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EXHIBITION PLACE

November 19, 1999

To: The Board of Governors of Exhibition Place

From: Fatima Scagnol
Corporate Secretary

Subject: Consolidation of the Board Procedural and Financial By-laws

Recommendation:

It is recommended that the Board:

- 1) Enact the attached General Operating By-law No. 1-99 and Financial Control By-law No. 2-99, attached as Schedule "A" and "B" respectively;
- 2) Repeal previous Board By-law Nos. 1, 2, 4, 5, 6, 7 and 8;
- 3) Confirm the policies set out in Schedules "C" and "D"; and
- 4) Approve of the delegation schedule, and authorized signatories set out in Schedule "E".

Background:

Bill 195, "An Act to Amend The Municipality of Metropolitan Toronto Act", which established The Board of Governors of Exhibition Place, received Royal Assent on February 23, 1983. The first Board by-law, "By-law No. 1", was approved by the Board on July 7, 1983. Since that time, subsequent by-laws and amending resolutions (the latest was By-law No. 8 related to Interim Management Personnel approved on May 30, 1997) have been enacted or approved by the Board.

Discussion:

While the Board's by-laws have been updated with revisions over the last sixteen years, they are at this moment outdated due to the amalgamation of the former Metropolitan Toronto with the former area municipalities. In addition, as noted above, the by-laws have been amended on several occasions so that it is necessary to refer to eight separate by-laws for the purposes of procedural and financial control obligations of the Board. Rather than simply updating the by-laws once again to bring them in line with the City of Toronto, the City Solicitor advised that it would be better to

consolidate the by-laws in a format more in keeping with the new procedural and financial by-laws adopted by the City of Toronto.

The attached By-law Nos. 1-99 and 2-99 achieve the following objectives:

- (a) Consolidates all previous by-laws and amendments thereto adopted by the Board;
- (b) Follows the principles and terms of the City of Toronto procedural and financial by-laws;
- (c) Updates the spending limitations in accordance with City of Toronto spending by-law for departments, agencies, boards and commissions; and
- (d) Removes from the by-laws those matters which are more appropriately managed through Board policies that can be changed from time to time as required.

Mr. Ward Earle, Solicitor, City Legal Division has reviewed the attached and has indicated his agreement with the consolidation. However, the Board will note that By-law No. 3 is not to be repealed or consolidated into proposed By-law Nos. 1-99 and 2-99. By-law No. 3 allows the Board to borrow amounts not exceeding \$500,000 for use as working capital provided that the Board does not issue debentures for such amounts. This By-law No. 3 (attached as Appendix "F" for the information of the Board) was specifically approved by the former Metropolitan Toronto Council at its meeting held on January 22, 1985 as required under the provision of the Municipality of Metropolitan Toronto Act and any repeal or amendment of this By-law would require approval of the City of Toronto Council. The purpose of this borrowing by-law is to provide overdraft protection to Exhibition Place.

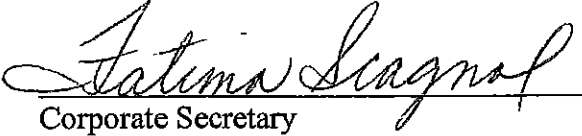
Schedule "C" to this report is the Delegation of Authority referred to in subsections 7(1) and (2) of the proposed By-law No. 2-99. This Delegation is very particular to Exhibition Place as it reflects the management scenarios existing on the grounds. Namely, it provides for very different delegation levels on the basis of each of the three programs: (1) the National Trade Centre Program which is managed by O&Y/SMG Canada which brings to its management at Exhibition Place limits on delegation that are utilized in other facilities O&Y/SMG manages; (2) the CNEA Program which programming is managed by the CNEA and governed also by the Board of Directors of the CNEA by-laws; and (3) the Exhibition Place Program which delegation reflects practices within other departments, agencies, boards and commissions and the needs of the present Exhibition Place operations. As stated in section 6 of the proposed By-law No. 2-99, the General Manager will report to the Board on an annual basis, or more frequently as required, on the Delegation of Authority.

Schedules "D" and "E" set out travel and reporting policies consistent with present practices that staff believe are important to continue. Again, as noted above, because these are policies of the Board, they can be easily amended from time to time as required.

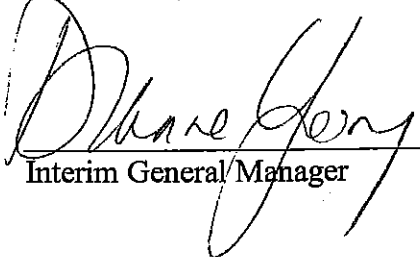
Conclusion:

The recommended By-law Nos. 1-99 and 2-99 represent a consolidation of By-Law Nos. 1 and 2 and 4 through 8 with revisions as required to reflect the present practices and policies of the Board and City of Toronto.

Submitted by:


Corporate Secretary

Reviewed by:


Interim General Manager

atts.

Authority: Report (, 1999) of the Corporate Secretary,
 adopted by the Board on , 1999
 Enacted by the Board: , 1999

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

BY-LAW NO. 1 - 99

To govern the proceedings of The Board of Governors of Exhibition Place and the conduct and management of its affairs.

The Board of Governors of Exhibition Place HEREBY ENACTS as follows:

I. INTERPRETATION

1. In this By-law,

"Act" means the *City of Toronto Act, 1997 (No. 2)*, as amended from time to time;

"Board of Governors" means The Board of Governors of Exhibition Place;

"Chair" means the Chair of the Board of Governors;

"City" means the City of Toronto;

"Committee" means any committee appointed by the Board of Governors under this By-law;

"Corporate Secretary" means the Corporate Secretary of the Board of Governors and includes an appointment by the Board of Governors to fill this position on an interim basis;

"General Manager" means the General Manager of the Board of Governors and includes an appointment by the Board of Governors to fill this position on an interim basis;

"Member" means a member of the Board of Governors who is either a member, ex officio, or a member appointed by the Council of the City as provided in the Act;

"Vice-Chair" means the Vice-Chair of the Board of Governors;

II. CONDUCT OF BUSINESS

2. The rules and regulations contained in this By-law shall be observed in all proceedings of the Board of Governors and shall be the rules and regulations for the order and dispatch of business by the Board of Governors and, where applicable, in Committees.

III. HEAD OFFICE

3. The head office of the Board of Governors shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board of Governors may from time to time determine.

IV. CORPORATE SEAL

4. The seal of the Board of Governors shall be in the form impressed hereon and may be changed from time to time to a form approved by the Board of Governors.

5. The seal of the Board of Governors shall be in the charge of the Corporate Secretary, who has power to affix it to those instruments or documents as may require it and, in the absence of the Corporate Secretary, no person except the Chair or the General Manager has authority to use the seal for any purpose.

V. COMPOSITION OF BOARD OF GOVERNORS

6. The Board of Governors shall be composed of thirteen persons as provided in the Act.

VI. MEETINGS OF BOARD OF GOVERNORS

Agenda/Schedules

7. (1) The Board of Governors shall meet regularly at such times and at such place as may be designated by the Board of Governors, provided that the time between meetings shall not exceed ninety (90) days.

- (2) The Board of Governors shall establish and publish an annual schedule of its regular meetings, and shall adhere to that schedule unless otherwise decided by the Board of Governors.

- (3) Where there are no urgent matters and there is insufficient business to warrant the holding of a regular meeting, the Chair may give notice of the cancellation of a regular meeting provided that such notice is given to all Members at least twenty-four (24) hours before the time of the regular meeting and the notice states the time and place of the next meeting at which the regular business shall be transacted.

(4) Notice of a meeting shall be sent to each Member by ordinary mail, fax or electronic mail to the addresses recorded in the books of the Board of Governors.

(5) The Corporate Secretary shall send a copy of the agenda for each regular meeting to each Member at least forty-eight (48) hours before the time of commencement of the meeting

Special Meetings

8. (1) The Chair or any five Members may at any time summon a special meeting of the Board of Governors on notice in writing sent by ordinary mail, fax or by electronic mail to the Members at least forty-eight hours (48) before the time of commencement of the meeting.

(2) No notice of a special meeting shall be necessary if all Members are present or if those absent have waived notice in writing of, or otherwise signified their consent to, the holding of the special meeting.

(3) The notice calling a special meeting of the Board of Governors shall state the business to be considered at the special meeting and no business other than that stated in the notice shall be considered at the meeting, except with at least two-thirds (2/3) of the Members present and voting in the affirmative.

(4) At all special meetings of the Board of Governors summoned by the Chair, the agenda for the meeting shall be prepared and printed by the Corporate Secretary in consultation with the Chair, and the Corporate Secretary shall send a copy of the agenda to each Member prior to the time of commencement of the meeting.

Chair and Vice-Chair

9. (1) The Board of Governors shall elect a Chair and a Vice-Chair from among its Members who shall hold office for the term of his or her appointment or membership on the Board of Governors.

(2) Such elections shall take place at the first meeting of the Board of Governors (or as soon thereafter as possible) after the appointment by the Council of the City of the members of Council to the Board of Governors which generally occurs in January of each year following the municipal election and again eighteen months thereafter during the term of that Council.

(3) The elections of the Chair and Vice-Chair shall be conducted as follows:

(a) the Corporate Secretary shall call for nominations;

(b) each nomination shall be with the consent of the nominee and shall be moved and seconded by a Member;

- (c) all Members shall be entitled, prior to a vote being taken, to speak to the nominations for not more than five minutes each;
- (d) Members may ask questions of any nominee for not more than five minutes each;
- (e) a nominee requires the vote of a majority of the Members present to be elected;
- (f) where there are more than two nominees and no nominee receives the majority required for election, the name of the nominee receiving the least number of votes shall be dropped and the Board of Governors shall proceed to vote anew until either:
 - (i) a nominee receives the majority required for election; or
 - (ii) it becomes apparent that no nominee can be elected by reason of a tie;
- (g) Members shall vote by a show of hands, unless otherwise decided by a majority of the Members present.

(2) The Chair shall preside at all meetings of the Board of Governors except when absent, in which case the Vice-Chair shall preside at the meeting.

(3) In the event of a vacancy of a permanent or lengthy nature occurring in the office of the Chair or Vice-Chair, the Board of Governors shall elect a Chair or Vice-Chair at its first meeting following such occurrence.

(4) The Vice-Chair elected by the Board of Governors, shall, in the absence of the Chair, have all the powers of the Chair under the by-laws of the Board of Governors.

10. (1) Where the Chair or the Vice-Chair does not attend within fifteen minutes of the time a quorum is present after the time appointed for a meeting of the Board of Governors or the resumption after an adjournment, the Corporate Secretary shall call the Members to order and an acting Chair shall be appointed from among the Members present and he or she shall preside until the arrival of the Chair or Vice-Chair, as the case may be.

(2) The Chair or Vice-Chair, as the case may be, may designate another Member as acting Chair during any part of a meeting of the Board of Governors when he or she leaves the chair for any reason.

(3) While presiding, the acting Chair shall have all the powers of the Chair under this By-law with respect to chairing the meeting.

11. As soon as there is a quorum after the time set for a meeting, the Chair shall take the chair and call the Members to order.

Quorum

12. (1) A majority of seven (7) Members is necessary to constitute a quorum of the Board of Governors.

(2) In the event that there are one (1) or more vacancies on the Board of Governors at the time of a meeting, the quorum shall be one-half (1/2) of the remaining Members.

13. (1) If no quorum is present at the time set for a meeting of the Board of Governors, or the resumption after an adjournment, the Corporate Secretary shall call for a quorum for a period of fifteen minutes, or until a quorum is present, whichever is sooner.

(2) It is the duty of the Chair to ensure that quorum is present when a vote is taken.

(3) During the meeting, if a Member or the Corporate Secretary draws the attention of the Chair to the fact that a quorum is not present, the Chair shall, upon determining that a quorum is not present, request the Corporate Secretary to call for a quorum for a period of fifteen minutes, or until a quorum is present, whichever is sooner.

(4) If there is still no quorum after fifteen minutes, the Corporate Secretary shall call the roll and record the names of the Members present.

(5) If there is still no quorum by the time the Corporate Secretary has completed calling the roll, the Board of Governors shall stand adjourned until the next scheduled day of meeting, and all unfinished business shall be carried forward to the next scheduled day of meeting or a special meeting.

Public and Closed Session Meetings

14. (1) All meetings of the Board of Governors shall be open to the public and no meeting or part thereof shall be in camera unless the subject matter being considered is:

- (a) the security of the property of the Board of Governors;
- (b) personal matters about an identifiable individual, including Board of Governors employees;
- (c) a proposed or pending acquisition of land for Board of Governors purposes;
- (d) labour relations or employee negotiations;

- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board of Governors;
- (f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which the Board of Governors has authorized a meeting to be closed under another Act; and
- (h) a request under the *Municipal Freedom of Information and Protection of Privacy Act*.

(2) Before meeting in camera, the Board of Governors shall pass a motion stating the fact of holding an in camera meeting and indicating the reason under subsection 14(1) why in camera discussion is required.

VII. ORDER AND DECORUM AND CONDUCT OF MEMBERS

15. The Chair shall:

- (a) maintain order and preserve the decorum of the meeting;
- (b) rule upon procedural matters;
- (c) adjourn or suspend the meeting for a specified time if considered necessary because of grave disorder;
- (d) determine which Member has the right to speak;
- (e) ascertain that all Members who wish to speak on a motion have spoken and that the Members are ready to vote, and shall then put the vote;
- (f) rule whether a motion or proposed amendment is in order; and
- (g) call a Member to order, if required.

16. No Member shall,

- (a) where a matter has been discussed in camera and where the matter remains confidential, disclose the content of the matter or the substance of deliberations of the in camera meeting; or

- (b) disobey the rules of the Board of Governors or a decision of the Chair or of the Board of Governors on questions of order or practice or upon the interpretation of the rules of the Board of Governors.

17. (1) No person shall display signs or placards, applaud participants in debate or engage in conversation or other behaviour which may disrupt the proceedings of the Board of Governors.

(2) No person, except a Member, shall address the Board of Governors unless permitted to do so in accordance with the rules established under this By-law.

VIII. ORDER OF BUSINESS

18. (1) The Corporate Secretary shall have prepared and printed for the use of the Members at the regular meetings of the Board of Governors an agenda, and the business of the Board of Governors shall in all cases be taken up in the order in which it is listed on the agenda, unless otherwise decided by the Board of Governors.

(2) The Board of Governors may, by a majority vote of the Members present, make any alteration to the order of the business, but shall not delete any portion of the business which has been set out in the agenda.

(3) Notwithstanding the order of business set out in subsection 18(1), where the same or related subject matters appear in more than one place on the agenda, the Board of Governors may:

- (a) deal with all items related to the matter together;
- (b) deal with such items as they appear on the agenda; or
- (c) refer the items for consolidation into one report.

IX. RULES OF DEBATE

19. Members may indicate, at the request of the Chair, those agenda items that they wish to be held for questions or discussion by the Board of Governors; and shall prior to any consideration of the Board of Governors, make declarations of interest with respect to any agenda item.

20. (1) The Chair shall maintain a list of Members who have requested to speak or to ask questions with respect to an agenda item, and the Chair shall designate Members to speak or to ask questions in the order in which they appear on the list.

(2) All questions of the Chair, officials of the Board of Governors or other body, a Committee Chair or a deputant, shall be asked before any Member may speak on a matter.

(3) The Member who requested a matter be held shall be the first speaker named on the list of Members who have requested to speak.

(4) The Chair of any Committee having responsibility for the matter shall be the second Member named on the list of Members who have requested to speak.

21. A Member may speak to the same matter for a maximum of five minutes except that the Board of Governors may, on the affirmative vote of a majority of the Members present and voting, grant one five minute extension.

22. After a motion is moved by a Member, it shall be deemed to be in possession of the Board of Governors and may not be withdrawn without a majority vote of the Members present and voting.

23. Any Member may require a motion under discussion to be read at any time during the debate but not so as to interrupt a Member while speaking.

24. When a question is before the Board of Governors for consideration, no motion shall be received other than a motion to adopt or to amend, a motion to receive, a motion to defer or a motion to refer.

X. VOTES

25. (1) The Chair and every Member present at a meeting of the Board of Governors when a question is put shall vote thereon, unless prohibited by statute, in which case it shall be so recorded.

(2) An abstention shall be counted as a vote in the negative.

(3) In the event of an equality of votes on any question, the question shall be defeated.

(4) Any Member shall be entitled to call for a recorded vote.

(5) When a recorded vote is requested by a Member, or is otherwise required, the Corporate Secretary shall record the name and vote of every Member on any question.

(6) A request by a Member for a recorded vote shall be made immediately prior to the call for the vote, or immediately thereafter, but must be made prior to the commencement of the vote.

26. When the Chair calls for a vote on a question, each Member shall occupy his or her seat and shall remain in his or her seat until the result of the vote has been declared by the Chair.

27. Upon the request of any Member, and when the Chair is satisfied that a matter under consideration contains distinct proposals, the vote upon each proposal shall be taken separately.

28. When a vote is taken the order of the vote shall, unless otherwise decided by the Board of Governors, be as follows:

(a) upon any motion to refer;

- (b) upon any motion to defer;
- (c) upon any motion to receive;
- (d) upon the amendments in the reverse order of presentation, dealing with an amendment to an amendment immediately before the amendment it proposes to amend;
- (e) then, upon the motion to adopt or upon the motion to adopt as amended, if any amendments have been carried; provided that a vote upon a motion to adopt or upon a motion to adopt, as amended, is not necessary where every provision or recommendation has already been voted on by the Board of Governors; and
- (f) a vote on a "report, as amended" may be split only for the purpose of complying with the *Municipal Conflict of Interest Act*.

XI. MINUTES

29. (1) Unless otherwise decided by the Board of Governors, the minutes of each meeting of the Board of Governors shall be submitted for confirmation or amendment to the Board of Governors at its next regular meeting or as soon thereafter as is reasonably practicable.

(2) Prior to such confirmation or amendment, if required by any Member, the minutes or so much thereof as may be required, shall be read by the Corporate Secretary.

(3) After the minutes of a previous meeting have been confirmed, or approved as amended, by the Board of Governors, the Chair and the Corporate Secretary shall sign them.

XII. DEPUTATIONS AT A BOARD OF GOVERNORS MEETING

30. (1) Subject to this section, any person may, either on his or her own behalf, or as a representative of an organization or group, appear at any public meeting of the Board of Governors and address the Board of Governors with respect to any matter on the agenda for that meeting.

(2) Every individual, organization or group wishing to make oral submissions to the Board of Governors, either in person or through a representative, shall give notice in writing to the Corporate Secretary no later than noon on the third working day preceding the day of the meeting.

(3) The notice referred to in subsection 30(2) shall be signed by the person or representative, shall indicate the mailing address of the person and of any organization or group on behalf of which submissions are to be made, and shall contain an outline of the submissions to be made.

(4) For matters on the agenda, notwithstanding subsections 30(2) and (3), the Board of Governors may decide, by majority vote:

- (a) to hear oral submissions, notwithstanding non-compliance with the requirements of those subsections;
- (b) to defer hearing the submissions until such requirements have been complied with; or
- (c) to require, as a condition of hearing the submission, the filing of a written outline with the Corporate Secretary.

(5) Where a matter to which an individual, organization or group wishes to speak before the Board of Governors is not on the agenda of a meeting, the matter may, with the consent of the Chair, be placed on the agenda of the next meeting.

(6) The Board of Governors may seek deputations from selected groups and the general public on a matter before the Board of Governors, and shall determine whether or not it will consider the matter at that meeting following the deputations, or defer consideration of the matter to a subsequent meeting.

(7) Unless otherwise decided by the Board of Governors, a presentation of submissions shall be limited to five minutes and, to avoid repetition, any presentation on behalf of an organization, including any municipality, corporation, or association, or on behalf of any group, shall be made by a single representative.

(8) Notwithstanding subsection 30(7), the time involved in receiving and answering questions from the Members shall not be deducted from the time limited for the presentation of submissions.

XIII. COMMITTEES OF THE BOARD OF GOVERNORS

31. The Chair shall be a member ex-officio of all Committees of the Board of Governors and shall be entitled to a vote as a member of such Committees.

32. The Board of Governors may establish such Committees, including standing committees and special committees, for such purposes as it may from time to time deem desirable.

33. Sections 7 to 30 of this By-law shall apply with all necessary changes to the proceedings of any Committee established by the Board of Governors.

34. The Corporate Secretary shall be the secretary of all Committees established by the Board of Governors.

35. All items considered by a Committee shall be reported to the Board of Governors.

XIV. OFFICERS

36. The Board of Governors shall, as it may require from time to time, appoint a General Manager and Corporate Secretary as officers of the Board of Governors

XV. WAIVING OF BY-LAW PROVISIONS

37. (1) Subject to subsection 37(2), a motion to waive, or not to follow a rule of procedure established by this By-law, shall not be passed without a two-thirds (2/3) vote of the Members present and voting.

(2) This section 37 and section 38 may not be waived and shall be followed.

XVI. AMENDMENTS TO BY-LAW

38. (1) This By-law shall not be amended or repealed except by a majority vote of all the Members.

(2) No amendments or repeal of this By-law shall be considered at any meeting of the Board of Governors unless notice of the proposed amendment or repeal was given at a previous regular meeting of the Board of Governors and a copy of the notice of motion to amend or repeal is provided to the Members by the Corporate Secretary by regular mail, fax or electronic mail at least forty-eight (48) hours prior to the meeting at which it is to be considered.

(3) By-laws No. 1, 2 and 4 to 8 of The Board of Governors of Exhibition Place are repealed.

XVII. EFFECTIVE DATE

39. This By-law shall come into force on the day it is enacted by the Board of Governors.

ENACTED AND PASSED this day of , 1999.

Chair

Corporate Secretary

Authority: Report (,1999) of the Corporate Secretary,
Enacted by the Board on , 1999

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

BY-LAW NO. 2-99

To confer certain authorities and responsibilities with respect to the appropriation and commitment of funds, the payment of accounts, and the procurement of goods and services by the Board of Governors of Exhibition Place.

The Board of Governors of Exhibition Place HEREBY ENACTS as follows:

I. INTERPRETATION

1. In this By-law:

"Account" means a financial liability of the Board of Governors arising from a commitment and evidenced by any invoice, pay sheet, receipt or other document indicating payment is due for the goods or services specified in the account;

"Act" means the *City of Toronto Act, 1997 (No. 2)*, as amended from time to time;

"Appropriation" means the allocation of funds by the Board of Governors for a specified purpose of the Board of Governors and shown as such in the Estimates;

"Authorized Signatory" means the an employee of the Board of Governors authorized to execute on behalf of the Board of Governors those instruments pursuant to section 7 of this By-law;

"Award" means the acceptance of a Tender, Proposal or Quotation by the Board of Governors pursuant to the terms of this By-law;

"Bid" means a Quotation, Tender or Proposal;

"Board of Governors" means The Board of Governors of Exhibition Place;

"Budget" means the operating and capital budgets approved by the Board of Governors and Council;

"Call" means a call for Tenders;

"Chair" means the Chair of the Board of Governors;

"City" means the City of Toronto;

"CNEA Board of Directors" means the Board of Directors of the Canadian National Exhibition Association appointed or elected pursuant to the Bill Pr17, *An Act Respecting the CNEA*, as amended from time to time.

"Committee" means any committee appointed by the Board of Governors;

"Corporate Secretary" means the Corporate Secretary of the Board of Governors and includes an appointment by the Board of Governors to fill this position on an interim basis;

"Council" means the council of the City;

"Delegate" means any person to whom the General Manager has delegated authority under this By-law;

"Director of Finance" means the Director of Finance of the Board of Governors or his/her Delegate and includes an appointment to fill this position on an interim basis;

"Estimates" means the annual operating and capital estimates submitted for adoption by the Board of Governors in accordance with section 5;

"General Manager" means the General Manager of Exhibition Place as appointed by the Board of Governors or his/her Delegate and includes an appointment by the Board of Governors to fill this position on an interim basis;

"Member" means a member of the Board of Governors who is either a member, ex-officio, or a member appointed by the Council as provided in the Act;

"Officer" means the General Manager or Corporate Secretary;

"Program Areas" means the Exhibition Place Program, the Canadian National Exhibition Association Program and the National Trade Centre Program;

"Program Manager" means the general managers responsible for the Canadian National Exhibition Association and the National Trade Centre programs, respectively or their Delegates;

"Project" means an undertaking, work or improvement of the Board of Governors included in the capital works program;

"Proposal" means a proposal to supply goods or services in response to a Request for Proposals issued by the Board of Governors;

"Quotation" means an offer to supply goods or services at a price fixed as to the total amount or on a unit basis, or both;

"Request" means a request for Quotations or Proposals;

"Tender" means an offer to perform a Project or other work or undertaking or provide a service at a price fixed as to total amount or on a unit basis, or both; and

"Unit" means an organizational unit of the Board of Governors.

II. GENERAL

2. (1) The Board of Governors has the sole authority, subject to the approval of Council, to allocate funds to Appropriations and Projects.

(2) No Officer, Program Manager, Committee, Member or employee of the Board of Governors shall authorize any expenditure which shall exceed the Appropriation made by the Board of Governors for any purpose, nor authorize the expenditure of money appropriated to a particular Project or purpose to any other Project, purpose, service or work.

(3) No commitment shall be made, no debt shall be incurred, no expenditure shall be made and no Account shall be paid by an Officer, Program Manager, Committee, Member or employee of the Board of Governors on behalf of the Board of Governors except with the approval of the Board of Governors or in accordance with the provisions of this By-law.

3. (1) Despite subsection 3(2) below, during the period between the last meeting in July of the Board of Governors and the first regular meeting of the Board of Governors scheduled after the annual fair known as the Canadian National Exhibition, the provisions of this By-law may be waived and the authority to do the following may be delegated to such Committee as the Board of Governors may designate:

- (a) Make Awards for the supply of materials and services provided for in the operating and capital Budget last adopted by the Board of Governors.
- (b) Make Awards for contracts for work included in the Budget but not yet authorized by the Board of Governors.
- (c) Authorize the acceptance of Quotations, Proposals or Tenders.
- (d) Authorize settlements of compensation or claims for damages not to exceed \$100,000.00.

- (e) Appoint nominees to arbitration boards, as required by the provisions of the collective agreements of the Board of Governors.

(2) Any action taken by a Committee under the authority contained above shall be reported to the Board of Governors for information only at the first regular meeting of the Board of Governors following the annual Canadian National Exhibition.

III. APPROPRIATIONS

4. The Board of Governors, in adopting the Estimates of all sums required during the year for the purposes of the Board of Governors in accordance with the Act, shall determine the sums required for every purpose and the sums required for the various categories of purposes, as approved by Council, shall be an Appropriation.

5. Once the Estimates have been approved by the Board of Governors and Council, all spending by the Board of Governors shall be in accordance with the Budget. Any transfer of sums between Program Areas must be approved by the Board of Governors; and any transfer between Projects must be approved by the Board of Governors and Council.

IV. ADMINISTRATION

6. (1) The Director of Finance shall maintain a current delegation schedule specifying the Officers, Director of Finance, Program Managers and employees of the Board of Governors having financial signing authority on behalf of the Board of Governors for those spending matters listed on the delegation schedule within the monetary limits as set out in this By-law, and specify such restrictions and approval limits that apply.

(2) Any delegation schedule prepared by the Director of Finance pursuant to subsection 6(1) shall be signed by the General Manager and a copy, with specimen signatures of the designated Officers, Director of Finance, Program Managers and employees of the Board of Governors referred to in subsection 6(1), shall be filed with the Director of Finance and submitted to the Board of Governors for review at the last meeting of the calendar year or more frequently as required or as requested by the Board of Governors.

7. (1) The banking business of the Board of Governors shall be transacted with such bank or trust company carrying on a banking business as the Board of Governors may designate, appoint or authorize from time to time by resolution, and all such banking business shall be transacted on behalf of the Board of Governors by such one or more Authorizing Signatories as the Board of Governors may designate, direct or authorize from time to time by resolution.

(2) All withdrawals from such bank or trust company shall be made by cheque drawn on the bank or trust company and signed by any two Authorizing Signatories.

(3) If two Authorizing Signatories are not available to sign as required under subsection 7(2), cheques may be signed by the Chair of the Board of Governors and one Authorizing Signatory.

8. (1) The Director of Finance shall carry out whatever tests and inquiries are appropriate to ensure that satisfactory internal control practices are followed and that the terms of this By-law are duly carried out and the Director of Finance is authorized to issue administrative directives for this purpose to be followed by Officers, Program Managers and employees of the Board of Governors.

(2) The auditor of the Board of Governors shall be the auditor appointed by the City of Toronto as required by the *Municipal Act*.

9. The fiscal year for the Board of Governors shall correspond to the calendar year, being the period from the first day of January to the 31st day of December.

V. AUTHORITY OF THE GENERAL MANAGER

10. The General Manager or Delegate may make a commitment having such terms which are less than one year and which provide for payments not exceeding \$100,000.00 in any one instance provided that the approval of the Board of Governors has been given either by way of an Appropriation in the Budget for that purpose or by way of approval of the Project and the funding is provided therefor. For the purposes of this By-law, a commitment includes a purchase order and an agreement.

11. The General Manager or Delegate may enter into licence agreements satisfactory to the solicitor for the City for less than one year for the rental of the buildings or the grounds on terms consistent with rental policies adopted by the Board of Governors; and the Program Manager for the Canadian National Exhibition may enter into licence agreements satisfactory to the solicitor of the CNEA Board for the period of the annual Canadian National Exhibition for the rental of the buildings or the grounds on terms consistent with rental policies adopted by the CNEA Board of Directors.

12. The General Manager has the following authority with respect to the employees of the Board of Governors:

- (a) Hire employees for positions in the establishment of strength of the Board of Governors or as required by the General Manager provided that funds are available in the Appropriation for that purpose;
- (b) In the absence of any written agreement to the contrary, the General Manager may remove any employee of the Board of Governors other than an Officer of the Board of Governors;

- (c) Recommend to the Board of Governors increases in salary grades for all employees in the establishment of strength of the Board of Governors following finalization of the economic increases for the year by the Council for the City;
- (d) The General Manager shall report to the Board of Governors with respect to the approval of all additions and deletions to the establishment of strength of the Board of Governors.

13. The Officers are hereby authorized to sign documents and affix the corporate seal on behalf of the Board of Governors.

VI. AUTHORITY OF THE DIRECTOR OF FINANCE

14. Despite any other provision in this By-law, the Director of Finance is authorized to pay the following Accounts provided that funds are available in the Appropriation or Project for the purpose of:

- (a) all salaries, wages, and benefits due to any person in the employ of the Board of Governors;
- (b) all retiring allowances and mandatory sick pay grants due to any person previously in the employ of the Board of Governors;
- (c) all accounts for telephones, postage and utilities supplied to the Board of Governors;
- (d) all accounts for fees and levies payable to the federal, provincial or other municipal government, or to any agency, board or commission thereof;
- (e) all accounts for payment of principal or interest on loans or overdrafts, including foreign exchange;
- (f) all accounts relating to employee pension deductions and employer pension contributions in respect of the salaries and wages to those persons who are paid by or employed by the Board of Governors, and which are payable in respect of any duly authorized registered pension plan on behalf of the respective employees.

VII. FORMS OF COMMITMENTS

Purchase Orders

15. (1) Purchase orders for all goods and services costing in excess of \$10,000.00 in any one instance shall be procured through the City of Toronto's Purchasing and Materials Management Division.

(2) Goods and services costing less than \$10,000.00 in any one instance may be procured through a departmental purchase order.

(3) No purchase order shall be issued unless efforts have been made to obtain at least three competitive Bids and the purchase order is issued to the bidder with the lowest cost or lowest life cycle cost meeting the specifications.

Petty Cash

16. (1) There may be established in a Unit a petty cash fund in an amount approved by the General Manager having regard to the operational requirement of the Unit.

(2) The General Manager or Delegate may authorize petty cash expenditures not exceeding \$200.00 in any one instance or such amount as amended by the Board of Governors and City of Toronto from time to time.

(3) The General Manager or Delegate is authorized to reimburse a petty cash fund upon the submission of receipts and such other documentations as may be required.

Professional Services Agreements

17. The General Manager or Delegate may authorize a competitive process to result in the entering into of a written agreement for the provision of professional services at a cost not exceeding \$50,000.00.

Convention, Business and Travel Expenses

18. The General Manager or Delegate shall authorize the reimbursement of expenses, including travel, meal and entertainment expenses, incurred by the Officers, Program Managers, Members and employees of the Board of Governors in carrying out the business of the Board of Governors provided that such expenses were incurred in accordance with such City and/or Board of Governors policies as may be adopted from time to time by the Board of Governors.

Meterage

19. Employees of the Board of Governors who are authorized to use their own vehicles for the purposes of the Board of Governors shall be entitled to claim meterage at a rate equivalent to the rate specified in the applicable collective agreement or, for non-union staff, in accordance with such City and/or Board of Governors policies as may be adopted from time to time by the Board of Governors.

VIII. CAPITAL WORKS PROGRAM

20. (1) The Board of Governors in adopting the annual Estimates shall determine the sums required for every Project.

(2) Notwithstanding the inclusion of a Project within the annual Estimates adopted by the Board of Governors, the funding for each individual Project must have the approval of the Board of Governors.

(3) No Project shall be authorized by the Board of Governors without having either an estimate of the probable cost of each specific element of such Project or, in the absence of an estimate, a limit on the amount to be expended for each element.

(4) No contracts shall be entered into for any Project or specific element of a Project at a larger sum or involving a larger expenditure than the amount so estimated or limited, unless approved by the Board of Governors.

IX. AWARDS

21. (1) All Tenders shall be issued through the City of Toronto's Purchasing and Materials Management Division.

(2) Tenders received by an Officer, Program Manager, employee or agent of the Board of Governors specified in the Call and dated before the time for the close of Tenders stipulated in such Call shall be opened at a public meeting and the prices offered by each, or a summary thereof, shall be read aloud and recorded.

22. Subject to subsection 20(2) the General Manager or Delegate is authorized to make an Award of a Quotation or an Award of Tender if all the following conditions are met:

- (a) the Appropriation for that purpose is in the Budget and funding is provided therefor;
- (b) the Award is less than \$100,000.00 in any one instance and having such term which is less than one year;
- (c) the Award is to the lowest bidder whose Bid meets the specifications and requirements set out in the Request for Quotation or Request for Tender;
- (d) there is no written objection to the Award filed with the General Manager or Delegate, or agent of the Board of Governors before the Award is made;
- (e) the Award is at arms-length with the General Manager or Delegate.

23. All recommendations for Awards based on Proposals received in response to a Request for Proposals, in excess of a total value of \$50,000.00, shall be reported to and must be approved by the Board of Governors.

24. The contents of any Bid shall be made available to the public, on request, to the extent required and permitted by the *Municipal Freedom of Information and Protection of Privacy Act*.

X. EMERGENCIES

25. Notwithstanding any other provision of this By-law, where in the opinion of the General Manager an emergency exists, the General Manager is authorized to take such immediate steps as may be considered necessary, acting reasonably, to deal with the emergency and the General Manager shall:

- (a) if the funds to be committed exceed \$100,000.00, immediately notify the Chair of the Board of Governors of the proposed course of action; and,
- (b) report the action taken and request concurrence of the Board of Governors at its next meeting following such action.

XI. DISPOSAL OF SURPLUS PROPERTY

26. Any materials or equipment owned by the Board of Governors, which is declared by the General Manager to be surplus to Board of Governors requirements, shall be disposed of:

- (a) by firstly arranging for the materials or equipment to be transferred to another department of the City of Toronto which can utilize them;
- (b) by secondly having the materials and equipment disposed of through the City of Toronto's Purchasing and Material Management Division by public auction or by call for competitive bids; or;
- (c) as the Board of Governors may otherwise direct.

XII. FINANCIAL REPORTS

27. The General Manager shall report to the Board of Governors on a regular basis on such matters as requested by the Board of Governors and as provided in policies and/procedures adopted by the Board of Governors.

28. Every report recommending the expenditure of money shall state the grounds on which the recommendation is made with sufficient fullness to enable the Board of Governors to judge the propriety of the proposed expenditure.

XIII. AUTHORITY OF THE CNEA BOARD OF DIRECTORS

29. Despite any provision in this By-law, the CNEA Board of Directors may make any commitment or accept any Tender Proposal or Quotation having such term which is less than one year provided that the approval of the Board has been given by way of an Appropriation in the Budget for that purpose, and that all general policies and procedures of the City are followed including but not limited to those set out in Article VII of this By-Law.

VIII. AMENDMENTS TO BY-LAW

30. (1) This By-Law shall not be amended or repealed except by a majority vote of all the Members.

(2) No amendments or repeal of this By-law shall be considered at any meeting of the Board of Governors unless notice of the proposed amendment or repeal was given at a previous regular meeting of the Board of Governors and a copy of the notice of motion to amend or repeal is provided to the Members by the Corporate Secretary by regular mail, fax or electronic mail at least forty-eight (48) hours prior to the meeting at which it is to be considered.

(3) By-laws No. 1, 2 and 4 through 8 of the Board of Governors are repealed.

XIV. EFFECTIVE DATE

32. This By-law shall come into force on the day it is enacted by the Board of Governors.

ENACTED AND PASSED this day of , 1999.

Chair

Corporate Secretary

Travel and Business Expenditures

Travel Expenses

1. All travel for employees must be approved in advance, before expenses are incurred, as follows:
 - (i) travel for amounts of up to \$2,500.00 must be approved by the General Manager or respective Program Manager;
 - (ii) all travel for the General Manager for amounts of up to \$2,500.00 must be approved by the Chair or, in his/her absence, the Vice-Chair;
 - (iii) all travel for the Program Manager of the Canadian National Exhibition Association for amounts of up to \$2,500.00 must be approved by the President of the CNEA Board and in his/her absence, the Vice President;
 - (iv) travel for amounts in excess of \$2,500.00 must be approved, as the case may be, by either:
 - (a) the General Manager or Program Manager for the National Trade Centre Program, and reported to the Board of Governors for information; or
 - (b) the Program Manager for the Canadian National Exhibition Association, and reported to the CNEA Board of Directors for information;
 - (v) all travel by Members of the Board of Governors must be approved by the Board of Governors, except for:
 - (a) amounts of up to \$500.00, which may be approved by the Chair in consultation with the General Manager; and
 - (b) amounts of up to \$2,500.00 for the Chair, which may be approved by the General Manager.
2. A limit of \$2,500.00 per annum will apply to each employee, with the exception of the General Manager and Program Managers, in which case approvals will be obtained directly from the Board of Governors or CNEA Board of Directors. In special cases, the limit may be exceeded by employees for attending meetings of organizations to provide their expertise and in cases where it is necessary to view or examine specific equipment or operations applicable to Exhibition Place, provided that funds are available and the expenditure is approved the Board of Governors or CNEA Board of Directors.

3. All travel expenses must be paid directly by the employee and reported on a Travel Expense Claim form. Receipts must be attached where they are normally available. No expenses may be charged directly to the account of the Board of Governors or CNEA Board of Directors. Travel advances are available for authorized travel prior to the trip. All expense accounts must be submitted within thirty (30) days of the travel being completed and be approved by the respective Program Manager and/or General Manager.

4. Travel expenses will be allowed at the rate of Economy Air Fare or for meterage at the rate of \$00.36/kilometre or other harmonized rate to be established by the City, from time to time, but not exceeding the cost of equivalent Economy Air Fare.

5. Accommodation will be provided at the single room rate at the conference hotel/motel and must be supported by an invoice.

6. The amount which may be claimed as a per diem for sundry expenses related to an out of town conference/seminar or business trip may be up to \$65.00 Canadian per day in Canada, and \$65.00 U.S. when outside of the country, or such other rate as established by the City, from time to time. Sundry expenses include the following:

- (i) Meals
- (ii) Telephone Calls
- (iii) Entertainment (except under special circumstances and approved by the General Manager or delegate)
- (iv) Local Transportation

7. Registration Fees will be allowed on presentation of an invoice or receipt at actual cost.

Non-Travel Related Business Expenditures

1. Where it is deemed necessary to expend funds for staff meetings, lunches/dinners, reimbursement will be made at actual cost on presentation of an expense report. This report must indicate those present, must include a General Manager, Program Manager or Director and should indicate the purpose of the expenditure.

2. Salaried employees who are not eligible for payment of overtime are entitled to receive a meal allowance in accordance with the terms and amounts established by the Board of Governors and/or the City, upon submission of a receipt.

3. Where it is deemed necessary to expend funds for entertainment, reimbursement will be made at actual cost on presentation of an expense report. This report must indicate those present, must include a General Manager, a Program Manager or Director and should indicate the purpose of the expenditure.

4. Reimbursement for Lunches/Dinners and Entertainment claims submitted by the Chair and other Members will be made at actual cost on presentation of an expense report.

Schedule "D"

Regular Reporting to the Board of Governors
(pursuant to Section 27 & 28 of By-law No. 2-99)

Capital

A monthly Capital Works Program progress report outlining the status of Projects which report will include the contract amount, budget amount, and actual cost of completed Projects. In the event a Project is canceled, no further reporting is required. The report should also outline the change, if any, in the scope of work related to Projects. A report should also be provided, if for whatever reason, a Project that has been put on hold by the Board of Governors recommences. Such a report should be submitted prior to recommencing the Project except in emergency situations.

Payables

A monthly report outlining the total value of accounts payable activities for all Program Areas at Exhibition Place with amounts over \$50,000.00 summarized on a separate schedule.

Receivables

A quarterly report outlining the total value of accounts receivable activities for all Program Areas with amounts over \$5,000.00 and outstanding for 90 days summarized on a separate schedule, which shall be submitted to the Board of Governors at least on a quarterly basis for the periods ending March 31st, June 30th, September 30th and year-end.

Variances

A consolidated report outlining variances from the approved operating Budget for all Program Areas to be submitted to the Board of Governors for the periods ending April 30th, June 30th, and September 30th of each year.

National Trade Centre

A written monthly report submitted by the Program Manager of the National Trade Centre in a form approved by the Board of Governors and similar to that used in other private sector managed facilities outlining the National Trade Centre's anticipated activities and financial condition for the upcoming month, and including a budget update and regular reporting in accordance with the Board of Governors' policies and procedures, and any amendment to such policies and procedures.

SCHEDULE OF AUTHORIZED SIGNATORIES**(PURSUANT TO SECTION 7 OF BY-LAW 2-99)****EXHIBITION PLACE**

- GENERAL MANAGER
- DIRECTOR OF FINANCE
- CORPORATE SECRETARY
- ACCOUNTS MANAGER
- COST ACCOUNTING SUPERVISOR

NATIONAL TRADE CENTRE

- PROGRAM MANAGER
- MANAGING DIRECTOR
- DIRECTOR OF FINANCE

CANADIAN NATIONAL EXHIBITION ASSOCIATION

- PROGRAM MANAGER

DELEGATION SCHEDULE
EXHIBITION PLACE PROGRAM
(PURSUANT TO SECTION 6 OF BY-LAW NO. 2-99)

Commitment and Other Authorities	GENERAL MANAGER		DIRECTOR OF FINANCE		DIVISION HEAD		MANAGERS		ACCOUNTS MANAGER		CONTRACT MANAGERS		COST ACCTG. SUPERVISOR		PAYROLL SUPERVISOR	
	EXPLACE		EXPLACE		EXPLACE		EXPLACE		EXPLACE		EXPLACE		EXPLACE		EXPLACE	
Purchase Requisitions for Corporate PO's (Maximum \$100,000)	Full		Full		Full		\$10,000		\$5,000		\$2,000		\$1,000		\$1,000	
Departmental Purchase Orders (Maximum \$10,000)	Full		Full		Full		Full		\$5,000		\$2,000		\$1,000		\$1,000	
Material and Supply Requests/Work Orders/ R&S	Full		Full		Full		\$10,000		\$5,000		\$2,000		\$1,000		\$1,000	
Consultant (Maximum \$50,000)	Full		Full		Full		\$10,000		-		-		-		-	
Other Agreements (Maximum \$100,000)	Full		-		-		-		-		-		-		-	
License Agreements	Full		-		-		-		-		-		-		-	
Performance Certification/Invoice Approval	Full		Full		Full		\$10,000		\$5,000		\$2,000		\$1,000		\$1,000	
Conference and Business Travel (Maximum \$2,500)	Full		-		-		-		-		-		-		-	
Official Entertainment/Business Meetings	Full		Full		Full		\$1,000		-		-		-		-	
Personnel/Board appointments	Full		-		-		-		-		-		-		-	
Leave of Absences	Full		-		-		-		-		-		-		-	
Tuition Fees and Membership Dues	Full		-		-		-		-		-		-		-	
Payroll - Alternate rates and Step Increments	Full		Full		Full		Full		-		-		-		-	
Payroll - Meterage and Management Lieu Time/M Meal Allowances	Full		Full		Full		Full		-		-		-		-	
Payroll - Attendance Records and Clerical Overtime/Lieu Time	Full		Full		Full		Full		Full		Full		Full		Full	
Voucher Approval**	Full		Full		Full		-		-		Full		Full		Full	
Cheque Approval**	Full		Full		Full		-		-		Full		Full		Full	
Distribution Journal Vouchers for Payments**	Full		Full		Full		-		-		Full		Full		Full	
Payroll Input and Adjustments; Sick Pay Grants; Statutory Remittances**	Full		Full		Full		-		-		Full		Full		Full	Full

(**Administrative Approval Only)

Notes:

- "Full" denotes signing authority delegated by General Manager in accordance with By-law 2-99.
- Approval by Division Head, Managers, Accounts Manager, Contract Managers, Cost Acctg. Supervisor and Payroll Supervisor is restricted to accounts within their area of responsibility.
- Authorization may not be exercised by an officer for any transaction in which he/she benefits.
- "Division Head, EXPLACE" includes the Director of Operations, the Director of Business Development and the Corporate Secretary
- "Managers, EXPLACE" includes the Capital Manager, the Grounds Control Manager, the Facilities and Event Services Manager and the Maintenance Manager
- "Contract Managers, EXPLACE" includes the Contracts Manager and the Materials Manager
- In the absence of the General Manager, the Director of Finance shall be extended full signing authority

Authorized by: _____

Effective: _____

DELEGATION SCHEDULE

THE NATIONAL TRADE CENTRE PROGRAM*
(PURSUANT TO SECTION 6 OF BY-LAW NO. 2-99)

Commitment and Other Authorities	PROGRAM MANAGER		MANAGING DIRECTOR		DIRECTOR OF FINANCE		DIVISION HEAD		OPERATION MANAGERS		ACCOUNTS MANAGER		EVENT MANAGERS	
	NTC	O&Y SMG	NTC	Full	NTC	Full	NTC	Full	NTC	Full	NTC	Full	NTC	Full
Purchase Requisitions for Corporate PO's (Maximum \$100,000)	\$50,000	\$50,000	\$15,000				\$7,500		\$1,000		\$5,000		\$1,000	
Departmental Purchase Orders (Maximum \$10,000)	Full	Full	Full				\$7,500		\$1,000		\$5,000		\$1,000	
Material and Supply Requests/Work Orders/ R&S	Full	Full	\$15,000				\$7,500		\$1,000		\$5,000		\$1,000	
Consultant (Maximum \$50,000)	Full	Full	-				-		-		-		-	
Other Agreements (Maximum \$100,000)	\$50,000	\$50,000	-				-		-		-		-	
License Agreements	Full	-	Full				-		-		-		-	
Performance Certification/Invoice Approval	Full	\$15,000	\$15,000				\$7,500		\$1,000		\$5,000		\$1,000	
Conference and Business Travel (Maximum \$2,500)	Full	Full	Full				-		-		-		-	
Official Entertainment/Business Meetings	Full	Full	\$15,000				\$7,500		-		-		-	
Personnel/Board appointments	-	-	-				-		-		-		-	
Leave of Absences	Full	-	-				-		-		-		-	
Tuition Fees and Membership Dues	Full	Full	Full				\$7,500		-		\$5,000		-	
Payroll - Alternate rates and Step Increments	Full	Full	Full				-		-		-		-	
Payroll - Meterage and Management Lieu Time/M Meal Allowances	Full	Full	Full				Full		-		Full		-	
Payroll - Attendance Records and Clerical Overtime/Lieu Time	Full	Full	Full				Full		Full		Full		-	
Voucher Approval**	Full	Full	Full				-		-		-		-	
Cheque Approval***	Full	Full	Full				-		-		-		-	
Distribution Journal Vouchers for Payments**	Full	Full	Full				-		-		-		-	
Payroll Input and Adjustments; Sick Pay Grants; Statutory Remittances**	Full	Full	Full				-		-		-		-	

(**Administrative Approval Only)

Notes:

- "Full" denotes signing authority delegated by General Manager in accordance with By-law 2-99.
- Approval by a Director, Division Head, Operation Managers, Accounts Manager and Event Managers is restricted to accounts within their area of responsibility.
- Authorization may not be exercised by an officer for any transaction in which he/she benefits.
- "Division Head, NTC" includes Director of Marketing, Director of Event Services and Director of Operations
- "Operation Managers, NTC" includes the Chief Engineer and the Facility Services Manager
- "Event Managers, NTC" includes the International Sales Manager, the Client Services Manager and the Client Services Representative
- Delegation subject to section 2.2(b)(iv) of the Management Agreement (dated September 1, 1996) between THE Board and O & Y SMG Canada and Spectator Management Group and O & Y Properties Inc.
- In the absence of the Program Manager, NTC, the Director of Finance shall be extended signing authority of the Program Manager, NTC

Authorized by: _____

Effective: _____

DELEGATION SCHEDULE

CANADIAN NATIONAL EXHIBITION ASSOCIATION PROGRAM
(PURSUANT TO SECTION 6 OF BY-LAW NO. 2-99)

Commitment and Other Authorities	PROGRAM MANAGER CNEA	CORPORATE SECRETARY	DIVISION HEAD CNEA
Purchase Requisitions for Corporate PO's (Maximum \$100,000)	\$50,000	-	-
Departmental Purchase Orders (Maximum \$10,000)	Full	-	\$1,000
Material and Supply Requests/Work Orders/ R&S	Full	\$5,000	\$1,000
Consultant (Maximum \$50,000)	\$20,000	-	-
Other Agreements (Maximum \$100,000)	\$50,000	-	-
License Agreements	Full	-	Full
Performance Certification/Invoice Approval	Full	\$5,000	\$1,000
Conference and Business Travel (Maximum \$2,500)	Full	-	-
Official Entertainment/Business Meetings	Full	-	-
Personnel/Board appointments	-	-	-
Leave of Absences	Full	-	-
Tuition Fees and Membership Dues	Full	-	-
Payroll - Alternate rates and Step Increments	Full	-	-
Payroll - Meterage and Management Lieu Time/M Meal Allowances	Full	-	-
Payroll - Attendance Records and Clerical Overtime/ Lieu Time	Full	-	Full
Voucher Approval**	-	-	-
Cheque Approval**	Full	-	-
Distribution Journal Vouchers for Payments**	-	-	-
Payroll Input and Adjustments; Sick Pay Grants; Statutory Remittances**	-	-	-

(**) Administrative Approval Only)

Notes:

- "Full" denotes signing authority delegated by General Manager in accordance with By-law 2-99.
- Approval by Corporate Secretary and Division Head is restricted to accounts within their area of responsibility.
- Authorization may not be exercised by an officer for any transaction in which he/she benefits.
- "Division Head" includes Program Manager CNEA, Operations Manager CNEA and Exhibitor Rental Manager CNEA.

Authorized by: _____

Effective: _____

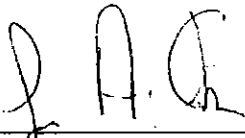
THE BOARD OF GOVERNORS OF EXHIBITION PLACE

BY-LAW NO. 3

A By-law Respecting the
Borrowing of Money by
The Board of Governors of Exhibition Place

1. The Directors of the Corporation may borrow money for use as working capital up to an aggregate amount outstanding at any one time not to exceed \$500,000 provided that the Corporation shall not issue debentures therefor.
2. This By-law shall not come into force until approved by the Council of the Municipality of Metropolitan Toronto.

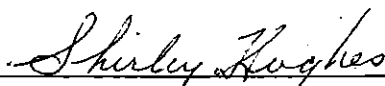
ENACTED by The Board of Governors of Exhibition Place at a meeting duly called and regularly held on this 3rd day of December, 1984, and recorded in the Minutes of the proceedings of the said Board.


Chairman


Corporate Secretary

The foregoing By-law was approved by the Council of the Municipality of Metropolitan Toronto at its meeting held on January 22, 1985, as per communication from the Metropolitan Toronto Clerk dated January 25, 1985, which is attached as Schedule "A", and the said By-law is now in full force and effect.

DATED at Toronto, Ontario this 12th day of February, 1985.


Corporate Secretary

The Municipality of
Metropolitan Toronto

Metropolitan Clerk's Department

City Hall, Toronto, Ontario, Canada M5H 2N1

Telex: 06-23472

Telephone: 947-8010

Walter J. Lotto, Metropolitan Toronto Clerk
Daniel Crombie, Deputy Metropolitan Clerk



January 23, 1985.


Mrs. Shirley Hughes,
Corporate Secretary,
Board of Governors of
Exhibition Place,
Exhibition Place,
Toronto, Ontario.
M6K 3C3

Dear Mrs. Hughes:

I am enclosing, for your information and any attention deemed necessary, the appended Clause No. 41 contained in Report No. 1 of The Metropolitan Executive Committee, which was adopted, without amendment, by the Council of The Municipality of Metropolitan Toronto at its meeting held on January 22, 1985.

Yours truly,

W. J. Lotto/bg
Encl.


Metropolitan Toronto Clerk.

Clause embodied in Report No. 1 of The Metropolitan Executive Committee, as adopted by the Council of The Municipality of Metropolitan Toronto at its meeting held on January 22 and 23, 1985.

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**BY-LAW RESPECTING THE BORROWING OF MONEY BY
THE BOARD OF GOVERNORS OF EXHIBITION PLACE.**

The Metropolitan Executive Committee submits the following communication (December 5, 1984) from the Corporate Secretary, Exhibition Place:

I am forwarding herewith the appended Report No. 6 of the General Manager, Administration, respecting a Borrowing By-law which was adopted, without amendment, by the Board of Governors of Exhibition Place at its meeting held on December 3, 1984.

Will you please place this report on the agenda of the next meeting of the Council of The Municipality of Metropolitan Toronto for authority to enact this By-law and advise me of the decision thereon.

(Report of the General Manager, Administration, Exhibition Place, dated November 29, 1984.)

The Board of Governors of Exhibition Place requires a line of credit and the power to borrow funds from the bank for temporary purposes. During the annual Exhibition we are required to deposit Letters of Credit guaranteeing the prize funds for the lottery and bingo and throughout the year we may need some line of credit to temporarily cover funds for working capital. Clause 16 of the Agreement between the Metropolitan Corporation and the Board authorizes the Metropolitan Treasurer to advance funds for working capital. Since the borrowing arrangement was established with Metropolitan Toronto in 1982, we have not had to borrow from the bank; however, it would be useful to have this available to insure that no cheque is returned by our bank as N.S.F. if there is ever a delay or mix up in requisitioning funds from the Metropolitan Treasury.

Sub-section 210 (3) of the Municipality of Metropolitan Toronto Act states:

"The Board may, with the prior approval of the Metropolitan Council, borrow money for the purpose of acquiring working capital, but nothing in this sub-section authorizes the Board to issue debentures."

It is recommended that:

- (a) the Board pass By-law No. 3, as attached, authorizing a line of credit with its bank, not to exceed \$500,000.00; and
 - (b) a request be forwarded to the Metropolitan Council for approval to enact the above By-law.
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The Board of Governors of Exhibition Place

By-law No. 3

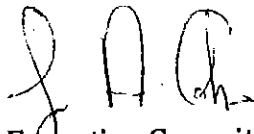
A By-law respecting the borrowing of money by
the Board of Governors of Exhibition Place

1. The Directors of the Corporation may borrow money for use as working capital up to an aggregate amount outstanding at any one time not to exceed \$500,000.00 provided that the Corporation shall not issue debentures therefor.
2. This By-law shall not come into force until approved by the Council of the Municipality of Metropolitan Toronto.

ENACTED by the Board of Governors of Exhibition Place at a meeting duly called and regularly held on this ____ day of _____, 1984.

DATED the ____ day of _____, 1984.

Chairman



Corporate Secretary

The Metropolitan Executive Committee recommends that approval be given to the Board of Governors, Exhibition Place, to enact the foregoing By-law.