

RULES OF PROCEDURE

FOR THE CORPORATION OF THE TOWNSHIP OF UXBRIDGE BUSINESS IMPROVEMENT AREA BOARD OF MANAGEMENT

**AS ADOPTED BY BY-LAW NO. 2013-015
PASSED: JANUARY 28th, 2013**

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TABLE OF CONTENTS
TOWNSHIP OF UXBRIDGE
BUSINESS IMPROVEMENT AREA BOARD OF MANAGEMENT
PROCEDURAL BY-LAW

SECTION TITLE

1	DEFINITIONS AND INTERPRETATION
2	GENERAL PROVISIONS
3	DUTIES OF THE BIA BOARD OF MANAGEMENT
4	MEETINGS
5	APPOINTMENT AND ELECTIONS
6	AGENDAS AND MINUTES
7	ORDER OF PROCEEDINGS
8	RULES OF DEBATE AND CONDUCT
9	MOTIONS
10	VOTING ON MOTIONS
11	CONDUCT OF AUDIENCE
12	FINANCIAL PROCEDURES
13	COMMUNICATIONS
14	ADMINISTRATION

SCHEDULE "A"
CODE OF CONDUCT BIA BOARD OF MANAGEMENT

BY-LAW NO. 2013-015

OF

THE CORPORATION OF THE TOWNSHIP OF UXBRIDGE

**BEING A BY-LAW TO GOVERN THE PROCEEDINGS OF
THE TOWNSHIP OF UXBRIDGE BIA BOARD OF
MANAGEMENT AND OF THE CONDUCT OF ITS
DIRECTORS**

WHEREAS Section 216(5) of the Municipal Act, S.O. 2001, c.25 as amended, grants municipalities powers to pass by-laws with respect to the requirement that a board follow, rules, procedures or policies established by the municipality;

AND WHEREAS the Township of Uxbridge Business Improvement Area was created by By-law No. 1996-159, as amended, of the Corporation of the Township of Uxbridge;

AND WHEREAS the Corporation of the Township of Uxbridge supports and acknowledges the value of the Township of Uxbridge Business Improvement Area Board of Management;

AND WHEREAS the Council for the Corporation of the Township of Uxbridge now deems it advisable to enact a by-law to govern the proceedings of the Township of Uxbridge Business Improvement Area Board of Management, the conduct of its Directors and the calling of Meetings, and to provide for procedures and statutory requirements in accordance with the Municipal Act, S.O. 2001, c.25 as amended;

NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE TOWNSHIP OF UXBRIDGE ENACTS A BY-LAW AS FOLLOWS:

Section 1 – DEFINITIONS AND INTERPRETATION

1.1 For the purpose of this By-law; unless stated otherwise or the context requires a different meaning:

“Affiliate Member” shall mean a person appointed by the BIA Board of Management to assist the BIA Board of Management in reaching its objectives. An Affiliate Member shall have no voting privileges.

“BIA” shall mean the Township of Uxbridge association of property owners and tenants within a specified area who joined together with the official approval of the Corporation of the Township of Uxbridge in a self-help program to benefit the business community.

“BIA Board of Management” shall mean the group of individuals elected or appointed as Directors to control the business of the BIA.

“**Chair**” shall mean the Director appointed as such by the BIA Board of Management.

“**Council**” shall mean the Council of The Corporation of the Township of Uxbridge.

“**Councillor**” shall mean a person elected or appointed as a Member of Council but does not include the Mayor.

“**Delegation**” shall mean a person or group of persons desiring to verbally present information or to make a request to the BIA Board of Management.

“**Director**” shall mean a Member of the BIA appointed by by-law by the Council of the Corporation of the Township of Uxbridge to the BIA Board of Management.

“**Director of Legislative Services/Clerk**” shall mean the Director of Legislative Services/Clerk of the Township of Uxbridge and includes the Deputy Clerk and any official of the Township appointed by Council to exercise the power of the Clerk in the absence of the Clerk or Deputy Clerk.

“**Business Facilitator**” shall mean the person hired by the BIA Board of Management responsible for the preparation of agendas and taking of minutes, administration, interaction with the Members, and other duties as assigned by resolution of the BIA Board of Management.

“**Meeting**” shall mean any Regular, Special Meeting or Emergency Meeting of the BIA Board of Management.

“**Member**” shall mean a Member of the BIA and shall include BIA Board of Management Directors.

“**Motion**” shall mean a question or proposal to be considered by the BIA Board of Management and which is moved and is subject to debate. When a Motion is adopted, it becomes a Resolution.

“**Municipal Act**” shall mean the *Municipal Act, 2001, S.O.2001, c. 25*, as amended or replaced from time to time.

“**Pecuniary Interest**” shall mean a direct or indirect Pecuniary Interest within the meaning of the *Municipal Conflict of Interest Act, R.S.O. 1990, chapter M.50*, as may be amended.

“**Point of Order**” shall mean a statement made by a Director during a Meeting drawing to the attention of the Chair a breach of the Rules of Procedure.

“Point of Privilege” shall mean the raising of a question that concerns a Director, or all of the Directors of the BIA Board of Management, when a Director believes that his rights, immunities or integrity or the rights, immunities or integrity of the BIA or the BIA Board of Management as a whole have been impugned.

“Presiding Member” shall mean the Chair of the Meeting.

“Quorum” shall be as defined in Section 4.9 of this Procedural By-law.

“Resolution” shall mean a formal expression of opinion or intention by the BIA Board of Management.

“Rules of Procedure” shall mean the rules and requirements contained within this Procedural By-law.

“Student Member” shall mean a person appointed by the BIA Board of Management to assist the BIA Board of Management in reaching its objectives. A Student Member shall have no voting privileges.

“Township” shall mean the Corporation of the Township of Uxbridge.

“Vice Chair” shall mean such Director of the BIA Board of Management who has been elected to act in the place and stead of the Chair when such Chair is absent from a meeting of the BIA Board of Management for any cause and who shall exercise all the rights, power and authorities of the Chair.

Section 2 - GENERAL PROVISIONS

2.1 Mission

- 2.1.1. The BIA Board of Management is entrusted, subject to the limitations set out herein, to the improvement, beautification and maintenance of the municipally owned lands, buildings and structures in the business improvement area, beyond such improvement, beautification and maintenance as is provided by the Township, and the promotion of the business improvement area as a business, commercial and shopping area.
- 2.1.2 The BIA is a non-profit organization, which shall be dedicated to improving the economic health and quality of life in the Township BIA. The BIA Board of Management works to create the best possible environment in which to work, shop, live and visit.
- 2.1.3 The geographic area comprising the BIA shall be as defined in Township of Uxbridge By-law No. 1996-159, as amended.

2.2 Objectives

2.2.1 The Uxbridge BIA Board of Management works toward the realization of the following goals:

- a) to implement improvement, beautification and the maintenance of municipally-owned land, buildings and structures in the Business Improvement Area;
- b) to encourage joint initiatives and mutually beneficial advertising and projects, including market research, studies, strategic plans, position papers and information gathering;
- c) to encourage and facilitate the exchange of information and ideas through meetings, newsletters, networking, the BIA website, seminars, and workshops for the benefit of the Members of the BIA;
- d) to pool financial and intellectual resources to benefit and protect business interests; and
- e) to promote the BIA to the municipality and the residents as well as tourists and visitors to the Township.

2.3 Applicability

2.3.1 Save as otherwise provided herein, the procedural rules and requirements of this by-law shall be observed at all BIA Board of Management Meetings and shall be the rules and requirements which govern the order of their business.

2.3.2 This By-law outlines a fair and equitable approach and process for the operation of the BIA Board of Management.

2.4 Issue Not Addressed

2.4.1 If an issue is raised that is not expressly addressed in this By-law, the issue shall be decided by the Chair or Vice Chair, subject to an appeal to the BIA Board of Management, as the case may be.

2.4.2 All points of order or procedure not provided for in these Rules of Procedure shall be decided in accordance with the Rules of Procedure known as Robert's Rules of Order.

2.5 Communication Devices

2.5.1 The use of cameras, electric lighting equipment, television cameras and any other device of mechanical, electronic or similar nature used for transcribing or recording proceedings by auditory or visual means by accredited and other representatives of any news media or members of the general public is permitted only with the approval of the BIA Board of Management.

2.5.2 All communication devices shall be switched to 'silent' upon entering the location where any BIA Board of Management Meeting is being held.

Section 3 - DUTIES OF THE BIA

3.1 Duties of the Chair

3.1.1 It shall be the duty of the Chair to carry out the following responsibilities:

- a) to open the Meeting of the BIA Board of Management by taking the Chair and calling the Directors to order;
- b) to announce the business before the BIA Board of Management in the order in which it is to be acted on;
- c) to receive and submit, in the manner prescribed by this Procedural By-law, all Matters of Business presented by Directors;
- d) to recognize any Director who wishes to speak and to determine the order of the speakers;
- e) to put to vote all questions which are regularly moved or necessarily arise in the course of the proceedings and to announce the results;
- f) to participate as an active and voting member, encouraging active participation by all Directors;
- g) to decline to put to vote motions which contravene the provisions of this Procedural By-law;

- h) to enforce the provisions of the Procedural By-law;
- i) to enforce on all occasions, the observance of order and decorum among the Directors;
- j) to call by name, any Director refusing to comply with this Procedural By-law and to order the Director to vacate the place of Meeting;
- k) to cause to be expelled and excluded any member of the public who creates a disturbance or acts improperly during a Meeting;
- l) to authenticate, by signature, all Meeting minutes;
- m) to rule on any points of order raised by Directors;
- n) to adjourn the Meeting when the business is concluded.
- o) to represent and support the decisions of the BIA Board of Management, declaring its will and explicitly and implicitly obeying its decisions in all things;
- p) to be the point of contact with Council, staff and any media relations;
- q) to review the goals and objectives of the BIA Board of Management and ensure the work plan is realistic, up-to-date and being followed;
- r) to recognize workload limitations of the BIA Board of Management;

3.2 Duties of the Vice Chair

3.2.1

Where the Chair gives notice that he will be absent from the BIA Board of Management, or of his absence through illness, or he refuses to act, then the Vice Chair shall act in his place and instead of the Chair and, while so acting, has and may exercise all the rights, powers and authority of the Chair.

3.3 Duties of the BIA Board of Management

3.3.1 It shall be the duty of the BIA Board of Management to carry out the following responsibilities:

- a) to be accountable to the BIA membership and to the Township;
- b) to oversee the programs of the BIA Board of Management, to promote the area as a business and shopping district, to make decisions on behalf of its Members, and to keep the lines of communication open;
- c) to identify and respond to the needs of the business community;
- d) to maintain the administration and strategic management of the BIA, in particular, the BIA Board of Management is responsible for overseeing the planning, budgeting, implementing and evaluating of BIA projects;
- e) to understand their role and expectations, including all applicable Township Policies;
- f) to understand and follow the mandate of the BIA Board of Management, including its relationship to Council;
- g) to deliberate on the business submitted to the BIA Board of Management;
- h) to understand and respect the role and expectations of all participants;
- i) to develop and maintain a climate where mutual support, trust, respect, courtesy, teamwork and creativity are valued;
- j) to maintain a high degree of professionalism, discharging all duties with honour and integrity in order that the Director may merit the trust and confidence of the citizens of the Township of Uxbridge, the Township of Uxbridge business community, Council and staff;
- k) to respect the individual worth and dignity of other Directors and, at all times, work together to achieve a common vision for the community, utilizing the diverse knowledge, expertise and talents of all Directors to optimal advantage;
- l) to challenge ideas and not people, creating a climate where it is okay to disagree;
- m) to respect that resolutions made shall reflect the majority view of the BIA Board of Management;

- n) to respect that decisions of Council are final and accurately communicate the decisions of Council even if they disagree with the majority decision of the BIA Board of Management;
- o) to attend any training session for Directors;
- p) to comply with the BIA Board of Management Code of Conduct, attached hereto as Schedule 'A'.
- q) to apply and respect the Rules of Procedure;
- r) to attend all scheduled and special BIA Board of Management Meetings, sending regrets otherwise;
- s) to follow the agenda and stay focused on the topic at hand;
- t) to communicate directly, concisely and honestly, listening without interruption, and be open-minded, allowing a variety of opinions to be heard;
- u) to clearly identify whether speaking as a Director of the BIA Board of Management or as an independent citizen when in a public forum or when communicating with Council;
- v) to respect confidential information;
- w) to vote on business except when not permitted to by law;

3.4 Duties of the Council Members of the BIA

3.4.1 It shall be the duty of Council Members to the BIA to carry out the role of the BIA Board of Management as set forth in the Section 3.3.1 of this Procedural By-law, in addition to the following responsibilities:

- a) to contact the BIA Board of Management Chair if issues or concerns related to Directors or staff arise and ensure conflict resolution mechanisms are employed, where appropriate;
- b) to assist the BIA Board of Management by offering policy advice on matters within the purview of the BIA Board of Management;
- c) to assist the Chair in preparing any reports or action items if required.

3.4.2 Council Members shall have full voting privileges.

3.6 BIA Membership

- 3.6.1 Members of the BIA consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in the BIA business property class and tenants of such property.

3.7 Affiliate or Student Members

- 3.7.1 The BIA Board of Management may, by resolution, appoint Affiliate or Student Members from time to time. Affiliate or Student Members shall be bound by Sections 3.3.1 of this Procedural By-law; however Affiliate and Student Members shall have no voting privileges.

3.8 Duties of the Business Facilitator of the BIA

- 3.8.1 It shall be the duty of the Business Facilitator to the BIA Board of Management to carry out the following responsibilities:
- a) to prepare agendas including relevant resolutions in cooperation with the Chair;
 - b) to electronically distribute agendas to Members before a regularly scheduled or special meeting, respecting the designated timeframes described within this Procedural By-law;
 - c) to arrange for and/or set up of meeting areas, giving consideration to the nature of the matters to be discussed, any audio-visual requirements, attendance by the public and ensuring accessibility for all in compliance with the Township Accessibility for Ontarians with Disabilities Act Handbook;
 - d) to arrange for attendance of invited guests at meetings, in conjunction with the Chair;
 - e) to record when the meeting started and adjourned;
 - f) to record the Directors present and absent;
 - g) to take minutes, recording a summary of the discussion for each item, actions to be taken and recommendations, including the names of the movers of motions;
 - h) to finalize minutes for distribution;
 - i) to perform any and all other tasks as assigned by the BIA Board of Management.

- 3.8.2 The BIA Business Facilitator shall have no voting privileges.
- 3.8.3 Should the BIA Business Facilitator be an eligible Member of the BIA and appointed as a Director of the BIA Board of Management, Section 3.8.2 of this Procedural By-law shall be null and void and the BIA Business Facilitator shall have full voting privileges if not prohibited to vote pursuant to Section 7.2 of this Procedural By-law – Disclosures of Pecuniary Interest.

Section 4 - MEETINGS

4.1 Place of Meeting

- 4.1.1 Unless otherwise directed by the BIA Board of Management, all Regular and Special Meetings shall be held in Township facilities.

4.2 Inaugural Meeting

- 4.2.1 The Inaugural Meeting of the BIA Board of Management, during each term of Council, shall be held at a time determined by the BIA Board of Management as appointed by Council.
- 4.2.2 The BIA Board of Management shall be responsible to liaise with the BIA Business Facilitator for the time, location, content and format of the agenda for the Inaugural Meeting and all arrangements related thereto.

4.3 Regular Meetings

- 4.3.1 Regular Meetings of the BIA Board of Management shall be held on a set schedule with fixed start times to be determined by the BIA Board of Management at its Inaugural Meeting, which schedule will be provided to the Clerk's Department immediately following the Inaugural Meeting.
- 4.3.2 The Chair shall give written notice of each BIA Board of Management Regular Meeting to Members at least seven (7) days before the time appointed for such Meeting and shall be delivered electronically via e-mail to their respective e-mail address and provide notice to the public by posting notice on the BIA website.
- 4.3.3 Where a change is made to the day and time or location of a BIA Board of Management Meeting, the Chair shall give written notice of the change to Members at least twenty-four (24) hours before the time appointed for such Meeting and shall be delivered electronically via e-

mail to their respective e-mail address and provide notice to the public by posting notice on the BIA website.

- 4.3.4 The written notice shall indicate the nature of the business to be considered at the Meeting as well as date, time and place of the Meeting.

4.4 Special Meetings

- 4.4.1 In addition to Regular Meetings, the Chair may, at any time, summon a Special Meeting of the BIA Board of Management.

- 4.4.2 Written notice of a Special Meeting of the BIA Board of Management shall be given to Members at least twenty-four (24) hours before the time appointed for such Meeting and shall be delivered electronically via e-mail to their respective e-mail address and provide notice to the public by posting notice on the BIA website.

4.4.3 The written notice shall indicate the nature of the business to be considered at the Special Meeting as well as date, time and place of the Meeting.

4.4.4 No business other than that indicated in the written notice shall be considered at the Special Meeting except with the unanimous consent of all Directors present and voting at such Meeting.

4.4.5 Lack of sufficient notice, as provided for herein, shall not affect the validity of holding a Special Meeting or any action taken thereat where Quorum is present at the Meeting.

4.5 Emergency Meeting

- 4.5.1 Notwithstanding any other provision of this Procedural By-law, on urgent and extraordinary occasions, an emergency Special Meeting of the BIA Board of Management may be called by the Chair without advance notice being given by the Chair pursuant to this Procedural By-law, to consider and deal with such urgent and extraordinary matters. In this case, the consent of two-thirds (2/3) of the Directors to hold such a Meeting without advance notice is necessary and such consent, if any, shall be recorded in the minutes.

4.6 Annual General Meeting

- 4.6.1 The BIA Board of Management shall each year designate a day before April 1st, as the date for the Annual General Meeting and shall notify all Members of the BIA of the date, time and location of the

meeting. Such notice shall be in writing and delivered at least twenty (20) days prior to the date scheduled for the Annual General Meeting.

4.6.2 Notification of the of the Annual General Meeting shall be done through an advertisement in the Township Page twenty (20) days before the time appointed for such Meeting. Additionally said Notice shall be delivered electronically via e-mail to Members respective e-mail address and to the public by posting notice on the BIA website.

4.6.3 The BIA Board of Management shall present at the Annual General Meeting:

- a) Financial Statements and Reports;
- b) Auditor's Report;
- c) Annual Budget;
- d) Annual Report of the Board of Management;
- e) Minutes of the last Annual General Meeting;
- f) Election of Board of Management
- g) Any other business that may properly be brought before the meeting.

4.6.4 A majority of the Members present shall carry a vote.

4.6.5 Each Member in attendance shall be entitled to one vote regardless of the number of properties that the Member may own or lease in the BIA.

4.7 Meetings Open to Public

4.7.1 Subject to Section 4.8 of this Procedural By-law, Meetings shall be open to the public and no person shall be excluded therefrom except for improper conduct.

4.7.2 The Chair may request that members of the public vacate the Place of Meeting if their behaviour is deemed to be disruptive to the business at hand. The Chair may unilaterally suspend the Meeting until order is restored in the Place of Meeting.

4.8 Closed Meetings

4.8.1 Except as otherwise provided herein, all Meetings shall be open to the public.

4.8.2 The BIA Board of Management may, by resolution, close a Meeting or part of a Meeting to members of the public if the subject matter being considered is:

- a) the security of the property of the Municipality or Local Board
- b) personal matters about an identifiable individual, including Municipal and Local Board employees;
- c) a proposed or pending acquisition or disposition of land by the Municipality;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation, including matters before administrative tribunals, affecting the Municipality;
- f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- g) a matter in respect of which the BIA Board of Management is authorized by another provincial statute to hold a closed Meeting; or
- h) information which is prohibited from being made public under the Municipal Freedom of Information and Protection of Privacy Act.

4.8.3 A motion by the BIA Board of Management, to close a Meeting or part of a Meeting to the public shall state:

- a) the fact of the holding of the closed Meeting;
- b) the general nature of the subject matter to be considered at the closed Meeting.

4.8.4 Where a Meeting or part of a Meeting is closed to the public, the BIA Board of Management shall request those persons not specifically invited to the closed Meeting to vacate the Place of Meeting.

4.8.5 A Meeting or part of a Meeting shall not be closed to the public during a vote except where the vote is for a procedural matter or for giving directions or instructions to Directors, employees or agents of the BIA or persons retained under contract by the BIA Board of Management, and the BIA Board of Management deems that it is in the best interests of the BIA to do so.

4.8.6 The Motion to rise from “In Camera” shall include the time that the BIA Board of Management arose.

4.8.7 The Business Facilitator shall record without note or comment all resolutions, decisions and other proceedings at a Meeting of the BIA Board of Management when it is closed to the public.

4.8.8 The BIA Board of Management shall ensure that confidential matters disclosed to them during closed Meetings are kept confidential. Any breach of confidential matters disclosed during closed Meetings shall be subject to the sanctions contained in the BIA Board of Management Code of Conduct, attached hereto as Schedule ‘A’.

4.9 Quorum

4.9.1 Quorum at all meetings with the exception of the Annual General Meeting shall be a simple majority of the total BIA Board of Management, excluding any vacancies. Subcommittees and Working Groups are subject to quorum rules.

4.9.2 Quorum at the Annual General Meeting shall be fifteen (15) Members of the BIA.

4.9.3 If a Quorum is not present within thirty (30) minutes after the time appointed for the Meeting, the Business Facilitator shall record the names of the Directors present and the Meeting shall stand adjourned until the date of the next Regular Meeting or other Meeting called in accordance with the provisions of this Procedural By-law.

4.10 Adjournment - Due Hour

4.10.1 Except as provided in Section 9.1.16 of this Procedural By-law, a Regular or Special Meeting of the BIA Board of Management shall adjourn at the hour of 11:00 p.m., if in session at that time, and shall reconvene at such other day and time as the BIA Board of Management, by resolution, may direct.

4.11 Cancellation of Meeting

4.11.1 The Chair or the Vice Chair, in the Chair’s absence may cancel any Meeting of the BIA Board of Management if he is of the opinion that weather conditions or an emergency warrant. The Chair shall inform as many Members as he is able to reach, and any persons that are scheduled to be in attendance.

4.11.2 Postponement of the Meeting shall not be for any longer than the next regularly scheduled Meeting of the BIA Board of Management.

4.12 Accessibility

- 4.12.1 Adequate provisions shall be made by the Chair to ensure that Places of Meeting, Agenda and Minute formats, communications and conduct of meeting are accessible, to ensure maximum participation. Reference may be made to the provisions of the Township of Uxbridge Ontarians with Disabilities Act Handbook.

4.13 Orientation

- 4.13.1 Orientation sessions shall be conducted for BIA Board of Management appointees at the beginning of each term of Council. All Directors benefit from orientation. Further sessions may be conducted for appointees during the term of Council, as required. Electronic orientation handbooks will be distributed to all Directors for reference purposes by the Clerk's Department.

Section 5 – APPOINTMENT AND ELECTIONS

5.1 Appointment Process for the BIA Board of Management

- 5.1.1 The BIA Board of Management shall consist of up to seven (7) Directors and no less than five (5) Directors nominated by the BIA Membership and/or appointed by Council, of whom two shall be members of Council elected from the electoral wards within the BIA boundaries.
- 5.1.2 BIA Board of Management position vacancies shall be filled by:
- a) election at the Annual General Meeting as provided in Section 5.3 of this Procedural By-law
 - b) appointment by Council upon the recommendation of the BIA Board of Management during the term of the BIA Board of Management until the term of the Council expires.
- 5.1.3 Once a decision is made to seek a new BIA Board of Management Director, the Chair on behalf of the BIA Board of Management shall approach the Clerk to have the vacancy publicly posted, on the Township website, Township Page and BIA website, so that all interested, eligible candidates may apply.

5.2 Vacancy Appointments

- 5.2.1 If a vacancy occurs on the BIA Board of Management for any cause, Council may appoint a person to fill the vacancy for the unexpired portion of the term and the appointed person is not required to be a Member of the BIA.

5.3 Elections

- 5.3.1 The following rules govern the election of candidates for appointment to the BIA Board of Management at the Inaugural Annual General Meeting:

- a) candidates must be Members
- b) candidates must be nominated in writing;
- c) each candidate must sign an acceptance of the nomination;
- d) the BIA Board of Management shall receive nominations up to 5:00 p.m. five (5) business days prior to the date of any Annual General Meeting;
- e) nominations shall be filed with the BIA Board of Management at 51 Toronto Street South, Uxbridge, ON L9P 1T1 – Town Hall – Clerk’s Department;
- f) the Chair shall submit the list of nominated candidates to the Membership at the Annual General Meeting;

- 5.3.2 If more than thirteen (13) nominations are received and not withdrawn prior to the Annual General Meeting then:

- a) an election shall be held at the Annual General Meeting;
- b) the vote shall be by secret ballot;
- c) each person entitled to vote may vote for up to thirteen (13) candidates;
- d) the thirteen (13) candidates receiving the most votes shall be considered elected;
- d) in the case of a tie for the thirteenth position, a run-off vote between the tied candidates shall be held by secret ballot;
- e) if not more than thirteen (13) nominations are received prior to the Annual General Meeting then said nominees shall be acclaimed.

5.3.3 In the case of BIA Board of Management vacancies at an Annual General Meeting that is not the Inaugural Annual General meeting of a term of Council, Members shall be acclaimed if the number of nominations does not exceed the number of vacancies.

5.3.4 Should the number of BIA Board of Management nominations exceed the BIA Board of Management position vacancies at an Annual General Meeting that is not the Inaugural Annual General meeting of a term of Council, members equaling the number of vacancies on the BIA Board of Management shall be elected pursuant to Section 5.3 of this By-law.

5.4 BIA Board of Management Positions

5.4.1 The BIA Board of Management shall elect from its ranks a Chair and Vice-Chair, who shall serve for the term of Council or until he resigns the position.

5.4.2 The BIA Board of Management shall elect from its ranks a Chair and Vice Chair at the Inaugural Meeting of the BIA Board of Management, or at the first Regular Meeting of the BIA Board of Management following the resignation of the Chair or Vice-Chair.

5.5 BIA Committees

5.5.1 The BIA Board of Management may create committees of the BIA Board of Management to address specific portfolio issues.

5.5.2 Pursuant to Section 3.7 of this By-law, BIA committees may be composed of Affiliate or Student Members of the BIA who are appointed to the committee by resolution of the BIA Board of Management. Each committee must have one sitting Director of the BIA Board of Management.

5.6 Resignation and Dismissal Process

5.6.1 BIA Board of Management Directors wishing to resign their appointment shall submit a letter of resignation to the BIA Board of Management which shall be forwarded as soon as possible to the Clerk's Department.

5.6.2 Council may, with or without the advice of the BIA Board of Management, and with a supporting rationale, make changes to BIA Board of Management.

5.7 Attendance Management

5.7.1

After two consecutive absences by any BIA Board of Management Director at regularly scheduled meetings, the following process shall be followed:

- a) The Council Member or Chair shall informally contact the absent Director to determine if they plan to attend the next regularly scheduled meeting, noting any reasonable or compassionate circumstances which would prohibit their attendance.
- b) The BIA Board of Management, by resolution, may waive the attendance requirements of the BIA Board of Management if reasonable or compassionate circumstances exist. If no reasonable or compassionate response is given, the Council Member or Chair shall inform the absent Director that if they are absent from the next regular meeting (the third meeting), the BIA Board of Management shall declare their seat vacant and recommend by resolution to Council the removal of the Director.
- c) If the Council Member or Chair is unable to reach the absent Director or if there was no reasonable or compassionate grounds for absences given at the time of preparing the Agenda for the third meeting:
 - i) The Business Facilitator shall include the item "Absentee Director" on the Agenda under the Matters of Business heading.
 - ii) Upon consideration of the item, the Business Facilitator shall briefly identify the requirements of the BIA Procedural By-law and the name of the absent Director.
 - iii) The BIA Board of Management shall recommend by resolution to Council the absent Director's seat be declared vacant.
- d) Removal from the BIA Board of Management shall be made by resolution of Council. Council may, by resolution, based on evidence of absenteeism due to compassionate or reasonable grounds waive the attendance requirements of the BIA Procedural By-law.

Section 6 - AGENDAS AND MINUTES

6.1 BIA Board of Management Agenda

6.1.1 The Business Facilitator shall cause to be prepared an electronic Agenda under the following headings, further explained in

Section 7 of this Procedural By-law, for the use of the Members at Meetings of the BIA Board of Management:

Call to Order
Disclosures of Pecuniary Interest
Delegations
Adoption of Minutes
Matters of Business
Adjournment

6.1.2 The Agenda shall be emailed to each Member no later than two (2) days preceding the commencement of the Regular BIA Board of Management Meeting in question.

6.1.3 The business of the BIA Board of Management shall be considered in the order as it appears on the Agenda, unless otherwise decided by a vote of the majority of the Directors present and voting.

6.2 Meeting Minutes

6.2.1 Meeting structure, Agenda and Minute formats shall meet the individual needs of the BIA Board of Management, while ensuring consistency, completeness and accountability. The BIA Board of Management may choose to follow a more informal procedure and allow for a consensus approach to discussion. It is recommended that the components listed in Section 6.2.2 of this By-law, be included in Agendas, where specific subject items are described in each component and the use of the minute template.

6.2.2 The Business Facilitator shall cause the Minutes to be taken of each Meeting of the BIA Board of Management, whether it is closed to the public or not. These minutes shall include:

- a) the place, date and time of the Meeting;
- b) the name of the Presiding Officer or Officers and the record of attendance of the Directors; should a Director enter after the commencement of the Meeting or leave prior to adjournment, the time shall be noted;
- c) declarations of pecuniary interest;
- d) the reading, if requested, correction and confirmation of the minutes of prior Meetings; and

e) all resolutions, decisions and all other proceedings of the BIA Board of Management, without note or comment.

6.2.3 The Minutes of each BIA Board of Management Meeting shall be presented to the Directors for confirmation at the next Regular Meeting.

6.2.4 Following approval of the Minutes, the Minutes shall be signed and approved by the Chair.

6.2.5 The Chair shall ensure that the Minutes of the last Regular and Special Meetings of the BIA Board of Management are included in the Agenda package prepared in accordance with Section 6.1 of this Procedural By-law.

Section 7 - ORDER OF PROCEEDINGS

7.1 Call to Order

7.1.1 As soon as a Quorum is present after the hour set for the holding of the Meeting, the Chair shall call the Directors present to order.

7.1.2 If the Chair does not attend a Meeting within fifteen (15) minutes after the time set for the Meeting and a Quorum is present, the Vice Chair shall preside over the Meeting and shall exercise all duties and responsibilities of the Chair as outlined in this Procedural By-law until the Chair is present at the Meeting and able to perform his responsibility to assume the chair.

7.1.3 If the Vice Chair is also not present within fifteen (15) minutes after the time set for the Meeting and a Quorum is present, the Business Facilitator shall call the Meeting to order, and the Directors present shall appoint a Presiding Director who shall act as Chair of the Meeting until the arrival of the Chair or Vice Chair, whoever is the first to arrive and is able to assume the chair.

7.2 Disclosures of Pecuniary Interest

7.2.1 Where a Director, either on his own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a Meeting of the BIA Board of Management at which the matter is the subject of consideration, the Director shall:

a) prior to any consideration of the matter at the Meeting, disclose the interest and the general nature thereof;

b) not take part in any discussion of or vote on any question with respect to the matter; and

c) not attempt in any way before, during and after the meeting to influence the voting on any such question.

7.2.2 Where the Meeting is not open to the public, in addition to complying with the requirements of Section 7.2.1 of this Procedural By-law, the Director shall immediately leave the Meeting or part of the Meeting during which the matter is under consideration.

7.2.3 Where a Director is absent from a Meeting which includes a matter for which the Director has a pecuniary interest, the Director shall disclose this interest and otherwise comply at the first Meeting of the BIA Board of Management attended by him after the particular Meeting.

7.3 Delegations

7.3.1 Delegations shall be permitted to speak on a matter only once within a six (6) month period and shall be limited to speak for no more than ten (10) minutes and be so advised in advance of their delegations. An extension to speak may be decided, without debate, by a majority of the Directors present. Where a delegation consists of a group of three or more persons, the group may address the BIA Board of Management for no more than fifteen (15) minutes.

7.3.2 No Delegation shall:

a) speak disrespectfully of any person;

b) use improper language or unparliamentarily language;

c) speak on any subject other than the subject for which they have received approval to address the BIA Board of Management; or

d) disobey the rules of procedure or a decision of the Chair.

7.3.3 The BIA Board of Management may refuse to hear delegations when, in the opinion of the BIA Board of Management, the subject of the presentation is beyond the jurisdiction of the BIA.

- 7.3.4 Each BIA Board of Management Meeting will only allow two (2) delegations time to address the Board

7.4 Matters of Business

- 7.4.1 Any matters presented, considered, referred or tabled or not otherwise disposed of through the consideration of another Agenda heading, shall be disposed of during this portion of the Meeting.
- 7.4.2 Items of business requiring the direction of the BIA Board of Management or a formal resolution will appear under this heading in the Agenda. These matters should generally pertain to information items and can include correspondence and Directors' Reports.
- 7.4.3 All Matters of Business intended to be presented to the BIA Board of Management shall be legibly written or printed, shall not contain any impertinent or improper matter or language, shall identify the author(s) by name and municipal address and shall be filed with the Business Facilitator before it is presented to the BIA Board of Management.
- 7.4.4 All matters to be considered under this heading of the Agenda shall be received by the Business Facilitator no less than five (5) days prior to the BIA Board of Management Meeting date.

7.5 Adjournment

- 7.5.1 See Section 9.1.14 of this Procedural By-law

Section 8 - RULES OF DEBATE AND CONDUCT

8.1 Duties and Conduct

- 8.1.1 The BIA Board of Management works on behalf of Council for the citizens of the Township of Uxbridge Business Improvement Area. The BIA Board of Management may consult with community stakeholders or engage in activities that puts Directors in direct contact with citizens and various organizations. Directors shall reflect a professional and courteous manner when interacting with the public. Should a Director exhibit a pattern of inappropriate conduct, the BIA Board of Management or staff may request that Council rescind the Director's appointment.
- 8.1.2 No Director shall:
- a) speak disrespectfully of the Reigning Sovereign, or of any Member of the Royal Family, or of the

Governor-General, the Lieutenant-Governor of any Province, of any member of the Senate, the House of Commons of Canada or the Legislative Assembly of the Province of Ontario;

b) use offensive words or unparliamentarily language or speak disrespectfully against the BIA, against any Member or against any Council Member, officer or employee of the Township of Uxbridge;

c) speak on any subject other than the subject being debated;

d) disobey the Rules of Procedure or a decision of the Chair, whoever is in the chair for the Meeting or a portion of the Meeting, on questions of Points of Order or procedure or upon the interpretation of the Rules of Procedure except where the ruling of the Chair is reversed by the BIA Board of Management pursuant to subsection 8.6.2. If a Director persists in any such disobedience after having been called to order, the Chair shall forthwith order that Director to vacate the Place of Meeting, but if the Director apologizes, he may, by majority vote of the Directors, be permitted to retake his seat;

e) speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, ethnic origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;

f) where a matter has been discussed in a closed Meeting, and where the matter remains confidential, disclose the content of the matter or the substance of the deliberations of the closed Meeting to any person.

8.2 Address the Chair

8.2.1 Any Director desiring to speak shall signify their desire to speak in such manner as the Chair may direct, and upon being recognized by the Chair, shall address the Chair, only.

8.3 Order of Speaking

8.3.1 When two or more Directors signify a desire to speak, the Chair shall recognize the Director who, in the opinion of the Chair, so signified first and next recognize in order the other Directors.

8.4 Point of Privilege

8.4.1 Where a Director considers that his integrity or the integrity of the BIA as a whole has been impugned, the Director may, on a Point of Privilege, rise with the consent of the Chair for the purpose of drawing the attention of the BIA Board of Management to the matter.

8.4.2 When a Director is permitted to raise such matter of privilege, it shall take precedence over other matters, but the Director shall not be permitted to enter into any argument or introduce any Motion related to the Point of Privilege.

8.4.3 When a Point of Privilege is raised, it shall be considered and decided by the Chair immediately and the decision of the Chair under this section shall be final.

8.5 Point of Order

8.5.1 When a Director desires to call attention to a violation of the Rules of Procedure, the Director shall ask leave of the Chair to raise a Point of Order and, after leave is granted, shall succinctly state the Point of Order to the Chair and the Chair shall then decide upon the Point of Order and advise the Director of the decision.

8.6 Appeal of Ruling of Chair

8.6.1 With respect to a ruling on either a Point of Privilege or a Point of Order, if the Director does not appeal immediately thereafter to the BIA Board of Management the decision of the Chair shall be final.

8.6.2 If the Director wishes to appeal the decision of the Chair, he shall appeal immediately to the BIA Board of Management otherwise the decision of the Chair is final.

8.6.3 If the decision is appealed, the Chair will give concise reasons for his ruling and will call a vote by the BIA Board of Management, without debate on the following question: "Will the ruling be sustained?", and the decision of the BIA Board of Management is final. The Chair may vote on this question. In the event of a tie of votes, the ruling of the Chair shall be deemed to be sustained.

8.7 Members Speaking

8.7.1 When a Director is speaking, no other Director shall pass between the Director and the Chair, or interrupt the Director except to raise a Point of Order.

Section 9 - MOTIONS

Reading

9.1.1 All motions must be introduced by a mover before the Chair may put the question or motion on the floor for consideration.

Withdrawn

9.1.2 After a motion is properly moved, it shall be deemed to be in possession of the BIA Board of Management, but may be withdrawn by the mover at any time before decision or amendment.

No debate until properly moved and seconded

9.1.3 No Director shall speak to any motion until it is properly moved, and the mover is entitled to speak first if the Director so elects.

Motion ruled out of order

9.1.4 Whenever the Chair is of the opinion that a motion is contrary to these Rules of Procedure, the Chair shall rule the motion out of order.

Not within jurisdiction of the BIA Board of Management

9.1.5 A Motion in respect of a matter which requires the exercise of a legislative power by the BIA Board of Management which is not within its jurisdiction shall not be in order at a Meeting of the BIA Board of Management.

Motion to Amend

9.1.6 A motion to amend:

- a) shall be presented in writing if requested by the Chair;
- b) shall relate to the subject matter of the main motion;
- c) shall not be received proposing a direct negative to the question; and
- d) shall be put to a vote in reverse order to the order in which the amendments are made.

9.1.7 Only one motion to amend an amendment to the original motion shall be allowed and any further amendment must be to the original motion.

Motion to table

9.1.8 A motion simply to table is not debatable except where instructions are included, in which case, only the instructions shall be debatable. Such motion cannot be amended.

9.1.9 The matter tabled shall not be considered again by the BIA Board of Management until a motion has been made to lift from the table the tabled matter at the same or subsequent Meeting.

9.1.10 A motion to lift a tabled matter from the table is not subject to debate or amendment.

Reconsideration

9.1.11 A resolution or any question or matter which has been adopted previously by the BIA Board of Management may be reconsidered by the BIA Board of Management subject to the following:

- a) a majority of the BIA Board of Management agree to such reconsideration by Resolution. Only a Director who voted thereon with the majority may make a Motion to Reconsider;
 - b) such motion must be supported by two-thirds (2/3) of the Directors present and voting in favour of such reconsideration before the matter is re-opened for debate;
 - c) debate on a motion to reconsider must be confined to reasons for or against the subject of the reconsideration;
 - d) if a motion to reconsider is decided in the affirmative, such reconsideration shall become the next order of business, unless the motion calls for a future date, and debate on the question to be reconsidered may proceed as though it previously had never been voted on; and
 - e) a vote to reconsider a particular matter or decision will not be considered more than once during the term of the BIA Board of Management.

Motion to recess

9.1.12 A motion to recess shall provide for the BIA Board of Management to take a short intermission within a Meeting which shall neither end the Meeting nor destroy its continuity and after which, proceedings shall immediately resume at the point where they were when interrupted.

9.1.13 A motion to recess is not debatable, but it is amendable as to the length of the recess and is not in order when another motion is on the floor.

Motion to Adjourn

9.1.14 A motion to adjourn is not debateable or amendable and shall always be in order except:

- a) when another Director is in possession of the floor;
- b) when a vote has been called;
- c) when the Directors are voting; or
- d) when a Director has indicated to the Chair his desire to speak on the matter before the BIA Board of Management.

9.1.15 A motion to adjourn, if carried, without qualification, will bring a Meeting or session of BIA Board of Management to an end.

9.1.16 A motion to proceed beyond the hour of 11:00 p.m.:

- a) shall not be amended or debated;
- b) shall always be in order except when a Director is speaking or the Directors are voting; and
- c) shall require the support of two-thirds (2/3) of the Directors present and voting.

Section 10 - VOTING ON MOTIONS

Unrecorded Vote

10.1 A simple majority vote of the Directors present shall be followed. Recorded votes shall not be permitted.

10.2 The manner of determining the decision of the BIA Board of Management on a motion shall be at the direction of the Chair and may be by voice, show of hands, standing, or otherwise.

10.3 Every eligible Director present at the Meeting, when the question is put, shall vote thereon unless disqualified under the Municipal Conflict of Interest Act to vote on the question.

10.4 Except where the Director is disqualified under the Municipal Conflict of Interest Act from voting, if a Director does not vote when a question is put, that Director shall be deemed to have voted in the negative.

10.5 A Director not in his or her seat when the question is called by the Chair is not entitled to vote on that question.

10.6 Each Director has only one vote.

10.7 The Chair shall announce the result of every vote.

Section 11 - CONDUCT OF THE AUDIENCE

11.1 Members of the public who constitute the audience in the BIA Board of Management Place of Meeting, during a Meeting, shall respect the decorum of the BIA Board of Management, maintain order and quiet and may not:

a) address the BIA Board of Management without permission;

b) interrupt any speaker or action of the Directors or any person addressing the BIA Board of Management;

c) speak out;

d) applaud;

e) behave in a disorderly manner; or

f) make any noise or sound that proves disruptive to the conduct of the Meeting.

11.2 Placards, signs, posters, etc. or any advertising devices shall not be permitted in the Place of Meeting.

11.3 The Chair may request that a Member or members of the public vacate the Place of Meeting if their behaviour is deemed to be disruptive to the business at hand.

Section 12 – FINANCIAL PROCEDURES

12.1 Budget Process

- 12.1.1 BIA budget planning for the subsequent fiscal year shall commence by June of the current fiscal year, and a tentative budget for the subsequent fiscal year shall be approved by the Board of Management for submission at the Annual General Meeting in November of the current fiscal year.
- 12.1.2 Any Member of the BIA wishing to receive a copy of the proposed BIA budget prior to the Annual General Meeting may request the BIA Board of Management to provide a copy in advance of the Annual General Meeting.
- 12.1.3 The tentative draft budget shall be presented by the Members of the BIA at the Annual General Meeting, and it shall be sent with an accompanying letter duly signed by the Chair on behalf of the BIA Board of Management and its Membership to the Treasurer of the Township of Uxbridge.
- 12.1.4 The annual budget submission deadline will be set out by Council, the submission date will range between September 30th and November 30th.
- 12.1.5 Once the budget is approved, Council will prepare a by-law to cover the BIA budget levy.
- 12.1.6 The Treasurer of the Township will send notice to the BIA Board of Management of the levy.
- 12.1.7 The operating funds for the BIA shall be placed with the Township accounts.
- 12.1.8 The Township auditor shall audit the BIA account on an annual basis.

12.2 Fiscal Year

- 12.2.1 The fiscal year for the BIA shall be the calendar year ending December 31st.

12.3 Signing Authority

- 12.3.1 Contracts in the ordinary course of the operation of the BIA Board of Management, pursuant to Section 12.6 of this Procedural By-law, may be entered into by the Chair.
- 12.3.2 Documents other than contracts in the ordinary course of the BIA Board of Management business shall be signed by two (2) Directors of the BIA Board of Management.

12.4 Financial Accounting

12.4.1 Once the budget is approved by the BIA Board of Management, it shall be managed accordingly.

12.4.2 For each expenditure, an authorization sheet shall be completed with the appropriate account code. The authorization sheet must be signed by both the BIA facilitator and the Chair or Vice-Chair of the BIA. In the absence of a BIA facilitator, each authorization sheet must be signed by the Chair or Vice-Chair and one (1) other BIA director. Supporting documentation (copy of tender, contract, receipts, or invoices) must accompany all authorization sheets, and be delivered to the Township of Uxbridge Treasury Department

12.4.3 No Member shall be remunerated for any duties respecting the position of Director of the BIA Board of Management.

12.4.4 The Treasury Department shall process and distribute authorized payments.

12.4.5 All questions or requests regarding payments shall be made through BIA Board of Management. Township employees are instructed to forward any inquiries back to the BIA Board of Management.

12.4.6 The BIA Board of Management shall adhere to banking arrangements and business practices acceptable to the Treasurer of the Township.

12.5 Non-Budgeted Financial Requests

- 12.5.1 The BIA Board of Management shall not,
- a) spend any money unless it is included in the budget approved by the municipality or in a reserve fund established under Section 417 of the Municipal Act, 2001, S.O. 2001. Chapter 25, as amended;
 - b) incur any indebtedness extending beyond the current year without the prior approval of the municipality; or
 - c) borrow money.

12.6 Acquisition of Goods and Services

12.6.1 The BIA Board of Management shall follow the procedures of the Township of Uxbridge Procurement By-law.

- 12.6.2 Consideration will first be given to the BIA membership with all transactions related to the acquisition of goods and services.

Section 13 – COMMUNICATIONS

13.1 BIA Logo

- 13.1.1 The BIA logo is an identifying symbol that represents the Uxbridge Business Improvement Area, only. Use of the BIA logo is not permitted without the prior consent of the BIA Board of Management.

- 13.1.2 Alterations to the BIA logo are not permitted without the prior consent of the Board of Management.

13.2 BIA Website

- 13.2.1 The website is a vital communication tool to the membership and the community. All communications to be posted or updated on the website shall be completed by the Business Facilitator.

- 13.2.2 Alterations or modifications to the website's format or programming shall not be performed without prior consent of the Chair or the BIA Board of Management.

13.3 Social Media

- 13.3.1 Social Media is a vital communication tool to the community. All communications posted or updated via social media channels shall be completed by the facilitator or Chair/Vice-Chair in their absence.

- 13.3.2 All social media communication must adhere to the rules and guidelines of the BIA Social Media Policy.

Section 14 - ADMINISTRATION

- 14.1 Unless the context otherwise requires, in this Procedural By-law the words used in the male gender shall include the female gender and the singular includes the plural, and vice-versa, as the context requires.

- 14.2 This Procedural By-law shall be administered by the BIA Board of Management with the assistance of the Township Director of Legislative Services/Clerk.

- 14.3 By-law 2008-001 of the BIA Board of Management shall be repealed in its entirety.

14.4

This By-law shall come into full force and effect on the 28th day of January, 2013.

READ A FIRST, SECOND and THIRD time and finally passed on the 28th day of January, 2013.

SCHEDULE 'A'

CODE OF CONDUCT – BIA BOARD OF MANAGEMENT

BIA Board of Management Code of Conduct

The BIA Board of Management is established by Council for the purpose of encouraging community participation in a variety of issues relevant to the Township. The Township recognizes the BIA Board of Management plays an important part in the corporate decision-making process by providing a means for elected representatives and staff to receive perspectives and insight from the BIA Board of Management on a variety of matters. The BIA Board of Management reports to Council and the nature of BIA Board of Management recommendations to Council is purely advisory, not advocacy.

In recognition of the impartial and objective recommendations that Council receives from the BIA Board of Management, as well as the challenges and inherent restrictions placed upon these same individuals in assessing and recommending various options in a conscientious and ethical manner, the following Code of Conduct is provided as a general standard for all BIA Board of Management Directors to ensure they are acting in a manner that is appropriate with regard to accountability and transparency.

1. Directors shall, when conducting business, preparing written correspondence, interacting with media, Members of Council, staff or members of the public, act in a manner that accomplishes the following:
 - a) fulfil the mandate of the BIA;
 - b) respect due process and the authority of the Chair or Vice-Chair;
 - c) demonstrate respect for all fellow BIA Members, Council, staff and the public regardless of cultural or linguistic diversity and life circumstances;
 - d) respects and gives fair consideration to diverse and opposing viewpoints;
 - e) demonstrate due diligence in preparing for meetings, special occasions, or other BIA related events;
 - f) demonstrate professionalism, transparency, accountability and timeliness in completing any tasks or projects undertaken by the BIA;
 - g) conform with all applicable legislation, by-laws, policies and guidelines;
 - h) work in conjunction with the community;
 - i) contribute in a meaningful manner, offering constructive comments to Council, staff and fellow BIA Members.

2. A Director of the BIA Board of Management shall not:

- a) engage in any business or transaction or have a financial or

personal interest that is incompatible with the BIA Board of Management Director official duties;

- b) place oneself in a position where the Director is under obligation to any person who might benefit from special consideration or favour on the Director's part or who might seek in any way preferential treatment;
- c) accord, in the performance of official duties, preferential treatment to relatives or to organizations in which the Director has an interest, financial or otherwise;
- d) place oneself in a position where the Director could derive any direct or indirect benefit or interest from any matter about which the Director can influence decisions;
- e) benefit from the use of information acquired during the course of the Director's official duties which is not generally available to the public;
- f) accept gifts, hospitality, or entertainment that could reasonably be construed as being given in anticipation or recognition of special consideration by the Director.

3. Should a Director of the BIA Board of Management breach any of the clauses set out herein, the following actions may occur:

- a) The BIA Board of Management may censure the Director or recommend to Council removal of the Director from the BIA Board of Management;
- b) A formal warning may be issued to the Director from the Chair of the BIA; or
- c) Should subsequent breaches occur following the formal warning, the Chair may suspend the Director and recommend removal to Council.

Director's Name (Printed)

Signature

Date