

***TOWN OF TECUMSEH
BUSINESS IMPROVEMENT AREA***

**CONSTITUTION
Policies & Procedures**

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DEFINITIONS AND TERMS

1. **"TOTBIA"** means the Town of Tecumseh Business Improvement Area.
2. **"AGM"** means the Annual General Meeting of the membership of the TOTBIA.
3. **"BIA"** means the area designated as an improvement area by Town of Tecumseh By-law 2016-12, as amended.
4. **"Board"** means the Board of Management established under Town of Tecumseh By-law 2016-25, as amended.
5. **"Director(s)"** means the members of the TOTBIA Board of Management who have been appointed by Tecumseh Town Council.
6. **"General Meeting"** means any meeting of the TOTBIA membership.
7. **"Member"** means a person who is assessed, on the last returned assessment roll, with respect to ratable property in the BIA that is in a prescribed business property class and tenants of such property.
8. **"Town Council"** - means the Council of The Corporation of the Town of Tecumseh.
9. **"Corporation"** - means The Corporation of the Town of Tecumseh.
10. **"Non-related businesses"** - non-competing businesses or non-relating businesses, not providing similar goods or services, businesses of a dissimilar nature.

BACKGROUND

On May 17, 1979, the Ontario Municipal Board approved the application by the Corporation, under section 361 of the Municipal Act (R.S.O. 1970, 284), for By-law 1305, being a By-law to designate a certain defined area as a business improvement area (BIA) to be known as the Town of Tecumseh Business Improvement Area.

Following the amalgamation of the Town of Tecumseh, Village of St. Clair Beach and Township of Sandwich South, Town Council adopted By-law 1999-58 establishing a BIA on November 9, 1999. At the time, the BIA included the entire geographic limits of the amalgamated Town.

On November 8, 2005, under By-law 2005-79, Town Council amended the boundary of the BIA to include only the former Town of Tecumseh and Village of St. Clair Beach areas, in addition to a small northerly portion of the former Township of Sandwich South and excluded industrial businesses.

On February 23, 2016, under By-law 2016-12, Town Council further amended the BIA boundary to exempt Beach Grove Golf & Country Club and the properties located south of County Road 22, in the Sylvestre, Jamsyl and Desro Drive areas west of Manning Road. For a map of the current TOTBIA boundary please refer to *Schedule A on page 17*. To see By-law 2016-12 please refer to *Schedule C Corporation By-laws on page 23*.

CONSTITUTION BY-LAW No.

A By-law relating generally to the conduct of the affairs of the Town of Tecumseh Business Improvement Area Board of Management.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Town of Tecumseh Business Improvement Area (hereinafter called the "TOTBIA") Board of Management.

SCOPE

The *Municipal Act, 2001 (Act)*, specifically sections 204-215, is the Act under which business property owners petition Town Council to enact By-laws for an improvement area, designating its geographical boundaries and establishing a Board. The Board is entrusted, subject to such limitations as the By-law provides, with the administration of the organization known as the TOTBIA. The Board is a Corporation and a Local Board of the Corporation for all purposes. *Please refer to Schedule B Municipal Act, 2001 Business Improvement Areas Section 204-215.*

SECTION 1 - NAME

The name of the organization is the Town of Tecumseh Business Improvement Area (TOTBIA).

SECTION 2 - VISION

TOTBIA will be a livable, pedestrian-friendly, destination community, where people bring friends to explore and businesses thrive by sharing a diverse range of high quality goods and services.

SECTION 3 - MISSION STATEMENT

The Board will foster an atmosphere where businesses are eager to collaborate, connect and participate. We will build prosperity through education, promotion and advocacy.

SECTION 4 - OBJECTIVES

It shall be the primary objective of the TOTBIA Board of Management to:

1. Plan and administer activities for the promotion of *TOTBIA* as an attractive business and shopping area and for the maintenance of the appearance of the business core.
2. Engage in strategic planning necessary to address *TOTBIA* issues.
3. Advocate on behalf of the interests of *TOTBIA*.
4. Manage the money that is collected by the Corporation from the required BIA levy for these activities.
5. To attempt to ensure that each Member receives fair representation from the Board.

SECTION 5 - GEOGRAPHICAL BOUNDARY

The TOTBIA represents all of the property and business owners within a designated geographical boundary which encompasses Wards 1 (Old Tecumseh) and 2 (St. Clair Beach), the area south of County Road 22 including businesses on Lesperance Road north of West Lake Road, with the exception of industrial properties and Beach Grove Golf & Country Club.

For a map of the current boundary please refer to *Schedule A TOTBIA Boundary Map*.

SECTION 6 - LOCATION AND CONTACT INFORMATION

The administrative office must be located within the boundaries of the TOTBIA.

The TOTBIA office is in the lower level of the Axiom Mortgage building located at:

12122 Tecumseh Rd. E. Unit 2.
Tecumseh, ON N8N 1L9

Other contact information:

Phone: 519.735.3795
Fax: 519.735.5978
Email: bia@tecumseh.ca
Web: tecumsehbia.com
Facebook: townoftecumsehbia
Twitter: TecumsehBIA

SECTION 7 – FISCAL YEAR

The fiscal year of the TOTBIA shall be January 1 through to and including December 31 annually.

SECTION 8 – MEMBERSHIP

1. Members

- a) **Property Owners:** Members of the TOTBIA consist of persons who are assessed, on the last returned assessment rolls, with respect to ratable property in the TOTBIA that is in the prescribed business property class.
- b) **Tenants:** Tenants of such ratable property, who, by the terms of their lease are responsible for the part of the taxes that the tenant is required to pay under the tenant's lease.

2. Members Rights and Benefits

All Members are entitled to:

- a) Attend Board meetings, including Annual and/or General Meetings;
- b) Vote on the selection of Board Members;
- c) Hold any office of the Board;
- d) Appoint a nominee to exercise their right to vote.

3. Conditions and Limitations of Membership

- a) Any Member may ask that issues or items of interest be placed on Board meeting agendas for discussion and/or resolution. Members may also ask to make a presentation to the Board. Requests for delegations or placing items on a Board meeting agenda must be made to the Coordinator at least one (1) week prior to the scheduled meeting.
- b) At Board meetings, members cannot vote and their opportunity to speak may be limited, especially if regarding a presentation, request or agenda item.
- c) At Annual and General Meetings, only the member or his/her nominee, can exercise the right to one vote on each question.
- d) Each member has one vote regardless of the number of properties or businesses owned by any member within the TOTBIA.

4. Nominees

- a) If a Member is a corporation or a partnership, it shall designate in writing to the Board a nominee to attend an Annual or General Meeting on its behalf.

SECTION 9 - ASSOCIATE MEMBERSHIP PROGRAM

Businesses and home-based businesses outside of the TOTBIA designated boundary are interested in joining the TOTBIA Associated Membership Program must send a letter of request to join along with their business information. An Associate Membership Application and invoice will be forwarded to the interested business to complete, sign, and send back with payment. Each application will be judged on its own merits and the TOTBIA Board of Management reserves the right to refuse any application.

1. Listing in the TOTBIA Business Directory:
 - c) The TOTBIA maintains a business directory on their website which includes a listing of all the businesses, map of the BIA area, and an outline of events. The directory on the website enables a business to be listed with over 500 Town of Tecumseh BIA business Members.
2. Communications:
 - a) An Associate Member will receive emails which will keep them informed of issues that relate to the Membership, Town, TOTBIA, etc.
 - b) Advertise in the TOTBIA social media publications
An Associate Member may advertise on the TOTBIA website, Facebook, and Twitter pages for free.
3. Voice in Local Affairs:

Lobbying to support the best interests of independent businesses in Tecumseh is an important issue for the TOTBIA. An Associate Member can benefit from a stronger voice when it comes to local affairs.
4. Networking Opportunities:

Associate Members are invited to all TOTBIA Board regular and annual general meetings but are not allowed to vote.
5. TOTBIA Associate Membership Fees:

Associate Membership invoices will be sent out annually; using the same date the first payment has been received by the Tecumseh BIA office. The TOTBIA accepts cash, cheque, and e-transfers.
Annual fees are based on the number of employees as listed below and are subject to change:

<u>Number of Employees:</u>	<u>Annual Membership Fee (plus HST)</u>
1 - 5	\$100
6 - 10	\$125
11 - 49	\$200
50 +	\$250

SECTION 10 - BOARD OF MANAGEMENT

1. The Board

The membership of the TOTBIA selects, by a vote, the Board representatives to be appointed by Town Council.

- a) The Board shall consist of seven (7) Directors, selected by a vote of the Members at an Annual General Meeting, following an election year, and then appointed as Directors by Town Council.

- b) In addition, Town Council shall appoint two (2) Directors and one (1) Council Liaison. The Council Liaison is required to attend meetings and take part in sub-committee meetings but does not have a vote.
- c) Directors shall each have one vote. A quorum for conducting any meeting of the Board shall consist of a majority plus one.
- d) The Board shall assume office the first day following the appointment by Town Council.
- e) The Board shall have the following Officers: Chair, Vice Chair and Treasurer. At the first meeting of the Board, the Board shall, amongst themselves, elect the Officers.

2. Vacancies

The seat of a Director of the Board becomes vacant when:

- a) Director is absent for three (3) consecutive regular meetings without just cause. Upon a Director failing to attend two (2) consecutive regular meetings without just cause, the Board shall send by prepaid mail, a notice to the Director advising that upon a third (3rd) failure to attend, the Board shall recommend to the Town Council that such Director be removed from the Board.
- b) A Director resigns their seat in writing to the Board with a copy of the letter sent to the Coordinator of the TOTBIA and the Director Corporate Services & Clerk.

3. Appointment to the Board

In the event of a vacancy occurring on the Board, the vacancy shall be filled in accordance with the Corporation's Policy Number 04.

4. Term of Office

The Board's Term of Office runs concurrently with that of Town Council – four (4) year term, with continuation until successors are appointed.

5. Remuneration

The Directors shall receive no remuneration, either directly or indirectly, for services rendered as a Director, but may be reimbursed for out-of-pocket expenses incurred by them as a result of representing the TOTBIA at non-TOTBIA meetings, upon approval of the Board.

SECTION 11 - BOARD RESPONSIBILITIES

1. General

- a) Drafting and approving of policies and procedures to ensure the effective operation of the Board and for amending these policies and procedures, as necessary.
- b) Ensuring that policies and procedures are implemented effectively.
- c) Acting as a legal entity to enter contracts required by the activities of the Board, such as the maintenance, beautification, promotion and advertising of the downtown designated area.
- d) Electing Executives who will act as Signing Officers for the Board.

2. Annual Budget

- a) Drafting an annual budget.
The draft annual budget will be presented to the General Members at the Annual General Members Meeting (AGM) to be held not later than the second Wednesday of October each year. The General Members are to be advised no less than two weeks (14 days) prior to the meeting date, in writing, advertised on all the TOTBIA social media applications and the Corporation's website.
- b) Any eligible Member will be permitted to address the Board, regarding the proposed budget, without prior notice and without being placed on the agenda.
- c) The budget will be provided to Town Council following the AGM.

- d) A General Members meeting will be held annually to present the audited financial statements for the previous year for review and discussion. Subsequently, the statements shall be submitted to Town Council for approval.
- e) The Board shall have the authority to raise funds through events held, to supplement the budget for Board programs.
- 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 Corporation.

3. Meetings

- a) Ensuring those minutes of all Board and Executive meetings are recorded and distributed to Town Council and made available to the Members.
- b) Establishing committees and appointing representatives to those committees as required to deal with issues identified by the Board, or as requested by Town Council.
- c) Hiring staff to carry out the Board's directives.
- d) Maintaining communication with the Members regarding its activities, including but not limited to, arranging General Member meetings.
- e) In the event that both the Chair and the Vice Chair are unable to attend a scheduled Board meeting, a presiding Officer shall be selected from that meeting only by those Directors present, providing that there is a quorum of the Board.
- f) All other activities necessary to the effective operation of the Board and TOTBIA.

Meetings are conducted in accordance with the Procedural By-law Compliance with the Corporations policies including but not limited to Purchasing & Procurement, Code of Conduct and Accountability & Transparency. For copies of each policy please refer to Schedule C.

SECTION 12 - OFFICERS

The Board will nominate the Chair, Vice-Chair and Treasurer from within the Board on an annual basis; at the first Board Meeting each year.

Officer duties are as follows:

1. Chair

- a) Shall have the general management and direction, subject to the authority of the Board, of the business and affairs of TOTBIA.
- b) Be responsible for setting Board Meeting agendas with the assistance and aid of the Coordinator.
- c) Shall be the spokesperson authorized to speak publicly for the Board.
- d) Shall be an ex-officio member of all committees.
- e) Shall be one of no fewer than two signing Officers for the Board.

2. Vice-Chair

- a) Shall assume the duties in the absence of the Chair.

3. Treasurer

- a) Shall be responsible for Financial Statements and related materials with an account of all transactions being presented to the Board on a monthly basis.
- b) Shall submit an up-to-date statement of month-end financial reports at each regularly scheduled Board meeting. Upon approval by the Board the statement will be attached to the minutes of the meeting at which they were approved.
- c) Shall provide to the Board and Town Council an annual financial report.
- d) Shall be the first signing authority on all TOTBIA cheques.

4. Directors of the Board of Management

- a) Shall volunteer to take on an area of responsibility.
- b) Shall volunteer to serve on a committee.
- c) Shall ensure that any committee, on which they are a member, acts within its mandate.
- d) Shall report to the Board on the activities of the committees that they chair.
- e) In the event that the chairperson of a committee is not a Director, and the chairperson of the committee does not wish to present the committee report, a Director representing the committee shall be the committee spokesperson at Board meetings.

5. TOTBIA Coordinator

- a) Shall act as record keeper for the Board and will be responsible for minutes of all Board and committee meetings.
- b) Responsible for the day to day administration of the BIA Office.
- c) Shall be the third signing authority for all TOTBIA cheques.
- d) Has authority to make a maximum \$800 single purchase and no more than a total of \$1,000 maximum purchases per month, thereafter, follow the Town of Tecumseh Purchase Order policy.

SECTION 13 – COMMITTEES (Areas of Responsibility)

- 1. All committees (also referred as Areas of Responsibility) are established by the Board and report only to the Board.
 - a. Committees/Areas of Responsibility
 - i. Human Resource
 - ii. Governance/Nominations
 - iii. Finance
 - iv. Marketing & Communications
 - v. Beautification & Streetscaping
 - vi. Events & Projects/Programs
- 2. All committees are responsible for investigating, preparing plans, and recommending actions to the Board within their mandate.
- 3. All committees shall be comprised of no more than three (3) Directors, and at least two (2) should be Members of the TOTBIA.
- 4. The Chair of a committee shall be a Director. The chairperson of the Board shall not chair any committees.
- 5. Committee Members are confirmed by a vote of the Board.
- 6. Ultimate responsibility for committee activities rests with the Board.
- 7. Committees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board.
- 8. Each committee shall report in writing its activities to the Board at each regularly scheduled Board meeting, either by the Chair of the committee or by a Director of the Board representing the committee. Any written report is to be attached to the minutes of the Board meeting at which it was presented.

SECTION 14 - BOARD ELECTIONS

- 1. Any Member, or their nominee, is eligible for election to the Board provided that the Member's

name is listed on the Corporation's commercial assessment roll and contributes financially (Tax Levy) to the TOTBIA.

2. All elections shall be held by nominations. All nominations must be accepted by the Member, or Member's nominees, who has been nominated.
3. It is the responsibility of the 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.
4. One vote will be allowed per business, professional service, corporate member, when electing seven (7) TOTBIA Directors to the Board of Management. (Where the assessment or anyone (1) business is split on the tax roll, it shall be considered as one (1) business). A nominee can be appointed by a business firm, professional service, or corporation to cast one vote on behalf of the aforementioned TOTBIA Member provided that a letter is duly signed by the owner and such owner's name appears on the business tax assessment roll. In the case of a corporation, the manager will be the signee, providing that the said corporation.
5. Upon the election of the seven (7) Directors to the Board of Management by the Membership, the names of the elected Directors shall be submitted to Town Council for appointment.
6. The election of the seven (7) Directors to the Board shall be within the same year as the Town of Tecumseh's Municipal Election or every four years and at the fourth year AGM. The term of each Director shall be the same as the Council that appointed him/her.
7. Where a vacancy on the Board occurs for any reason, the vacancy shall be filled in accordance with the Corporation's Policy No. 04 and 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 and appointed by Town Council.

SECTION 15 - EXPENDITURES BY THE BOARD OF MANAGEMENT

1. As per section 220 of the *Municipal Act*, 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.
2. Any expenditure over \$800.00 must be approved by a quorum at a Board meeting.
3. Purchases will be carried out in accordance with the Town's Purchasing Policy.

SECTION 16 - APPROVAL OF FINANCIAL TRANSACTIONS

In order to ensure that *TOTBIA* office can function effectively, and that there is adequate financial control by the Board, there are two (2) levels of approval established for financial transactions.

Levels of Approval

- 1) All TOTBIA cheques require two authorized signatures:
 - a) Two Officers of the Board: Chair or Vice-Chair and the Treasurer.
 - i. When one of the Officers is not available, the Coordinator is the second authorized signature.
 - b) All financial transactions over \$800.00 must be approved by a quorum at a Board meeting.
- 2) The Coordinator can make a financial transaction of \$800.00 or more only at the direction of the Board and provided that:
 - a) The purchase has been approved by motion at a quorum at a Board meeting and the approval is documented in the minutes of the meeting or;
 - b) 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, and it will result in budget overrun, the Board must give its approval prior to such a purchase.

Signing Authority

In order to ensure that **TOTBIA** office can function effectively, and that there is adequate financial control by the Board, there are three (3) authorized signing authorities established for all account payable transactions.

- 1) The Chair or Vice-Chair of the Board
- 2) The Treasurer of the Board
- 3) The TOTBIA Coordinator who is hired by the Board

SECTION 17 – MEMBERSHIP MEETINGS

1. Annual General Meetings

- a) The Annual General Meeting (AGM) of the TOTBIA shall be held at a location in the Town of Tecumseh specified in the meeting notice no later than four weeks prior to the month of October in each three (3) years of term and during the fourth (4th) year, no later than four weeks prior to the month of November as determined by the Board.
- b) The AGM agenda shall include:
 - i. Declarations of Pecuniary Interest
 - i. Financial Statements and Reports
 - ii. Auditor's Report
 - iii. Annual Budget
 - iv. Annual Report of the Board
 - v. Minutes of the last Annual General Meeting
 - vi. Acceptance of nominations for the Board of Management
 - vii. Any other business that may properly be brought before the meeting

2. General Meetings

- a) The Board of Management may, from time to time, call a General Meeting of the members of the TOTBIA for any date and time to be held at a location within the BIA boundaries as specified in the notice.
- b) The Board may appoint a day or days in any month or months for regular Board of Management meetings at an hour to be named. There shall be a minimum of ten (10) meetings per year.
- c) In the case of the absence or death of the Chair, a special meeting may be summoned at any time by the TOTBIA Coordinator upon a special requisition to the TOTBIA Coordinator signed by a majority of the Board.
- d) Upon receipt of a petition of the majority of the members of the Board, the TOTBIA Coordinator shall summon a special meeting for the purpose and at the time mentioned in the petition, subject to notice and other requirements of the standing rules and orders of the Board.

3. Notices of Meetings

Notice of the Annual General Meeting or a Special General Meetings of Members shall be provided in writing and shall be sent in a timely manner to ensure they are received by the TOTBIA members not less than ten (10) calendar business days (exclusive of the day of mailing and of the day for which notice is given) prior to the meeting. Notice may be sent by prepaid mail, hand

delivered or electronic communication in advance to each TOTBIA member and each member of the Board of Management, to the addresses as they appear in the database of the TOTBIA.

- a) The agenda for the Annual General Meeting and Special General Meetings shall be posted on the TOTBIA website as soon as practicable after delivery of the agenda to the TOTBIA members to provide notice to the public of such meetings.
- b) Date, time, and location of all TOTBIA Board of Management meetings will be posted on the TOTBIA website to provide notice to members and the public of such meetings.
- c) The notice and agenda of all regular and special Board meetings shall be provided in writing and shall be sent in a timely manner to ensure they are received by the Board members not less than five (5) calendar days prior to the meeting. Notice may be sent by electronic communication or prepaid mail.
- d) There shall not be consideration or decision upon any matter at a meeting unless specific notice that such matter will be considered and decided upon as such meeting is contained in the notice/agenda of the meeting, except with the consent of two-thirds of the members present and voting.
- e) A meeting of members may be held for any purpose on any date and at any time and at any place within the TOTBIA, with notice, if all members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting be held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.
- f) The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph (1) shall not invalidate any resolution passed or any proceedings taken at any meeting.

4. Quorum

A quorum of the Board of Management and Special Board meetings shall be majority plus one of the nine (9) elected members of the Board in attendance.

5. Open and Closed Meetings

All meetings shall be conducted in accordance with the Town's Procedural By-law No. 2017-62, as may be amended from time to time.

In order to represent the entire interests of the TOTBIA Membership, decisions regarding the business and operation of the TOTBIA 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 way of vote by the Board as a whole and when appropriate, in with its members. Executive Committee meetings, when held, should adhere to a similar intent.

SECTION 18 - DECLARATION OF INTEREST

At the beginning of each meeting 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-law or siblings.

SECTION 19 - NEW MEMBERS

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

SECTION 20 - FISCAL YEAR

The fiscal year of is from January 1st to December 31st. 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 Town Council.

SECTION 21 - AUDITOR

The Town designated Auditor shall be the Auditor of the Board and all books, documents, transactions, minutes and accounts of the Board shall at all times be open to his inspection.

SECTION 22 - ANNUAL REPORT

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

SECTION 23 - LITIGATION

The Board shall not enter into any litigation without the prior approval of Council. The Board shall, however, have the right to engage their own solicitor who shall act for them in normal and general legal matters, such as entering into agreements and leases as long as such legal matters remain within the monetary limitations as approved by Council.

SECTION 24 - AMENDMENTS

1. The Constitution of the TOTBIA may be enacted, repealed, amended, added to or re-enacted by the Board upon approval of an Annual General Meeting of the Members duly called to consider confirmation of such amendments.
2. No amendments to the constitution shall be put to vote unless written notices have been mailed or delivered to each Member of the TOTBIA at least fifteen (15) days prior to the meeting at which amendment is to be voted on; said notice to state the proposed amendment(s).
3. The Constitution should be reviewed every three (3) years and should be included in the Board's strategic planning exercises.

This Constitution shall come into force when approved by a majority of the Members of **TOTBIA**.

Passed by the Board of Management on *(month, day, year)* February 13, 2019

Approved by the Members on *(month, day, year)* February 13, 2019

Amended by the Members on *(month, day, year)* March 4, 2020

Amended by the Members on *(month, day, year)* October 14, 2020

Amended by the Members on *(month, day, year)* _____

Amendments:

1. **SECTION 6 - LOCATION AND CONTACT INFORMATION** (page 8)

Previous: Address: 1189 Lacasse Blvd., Tecumseh, ON N8N 1C7

Amended: Approved at the AGM as of March 4, 2020:
12122 Tecumseh Rd. E., Unit 2, Tecumseh, ON N8N 1L9

2. **SECTION 9 - ASSOCIATE MEMBERSHIP PROGRAM** (page 9)

Previous: TOTBIA Associate Membership Program

Amended: Approved at the AGM as of October 14, 2020:
Incorporate the TOTBIA Associate Membership Program in the Constitution

3. **SECTION 11 - BOARD RESPONSIBILITIES, Item 2 (b) Annual Budget** (page 10)

Previous: The draft annual budget will be presented to the General Members at the Annual General Members Meeting (AGM) to be held not later than the second Wednesday of February each year. The General Members are to be advised not less than two weeks (14 days) prior to the meeting date, in writing, advertised in the local newspaper and on the TOTBIA and Corporation's website.

Amended: approved at the AGM as of October 14, 2020: The draft annual budget will be presented to the General Members at the Annual General Members Meeting (AGM) to be held not later than the second Wednesday of October each year. The General Members are to be advised not less than two weeks (14 days) prior to the meeting date, in writing, advertised on all the TOTBIA social media applications and the Corporation's website.

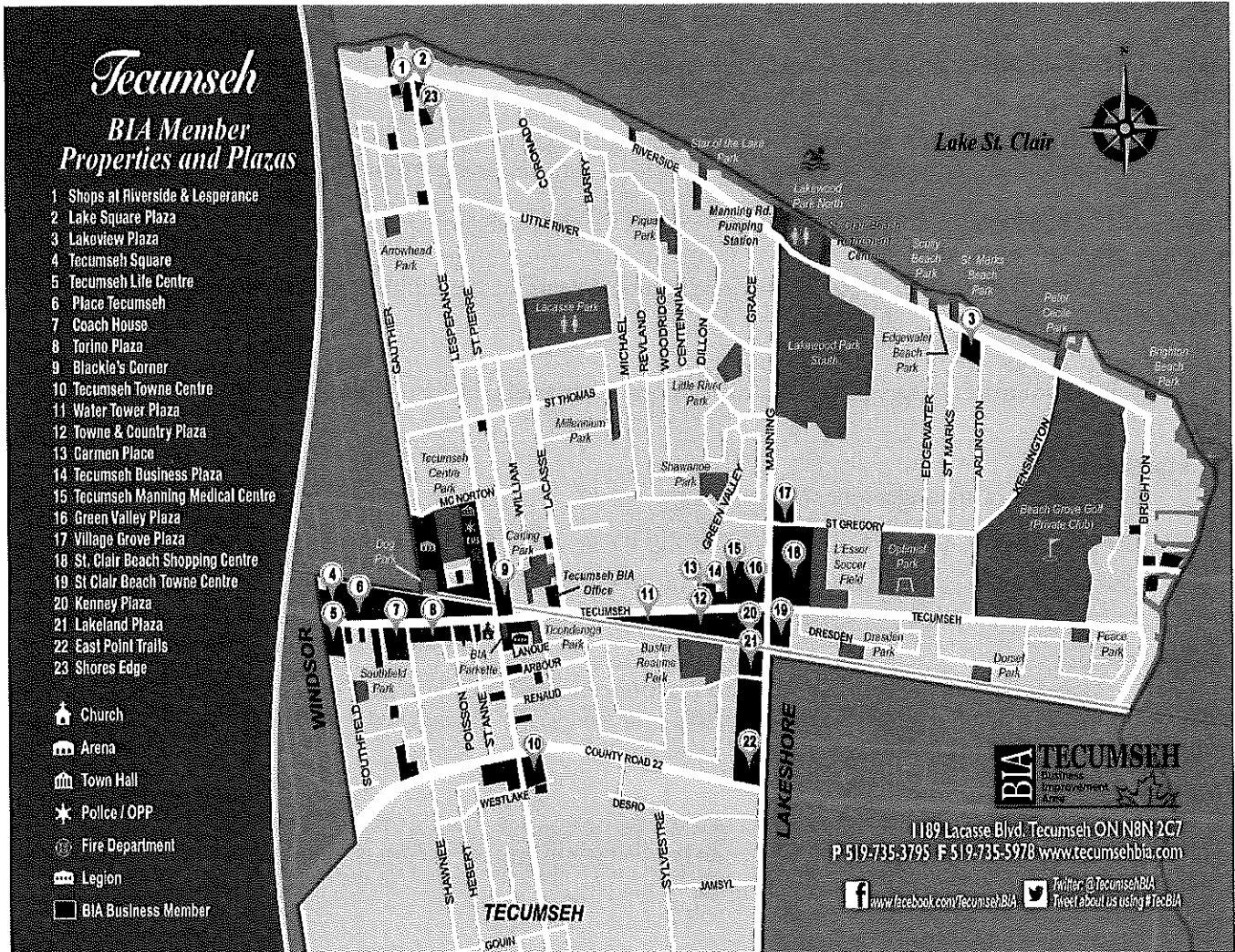
4. **SECTION 17 - MEMBERSHIP MEETINGS, Item 1 (b) Annual General Meeting** (page 14)

Previous: Annual General Meetings (AGM) of the TOTBIA shall be held at a location in the Town of Tecumseh specified in the meeting notice no later than four weeks prior to the month of February in each three (3) years of term and during the fourth (4th) year, no later than four weeks prior to the month of November as determined by the Board.

Amended: approved at the AGM as of October 14, 2020: Annual General Meetings (AGM) of the TOTBIA shall be held at a location in the Town of Tecumseh specified in the meeting notice no later than four weeks prior to the month of October in each three (3) years of term and during the fourth (4th) year, no later than four weeks prior to the month of November as determined by the Board.

5.

SCHEDULE A - Boundary Map of the TOTBIA



SCHEDULE B - Municipal Act, 2001

BUSINESS IMPROVEMENT AREAS

Designation of improvement area

204. (1) A local municipality may designate an area as an improvement area and may establish a board of management,

- (a) to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally; and
- (b) to promote the area as a business or shopping area. 2001, c. 25, s. 204 (1).

Corporation

(2) A board of management is a corporation consisting of the number of directors established by the municipality. 2001, c. 25, s. 204 (2).

Local board status

(2.1) A board of management is a local board of the municipality for all purposes. 2006, c. 32, Sched. A, s. 89.

Composition

- (3) A board of management shall be composed of,
- (a) one or more directors appointed directly by the municipality; and
 - (b) the remaining directors selected by a vote of the membership of the improvement area and appointed by the municipality. 2001, c. 25, s. 204 (3).

Membership

(4) Members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to ratable property in the area that is in a prescribed business property class and tenants of such property. 2001, c. 25, s. 204 (4).

Determining tenancy

(5) In determining whether a person is a tenant or not, the clerk of the municipality 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. 2001, c. 25, s. 204 (5).

One vote

(6) Each member of an improvement area has one vote regardless of the number of properties that the member may own or lease in the improvement area. 2001, c. 25, s. 204 (6).

Nominee

(7) A corporate member of an improvement area may nominate in writing one individual to vote on behalf of the corporation. 2001, c. 25, s. 204 (7).

Joint nominee

(8) Subject to subsection (6), one individual may be nominated for voting purposes by two or more corporations that are members of an improvement area. 2001, c. 25, s. 204 (8).

Refusal to appoint

(9) The municipality may refuse to appoint a person selected by the members of an improvement area, in which case the municipality may leave the position vacant or direct that a meeting of the members of the improvement area be held to elect or select another candidate for the municipality's consideration. 2001, c. 25, s. 204 (9).

Term

(10) The term of the directors of a board of management is the same as the term of the council that appointed them but continues until their successors are appointed. 2001, c. 25, s. 204 (10).

Reappointment

(11) Directors are eligible for reappointment. 2001, c. 25, s. 204 (11).

Vacancies

(12) Subject to subsection (9), if a vacancy occurs for any cause, the municipality may appoint a person to fill the vacancy for the unexpired portion of the term and the appointed person is not required to be a member of the improvement area. 2001, c. 25, s. 204 (12).

Budget

205. (1) A board of management shall prepare a proposed budget for each fiscal year by the date and in the form required by the municipality and shall hold one or more meetings of the members of the improvement area for discussion of the proposed budget. 2002, c. 17, Sched. A, s. 40 (1).

Council to approve

(2) A board of management shall submit the budget to council by the date and in the form required by the municipality and the municipality may approve it in whole or in part but may not add expenditures to it. 2001, c. 25, s. 205 (2); 2002, c. 17, Sched. A, s. 40 (2).

Limitations

(3) A board of management shall not,

- (a) spend any money unless it is included in the budget approved by the municipality or in a reserve fund established under section 417;
- (b) incur any indebtedness extending beyond the current year without the prior approval of the municipality; or
- (c) borrow money. 2001, c. 25, s. 205 (3).

Limitations on power

(4) Section 65 of the *Ontario Municipal Board Act* and section 401 of this Act apply to the municipality's approval under clause (3) (b) in the same manner as if it were incurring a debt of the municipality. 2001, c. 25, s. 205 (4).

Notice

206. A board of management shall give reasonable notice to the general membership of the improvement area of a meeting to hold a vote under clause 204 (3) (b) or for the purposes of a discussion under subsection 205 (1). 2001, c. 25, s. 206; 2002, c. 17, Sched. A, s. 41.

Annual report

207. (1) A board of management shall submit its annual report for the preceding year to council by the date and in the form required by the municipality and the report shall include audited financial statements. 2001, c. 25, s. 207 (1).

Auditor

(2) The municipal auditor is the auditor of each board of management and may inspect all records of the board. 2001, c. 25, s. 207 (2).

Funds to be raised

208. (1) The municipality shall annually raise the amount required for the purposes of a board of management, including any interest payable by the municipality on money borrowed by it for the purposes of the board of management. 2001, c. 25, s. 208 (1).

Special charge

(2) The municipality may establish a special charge for the amount referred to in subsection (1),

- (a) by levy upon ratable property in the improvement area that is in a prescribed business property class;
or
- (b) by levy upon ratable property in the improvement area that is in a prescribed business property class and that, in council's opinion, derives special benefit from the improvement area, which levy may be calculated using different percentages of the assessment for one or more separately assessed properties or categories of separately assessed properties in the prescribed class if the resulting levy is

equitable in accordance with the benefits that, in council's opinion, accrue to the properties from the activities related to the improvement area. 2001, c. 25, s. 208 (2).

Minimum and maximum charges

(3) The municipality may establish a minimum or maximum charge or both, expressed for one or more separately assessed properties or categories of separately assessed properties in a prescribed class, as,

- (a) percentages of the assessed value of ratable property in the improvement area that is in a prescribed business property class;
- (b) dollar amounts; or
- (c) percentages of the board of management's annual budget. 2001, c. 25, s. 208 (3).

Effect of by-law

(4) When a by-law under subsection (3) is in force,

- (a) the amount of a charge levied in a year under subsection (2) shall not, when calculated for the individual property in the prescribed class to which it applies, be less than or greater than the amount of the applicable minimum and maximum charge for the property established under the by-law; and
- (b) if necessary for a fiscal year to raise the amount referred to in subsection (1) because a minimum or maximum charge applies to one or more separately assessed properties or categories of separately assessed properties in the prescribed class, the municipality shall for the year adjust any charges applicable to the remaining individual properties or subclasses of properties in the prescribed class by adjusting the percentage or percentages of assessment established under subsection (2) for those properties. 2001, c. 25, s. 208 (4).

Exclusion

(5) Section 210 does not apply to an adjustment made under clause (4) (b). 2001, c. 25, s. 208 (5).

Borrowings

(6) If only a part of money borrowed by the municipality in any year for the purposes of a board of management is required to be repaid in that year or a subsequent year, only that part and any interest payable on the total amount shall be included in the levies under this section in that year or subsequent year, respectively. 2001, c. 25, s. 208 (6).

Priority lien status

(7) Charges levied under this section shall have priority lien status and shall be added to the tax roll. 2002, c. 17, Sched. A, s. 42.

Changes to boundary

209. The municipality may alter the boundaries of an improvement area and the board of management for that improvement area is continued as the board of management for the altered area. 2001, c. 25, s. 209.

Notice

210. (1) Before passing a by-law under subsection 204 (1), clause 208 (2) (b), subsection 208 (3) or section 209, notice of the proposed by-law shall be sent by prepaid mail to the board of management of the improvement area, if any, and to every person who, on the last returned assessment roll, is assessed for rateable property that is in a prescribed business property class which is located,

- (a) where the improvement area already exists, in the improvement area and in any geographic area the proposed by-law would add to the improvement area; and
- (b) where a new improvement area would be created by the proposed by-law, in the proposed improvement area. 2001, c. 25, s. 210 (1).

When notice received

(2) A person who receives a notice under subsection (1) shall, within 30 days after the notice is mailed,

- (a) give a copy of the notice to each tenant of the property to which the notice relates who is required to pay all or part of the taxes on the property; and

- (b) give the clerk of the municipality a list of every tenant described in clause (a) and the share of the taxes that each tenant is required to pay and the share that the person is required to pay. 2001, c. 25, s. 210 (2).

Objections

- (3) A municipality shall not pass a by-law referred to in subsection (1) if,
 - (a) written objections are received by the clerk of the municipality within 60 days after the last day of mailing of the notices;
 - (b) the objections have been signed by at least one-third of the total number of persons entitled to notice under subsection (1) and under clause (2) (a); and
 - (c) the objectors are responsible for,
 - (i) in the case of a proposed addition to an existing improvement area,
 - (A) at least one-third of the taxes levied for purposes of the general local municipality levy on ratable property in all prescribed business property classes in the improvement area, or
 - (B) at least one-third of the taxes levied for purposes of the general local municipality levy on ratable property in all prescribed business property classes in the geographic area the proposed by-law would add to the existing improvement area, or
 - (ii) in all other cases, at least one-third of the taxes levied for purposes of the general local municipality levy on ratable property in all prescribed business property classes in the improvement area. 2001, c. 25, s. 210 (3).

Withdrawal of objections

(4) If sufficient objections are withdrawn in writing within the 60-day period referred to in clause (3) (a) so that the conditions set out in clause (3) (b) or (c) no longer apply, the municipality may pass the by-law. 2001, c. 25, s. 210 (4).

Determination by clerk

(5) The clerk shall determine whether the conditions set out in subsection (3) have been met and, if they are, shall issue a certificate affirming that fact. 2001, c. 25, s. 210 (5).

Determination final

(6) The determination by the clerk is final. 2001, c. 25, s. 210 (6).

Repeal of by-law

211. (1) Council shall give notice in accordance with subsection 210 (1) of a proposed by-law to repeal a by-law under subsection 204 (1) if the municipality has received,

- (a) a resolution from the board of management requesting the repeal; or
- (b) a request for the repeal signed by persons who are responsible for at least one-third of the taxes levied for purposes of the general local municipality levy on ratable property in all prescribed business property classes in the improvement area. 2001, c. 25, s. 211 (1).

Statement

(2) A person signing a request under clause (1) (b) shall state what amount of taxes on ratable property in the area that the person is required to pay. 2001, c. 25, s. 211 (2).

Time

(3) Council shall give the notice within 60 days after receiving the resolution or request. 2001, c. 25, s. 211 (3).

Repeal

(4) Council shall repeal the by-law under subsection 204 (1) if requests for the repeal are received by the clerk of the municipality within 60 days after the last day of mailing of the notices and,

- (a) the requests have been signed by at least one-half of the total number of persons entitled to notice under subsection 210 (1) and under clause 210 (2) (a); and
- (b) those who have signed the requests are responsible for at least 50 per cent of the taxes levied for purposes of the general local municipality levy on ratable property in all prescribed business property classes in the improvement area. 2001, c. 25, s. 211 (4).

Timing

(5) The repealing by-law must come into force on or before December 31 of the year in which it is passed. 2001, c. 25, s. 211 (5).

Requests withdrawn

(6) If sufficient requests are withdrawn in writing within the 60-day period referred to in subsection (4) so that either condition set out in that subsection no longer applies, the municipality is not required to repeal the by-law. 2001, c. 25, s. 211 (6).

Determination by clerk

(7) The clerk shall determine whether the conditions set out in clause (1) (b) and subsection (4) have been met and, if so, shall issue a certificate affirming that fact. 2001, c. 25, s. 211 (7).

Determination final

(8) The determination by the clerk is final. 2001, c. 25, s. 211 (8).

Restriction

(9) If the conditions of subsection (4) are not satisfied, council is not required to give notice under subsection (1) in response to a resolution or request for a period of two years after the last mailing of the notices. 2001, c. 25, s. 211 (9).

Non-application

(10) No requirement under this section or under section 210 applies to the repeal by a municipality on its own initiative of a by-law under subsection 204 (1). 2001, c. 25, s. 211 (10).

Effect of by-law

212. A by-law passed under subsection 204 (1), subsection 208 (2) or (3), section 209 or subsection 211 (4) is not invalid by reason only that,

- (a) a person required to give a copy of a notice to a tenant or other information to the municipality under subsection 210 (2) has not done so;
- (b) the objections referred to in clause 210 (3) (b) have not been signed by at least one-third of the total number of persons entitled to receive notice under subsections 210 (1) and (2) because a person required to give a copy of the notice under subsection 210 (2) has not done so; or
- (c) the requests referred to in clause 211 (4) (a) have not been signed by at least one-half of the total number of persons entitled to notice under subsections 210 (1) and (2) because a person required to give a copy of the notice under subsection 210 (2) has not done so. 2001, c. 25, s. 212.

Tenants

213. For the purposes of clauses 210 (3) (c) and 211 (1) (b), subsection 211 (2) and clause 211 (4) (b), a tenant shall be deemed to be responsible for the part of the taxes that the tenant is required to pay under the tenant's lease or under sections 367 and 368. 2001, c. 25, s. 213.

Dissolution of board

214. (1) Upon the repeal of a by-law under subsection 204 (1), the board of management is dissolved and the assets and liabilities of the board become the assets and liabilities of the municipality. 2001, c. 25, s. 214 (1).

Liabilities exceed assets

(2) If the liabilities assumed under subsection (1) exceed the assets assumed, the council may recover the difference by imposing a charge on all ratable property in the former improvement area that is in a prescribed business property class. 2001, c. 25, s. 214 (2).

Regulations

215. The Minister may make regulations prescribing one or more classes of real property prescribed under the *Assessment Act* as business property classes for the purposes of sections 204 to 214. 2001, c. 25, s. 215.

SCHEDULE C - The Corporation of the Town of Tecumseh By-Laws and Policies

The following Corporation By-laws and Policies shall be distributed to all members of the Board at the beginning of their term and/or appointed by Council, with the understanding that these by-laws and policies will be enacted.

All by-laws and policies are filed with TOTBIA and can be found on the Corporation's website:
www.tecumseh.ca

- By-Law No 2017-62 - Procedure to Govern Calling, Place and Proceedings of Meetings
- By-Law No 2017-63 - Purchasing & Procurement
- Policy Number 63 - Code of Conduct for Members of Council, Committees and Local Boards
- Policy Number 6/2004 - Harassment Policy
- Policy Number 61/07 - Accountability & Transparency
- Policy Number 76 - Corporate Communication Policy
- Policy Number 80 - Social Media Policy