Downtown Orillia
Business Improvement Area (DOBIA)

Procedural By-law

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SECTION 1 – GENERAL

1.1 Purpose

1.1.1 The Board is responsible for the governance and administration of the Downtown Orillia Business Improvement Area (DOBIA) in accordance with the Municipal Act, 2001 and the by-laws of the Council of The Corporation of the City of Orillia.

1.1.2 The purpose of this Procedural By-law is to establish the rules governing the calling, conduct, and administration of meetings of the DOBIA Board and its committees.

1.1.3 This By-law is intended to ensure that meetings are conducted in a fair, orderly, transparent, and efficient manner that supports informed decision-making, accountability and effective governance.

1.2 Authority

1.2.1 The Downtown Orillia Business Improvement Area Board is established by the Council of The Corporation of the City of Orillia pursuant to the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended.[1]

1.2.2 This Procedural By-law is enacted under the authority granted to the Board by the *Municipal Act, 2001*, applicable City of Orillia by-laws, and any other applicable legislation governing Business Improvement Areas in Ontario.[2]

1.2.3 Where this By-law conflicts with the *Municipal Act, 2001*, another applicable statute, or by-law of the City of Orillia, the applicable legislation or municipal by-law prevails.

1.3 Application

1.3.1 This By-law applies to meetings of the Board, committees established by the Board, the Annual General Meeting and Special Membership Meetings, except where otherwise provided by legislation or a City of Orillia by-law.

1.3.2 Every Director shall comply with the provisions of this By-law while participating in Board or Committee meetings.

1.3.3 Nothing in this By-law limits the authority of the Board to adopt administrative policies, procedures or governance practices that do not conflict with this By-law or applicable legislation.

1.4 Rules of Interpretation

1.4.1 Words importing the singular include plural and vice versa where context requires.

1.4.2 Words importing one gender include all genders.

1.4.3 References to legislation include any amendments, successor legislation or regulations made under that legislation.

1.4.4 Headings and section titles are provided for convenience only and do not form part of the substantive provisions of this By-law.

[1] *Municipal Act, 2001*, S.O. 2001, c. 25, ss. 204–215 (Business Improvement Areas).
[2] *Municipal Act, 2001*, S.O. 2001, c. 25, including ss. 204–215 (Business Improvement Areas), 238 (Procedure By-laws), and other applicable provisions governing local boards where applicable

SECTION 2 – MEETINGS

2.1 General

2.1.1 The Board shall conduct meetings in accordance with the Procedural By-law, *Municipal Act, 2001*, applicable City of Orillia by-laws and other applicable legislation.[1]

2.1.2 Meetings of the Board shall be conducted in a manner that promotes transparency, accountability and the orderly conduct of business.

2.2 Regular Meetings

2.2.1 The Board shall establish, by resolution, a schedule of Regular Meetings for the year.

2.2.2 The Board may amend the approved meeting schedule by resolution when needed.

2.2.3 Regular Meetings shall be held at the date, time and location established by the Board unless otherwise determined by resolution.

2.2.4 The approved meeting schedule shall be made publicly available.

2.3 Special Meetings

2.3.1 The Chair may call a Special Meeting whenever it is considered necessary to conduct the business of the Board.

2.3.2 The notice of a Special Meeting shall state the date, time, location and purpose.

2.3.3 Only the business identified in the notice of the Special Meeting shall be considered unless all Directors provide unanimous consent to the introduction of new business.

2.4 Electronic Meetings

2.4.1 Meetings may be conducted by electronic means where permitted by applicable legislation and where the technology enables all participating Directors to hear and, where technology permits, see one another simultaneously.[2]

2.4.2 A Director participating electronically shall be deemed to be present for the purposes of quorum and voting unless otherwise prohibited by legislation.

2.4.3 Where technical difficulties prevent effective participation, the Chair may recess or adjourn the meeting until the issue has been resolved or determine that the meeting continue where quorum remains.

2.5 Open Meetings

2.5.1 Except as otherwise authorized by the *Municipal Act, 2001*, all meetings of the Board shall be open to the public.[3]

2.5.2 Members of the public may attend open meetings subject to the capacity of the meeting location, public health requirements, safety considerations and any procedures established by the Board.

2.6 Closed Meetings

2.6.1 The Board may close all or part of a meeting to the public only in accordance with section 239 of the *Municipal Act, 2001*.[4]

2.6.2 Prior to proceeding into Closed Session, the Board shall pass a resolution stating:

a) that the meeting is to be closed; and
b) the general nature of the matter to be considered.

2.6.3 No vote shall be taken during a Closed Session except where expressly permitted by the *Municipal Act, 2001*.[5]

2.6.4 The Board shall publicly report, as soon as practicable following a Closed Session, any direction provided to staff or decisions made that may be reported without disclosing confidential information.

2.7 Annual General Meeting and Membership Meetings

2.7.1 The Board shall hold an Annual General Meeting (AGM) of membership annually in accordance with applicable legislation and City of Orillia by-laws.

2.7.2 The AGM shall provide an opportunity for the Board to report to the membership on:

a) the activities and accomplishments of DOBIA during the preceding year;
b) the financial position and financial performance of DOBIA;
c) the Board's strategic priorities and significant initiatives; and
d) other matters properly brought before the membership.

2.7.3 The Board shall present the proposed annual budget to the membership at the AGM for consultation and discussion.

2.7.4 Presentation of the proposed annual budget to the membership does not constitute a membership approval or ratification of the budget. The Board shall consider member feedback and proceed with the budget in accordance with applicable legislation, City requirements, and the Board's financial governance framework.

2.7.5 The Board may call a Special Membership Meeting where required by legislation, municipal by-law, Board resolution or other applicable authority.

2.7.6 The purpose of a Special Membership Meeting shall be stated in the notice of the meeting, and business shall generally be limited to the matters identified in the notice.

2.7.7 Unless otherwise provided by legislation, municipal by-law or this By-law, the procedural provisions of this By-law relating to agendas, conduct, discussion and minutes shall apply to membership meetings with necessary modifications.

2.7.8 Membership meetings are intended to provide information, consultation and an opportunity for members to provide comments and feedback. Members shall not vote on matters before the meeting unless a vote is expressly required or authorized by applicable legislation or a municipal by-law.

2.7.9 Where this By-law establishes a procedure specifically applicable to Directors or Board decision-making, that provision shall not be interpreted as applying to members unless expressly stated.

[1] Municipal Act, 2001, S.O. 2001, c. 25, s. 238(2), requiring local boards to adopt a procedure by-law governing the calling, place, and proceedings of meetings.
[2] *Municipal Act, 2001*, S.O. 2001, c. 25, ss. 238–238.3.
[3] *Municipal Act, 2001*, S.O. 2001, c. 25, s. 239(1).
[4] *Municipal Act, 2001*, S.O. 2001, c. 25, s. 239.
[5] *Municipal Act, 2001*, S.O. 2001, c. 25, s. 239(6)

SECTION 3 – NOTICE OF MEETINGS

3.1 General

3.1.1 Notice of all meetings shall be provided in accordance with this By-law to ensure that Directors have sufficient opportunity to prepare for the business to be considered.

3.1.2 Failure to receive notice of a meeting shall not invalidate the proceedings, provided reasonable efforts were made to provide notice in accordance with this By-law.

3.1.3 Nothing in this Section prevents the Board from holding an emergency meeting where immediate action is necessary to protect the interests of the Board or to comply with legislative requirements.

3.2 Notice of Regular Meetings

3.2.1 The annual schedule of Regular Meetings approved by the Board shall constitute notice of those meetings.

3.2.2 The Executive Director shall distribute the agenda and supporting materials to Directors not less than five (5) calendar days prior to a Regular Meeting, unless exceptional circumstances prevent compliance.

3.2.3 The date, time, and location of Regular Meetings shall be publicly available through the Board's official communication channels.

3.3 Notice of Special Meetings

3.3.1 Notice of a Special Meeting shall be provided to all Directors as soon as practicable after the meeting has been called.

3.3.2 Notice shall include:

a) the date;
b) the time;
c) the location or electronic meeting information;
d) the purpose of the meeting; and
e) any supporting documentation available at the time notice is issued.

3.3.3 Except in the case of an emergency, not less than twenty-four (24) hours' notice shall be provided for a Special Meeting.

3.3.4 Where an emergency exists requiring immediate action, the notice requirements of this Section may be waived by the Chair, provided every reasonable effort has been made to notify all Directors.[1]

3.4 Notice to the Public

3.4.1 Notice of all open meetings shall be made available to the public through the Board's official website or other communication methods approved by the Board.

3.4.2 Where a meeting is cancelled or rescheduled, public notice shall be provided as soon as reasonably practicable.

3.5 Agenda Distribution

3.5.1 Notice of an Annual General Meeting or Special Membership Meeting shall be provided to members not less than fifteen (15) days before the meeting.

3.5.2 Notice shall identify the date, time, location or electronic meeting information, purpose of the meeting and matters to be considered.

3.5.3 The Board may provide supporting information with the notice where the information is relevant to the matters to be considered at the meeting.

3.5.4 The Executive Director shall be responsible for administering the distribution of membership meeting notices on behalf of the Board.

[1] The Municipal Act, 2001, requires local boards to adopt procedures respecting the calling of meetings but does not prescribe minimum notice periods for Business Improvement Area Boards. Establishing notice periods within the Procedural By-law is considered a governance best practice and provides procedural certainty. Municipal Act, 2001, S.O. 2001, c. 25, s. 238(2).

SECTION 4 – AGENDA

4.1 Preparation of the Agenda

4.1.1 The Executive Director or designate shall prepare the agenda for each meeting in consultation with the Chair.

4.1.2 The agenda shall identify the business to be considered by the Board and shall include supporting reports and documentation where applicable.

4.1.3 The order of business may be varied by the Chair where necessary to facilitate the efficient conduct of the meeting, subject to the approval of the Board where required.

4.2 Order of Business

4.2.1 Unless otherwise determined by the Board, the order of business at Regular Meetings shall generally be:

a) Call to Order;
b) Adoption of the Agenda;
c) Declaration of Pecuniary Interest;
d) Adoption of Minutes;
e) Deputations and Presentations;
f) Correspondence
g) Reports
h) Closed Session;
i) Business Arising from Closed Session;
j) Deputation Motions;
k) Adjournment.

4.2.2 The Chair may vary the order of business to accommodate delegations, guest speakers or operational requirements, provided that the rights of Directors are not prejudiced.

4.3 Agenda Content

4.3.1 Items shall be submitted to the Executive Director by the deadline established through administrative procedures to permit inclusion in the agenda.

4.3.2 The Executive Director may defer incomplete items to a subsequent meeting where additional information is required.

4.3.3 Reports submitted to the Board shall include sufficient background information and, where appropriate:

a) the purpose of the report;
b) analysis of the matter;
c) financial implications;
d) recommended action; and
e) supporting documentation.

4.4 Annual General Meeting Agenda

4.4.1 The agenda for the Annual General Meeting shall normally include:

a) Call to Order;
b) Approval of the agenda;
c) Presentation of the Chair's or Board's annual report;
d) Presentation of financial information and annual financial statements;
e) Presentation of the proposed annual budget for member consultation;
f) Member questions and comments;
g) Other business properly before the meeting; and
h) Adjournment.

4.5 Late Items

4.5.1 Business not included on the published agenda shall not normally be considered.

4.5.2 A matter may be added to the agenda by resolution of the Board where:

a) the matter is urgent;
b) the matter arose following publication of the agenda; or
c) delaying consideration would be prejudicial to the interests of the Board.

4.5.3 Late items shall be identified as such within the meeting record.

4.6 Distribution of Agenda Materials

4.6.1 Agenda packages shall be distributed in accordance with Section 3 of this By-law.

4.6.2 Supporting information received following agenda publication may be circulated as supplementary material.

4.6.3 The Board may receive supplementary information during a meeting where doing so will assist in the consideration of the matter before the Board.

SECTION 5 – QUORUM

5.1 General

5.1.1 No meeting of the Board shall proceed unless quorum is present.

5.1.2 Quorum shall be established at the commencement of every meeting and shall be maintained throughout the meeting.

5.1.3 Where quorum is lost during a meeting, no further business shall be conducted except to:

a) recess the meeting for a reasonable period to determine whether quorum can be restored;
b) adjourn the meeting; or
c) fix the date and time for the continuation of the meeting, where appropriate.

5.2 Establishment of Quorum

5.2.1 Unless otherwise established by applicable legislation or the City of Orillia's appointing by-law, quorum shall consist of a simple majority (50% plus one) of the total number of Directors currently appointed to the Board.

5.2.2 Directors participating electronically in accordance with this By-law shall be counted for establishing quorum where permitted by applicable legislation.

5.3 AGM/Membership Meetings Quorum

5.3.1 The quorum requirements in this Section apply to meetings of the Board and do not establish a minimum attendance requirement for members attending an Annual General Meeting or Special Membership Meeting.

5.3.2 The Annual General Meeting and Special Membership Meetings shall proceed in accordance with applicable provisions of this By-law, legislation and municipal bylaws.

5.4 Failure to Achieve Quorum

5.4.1 Where quorum is not present within fifteen (15) minutes of the scheduled commencement of a meeting, the Chair may:

a) delay the commencement of the meeting;
b) adjourn the meeting; or
c) reschedule the meeting to another date and time.

5.4.2 Where the Chair is absent and quorum is present, the Vice-Chair, or in the absence of the Vice-Chair, a Director appointed by majority vote of Directors present, shall preside until the business of the meeting is concluded or until the arrival of the Chair.

5.5 Recording of Quorum

5.5.1 The minutes of each meeting shall record whether quorum was present at the commencement of the meeting and note any loss or restoration of quorum during the proceedings.

SECTION 6 – PRESIDING OFFICER AND MEETING CONDUCT

6.1 Presiding Officer

6.1.1 The Chair shall preside at meetings of the Board and membership meetings, including the Annual General Meeting and Special Membership Meetings, and shall be responsible for ensuring that meetings are conducted in an orderly, impartial and efficient manner in accordance with this Procedural By-law.

6.1.2 In the absence of the Chair, the Vice-Chair shall preside.

6.1.3 Where both the Chair and Vice-Chair are absent, the Directors present shall appoint, by majority vote, a Director to preside for the duration of the meeting or until the arrival of the Chair or Vice-Chair.

6.2 Duties of the Presiding Officer

6.2.1 The Presiding Officer shall:

a) preside over meetings;
b) maintain order;
c) recognize speakers;
d) rule on procedural matters;
e) announce the results of each vote.

6.3 Conduct of Directors

6.3.1 Directors shall conduct themselves in a respectful, professional and courteous manner during all meetings.

6.3.2 No Director shall:

a) speak without first being recognized by the Presiding Officer;
b) interrupt another Director except on a Point of Order or Point of Privilege;
c) use offensive, disrespectful or abusive language;
d) engage in conduct that disrupts the orderly proceedings of the meeting;
e) disregard the ruling of the Presiding Officer unless the ruling is appealed in accordance with this By-law.

6.3.3 The Presiding Officer may call a Director to order where the Director contravenes this By-law.

6.4 Conduct of the Participants and Members

6.4.1 Members and other participants attending an open meeting shall conduct themselves respectfully and shall not disrupt the proceedings.

6.4.2 Where a member of the public disrupts a meeting, the Presiding Officer may:

a) issue a warning;
b) request that the disruptive behaviour cease;
c) direct the individual to leave the meeting room; or
d) recess or adjourn the meeting where necessary to restore order.

6.5 Appeals of the Presiding Officer

6.5.1 Any Director may appeal a procedural ruling of the Presiding Officer immediately after the ruling is made.

6.5.2 An appeal shall require a seconder and shall not be debated.

6.5.3 The Board shall determine the appeal by majority vote.

6.5.4 The decision of the Board is final.

6.6 Points of Order

6.6.1 A Director may raise a Point of Order where the Director believes that this Procedural By-law is not being followed.

6.6.2 Upon a Point of Order being raised, the Director speaking shall immediately cease speaking until the Presiding Officer has ruled.

6.6.3 The Presiding Officer shall rule on the Point of Order before the meeting proceeds.

6.7 Points of Privilege

6.7.1 A Director may raise a Point of Privilege where the rights or privileges of the Board or an individual Director have been adversely affected. Examples may include:

a) Correcting Inaccurate Statements
b) Objection to Defamatory or Slanderous Accusations
c) Misrepresentation of Votes
d) Audience Disruptions
e) Safety Concerns
f) Unauthorized Recording
g) Improper Staff Conduct
h) Vetting Attacks on Staff

6.7.2 The Presiding Officer shall determine whether the matter constitutes a Point of Privilege and shall rule accordingly.

SECTION 7 – RULES OF DEBATE

7.1 Recognition by the Presiding Officer

7.1.1 A Director wishing to speak shall first obtain recognition from the Presiding Officer.

7.1.2 Upon being recognized, a Director shall address all remarks through the Presiding Officer.

7.1.3 A Director shall confine remarks to the matter under consideration.

7.2 Order of Debate

7.2.1 The Presiding Officer shall recognize Directors in the order in which they indicate their intention to speak, while ensuring the orderly conduct of the meeting.

7.2.2 No Director shall speak a second time on the same motion until every Director wishing to speak has had an opportunity to do so.

7.2.3 The mover of a motion shall have the right to speak first and may exercise a final right of reply immediately before the motion is put to a vote.

7.3 Relevance of Debate

7.3.1 Debate shall be confined to the motion or matter before the Board.

7.3.2 Where discussion becomes irrelevant or repetitive, the Presiding Officer may direct the speaker to return to the matter under consideration.

7.3.3 The Presiding Officer may rule remarks out of order where they are not relevant to the business before the Board.

7.4 Interruptions

7.4.1 A Director shall not interrupt another Director except to raise:

a) a Point of Order; or

b) a Point of Privilege.

7.4.2 Upon a Point of Order or Point of Privilege being raised, the Director speaking shall immediately cease speaking until the Presiding Officer has ruled.

7.5 Questions Through the Presiding Officer

7.5.1 A Director may ask questions of another Director, the Executive Director, staff or a presenter through the Presiding Officer.

7.5.2 Questions shall be limited to obtaining information relevant to the matter under consideration and shall not be used to engage in debate indirectly.

7.6 Closing Debate

7.6.1 Debate shall conclude when:

a) no Director wishes to speak;

b) a motion to Call the Question has been adopted; or

c) the matter is otherwise disposed of in accordance with this By-law.

7.6.2 Once debate has concluded, the Presiding Officer shall proceed to the vote without further discussion unless permitted by this By-law.

SECTION 8 – MOTIONS

8.1 General

8.1.1 No matter requiring a decision of the Board shall be considered unless introduced by motion, except where this By-law provides otherwise.

8.1.2 A motion shall be moved and seconded before debate may commence.

8.1.3 Once a motion has been moved and seconded, it becomes the property of the Board and shall not be withdrawn except in accordance with this By-law.

8.2 Presentation of Motions

8.2.1 Every motion shall be clearly stated by the mover before debate begins.

8.2.2 The Presiding Officer may require that a motion be submitted in writing where the motion is lengthy, complex or may benefit from clarification.

8.2.3 The Presiding Officer or designate shall read or restate the motion before the vote is taken where the Presiding Officer or designate considers it necessary to ensure Directors understand the question before the Board.

8.3 Withdrawal of Motions

8.3.1 A motion may be withdrawn by the mover with the consent of the seconder at any time before debate begins.

8.3.2 Once debate has commenced, a motion may only be withdrawn with the consent of the Board.

8.4 Amendment of Motions

8.4.1 A motion to amend shall:

a) be moved and seconded;
b) relate directly to the subject matter of the original motion; and
c) not negate the intent of the original motion.

8.4.2 Where this By-law is silent respecting amendments, the procedures set out in *Robert's Rules of Order Newly Revised* may be followed.

8.4.3 An amendment shall be decided before debate resumes on the original motion.

8.5 Deferral

8.5.1 A motion may be deferred to:

a) a specified time;
b) a future meeting; or
c) the occurrence of a specified event.

8.5.2 A motion to defer shall be debatable only as to the proposed time of the deferral.

8.6 Referral

8.6.1 The Board may refer any matter to:

a) a Committee;
b) the Executive Director;

c) staff; or
d) another appropriate body for further review and recommendation.

8.6.2 A referral motion shall identify:

a) the recipient;
b) the purpose of the referral; and
c) any reporting deadline.

8.7 Call the Question

8.7.1 A Director who has been recognized by the Presiding Officer may move Call the Question where the Director believes sufficient debate has occurred.

8.7.2 A motion to Call the Question shall:

a) require a mover and seconder;
b) not be amendable;
c) not be debatable; and
d) require a two-thirds (2/3) majority vote to pass.[1]

8.7.3 If the motion to Call the Question is adopted, debate shall immediately cease and the Presiding Officer shall proceed to vote on:

a) any amendment to the motion;
b) the amended motion, if applicable; or
c) the original motion.

8.8 Reconsideration

8.8.1 A matter previously decided by the Board may only be reconsidered by motion.

8.8.2 A motion to reconsider shall:

a) be made by a Director who voted with the prevailing side;
b) be introduced at the same meeting or the next Regular Meeting; and require a two-thirds (2/3) majority vote.

8.8.3 No matter shall be reconsidered more than once unless material new information becomes available that could reasonably affect the decision of the Board.

8.9 Motions Out of Order

8.9.1 The Presiding Officer shall rule a motion out of order where the motion:

a) conflicts with applicable legislation;
b) conflicts with this Procedural By-law;
c) is beyond the authority of the Board;
d) is substantially the same as a matter already decided during the meeting without a motion to reconsider; or
e) is frivolous or vexatious.

8.10 Membership Meeting Business

8.10.1 Members may provide comments, questions and feedback on matters presented at an Annual General Meeting or Special Membership Meeting.

8.10.2 Member comments and feedback shall be recorded in the meeting minutes where appropriate.

8.10.3 Where a matter requires a decision of the Board, the matter shall be referred to the Board for consideration and, where appropriate, a Board resolution.

[1] *Robert's Rules of Order Newly Revised*, 12th ed. (New York: PublicAffairs, 2020), classifies the motion for the Previous Question (commonly referred to in municipal practice as Call the Question) as requiring a two-thirds vote because it limits members' right to continue debate. This provision applies only where it is not inconsistent with the *Municipal Act, 2001*, City of Orillia by-laws or this Procedural By-law.

SECTION 9 – VOTING

9.1 General

9.1.1 Every motion before the Board shall be decided by a vote unless otherwise provided by this By-law or applicable legislation.[1]

9.1.2 Only Directors of the Board who are present and entitled to vote shall vote.

9.1.3 Unless otherwise required by legislation or this By-law, a motion shall be decided by a majority of the votes cast.

9.1.4 The voting provisions of this Section apply to Directors acting in their capacity as members of the Board and do not confer voting rights on members at an Annual General Meeting or Special Membership Meeting except where voting is expressly required or authorized by applicable legislation or a municipal by-law.

9.2 Method of Voting

9.2.1 Voting shall normally be conducted by a show of hands or other clear indication recognized by the Presiding Officer.

9.2.2 Where a meeting is conducted electronically, voting may occur by verbal response, electronic polling or another method authorized by the Presiding Officer that clearly records each Director's vote.

9.2.3 The Presiding Officer shall announce the result of every vote immediately following its conclusion.

9.3 Recorded Vote

9.3.1 Any Director may request a recorded vote immediately before or immediately after the vote is taken.

9.3.2 Where a recorded vote is requested, the minutes shall record the vote of each Director as:

a) In Favour;
b) Opposed; or
c) Absent due to a declared Conflict of Interest.

9.4 Declarations of Interest

9.4.1 A Director who has declared a pecuniary interest or other conflict of interest in accordance with applicable legislation shall not participate in discussion or vote on the matter. [2]

9.4.2 The declaration and general nature of the conflict shall be recorded in the minutes.

9.4.3 A Director declaring a conflict shall comply with the requirements of the *Municipal Conflict of Interest Act*.

9.5 Tie Vote

9.5.1 Where the votes cast on a motion are equally divided, the motion shall be deemed to have been lost. [3]

9.5.2 The Presiding Officer shall not cast a second or deciding vote unless expressly authorized by legislation.

9.6 Reconsideration Following a Vote

9.6.1 No Director shall vote on a motion after the Presiding Officer has announced the result of the vote.

9.6.2 A motion that has been decided shall not be reconsidered except in accordance with Section 8 of this By-law.

[1] *Municipal Act, 2001*, S.O. 2001, c. 25, s. 238(1), defines quorum for local boards, and the common law principle is that decisions are made by a majority of votes cast unless legislation or the Board's by-law provides otherwise.

[2] *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, as amended.

[3] Under the common law applicable to municipal meetings, a tie vote results in the motion being lost unless legislation provides otherwise. The Chair, as a voting member of a local board, has one deliberative vote and does not possess a casting vote unless expressly granted by statute.

SECTION 10 – MINUTES

10.1 Purpose

10.1.1 The minutes of the Board shall constitute the official record of the proceedings and decisions of the Board.

10.1.2 Minutes shall accurately record the actions and decisions of the Board and shall not constitute a verbatim transcript of discussions unless otherwise directed by resolution of the Board.

10.2 Preparation of Minutes

10.2.1 The Executive Director, or a person designated by the Board, shall prepare the minutes of each meeting.

10.2.2 Draft minutes shall be circulated to Directors as soon as reasonably practicable following each meeting.

10.2.3 The Executive Director or designate may correct typographical, grammatical or administrative errors before the minutes are presented for approval, provided such corrections do not alter the intent or substance of any decision of the Board.

10.2.4 For all Annual General Meetings and Special Membership Meetings minutes shall be prepared and retained as official corporate records in accordance with the Records Management Policy.

10.3 Contents of Minutes

10.3.1 The minutes shall include, at a minimum:

a) the date, time, and location of the meeting;
b) the names of Directors present, absent, and participating electronically;
c) confirmation that quorum was present;
d) declarations of pecuniary interest and the general nature thereof;
e) all motions considered by the Board;
f) the name of the mover and seconder of each motion;
g) the disposition of each motion;
h) the results of any recorded vote;
i) the time of adjournment; and
j) any additional information the Board directs to be included.

10.3.2 Minutes of Closed Sessions shall record only those matters necessary to document the proceedings and any directions given or decisions made by the Board, without disclosing confidential information except where authorized or required by law.[1]

10.4 Approval of Minutes

10.4.1 The minutes of each meeting shall be presented to the Board for approval at the next Regular Meeting.

10.4.2 A Director may propose corrections necessary to ensure that the minutes accurately reflect the proceedings of the meeting.

10.4.3 Approval of the minutes confirms the accuracy of the official record and shall not reopen debate or reconsider any decision previously made by the Board.

10.5 Public Availability

10.5.1 Following approval, the minutes of Open Meetings shall be made publicly available through the Board's official communication channels.

10.5.2 Draft minutes are not the official record of the Board and shall not be relied upon until approved.

10.5.3 Minutes of Closed Sessions shall be maintained separately and shall only be disclosed where authorized or required by law.

10.6 Records Management

10.6.1 The Executive Director shall ensure that the official minutes are securely maintained as the permanent record of the Board.

10.6.2 Meeting minutes shall be retained in accordance with applicable legislation and the Board's approved records retention policies.[2]

[1] *Municipal Act, 2001*, S.O. 2001, c. 25, s. 239; *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. M.56, where applicable.

[2] *Municipal Act, 2001*, S.O. 2001, c. 25, and any applicable records retention requirements established by the City of Orillia or adopted by the Board.

SECTION 11 – GENERAL PROCEDURAL MATTERS

11.1 Suspension of the Rules

11.1.1 The Board may suspend one or more procedural provisions of this By-law for the duration of a meeting or for a specific matter by a two-thirds (2/3) majority vote of the Directors present and voting.

11.1.2 The Board shall not suspend any provision of this By-law where doing so would conflict with the Municipal Act, 2001, other applicable statutes, or a by-law of the City of Orillia.[1]

11.2 Procedural Matters Not Provided For

11.2.1 Where this Procedural By-law is silent on a matter of meeting procedure, the Board may determine the appropriate procedure by resolution.

11.2.2 In determining an appropriate procedure under subsection 11.2.1, the Presiding Officer and Board may consult the current Robert's Rules of Order for guidance.

11.2.3 Nothing in this Section authorizes the application of Robert's Rules of Order Newly Revised where doing so would conflict with applicable legislation, a by-law of the City of Orillia or this Procedural By-law.

11.3 Procedural Irregularities

11.3.1 No act or proceeding of the Board shall be declared invalid solely because of a procedural irregularity that does not materially affect the rights of any person or the validity of the Board's decision.

11.3.2 A procedural error that is identified during a meeting may be corrected by the Presiding Officer or by resolution of the Board before the meeting is adjourned.

11.4 Interpretation

11.4.1 This Procedural By-law shall be interpreted in a manner that promotes openness, fairness, consistency and the orderly conduct of meetings.

11.4.2 Where uncertainty exists respecting the interpretation of this Procedural By-law, the Board shall interpret the provision in a manner consistent with the Municipal Act, 2001, applicable legislation, applicable City of Orillia by-laws, and the intent of this Procedural By-law.

11.5 Severability

11.5.1 Should any provision of this Procedural By-law be declared invalid by a court of competent jurisdiction, the remaining provisions shall continue in full and effect.

[1] *Municipal Act, 2001*, S.O. 2001, c. 25. A local board may establish procedures for its meetings through a procedural by-law but cannot suspend or waive statutory requirements imposed by legislation.

[2] *Robert's Rules of Order Newly Revised*, 12th ed. (New York: PublicAffairs, 2020). The Board adopts Robert's Rules as a supplementary parliamentary authority only where this Procedural By-law and applicable legislation are silent.

SECTION 12 – ENACTMENT

12.1 Adoption

12.1.1 This Procedural By-law may be adopted by resolution of the Downtown Orillia Business Improvement Area Board of Management.

12.2 Amendments

12.2.1 This Procedural By-law may be amended by resolution of the Board, provided that notice of the proposed amendment has been included with the agenda for the meeting at which the amendment is to be considered.

12.2.2 No amendment shall conflict with the *Municipal Act, 2001*, any other applicable legislation or applicable City of Orillia by-laws.[1]

12.3 Effective Date

12.3.1 This Procedural By-law comes into force on the date it is adopted by resolution of the Board unless otherwise specified in the adopting resolution.

12.4 Repeal

12.4.1 Upon the coming into force of this Procedural By-law, all previous Procedural By-laws of the Downtown Orillia Business Improvement Area Board of Management are repealed.

12.4.2 The repeal of previous Procedural By-laws does not affect the validity of any action, decision, or resolution lawfully taken before this Procedural By-law came into force.

Footnotes

[1] Municipal Act, 2001, S.O. 2001, c. 25, and applicable City of Orillia by-laws governing the Downtown Orillia Business Improvement Area Board.

APPENDIX A

For the purposes of this By-law:

Board
*T*he Downtown Orillia Business Improvement Area Board of Management.

Chair
The Director elected by the Board to preside over meetings.

Committee
A standing or ad hoc committee established by the Board.

Council
The Council of The Corporation of the City of Orillia.

Director
A person elected by the DOBIA membership and appointed by the Council of The Corporation of the City of Orillia to serve on the Board.

Electronic Meeting
A meeting conducted through electronic means that permits participating Directors to hear and, where available, see one another simultaneously.

Member
A commercial property owner or business tenant within the Downtown Orillia Business Improvement Area as defined by the *Municipal Act, 2001*.

Municipal Act
The Municipal Act, 2001, S.O. 2001, c. 25, as amended.

Quorum
The minimum number of Directors required to legally conduct the business of the Board in accordance with this By-law.

Vice-Chair
The Director elected to act in the absence of the Chair.