



CONSTITUTION

DOWNTOWN NIAGARA FALLS BUSINESS IMPROVEMENT AREA

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CONSTITUTION

DOWNTOWN NIAGARA FALLS BUSINESS IMPROVEMENT AREA

I. HEAD OFFICE

The Downtown Board of Management may maintain a head office with the Business Improvement Area. The address, hours of operation and telephone number will be regularly published for all Board members and BIA Members.

II. BOARD OF MANAGEMENT

1. *Qualifications*

The Board of Management is a body corporate that shall consist of nine members appointed by Council, plus at least one member of Council and the remaining members shall be persons who are owners of rateable property in the improvement area which is in the prescribed business property class or tenants of owners who have been identified to the City Clerk as being eligible for membership of their nominees.

2. *Power of the Board*

The Board of Management shall undertake the improvement, beautification and maintenance of 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, and shall promote the area as a business or shopping area.

3. *Election to the Board*

Officers of the Board of Management are elected by their fellow BIA members at a General Membership Meeting. The Board of Management shall prepare a full slate of persons, which the Board has by vote decided to recommend to the Council as members for the succeeding term of the Board of Management. The Nomination Chairman shall be provided with the slate of previous aforesaid prepared by the Board of Management and thereafter request that further nominations are made of persons wishing to be appointed to the Board of Management from any of the members of the B.I.A. When all nominations have been received the Chairman shall close the nominations and proceed to conduct a vote to determine the persons who will be recommended to the Council as members of the next Board of Management. After the vote the Nomination Chairman shall advise the Board of Management of the persons to be recommended and the Board of Management shall in writing so advise the Council.

4. *Term of Office*

Each member shall hold office for the same length of term of the Council, which appointed him or her, provided he continues to be qualified. Members of the Board of Management shall hold office until their successors are appointed and are eligible for reappointment on expiration of their term of office.

5. *Vacancies*

Where a vacancy occurs from any cause, the Council shall appoint a person qualified who shall hold office for the remainder of the term for which his predecessor was appointed.

6. *Committees*

Committees of the Board of Management are formed from time to time to deal with specific concerns. These committees are special purpose bodies and are chaired by a Board Member. They meet regularly at the discretion of their Chairman and must report their activities to the Board of Management. Committees may be formed or dissolved at the discretion of the entire Board of Management.

III. OFFICERS OF THE BOARD – DUTIES

1. *Chairman and Vice-Chairman*

The Chairman and Vice-Chairman shall be elected by the Board of Management from among its members at the first meeting of the Board after appointment of members to the Board by City Council. A member of the Board of Management may hold more than one office except for the office of Chairman.

The Chairman shall preside at all meetings of the Board of Management and any meeting of the General Membership of the Business Improvement Area. The Chairman is responsible for approving all Board expenditures and shall be considered the signing authority for all correspondence and recommendations from the Board to City Council. The Chairman shall also prepare an agenda for all meetings of the Board. The Chairman shall oversee the general management of the affairs and operations of the Board and the Business Improvement Area.

During the absence or the inability of the Chairman, his duties and powers may be exercised by the Vice-chair or such other member of the Board that the Board may appoint for the purpose.

2. *Past Chairman*

The immediate Past Chairman shall sit as an ex officio member of the Board of Management. The Past Chairman shall provide continuity and assist the Board as required.

3. Treasurer

The Treasurer, or person performing the usual duties of the Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Board of Management in proper books of account and shall deposit all monies and valuable effects in the name of, and to the credit of, the Board of Management in an account designated by the Board.

He shall disburse the funds of the Board of Management under the direction of the Board, taking proper vouchers therefore and shall render to the Board of Management at the regular meeting thereof or whenever required an account of all transactions as Treasurer, also perform such other duties as may from time to time be determined by the Board of Management.

4. Secretary

The Secretary shall be an ex officio clerk of the Board. He shall attend all meetings of the Board, special meetings and general meetings, and record all facts and minutes of all proceedings in the books kept for this purpose. He shall give all notices required to be given to Board and general members. He shall be the custodian of books, papers, records, correspondence, contracts and other documentation belonging to the Board of Management. The Secretary shall perform such other duties as may from time to time be determined by the Board of Management. The staff function of the Board may encompass all duties of the Secretary.

IV. STAFF

1. Function

Any full-time staff member of the Board of Management shall report directly to the Chairman of the Board. The staff function includes; duties of the Secretary; assisting Committee Chairman to fulfill their mandates; keeping and updating of all correspondence, records, files and books; to liaise with the general membership, City officials and outside organizations; and other duties at the discretion of the Board.

2. Remuneration

Remuneration and additional benefits shall be negotiated annually as a budget element. Staff remuneration is paid from the Contingency Fund.

3. Temporary Staff

Temporary and/or summer student staff may be hired to assist the full-time staff as special projects and workload may require upon authorization of the Board of Management. Available government hiring assistance programs may be utilized for the remuneration of temporary staff upon authorization of the Board of Management.

V. BOARD MEETINGS

1. Attendance

All members of the Board of Management shall attend all regular meetings of the Board of Management and any adjournment-of any regular meeting. If any member of the Board of Management is absent for any reason whatsoever from three consecutive regular meetings or adjournments of the Board of Management, the Board may by majority vote determine whether or not to request that Council ask the member to submit his resignation as a member of the Board of Management. If the Board so determines, it shall transmit the request in writing to the Council.

2. Quorum

A quorum of the Board of Management shall comprise a majority of persons who are regular members of the Board of Management duly appointed by the Council.

3. Voting of the Board

Motions arising at any meeting of the Board of Management shall be decided by a majority of votes. In the case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot as so demanded by any member of the Board of Management present, but if no demand is made the vote shall be taken in the usual way by assent or dissent.

4. Minutes

The Board shall keep proper minutes and records of every meeting of the Board and shall forward true copies of such minutes and records to all members of the Board, the City Clerk, the Chief Administrative Officer, and any other persons determined by the Board as soon as possible after the meeting covered thereby.

5. Location of Meetings

The Board of Management shall hold all of its regular meetings at the City Hall or at such other place or places as the Board of Management may from time to time determine. In the event the Board of Management designates any other locations for a meeting that location shall be made public so that all members can be advised for its location.

6. Frequency of Meetings

Meetings of the Board of Management are held monthly on a day and time set by the Chairman (example: second Thursday of the month at 12:00 noon). No prior notice is necessary unless the day and time have changed.

7. Special Meetings

Special meetings of the Board of Management may be held from time to time as determined necessary by the Board of Management and shall be held at such times and place determined by the Board of Management. Notice of all special meetings shall be given to all members of the Board of Management and, if necessary, the members in the downtown Niagara Falls B.I.A. Such notices shall be delivered, telephoned or sent/posted electronically to each member of the Board of Management, not less than three days before the special meeting is to take place. The Board of Management may transact or conduct any business properly brought before the Board of Management at any regular or special meeting of the Board of Management.

VI. GENERAL MEETINGS

1. Attendance

All downtown B.I.A. members, Board members, and guests are welcome to attend general meetings.

2. Quorum

At all general meetings every question shall be decided by a majority of the votes of the members present in person no proxy.

3. Voting of Members

Each B.I.A. member shall be entitled to one vote on each question arising at any general meeting of the Board of Management. Corporations, partnerships, and other legal entities may vote through a duly authorized proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent(s).

Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands every member having voting rights shall have one vote, and unless a poll is demanded, a decision by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

4. Minutes

The Board shall keep proper minutes and records of every general meeting and shall forward true copies of such minutes to all members of the Board, the City Clerk, the Chief Administrative Officer and any other persons as determined by the Board.

5. *Location of Meetings*

The Chairman of the Board shall determine the location of general meetings. Notice of all Board and B.I.A. members is required two weeks prior to the meeting.

6. *Frequency of Meetings*

There is an annual general membership meeting held in February for the purpose of adopting the yearly budget. Other meetings may be called periodically at the discretion of the Chairman (usually two other meetings in the year). Notice for such meetings is either sent to the general membership by pre-paid mail, published in the downtown newsletter or sent/posted electronically at least two weeks prior to the date of the meeting.

VII. FINANCIAL MATTERS

1. *Fiscal Year*

The fiscal year for the Board of Management shall be the calendar year.

2. *Banking and Accounting*

The Board shall adopt and maintain only banking arrangements and ordinary good accounting practices that are acceptable to the City Auditor and keep such book of account and submit such statements from the time to time as the said City Auditor may require. The City Auditor shall be the Auditor of the Board and all books, documents, and transaction, minutes and accountants of the Board shall at all times be open to his inspection.

3. *Budget*

The Board shall formulate a budget and receive approval of the general membership of the B.I.A. for the budget at the first general meeting of the calendar year. The Board shall submit to the Council an annual budget in a form and at a time satisfactory to the City 'Treasurer' and, within the limits of the estimates as approved by Council. The money to be provided by Council shall be paid by the City Treasurer to the Board from time to time upon receipt of requisitions by the Chairman thereof.

The Board of Management shall not expend any monies not included in the estimates approved by the Council or in a reserve fund established under Section 163 (Municipal Act, R.S.O. 1990). The Board of Management shall not borrow money and, without the prior approval of the Council, may not incur any indebtedness extending beyond the current year.

4. *Statements*

The Board's Secretary shall prepare monthly statements on the status of the Contingency Fund, which upon approval of the Board of Management are

submitted to the City Treasurer for reimbursement. The City Treasurer shall prepare periodic statements of Revenue and Expenditure for the central account of the Board administered by the City Treasurer.

5. *B.I.A. Levy*

Subject to maximum and minimum charges as the Council may specify by by-law, the Council shall in each year levy a special charge upon rateable property in the area that is in the prescribed business property class. This charge shall be sufficient to provide a sum equal to the sum of money provided for the purpose of the Board of Management for the area, together with the interest thereon at such rate as is required to repay any interest payable by the municipality on the whole or any part of such sum.

The levy shall be borne and paid by such persons in the area on proportion that the assessed value of the real property that is used as the basis for computing the business assessment of each of such persons bears to the assessed value of all the real property in the area used as the basis for computing business assessment.

Any charge imposed in the above manner may be collected in the same manner and with the same remedies as provided by the Municipal Act (R.S.O. 1990) for the collection of taxes upon business assessment.

VIII. BOOKS AND RECORDS

The Board of Management shall see that all necessary books and records required by the by-laws of the Board of Management or by any applicable statute or law are regularly and properly kept. These records when not in use shall be filed in a suitable cabinet or drawer in the office of the Board of Management. They should be readily available for inspection by Board members and others on approval of the Board of Management.

IX. ANNUAL REPORT

On or before the 1st day of March each year, the Board shall submit its annual report for the preceding year to Council including complete audited and certified financial statement of its affairs with balance sheet and revenue and expenditure.

X. INFORMATION CIRCULAR

The staff of the Board of Management shall be responsible for transmitting, reporting or otherwise advising all members of the Downtown Niagara Falls B.I.A. of the decisions of the Board of Management and any other information concerning the Board of Management and the B.I.A. Such information shall be in a written form as determined by the Board of Management and shall be transmitted as such intervals and times, and the Board of Management shall determine.

XI. INSURANCE

The Board of Management shall deposit and keep on deposit with the Chief Administrative Officer, insurance policies satisfactory in all respects to the Chief Administrative Officer indemnifying the Corporation against public liability and property damage in respect to the activities of the Board of Management.

XII. ERRORS IN NOTICE

No error or omission in giving notice for any meeting of the Board of Management shall invalidate such meeting or invalidate or make void any proceedings taken or had such meeting any member of the Board of Management may at any time waive notice of any such meeting and may ratify and approve any and/or all proceedings taken or had there at.

XIII. INTERPRETATION

In this constitution and in all other amendments and additions hereafter passed unless the context requires words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa and references to persons shall include firms and corporations.