

Authority: Economic Development Committee Item 5.5,  
adopted as amended, by City of Toronto Council on July 12, 13 and 14, 2011  
Enacted by Council: July 14, 2011

**CITY OF TORONTO**

**BY-LAW No. 960-2011**

**To amend City of Toronto Municipal Code Chapter 19, Business Improvement Areas, to  
make various changes.**

WHEREAS under section 7 and paragraph 5 of subsection 8(2) of the *City of Toronto Act, 2006* (the "Act"), the City may designate business improvement areas as part of its authority to pass by-laws respecting the economic, social and environmental well-being of the City; and

WHEREAS under sections 7 and 8 of the Act and the specific power in section 141, the City may establish city boards for those purposes; and

WHEREAS Municipal Code Chapter 19, Business Improvement Areas, governs the designation of new business improvement areas, and the operation of all business improvement area boards of management; and

WHEREAS Council wishes to amend Chapter 19 to address matters in need of clarification and refinement, including the process and polling requirements for creating, expanding, altering the boundaries of and repealing business improvement areas, and amendments relating to board composition, proxy voting and board operations;

The Council of the City of Toronto HEREBY ENACTS as follows:

1. The City of Toronto Municipal Code Chapter 19, Business Improvement Areas, is amended by:
  - (1) Repealing §§ 19-1 to 19-42, and substituting §§ 19-1 to 19-39 set out in Attachment No. 1 at the end of this by-law; and
  - (2) Adding Schedule B, Business Improvement Area Board of Management Procedures, set out in Attachment No. 2 at the end of this by-law.

ENACTED AND PASSED this 14th day of July, A.D. 2011.

FRANCES NUNZIATA,  
Speaker

ULLI S. WATKISS,  
City Clerk

(Corporate Seal)

**ATTACHMENT NO. 1**

**Chapter 19, Business Improvement Areas**

**ARTICLE I  
General**

**§ 19-1. Definitions.**

- A. As used in this chapter, the following terms shall have the meanings indicated:

ACT — The *City of Toronto Act, 2006*.

ANNUAL GENERAL MEETING — A meeting for which notices are distributed to all business improvement area members at which, among other matters: the board presents a report on the program, accomplishment and forecasted revenues and expenses for the current year; the business improvement area members consider the budget for the following year and the previous year's audited financial statements; and the membership elects members to the board when required.

APPLICATION FOR BOARD NOMINATION — An application form, satisfactory to the business improvement area office, required to nominate a business improvement area member for a position on the board.

BOARD — A board of management for a business improvement area.

BUSINESS IMPROVEMENT AREA — An area designated as an improvement area by a by-law passed under the *City of Toronto Act, 2006* or predecessor legislation.

BUSINESS IMPROVEMENT AREA MEMBERS — All persons who own rateable property in the area that is in a business property class and commercial and industrial tenants of the property; and recent purchasers of property in the area that is in a business property class, but not assessed on the last returned assessment roll, and commercial and industrial tenants of the property, if the recent purchasers produce evidence of property ownership satisfactory to the Chief Financial Officer.

BUSINESS IMPROVEMENT AREA OFFICE — The City's Business Improvement Area Office, Economic Development and Culture Division.

BUSINESS PROPERTY CLASS — The commercial property classes and the industrial property classes within the meaning of Subsection 275(1) of the *City of Toronto Act, 2006*.

CHIEF FINANCIAL OFFICER — The City's Deputy City Manager and Chief Financial Officer or his or her designate.

CLERK — The City Clerk of the City of Toronto or his or her designate.

COMMUNITY COUNCIL — As defined in Chapter 27, Council Procedures, of the Municipal Code.

**DESIGNATE** — A person, who is not a member of the business improvement area, who has been appointed by a member of the business improvement area to represent the interests of the member at an annual general meeting or general meeting of the business improvement area.

**DESIGNATING BY-LAW** — A by-law passed by Council to establish a geographic area as a business improvement area under this Chapter.

**FORMAL PUBLIC CONSULTATION MEETING** — A meeting organized, held and chaired by the business improvement area office to present information and receive comments and questions regarding a proposed new business improvement area, or an expansion of an existing business improvement area, for which invitations are distributed to all property owners and business tenants within the proposed new business improvement area or expanded business improvement area.

**GENERAL MANAGER** — The City's General Manager of the Economic Development and Culture Division or his or her designate or successor.

**GENERAL MEETING** — A meeting that is not an annual general meeting, for which notices are distributed to all business improvement area members.

**HOLIDAY** — New Year's Day, Good Friday, Easter Monday, Victoria Day, Canada Day, August Civic Holiday, Labour Day, Thanksgiving Day (Canada), Christmas Day, Boxing Day or any other day designated by City Council as a designated holiday.

**MANAGEMENT LETTER** — Written notification from the auditor of the business improvement area identifying internal control and other financial issues that need to be addressed by the board.

**NOTICE** — A document prepared by the Clerk for circulation to relevant parties advising of certain intentions of Council.

**POLITICAL PUBLICATION** — Any newspaper, newsletter, booklet, electronic publication, or material published by or on behalf of a politician, political group or party but does not include any weekly, monthly or community newspaper that is not published by or on behalf of a political group or party, but which may publish a political advertisement or political opinion.

**QUORUM** — The number of board members to be present at a board meeting to legally conduct business at the meeting, and the number of business improvement area members to be present at an annual general meeting or general meeting to legally conduct business at the meeting.

**REPRESENTATIVE** — A person appointed in writing by a business improvement area member to stand for nomination to the board on behalf of the member.

**STEERING COMMITTEE** — In the case of a proposed new business improvement area, a committee comprised of a minimum of five potential members of the business improvement area that is responsible for undertaking the requirements of § 19-4. In the

case of a proposed expansion of an existing business improvement area that is not considered a minor boundary expansion as per § 19-7, the steering committee shall be comprised of existing business improvement area members and potential members from the proposed expansion area, totaling a minimum of five people, and shall be responsible for undertaking the requirements of § 19-4.

- B. In this chapter, a reference to an Act, regulation or by-law is to that Act, regulation or by-law as it is amended or re-enacted from time to time.

## **§ 19-2. Application.**

- A. This chapter sets out the procedures for the adoption by Council of a designating by-law, and the establishment and operation of business improvement area boards of management.
- B. This chapter applies to a board established under § 19-3 or set out in the following list:

Albion Islington Square BIA	Liberty Village BIA
Bloor Annex BIA	Little Italy BIA
Bloor by the Park BIA	Long Branch BIA
Bloor Street BIA	Mimico by the Lake BIA
Bloor West Village BIA	Mimico Village BIA
Bloorcourt Village BIA	Mirvish Village BIA
Bloordale Village BIA	Mount Dennis BIA
Bloor-Yorkville BIA	Pape Village BIA
Cabbagetown BIA	Parkdale Village BIA
Chinatown BIA	Regal Heights Village BIA
Church-Wellesley Village BIA	Riverside District BIA
College Promenade BIA	Roncesvalles Village BIA
Corso Italia BIA	Rosedale Main Street BIA
Danforth Village BIA	Sheppard East Village BIA
Dovercourt Village BIA	St. Clair Gardens BIA
Downtown Yonge BIA	St. Lawrence Market Neighbourhood BIA
Dundas West BIA	The Beach BIA
Eglinton Hill BIA	The Danforth BIA
Emery Village BIA	The Eglinton Way BIA
Fairbank Village BIA	The Kingsway BIA
Forest Hill Village BIA	The Waterfront BIA
Gerrard India Bazaar BIA	Upper Village BIA
Greektown on the Danforth BIA	Uptown Yonge BIA
Harbord Street BIA	Village of Islington BIA
Hillcrest Village BIA	West Queen West BIA
Historic Queen East BIA	Weston Village BIA
Junction Gardens BIA	Wexford Heights BIA
Kennedy Road BIA	Wychwood Heights BIA
Korea Town BIA	Yonge Lawrence Village BIA
Lakeshore Village BIA	York Eglinton BIA

**ARTICLE II**  
**Business Improvement Areas**

**§ 19-3. Purpose of a business improvement area board.**

Where Council passes a designating by-law, Council, or community council under delegated authority, may establish a board under this chapter:

- A. To oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the business improvement area beyond City standard levels provided at the expense of the municipality generally;
- B. To maintain business improvement area-initiated streetscaping capital assets within the business improvement area;
- C. To promote the business improvement area as a business, employment, tourist, or shopping area;
- D. To offer graffiti and poster removal services respecting building façades visible from the street, to all business improvement area member property owners who provide written consent, upon approval of the program by the business improvement area members;
- E. To undertake safety and security initiatives within the business improvement area;
- F. To undertake strategic planning necessary to address business improvement area issues; and
- G. To advocate on behalf of the interests of the business improvement area subject to the limits set out in this chapter.

**§ 19-4. Establishing and expanding a business improvement area.**

The following process shall be undertaken in all areas considering the establishment of a new business improvement area or an expansion of an existing business improvement area, if the expansion is not considered minor under § 19-7, before the processing of a notice of the intention of Council to pass a by-law designating or expanding a business improvement area:

- A. Local business and property owners shall form a steering committee to undertake the following with the assistance of City staff:
  - (1) Define the desired boundary of the proposed business improvement area or the boundary extension of a proposed business improvement area expansion;
  - (2) Develop a rationale for the proposed business improvement area or boundary expansion, including potential benefits for the area and objectives for future improvements;

- (3) Develop and implement a strategy to:
  - (a) Communicate its interest in establishing a new business improvement area, or expand an existing business improvement area, to area business and property owners;
  - (b) Distribute information on business improvement areas to area business and property owners;
  - (c) Canvass area business and property owners to determine the initial degree of local interest;
  - (d) Report to the business improvement area office on the number of written and verbal responses received from area business and property owners and summarize the initial degree of local interest; and
  - (e) Decide on whether to request the General Manager to proceed to a formal public consultation meeting.
- B. Upon the completion of Subsections A(1) and (2), the General Manager shall establish a web page on the City's website to provide information on the proposed new business improvement area or business improvement area expansion, and the address of the web page shall be communicated through meeting notifications noted in § 19-5 and § 19-6.
- C. If the steering committee decides to request the General Manager to proceed to a formal public consultation meeting as provided for in § 19-4A(3)(e), the steering committee shall submit a letter to the General Manager, signed by at least two steering committee members, making such a request and confirming that the steering committee has complied with Subsection A.
- D. Upon receiving a request to proceed to the formal public consultation meeting from the steering committee, and provided the General Manager is satisfied with the findings of the report submitted under Subsection A(3)(d), the General Manager shall send notification of a formal public consultation meeting to commercial and industrial ratable property owners a minimum of ten business days in advance of the meeting, and the steering committee shall distribute notification to all commercial and industrial tenants a minimum of ten business days in advance of the meeting.
- E. Except as provided for in Subsection G, after holding a formal public consultation meeting and determining interest in proceeding to the notification process for the establishment of a new business improvement area or the expansion of an existing business improvement area, the General Manager shall recommend that Council enact a by-law to establish a new business improvement area or expand an existing business improvement area.
- F. For the purposes of Subsection E, interest in proceeding with the notification process shall be determined by a secret ballot at the formal public consultation meeting whereby 50% plus one of those potential business improvement area members in attendance must agree to proceeding with the notification process.

- G. Where there are competing interests involving proposed new business improvement areas or business improvement area expansions, the General Manager shall hold a formal public consultation meeting to consider all options and report to Council with recommendations.

**§ 19-5. Notice and polling – new business improvement areas.**

- A. Before passing a by-law to establish a new business improvement area, notice of the proposed by-law shall be sent by prepaid mail to every person who is listed as owner and is assessed for rateable property that is in a business property class that is located in the proposed business improvement area using the following documents:
- (1) Current returned assessment roll; and/or
  - (2) Municipal Connect, Toronto Property System (TPS) or any other related geophonic information system (GIS) developed using information from Municipal Property Assessment Corporation (MPAC) and City records.
- B. A person who receives notice under Subsection A shall, within 30 days of the date of the notice, give a copy of the notice to each commercial and industrial tenant of the property to which the notice relates.
- C. The steering committee shall also distribute the notice to commercial and industrial tenants of those properties receiving notice under Subsection A.
- D. The notice provided under Subsection A will include instructions on how to obtain a copy of the ballot.
- E. A printable version of the ballot will be posted on the City's website and will also be available by contacting the Clerk.
- F. Proof of tenancy must be submitted with the completed ballot and acceptable forms of proof will be identified by the Clerk on the ballot and website.
- G. A person receiving notice under Subsections A, B or C shall be entitled to complete and submit one ballot regardless of the number of properties or businesses owned by that person within the proposed business improvement area.
- H. Council shall not pass a by-law to establish a new business improvement area if:
- (1) The number of accepted ballots returned fails to exceed the lesser of a minimum of 30 percent of the number of notices mailed under Subsection A, or 100 ballots; or
  - (2) 50 percent or more of the accepted ballots respond in the negative.
- I. The polling period shall be 60 days, commencing upon the day the notices under Subsection A are mailed.

- J. Where the 60th day of a polling period falls upon a holiday, Saturday or Sunday, the polling period shall end on the next regular business day that is not a holiday.
- K. The business improvement area office shall provide the Clerk with the question that is required on the ballot.
- L. The ballot shall indicate the following:
  - (1) Polling period notice;
  - (2) Criteria for accepting ballots;
  - (3) Voter eligibility; and
  - (4) Ballot confidentiality.
- M. Ballots will only be accepted if they are:
  - (1) Received from owners of properties on lists provided for in Subsection A; or
  - (2) Accompanied by proof of ownership if property ownership has recently changed; or
  - (3) Received from commercial or industrial ratable tenants within the identified polling area with acceptable proof of tenancy; and
  - (4) Received by the Clerk by mail, courier, fax, e-mail or hand delivery by 4:30 pm on the last day of the polling period.
- N. At the end of the polling period, the Clerk shall:
  - (1) Record all accepted ballots;
  - (2) Certify, in writing, the results of the poll;
  - (3) Provide Ward Councillors with a copy of the results as soon as they are available;
  - (4) Write a letter to the business improvement area office indicating the results of the poll; and
  - (5) Post the results of the poll on the City's web site within 15 business days from the end of the polling period.
- O. The General Manager shall report to Council on the certificate issued by the Clerk.



**§ 19-6. Notice and Polling - expanding a business improvement area.**

- A. Before passing a by-law to expand a business improvement area:
- (1) The General Manager must receive a resolution supporting the proposed expansion, adopted by a majority vote of the business improvement area membership in attendance at a general meeting or an annual general meeting, and the notification for the meeting must be satisfactory to the General Manager; and
  - (2) Notice of the proposed by-law shall be sent by prepaid mail to every person who is listed as owner and is assessed for rateable property that is in a business property class that is located in the proposed expansion area using the following documents:
    - (a) Current returned assessment roll; and/or
    - (b) Municipal Connect, Toronto Property System or any other related geophononic information system developed using information from Municipal Property Assessment Corporation and City records.
- B. A person who receives notice under Subsection A(2) shall, within 30 days of the date of the notice, give a copy of the notice to each commercial and industrial tenant of the property to which the notice relates.
- C. The steering committee shall also distribute the notice to commercial and industrial tenants of those properties receiving notice under Subsection A(2).
- D. The notice provided under Subsection A(2) will include instructions on how to obtain a copy of the ballot.
- E. A printable version of the ballot will be posted on the City's website and will also be available by contacting the Clerk.
- F. Proof of tenancy must be submitted with the completed ballot and acceptable forms of proof will be identified by the Clerk on the ballot and website.
- G. A person receiving notice under Subsections A(2), B or C shall be entitled to complete and submit one ballot regardless of the number of properties or businesses owned by that person within the proposed business improvement area.
- H. Council shall not pass a by-law to expand an existing business improvement area if:
- (1) The number of accepted ballots returned fails to exceed the lesser of a minimum of 30 percent of the number of notices mailed under Subsection A(2), or 100 ballots; or
  - (2) 50 percent or more of the accepted ballots respond in the negative.

- I. The polling period shall be 60 days, commencing upon the day the notices under Subsection A(2) are mailed.
- J. Where the 60th day of a polling period falls upon a holiday, Saturday or Sunday, the polling period shall end on the next regular business day that is not a holiday.
- K. The business improvement area office shall provide the Clerk with the question that is required on the ballot.
- L. The ballot shall indicate the following:
  - (1) Polling period notice;
  - (2) Criteria for accepting ballots;
  - (3) Voter eligibility; and
  - (4) Ballot confidentiality.
- M. Ballots will only be accepted if they are:
  - (1) Received from owners of properties on lists provided for in Subsection A(2); or
  - (2) Accompanied by proof of ownership if property ownership has recently changed; or
  - (3) Received from commercial or industrial tenants within the identified polling area with acceptable proof of tenancy; and
  - (4) Received by the Clerk by mail, courier, fax, e-mail or hand delivery by 4:30 pm. on the last day of the polling period.
- N. At the end of the polling period, the Clerk shall:
  - (1) Record all accepted ballots;
  - (2) Certify, in writing, the results of the poll;
  - (3) Provide Ward Councillors with a copy of the results as soon as they are available;
  - (4) Write a letter to the business improvement area office indicating the results of the poll; and
  - (5) Post the results of the poll on the City's web site within 15 business days from the end of the polling period.
- O. The General Manager shall report to Council on the certificate issued by the Clerk.

**§ 19-7. Minor Boundary Expansions.**

- A. Despite § 19-6, the City is not required to give notice of a by-law to make minor boundary expansions that represent an increase of total commercial and industrial property assessment value of less than five percent of the existing assessment value of properties within the existing business improvement area boundary.
- B. Before passing a by-law under Subsection A, Council must receive a written request for a boundary expansion from the business improvement area board, and written consent from all commercial and industrial property owners and business tenants within the expansion area described in Subsection A.
- C. Despite § 19-6, the City is not required to give notice of minor boundary alterations that involve properties that have been included or excluded from a business improvement area as a result of error, or for minor boundary alterations that involve a merging of formerly separate properties or subdivision of single properties that result in a portion of the lands being included in a business improvement area and a portion excluded.
- D. In the event a portion of a property is included in a business improvement area and a portion excluded as set out in Subsection C, the business improvement area boundary shall be expanded to include the entire property.

**§ 19-8. Board continued.**

Council may alter the boundaries of a business improvement area and the board for that business improvement area is continued as the board for the altered area.

**§ 19-9. Repeal of business improvement area by-law.**

- A. The City shall give notice of a proposed by-law to repeal a designating by-law under § 19-5, § 19-6 or § 19-7 if Council has received:
  - (1) A resolution from the business improvement area membership adopted at a formal public consultation meeting called specifically for that purpose; or
  - (2) Individual requests for repeal from business improvement area members, including proof of membership, representing a minimum of 50 percent plus one of the number of notices to be mailed under Subsection B.
- B. Notice of the proposed by-law shall be sent by prepaid mail to every person who is listed as owner and is assessed for rateable property that is in a business property class that is located in the business improvement area using the following documents:
  - (1) Current returned assessment roll; and/or
  - (2) Municipal Connect, Toronto Property System or any other related geophonic information system developed using information from Municipal Property Assessment Corporation and City records.

- C. A person who receives notice under Subsection B shall, within 30 days of the date of the notice, give a copy of the notice to each commercial and industrial tenant of the property to which the notice relates.
- D. The board shall also distribute the notice to all commercial and industrial tenants.
- E. The notice provided under Subsection B will include instructions on how to obtain a copy of the ballot.
- F. A printable version of the ballot will be posted on the City's website and will also be available by contacting the Clerk.
- G. Proof of tenancy must be submitted with the completed ballot and acceptable forms of proof will be identified by the Clerk on the ballot and website.
- H. A person receiving notice under Subsections B, C or D shall be entitled to complete and submit one ballot regardless of the number of properties or businesses owned by that person within the proposed business improvement area.
- I. Council shall not repeal a designating by-law if:
  - (1) The number of accepted ballots returned fails to exceed the lesser of a minimum of 66 percent of the number of notices mailed under Subsection B, or 200 ballots; or
  - (2) 40 percent or more of the accepted ballots respond in the negative.
- J. The polling period shall be 60 days, commencing upon the day the notices under Subsection B are mailed.
- K. Where the 60th day of a polling period falls upon a holiday, Saturday or Sunday, the polling period shall end on the next regular business day that is not a holiday.
- L. The business improvement area office shall provide the Clerk with the question that is required on the ballot.
- M. The ballot shall indicate the following:
  - (1) Polling period notice;
  - (2) Criteria for accepting ballots;
  - (3) Voter eligibility; and
  - (4) Ballot confidentiality.
- N. Ballots will only be accepted if they are:
  - (1) Received from owners of properties on lists provided for in Subsection B; or

- (2) Accompanied by proof of ownership if property ownership has recently changed; or
- (3) Received from commercial or industrial tenants within the identified polling area with acceptable proof of tenancy; and
- (4) Received by the Clerk by mail, courier, fax, e-mail or hand delivery by 4:30 pm on the last day of the polling period.

O. At the end of the polling period, the Clerk shall:

- (1) Record all accepted ballots;
- (2) Certify, in writing, the results of the poll;
- (3) Provide Ward Councilors with a copy of the results as soon as they are available;
- (4) Write a letter to the business improvement area office indicating the results of the poll; and
- (5) Post the results of the poll on the City's web site for polling within 15 business days from the end of the polling period.

P. The General Manager shall report to Council on the certificate issued by the Clerk.

#### **§ 19-10. Council repeal.**

- A. Council may repeal a designating by-law on its own initiative without giving notice to a board or to business improvement area members.
- B. The repealing by-law must come into force on or before December 31 of the year in which it is passed.

#### **§ 19-11. Re-notification.**

Where notification has been provided under § 19-5, § 19-6, § 19-9 or § 19-35, and insufficient ballots are returned or the ballot response is negative or equal, as set out in § 19-5H, § 19-6I, § 19-9I and § 19-35I, so that a by-law cannot be passed by Council, the City is not required to give notice under § 19-5, § 19-6, § 19-9 or § 19-35 in response to a resolution or request for a period of two years after the last mailing of the notices.

#### **§ 19-12. Translation.**

With respect to § 19-5, § 19-6, § 19-9 and § 19-35, the Ward Councillor may, within ten days of receiving a copy of the notification, submit a written request to the General Manager that the notification and ballot be conducted in up to two languages other than English, spoken by at least three percent of the ward's population according to the most recent Statistics Canada Census.

**ARTICLE IV**  
**Board of Management**

**§ 19-13. Board of management established.**

- A. A board shall be established for each business improvement area designated by a by-law, and the name of each board shall be "Board of Management for the (inserting the name set out opposite the by-law) business improvement area."
- B. A board is a City board and is an agent of the City for the purposes set out in this chapter.

**§ 19-14. Limitations.**

A board shall not:

- A. Spend any money unless it is included in the budget approved by Council or in a reserve fund, but the board may spend unexpected revenues received subsequent to the approval of the annual budget by Council if the board reports on these revenue and expenditure variances at the annual general meeting and through the audited financial statement;
- B. Incur any indebtedness extending beyond the current year without the prior approval of Council;
- C. Borrow or lend money;
- D. Offer or provide support to political candidates or political parties;
- E. Advertise or pay for advertisements in any political publication;
- F. Make or fund improvements to private property, with the exception of graffiti and poster removal initiatives under § 19-3D;
- G. Participate in a hearing of the Ontario Municipal Board, Committee of Adjustment, hearing of the Licence Appeal Tribunal or other similar tribunal, unless the Board has conducted a general meeting of the membership to obtain approval to participate in a specific hearing, and to get approval of any related expenditures; or
- H. Pass a resolution or take a position contrary to a decision of Council related to an Ontario Municipal Board hearing, hearing of the Licence Appeal Tribunal or other similar tribunal.

**§ 19-15. Appointment of directors.**

- A. The directors of a board shall be appointed under delegated authority by the community council within whose geographic area the business improvement area is located.
- B. If a business improvement area is located in the geographic area of more than one community council, Council shall appoint the directors.

- C. Directors are appointed at the pleasure of Council or community council under delegated authority, and Council or community council under delegated authority retains the right to replace any appointed director at any time for any reason.
- D. A board shall be composed of:
  - (1) One or more directors appointed directly by Council or community council under delegated authority; and
  - (2) The remaining directors must be business improvement area members, selected by a vote of the membership of the business improvement area and appointed by Council or community council.
- E. Notwithstanding the City's Public Appointments Policy, directors are not required to be residents of the City of Toronto.
- F. If, during the term of office, the status of a director changes so that he or she is no longer a business improvement area member, the board shall adopt a motion at the next scheduled meeting requesting Council, or community council under delegated authority, to remove the director from the board.
- G. Each board shall consist of the number of directors as set out opposite the name of its business improvement area in Schedule A at the end of this chapter.
- H. The term of the directors of a board is the same as the term of the Council in office at the time of their appointment.
- I. Each director shall hold office from the time of his or her appointment until a successor is appointed, as long as the director continues to be qualified.
- J. Each director is eligible for reappointment on the expiration of the term of his or her office.
- K. Each director and the board shall operate in compliance with all applicable law including, but not limited to, the Act, *Municipal Freedom of Information and Protection of Privacy Act*, *Municipal Conflict of Interest Act*, and the City's Code of Conduct for Members of Local Boards.
- L. Every board member of the business improvement area shall:
  - (1) Exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the business improvement area; and
  - (2) Exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

**§ 19-16. Refusal to appoint.**

Council, or community council under delegated authority, may refuse to appoint a person selected by the members of a business improvement area, in which case Council or community council, as the case may be, may leave the position vacant, appoint another person or direct that a meeting of the members of the business improvement area or the board be held to elect or select another candidate for Council's or community council's consideration.

**§ 19-17. Elections of nominees; voter eligibility.**

- A. Nominees for appointment to a board for existing business improvement areas are to be elected at annual general meetings of the business improvement area membership held in Council election years.
- B. The members of newly formed business improvement areas shall nominate board members at their annual general meetings following the adoption by Council of the business improvement area designating by-law.
- C. All nominees shall complete and submit an application for board nomination, provided by the business improvement area office, prior to the vote by the membership required by § 19-15D(2).
- D. Each member of the business improvement area is entitled to a single vote per question or motion at business improvement area annual general meetings and general meetings, regardless of the number of properties or businesses that the member may own or lease in the business improvement area.
- E. Notwithstanding Subsection § 19-15D(2), a member of a business improvement area may appoint in writing a representative to stand for nomination to the board on behalf of the member.
- F. A maximum of one board nomination per assessed property and one board nomination per business is permitted.
- G. **Ownership of properties.**
  - (1) Where a person is the sole owner of more than one property within the business improvement area, or is the sole owner of more than one corporation that owns property within the business improvement area, the person and the corporations solely owned by that person shall have a total of only one vote, regardless of the number of properties owned by that person and the different corporations solely owned by that person.
  - (2) Where a person is the sole owner of a property and joint owner of one or more additional properties within the business improvement area, one vote is given for the property owned by that person alone and one vote is given for each jointly owned property, provided the co-owners in each case are different persons and they or their representatives attend the meeting where the vote is held.



- (3) Where a person is the sole owner of a corporation and part owner of different corporations that own property within the business improvement area, one vote is given for the corporation solely owned by that person and one for each jointly owned corporation, provided the co-owners of each corporation are different persons and they or their representatives attend the meeting where the vote is held.
- H. A member of a business improvement area may, through the completion of a designate form provided by the business improvement area office, nominate in writing a designate to vote on behalf of the member at a general meeting or annual general meeting, provided the designate nominated has not also been nominated by another member of the business improvement area.
- I. The person nominated under Subsection H must not be a member of the business improvement area.
- J. Designate forms required under Subsection H must be submitted to the business improvement area office at least five business days in advance of the annual general meeting or general meeting and the submission deadline must be identified in the notice of that meeting and must be accompanied by proof of property or business ownership within the business improvement area.
- K. The business improvement area office shall forward the designate forms received as per Subsection H to the board a minimum of three days prior to the date of the general meeting or annual general meeting.

#### **§ 19-18. Officers.**

Each board shall elect a Chair and Vice-Chair, Secretary and Treasurer and such other officers from its board members as the board may deem necessary to properly conduct the business of the board, as soon as possible after its members are appointed.

#### **§ 19-19. Board vacancies; replacements; additions.**

- A. If a board vacancy occurs for any cause, a person shall be selected by the board to fill the vacancy for the unexpired portion of the term and shall be brought forward to Council or community council under delegated authority for approval.
- B. If a board resolves to seek the removal of a member from the board or the appointment of a replacement or additional member to the board, it shall give to the General Manager signed minutes of the meeting at which the vote was held on this matter, and the General Manager shall report to Council or community council.
- C. During the term of a board, an increase in the size of a board can occur through a resolution adopted by the business improvement membership at an annual general meeting or general meeting, provided the proposed increase is listed in the notice as an agenda item.

**§ 19-20. Meetings; Records.**

- A. A board shall hold at least four meetings each year, including the annual general meeting to which all members of the business improvement area shall be invited.
- B. A board shall keep proper minutes and records of every meeting of the board and shall forward signed copies of the minutes and records to all members of the board and the business improvement area office.

**§ 19-21. Quorum – Board of Management.**

- A. A majority of the members of a board constitutes a quorum of the board, unless Council, or community council under delegated authority, approves an alternate quorum figure which shall not be less than one-half the board membership less one.
- B. A member of Council appointed to a board shall not be included for the purpose of determining what constitutes a quorum of the board.
- C. A member of Council attending a meeting of a board may be counted in order to achieve quorum.
- D. No business shall be transacted at a meeting of the board unless quorum is present.

**§ 19-22. Annual general meeting; notice.**

- A. Notice of the annual general meeting must include the meeting agenda, Council-approved and estimated expenditures for the current year, and proposed revenues and expenditures for the following year.
- B. A copy of the designate form provided for in § 19-17H must be attached to the annual general meeting notice.
- C. A board shall supply the business improvement area office with the notice of the annual general meeting and any accompanying materials at least 20 business days before the date of the annual general meeting.
- D. The City shall send the notice of the annual general meeting by prepaid mail at least 15 business days before the date of the meeting to business improvement area property owner members.
- E. A board shall distribute notices of the annual general meeting to business improvement area tenant members and Council members sitting on the board at least 15 business days before the date of the meeting.
- F. A board's complete audited financial statements, with balance sheet and revenue and expenditure statements, must be available at the annual general meeting.
- G. Business improvement area members at the annual general meeting, shall appoint an auditor to prepare the audited financial statement for the following year.

**§ 19-23. Quorum – annual general meetings and general meetings.**

- A. Quorum for an annual general meeting or a general meeting of the business improvement area shall equal the quorum for the board.
- B. No business shall be transacted at an annual general meeting or general meeting unless quorum is present.

**§ 19-24. Councillors attending annual general meetings.**

Councillors cannot vote at annual general meetings or general meetings, unless they are business improvement area members as defined in § 19-1.

**§ 19-25. Procedure by-law.**

- A. A board shall, within six months of the adoption of this chapter, adopt the procedures set out in Schedule B.
- B. Notwithstanding the City's governance policy, which requires Council approval of all by-laws that regulate the internal conduct of the business and affairs of a City agency, a board may make policies in addition to those in Schedule B provided they are not in conflict with and do not undermine the intent of Schedule B.
- C. A board shall, within six months of the adoption of this chapter, adopt policies pertaining to the procurement of goods and services and the hiring of employees, as required under the Act.
- D. A board for a new business improvement area shall comply with the provisions of Subsections A, B, and C within six months of its appointment by Council or community council.

**§ 19-26. Insurance.**

- A. A board shall pay to the Chief Financial Officer in each year its apportioned share of the insurance cost to participate in coverage under the City's commercial general liability insurance policies and programs.
- B. The City shall not provide any other insurance coverage.

**§ 19-27. Dissolution of board.**

Upon the repeal of a designating by-law, the board is dissolved and the assets and liabilities of the board become the assets and liabilities of the City.

**§ 19-28. Liabilities upon dissolution.**

If a board is dissolved and the liabilities exceed the assets assumed by the City, Council shall recover the difference by imposing a charge on all rateable property in the former business improvement area.

**ARTICLE V**  
**Financial Requirements**

**§ 19-29. Annual budget.**

- A. A board shall prepare a proposed annual budget for each fiscal year by the date and in the form required by the Chief Financial Officer, and shall hold an annual general meeting or general meeting to discuss and adopt the annual budget.
- B. A board shall submit the budget to the Chief Financial Officer by the date and in the form required by the Chief Financial Officer, and Council may approve it in whole or in part but may not add expenditures to it.

**§ 19-30. Financial procedures and reports.**

- A. A board shall adopt and maintain only banking arrangements and sound business practices that are acceptable to the Chief Financial Officer, and shall keep financial records and submit statements from time to time as the Chief Financial Officer may require.
- B. The Treasurer of a board shall prepare and present written financial statements of expenses, revenues and bank balances for the board's review and consideration at each regular meeting and then submit the board-approved statements to the business improvement area office.
- C. A board's fiscal year is the calendar year.
- D. Individual business improvement area special charges, when billed by the Chief Financial Officer, shall be posted to separate business improvement area accounts.
- E. After Council's approval of a business improvement area's budget, the Chief Financial Officer shall remit 50 percent of the business improvement area's special charge, with the balance being remitted to the business improvement area no later than September 30, but shall withhold an amount for insurance recovery costs and a provisional amount reserved for assessment and tax appeals, and any loan repayment amounts approved by Council, from all amounts remitted.

**§ 19-31. Post City election budget.**

If Council approves the proposed budget for a business improvement area for the year following a municipal election, the approval is subject to the following during the two-week period that starts upon the completion of the Council meeting:

- A. Within the two-week period, a board may submit a letter to the General Manager requesting that the board's final budget approval be withheld pending further consideration by the board and the business improvement area members.
- B. If the two-week period passes without a formal letter being received from the board, the business improvement area's budget approval shall become final.

**§ 19-32. Audited financial statement.**

- A. A board shall submit its audited financial statement for the preceding year for Council's approval by the date and in the form required by the Chief Financial Officer.
- B. Where the auditor for the business improvement area has identified audit or financial reporting related issues through the preparation of a management letter, the board shall submit a letter to the General Manager indicating how the board intends to address the issues identified in the management letter.
- C. If a board fails to comply with the requirements contained in Subsections A and B, the Chief Financial Officer shall withhold all payment remittances to the board until such time as the board complies.

**ARTICLE VI  
Special Charge**

**§ 19-33. Funds to be raised.**

- A. Council shall annually raise the amount required for the purposes of a board, including any interest payable by the City on money borrowed by it for the purposes of the board.
- B. Before Council raises the funds for the following year in accordance with Section A, the board shall:
  - (1) Submit all meeting minutes and financial statements in accordance with § 19-20B and § 19-30B; and
  - (2) Provide evidence to the business improvement area office that it has complied with § 19-25 A, B and C.

**§ 19-34. Special charge.**

Council may raise the amount referred to in § 19-33A:

- A. By imposing a special charge upon rateable property in the business improvement area that is in a business property class; or
- B. By imposing a special charge upon rateable property in the business improvement area that is in a business property class and that, in Council's opinion, derives special benefit from the business improvement area, which special charge may be calculated using different percentages of the assessment for one or more separately assessed properties or categories of separately assessed properties in the class if the resulting special charge is equitable in accordance with the benefits that, in Council's opinion, accrue to the properties from the activities related to the business improvement area.

**§ 19-35. Minimum and maximum charges.**

- A. Council may establish a minimum or maximum charge or both, expressed for one or more separately assessed properties or categories of separately assessed properties in a class, as:
  - (1) Percentages of the assessed value of rateable property in the business improvement area that is in a business property class;
  - (2) Dollar amounts; or
  - (3) Percentages of a board's annual budget.
- B. Before passing a by-law under Subsection A, notice of the proposed by-law shall be sent by prepaid mail to every person who is listed as owner and is assessed for rateable property that is in a business property class that is located in the business improvement area using the following documents:
  - (1) Current returned assessment roll; and/or
  - (2) Municipal Connect, Toronto Property System or any other related geographonic information system developed using information from Municipal Property Assessment Corporation and City records.
- C. A person who receives notice under Subsection B shall, within 30 days of the date of the notice, give a copy of the notice to each commercial and industrial tenant of the property to which the notice relates.
- D. The notice under Subsection B shall also be distributed to tenants:
  - (1) By the steering committee in the case of a new or expanding business improvement area; and
  - (2) By the board in the case of an existing business improvement area that is not subject to an expansion proposal.
- E. The notice provided under Subsection B will include instructions on how to obtain a copy of the ballot.
- F. A printable version of the ballot will be posted on the City's website and will be available by contacting the Clerk.
- G. Proof of tenancy must be submitted with the completed ballot and acceptable forms of proof will be identified by the Clerk on the ballot and website.
- H. A person receiving notice under Subsections B, C or D shall be entitled to complete and submit one ballot regardless of the number of properties or businesses owned by that person within the proposed business improvement area.

- I. Council shall not pass a by-law to establish a minimum or maximum charge if:
- (1) The number of ballots returned fails to exceed the lesser of a minimum of 30 percent of the number of notices mailed under Subsection B, or 100 ballots;
  - (2) 50 percent or more of the accepted ballots respond in the negative.
- J. The polling period shall be 60 days, commencing upon the day the notices under Subsection B are mailed.
- K. Where the 60th day of a polling period falls upon a holiday, Saturday or Sunday, the polling period shall end on the next regular business day that is not a holiday.
- L. The business improvement area office shall provide the Clerk with the question that is required on the ballot.
- M. The ballot shall indicate the following:
- (1) Polling period notice;
  - (2) Criteria for accepting ballots;
  - (3) Voter eligibility; and
  - (4) Ballot confidentiality.
- N. Ballots will only be accepted if they are:
- (1) Received from owners of properties on lists provided for in Subsection B; or
  - (2) Accompanied by proof of ownership if property ownership has recently changed; or
  - (3) Received from commercial or industrial tenants within the identified polling area with acceptable proof of tenancy; and
  - (4) Received by the Clerk by mail, courier, fax, e-mail or hand delivery by 4:30 pm on the last day of the polling period.
- O. At the end of the polling period, the Clerk shall:
- (1) Record all accepted ballots;
  - (2) Certify, in writing, the results of the poll;
  - (3) Provide Ward Councillors with a copy of the results as soon as they are available;
  - (4) Write a letter to the business improvement area office indicating the results of the poll; and

- (5) Post the results of the poll on the City's web site within 15 business days from the end of the polling period.

P. The General Manager shall report to Council on the certificate issued by the Clerk.

**§ 19-36. Effect of by-law.**

When a by-law under Section § 19-35 is in force:

- A. The amount of a charge levied in a year under § 19-34 shall not, when calculated for the individual property in the class to which it applies, be less than or greater than the amount of the applicable minimum and maximum charge for the property established under the by-law; and
- B. If necessary for a fiscal year to raise the amount referred to in § 19-33 because a minimum or maximum charge applies to one or more separately assessed properties or categories of separately assessed properties in the prescribed class, Council shall for the year adjust any charges applicable to the remaining individual properties or subclasses of properties in the class by adjusting the percentage or percentages of assessment established under § 19-34 for those properties.

**§ 19-37. Exclusion.**

Subsection 19-35B does not apply to an adjustment made under § 19-36B.

**§ 19-38. Borrowings.**

If only a part of money borrowed by Council in any year for the purposes of a Board is required to be repaid in that year or a subsequent year, only that part and any interest payable on the total amount shall be included in the special charge under this Section in that year or subsequent year, respectively.

**§ 19-39. Priority lien status.**

Charges levied under this chapter have priority lien status under the Act and shall be added to the tax roll.



## ATTACHMENT 2

### Schedule B

#### **Business Improvement Area Board of Management Procedures**

1. **Rules of Procedure**

- A. The rules in this by-law are to be observed in all meetings of the general membership, the Board of Management (the "Board") and committees of the Board.
- B. The rules of procedure are to be interpreted in a manner that promotes the following fundamental principles:
  - (1) the protection of basic rights by recognizing the right of the majority to decide, the minority to be heard, and individuals to have the opportunity to participate;
  - (2) the maintenance of decorum, with all participants being treated with courtesy and respect; and
  - (3) all members have the right to information to help make decisions;
  - (4) members have a right to an efficient meeting;
  - (5) all members have equal rights, privileges and obligations; and
  - (6) in the event of conflict, facilitating a reasonable compromise.

2. **Duties of Officers**

- A. The Chair shall:
  - (1) chair all meetings of the business improvement area and of the Board, follow the agenda, and decide on whether motions are in order;
  - (2) rule on all procedural matters and maintain decorum;
  - (3) ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes;
  - (4) have general supervision of the affairs of the business improvement area;
  - (5) along with the Secretary or Treasurer, sign all by-laws and execute any documents, contracts or agreements;
  - (6) perform any other duties which the Board may, from time to time, assign;

- (7) sit, ex officio, on all committees; and
  - (8) ensure that all past records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer.
- B. The Vice-Chair shall exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties.
- C. The Secretary shall
  - (1) give notice of each regular and special meeting of the Board together with an agenda of the matters to be considered so that notice and agenda will reach members at least five business days, where feasible, in advance of the meeting;
  - (2) record the minutes of each meeting and present the minutes at the following meeting for adoption. The minutes shall record:
    - (a) the place, date and time of meeting;
    - (b) the name of the chair;
    - (c) the names of all Board members present, and those not present, at the meeting;
    - (d) the names of all others present at the meeting;
    - (e) the correction and adoption of the minutes of the prior meeting; and
    - (f) all motions, decisions and other proceedings of the Board.
  - (3) record confidential minutes of closed sessions of the Board;
  - (4) along with the chair, sign the adopted minutes and submit a copy of the to the City's business improvement area office;
  - (5) keep or cause to be kept: the business improvement area's records and books of the business improvement area, including business improvement area by-laws, policies and resolutions; the registry of Officers and Board members; the minutes of the annual general meeting, general meetings, meetings of the Board or any committees thereof, and any committee reports;
  - (6) certify copies of any record, registry, by-law, resolution or minute; and
  - (7) give notice of the annual general meeting and general meetings.

- D. The Treasurer shall:
- (1) under the direction of the Board, supervise the expenditure of the funds of the business improvement area;
  - (2) keep and maintain the financial records and books of the business improvement area;
  - (3) assist the auditor in the preparation of the financial statements of the business improvement area;
  - (4) perform any other duties that the Board may from time to time assign;
  - (5) maintain an inventory of all physical assets owned or leased by the business improvement area;
  - (6) prepare and distribute the proposed annual budget in accordance with the requirements of the City; and
  - (7) prepare and present written financial statements for the Board's review and consideration at each regular meeting and submit the Board-approved statements to the City's business improvement area office.
3. The Chair, in consultation with the Secretary, and other members of the Board as required, shall establish the agenda for each meeting, based on matters submitted prior to the agenda deadline.
4. Board members are entitled to submit agenda items for consideration by forwarding them to the Secretary prior to the agenda distribution deadline.
5. The Secretary shall distribute the agenda and previous meeting minutes to all Board members a minimum of three business days prior to the subject Board meeting.
6. Votes
- A. With the exception of the Chair, who shall vote only to make a tie or break a tie, every member has a vote on all motions, unless prohibited by law (for example, a declared conflict of interest) in which case the Secretary shall record the name of the member who does not vote and reason for not voting.
- B. The members of the Board shall vote on any motion arising at any meeting of the Board. All motions must be seconded prior to proceeding to a vote.
- C. Motions may include:
- (1) motion to approve or adopt an item;
  - (2) motion to receive an item;

- (3) motion to postpone or refer an item; and
- (4) motion to adjourn the meeting, provided the motion to adjourn is not made when another member is speaking, a vote has been called, the members are voting, or a member has indicated to the Chair his or her desire to speak on the matter under consideration.

- D. A majority of votes shall decide each motion.
- E. A tie vote means a motion does not carry.
- F. Members have the right to abstain from voting.

7. Deputations

The Board may hear deputations from the public at its discretion and may set limits for speaking time.

8. Annual General Meeting

The annual general meeting agenda shall include, but not be limited to:

- A. minutes of the last annual general meeting;
- B. declarations of conflict of interest;
- C. annual activity report of the Board;
- D. annual financial report;
- E. audited financial statement;
- F. appointment of auditor for following year;
- G. proposed annual budget for the following year;
- H. election of the Board (if a municipal election year); and
- I. any other business that may properly be brought before the meeting.

9. Determination of Motions

All motions arising at any meeting of the business improvement area members, other than those arising under new business, shall relate to an item on the agenda for that meeting and the Chair shall have the right to determine whether a motion is in order. All questions shall be decided by a majority vote unless otherwise stated in this by-law or as required by law. At all meetings, every motion shall be decided by a show of hands or voting cards unless a ballot on the motion is required by the Chair or requested by a business improvement area member. The Chair shall declare that a motion has been carried or not carried. The motion shall be entered into the

minutes of the business improvement area meeting. It is not necessary to record the number or the proportion of votes.