



2023 OBIA Annual General Meeting

Agenda*

Wednesday, February 1st, 2023, at 7 pm

Meeting conducted via Zoom.

This meeting is open and accessible for public viewing.

More information can be found [here](#).

1. Call to Order
2. Welcome & Introductions – Mike Beattie, OBIA Chair
 - 2.1. Land Acknowledgement
 - 2.2. Deputy Premier's Greeting – Hon. Sylvia Jones
 - 2.3. MP's Greeting – Kyle Seeback
 - 2.4. Mayor's Greeting – Mayor Lisa Post
3. Downtown Orangeville Brand Presentation – M. Aubie, Aubs & Mugg
4. Strategic Plan Focus 2026 Presentation – S. McQuade, Cypress Strategies
5. Declaration of Pecuniary Interest
6. OBIA Board of Management Election – A. Scheel, OBIA GM
7. OBIA Constitutional Amendments – A. Scheel, OBIA GM
8. 2022 Review
9. 2023 Preview
10. Question Period
11. 2022 Preliminary Financial Report
12. 2023 Budget
13. New Business
14. Adjournment

OBIA Contact Info: info@downtownorangeville.ca or 519-942-0087

*Subject to change



2023-2027 OBIA Board of Management Nominees

Mike Beattie

Mike is the owner/operator of the Taphouse Craft Beer + Kitchen since 2020. Previously, Mike was the GM and Operator of Mill Creek Pub Orangeville from 2012 – 2020. Mike spent fifteen years in the transportation industry, including seven years in management, and three years of kitchen experience at the Keg Steakhouse and Bar. He was the founder of the 'Greater Dufferin Hockey League' which currently has 16 teams and operates year-round. He is the President of Brews and Entertainment Inc., managing the operations of events such as 'Hip on Mill Street', 'Brewzapalooza', 'Taste of Orangeville' and the 'Alton Mill Wine & Food Festival'. Mike's biggest passion is his family. Along with his partner Sarah and their four very active girls, they spend most of their time at basketball games, soccer games, baseball games or gymnastics meets, and love to ski in their free time.

Troy Brett – Mochaberry Coffee & Co.

Originally from Chilliwack, B.C., Troy has lived in the Orangeville area for over 20 years with his partner Wendy and is a proud father to 3 very active boys ages nine to sixteen years old. As the owner / operator of Mochaberry Coffee since 2011, Troy loves every minute of running his business and contributing to our vibrant community. Troy holds a BBA from the University College of Fraser Valley and is also a Certified Barista from the Barista Academy of Canada. He has also accumulated over 15 years of corporate experience in finance, operations, and customer service. Troy has served on multiple committees over the past term including the Orangeville Economic Development Committee, Orangeville Official Plan Steering Committee and Orangeville Heritage Committee, while being a board member on the OBIA Board since 2012 and has served as Vice chair since 2016.

Rodney Hough

With 36 years of experience operating, growing, and successfully selling businesses, Rodney is a sought-after Certified Exit Planning Advisor for Small-and-Medium sized Enterprises. He has an impressive track record of coaching hundreds of business owners and helping them achieve their goals. His latest venture, The Entrepreneur Club, offers a unique opportunity for business owners who are preparing to sell in the next 3-5 years, before the boomer bust and retirement waves reach their peak. Rodney is on a mission to help these owners execute effective exit strategies and secure their future retirement.

Shawn Koroscil, Treasurer – Koros Games

Shawn has lived in Orangeville area for 29 years. He has a beautiful wife and 2 great kids. Shawn has been a business owner for 13 years, first as a partner in SKHY Security and now as the owner of Koros Games. Shawn continues to do contract security work and is enjoying being a Broadway property/business owner.

Bahaar Luhar

Bahaar has the B. Engineering – Aerospace from Toronto Metropolitan University and also holds her PFP as a certified Financial Planner. Bahaar spent a few years as a process engineer prior to roles in personal and commercial banking. Over the past 19 years, she has been recognized for excellence in customer experience, diversity & inclusion, and leadership @ RBC Royal BANK. Bahaar is currently a Relationship Manager – Business Markets. In this role, she works with business owners to start, sustain, and scale their enterprise by providing business banking and beyond solutions. Her portfolio includes clients in agri-food, manufacturing, retail and healthcare. Bahaar and her husband also own and operate Chicken Thika Farm; the first small-scale family farm in Ontario to be certified halal and certified organic. She is passionate about maintaining balance when it comes to health, wealth, and family.

David Nairn

David has served as the Artistic Director of Theatre Orangeville for the past 24 years. He has been on the BIA Board for 14 months and currently chairs the BIA Better Together Task Force. David also currently serves on the Town of Orangeville's Cultural Task Force, the Board of Directors of the Dufferin Arts Council, and until the last term of Council expired, he was an active member of the Town's Equity, Diversity and Inclusion Committee. David looks forward to continuing to serve on the BIA Board and doing all that he can to help make this wonderful town an even more vibrant, inclusive, and creative place to live and work.

Jeff Patterson

In addition to being the owner and operator of Broadway Cannabis located at 71 Broadway, Jeff is a partner in, and operates Trigistix Ltd., a third-party logistics company. Jeff was a Certified Professional Accountant for 40 years. Born and raised in Orangeville, Jeff obtained a Bachelor of Science (Mathematics) at Western University and his MBA from the University of Toronto. Growing up, Jeff's family owned, and operated Patterson's Furniture and Floor Coverings established in 133 and located at 113 Broadway. Broadway Cannabis employs 10 staff members, all of whom are local Orangeville residents. It is the only locally owned operation of its type on Broadway. Jeff is a member of the Royal Canadian Legion Branch 233 in Orangeville and Chair of the Branch's Trillium Grant Committee. Jeff ran a Mayoral candidate in the 2022 municipal election with a strong 2nd place finish. His focus on advocating for Orangeville taxpayers continues.

Council Appointed Member

Deputy Mayor Todd Taylor

Todd Taylor has lived in Orangeville since 2002 and has raised his family here. He has been very involved in Town events and committees. He and his wife are proud to have had their children participate in hockey, dance, and Theatre Orangeville programs. In his career, Chair Taylor has worked for a wide variety of large food supply companies. Most of his time in the industry has been spent as a Director of Sales. His job is to build customer relationships, turn around under-performing businesses, and unlock innovative ways to get things done. He leads a group of people who are committed to ensuring the organization realizes its growth and profitability targets. Prior to being elected to Orangeville Town Council, Chair Taylor volunteered extensively. His past projects include President of the Optimist Club, President of the Mono Nordic Ski Club, Chair of the Orangeville Public Library Board, Chair of the Mayor's Remuneration Committee, member of the Transit Committee, and Snow Clearing Committee. In addition to his Council duties, Chair Taylor is honoured to serve as a member of the Police Services Board, Theatre Orangeville Board, and the BIA.

Orangeville Business Improvement Area

Constitution

2023

Additions

&

Deletions

indicated

as

highlighted



**downtown
Orangeville**

As ratified by its Members on Tuesday, January 27th, 2015, and approved by Council.

As Revised & Ratified by its Members on Wednesday, January 30th, 2019.

As presented to its Members on Wednesday, February 1, 2023

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Constitution of the Orangeville Business Improvement Area

Name

The name of the organization is the “Orangeville Business Improvement Area”.

General

1.0 Definitions

In this Constitution, the following terms shall have the following meanings:

- 1.1 AGM – shall mean the Annual General Meeting of the Orangeville Business Improvement Area.
- 1.2 Area – shall mean the area comprised of the land outlined in Schedule A which has been designated by Council as the Orangeville Business Improvement Area within the meaning of the Municipal Act, 2001, S.O. 2001, c. 25 as amended, as such area may, from time to time, be altered by Council in accordance with the provisions of the Municipal Act.
- 1.3 BIA – shall mean Business Improvement Area.
- 1.4 BIA office - shall mean the office maintained by the Orangeville Business Improvement Area and located at 10 First Street, Orangeville or any such location as the Board may approve from time to time.
- 1.5 Board – shall mean the Board of Management for the Orangeville Business Improvement Area.
- 1.6 Board Member – shall mean a member of the Board of Management for the Orangeville Business Improvement Area.
- 1.7 Business Day – shall mean any day other than a Saturday, Sunday or holiday as defined under the Legislation Act, 2006, c. 21, Schedule F, as may be amended, replaced, or restated from time to time.
- 1.8 Constitution – shall mean this constitution of the Orangeville Business Improvement Area as may be amended or restated from time to time.
- 1.9 Council – shall mean the elected Council for The Corporation of the Town of Orangeville.
- 1.10 ED – shall mean the Executive Director of the Orangeville Business Improvement Area.
- 1.11 GM – shall mean the General Manager of the Orangeville Business Improvement Area.
- 1.12 Local Board – shall mean a local board of The Corporation of the Town of Orangeville as defined by the Municipal Act, 2001, S.O 2001 c. 25 as amended.
- 1.13 Member – shall mean any person that qualifies as a member of the Orangeville Business Improvement Area pursuant to section 3.0.

- 1.14 Membership – shall mean Members of the Orangeville Business Improvement Area.
- 1.15 Municipal Act – shall mean Municipal Act, 2001, S.O. 2001, c. 25, as amended.
- 1.16 OBIA – shall mean the Orangeville Business Improvement Area.
- 1.17 Town – shall mean The Corporation of the Town of Orangeville.
- 1.18 Sub-Committee - shall mean any committee or task force created by the Board of Management.

Purpose

The OBIA contributes to the economic, cultural, and social well-being of the downtown business community within its boundaries, through investment in capital improvements; beautification; marketing and promotion; education and administrative support. The Membership of the organization elects the Board for the OBIA which is in turn appointed by Council, (The Corporation of the Town of Orangeville By-law 9-98).

2.0 Objectives

The objectives of the Board are to:

- a) Improve, beautify, and maintain municipally owned lands, buildings, and structures in the area beyond such improvement, beautification, and maintenance as is provided at the expense of the Town at large.
- b) Plan and administer activities for the promotion of the OBIA as an attractive business and shopping area.
- c) Manage the Orangeville Farmers' Market.
- d) Engage in strategic planning necessary to address OBIA issues.
- e) Secure additional funding through fundraising and sponsorships.
- f) Advocate on behalf of the interests of the OBIA.
- g) Responsibly manage the money collected by the Town, from the required special BIA levy, for these activities.
- h) Communicate the activities of the OBIA to its Membership on an ongoing basis.
- i) Engage the Membership in its programs.

Membership

3.0 Members

Members of BIA consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class and tenants of such property. [Municipal Act s. 204 (4).]

Membership in the OBIA is determined by the geographical boundaries as established by Council as per Town By-law 15-78 as amended by By-law 78-97, By-law 54-2007, and any future by-laws approved by Council affecting the boundaries of the OBIA.

3.1 Determining tenancy

In determining whether a person is a tenant or not, the Clerk of the Town may accept a list provided under clause 210(2) (b) or the declaration of a person that the person is a tenant, and the determination of the Clerk is final. [Municipal Act, s. 204 (5).]

4.0 One vote

Each Member of the OBIA has one vote regardless of the number of properties that the Member may own or lease in the OBIA. [Municipal Act, s. 204 (6).]

5.0 Nominees

A corporate Member of the OBIA may nominate in writing one individual to vote on behalf of the corporation. [Municipal Act 2001, c. 25, s. 204 (7).]

5.1 Joint nominee

Subject to the Municipal Act subsection 204(6), one individual may be nominated for voting purposes by two or more corporations that are Members of the OBIA. [Municipal Act, s. 204 (8)].

5.2 Voting

Only Members of the OBIA or their nominees/proxies as submitted in writing to the OBIA office seven (7) days in advance of the AGM or Special General Meeting, and verified by the Clerk, have the right to vote for representatives to the Board and to vote on issues brought to an AGM or Special General Meeting.

6.0 Board Representation

Each Member also has the right to nominate an owner or employee of a business or property (or their designate) as a candidate for election to the Board according to requirements set out in Town By-law 9-98.

7.0 Meetings

Any Member of the OBIA may request that issues or items of interest be placed on the agenda of a Board or Sub-Committee meeting, or AGM for discussion and/or resolution with seven (7) days' written notice of the upcoming meeting. Additionally, with seven (7) days' written notice, any Member may make a request to make a deputation or presentation to the Board at an upcoming Board meeting.

Board of Management

A Board of Management is a Local Board of the municipality for all purposes.
[Municipal Act s. 204(2.1)]

8.0 Remuneration

Board and Sub-Committee work is on a volunteer basis. Neither Board Members nor Sub-committee Members can receive payment for work related to the OBIA or its Sub-committees apart from budgeted and receipted expenses for materials. Relatives of staff, Board, or Sub-Committee Members are eligible for casual or temporary paid employment only with approval of the Board.

9.0 Structure

As established in the Town By-law 9-98, the Board consists of no less than 5 and a maximum of nine (9) members appointed by Council, one of whom is a member of Council, and the remainder of whom are individuals entitled to notice under section 210(1) of the Municipal Act and who are:

- 9.1 Persons who are assessed with respect to ratable property in the area that is in a prescribed business property class; or
- 9.2 Persons who are tenants of such property and under the tenant's lease, are required to pay all or part of the taxes on the property; or
- 9.3 Persons who are nominated by such persons.

The Board may include up to two Members from the area described in Town By-law 78-97 and commonly known as the Fairgrounds Shopping Centre.

10.0 Indemnification of Members and Officers of the Board

All Board Members and officers and their respective heirs, executors, administrators, trustees, successors and assigns of their estates and effects shall at all times be indemnified and saved harmless out of the funds of the Board, from and against:

- 10.1 All damages, costs, fines and expenses whatsoever that such person is liable for, sustains or incurs on account of any claim, action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, or thing whatsoever made, done, committed or omitted by such person in or about the execution of their authorized duties of the Board office or position except for such damages, costs, fines or expenses as are caused or contributed to by such person's own willful neglect or default;

expenses as are caused or contributed to by such persons' own wilful neglect or default.

11.0 Term of Office

The Board Member's term of office runs concurrently with that of the Town Council appointing it, usually for a period of four (4) years. Board Members are eligible for reappointment on the expiration of their term of office, provided they continue to qualify for appointment.

12.0 Responsibilities of the Board

- 12.1 The Board is responsible for drafting and approving Policies and procedures to ensure the effective operation of the OBIA and for amending these Policies and Procedures as necessary.
- 12.2 Ensuring that Board Policies and Procedures are implemented effectively; Acting as a legal entity to enter into contracts required by the activities of the Board, such as the maintenance and, beautification of Town-owned land, and the promotion and advertising of the OBIA.
- 12.3 Electing Board Members to the Executive Committee some of whom will also act as signing officers for the Board.
- 12.4 Drafting an annual budget for presentation to the OBIA Membership, submitting this budget to the Town and implementing the annual budget as approved by Council.
- 12.5 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 Town.
- 12.6 Ensuring that minutes of all Board and executive meetings are recorded and distributed to the Town and made available upon request to the Membership and public in accordance with the Municipal Act.
- 12.7 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 Town.
- 12.8 Hiring staff to carry out the Board's directives; maintaining communication with the Membership regarding its activities, including but not limited to, arranging meetings of the Membership.
- 12.9 All other activities necessary to the effective operation of the Board and the OBIA.
- 12.10 Complying with the Board Code of Conduct and OBIA Policies & Procedures.
- 12.11 Ensuring that all necessary books and records of the Board are regularly and properly kept.
- 12.12 Periodic strategic planning to define the priorities and actions of the Board and OBIA.

13.0 Appointment to the Board

- 13.1 Council appoints Board Members as follows:
- a) One (1) Board Member appointed from the elected Councillors for the Town; and
 - b) A maximum of eight (8) Board Members appointed by the Town from those elected by the OBIA Membership at an AGM or re-appointment of current Board Members.
- 13.2 The Board may appoint ex-officio Members (without voting privileges) to the Board at its own discretion.
- 13.3 Board Members may resign by submitting a letter of resignation and their resignation shall be effective upon the time or date requested.
- 13.4 A seat of a Board Member may become vacant if a Board Member is absent for three (3) consecutive meetings without prior notice or upon more than five (5) absences with or without prior notice. Upon 30 days' notice in writing to the absent Board Member, the Board may pass a motion authorizing the removal of such Board Member.
- 13.5 Where a vacancy on the Board occurs for any reason, a person qualified to be a Board Member may hold office for the remainder of the term for which his or her predecessor was appointed. Such interim Board Members must be confirmed by a resolution of the Board and appointed by Council.

14.0 Code of Conduct

A seat of a Board Member may become vacant if the Board determines, by majority vote, that a Board Member has acted in contravention of OBIA Policies and Procedures, including the Code of Conduct. Upon 30 days' notice in writing to the Board Member, the Board may pass a motion to remove such Member from the Board. This individual may request the Board to reconsider the decision with written notice, 15 days in advance of the next scheduled Board meeting. On appeal, the majority vote of the Board is final.

15.0 Conflict of Interest

At the beginning of each meeting, as an agenda item, it shall be the duty of every Board Member who has in any way, whether directly or indirectly, a pecuniary interest, as defined in the Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50 as amended, in a matter that is an item for consideration by the Board, to disclose this interest and the general nature thereof, to not participate in the discussion of or vote on any question in respect of the matter, and to not attempt in any way whether before, during or after the meeting to influence the voting on any such question. This applies to a personal self-interest and the interests of any spouse, children, or parents.

15.1 Where the meeting is closed or “in camera”, in addition to complying with the requirements of section 15.0 above, the Board Member shall forthwith leave the meeting or part of the meeting during which the matter is under consideration.

16.0 Officers

16.1 There shall be three (3) officers on the Board’s Executive Committee as follows:

- a) Chairperson (Chair) shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the OBIA and be responsible for setting Board meeting agendas.
- b) Vice-Chairperson (Vice-Chair) will assume the duties of the Chairperson if absence or disability occurs.
- c) Treasurer will be responsible for financial statements and related materials with an account of all transactions being presented to the Board on a monthly basis.

16.2 The Board will elect the Chair, Vice Chair, and Treasurer from within the Board to serve for the full term of the Board. These officers shall form the Executive Committee. The Executive Committee shall have the authority to act for the Board in the intervals between Board meetings on such matters as may be necessary to conduct the business of the OBIA. At any time, a Board Member may resign their executive duties by submitting a letter in writing to the Board and at which time the Board will elect another Board Member to take their place.

17.0 Expenditures by the Board

17.1 As per section 220 of the Municipal Act 2001, BIA funds can only be used for improvements to publicly owned property, not individual businesses, or private properties. The common funds must be used for the common good. Please refer to section 2 “Purpose”, above, for an outline of mandated activities.

17.2 The Board has authority of a 5% discretionary variance of the total annual budget approved by the OBIA membership and Council for unanticipated expenditures provided funds are available in OBIA Reserve.

17.3 Upon audit, any surplus or deficit remaining at the end of a fiscal year shall be transferred to the OBIA Reserve.

17.4 Reserve deficits shall be accounted for in the next annual budget unless otherwise approved by the Board, membership, and Council.

Approval of Financial Transactions

18.0 Signing authority

- 18.1 In order to ensure that the OBIA office can function effectively, and that there is adequate financial control by the Board, there are two levels of approval established for all financial transactions:
 - a) Approval by the ED or GM.
 - b) Approval by two (2) authorized signing authorities of the Board.
- 18.2 From time to time the ED, GM or designate may be required to make cash or credit card purchases on behalf of the OBIA for office or meeting supplies, promotional or event items and the like. Any reimbursement or credit payment for such expenditures must be approved as above.
- 18.3 Expenses that are pre-approved following above protocol, such as but not limited to, mortgage payments (monthly, quarterly, annually, or otherwise) and monthly utility payments such as hydro/water charges will be automatically processed by the Town on a prearranged basis.

19.0 OBIA Sub-Committees

- 19.1 OBIA Sub-committees help the Board to plan and administer approved initiatives, projects or to examine specific areas of concern.
- 19.2 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.
- 19.3 Ultimate responsibility for Sub-committee activities rests with the Board which must therefore receive written reports on Sub-committee activities at monthly Board meetings.
- 19.4 Sub-committee Members are confirmed by a vote of the Board. They are expected to work closely with the OBIA staff.
- 19.5 Sub-committee Members acting in contravention of the Sub-Committee's Terms of Reference, OBIA Constitution and Policies and Procedures, including the Code of Conduct, may be relieved of their Sub-committee seat upon 30 days' written notice and a majority vote of the Board.

Meetings

20.0 Board & Sub-Committee Meetings

- 20.1 Board meetings will be held monthly at the call of the Chair at a minimum of ten (10) per fiscal year. Sub-Committee meetings will be held at the call of the Sub-Committee Chair.

- 20.2 Subject to section 7 of the Municipal Conflict of Interest Act as amended, fifty per cent (50%) plus one (1) of the total number of Board Members approved by Council must be present to constitute a quorum at a Board meeting. In the event that quorum cannot be reached due to the removal or resignation of Board Member(s), then quorum will be 50% plus one (1) of the sitting Board Members, until such times as the Board can appoint, and Council approves, the new Board Member(s). 50% plus one (1) of voting Sub-Committee members must be present at Sub-Committee meetings to constitute quorum.
- 20.3 Except as provided for in section 239 of the Municipal Act, Board and Sub-Committee meetings shall be open to the public who may attend but may not take part in the proceedings unless invited to do so by the Chair.
- 20.4 A copy of the agenda will be provided to the Town for posting at least twenty-four (24) hours in advance of the meeting and will be made available to the local newspaper, radio and cable station representatives, and other members of the general public in accordance with the Town's subscription policy. A copy of the Board and Sub-Committee agenda agendas will be posted on DowntownOrangeville.ca and provided to the Town at least twenty-four (24) hours in advance of meetings. 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.
- 20.5 At the discretion of the ED or GM in consultation with the Board Chair, or Sub-Committee those requesting to make a delegation or presentation at a meeting of the Board will be invited to do so provided that the written request is received at least 7 days in advance of a scheduled meeting. Any person may request an item for discussion be added to a Board, Sub-Committee or AGM agenda with 7 days' advance written notice.
- 20.6 A meeting or part of a meeting may be closed to the public in accordance with the provisions of the Municipal Act, section 239 as amended.
- 20.7 Before holding a meeting or part of a meeting that is to be closed to the public, the Board shall pass a resolution stating:
- a) the Board is convening into closed session; and
 - b) The general nature of the matter to be considered at the closed meeting.

- 20.8 At all meetings of the Board **and Sub-Committee**, every question shall be decided by a majority of the votes cast on the questions, done by a show of hands.
- 20.9 As a Local Board of the Town, the Board **and Sub-Committee** decision-making process and meeting procedures are to be based on Roberts Rules of Order.
- 20.10 In order to represent the entire interests of the Membership, decisions regarding the business and operation of the OBIA 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 **and Sub-Committee** meetings, when held, should adhere to a similar intent.

21.0 Executive Committee Meetings

All Executive Committee meeting decisions are subject to approval and ratification at the next Board meeting. All three executive Members must be present to constitute a quorum. All meetings of the Executive Committee shall be at the call of the Chair to conduct business as necessary. Minutes must be taken and presented at the next Board meeting for approval.

22.0 AGM and/or Special General Meetings

- 22.1 Each calendar year the Board will call and hold one AGM and the Board may also call and hold at any time one or more Special General Meeting(s) to deal with special issues or to update the Membership. The meetings shall be held whenever possible, in a facility located within the OBIA boundaries **or via virtual means** and shall comply with current accessibility standards.
- 22.2 At each AGM, an annual report for the preceding year, the preliminary financial reports for the preceding year and a proposed budget for the next calendar year must be presented to the Membership, after which time the budget, including the levy requested, will be put before Council for approval.
- 22.3 Following the presentation of the budget at the AGM, the Board shall submit its annual report for the preceding year to Council by the date and in the form requested by the Town, and the report shall include preliminary financial reports.
- 22.4 The Board shall give to the Membership reasonable notice of the AGM or Special General Meeting prior to the meeting date. Email will be the primary method of notice with supplementary use of paid advertisement, website

postings and mail as deemed necessary by the Board. A copy of the agenda will be posted on DowntownOrangeville.ca and provided to the Town for posting at least 24 hours in advance of the meeting. Copies of the agenda will be made available to the local newspaper, radio and cable station representatives, and other members of the general public in accordance with the Town's subscription policy. The Board's failure 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.

- 22.5 The Members may, by resolution passed by at least two thirds (2/3) of the votes cast by those Members in attendance at a Special General Meeting called for that purpose, remove any Board Member before the expiration of his/her term of office and may, by majority vote at that meeting, elect any Member in his/her place for the remainder of the term. The Board Member in question, for whom the vote relates, shall not cast a vote with respect to his/her removal.
- 22.6 A petition signed by 30 or more Members of the OBIA is sufficient to order a Special General Meeting within 10 days of receipt of that petition by the Executive Committee.
- 22.7 In case of an equality of votes at an AGM or Special General Meeting, either upon a show of hands or upon a poll, the Chair shall be entitled to a casting vote.

23.0 Elections

It is the responsibility of the OBIA Member to register their election candidate before the election process begins. The names of those Board Members who are candidates running for reappointment to the Board must appear on the ballot. A voting Member or delegate may make nominations from the floor with a seconder. It is the responsibility of each voting Member to add the names of these new Nominees to their ballots before voting, however failure to do so will not nullify ballots. If desired, the Chairman for the purpose of counting ballots may appoint one or more scrutineers (who need not be Members). Only one candidate per Member business can be nominated for election or sit on the Board at any one time.

Communication

24.0 New Members

All new Members are to be provided with a "New Members Kit" and will be visited personally by either staff or a Member of the Board. Every effort will be taken to contact new Members upon their business opening; however, is the responsibility of the

Member to provide contact information to the OBIA for the purpose of correspondence and pertinent details for directory and other listings.

25.0 Member Communication

Member communication will be conducted primarily via email unless otherwise arranged. It is the responsibility of the Member to provide up to date contact information to the OBIA for the purposes of communication between the Member and the OBIA.

26.0 DowntownOrangeville.ca Website

Every effort will be made to keep the OBIA website up to date, however it is the responsibility of the Member to ensure their DowntownOrangeville.ca directory listing is accurate by notifying OBIA staff, via email or letter, of any new information or changes to their listing.

27.0 Blogs, Website Posts and Social Media

~~Website posts, blogs and social media posts, such as but not limited to, Facebook, Twitter, LinkedIn are used as marketing tools for the OBIA, its Members and partners only and are not used to advance the cause or interests of individuals. Every effort will be made to share and support Members' social media marketing activities; however, it is the responsibility of the Member to request, in writing, website posts and social media "shares". The Board may limit the number of Member posts and "shares" for any reason without notice.~~

Website posts, blogs, and social media posts, such as but not limited to Facebook, Instagram, and Twitter are used to advance brand recognition and as event and promotional marketing tools for the OBIA. Members may request, in writing, website posts and social media "shares". At OBIA staff's discretion, the OBIA will share Members social media posts provided they support the OBIA's brand identity. The Board may limit the number of Member posts and "shares" for any reason without notice.

28.0 Fiscal Responsibility

The fiscal year of the OBIA is from January 1st to December 31st. The proposed budget presented to the Membership at the AGM must be set out for the new calendar year and be followed without major modifications. Spending and debt may not exceed the time limits of the calendar year, except where approved at a regularly scheduled AGM or Special General Meeting and with the concurrence of Council. The OBIA budget must be submitted to Council for approval no later than March 1st of each year.

This Constitution shall come into force when approved by a vote of the attending members of the 2015 Annual General Meeting:

Approved by the OBIA Board of Management on Wednesday, November 19, 2014.

Rodney Hough, OBIA Board of Management Chair

Amended by the OBIA Board of Management on Wednesday, December 12th, 2019, and approved by the Membership on Wednesday, January 30th.

Joe Sammut, OBIA Board of Management Chair

Amended by the OBIA Board of Management on Wednesday, January 19th, 2023, and approved by the Membership on Wednesday, February 1st, 2023.

XXXXX XXXXXX, OBIA Board of Management Chair

OBIA 2022 FINANCIAL REPORT & 2023 BUDGET	2022	Budget	2022 Preliminary	2023 Budget	Budget Change	%
REVENUE						
BIA Levy	-460,000		-460,000	-474,700		3%
Event Revenue	-17,000		-18,585	-20,000		18%
Farmers' Market Revenue	-23,600		-21,872	-23,350		-1%
Other Revenue	-500		-4,350	-4,000		700%
Total Revenues	-501,100		-504,807	-522,050		4%
EXPENSES						
Organizational Effectiveness	63,843		64,799	64,384		1%
Stakeholder Alignment	13,160		11,309	13,640		4%
Beautified Space	88,960		90,477	99,940		12%
Member Engagement	37,694		41,014	38,023		1%
Customer Attraction	297,443		300,092	306,063		3%
Subtotal Annual Operating Expenditures	501,100		507,692	522,050		4%
Special Projects	157,356		111,219	26,300		-83%
Total Expenses (Annual Operating + Special Projects)	658,456		618,911	548,350		-17%
Surplus/Deficit	157,356		114,104	26,300		-83%
Contribution from Reserves	157,356		-114,104	-26,300		-117%
Contribution to Reserves	0		0	0		0%
Net BIA	0		0	0		
GENERAL RESERVES / GENERAL SURPLUS						
Current Year Contribution TO / FROM Reserves (estimated)	157,356		114,104	26,300		-83%
BIA General Reserves / General Surplus (estimated)	-308,324		-308,324	-194,220		-37%
Net Accumulated BIA General Reserves / General Surplus (estimated)	-150,968		-194,220	-167,920		11%