rateable property in the BIA classified as commercial and tenants of such property.

“ASSOCIATE MEMBER” means persons who have chosen to join as a member but may not be located in the Business Improvement Area as outlined by “BIA”.

WHEREAS

- a. The Tecumseh BIA is a designated improvement area, established under the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended (the “Municipal Act”) and governed by a board of management appointed by the Town and being a local board of the Town for all purposes.

- b. The Town has established such an area in the Town of Tecumseh to be known as the Town of Tecumseh Business Improvement Area (BIA) by enacting a by-law #2016-12.
- c. The Town is a corporation that established a special charge to be levied on rateable properties within the BIA improvement area (the BIA levy) and collects these monies and transfers them annually to the BIA for their use.
- d. The BIA carries out its purposes, to support the improvement, beautification and maintenance of municipally owned land, buildings and structures in the area and to promote the area as a business, shopping and service area.
- e. The Town and the BIA agree to work collaboratively on relevant items outlined in the Tecumseh BIA strategic plan and approved Budget and consider it in the public interest to enter into this written agreement to identify their respective roles and responsibilities in relation to improvement and promotion of the Tecumseh BIA area.

1.0 GUIDING PRINCIPLES

The following guiding principles will direct the discussions of the TOWN and the TOTBIA in achieving the goal of a vibrant Business Improvement Area in Tecumseh, the hub of Tecumseh.

- 1.1 Promote and raise the profile of the BIA as the place to visit, live, work, shop, do business and invest;
- 1.2 Collaborative approach to support the retention, attraction and expansion of businesses in the BIA;
- 1.3 Collaborative approach respecting improvement projects that will enhance the profile of the BIA;
- 1.4 Support and promote the partnership between the TOWN and BOARD OF MANAGEMENT.
- 1.5 The by-laws and policies, as adopted by Town Council, to guide the TOTBIA's activities shall include:
 - 1.5.1 Fees and Charges By-law
 - 1.5.2 Purchasing and Procurement Policy
 - 1.5.3 Accountability and Transparency Policy
 - 1.5.4 Accessibility Policies
 - 1.5.5 Procedural By-law
 - 1.5.6 Records Retention By-law
 - 1.5.7 Code of Conduct for Council and Local Boards

- 1.5.8 Use of Corporate Resources for Municipal Elections Policy
- 1.5.9 Committees and Local Boards Appointment Policy
- 1.5.10 Workplace Violence and Harassment Policy
- 1.5.11 Temporary Road Closures for Special Events
- 1.5.12 Municipal Alcohol Risk Management Policy
- 1.5.13 Use of Municipal Picnic Tables and Trash Cans Policy
- 1.5.14 Confidentiality of Information Policy
- 1.5.15 Records Management Policy
- 1.5.16 Banner Policy
- 1.6 The BOARD acknowledges and agrees that it will hold and conduct its meetings in accordance with the Procedural By-law and act in accordance with the Code of Conduct for Council and Local Boards.
- 1.7 Should a complaint be received respecting the BOARD meetings, it will be investigated by the TOWN's closed meeting investigator, as appropriate.
- 1.8 Should a complaint be received regarding a Board Director with respect to conduct and/or the Municipal Conflict of Interest Act, the complaint will be investigated by the Town's Integrity Commissioner. The BOARD is responsible for the cost of the investigation.
- 1.9 The records of the BOARD must be retained and destroyed in accordance with the TOWN's Records Retention By-law.
- 1.10 As a local Board of the Town, the BOARD must comply with the provisions of the Accessibility for Ontarians with Disabilities Act (AODA) and the associated Integrated Accessibility Standards Regulations (IASR). The TOWN is responsible for reporting on the BOARD's compliance and will provide available guidance to the TOTBIA on current accessibility standards and practices.
- 1.11 Requests for information under the Municipal Freedom of Information and Protection of Privacy Act will be directed to the Clerk for the TOWN as the designated Freedom of Information Coordinator for the TOWN.

GENERAL AGREEMENT

- 1.12 The TOTBIA agrees to support beautification efforts and promotion of the business improvement area, through advertising, marketing and special events.

- 1.13 The TOWN may provide additional support to the TOTBIA as negotiated by the parties, which may require the approval of Tecumseh Town Council.
- 1.14 The parties agree to meet regularly as required to discuss areas of mutual interest.
- 1.15 In accordance with the Municipal Act, Tecumseh Council shall appoint all directors of the BOARD of the TOTBIA. In advance of such appointments, the TOWN may consult with the BOARD regarding potential appointments.

2.0 SERVICES PROVIDED BY THE BIA

- 2.1 The operating procedures of the TOTBIA are outlined in its Constitution and in the Municipal Act. The TOTBIA BOARD is a local board with authority set out in the Municipal Act.
- 2.2 The TOTBIA is entrusted, subject to the limitations of its Constitution, by-laws and the Municipal Act, to the improvement, beautification and maintenance of the municipally owned land, buildings and structures in the BIA area beyond that provided at the expense of the Town generally, and to promote this area as a business, shopping and service area.
- 2.3 The activities of the TOTBIA may include:
 - 2.3.1 Beautification programs, marketing initiatives, educational seminars, promotional and special events;
 - 2.3.2 Complementary marketing activities between the TOWN and other groups as agreed upon;
 - 2.3.3 Cooperation with other business improvement areas and agencies, including Tourism Windsor-Essex-Pelee Island (TWEPI) on promotional events and activities that benefit the TOWN;
 - 2.3.4 Participation in TOWN initiatives as appropriate and/or requested.
- 2.4 The TOTBIA may provide technical assistance and advisory services to TOWN staff regarding beautification, promotion and economic development;
 - 2.4.1 Provide feedback on any by-law (new or under review) that affects the TOTBIA membership, including, but not limited to: parking, property standards, signage, etc.
- 2.5 The BOARD shall provide the draft of the minutes of its meetings to the Clerk's office for inclusion on the Agenda of the next regular meeting of Town Council and the finally approved minutes by the BOARD when they are adopted. The BOARD shall also deliver a copy of its meeting agendas to the Clerk in advance of its scheduled meetings, in accordance with the TOWN's Procedural By-law.

3.0 SERVICES PROVIDED BY THE MUNICIPALITY

Administration Services:

- 3.1 In support of the ongoing operation of the TOTBIA, the TOWN shall provide the following services to the TOTBIA:
 - 3.1.1 CAO/Clerk/Finance/Human Resources advice, guidance and training as appropriate and needed, including attending TOTBIA BOARD OF MANAGEMENT meetings to discuss municipal matters of interest to the TOTBIA;
 - 3.1.2 Accounting advice and support, including budgeting, variance reporting, payroll and taxation within the confines of the TOTBIA's independent financial system;
 - 3.1.3 Support and preparation of financial statements for the year-end external audit, in compliance with all generally accepted accounting principles and Public Sector Accounting Board requirements. The costs of the audit through the TOWN are recovered from the TOTBIA;
 - 3.1.4 Billing, collecting and providing levy funding transfers to the TOTBIA, on or about March 31, June 30, September 30 and December 15 each year. Any advance funding will be within the jurisdiction of the Director of Finance and Chief Financial Officer;
 - 3.1.5 Annually, in or about February, provide the annual return roll with property assessment listing for eligible properties in the BIA area;
 - 3.1.6 With the December transfer, provide a summary of supplementary property tax, omitted revenues and write-offs for the BIA area;
 - 3.1.7 Information Technology support and assistance, including the BIA benefitting from discounted pricing on software and procurement of software licensing by the TOWN on their behalf. In turn the TOWN will invoice the BIA accordingly;
 - 3.1.8 Records and information management, records retention and destruction guidance and assistance.
- 3.2 The TOWN will provide licensing and emergency service coordination for special events.

Infrastructure and Operations:

- 3.3 In support of the ongoing operation of the TOTBIA, the TOWN shall provide the following services on municipally-owned lands (to municipal standards) at the expense of the TOWN, as approved through the annual budget process:

- 3.3.1 All road related infrastructure maintenance and capital renewal including road pavements, drainage features, curbs, sidewalks, street furniture, streetlights, traffic control and roadway safety devices, street name signs, directional and regulatory signs;
 - 3.3.2 All municipal Transit related systems and infrastructure within the BIA area;
 - 3.3.3 All park related infrastructure (municipally-owned and managed parks, but not TOTBIA beautification initiatives), including light fixtures and power supply;
 - 3.3.4 All municipal parking infrastructure maintenance and capital renewal, systems and enforcement operations;
 - 3.3.5 Municipal garbage and recycling receptacles;
 - 3.3.6 Street sweeping services;
 - 3.3.7 Roadside debris/litter pick-up as needed;
 - 3.3.8 Winter maintenance for roads and sidewalks; daily winter maintenance of sidewalks above and beyond the TOWN's sidewalk winter control program is the responsibility of the business owners;
 - 3.3.9 Winter maintenance for municipal parking lots as necessary;
 - 3.3.10 Installation, removal and maintenance of seasonal lighting displays (the bulbs replaced at the TOTBIA's expense);
 - 3.3.11 Installation and removal of streetlight pole banners;
 - 3.3.12 Installation and removal of hanging baskets and planters;
 - 3.3.13 Weed spraying as needed.
- 3.4 In support of the ongoing operation of the TOTBIA, but subject to TOWN approval, the Town shall provide the following services funded by the TOTBIA (fees are to be agreed upon annually):
- 3.4.1 Installation of special event banners above Tecumseh Road;
 - 3.4.2 Installation of special street furniture (bike rings/racks/corral, public seating/benches) over and above the Town's planned installations subject to the Town's approval of location, size, placement, materials, style, etc.

Community Services:

3.5 In support of the ongoing operation of the TOTBIA, but subject to the agreement of both the TOWN and the TOTBIA on an annual basis, the following beautification services may be provided:

- 3.5.1 Tree and shrub maintenance within the TOTBIA;
- 3.5.2 Installation and removal of flower baskets and beds in the TOTBIA;
- 3.5.3 Management of flower watering services to maintain flowers on an annual basis.

Exclusions from the Agreement:

3.6 The following services shall be excluded from this Agreement:

- 3.6.1 Levels of service for commercial/residential waste and recycling collections provided by the TOWN;
- 3.6.2 Services related to TOTBIA promotional events not specifically identified in this Memorandum of Understanding.

Where the TOTBIA desires TOWN assistance with respect to a TOTBIA activity/event not specifically outlined in this Memorandum of Understanding, the facilities and/or services to be provided by the TOWN and TOTBIA in relation to the TOTBIA activity/event shall require the following:

- Adherence to the terms in the current Fees & Charges By-Law of the TOWN,
- If desired by the BIA, negotiation of a fee for services by the TOWN's Communications Officer to assist with communications/advertising/public relations related to the activity/event; and
- Written request of the TOTBIA at least six (6) months in advance of the special event, with resolution forwarded to Council for approval.

4.0 FINANCIAL ACCOUNTABILITY

4.1 In keeping with the role and relationship of a local board, the TOTBIA agrees that it shall do the following:

- 4.1.1 Keep and maintain all proper books, records, accounts, documents and vouchers necessary to record all financial transactions and as required by law in connection with operating a business improvement area;
- 4.1.2 Adopt all financial control policies as detailed by the TOWN including the procurement of goods and services;

- 4.1.3 Prepare an annual budget by no later than March 31 of the budget year, which will be reviewed by the Director of Financial Services or a designate, approved by the TOTBIA membership and sent to Council for approval and inclusion in the TOTBIA tax levy by-law;
- 4.1.4 Make all financial disclosures required by this Agreement in a timely manner so as to comply with all municipal deadlines for monthly and year-end reporting and budget deadlines;
- 4.1.5 Follow provincial and federal regulations as it relates to employment, taxation, remittances and standards;
- 4.1.6 Bring forward any major increases to the in-year budget to the Director of Financial Services. Significant changes are subject to approval by Council;
- 4.1.7 Present its unaudited financial statements to its Annual General Meeting for approval;
- 4.1.8 Use the TOWN's external auditors and ensure that an annual report for the preceding fiscal year is submitted to the Town, including a complete financial statement of its affairs for auditing;
- 4.1.9 Use its best efforts to obtain as much government and public support for the TOTBIA as possible. It will, with reasonable diligence, pursue applications for available government funding at the federal, provincial, and regional levels, and in addition, will conduct fundraising activities where necessary and with approval;
- 4.1.10 Identify all grants requested of all other governmental and quasi-governmental authorities, together with a statement of projected cash flows from such additional funding sources including fundraising targets within the confines of its by-laws and policies;
- 4.1.11 Comply with all applicable requirements of the Municipal Act and its regulations;
- 4.1.12 Should the TOTBIA be in a position to invest surplus funds, the Town's investment policy and investment restrictions must be followed.

5.0 INSURANCE

- 5.1 The TOTBIA and its BOARD are considered to be a Board of Council and as a Board of Council the TOTBIA, their employees and volunteers while acting on behalf of and under the supervision of the TOTBIA, are considered to be additional insureds under the Town's municipal Liability and Directors and Officers insurance programs. This is separate from and additional to any insurance that may be maintained by the BIA relating to its property and/or equipment as and if applicable,

6.0 TERM

- 6.1 This Agreement shall remain in full force and effect until terminated in accordance with section 7.1.
- 6.2 Annually, the parties will consider whether there is a need to amend any of the terms of this Agreement.

7.0 TERMINATION

- 7.1 Either party may terminate this Agreement upon 90 days' notice to the other party in writing.

8.0 NOTICE

- 8.1 For the purpose of Section 7, notice shall be given to:
- 8.1.1 Margaret Misek-Evans, Chief Administrative Officer, 917 Lesperance Road, Tecumseh N8N 1W9 on behalf of the TOWN;
- 8.1.2 Denise Pelaccia, Coordinator, Town of Tecumseh Business Improvement Area, 12122 Tecumseh Road E, #2, Tecumseh N8N 1L9 on behalf of the TOTBIA.

THIS AGREEMENT made as of the ___ day of January, 2023.

Town of Tecumseh Business Improvement Area

Board of Management

Leo Demarce

Signed with ConSignO Cloud (2023/02/12)
Verify with veriflio.com or Adobe Reader.

Leo Demarce, Chair

Travis Dorner

Signed with ConSignO Cloud (2023/02/07)
Verify with veriflio.com or Adobe Reader.

Travis Dorner, Vice Chair

The Town of Tecumseh

Gary McNamara

Signed with ConSignO Cloud (2023/02/07)
Verify with veriflio.com or Adobe Reader.



Gary McNamara, Mayor

Jennifer Alexander

Signed with ConSignO Cloud (2023/02/07)
Verify with veriflio.com or Adobe Reader.



Robert Auger, Clerk

Schedule E – Terms of Reference Template

(copy to follow on next page)



Tecumseh Business Improvement Area Subcommittee Terms of Reference

1. Purpose

The purpose of, [Click or tap here to enter name of Subcommittee](#), a subcommittee of the Tecumseh Business Improvement Area (the “**Subcommittee**”) is to:

[Click here to set out the purpose of the Subcommittee – this field allows for carriage returns](#)

The Subcommittee aligns with the strategic priorities of the Town of Tecumseh and the Tecumseh BIA identified in the [Click to enter the year range of the applicable Strategic Plan](#) Strategic Plan.

- a. [Click here to enter a specific strategic priority – exit this field and hit enter to proceed to item b, if applicable](#)

2. Scope

The mandate of the Subcommittee is to:

- a. [Click here to enter specific mandate – exit this field and hit enter to proceed to item b and then c, d, etc., if applicable](#)

3. Membership

The Subcommittee will be comprised of [Click here to state the types of persons and/or entities which can be members of the Subcommittee.](#)

The term of membership will be for a period of [Click here to enter term length of membership.](#)

The Chair of the Subcommittee will support the membership by leading in an efficient manner. The Vice Chair shall lead meetings in the absence of the Chair. In the absence of both the Chair and the Vice Chair, an alternate Vice Chair may be appointed for the purpose of leading the meeting.

There is no remuneration for Subcommittee membership.

4. Meeting and Reporting

The Subcommittee shall have the following meeting schedule:

[Click here to set out meeting frequency of the Subcommittee – this field allows for carriage returns](#)

5. Staff Resources

The Subcommittee shall be administered through the BIA Manager with the preparation of the Subcommittee’s agendas and minutes, and general record keeping.