

## **CONSTITUTION**

### **1.0 Scope/History**

In April 1977, under the Municipal Act, section 204 to 215, the City of Brampton (City) created a by-law (86-77), passed by Council, to establish a Board of Management for a Business Improvement Area (BIA) and entrust it with the governance, operations and the transactions of the BIA, as petitioned by property owners and business people.

By-law 276-88, updating 220-76, outlines the designated lands set out as the BIA area. (See map as appendix A of this document)

The organization was reconstituted via City of Brampton By-law 35-2015 and Council Resolution C025-2015.

### **1.1 Purpose and Objectives:**

The organization is a not-for-profit association responsible for the vitalization and promotion of our vibrant Downtown business community.

The objectives of the Downtown Brampton BIA (BIA) are to promote Downtown Brampton as a business and shopping area as well as the improvement, beautification and maintenance of the lands, buildings and structures in the BIA, that are owned by the City, beyond what is provided by the City itself, subject to the limitations set out in by-law 88-2015.

The BIA is further entrusted with the responsibility to promote the BIA as a business and shopping area with the mandate to market, promote and protect the commercial viability of Downtown Brampton, while advocating on behalf of the membership. As part of advocacy, the BIA may lobby all levels of government on behalf of the interests of the BIA membership.

### **2.0 General**

In all instances the BIA shall operate in conformity with the provisions of the Municipal Act, 2001 – sections 204 to 215 and the City of Brampton By-law 88-2015. The Board of Directors of the BIA, with the approval of the general membership, shall create a constitution and set of operating policies to guide the organization above and beyond what is provided under the Municipal Act, 2001 – sections 204 - 215, so long as it does not interfere or contradict the Act.

### **3.0 Membership**

Members of the BIA consist of those persons who are assessed on the last returned assessment roll, with respect to rateable property in the area set out in By-law 276-88, which is in a prescribed business property class and business tenants of such property.

All property owners and commercial tenants, who pay a portion of the property tax, pay a special levy that funds the organization. These funds constitute the organization's budget and allow the Board and their sub-committees to execute programs and events, with great volunteer support of the membership, on behalf of all of the members within the boundaries.

### **3.1 Determining Tenancy**

In determining whether a person is a tenant for the purpose of section 3.0, the City Clerk of Brampton may accept a list provided under clause 210(2)(b) of the Municipal Act or the declaration of a person that the person is a tenant. The determination of the Clerk is final.

### **4.0 Head Office**

BIA office shall be in the boundaries of the BIA. The current location is 76 Main Street North, Brampton Ontario, L6V 1N7. In the event the Board of Management selects a new location for its head office written notice shall be forwarded to all Members and the City Clerk at least seven days prior to date of relocation.

### **5.0 Board of Directors**

Governed by a volunteer Board of Directors, the BIA is organized into three components; Directors (board members), committee members and staff who work and coordinate together to fulfil short-term goals and long-term strategies on behalf of the membership. Apart from staff, these positions are volunteer.

The Board of Directors shall be appointed by council following the election process via notification through the City Clerk.

#### **5.1 Members of the Board of Directors**

The board shall consist of 8 - 12 members and shall be comprised of the following:

- One or more Directors shall be members of Council appointed directly by the Municipality;
- The remaining Directors selected by a vote of the membership of the improvement area and appointed annually (or at such other appropriate times) as otherwise required by the municipality. 2001, c. 25, s. 204 (3), and
- All positions may be elected from either owner or business category.

#### **5.2 Treasurer and Executive Committee**

The Treasurer of the board shall be the Treasurer or Deputy Treasurer of the City of Brampton, appointed as an Officer of the Board by Council.

The Executive Committee shall consist of the Board Chair, Vice-Chair, the Secretary, a Member of Council and the Treasurer. The Board Members in these roles may be changed every two years at the discretion of the board.

#### **5.3 Quorum**

Before the BIA can legally contract any business of the organization at a meeting, quorum must be present. A quorum is the minimum number of members who must be present at the meeting. To be deemed present, a director may teleconference or attend via skype or other forms of real time social media as deemed acceptable by the Board.

- For meetings of the Board, a quorum shall consist of the majority of the whole number of Directors required to constitute the Board.
- For meetings of the membership, including the Annual General Meeting (AGM) or special member meetings called by the board, quorum shall consist of a minimum of twenty members who are not members of the board of directors.

#### **5.4 Vacancies on the Board of Directors**

A seat on the board of directors becomes vacant when:

- A member ceases to financially contribute to the BIA levy as the director is no longer the owner of a commercial or industrial property with the boundaries of the BIA or if a business relocates their business to outside the boundaries as set in by-law 0276-88.
- Except in the case of sickness, a member is absent from three consecutive regular Board meetings without being authorized to do so by a resolution of the board. Upon 30 days' notice in writing to the absent member, the Board may pass a motion authorizing the removal of such member and only then will the member cease to be a member of the Board of Management.

When a vacancy occurs on the board for any reason:

- The board shall promptly notify council, with the board being entitled to continue to act provided quorum is present.
- In the event that the remaining members of the Board no longer constitute a quorum, a general membership meeting shall be called by the remaining members for the purpose of elections qualified members to fill the vacancies.
- Council and the Board of Directors may appoint a qualified person, set out in section 3.1 and 5.1 to hold office for the unexpired portion of the term for which their predecessor was elected.

#### **5.5 Term of Office**

- The Term of Office shall be approximately four years.
- Each Director shall hold office from the time of appointment by council until the first AGM held after the municipal election. Directors shall hold office until their successors are appointed as per section 5.0.

#### **5.6 Remuneration**

Each Director shall serve as a volunteer member on the BIA, and therefore shall not be remunerated for their services as Director.

Each Director shall be paid such sums in respect of the out-of-pocket expenses incurred in attending meetings of the Board, meetings of any committee of the Board of which he/she is a member, or meetings of Members or otherwise incurred in connection with the performance of his duties as a Director, as the Board may from time to time determine.

### **5.7 Conflict of interest**

At the beginning of each meeting, as an agenda item, it shall be the duty of every Board member who is in any way, whether directly or indirectly, interested in a contract or arrangement that may be an item to be discussed by the Board and has some financial benefit to the Board member, either directly or indirectly, to declare this interest in the manner required by the Municipal Conflict of Interest Act, R.S.O. 1990, c. M-50 and not participate in the discussion and voting. This applies to a personal self-interest and the interests of any spouse, children, parents, parents-in-law or siblings.

### **5.8 Responsibilities of the Board of Directors**

The Board of Directors shall:

- Advise the Council of its election by the general membership for confirmation as provided in the Municipal Act.
- Appoint a Chair and Vice Chair plus a Secretary.
- Manage the activities, determine the policies and supervise the affairs of the BIA. All Board decisions shall be after due consideration of the wishes of the majority of the general membership as established via membership engagement and meetings.
- Maintain liaison with City of Brampton Council and departments.
- Prepare and approve a proposed business plan and annual budget for the fiscal year(s) required by the date and in the format required and shall hold one or more meeting of the Members for discussion of the proposed budget.
- Submit the annual financial report including audited and certified financial statement of its affairs, balance sheet and revenue and expenditure statement, as compiled by the City of Brampton Treasury department, to the membership at the Annual General Meeting.

### **5.9 Board Directors duties:**

The Chair shall:

- Chair at meetings of the Board and Membership.
- Rule on all procedural matters and maintain decorum.
- Ensure motions and business matters are clearly expressed and if there is no motion under consideration, summarize the discussion for the purpose of the minutes.
- Have general supervision of the affairs of the BIA.
- Have signing authority for the organization along with the Treasurer.
- Sit, ex officio, on all committees of the Board of Directors.
- Be the representative of and spokesman for the Board and BIA as required.
- Perform other duties as the Board may, from time to time, assign.

The Vice-Chair shall:

- In the absence of or inability to act of the Chair, the Vice-Chair shall have full power and authority to act as Chair and in any such case the absence of or inability to act of the Chair shall be presumed.

- Perform other duties as the Board may, from time to time, assign.

The Secretary shall:

- Ensure all meeting notices, with an agenda of the matters to be considered, are sent five days in advance of the meeting.
- Ensure minutes are recorded for all meetings and are submitted to the City Clerk as per process as well as posted online.
- Ensure BIA records are kept up to date.
- Perform other duties as the Board may, from time to time, assign.

The Treasurer shall:

- Supervise the keeping of the accounts of the BIA and its banking arrangements.
- Present the financial statements to the board for review on a quarterly basis.
- Ensure the timely deposit of all funds related to the day-to-day operations of the BIA.
- Advise the Board of Management with respect to the audited financial report which is presented at the Annual Meeting.

The Directors Shall:

- Chair subcommittees.
- Ensure the committees they sit on acts within its mandate.
- Report to the Board of Directors on the activities of the committee(s) they chair.
- Perform other duties as the Board may, from time to time, assign.

### **5.10 Committees of the Board**

BIA sub-committees help the Board to plan and administer approved initiatives, projects or to examine specific areas of concern.

Sub-committees propose initiatives and suggest expenditures for approval by the Board.

Sub-committees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board. Similarly, if sub-committees contract out work related to their activities, the Board must approve the expense and those employed.

Ultimate responsibility for their activities rests with the BIA Board of Management which must therefore receive written reports (minutes) on sub-committee activities at monthly Board meetings.

They are expected to work closely with the BIA Executive Director.

## 6.0 Meetings

The Board should base their decision-making process and rules of order for meetings on Procedure by-law 160-2004, used by the City of Brampton. When in doubt, use Robert's Rules of Order as a basis for proceedings.

Any member of the BIA may ask that issues or items of interest be placed on the agenda of the BIA for discussion and/or resolution. They may contact any BIA Board Member or the BIA office for inclusion of an item on an upcoming agenda. Additionally, with reasonable notice, any member may make a request to make a deputation or presentation to the BIA.

## 6.1 Errors of Omissions

The accidental omission to give notice to any member, Board Member, Officer or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

## 6.2 Board Meetings

- Board to meet a minimum of 10 times annually.
- Agenda and minutes to be approved to be sent five days prior to meeting date.
- Any documents for review should be sent five days prior to meeting.
- Board meeting date, time, location and agenda should be posted online.
- Minutes, once approved by the Board, are to be posted online.
- Board meetings are open to the membership to attend – any member wishing to address the board (thus not just observing) must submit such a request five days prior to the meeting.
- Board meetings are open to the public with the exception of matters for which a meeting or part of a meeting may be closed to the public pursuant to and in accordance with Section 239 of the act, including but not limited to legal advice, litigation or personnel matters.
- The Board may call an *in camera* session to consider matters of finance and personnel provided that prior to moving *in camera* a resolution is passed stating:
  - The fact that the Board is convening into closed session.
  - The general nature of the matter to be discussed.
  - The only matters to be considered *in camera* are as follows:
    - Security of the property of BIA.
    - Personal matters about an identifiable individual.
    - Proposed or pending acquisition or disposition of land by BIA.
    - Labour relations or employee negotiations.
    - Litigation or potential litigation affecting the BIA.
    - Advice that is subject to solicitor-client privilege.

## 6.3 Committee Meetings:

- Committees should have a regular meeting schedule.
- Agenda and minutes to be approved to be sent five days prior to meeting date.
- Any documents for review should be sent five days prior to meeting.
- Board meeting date, time, location and agenda should be posted online.

- Minutes, once approved by the Committee, are to be posted online.
- Board meetings are open to the membership to attend with the drive to increase committee size when needed.

#### **6.4 Annual General Meeting (AGM)**

- Each calendar year the Board of Management must call and hold one AGM.
- The meetings shall be held in a facility located within the BIA boundaries.
- At the AGM audited financial statements for the previous year are to be presented.
- Agenda is to allow dialogue for upcoming business plan and budget development for the next calendar year.
- Membership should receive written notice of the AGM not less than 30 days prior to the meeting date and public notice must appear in one local newspaper prior to the meeting date.
- To contribute to the agenda or state concerns, members must make their request no later than 15 days prior to the meeting – via email and written correspondence.
- An agenda for the AGM with copies of the most recent audited financial statement should be distributed to the general membership not less than 10 days prior to the meeting with the agenda.

#### **6.5 Special Members Meetings**

- The Board may also call and hold at any time one or more Special Members Meeting(s) to deal with special issues or to update the organization membership.
- The membership, with petition of 50 percent of the membership, may request the Board call a Special Members Meeting.
- Notification should follow the guidelines as per AGM.

#### **6.6 General Election Members Meeting**

- Frequency - elections are to be held every four years, at the planned AGM that follows the municipal election and notification should follow the guidelines as per AGM; and
- Voting
  - It is the responsibility of the BIA member to register their voting delegate before the election process begins.
  - The names of those Board members wishing to continue their term must appear on the ballot.
  - A voting delegate may make nominations from the floor with a seconder.
  - If desired, the Chairman for the purpose of counting ballots may appoint one or more scrutineers (who need not be members).
  - Only one delegate per business member can be nominated for election at any one time.
  - All members are entitled to voting privileges at the General Election Members Meeting, one vote per member regardless of number of properties and/or businesses owned.
  - Written proxies are not permitted.

## **7.0 Financial**

All payments for the BIA including expenses and payroll are processed via Trust funds administered by the City's Finance Staff.

The City Treasurer has full authorities to manage the Trust funds in according to the BIA bylaw.

Both the City Treasurer and the BIA Treasurer's signatures appear on the cheques.

## **7.1 Fiscal Year**

- The fiscal year of the BIA is from January 1 to December 31.

## **7.2 Budget**

- The AGM the agenda is to allow dialogue for upcoming business plan and budget development for the next calendar year.
- The Budget Committee shall prepare the annual budget for the fiscal year(s) required and bring forward to the Board of Management for approval.
- The BIA shall hold one or more meetings of the Members for presentation of the approved budget.
- The approved budget and proposed business plan to be submitted to the City of Brampton by the date and in the format required.

## **7.3 Procurement Policy**

- The BIA, as directed in by-law 88-2015, will follow the policy of the City of Brampton.

## **7.4 Approval of Financial Transactions** Signing authority:

The Chair shall have signing authority (the Vice Chair, if Chair is unavailable) for the organization along with the Treasurer.

In order to ensure that the BIA office can function effectively, and that there is adequate financial control by the Board, there are two levels of approval established for financial transactions.

The Executive Director of the BIA can make a financial transaction to a maximum of \$5,000, without prior consultation with, or approval by, the Board of Management provided that:

- The purchase is one that was included in the approved budget.
- The purchase does not result in an overage in the budget item.

The Executive Director of the BIA can make a financial transaction of \$5,001 or over only at the direction of the Board and provided that:

- The purchase has been approved by motion at a meeting of the Board of Management and the approval is documented in the Minutes of the Meeting.
- The procurement process has been followed.



- If the expenditure is required to conduct immediate business, then the Executive Committee may be called upon to approve, in person or via email approval. This must then be acknowledged at the next board meeting.

### **7.5 Banking**

The disbursements of funds shall be by cheque or City of Brampton issued credit card assigned to the association where possible/practical.

### **8.0 General**

New members

- All new member businesses are to be presented with a 'Welcome Package' by staff and/or a member of the Board of Management. At this time their preferred method of communication should be ascertained.

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### **9.0 Constitution**

- Changes to the current constitution may be suggested to the Board/BIA staff no later than 15 days prior to any AGM. No amendments may be made from the floor of the AGM.
- Any amendments to the current constitution are to be approved by the membership as part of the AGM.

### **9.1 APPROVAL**

This Constitution shall come into force when approved by the Board of Directors and confirmed by quorum at the membership of the BIA at the AGM or Special Members Meeting.

Approved by the Board of Management on this day: February 3, 2016

Confirmed by the Members on this day: February 3, 2016