



*TAXI LICENSING COMMISSION*

*BY-LAW NO. 1*

A BY-LAW RELATING GENERALLY TO THE  
TRANSACTION OF THE BUSINESS AND AFFAIRS  
OF THE KINGSTON AREA TAXI LICENSING COMMISSION

*PASSED:* January 4, 1990

As amended by:

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## BY-LAW NO. 1

A By-Law relating generally to the transaction of the business and affairs of the Kingston Area Taxi Licensing Commission

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WHEREAS The City of Kingston and the Townships of Kingston, Pittsburgh and Ernestown Act 1989 provided for the establishment of a Taxi Licensing Commission to pass by-laws for licensing, regulating and governing the owners and drivers of taxi cabs;

AND WHEREAS The Minister's Order has resulted in the amalgamation of the former City of Kingston, Township of Pittsburgh and the Township of Kingston into the new "Corporation of the City of Kingston" hereafter referred to as the City of Kingston, and the former Township of Ernestown, Village of Bath and Amherst Island into the Corporation of Loyalist Township, hereafter referred to as Loyalist Township;

AND WHEREAS The Taxi Licensing Commission of the Corporation of the City of Kingston and the Corporation of Loyalist Township (herein referred to as the "Commission") wishes to regulate and license brokers, plateholders and drivers of taxi cabs operating within the City of Kingston and Loyalist Township (hereinafter referred to as the "Area") and to any point not more than five (5) kilometers beyond the limits of the Area for the protection of the health and safety of the patrons of taxi cabs within the Area.

**BE IT ENACTED** as a By-Law of the Commission as follows:

**S E C T I O N   O N E**  
**I N T E R P R E T A T I O N**

1.01 Definitions - In the by-laws and special resolution of the Commission, unless the context otherwise requires:

"Act" means "An Act Respecting the City of Kingston and the Townships of Kingston, Pittsburgh and Ernestown," Bill Pr24; of the Ontario Legislature 1989 and amended by Bill Pr97 of the Ontario Legislature 1990.

"appoint" means "elect" and vice versa;

"by-laws" means this By-Law and all other by-laws and special by-laws of the Commission from time to time in force and effect;

"Commission" means the Kingston Area Taxi Licensing Commission, including the Board of Directors;

"non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Ontario);

"meeting of members" includes an annual or other general meeting of the members and a special meeting of the members;

"participating municipalities" means The Corporation of the City of Kingston, and the Corporation of Loyalist Township.

"recorded address" means, in the case of the member, its address as recorded in the register of the members;

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Commission by Section 2.03 of this By-Law or by resolution passed pursuant thereto;

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter gender; and words importing person include individuals, bodies corporate, partnerships, trust and unincorporated organizations

**S E C T I O N   T W O**  
**B U S I N E S S   O F   T H E   C O R P O R A T I O N**

2.01 Head Office - Until changed in accordance with the Act, the head office of the Commission shall be at the City of Kingston, in the County of Frontenac, in the Province of Ontario and at such location therein as the Commission may from time to time determine by resolution.

2.02 Financial Year - Until changed by resolution of the Commission, the financial year of the Commission shall end on the last day of December in each year.

2.03 - Execution of Instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Commission by two persons, one of whom holds the office of the chairman of the Commission, president, vice-president, general manager or director, and the other of whom holds one of the said offices or an appointed member of any other office created by by-law or by the Commission. In addition, the Commission may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.

2.04 Banking Arrangements - The banking business of the Commission shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Commission, such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.05 The signing officers of the Commission may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Commission. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing or arranging for them. In addition, the board may from time to time direct the manner in which the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

**SECTION THREE  
MEMBERS**

3.01 Number of Members and Quorum - Until changed in accordance with the Act, the Commission shall consist of seven members appointed by the City of Kingston and Loyalist Township, with a minimum of one member from Loyalist Township. A quorum for the transaction of business shall be a simple majority of the appointed members.”

3.02 Qualification - No person shall be qualified for election or appointment as a member if he is an undischarged bankrupt; if he is mentally incompetent or incapable of managing his affairs; or if he has not attained 18 years of age. Members shall be residents of one of the participating municipalities.

- (a) Notwithstanding section 3.02, any person who holds an “active” or valid taxi license, TNC license, or is a current employee of any Taxi Broker or TNC Company, is not eligible for appointment to the Commission, alleviating the potential for pecuniary and non-pecuniary interest pursuant to any “Conflict of Interest Act(s)”, “Member Code of Conduct”, and to this By-Law, being “By-Law Number 1” of the Kingston Area Taxi Commission.

3.03 Consent - No election or appointment of a person as a member shall be effective unless:

- (a) he consents in writing to act as a member before his election or appointment or within ten days thereafter; or
- (b) he was present at the meeting when he was elected or appointed and did not refuse at that meeting to act as a member.

3.04 Election and Term – The election or appointment of officers shall take place at the time the business of the annual meeting of members is conducted and the members then in office shall retire but, if qualified, shall be eligible for re-election. If an election of members is not held at the proper time, the members shall continue in office until the successors are appointed. A list of the members and officers should be provided as part of the orientation kit and also available at no cost to the industry and public through the Office of the Taxi Inspector.

3.05 Removal of Members - The member, by resolution passed in accordance with Section 8 at a meeting of the members called for that purpose, may recommend to the appointing council the replacement of any member before the expiration of his term of office and the substitution of another member by the appointing council in his stead for the remainder of his term. If any member misses, without just or reasonable cause, three consecutive meetings of the Commission, the Commission may notify the appointing municipality with a view to recommending the appointment of another member.

3.06 Vacation of Office - The office of a member shall be vacated upon the occurrence of any of the following events:

- (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy
- (b) if an order is made declaring him to be mentally incompetent or incapable of managing his affairs;
- (c) if he shall be removed from office by resolution of the member as provided for in Section 3.05;
- (d) if by notice in writing to the Commission he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.07 Vacancies - If a vacancy shall occur in the Commission, the Commission may recommend to the appointing council, and request the filling of the vacancy for the remainder of the term. If the number of members is increased, a vacancy or vacancies on the Commission to fill the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

3.08 Action by the Commission - The Commission shall manage or supervise the management of the affairs and business of the Commission. The powers of the Commission may be exercised at

a meeting at which a quorum of members is present or by by-law or resolution consented to in accordance with the Act by the signatures of all the members then in office if constituting a quorum. Where all the members consent thereto, any member may participate in a meeting of the Commission by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other, and a member so participating in the meeting shall be deemed to be present at that meeting. Where there is a vacancy or vacancies on the Commission the remaining members may exercise all the powers of the Commission so long as a quorum remains in office.

3.09 Place of Meetings - Meetings of the Commission shall be held at the head office of the Commission or elsewhere in Ontario.

3.10 Calling of Meetings - Meetings of the Commission shall be held from time to time in such place (subject to Section 3.09) at such time and on such day as the Commission, the Chairman or any four members may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section 8 to each member:

- (a) not less than 72 hours before the time when the meeting is to be held if the notice is mailed; or
- (b) not less than 48 hours before the time when the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication;

provided that no notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice of or otherwise consent to such meeting being held.

3.11 Special Meetings - The board or the chairman of the board shall have the power to call a special meeting of the members at any time subject to the conditions contained in Clause 3.10.

3.12 First Meeting of New Commission - Provided a quorum of members is present, each newly elected Commission may without notice hold its first meeting immediately following the meeting of the members at which such Commission is elected.

3.13 Regular Meetings - The Commission may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Commission fixing the place and time of regular meetings of the Commission shall be sent to each member, together with the agenda, forthwith after being passed, but no other notice shall be required for any such regular meetings.

3.14 Chairman - The Chairman, Vice-Chairman, or in their absence, another member of the Commission, shall be chairman of any meeting of the Commission.

3.15 Votes to Govern - At all meetings of the Commission, every motion shall be decided by a majority of the votes cast on the motion. A non-vote by any person shall be construed to be in the negative. "Bourinot's Rules of Order" shall apply to all votes and the Chairman shall only vote to break an equality of votes.

3.16 The Commission may provide for the creation of an executive committee, comprising three (3) members, who shall be appointed by the Commission and which committee shall exercise such powers as are authorized by the Commission.

3.17 Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that seventy-two (72) hours notice of such meeting shall be sent in writing to each member of such committee. Two (2) members of such committee shall constitute a quorum, provided that all members of the executive committee must be present to vote on money matters. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Commission shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3.18 Annual Meetings - The annual meeting of the members or Board of Directors may be held at such time and on such day in each year as the Commission, or the chairman of the Commission may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, appointing auditors, for the coming year and for the transaction of such other business as may properly be brought before the meeting.

3.19 Chairman and Secretary - The president, or in his absence, the chairman of the board, if such an officer has been elected or appointed and is present, otherwise a vice-president, shall be chairman of any meeting of the members. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, those members of the Commission present shall choose one of their number to be the Chairman. If the secretary of the Commission is absent, the Chairman shall appoint some person, who need not be a member of the Commission, to act as secretary of the meeting, it being understood that if there is not a quorum after the passing of one-half hour of the time set for the meeting, the meeting shall be automatically deemed to be adjourned.

3.20 Meetings of the Commission shall be open to members of the public except when personnel or legal matters are being discussed and a motion is passed by the Commission to move "in camera". This request must be in accordance with the provisions of the Municipal Act.

3.21 Quorum - A quorum for the transaction of business at any meeting of the members shall be a majority of the whole number of members required to constitute the Commission in accordance with Clause 3.01.

3.22 Right to Vote - At any meeting of the members, every member of the Commission shall be entitled to vote.

3.23 Votes to Govern at any Meeting of the Members - Every question shall, unless otherwise required by the articles or by-laws or by-law, be determined by a majority of the votes of the members of the Commission cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall cast the deciding vote. Where the Act requires that a by-law or resolution of the Commission be confirmed by at least two-thirds of the votes cast at a general or special meeting of the members, the question shall be determined by

two-thirds of the votes of the members of the Commission cast on the question according to Bourinot's Rules of Order.

3.24 Show of Hands - Subject to the provisions of the Act, any question at a meeting of the members shall be decided by a show of hands unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll therein is so required or demanded, a declaration by the Chairman of the meeting that the vote on the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

3.25 On any question proposed for consideration at a meeting of the members, and whether or not a show of hands has been taken, the Chairman may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member of the Commission present shall be entitled to one vote, and the result of the poll so taken shall be the decision of the members upon the said question.

3.26 The Chairman of a meeting of the members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time.

3.27 Action in Writing by the Members - In lieu of confirmation or passage respectively at a general meeting of the members duly called, constituted and held for the purpose of considering same,

- (a) any by-law or resolution passed by the Commission may be confirmed or
- (b) any resolution may be consented to, in accordance with the Act, by the signature of all of the members of the Commission.

Any resolution may be consented to by the signatures of all of the members of the Commission who would be entitled to vote at a meeting of the members duly called, constituted and held for the purpose of considering such resolution.

3.28 PROVIDED that the Board of Directors or members of the Commission may, on a two-thirds vote of all members of the Commission or of all of the Board of Directors, suspend any rule of procedure.

3.29 Rules of Order - All meetings of the Commission shall be conducted with 'Bourinot's Rules of Order' as a guide to Parliamentary Procedure subject to the requirements of the Municipal Act.



**S E C T I O N   F O U R**  
**COMMITTEES**

4.01 Advisory Committees - The Commission may from time to time elect or appoint such committees as it may deem advisable, but the functions of any such committees shall be advisory only.

**S E C T I O N   F I V E**  
**OFFICERS**

5.01 From time to time the members shall elect or appoint a Chairman, a Vice-Chairman, and a secretary, and may elect or appoint a general manager, a treasurer or a secretary/treasurer and such other officers as the Commission may determine, including one or more assistants to any of the officers so elected or appointed. One person may hold more than one office, except that neither the Chairman nor the general manager may hold the office of the secretary.

5.02 The Chairman shall be the chief executive officer of the Commission and, subject to the authority of the Commission, shall have general supervision of the affairs and business of the Commission. The Chairman in consultation with the secretary will prepare the agenda for meetings and preside over the meetings ensuring that proper decorum is observed.

5.03 Vice-Chairman - During the absence or disability of the Chairman, his duties shall be performed and his powers exercised by the Vice-Chairman or, if there are more than one, by the Vice-Chairman as designated from time to time by the Commission or the Chairman. A Vice-Chairman shall have such other powers and duties as the Commission or the Chairman may prescribe.

5.04 General Manager - If elected or appointed, the general manager shall have, subject to the authority of the Commission and the supervision of the Chairman, general supervision of the affairs and business of the Commission and the power to appoint and remove any and all employees and agents of the Commission not elected or appointed by the Commission and to settle the terms of their employment and remuneration; and he shall have such other duties as the Commission or Chairman may prescribe.

5.05 Secretary - The secretary shall attend and be the secretary of all meetings of the Commission, committees of the board, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to the members, auditors and members of committees of the board; he shall be custodian of all books, papers, records, documents and other instruments belonging to the Commission except when some other officer or agent has been appointed for that purpose; and he shall have such other duties as the Commission or the Chairman may prescribe.

5.06 Treasurer - The treasurer shall keep proper accounting records in compliance with the Act, and, under the direction of the Commission, shall control the deposit of money, the safe-keeping of securities and the disbursement of the funds of the Commission; he shall render to the Commission quarterly at a regular meeting or when requested by the Commission an account of all his transactions as treasurer for the preceding reporting period and of the financial position of the

Commission.

5.07 Duties of Other Officers - The duties of all other officers of the Commission shall be such as the terms of their engagement call for or as the Commission or the Chairman may prescribe. Any of the powers or duties of an officer to whom an assistant has been appointed may be exercised by such assistant, unless the Commission or the Chairman otherwise directs.

5.08 Variation of Duties - From time to time the Commission may vary, add to or limit the powers and duties of any officer.

5.09 Term of Office - The Commission may remove at its pleasure any officer of the Commission, without prejudice to any officer's rights under any employment contract. Otherwise each officer elected or appointed by the Commission shall hold office until a successor is elected or appointed.

5.10 Terms of Employment and Remuneration - The terms of employment and the remuneration of officers appointed by the Commission shall be settled by it from time to time. Any member appointed as an officer shall not receive remuneration, but may be paid reasonable expenses incurred in the performance of duties.

5.11 Taxi Licensing Inspector - The Commission may appoint a Taxi Licensing Inspector who shall perform such duties as may be designated by the Board of Directors.  
(By-Law No. 1 - 1990)

- (a) Notwithstanding section 5.11, The Chair of the Commission by ex officio, shall hold position and authorities of the Taxi Licensing Inspector, and;
- (b) In the event of a vacancy and/or absence of a Chair, the position of the Taxi Licensing Inspector is vested with the Vice-Chair.

5.12 Clerk of the Commission - The Commission shall appoint a Clerk who shall perform the duties of the Clerk as designated by the Commission and who shall have authority to sign and certify By-Laws and other documents in his or her possession as Clerk, pursuant to the provisions of the Municipal Act, R.S.O., 1980, Chapter 302, as amended.  
(By-Law No. 16 - 1991)

**S E C T I O N   S I X**  
**PROTECTION OF OFFICERS AND OTHERS**

6.01 Limitation of Liability - No officer of the Commission shall be liable for the acts, receipts, neglects or defaults of any other officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Commission through the insufficiency or deficiency of title to any property acquired by order of the Commission for or on behalf of the Commission, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Commission shall be vested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Commission shall be deposited, or for any loss occasioned by any error of judgment or

oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.

6.02 Indemnity - Subject to the limitations contained in the Act, every officer of the Commission and every other person who has undertaken or is about to undertake any liability on behalf of the Commission or any body corporate controlled by it, and his heirs, executors, administrators and other legal personal representatives, shall 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 sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Commission;

provided that no director or officer of the Commission shall be indemnified by it in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility imposed upon him under the Act, or under any other statute unless, in an action brought against him in his capacity as director or officer, he has achieved complete or substantial success as a defendant.

6.03 Insurance - The Commission may purchase and maintain such insurance for the benefit of its officers and employees as the Commission may from time to time determine, except insurance against a liability, cost, charge or expense of the director or officer incurred as a result of a contravention of Section 144 of the Corporations Act.

## SECTION SEVEN COMMISSION POWERS

- 7.01 (a) The Commission may appoint such employees as it considers necessary to carry out its functions.
  - (b) The Commission will develop Job Descriptions for each position outlining job duties, full or part-time, hours of work and establishing a pay scale for the position. It will also define any specific requirements as outlined in the Employment Standards Act.
  - (c) Staff of the commission may be required to participate in the meetings of the Commission and will have voice as determined by the Chairman but with no voting privileges.
- 7.02 (a) The Commission shall appoint one or more auditors licensed under the Public Accountancy Act to audit the accounts and transactions of the Commission annually.

- (b) The Auditor's report and financial statements shall be forwarded to the Council of each participating municipality.
- 7.03
- (a) The Commission shall submit its yearly budget to the Council of each participating municipality by December 1 of each year.
  - (b) Any unresolved disagreement among the participating municipalities as to the contents of the budget shall be referred to the Ontario Municipal Board which shall determine the matter.
- 7.04
- (a) The amount necessary to operate the Commission shall be levied and collected by the participating municipalities in like manner and with the same priority as municipal taxes.
  - (b) The amount mentioned in subsection (a) shall be apportioned among the participating municipalities based on the number of households in each participating municipality.
  - (c) The amount by which the revenues of the Commission exceeds the costs of operating the Commission shall be refunded to the participating municipalities annually in the same proportion as collected under subsection (b).
- 7.05
- (a) A participating municipality that wishes to withdraw from the Commission shall give notice of at least one year to the other participating municipalities.
  - (b) The Commission shall be dissolved if,
    - 1. The City of Kingston withdraws from the Commission.
  - (c) If a participating municipality withdraws from the Commission and the Commission continues to operate, any assets of the participating municipality held by the Commission remain with the Commission.
  - (d) Upon the dissolution of the Commission, any assets held by it shall be distributed among the participating municipalities in proportion to the amount contributed by each participating municipality.
  - (e) Upon dissolution, a participating municipality may acquire some or all of the assets of the Commission upon payment to the other participating municipalities.
  - (f) Any unresolved disagreement as to the distribution of assets of the Commission upon dissolution shall be referred to the Ontario Municipal Board which shall determine the matter.

**SECTION EIGHT  
NOTICES**

8.01 Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the articles, the by-laws or otherwise to the members, the members of the Commission, an officer, or the auditors shall be sufficiently given if it is delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or representative for dispatch. The secretary may change or cause to be changed the recorded address of the members, any director, any officer or the auditor in accordance with any information believed by him to be reliable.

8.02 Computation of time in computing the date when notice must be given under any provision requiring a specified number of days' notice shall be excluded and the date of the meeting or other event shall be included.

8.03 The accidental omission to give any notice to any member of the Commission, an officer, auditor or a committee of the Commission, the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Waiver of Notice - The members, or any member of the Commission, an officer or auditor may waive any notice required to be given to him under any provision of the Act, the articles, the by-laws or otherwise, and such waiver, whether given before or after the time of the conduct of the business of which notice is required to be given, shall cure any default in giving such notice.

**SECTION NINE  
EFFECTIVE DATE**

9.01 Effective Date - This amended By-Law shall come into force on third reading of the amending By-Law.