

The Corporation of the Township of North Huron

By-law No. 019-2023

Being a By-law of the Township of North Huron to adopt a Constitution and Procedure By-law for the Wingham Business Improvement Area (BIA)

Office Consolidation of By-law

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Printing Date: August 21, 2023

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**The Corporation of the Township of North Huron**

**By-law No. 19-2023**

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**Being a By-law of the Township of North Huron to adopt a Constitution and Procedure By-law for the Wingham Business Improvement Area (BIA)**

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WHEREAS Section 204 of the *Municipal Act, 2001*, as amended, provides that a local municipality may designate an area as an improvement area and establish a board of management;

AND WHEREAS the Council of the Corporation of the Township of North Huron passed By-law No. 09-2013 to designate an area in the Wingham Business District as an improvement area;

AND WHEREAS the Council of the Corporation of the Township of North Huron passed By-law No. 33-2013 to establish a board or management for the Wingham Business Improvement Area;

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

AND WHEREAS Section 238(2) of the *Municipal Act, 2001*, as amended, requires every municipality and local board to pass a Procedure By-law for governing the calling, place and proceedings of meetings;

AND WHEREAS the Council of the Corporation of the Township of North Huron passed By-law No. 34-2013 and By-law No. 36-2013 to establish rules of order, regulations and procedures for the Wingham Business Improvement Area and to adopt a Constitution for the Wingham Business Improvement Area;

AND WHEREAS the Council of the Corporation of the Township of North Huron and the Membership of the Wingham Business Improvement Area are desirous of updating the Constitution and Procedure By-law for the Wingham Business Improvement Area;

NOW THEREFORE the Council of the Corporation of the Township of North Huron ENACTS as follows:

1. That the Council of the Corporation of the Township of North Huron hereby adopts the Wingham Business Improvement Area (BIA) Constitution and Procedure By-law.
2. That a copy of said Constitution and Procedure By-law is attached hereto and designated as Schedule "A" to this By-law.
3. That By-law No. 34-2013 and By-law No. 36-2013 be hereby repealed.
4. That this by-law shall come into force and takes effect on the day of the final passing thereof.

Read a first and second time this 20<sup>th</sup> day of March, 2023.

Read a third time and passed this 20<sup>th</sup> day of March, 2023.

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Paul Heffer, Reeve

CORPORATE SEAL

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Carson Lamb, Clerk

# Wingham Business Improvement Area Constitution and Procedure Bylaws

Revised for Membership Approval during 2023 Annual General Meeting.

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# **1 CONSTITUTION**

## **1.1 NAME**

The name of the organization is "Wingham Business Improvement Area (WBIA)".

The membership of the organization elects "the Board of Management for Wingham Business Improvement Area (WBIA)" which is in turn appointed by the Council of the Township of North Huron.

## **1.2 PURPOSE**

The Council of the Township of North Huron appoints the Board of Management of Wingham BIA (WBIA) to:

- a. Plan and administer activities for the promotion of the WBIA as an attractive business and shopping area and for the maintenance of the appearance of the downtown core;
- b. Engage in strategic planning necessary to address WBIA issues;
- c. Advocate on behalf of the interests of WBIA;
- d. Manage the money that is collected by the Township of North Huron from the required special BIA levy for these activities.

## **1.3 MEMBERSHIP BOUNDARIES**

The boundaries of Wingham BIA as established by the Council of Township of North Huron includes the entire ward of Wingham in the Township of North Huron.

## **1.4 DEFINITIONS**

In this by-law the following definitions shall apply.

- a. "Adjourn" means to end the meeting. This motion requires a second, is not debatable, is not amendable, requires a majority vote for adoption and cannot be reconsidered.
- b. "Clerk" means the Clerk or designate of the Township of North Huron, as appointed by By-law.
- c. "Closed Session" means a meeting, or portion thereof, closed to the public in accordance with Section 239 of the Municipal Act, 2001 and Section 2.12.6 of this By-law.
- d. "Correspondence" includes, but is not limited to, the following: letter, memorandum, report, notice, electronic mail, facsimile, petition, etc, that may require an action or decision of the BIA.
- e. "Council" means the Council of the Township of North Huron.
- f. "Councillor" means a person elected or appointed as a Member of Council.
- g. "Meeting" means any regular, special or other meeting of a council, or a local board or of a committee of either of them, where:
  - i. A quorum of members is present, and
  - ii. Members discuss or otherwise deal with any matter in a way that materially advances the business or decision- making of the council, local board or committee.
- h. "Chair" means the BIA Member of the Board of Management duly appointed as Chair, or the BIA Board of Management Member who is the presiding officer of the session or meeting.
- i. "Member" means a person representing a ratepayer of the annual Business Improvement Area of the Corporation of the Township of North Huron, Wingham Ward, and who has been duly appointed to the " BIA" Board of Management by the Council of the Township of North Huron, or a Township of North Huron Municipal Councillor who has been appointed to the " BIA" Board of Management.
- j. "Minutes" mean a record of the proceedings of Council or Committee that includes the place, date, time, name of Chair, list of members in attendance and evidence of quorum. Minutes will record the actions taken and decisions made by members

at the meeting without note or comment in accordance with Section 239 (7) of the Municipal Act.

- k. "Present" means physically in attendance at the meeting. Remote attendance shall be permitted at the discretion of the Council of the Township of North Huron and only in accordance with the Township of North Huron Procedure By-law.
- l. "Township" means the Township of North Huron.
- m. "Pecuniary Interest" includes a direct or indirect financial interest of a member and a financial interest deemed to be that of a member, in accordance with the Municipal Conflict of Interest Act.
- n. "Quorum", as it relates to the BIA Board of Management and BIA Committees shall consist of a simple majority of the applicable Members of the respective Board of Management or Committee.
- o. Throughout this By-law, the words "he" and "his" shall, where appropriate, be deemed to also be read as "she" and "her".

## **1.5 GENERAL RULES**

In any case for which provision is not made in these Procedural By-laws, the procedure to be followed shall be that indicated in Township of North Huron By-law Procedure By-law, as amended from time to time.

## **1.6 PROCEDURAL BYLAWS AND POLICIES**

Procedural Bylaws and Policies including, but not limited to, Human Resource and Procurement Policies guide the operations of the Wingham Business Improvement Area.

The Wingham Business Improvement Area Constitution came into force as approved by a majority of the membership of April 15, 2013. It was amended last amended February 16, 2023. The Constitution was separated into two agreements: Constitution and Procedural Bylaws.

## **2 PROCEDURAL BYLAWS**

### **2.1 BOARD OF MANAGEMENT**

The Board of Management of Wingham BIA is a standing committee of the Council of Township of North Huron.

Each member of the Wingham Business Improvement Area has the right to nominate an owner or employee of a business or property (or their designate) to stand for election to the Board of Management of the Wingham BIA according to requirements set out in the Municipal Act 2001 and Township of North Huron By-law No. 19-2023.

Only members and associate members in good standing of Wingham BIA have the right to vote for representatives to the Board of Management of Wingham BIA and to vote on issues brought to a General Meeting of the Wingham BIA.

Board of Management and sub-committee work is on a volunteer basis. Neither Board members nor subcommittee members or their relatives can receive payment for work related to the BIA or its subcommittees apart from budgeted and receipted expenses for materials.

### **2.2 TERMS OF OFFICE**

The Board's Term of Office runs concurrently with that of the Municipal Council, appointed every four (4) years. There is a minimum of five (5) and a maximum of nine (9) members appointed to the Board of Management.

### **2.3 RESPONSIBILITIES OF THE BOARD OF MANAGEMENT**

The Board of Management is responsible for.

- a. Drafting and approving Policies and Procedures to ensure the effective operation of Wingham BIA and amending these Policies and Procedures as necessary
- b. Ensuring Board Policies and Procedures are implemented effectively

- c. Acting as a legal entity to enter into contracts required by the activities of the Board, such as the maintenance, beautification, promotion and advertising of the Business Improvement Area.
- d. Electing an Executive who will also act as Signing Officers for the Board.
- e. Drafting an annual budget for presentation to Wingham BIA membership for approval, submitting the approved budget to Township of North Huron and implementing the annual budget as approved by the Municipal Council.
- f. Ensuring that financial transactions are appropriately carried out, that records of all financial transactions are maintained and that these records are audited annually by the auditing firm specified by Township of North Huron.
- g. Ensuring that minutes of all Board and Executive meetings are recorded and distributed to Township of North Huron and the BIA membership, a minimum of three days in advance of the following Board of Management meeting.
- h. Establishing sub- committees and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by the Township of North Huron.
- i. Hiring staff to carry out the Board' s directives.
- j. Maintaining communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
- k. All other activities necessary to the effective operation of the Board and the Wingham BIA.

#### **2.4 APPOINTMENT TO THE BOARD OF MANAGEMENT**

The Council of the Township of North Huron appoints members to the Board as follows:

- a. One (1) member appointed from the elected Councillors for the Township of North Huron; and
- b. A minimum of four (4) and a maximum of eight (8) members appointed by the Township of North Huron from those elected by the WBIA membership at a General Meeting.
- c. A maximum of two (2) associate members in good standing may sit on the WBIA at any given time and will be included in the maximum number of eight (8) members elected by the membership.

**A majority of the voting members on the Board must be rate-paying members.**

Board members may resign by notice in writing that shall be effective upon any time or date requested.

Notice must be sent to the Clerk of the Township of North Huron as soon as possible.

#### **2.5 VACANCIES**

The seat of a member of the Board of Management may become vacant if the member is absent for three (3) consecutive meetings. Upon 30 days' notice in writing to the absent member, the Board may pass a motion authorizing the removal of such member and only then will the member cease to be a member of the Board of Management.

Where a vacancy on the Board occurs for any reason, a person qualified to be a member 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 of Management and appointed by the Council of the Township of North Huron.

#### **2.6 ELECTIONS**

It is the responsibility of Wingham BIA members 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.

## **2.7 OFFICERS**

The Board of Management will elect the Chair, Vice- Chair, Secretary and Treasurer from within the Board of Management on an annual basis These officers shall form the Executive Committee. The Executive Committee shall have the authority to act for the Board of Management in the intervals between Board meetings on such matters as may be necessary to conduct the business of the Wingham BIA.

There shall be four (4) officers on the Board of Management's, Executive Committee as follows.

### **2.7.1 Chair**

Shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the Wingham BIA and be responsible for setting Board of Management Meeting Agendas.

### **2.7.2 Vice- chair**

Will assume the duties of the Chair if absence or disability occurs.

### **2.7.3 Secretary**

Will be responsible for Minutes of all Board of Management and Executive Meetings and will provide said minutes expeditiously to the Township of North Huron.

### **2.7.4 Treasurer**

Will be responsible for Financial Statements and related materials with an account of all transactions being presented to the Board on a monthly basis.

## **2.8 MEMBERSHIP**

Each member has one vote regardless of the number of properties or businesses owned by any member.

## **2.9 COMMERCIAL & INDUSTRIAL PROPERTY OWNERS**

Membership of the organization shall consist of all commercial property owners and businesses located and/or operating within the designated Wingham Business Improvement Area boundaries as well as associate members in good standing. No industrial property owners and businesses located and/or operating within the designated Wingham Business Improvement Area boundaries will be levied.

All businesses within the designated area are assessed for a special levy that is collected by the Wingham BIA to support the activities of the Wingham BIA. The Levy is not charged on vacant properties in Wingham. For the purposes of this By-Law, vacant is defined as free of all buildings and structures as defined in the Ontario Building Code.

## **2.10 ASSOCIATE MEMBERS**

Associate members are representatives from businesses in the area surrounding but not included in existing Wingham BIA boundaries. Associate members can also be industrial businesses located within the Wingham BIA boundaries. Associate membership is achieved by a paid annual membership fee that is set annually equal to the minimum levy rate. The associate membership fee is payable to the Township of North Huron.

## **2.11 DELEGATIONS**

Any member of the Wingham BIA may ask that issues or items of interest be placed on the agenda of the Wingham BIA for discussion and/or resolution. This includes a request to make a deputation or presentation. They may contact any WBIA Board member or the Township of North Huron Council Representative by noon on the Friday immediately before the regular meeting date for inclusion of an item on an upcoming agenda.

## **2.12 MEETINGS**

### **2.12.1 Board of Management Meetings**

Meetings will be at the call of the Chair, a minimum of 10 per fiscal year.



Meetings will be open to any member of the Wingham BIA or the public who may attend but may not take part in the proceedings unless invited to do so by the Chair.

**2.12.2 Order of Business / Agenda**

- a. Call to Order
- b. Confirmation of the Agenda
- c. Disclosure of Pecuniary Interest
- d. Motion to receive minutes of prior meeting
- e. Public Meetings/ Delegations
- f. Business Arising
- g. Correspondence
- h. Financial Report
- i. North Huron Council Report
- j. Committee Reports
- k. Other Business
- l. Closed Session (if required)
- m. Adjournment

The agenda will be circulated a minimum 48 hours in advance of the regular meetings (See Annual General Meeting for its specific guidelines). A copy will be shared with the Clerk of the Township of North Huron via email at the same time.

**2.12.3 Chair Voting / Ties**

At all meetings of the Board every motion shall be decided by a majority of the votes cast on the motion, done by a show of hands. The Chair is a voting member of the Wingham BIA. A tie vote defeats the motion.

As a committee of the Council, the Board should base their decision-making process and rules of order for meetings on the procedures used by the Council of Township of North Huron as set out in the Township of North Huron Procedure By-law. The Council uses Robert's Rules of Order as a basis for their proceedings.

In order to represent the entire interests of the Wingham BIA membership, decisions regarding the business and operation of the BIA are not made in isolation or by individuals (except where explicitly stated elsewhere in the Constitution or By-Laws) but as a result of shared information, discussion and majority agreement by the Board of Management as a whole and when appropriate, in consultation with its members. Executive Committee meetings, when held, should adhere to a similar intent.

**2.12.4 Quorum**

Quorum is a simple majority. Fifty per cent plus one of the total number of Board Members must be present to constitute a quorum. Attendance by telephone or teleconference is only permissible at the discretion of the Council of the Township of North Huron and in accordance with the North Huron Procedure By-law as amended from time to time.

**2.12.5 Decision-Making**

Decisions made at a prior time can only be revisited if a request by two-thirds of the Board of Management approve that 1) the issue is warranted and 2) allotment of time to do so.

**2.12.6 In Camera (Closed) Sessions**

All meetings of the Wingham BIA shall be open to the public except as provided for in Section 239 of the Municipal Act, S. O.

According to Municipal Act, Section 239 the only matters to be considered in-camera are as follows:

- a. security of the property of the Wingham BIA,
- b. personal matters about an identifiable individual;
- c. proposed or pending acquisition or disposition of land or property by the Wingham BIA,
- d. labour relations or employee negotiations,

- e. litigation or potential litigation affecting the Wingham BIA;
- f. advice that is subject to solicitor- client privilege
- g. A matter in respect of which a Council, Board, Committee or other body may hold a closed meeting under another Act;
- h. Information explicitly supplied in confidence to the Wingham BIA by Canada, a province or territory or a Crown agency of any of them,
- i. 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 prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- j. 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
- k. 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 Wingham BIA

The WBIA shall consult the Clerk of the Township of North Huron prior to proceeding with any in-camera meeting. When a Closed Session is necessary, it will be a requirement that the minutes shall be prepared and approved at the next scheduled Closed Session.

The Clerk of the Township of North Huron shall be responsible for maintaining a confidential copy of all original documentation distributed, relating to closed sessions, and for keeping confidential minutes of all closed sessions.

If an in-camera meeting is warranted and permitted under Section 239 of the Municipal Act, prior to moving in camera the Board shall pass a resolution is passed stating:

- a. the fact that the Board is convening into closed session, and,
- b. the general nature of the matter to be discussed.

#### **2.12.7 Executive Meetings**

All decisions of an Executive Meeting are subject to approval and ratification at the next Board of Management meeting. A minimum of three executive members must be present to constitute quorum. All meetings of the Executive Committee shall be at the call of the chair to conduct business as necessary. Minutes must be taken and presented at the next Board of Management meeting.

#### **2.12.8 Annual General Meetings And / Or Special General Meetings**

Before the last day of February in each calendar year the Board of Management will call and hold one Annual General Meeting. At this meeting the budget will be approved by the membership and forwarded to the Township of North Huron for final approval in their annual budget to be passed annually.

An agenda for the Annual General Meeting with copies of the financial statements (unaudited) of the most recently ended full fiscal year should be distributed to the general membership not less than 10 days prior to the meeting.

Membership should receive written notice of the Annual General Meeting not less than 10 days prior to the meeting date and public notice must appear in one (1) local newspaper prior to the meeting date.

The accidental omission to give notice to any member, Board member officer or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

At each Annual General Meeting financial statements for the previous year and proposed budgets for the next calendar year must be presented and approved by a majority of the membership present, after which time the figures will be put before Council and the levy requested.

The Board may also call and hold at any time one or more Special General meeting(s) to deal with special issues or to update the organization membership.

All members are entitled to voting privileges at the Annual General Meeting or Special General Meetings, one vote per member. Written proxies only are permitted.

The members may, by resolution passed by at least two thirds (2/3) of the votes cast at a Special Meeting of Members called for that purpose, remove any Member of the Board before the expiration of his/ her term of office and may, by majority vote at that meeting, elect any person in his/ her place for the remainder of the term.

In case of an equality of votes at an Annual General Meeting or Special General Meeting, either upon a show of hands or upon a poll, the Chair shall be entitled to a casting vote.

A petition signed by 10 or more members of Wingham BIA is sufficient to order a Special Meeting within 10 days of receipt of that petition by the Executive.

#### **2.12.9 Sub-Committees**

Wingham BIA sub-committees help the Board to plan and administer approved initiatives, projects or to examine specific areas of concern. They operate with the same procedures as the Wingham BIA Board of Management with respect to circulating agendas, minutes, notice of meetings and the like.

Sub-committees propose initiatives and suggest expenditures for approval by the Board. Subcommittees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board. Similarly, if sub-committees contract out work related to their activities the Board must approve the expense and those employed.

Ultimate responsibility for their activity rests with Wingham BIA Board of Management which must therefore receive written reports on sub-committee activities five days prior to the monthly board meeting to be distributed with the Agenda of the upcoming meeting.

Sub-committee members are confirmed by a vote of the Wingham BIA Board of Management. Membership of the Wingham BIA is not required for all sub- committee members, a minimum of one Wingham BIA Board of Management will sit on all sub-committees and act as Chair for the sub-committee.

#### **2.12.10 Chair Is Absent**

In the absence of the Chair, or if his/ her office is vacant or if he/ she refuses to act, the BIA Vice-Chair shall assume the chair, or if the BIA Vice-Chair is not available or is unwilling or unable to act, then the BIA Board of Management may from among its members appoint a Chair who, during such absence or vacancy or refusal to act, shall have the powers of the Chair.

#### **2.12.11 If No Quorum Present**

Where a quorum is not present within 20 minutes after the hour fixed for a meeting, the Recording Secretary shall record the names of the Members of the Board of Management present and the meeting shall stand adjourned until the next meeting unless all in attendance agree to continue with the meeting for information and discussion purposes only as no actions can be taken. Notes will be recorded and shared at the next meeting.

#### **2.12.12 Declaration Of Interest**

At the beginning of each meeting, as an agenda item, 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 a personal self-interest and the interests of any spouse, children, parents, parents- in- law or siblings.

#### **2.12.13 Minutes**

Minutes of the Wingham BIA whether it is closed to the public or not, shall record:

- a. The date, time and place of the meeting,
- b. The record of attendance of the members,

- c. The correction and adoption of the minutes of prior meeting(s),
- d. All resolutions and decisions,
- e. All the other proceedings of the meeting without note or comment, whether it is closed to the public or not;
- f. A list of other business items discussed.

After the minutes have been adopted, they will be signed by the Chair and the Recording Secretary.

## **2.12.14 Finances**

### ***2.12.14.1 Fiscal Year***

The fiscal year of Wingham BIA is from January 1<sup>st</sup> to December 31<sup>st</sup>. The proposed budget approved by the membership at the Annual General Meeting must be set out for the new calendar year and be followed without major modifications. Spending and debt may not exceed the time limits of the calendar year, except where approved at a regularly scheduled AGM or Special General Meeting and with the concurrence of Township of North Huron.

### ***2.12.14.2 Expenditures by the Board of Management***

Wingham BIA funds can only be used for improvements to publicly owned property, not individual businesses or private properties. The common funds must be used for the common good. Please refer to section 1.2 Purpose in this Constitution for an outline of mandated activities.

Any expenditure over \$750.00 must be approved by a quorum at a Board meeting.

If the expenditure is required to conduct immediate business, then the Executive Committee may be called upon to approve.

### ***2.12.14.3 Approval of Financial Transactions***

#### **Signing authority**

In order to ensure that the Wingham BIA can function effectively, and that there is adequate financial control by the Board, there are two levels of approval established for financial transactions.

Level 1 - Approval by two of the Officers of the Board of Management

Level 2 - Approval by the Board of Management

#### **Level - 1 Approval**

An Officer of the WBIA can make a financial transaction to a maximum of \$750.00 at the discretion of two Officers of the Board without prior consultation with, or approval by, the Board of Management provided that:

- a. the purchase is one that was included in the approved budget; and
- b. the purchase does not result in an overage in the budget item; and
- c. two officers of the Board approve the purchase in writing only; and
- d. the purchase is reported to the Board at its next meeting

#### **Level 2 Approval**

An Officer of the WBIA can make a financial transaction of \$750.00 or over only at the direction of the Board and provided that:

- a. the purchase is one that was included in the approved budget; and
- b. the purchase has been approved by motion at a meeting of the Board of Management and the approval is documented in the Minutes of the Meeting; or
- c. the purchase is confirmed to the Board of Management at its next meeting following the completion of the transaction; or
- d. the expense is fixed and pre-approved as in the instance of monthly rent.

Note: If any purchase at Level 1 or Level 2 has not been previously approved in the annual budget, or if it will result in budget overrun, the Board must give its approval prior to such a purchase.

**2.12.15 Decorum**

Every Member when speaking shall address the Chair unless otherwise directed from the Chair. No Member shall speak longer than five (5) minutes on any one motion.

**2.12.16 Other Procedures**

In the absence of clauses in the Constitution or this By- Law, the Wingham & Area Business Improvement Area (Wingham BIA) will adhere to the Municipal Act and the policies and procedures of the Township of North Huron.

**ADOPTED BY THE WINGHAM BUSINESS IMPROVEMENT AREA THIS 16TH DAY OF FEBRUARY, 2023 IN THE TOWN OF WINGHAM**