



## CONSTITUTION

### PREAMBLE

A Board of Management is established for the area designated in By-law Number 2008-211/212 as the Lindsay Downtown Business Improvement Area, to oversee the improvement, beautification and maintenance of municipally-owned land, building and structures in the area beyond that provide at the expense of the municipality generally, and to promote the area as a business or shopping area (Ontario Municipal Act 2001, c.25, s204(1)). The LDBIA is located within an area which has been designated within a Heritage Conservation District by the municipality under the Ontario Heritage Act.

### 1.0 | GENERAL

For the purpose of this document, definitions are as follows:

AGM – shall mean the Annual General Meeting, to which all Members of the LDBIA shall be invited;

Area – shall mean the area comprised of the land outlined in Schedule 'A' which has been designated by Council as the Lindsay Downtown Business Improvement Area area within the meaning of the Municipal Act, as such area may, from time to time, be expanded or contracted by Council in accordance with the provisions of the Municipal Act;

Board – shall mean the Board of Management (also referred to as the Board of Directors) for the LDBIA;

Board Director – shall mean a Director of the Board of Management for the LDBIA;

Board Meeting – shall mean a meeting of the Lindsay Downtown Business Improvement Area Board of Management, as per Section 8;

Business Day – shall mean any day other than a Saturday, Sunday or holiday as defined under the Legislation Act, 2006, S.O. 2006, c. 21, Schedule F, as the same may be amended, replaced or restated from time to time;

Business Property – shall mean property which is zoned commercial under the City of Kawartha Lakes' Comprehensive Zoning By-law and located within a Business Improvement Area;

City – shall mean the municipality of the City of Kawartha Lakes;

Council – shall mean the Council for the City of Kawartha Lakes;

Heritage Conservation District – shall mean a defined geographical area within a municipality that is protected under a local bylaw to ensure conservation of its existing heritage character, enabled under Part V of the Ontario Heritage Act;

LDBIA – shall mean the Lindsay Downtown Business Improvement Area;

LDBIA Member/Membership – shall mean all persons who own property in the BIA that is Business Property; and non-residential tenants who are occupying the Business Property;

Levy – The tax amount assessed and collected by the City of Kawartha Lakes on properties in the LDBIA Area used to fund the outlined activities of the LDBIA;

Municipal Act – shall mean Municipal Act, 2001, S.O. 2001, c. 25, as the same may be amended, replaced or restated;

Special Meeting – shall mean a general meeting of the LDBIA to which all Members of the LDBIA shall be invited;

Sub-Committee – shall mean a group that consists of members of the Board of Management and general membership who are in charge are specific tasks and goals.

*In this Constitution, a reference to a section or subsection refers to a particular section or subsection of this Constitution unless the reference is specific to another document or legislation.*

## **2.0 | PURPOSE**

- 2.01 The LDBIA is entrusted by the City, subject to the limitations hereinafter set, to address:
- a) the improvement, beautification, maintenance and marketing of the LDBIA Area;
  - b) to promote the Area as a business and/or shopping area;
  - c) engage in strategic planning necessary to address LDBIA issues;
  - d) advocate on behalf of the interests of the LDBIA;
  - e) administer and oversee funds that are collected yearly through the levy.

## **3.0 | RULES OF PROCEDURE**

- 3.01 The Board of Management shall operate in accordance with the Lindsay Downtown Business Improvement Area's Procedural By-Law.

## **4.0 | MEMBERSHIP**

- 4.01 All properties within the designated area are assessed for a special levy that is collected by the City to support the activities of the LDBIA.
- 4.02 LDBIA Membership includes all properties and business tenants in the area outlined in Schedule A.
- 4.03 All new businesses are to be presented with a 'New Member Package' by either staff or a Director on the Board of Management. At that time their preferred method of communication should be addressed.
- 4.04 All members of the LDBIA are encouraged to have a participatory role in directing the activities of the Board, via participating in sub-committees and LDBIA events & initiatives.

## **5.0 | VOTES**

- 5.01 Only members of the LDBIA have the right to vote for representatives of the Board of Management and to vote on issues brought to a Special Meeting of LDBIA.
- 5.02 Each member has one vote regardless of the number of properties or businesses owned by any member.
- 5.03 Associate Members who are voluntary, and do not contribute to the levy, are not entitled to a vote.

## **6.0 | BOARD MEETINGS**

- 6.01 Meetings will be at the call of the Chair, a minimum of ten (10) meetings per fiscal year.
- 6.02 Fifty per cent, plus 1 of the total number of Board Directors must be present to constitute a quorum.
- 6.03 The Board may retire to an in-camera (closed) session to consider matters of finance and personnel, provided that prior to moving in camera a resolution is passed stating:
- a) The fact that the Board is convening into closed session, and;
  - b) The general nature of the matter to be discussed.
- 6.04 According to Municipal By-Law 2008-212 the only matters to be considered in-camera are as follows:
- a) Security of the property of LDBIA;
  - b) Personal matters about an identifiable individual/s;
  - c) Proposed or pending acquisition or disposition of land by LDBIA;
  - d) Labour relations or employee negotiations;
  - e) Litigation or potential litigation affecting LDBIA;
  - f) Advice that is subject to solicitor-client privilege.

- 6.05 Meetings will be open to any member of LDBIA or the public who may attend, but may not take part in the proceedings unless invited to do so by the Chair.
- 6.06 Seven (7) calendar days' written notice of request to make any deputations or presentations at a meeting of LDBIA should be given to the Chair to ensure a place on the agenda and to allow time for staff to prepare any supporting documentation and/or to answer information that may be helpful.
- 6.07 Twenty-four (24) hours' written notice of request to speak to a scheduled agenda item of an LDBIA meeting should be given to the Chair.
- 6.08 At all meetings of the Board every motion shall be decided by a majority of the votes cast on the questions, done by a show of hands. In case of a tie-vote, the Chair of the meeting shall be entitled to a second or casting vote.
- 6.09 As a Board of Management, the Board should base their decision-making process and rules of order for meetings on the procedures set out by the Procedural By-Law. Where the by-law is silent, procedures used by City Council (via Robert's Rules of Order) will be referenced as a basis for their proceedings.
- 6.10 In order to represent the entire interests of LDBIA membership, decisions regarding the business and operation of the BIA are not made in isolation or by individuals (except where explicitly stated elsewhere in this Constitution) but as a result of shared information, discussion and majority agreement by the Board as a whole and when appropriate, in consultation with its members. Executive Committee meetings, when held, should adhere to a similar intent.
- 6.11 At the beginning of each meeting, as an agenda item, it shall be the duty of every Board Director 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 Director, either directly or indirectly, to declare this interest and not participate in the discussion and voting. This applies to a personal self-interest and the interests of spouses, children, parents, parents-in-law or sibling.

## 7.0 | SPECIAL MEETINGS

- 7.01 The Annual General Meeting (AGM) shall be held annually and be governed as outlined in the Procedural By-Law.
- 7.02 The Board may call a Special Meeting for the benefit of the membership, for any date and time to be held at a location in Lindsay, as the Board shall determine.
- 7.03 The notice for the Special Meeting shall indicate the items to be considered at the Special Meeting.
- 7.04 Notice of the Special Meeting shall be posted on the BIA's website and given to every member listed on the Membership Roll as least two (2) Business Days prior to the meeting, via their preferred method of communication.
- 7.05 Only the business specified in the notice for the Special Meeting may be transacted at the Special Meeting.

## 8.0 | BOARD OF DIRECTORS

### Role of Board

- 8.01 The Board shall have control and management of the overall operation of the BIA, determine all policies, supervise the affairs of the BIA and maintain and liaise with the City. The Board is accountable to the Membership.
- 8.02 The Board of Management of LDBIA a standing Board of Management for City of Kawartha Lakes Council.
- 8.03 Board of Management and sub-committee work is on a volunteer basis. Neither Board Directors nor sub-committee members or their relatives can receive payment for work related to the BIA or its sub-committees apart from budgeted and receipted expenses for materials.
- 8.04 All Directors must sit on one sub-committee on a volunteer basis to remain seated on the Board of Management.

### Term of Office

- 8.05 The term of the Board of Management shall be the same as the term of the Council that appointed them, however, in an election year the Board of Management Directors shall continue until their successors have been appointed.

8.06 The Board of Management shall elect from amongst them a Chair and Vice-Chair who will then appoint a Treasurer who shall serve until the next Annual General Meeting or until he or she is removed from office by resolution of the Board of Management.

#### Responsibilities of the Board

8.07 The Board is responsible for:

- a) Drafting and approving of Policies and Procedures to ensure the effective operation of LDBIA and for amending these Policies and Procedures as necessary;
- b) Ensuring that Board Policies and Procedures are implemented effectively;
- c) Acting as a legal entity to enter into contracts required by the activities of the Board, such as the maintenance, beautification, promotion and advertising of the downtown designated area;
- d) Electing an Executive who will also act as Signing Officers for the Board;
- e) Drafting an annual budget for presentation to LDBIA membership, submitting the Board approved budget to the City, and implementing the annual budget as approved by the Municipal Council;
- f) 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;
- g) Ensuring that minutes of all Board and Executive meetings are recorded and distributed to the City and the BIA membership;
- h) Establishing sub-committees and appointing representatives to those sub-committees as required to address issues and implement initiatives identified by the Board or as requested by the City;
- i) Hiring staff to carry out the Board's directives;
- j) Maintaining communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership; and
- k) All other activities necessary to the effective operation of the Board and LDBIA.

#### Appointment to the Board

8.08 Council appoints Directors to the Board as outlined in CKL By-Law 2008-212, Section 2.02.

8.09 Board Directors may resign by resignation in writing that shall be effective upon any time or date requested.

8.10 The seat of a Director of the Board of Management may become vacant if the Director is absent for three (3) meetings without sending their regrets, or without being excused by the Board. Upon 30 days' notice in writing to the absent Director, the Board may pass a motion authorizing the removal of such Director and only then will the member cease to be a Director of the Board of Management.

8.11 Where a vacancy on the Board occurs for any reason, a person qualified to be a Director may hold office for the remainder of the term for which his or her predecessor was appointed. Such interim Director must be confirmed by a resolution of the Board of Management and appointed by City Council.

#### Sub-Committees

8.12 The Board may establish such committees as it deems advisable to carry out the objectives of the BIA and/or to advise the Board. The Board shall prescribe the duties and mandate of any committee established via a Terms of Reference.

8.13 The Board may appoint such persons to committees as it deems appropriate.

8.14 Ultimate responsibility for their activities rests with LDBIA Board of Management which must therefore receive written reports on sub-committee activities at monthly Board meetings.

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

8.16 Sub-committees must act in accordance with policies and procedures, and the established Terms of Reference for that particular committee.

## 9.0 | OFFICERS

### Duties of Officers

- 9.01 The Executive Officers will be comprised of the elected Chair & Vice-Chair, and appointed Treasurer, as required by By-Law 2008-212. The Chair & Vice-Chair may also, if deemed necessary by the Board, appoint a Secretary.
- 9.02 The Chair shall:
- a) Chair the General Board Meeting, follow the agenda and decide on whether motions are in order;
  - b) Rule on all procedural matters and maintain decorum;
  - c) Ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of minutes;
  - d) Have direct supervision of the affairs of the BIA;
  - e) Unless the Board specifies otherwise, along with the Vice-Chair, sign all by-laws and execute any documents, contracts or agreements;
  - f) sit, ex-officio on all committees of the Board;
  - g) Be the representative of, and spokesperson for, the Board; and
  - h) Perform any other duties as the Board may assign.
- 9.03 The Vice Chair shall:
- a) Exercise any or all duties of the Chair in the absence of the Chair or if the Chair is unable to exercise duties for any reason;
  - b) Perform any other duties as the Board may, from time to time, assign.
- 9.04 The Treasurer shall:
- a) Keep and maintain the financial records and books of the LDBIA
  - b) Prepare financial statements for the Board
  - c) Prepare and distribute the proposed annual budget in accordance with requirements of the City;
  - d) Perform any other duties as the Board may assign; and
  - e) Responsibilities may be delegated to another Board Director or hired staff person at any time upon Board approval.
- 9.05 The Secretary, if appointed, shall:
- a) Give notice of each regular and special meeting of the Board together with an agenda of the matters to be considered at least two (2) Business Days in advance of the meeting;
  - b) Take minutes of all Board of Management and Executive Meetings, to include: The place, time and date of the meeting; the name of the acting chair; the Board Directors present and the Board Directors absent; any correction to, and the adoption of, the minutes of the previous meetings; and all resolutions;
  - c) Keep or cause to be kept the BIA's records and books, including:
    - the Constitution; all by-laws, policies and resolutions approved by the Board and/or the Membership;
    - the register of Officers and Board Directors;
    - the minutes of any AGM or Special Meeting; the minutes of any meetings of the Board or any Committee of the Board and any committee reports.

*Responsibilities may be delegated to another Board Director or hired staff person at any time upon Board approval.*

## 10.0 | STAFFING

### Executive Director

- 10.01 The Board may hire an Executive Director under such terms and conditions as it deems advisable, and may delegate to this person authority to manage and direct the day-to-day business and affairs of the BIA as the Board may determine. The Executive Director is responsible to the Board and will report, between meetings of the Board, to the Executive. A complete position description shall be retained by the BIA and shall be available for viewing at the LDBIA office.

## Other Staff

10.02 Hiring will take place following the Board approved Hiring Policy.

## 11.0 | FINANCES

11.01 The fiscal year of LDBIA is from January 1<sup>st</sup> to December 31<sup>st</sup>. The Operating Year (for budgeting and internal operations) is from February 1<sup>st</sup> to January 31<sup>st</sup>.

11.02 The proposed budget, after approval by the Board, will be presented to the membership at the Annual General Meeting, and submitted to the City's Treasurer's Department by their stated deadline.

11.03 All expenditures will be conducted in accordance with the LDBIA's Purchasing Policy.

11.04 The Board of Management shall submit to the City of Kawartha Lakes' Auditor, for auditing, an annual report for the fiscal year on or before February 28 in each year and, after that has been audited, shall submit the annual report to Council of the City of Kawartha Lakes on or before May 31 in each year.

## 12.0 | ELECTIONS

12.01 Elections shall be conducted in conjunction with the City of Kawartha Lakes' Municipal Elections, and be governed as outlined in the Procedural By-Law.

## 13.0 | POLICIES

*As per By-Law 2008-212, as soon as possible after its first directors are appointed by Council of the City of Kawartha Lakes, the Board of Management shall adopt policies dealing with:*

13.01 Its sale and disposition of land (*the BIA will follow the approved CKL policy; until the time that there is likelihood of the BIA owning or selling land*).

13.02 Its hiring of employees.

13.03 Its procurement of goods and services.

13.04 Any other policy of the City which the BIA may be required to follow, pursuant to legislation.

### Correspondence

13.04 All correspondence claiming to represent the Board or the LDBIA must be on LDBIA letterhead and have the signature of either the Chair, Vice Chair or Executive Director. A copy of all correspondence will be kept on file at the LDBIA Office.

## 14.0 | AMENDMENT

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

14.02 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 members present on the amendment in order to continue in effect after the AGM.

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**Adopted by the Lindsay Downtown BIA Board of Management on October 31<sup>st</sup>, 2024**

**Adopted by the Lindsay Downtown Membership on November 7<sup>th</sup>, 2024**