

MEMO

Date: February 17, 2012
To: City of London Council
From: London Convention Centre Board of Directors
Subject: LCC By Laws

Recommended Motion:

The attached updated LCC By-Laws be approved.

Background:

With the elimination of Board of Control, the LCC by-laws were reviewed to correctly reflect the new reporting and approval process with City of London Council. The LCC Board of Directors took this opportunity to review and update the by-laws. Please find attached the recommended LCC By-Laws. The proposed changes are highlighted in yellow. The City Clerk has also offered recommended updates and those recommendations are identified in red.

With regard to the Board structure, please note the proposed change on page 3. The LCC Board is recommending that a minimum of 75% of the Directors, who are not members of Council, be residents of London. The balance of Directors (up to a maximum of 2) may be residents of any municipality within a 100 km radius of the geographic region of London. This change may allow the board to recruit a key representative from the surrounding agricultural communities. Agricultural conventions have become an important market segment for the LCC. Regional partnerships and being recognized as the region's convention centre of choice, is a key strategy for increasing the economic impact of the London Convention Centre for the City.

The LCC Board of Directors approved these changes unanimously at the December 2011 meeting.

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WHEREAS the *City of London Act, 1992* (Chapter Pr49, Statutes of Ontario, 1992) authorizes Council to establish the London Convention Centre Corporation for the purpose of maintaining, operating, managing, and promoting the London Convention Centre Corporation, to provide for the Corporation's board of directors, to prescribe the extent of the Corporation's powers, and to define generally the Corporation's responsibilities to the City.

AND WHEREAS pursuant to the *City of London Act, 1992, S.O. 1992 c.Pr49, the London Convention Centre Corporation is a local board of The Corporation of the City of London;*

AND WHEREAS subsection 5(3) of the *Municipal Act, 2001, as amended, provides that a municipal power shall be exercised by by-law;*

AND WHEREAS section 9 of the *Municipal Act, 2001, as amended, provides that a municipality has the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this or any other Act;*

AND WHEREAS subsection 10(1) of the *Municipal Act, 2001, as amended, provides that a municipality may provide any service or thing that the municipality considers necessary or desirable for the public;*

AND WHEREAS subsection 10(2) of the *Municipal Act, 2001, as amended, provides that a municipality may pass by-laws respecting: in paragraph 1, Governance structure of the municipality and its local boards, paragraph 3, Financial management of the municipality and its local boards, paragraph 5, Economic, social and environmental well-being of the municipality and in paragraph 7, services and things that the municipality is authorized to provide under subsection 10(1);*

AND WHEREAS subsection 216(1) of the *Municipal Act, 2001, as amended, provides that without limiting sections 9 and 10 of the Act, those sections authorize a municipality to pass a by-law to change a local board;*

AND WHEREAS subsection 216(2) of the *Municipal Act, 2001*, as amended, provides that in the event of a conflict between a by-law described in subsection 10(1) of the Act and any provision of this or any other Act or in the event of a conflict with a regulation made under any other Act, the by-law prevails;

AND WHEREAS the Council for the City of London considers it necessary to provide a convention centre;

AND WHEREAS it is deemed expedient to pass this by-law;

~~AND WHEREAS the board of directors has determined it to be in the best interests of the London Convention Centre Corporation to make certain amendments to the Corporation's by-laws and in connection with such amendments to amend and restate the Corporation's by-laws.~~

THEREFORE the MUNICIPAL COUNCIL of The Corporation of the City of London enacts as follows:

LONDON CONVENTION CENTRE CORPORATION AMENDED AND RESTATED BY-LAW

DEFINITIONS

1. In this by-law.

“Board” means the board of directors of the Corporation;

“City” means The Corporation of the City of London;

“Corporation” means the London Convention Centre Corporation established under section 2;

“Council” means the Municipal Council of the City;

“Executive Committee” means the committee established by the Board pursuant to Section 9(3);

“hospitality sector” includes visitors accommodation and victualling, events and attractions.

CORPORATION ESTABLISHED

2. The London Convention Centre Corporation is established.

CONVENTION CENTRE

3. (i) The maintenance and management of the land, buildings and structures located on the north side of York Street in the City of London and known as London Convention Centre, owned by the City, upon the Centre being ready for and capable of use for its intended purpose, is entrusted to the Corporation until such time as the City may by by-law assume such maintenance and management.

(ii) The maintenance and management of the King Street Pedestrian Bridge between the hotel property fronting on King Street in the City of London (operating under the name Hilton Hotel as of the date of this by-law) and the London Convention Centre, including the City's responsibility for maintenance and repair under the agreement made September 19, 1995, between the City, BG Preeco 3 Ltd. and Truscan Realty Limited, is assigned to the Corporation until such time as the City may by by-law assume such maintenance and management.

(iii) The maintenance and management of the land owned by the City comprising the parcel between the London Convention Centre and King Street, and the parcel on the east side of the London Convention Centre extending from King Street to York Street, and as shown as Site “B” and Site “C” on “Schedule A”, of this by-law is, entrusted to the Corporation until such time as the City may by by-law assume such maintenance and management.

BOARD

4. (1) The board of directors of the Corporation shall be composed of the Mayor as a member *ex officio* and ten members appointed by Council:

- (a) two of whom shall be members of Council;
- (b) six of whom may be engaged full-time in or otherwise representative of one of the following sectors of the community:
 - (i) hospitality;
 - (ii) travel and transportation;
 - (iii) health care;
 - (iv) business;
 - (v) marketing or public relations;
 - (vi) digital media;
 - (vii) sports;
 - (viii) agriculture or agrifoods; or
 - (ix) education;
- (c) one of whom shall not be engaged either full-time or part-time in any sector mentioned in clause (b), ~~(e)~~, or (d); and
- (d) one of whom may, but need not, be a member of the not-for-profit corporation Emerging Leaders London Community Network.

(2) Council or any authorized committee thereof shall nominate individuals for appointment under subsection ~~(1)(4)~~.

(3) If an individual engaged in a sector mentioned in clauses (b) or (d) of subsection (1) is nominated to the Board, the Board shall first satisfy itself that the individual can generally represent the sector, and can fairly serve the best interests of the Corporation and the sector having regard to the individual's personal interests.

(4) Expressions of interest of individuals in serving as directors may be solicited:

- (a) by advertising in a newspaper having general circulation in the municipality;
- (b) by a posting on the Corporation's and/or the City's website; and/or
- (c) in any other manner determined by the Board, acting reasonably;

and the Executive Committee shall submit a list of names of interested individuals to Council or its authorized committee, if applicable, who shall consider such individuals prior to making its nominations.

TERM

5. (1) Members of Council appointed as Directors shall be appointed for a term not exceeding their term in office as member of the Council that appoints them.

(2) Directors who are not members of Council shall be appointed for a term not exceeding ~~thirty-six~~Forty-eight (36/48) months; provided, however, such term may not exceed the term of office of the Council that appoints them.

(3) Directors are eligible for re-appointment to the Board for up to six consecutive years.

(4) The seat of an appointed member of the Board becomes vacant if the Director is absent from the meeting of the Board for three successive meetings without being authorized to do so by the Executive Committee.

QUALIFICATIONS

6. (1) Each Director shall be at least eighteen years of age and not an undischarged bankrupt or mentally incompetent person.

(2) Seventy-five percent (75%) of the Directors who are not members of Council or the Mayor shall be residents of the City. The balance of the Directors, other than the Mayor and

members of Council, may be residents of any of the municipalities and counties within a 100 kilometre radius of the geographic region of the City.

NO REMUNERATION

7. Directors shall serve without remuneration.

CITY OFFICIAL

8. (1) The City ~~Manager~~Administrator is designated to attend meetings of the Board and its committees and to participate in their deliberations (but, for clarity, will not be entitled to vote at such meetings).

(2) The City ~~Manager~~Administrator may from time to time direct another appointed official of the City to represent the ~~Civic Administration~~City Administrator and, whenever this is done, the City ~~Manager's~~Administrator's representative is authorized to exercise all the rights and powers of the City ~~Manager~~Administrator conferred under subsection (1).

EXECUTIVE

9. (1) The Board shall appoint from its members a chair and vice-chair who shall not be members of Council.

(2) The chair and vice-chair are eligible for re-election.

(3) The Board shall also appoint from its members an Executive Committee consisting of the chair, vice-chair and two directors at large. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as such member shall be a Director. The Board may fill vacancies in the Executive Committee by appointment from its number. If and whenever a vacancy shall exist in the Executive Committee the remaining numbers may exercise all its powers so long as a quorum remains in office.

(4) During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem to be in the best interests of the Corporation in all cases in which specific directions shall not have been given by the Board.

(5) A quorum for a meeting of the Executive Committee shall be a majority of its members.

(6) The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it and copies of such minutes shall be submitted to the Board at its next meeting.

(7) The Executive Committee shall hold at least eight meetings each year and the interval between one meeting of the Executive Committee and the next meeting of the Executive Committee or the Board shall not exceed forty-five (45) days.

BOARD MEETINGS

10. (1) The Board shall hold at least ~~six~~ meetings each year and the interval between one meeting and the next shall not exceed ~~ninety~~ (90) days.

(2) Notice of any meeting of the Board specifying the time and the place for the holding of such meeting shall be given to every Director not less than 48 hours prior to the date of the meeting. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting are announced at the original meeting. Notwithstanding the foregoing, meetings of the Board may be held at any time without formal notice if all the Directors are present or if all the Directors who are not present, in writing or by any form of transmitted communication, waive notice or signify their consent to the meeting being held without formal notice.

(3) Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director either before or after such meeting. Attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

(4) A majority of Directors may requisition a special meeting of the Board by serving a copy of the requisition on the chair or the vice-chair of the Board.

(5) The chair of the Board may call a special meeting of the Board at any time whether or not he or she has received a requisition under subsection (4).

(6) A quorum for the transaction of business at meetings of the Board shall be a majority of the members of the Board and no business shall be transacted unless the requisite quorum is present at the commencement of business.

(7) Directors may participate in a meeting of the Board or any committee thereof (including the Executive Committee) by means of conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a person participating in such meeting by such means is deemed to be present at the meeting.

(8) A resolution in writing signed by all Directors or all of the members of the Executive Committee, as the case may be, or an electronic transmission (e.g., email) of a resolution approved by way of responding electronic transmission by a majority of the Directors or the members of the Executive Committee, as the case may be, is as valid as if it had been passed at a meeting of the Directors or the Executive Committee, as applicable, called and held for that purpose.

PROCEDURE

11. The Board shall pass by-laws ~~and policies~~ governing its proceedings, the calling and conduct of its meetings, and the keeping of its minutes, records and decisions.

COMMITTEES

12. (1) In addition to the Executive Committee, the Board may appoint such committees as it determines necessary to conduct the business of the Board.

(2) Each committee appointed shall be composed of not fewer than three members of the Board and shall perform such duties and undertake such responsibilities as the Board specifies and shall report to the Board.

(3) Any member of the Board may be the chair or vice-chair of a committee.

CONFLICT OF INTEREST

13. The *Municipal Conflict of Interest Act* applies to the Board and its committees.

GENERAL MANAGER

14. (1) Subject to section 16, the Board shall with approval of the Council appoint a general manager who shall be the chief executive officer of the Corporation.

(2) The general manager shall attend meetings of the Board and its committees and participate in their deliberations but is not entitled to vote or be the chair or vice-chair.

(3) The Board shall by by-law or resolution define the duties of the general manager for the proper conduct of the business of the Corporation.

(4) The person holding the position of general manager of the Corporation on the day this by-law comes into force shall be deemed to have been appointed pursuant to subsection (1) and section 16 on the terms and conditions established by Council.

SECRETARY

15. (1) The Board shall appoint a secretary of the Corporation who shall:

(a) give notice of meetings of the Board;

(b) keep all minutes of meetings and proceedings of the Board; ~~and~~

(c) perform such duties, in addition to those set out in clauses (a) and (b), as the Board may from time to time direct; ~~and~~

(d) ~~subject to the Municipal Freedom of Information and Protection of Privacy Act, provide to any member of Council who so requests copies of all or~~

~~any portion of the public and confidential agendas and minutes of the board.~~

- (2) The Secretary may be an employee of the Corporation.

PERSONNEL

16. (1) The Corporation may, in accordance with practices and procedures approved from time to time by Council,

- (a) appoint, hire or otherwise engage officers, employees, agents or others;
- (b) determine the qualifications, responsibilities, duties and positions and terms and conditions of employment or service of persons appointed, hired or otherwise engaged by the Corporation;
- (c) establish classifications for persons appointed, hired or otherwise engaged by the Corporation, and reclassify, transfer or promote any such person;
- (d) determine the remuneration, salaries and benefits of, and any payments to, officers, servants, agents or others; and
- (e) suspend, discharge or otherwise terminate employment or services.

(2) The remuneration, salaries and benefits determined under clause (1)(d) shall not exceed the maximum remuneration, salaries and benefits established from time to time by Council for the senior heads of its civic departments.

BUDGET

17. (1) The Corporation shall prepare annually or more frequently, as required by the City, a budget of estimated revenue and expenditure.

- (2) The Corporation shall submit the estimates to the City as required.

ANNUAL REPORT

18. (1) The Corporation shall cause to be prepared an annual report which shall include audited financial statements of the Corporation.

- (2) The Corporation shall submit the annual report to Council as required.

ACCOUNTING RECORDS

19. (1) The Corporation shall keep proper books of account and accounting records with respect to all financial and other transactions of the Corporation, including, and without limiting the generality of the foregoing,

- (a) records of all sums of money received from any source whatsoever and disbursed in any manners whatsoever; and
- (b) records of all matters with respect to which receipts and disbursement take place in consequence of the maintenance, operation and management of the Corporation

(2) The Corporation shall keep or cause to be kept and maintained all such books of accounts and accounting records as the City may require

EXAMINATION OF BOOKS, ETC.

20. The Corporation shall make all of its books and records available at all times to such persons as the Council may require and shall provide certified true copies of such minutes, documents, books, records or any other writing as Council may require.

INVENTORY OF PERSONAL PROPERTY

21. (1) The Corporation shall, in accordance with good business practice, keep and maintain an accurate inventory of its personal property and provide Council with an inventory thereof as Council may require.

(2) The inventory shall include separate inventories of the personal property for the Convention Centre.

INFORMATION, ETC.

22. (1) The Council may require the Corporation:

- (a) to provide information, records, accounts, agendas, notices or any paper or writing; and
- (b) to make a report on any matter,

as Council determines, relating to the carrying out of the purposes and objects of the Corporation.

(2) The Corporation shall:

- (a) file with the City all such information records, accounts, agendas, notices, paper and all other materials as Council may require; and
- (b) make such reports within the time specified by Council and containing such content as Council may require.

STATEMENTS

23. (1) The Corporation shall from time to time provide the City as requested with statements of:

- (a) revenues and expenditures;
- (b) profit and loss; and
- (c) such financial matters or operating expenditures as Council may require.

(2) The statements referred to in subsection (1) shall be in such form as the City may require.

OPEN MEETINGS

24. (1) Meetings of the Board shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined by the board.

(2) Despite subsection (1), meetings of the Board or portions thereof may be held *in camera* in respect of:

- (a) personnel matters, including matters related to wages, salaries and benefits;
- (b) litigation and communications respecting solicitor-client relationships, including legal opinions and advice; and
- (c) proposed or actual contracts with persons and the financial results thereof, proposing or holding conventions, meetings, receptions, trade shows, conferences or events of any kind.

INDEMNIFICATION

25. (1) Subject to subsection (2), every Director and officer of the Corporation and his or her heirs, executors, administrators and other legal personal representatives may from time to time be indemnified and saved harmless by the Corporation from and against,

- (a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in respect to the affairs of the Corporation

(2) No Director or officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or

about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed upon him or her under any Act unless, in an action brought against him or her in his or her capacity as director or officers, he or she has achieved complete or substantial success as a defendant.

(3) The Corporation may purchase and maintain insurance for the benefit of a director or officer thereof, except insurance against a liability, cost, charge or expense of the director or officer incurred as a result of his or her failure to exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the Corporation, exercising in connection therewith the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

REPEAL

26. (1) Subject to subsection ~~(2)~~(2) hereof, all prior by-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this by-law heretofore enacted or made are repealed.

(2) The repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of an act or thing done pursuant to any such repealed by-law resolution or other enactment.

COMMENCEMENT

27. This by-law comes into force on ●.

PASSED in Open Council this ● of ●.

~~Joe~~ Fontana
Mayor

Catharine Saunders

City Clerk

First Reading – ●
Second Reading – ●
Third Reading – ●