

CONSTITUTION

SECTION 1: NAME

The name of the association is **Ontario Business Improvement Area Association** (OBIAA) incorporated in the Province of Ontario on May 31, 2001 as a Corporation without share capital.

SECTION 2: MISSION STATEMENT

OBIAA is the network that represents unique and vibrant BIAs across Ontario. The Association supports and advocates on behalf of its members through the building and nurturing of strong relationships and partnerships. OBIAA is a leader in the development and sharing of information, tools, resources and best practices, and is the ONE voice on common issues.

SECTION 3: MEMBERSHIP

- 1) The four (4) categories of membership are:
 - a) Ontario Business Improvement Areas (voting members are those who have paid membership dues within the current fiscal year - one (1) membership per BIA).
 - b) One representative appointed by the Toronto Association of Business Improvement Areas (TABIA) (voting).
 - c) Associate Members (non-voting) must be approved by the Board and may include Governmental Agencies, other Agencies & Associations, Corporations, Consultants, Developers, Suppliers or other interested individuals.
 - d) Honourary Members (non-voting).
- 2) Member BIAs are entitled to one (1) vote per membership at the Annual General Meeting or any special meeting called by the OBIAA Board of Directors. It is the responsibility of the Member BIA to name their voting delegate (proof of voting privilege may be requested).
- 3) Honourary Memberships may be appointed by the Board of Directors.

SECTION 4: BOARD OF DIRECTORS

- 1) The Board of Directors shall consist of a maximum fourteen (14) voting member composition, one of whom shall be the immediate Past President of the Board, and one of whom shall be the Toronto Association of Business Improvement Areas representative.
- 2) The rest of the Board of Directors shall consist of a maximum of twelve (12)

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representatives whose candidacy for a position is endorsed by a member BIA and who is subsequently elected at the Annual General Meeting for a term of two (2) years. Candidates nominated from the floor who are subsequently elected must be endorsed by a member BIA within 30 days. Failure to receive that endorsement will nullify their election and their seat will be deemed vacant. Every effort will be made to ensure equitable geographical, stakeholder and BIA staff representation.

- 3) The Board of Directors may appoint ex-officio non-voting members as it sees fit.
- 4) The Board of Directors may appoint members if vacancies occur within the Board as the OBIAA POLICY to Fill Board of Directors Vacancies.
- 5) The Board of Directors shall at all times uphold the Constitution of OBIAA and represent the will of the majority of the Board.
- 6) If a Director is absent for three (3) consecutive Board meetings without the authorization of the Board of Directors, their seat may be deemed vacant. In such cases, a motion to remove the member passed by a simple majority is required.
- 7) If OBIAA receives in writing that a member no longer has the endorsement of the nominating BIA and that there has been a motion passed by the Board of that BIA to that effect and received and acknowledged at an OBIAA meeting, then the member ceases to be a member of the OBIAA Board.

SECTION 5: COMMITTEES

- 1) Executive Committee
 - a) There shall be five (5) Officers of the Board of Directors, which shall include:
 - i) The President
 - ii) The Immediate Past President
 - iii) The Vice President
 - iv) The Secretary
 - v) The Treasurer
 - b) The Executive Committee (except for the Immediate Past President, who is on the committee automatically) shall be elected from and by the Board of Directors for a one (1) year term of office. All voting members are eligible to sit on the Executive Committee.

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- c) A majority vote of the Executive Committee shall have the authority to act for the Board of Directors in the intervals between Board meetings on such matters as may be necessary to conduct the business of the Association.
 - d) All decisions are subject to review and ratification at the next Board of Directors' meeting.
- 2) Standing Committees:
- a) All Committees are to be established by the Board of Directors
 - b) Committee Chairperson(s) are to be appointed by the Board of Directors
 - c) Meetings shall be held at the call of the Chairperson(s)
 - d) Recommendations are subject to approval by the Board of Directors or the Executive Committee when they are acting for the Board as per section 1)c above
 - e) Committee membership is not limited to BIA Members or Staff

SECTION 6: MEETING PROCEDURES

- 1) **Rules of Order:** Where specific procedures do not dictate, Robert's Rules of Order will govern all meetings.
- 2) **Annual General Meetings:** Members shall be limited to one (1) vote on any matter, including elections. No proxy votes are to be accepted.
- 3) **Special General Meetings:** The Board of Directors shall have the ability to authorize a Special General Membership Meeting.
- 4) **Board of Director's Meetings:**
 - a) Shall be called by the President or Vice-President, with a minimum of fourteen (14) days' notice.
 - b) Will be held a minimum of three (3) times per fiscal year, not including any meeting held in conjunction with the annual conference.
 - c) Shall consider fifty (50%) plus one (1) of the total number of voting Director present to constitute quorum.
 - d) Shall be chaired by the President, or by the Vice President if the President is unable to chair. If neither the President nor Vice President is able to chair, the voting members will choose from themselves a person to chair the meeting.
 - e) May be held in-camera to consider matters pertaining to legal and personal issues, and only include Board Members and those persons the Board wishes

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to be present.

- f) Shall, notwithstanding the provisions of the above article concerning in-camera sessions, be open to any members of the Association, who may attend but may not take part in the proceedings unless invited to do so by the Board.
- g) May be held via electronic means, such as emails, telephone, teleconferencing, and webinars to discuss and decide on items of business that cannot or should not wait until the next face to face meeting. Such meetings shall have a minimum notice of two regular business days, and the same quorum requirements as a face-to-face meeting. Any motion voted on via electronic means must be brought forward and recorded in the minutes of the first full board meeting following the electronic vote (as per Section 6.c.viii) and noted under “Business Arising”.

5) **Committee Meetings:**

- a) Shall be called by the committee chair, with a minimum of two (2) days’ notice.
- b) Will be held as necessary
- c) Shall consider fifty (50%) plus one (1) of the total number of committee members to constitute quorum.
- d) Shall be chaired by the committee chair, or if the chair is unable to attend the voting members will choose from themselves a person to chair the meeting.
- e) Shall be open to any members of the Association, who may attend but may not take part in the proceedings unless invited to do so by the committee chair.
- f) May be held via electronic means, such as emails, telephone, teleconferencing, and webinars.

SECTION 7: ANNUAL DUES

The annual dues are to be established by the Board of Directors

SECTION 8: FISCAL YEAR

The fiscal year for the Association shall be January 1st to December 31st.

SECTION 9: AMENDMENTS TO THE CONSTITUTION

- 1) All proposed amendments to the Constitution of the Association may be submitted:
 - a) By the Board, Executive Committee, Standing Committees, or any Member of the Association as a notice of motion at an Annual General Meeting for

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consideration at the AGM of the following year

- b) By or to the Board of Directors at least three (3) months prior to the Annual General Meeting, following which the Board shall, with (1) months' notice to the membership, submit the recommended amendment(s) to the Annual General Meeting
- 2) To amend the Constitution, an affirmative majority vote of the members present and voting at the meeting shall be required
- 3) Board of Directors will review the constitutional documents governing the organization bi-annually