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# Argyle BIA Constitution

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## NAME

The name of the organization is “Argyle Business Improvement Association (Argyle BIA)”.

The membership of the organization elects “the Board of Management for Argyle BIA (or board)” which is in turn appointed by the Council of the City of London. (Corporation of the City of London By-law 2003-0103).

## PURPOSE

The Council of the City of London appoints the Board of Management of Argyle BIA to:

1. Plan and administer activities for the promotion of Argyle BIA as an attractive business and shopping area and for the maintenance of the appearance of the business improvement area.
2. Engage in strategic planning necessary to address Argyle BIA issues.
3. Advocate on behalf of the interests of Argyle BIA.
4. Manage the money that is collected by the City of London from the required special BIA levy for these activities.

## MEMBERSHIP

Membership of the organization shall consist of all property owners and businesses located and/or operating within the designated Argyle BIA boundaries.

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

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 Argyle BIA according to requirement set out in the *Municipal Act 2002* and the City of London By-law # **(to be determined)**.

Each member has one vote regardless of the number of properties or businesses owned by any member.

The boundaries of Argyle BIA as established by the Council of the City of London include:

**Dundas St, going east from Highbury AV to Wavell St. (Please review wording)**

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

See Appendix 1 (attached) for specific details of Argyle BIA boundaries. **(Map to be attached)**

All members are entitled to voting privileges at the Annual General Meeting, one vote per member. Written proxies only are permitted.

Any member of Argyle BIA may ask that issues or items of interest be placed on the agenda of Argyle BIA for discussion and/or resolution. They may contact any Argyle 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 Argyle BIA.

Additional membership classifications may be added and/or deleted via “policies and procedures”.

## **BOARD OF MANAGEMENT**

The Board of Management of Argyle BIA is a standing committee of the Council of the City of London.

Board of Management and sub-committee work is on a volunteer basis. Neither Board members 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.

### **Term of Office**

The Board's Term of Office runs concurrently with that of the Municipal Council appointing it – four (4) years. There is a minimum of seven (7) and a maximum of eleven (11) members appointed to the Board.

### **Responsibilities of the Board**

The Board is responsible for:

1. Drafting and approving of Policies to ensure the effective operation of Argyle BIA 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 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 presentation to Argyle BIA membership for approval, submitting the approved budget to the City of London, and implementing the annual budget as approved by the Municipal Council.
6. 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 London.
7. Ensuring that minutes of all Board and Executive meetings are recorded and distributed to the City of London and the BIA membership.
8. Establishing sub-committee and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by the City of London.
9. Hiring staff to carry out the Board's directives.
10. Maintain communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
11. All other activities necessary to the effective operation of the Board and Argyle BIA.

### **Appointment to the Board**

The Council of the City of London appoints members to the Board as follows:

1. One (1) member appointed from the elected Councillors for the City of London; and
2. A minimum of six (6) and a maximum of ten (10) members appointed by the City of London from those elected by Argyle BIA membership at a General Meeting.
3. Quorum is a simple majority.

The Board of Management may appoint ex-officio members (without voting privileges) to the Board at its own discretion.

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

The seat of a member of the Board of Management may become vacant if the member is absent for three (3) consecutive meetings. 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.

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

### **Declaration 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 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-laws or siblings.

### **Officers**

There shall be four (4) officers on the Board of Management's, Executive Committee as follows:

**Chair** shall have the general management and direction, subject to the authority of the Board, of the business and affairs of Argyle BIA and be responsible for setting Board of Management Meeting Agendas.

**Vice-chair** will assume the duties of the Chair if absence or disability occurs.

**Secretary** will be responsible for the Minutes of all Board of Management and Executive Meetings.

**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.

The Board of Management will elect the Chair, Vice-Chair, Secretary and Treasurer from within the Board of Management on an annual basis.

These officers shall form the Executive Committee. The Executive Committee shall have the authority to act for the Board of Management in the intervals between Board meetings on such matters as may be necessary to the conduct the business of Argyle BIA.

### **Argyle BIA Sub-Committees**

Argyle 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 Argyle BIA Board of Management which must therefore receive written reports on sub-committee activities at monthly Board meetings.

Sub-committee members are confirmed by a vote of Argyle BIA Board of Management. They are expected to work closely with the Argyle BIA Manager.

## **Expenditures by the Board of Management**

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

Any expenditure over \$750.00 must be approved by a quorum at a Board meeting.

If the expenditure is required to conduct immediate business, the Executive Committee may be called upon to approve.

## **Approval of Financial Transactions**

Signing authority:

In order to ensure that the Argyle 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.

Level 1: Approval by two of the Officers of the Board of Management

Level 2: Approval by the Board of Management

### **Level 1 Approval**

The Manager of Argyle BIA can make a financial transaction to a maximum of \$750.00 at the discretion of two Officers of the Board without prior consultation with, or approval by, the Board of Management provided that:

- a) The purchase is one that was included in the approved budget; and
- b) The purchase does not result in an overage in the budget item; and
- c) Two officers of the Board approve the purchase verbally or in writing
- d) The purchase is reported to the Board at its next meeting

### **Level 2 Approval**

The Manager of Argyle BIA can make a financial transaction of \$750.00 or over only at the direction of the Board and provided that:

- a) 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 or
- b) The purchase is confirmed to the Board of Management at its next meeting following the completion of the transaction or
- c) The expense is fixed and pre-approved as in the instance of monthly rent.

Note: If any purchase at Level 1 or Level 2 has not been previously approved in the annual budget, or if it will result in budget overrun, the Board must give its approval prior to such a purchase.

## Meetings

### **Board Meetings**

Meetings will be at the call of the Chair, a minimum of 10 per fiscal year.

Fifty per cent of the total number of Board Members must be present to constitute a quorum.

The Board may retire an *in camera* 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 in convening into closed session and
- b) The general nature of the matter to be discussed

According to Municipal By-Law (Check with Bill for By-Law number) the only matters to be considered *in camera* are as follows:

- a) Security of the property of the Argyle BIA
- b) Personal matters about an identifiable individual
- c) Proposed or pending acquisition or disposition of land by Argyle BIA
- d) Labour relations or employee negotiations
- e) Litigation or potential litigation affecting Argyle BIA
- f) Advice that is subject to solicitor-client privilege

Meetings will be open to any member of Argyle BIA or the public who may attend but may not take part in the proceedings unless invited to do so by the Chair.

24 hours' notice of request to make any delegations or presentation at a meeting of Argyle BIA should be given to ensure a place of the agenda and to allow time for staff to prepare any supporting or answering information that may be helpful.

At all meetings of the Board every question 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.

As a committee of the Council, the Board should base their decision-making process and rules of order for meetings on the procedures used by the Council of the City of London. The Council uses Robert's Rules of Order as a basis for their proceedings.

In order to represent the entire interest of Argyle BIA 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.

### **Executive Meetings**

All decisions are subject to approval and ratification at the next Board of Management meeting. A minimum of three executive members must be present to constitute 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 of Management meeting.

## **Annual General Meetings and/or Special General Meetings**

Each calendar year the Board of Management will call and hold one Annual General Meeting and the Board may also call and hold at any time one or more Special General meeting(s) to deal with your special issues or to update the organization membership. The meetings shall be held in a facility located within Argyle BIA boundaries.

At each Annual General Meeting financial statements for the previous year and proposed budgets for the next calendar year must be presented and approved by a majority of the membership present, after which time the figures will be put before Council and the levy requested.

Membership should receive written notice of the Annual General Meeting not less than 10 days prior to the meeting date and public notice must appear in one (1) local newspaper prior to the meeting date. 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.

The members may, by resolution passed by at least two thirds (2/3) of the votes cast at a Special Meeting of Members called for that purpose, remove any Member of the Board before the expiration of his/her term of office and may, by majority vote at that meeting, elect any person in his/her place for the remainder of the term.

A petition signed by 10 or more members of Argyle BIA is sufficient to order a Special Meeting within 10 days of receipt of that petition by the Executive.

In case of an equality of votes at an Annual General Meeting or Special General Meeting, either upon a show of hands or upon a poll, the Chair shall be entitled to a casting vote.

An agenda for the Annual General Meeting 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.

## **Elections**

It is the responsibility of Argyle BIA member to register their voting delegate before the election process begins. The names of those Board members continuing their term must appear on the ballot. A voting delegate must make nominations from the floor with a seconder. If desired, the Chair 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.

## **New members**

All new member businesses are to be presented with a "New Members Kit" personally by either staff or a member of the Board of Management. At this time their preferred method of communication – e-mail, fax or phone should be ascertained.

## **Fiscal Year**

The fiscal year of Argyle BIA is from January 1<sup>st</sup> to December 31<sup>st</sup>. The proposed budget approved by the membership at the Annual General Meeting 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 the City of London's Council.

This Constitution shall come into force when approved by a majority of the membership of Argyle BIA.

Passed by the Board of Management on this day DATED

Confirmed by the Members on this day DATED

Amended by the Members on DATED

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