

Constitution
(Oshawa Central Business District Improvement Area -
ODBIA)
Date: September 25, 2019

NAME

The name of the organization is "Oshawa Central Business District Improvement Area (commonly referred to as ODBIA)".

The membership of the organization elects "the Board of Management for Oshawa Central Business District Improvement Area (or ODBIA Board)" which is in turn appointed by the Council of the City of Oshawa through Bylaw # 94-74.

LEGISLATIVE DIRECTION

The direction provided by Council pursuant to Bylaw # 94-74 reads as follows:

“There is entrusted to the Board, subject to the limitations hereinafter set out, the improvement, beautification and maintenance of the municipally owned lands, buildings and structures in the area beyond such improvement, beautification and maintenance as is provided at the expense of the municipality at large, events, business recruitment, communication, and the marketing and promotion of the area as a business shopping area.”

Provincial Legislation - Municipal Act, 2001, S.O. 2001, c. 25

Designation of improvement area
204. (1) A local municipality may designate an area as an improvement area and may establish a board of management,

(a) to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally; and

(b) to promote the area as a business or shopping area. 2001, c. 25, s. 204 (1).

PURPOSE

The Council of the City of Oshawa appoints the Board of Management of ODBIA to:

Plan and administer activities for the promotion and economic development of the ODBIA as an attractive business and shopping area as well as for the maintenance of the appearance of the downtown core (to develop, promote and protect commercial viability of the area);

Engage in strategic planning necessary to address ODBIA issues for its members;

Advocate on behalf of the interests of ODBIA catchment and its members;

Manage the money that is collected by the City of Oshawa from the required special BIA levy for these activities;

To strive to ensure that each member of the ODBIA receives fair representation from the Board of Management.

BOUNDARIES – ODBIA AREA

The boundaries of ODBIA as established by City Council.

All businesses within the designated area are assessed for a special levy that is collected by the City of Oshawa to support the activities of ODBIA.

MEMBERSHIP

Membership of the organization shall consist of all property owners currently paying the levy, and including tenant businesses with a gross lease located and/or operating within the designated ODBIA boundaries. Only members in good standing have a right to vote.

Only members of ODBIA have the right to vote for representatives to the Board of Management of ODBIA and to vote on issues brought to a General Meeting of ODBIA.

Each member has the right to nominate an owner or employee of a business or property (or their designate) to stand for election to the Board of Management of ODBIA according to requirements set out in the Municipal Act 2002 s. 204 ss. 4.

All members are entitled to voting privileges at the Annual General Meeting, one vote per member. Written proxies only are permitted. Each member has one vote regardless of the number of properties or businesses owned by any member.

Any member of ODBIA may ask that issues or items of interest be placed on the agenda of ODBIA for discussion and/or resolution. They may contact any ODBIA 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 in writing to make a deputation or presentation to ODBIA. Said request is to be directed to the Chair of the Board of Management.

Additional membership classifications may be added and/or deleted via the ODBIA "Policies and Procedures". The removal of a member in good-standing status, with definitions and descriptions for removal in the ODBIA "Policies and Procedures", requires a 2/3 vote from the sitting Board of Management, with membership status to be reviewed annually. The ODBIA will continue to collect the levy after removal of the member in good standing status.

BOARD OF MANAGEMENT

The Board of Management of ODBIA is a standing committee of the Council of the City of Oshawa, in accordance *Municipal Act* pertaining to BIA's under Section 204.

Remuneration

Board of Management and sub-committee work is done on a volunteer basis. No Officer, member of the Board, sub-committee member, or their relatives shall directly or indirectly

receive any profits or remuneration as the result of their position with ODBIA. Board Members may be paid reasonable and necessary expenses incurred in the performance of their duties that have been budgeted and receipted.

Term of Office

The Board's Term of Office runs concurrently with that of the Municipal Council appointing it – a full-term is considered four (4) years, with members able to sit for upwards two (2) full-terms. Afterwards a full-term of four (4) years must pass before a member is eligible to serve two (2) more consecutive terms.

Officers

1. The organization shall have the following officers: Chair, Vice Chair, Immediate Past Chair, Secretary, and Treasurer
2. The duties of these officers shall be:

- I. **Chair**

The Chair or designate of the BIA acts as the spokesperson of the Board as a whole and represents the will of the BIA Board of Directors.

The Chair is:

- An Officer of BIA;
- A Member of the Executive Committee.
- Must have served on the Executive Committee for one (1) full year prior to nomination. If no Executive Committee member meets this qualification, a Director At-Large with one (1) full year of service may be nominated. If no Director At-Large meets this qualification, the Board of Management may choose an elected Board Member for nomination.
- May serve upwards of a full-term of four (4) years. A non-full-term tenure would include, but is not limited to, a nomination after a previous chair resignation, after which the Chair is not permitted to be nominated for another term without having completed a four (4) year full-term rotation off of the Board of Management and an additional year of service as a Director At-Large.

Responsibilities of the Chair

- Will have signing authority for the organization;
- Oversee Board and Executive Committee meetings;
- Serve as an ex-officio member of all committees;

- Work in partnership with staff to:
- Ensure Board resolutions are carried out
- Prepare the Agenda for Board Meetings
- Conduct new member orientation;
- Ensure an annual performance evaluation of the Executive Director takes place;
- Support Board Members to carry out their responsibilities;
- Call Special Meetings if necessary;
- Work with the entire Board to recruit new members,
- Serve as liaison with Senior Management Team of the City of Oshawa; and,
- Review and approve all Media Releases.

II. Immediate Past Chair

The immediate Past Chair is:

- A non-voting ex-officio;
- A Member of the Executive Committee.
- Immediately serve upwards of one (1) year directly following completion of Chair tenure. Exemptions include member in good standing status.

Responsibilities of the Past Chair:

- Ensures continuity in the Association;
- Provides “corporate memory” for the Board;
- Chairs meetings in the absence of the Chair and Vice-Chair, as well as assuming the duties of Vice Chair in his or her absence;
- Acts as advisor and mentor to the Executive Committee of which they are a member;
- In cooperation with the Chair, represents BIA to the public, and;
- After the Annual General Meeting, holds a Board meeting of the Board of Directors to elect the Officers.

III. Vice Chair

The Vice Chair is:

- An Officer of the ODBIA;
- A member of the Executive Committee.

Responsibilities of the Vice Chair:

- May be one of the four Board Members who have signing authority;
- Acting Chair in the absence of the Chair;
- Assists the Chair in his or her duties;

- Chair is a Standing Committee.

IV. Treasurer

The Treasurer is:

- An Officer of the ODBIA;
- A Member of the Executive Committee.

Responsibilities of the Treasurer:

- Will have signing authority for BIA;
- Ensures responsible tracking of BIA finances;
- Together with staff, ensures a record of all financial activity is presented at each Board Meeting;
- Ensures documents are prepared for the annual audit;
- Oversees the preparation of the draft budget;
- Monitors and assesses BIA's financial activities to ensure compliance with the direction and aims of the Board;
- Ensures that all financial reporting and government records are processed in a timely manner complying with all deadlines e.g. Ensure audit by March 31st;
- Prepare a draft budget by September, gain Board and AGM approval in October, City Council approval by November 30th, to ensure an April release of funds, and;
- Chairs the Finance and Audit Committee

V. Secretary

The Secretary of the Board is:

- An Officer of the ODBIA;
- A Member of the Executive Committee.

Responsibilities of the Secretary of the Board:

- Will have signing authority for BIA;
- Ensures responsible tracking attendance of general meetings;
- Ensures responsible tracking of obtaining signatures of attendees of the Annual General Meeting of BIA;
- Records minutes of In Camera meetings of the Board of Directors, and;
- May chair a standing committee.
- May chair a standing committee.

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- 3. Removal of officers: Officers serve at the pleasure of the Board and may be removed from office by a majority vote of the Board. An officer must be given notice in writing at least five (5) business days in advance of a Board meeting that a motion to remove him/her/them from office will be made. If the officer is not a Board Member, the officer shall have the right to attend and speak at the Board meeting with respect to the question of his/her/their removal.
- 4. Officers must provide thirty (30) days' written notice for resignation of Board responsibilities.
- 5. The Board will be comprised of individuals as outlined in City of Oshawa Municipal Bylaw 94-74.

Non-Voting Ex-Officio Appointees to The Board

Where appropriate, the Board of Directors may appoint non-voting ex-officio representatives from the municipality, other agencies & associations (non-governmental and governmental) as non-voting ex-officio members of the Board, Board of Director and Executive Committee meetings, where appropriate. Non-voting ex-officio appointees are above and beyond the Board Directors.

The non-voting ex-officio appointees may be invited to attend membership, Board of Director and Executive Committee meetings, where appropriate. Non-voting ex-officio appointees are not permitted to be in-camera unless Board of Management waves such rules.

Responsibilities of the Board

The Board is responsible for:

- 1. Drafting and approving of Policies and Procedures to ensure the effective operation of ODBIA and for amending these Policies and Procedures as necessary.
- 2. Ensuring that Board Policies and Procedures are implemented effectively.
- 3. Acting as a legal entity to enter into contracts required by the activities of the Board, such as the maintenance, beautification, promotion, economic development as well as the marketing and advertising of the downtown designated area.
- 4. Electing an Executive who will also act as Signing Officers for the Board.
- 5. Drafting an annual budget for approval by quorum of the Board of Management; submitting the approved budget to the City of Oshawa; requesting release of the levy and implementing the annual budget as approved by the Municipal Council and presentation of the approved budget to ODBIA membership.

- a. The annual budget approved by the Board of Management and ratified by City Council shall be presented to the ODBIA membership in attendance at the Annual General Meeting. Notification of this meeting shall be given to the membership not less than two weeks (fourteen days) prior to the meeting date.
 - b. The meeting will be held every fall unless otherwise posted with a 60-day notification to the membership.
 - c. At each Annual General Meeting audited financial statements for the previous year shall be presented to the membership.
6. The ODBIA Board shall have the authority to raise funds through events held, to supplement the budget for ODBIA programs.
 7. Ensuring that financial transactions are appropriately carried out, that records of all financial transactions are maintained and that these records are audited annually by the auditing firm specified by the City of Oshawa.
 8. Ensuring that minutes of all Board meetings are recorded and distributed to The City of Oshawa and its members through both the City of Oshawa and ODBIA websites.
 9. Establishing sub-committees and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by The City of Oshawa as well as ensuring committee minutes are recorded and kept on file at the office of the Board.
 10. Hiring the Executive Director to carry out the Board's directives.
 11. Maintain communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
 12. All other activities necessary to the effective operation of the Board and ODBIA.
 13. To establish bylaws for good governance of the ODBIA, provided that should there be a conflict between the said internal bylaws and the constitution, the constitution will prevail.

Amendment to Constitution

1. Any amendment to this constitution may be adopted by a two-thirds (2/3) vote of the Board Members present at any Board meeting provided written notice of the proposed amendment and date of such meeting shall have been given to Board Members at least ten (10) business days prior thereto.

2. Any amendment approved by the Board is effective until the conclusion of the AGM following its adoption by the Board but must be ratified by two-thirds (2/3) of votes cast by the membership on the amendment in order to continue in effect after the AGM.

Coming Into Force

This Constitution shall come into force when approved by a majority of the membership of Oshawa Central Business District Improvement Area.

Passed by the Board of Management on this day _____

Confirmed by the Members on this day _____