



Town of Newmarket
AGENDA

**Main Street District Business
Improvement Area Board**

Tuesday, June 20, 2017 at 7:30 PM

Hall #2, Community Centre, Doug Duncan
Drive

Additions/Corrections to Agenda

Declarations of Pecuniary Interest

Presentations

Deputations

Approval of Minutes

1. Main Street District Business Improvement Area Board of Management Meeting Minutes of May 16, 2017.
2. Marketing Sub-Committee Report/Minutes

Items

3. Street Events Update
4. Financial Update and Accounting Overview of Year to Date Expenditures
5. Newmarket Downtown Development Committee Update
6. Store Front Window Screening Discussion
7. Main Street District Business Improvement Area Board of Management Mandate/ Objectives/Best Use of Marketing Funds

Closed Session (if required)

New Business

Adjournment

The meeting of the Main Street District Business Improvement Area Board of Management was held on Tuesday, May 16, 2017 in Hall # 2 of the Community Centre – 200 Doug Duncan Drive, Newmarket.

Members Present: Glenn Wilson, Chair
Elizabeth Buslovich
Councillor Kwapis
Anne Martin
Peter Mertens
Olga Paiva
Jackie Playter
Rory Rodrigo
Siegfried Wall (7:38 to 9:45 PM)

Absent: Carmina Pereira

Guest: Sandra Quiteria, Central Counties Tourism Representative

Staff Present: C. Kallio, Economic Development Officer
E. Bryan, Business Development Specialist
L. Moor, Council/Committee Coordinator

The meeting was called to order at 7:31 PM.

G. Wilson in the Chair.

Additions/Corrections to Agenda

The Chair advised of the following additions to the agenda:

- (1) PowerPoint Presentation by Ms. Sandra Quiteria of Central Counties Tourism
- (2) Tourism Oriented Directional Signage (TODS) invoice

Moved by: Rory Rodrigo
Seconded by: Councillor Kwapis

1. That the additions be included on the agenda.

Carried

Declarations of Pecuniary Interest

None.

Presentation

1. Central Counties Tourism Presentation

Ms. Sandra Quiteria, representative of Central Counties Tourism addressed the Board of Management with a PowerPoint presentation highlighting details of aspects of the Tourism Ontario strategic marketing initiatives, tourism readiness assessment needs and information related to BIA and historical districts. She advised that opportunities exist to partner with Tourism Ontario for specific events. Ms. Quiteria advised she would forward the Tourism Ontario partnership criteria information to the Main Street District Business Improvement Area Board of Management.

Moved by: Olga Paiva
Seconded by: Rory Rodrigo

1. That the presentation by Ms. Sandra Quiteria, Central Counties Tourism regarding strategic marketing initiatives, tourism readiness and possible partnership opportunities be received.

Carried

Approval of Minutes

2. Main Street District Business Improvement Area Board of Management Minutes of April 18, 2017.

An amendment was made to the minutes by referencing the correct name of Peter Mertens in motions made at the April 18, 2017 meeting.

Moved by: Jackie Playter
Seconded by: Peter Mertens

1. That the Main Street District Business Improvement Area Board of Management Minutes of April 18, 2017, as amended, be approved.

Carried

Items

3. Marketing Sub-committee Report/Minutes

The Chair advised there has not been a Marketing Sub-committee meeting held recently, so there is nothing to report at this time.

4. Street Events Update

The Chair advised that the Canada Day festivities arrangements are well underway and the celebrations will last two hours longer than in previous years.

5. Financial Update

The Economic Development Officer distributed a document providing details of revenues and expenses and provided a verbal update of financial statistics.

Discussion ensued regarding obtaining a list of the annual approved budget items and reserve fund account balance. The Chair suggested that an informal accounting overview of year to date financial figures could be provided at the next scheduled Main Street District Business Improvement Area Board of Management meeting.

Moved by: Peter Mertens
Seconded by: Councillor Kwapis

1. That the verbal update by the Economic Development Officer regarding the Main Street District Business Improvement Area Board of Management revenue and expenses to date be received.

Carried

6. Newmarket Downtown Development Committee Update

Jackie Playter advised there has not been a Newmarket Downtown Development Committee meeting held recently, so there is nothing to report at this time.

7. Lower Main Street Permit Parking for Residential Tenants

Olga Paiva requested that Town of Newmarket staff investigate the feasibility of permit parking for residential tenants of Main Street. Councillor Kwapis advised that he brought a motion forward to Council with respect to staff analysis of parking options on a Town wide basis. He suggested that a Town representative attend the next scheduled Main Street District Business Improvement Area Board of Management meeting to provide more information related to parking alternatives.

The Chair advised that he would like to see the implementation of a Parking Task Force that could meet and discuss options associated with the uniqueness of parking challenges within a Heritage Conservation District, specifically Main Street.

Moved by: Councillor Kwapis
Seconded by: Siegfried Wall

1. That the Main Street District Business Improvement Area Board of Management requests Town of Newmarket staff attend an upcoming BIA meeting for a detailed discussion of available parking options for Main Street.

Carried

8. Garbage and Main Street Maintenance

Olga Paiva advised that tenants on Main Street are placing refuse at curbside a day earlier than scheduled trash pick-up days. She requested that the Town of Newmarket send letters to all owners and tenants reminding them to place refuse out in a timely fashion to coincide with pick-up. Discussion ensued regarding unsightly refuse containers along Cedar Street.

Olga Paiva advised that Main Street merchants would like Town staff to give more frequent attention to street up-keep (i.e – sweeping and cleaning). Councillor Kwapis advised that he has received a verbal commitment from the Public Works Services department of a street sweeping route for each Friday

(weather permitting). Councillor Kwapis distributed a copy of the route map for information. Anne Martin advised that the brick flower bed located in front of 171 Main Street has been neglected for some time and requested improvement measures. Councillor Kwapis suggested that the Director of Public Works Services be invited to an upcoming BIA meeting to discuss trash and street maintenance issues.

9. Tourism Oriented Directional Signage (TODS) invoice

The Economic Development Officer requested payment of a recent invoice in the amount of \$600.00 + HST for the Tourism Oriented Directional Signage located on Highway 404.

Moved by: Jackie Playter

Seconded by: Olga Paiva

1. That the invoice in the amount of \$600.00 + HST for the Tourism Oriented Directional Signage be disbursed.

Carried

Closed Session

The Chair advised there was no requirement for a closed session.

New Business

10. a) Rory Rodrigo requested traffic calming measures be implemented on Main Street. Discussion ensued regarding speeding and police enforcement.

Moved by: Rory Rodrigo

Seconded by: Anne Martin

1. That Main Street be added as a priority location for portable flashing speed board signs.

Carried

- b) Councillor Kwapis distributed a copy of the Town's Customer Service Ticket Report showing service and concern statistics by Ward.

c) Peter Mertens requested earmarking some time at the next scheduled meeting to review the Board of Management's mandate and objectives. He suggested that the Board of Management follow a list of criteria when they are asked for funding assistance by various groups or individuals and the Board of Management should have a clear understanding of how best to utilize marketing dollars to benefit Main Street.

d) Jackie Playter suggested that the Board of Management consider implementing print advertising into the marketing strategy.

Adjournment

Moved by: Peter Mertens
Seconded by: Jackie Playter

That the meeting adjourn at 9:45 PM.

Carried

Date

G. Wilson, Chair



TOWN OF NEWMARKET

Christopher Kallio, M.A.
Economic Development Officer
905-953-5300, Ext. 2436
ckallio@newmarket.ca

February 12, 2007

LEGAL AND DEVELOPMENT SERVICES REPORT – ECONOMIC DEVELOPMENT 2007-03

TO: Committee of the Whole
Subject: Business Improvement Area Budget and Constitution
Origin: Economic Development Officer

RECOMMENDATIONS

That Legal and Development Services Report - Economic Development 2007-03 dated February 12, 2007 regarding the BIA budget and constitution be received and the following recommendation(s) be adopted:

- 1. THAT Council approve the 2007 Main Street District Business Improvement Area (B.I.A.) budget in the amount of \$22,800;**
- 2. THAT Finance be directed to add the B.I.A. tax levy to the final municipal tax notices where applicable;**
- 3. AND THAT By-Law No. 1 (Constitution) of the Main Street District B.I.A. be approved.**

COMMENTS

Background

At its meeting of January 22, 2007, Council enacted bylaw 2007-8 authorizing the appointment of the Main Street District Business Improvement Area (B.I.A.) Board of Management. On January 30, the newly constituted Board held its first meeting, where a 2007 budget in the amount of \$22,800 was approved. This was calculated using a proposed \$30,000 initial budget but with a maximum cap of \$500 per assessed property. Maximum as well as minimum capping provisions are allowed under provincial legislation. The implementation of the maximum cap effectively

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reduces the actual budget available to the B.I.A., but it was an important factor in gaining support for the B.I.A. concept.

The primary objective of the B.I.A. will be to promote the area as a business, shopping and entertainment area; as such, about 2/3 of the budget is allocated to Advertising and Promotion, with an additional 22% allocated to Events. The balance of the budget is intended for Administration and Miscellaneous items.

The Constitution sets out the objectives and operating procedures for the organization, which are generally established through provincial legislative requirements. Some components, such as staffing, allow for future growth potential should the B.I.A. require a full or part-time staff person in order to implement its mandate. For now, however, this will be a volunteer-based organization working with a relatively modest budget, with the potential for growth determined by identifiable successes and the perceived value of future increases by the membership.

Council approval of the Main Street District B.I.A. budget is required under the Municipal Act. The organization is also required to submit to Council an annual report and financial statements prior to year end.

BUSINESS PLAN AND STRATEGIC PLAN LINKAGES

Approval of these recommendations supports both the 'Well-planned and connected' and 'Well-respected' objectives of the Town's strategic plan, specifically:

- Revitalization of neighbourhoods starting with the downtown area
- Long term strategy matched with a short-term action plans
- Discovering innovative and creative solutions for future well-being

BUDGET IMPACT (CURRENT AND FUTURE)

Property owners in the designated area will be assessed a special BIA-area levy based on a formula using individual property values, total assessment, and proposed BIA budget. No municipal budget impact is anticipated, although economic development and finance staff will provide support/advisory services to the organization.

Economic Development Officer

Commissioner of Legal and Development
Services/Municipal Solicitor

Newmarket Main Street District Business Improvement Area (B.I.A.)
Proposed 2007 Budget

Item	\$
Administration	1,500.00
Advertising and Promotion	15,000.00
Events	5,000.00
Miscellaneous/Other	1,300.00
Total 2007 Budget	22,800.00

By-law/Constitution

BY-LAW NO. 1

**A by-law relating generally to the conduct of the affairs of
Main Street District Business Improvement Area**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Main Street District Business Improvement Area (hereinafter called the "B.I.A.") as follows:

1. BIA

The name of the organization is Main Street District Business Improvement Area.

2. MISSION

The BIA is the voice of the business community. It is committed to improving and promoting the Main Street District area through investment and advocacy to maintain its position as Newmarket's premier shopping, business, and entertainment destination.

3. OBJECTIVES

The purpose of the B.I.A. is to:

- (a) promote the area as a business, shopping and entertainment area; and
- (b) do all things necessary and appropriate to achieve the foregoing in accordance with applicable legislation or authorities.

4. HEAD OFFICE

The head office shall be located in the Town of Newmarket in the Province of Ontario, at such a place that the Board of Management may determine from time to time.

5. FISCAL YEAR

The fiscal year of the B.I.A. shall terminate on December 31 in each year.

6. MEMBERSHIP

(A) Membership Eligibility

The following shall be eligible for membership in the B.I.A.:

- (a) Property Owners: Members of an improvement area 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
- (b) Tenants: Tenant of such rateable 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.

(B) Rights AND Benefits of Membership

Every Member in good standing is entitled:

- (i) to attend any Annual or General Meeting of the B.I.A.;
- (ii) to one vote on each question arising at any Annual or General Meeting of the B.I.A.;
- and
- (iii) to hold any office of the B.I.A.

(C) Nominees

If a Member is a corporation or a partnership it shall designate in writing to the Board of Management a nominee to attend an Annual or General Meeting of the B.I.A. on its behalf and where a Member operates one or more corporations or partnerships or two or more tenanted locations it shall appoint a different nominee for each such entity or location.

7. MEMBERSHIP MEETINGS

(A) Annual General Meetings

The Annual General Meeting (AGM) of the B.I.A. shall be held at a location in Newmarket specified in the meeting notice no later than in the month of November in each year as determined by the Board of Management. The AGM agenda shall include:

- (i) Financial Statements AND Reports;
- (ii) Auditor's Report;
- (iii) Annual Budget;
- (iv) Annual Report of the Board of Management;
- (v) Minutes of the last Annual General Meeting;
- (vi) Election of Board of Management (subject to approval by Town Council of the Town of Newmarket), if an election year; and
- (vii) Any other business that may properly be brought before the meeting.

(B) General Meetings

The Board of Management may, from time to time, call a General Meeting of the Members of the B.I.A. for any date and time to be held at a location in Newmarket, as specified in the Notice.

(C) Notice of Meetings

(i) Notice of the Annual General Meeting or of a General Meeting of Members shall be sent by prepaid mail at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) in advance to each Member and each member of the Board of Management as well as the Economic Development Department of the Town of Newmarket, at the addresses as they appear on the books of B.I.A. and if no address is given therein then to the last address of each known to the Secretary; provided always that a meeting of Members may be held for any purpose on any date and at any time and at any place within Ontario, without 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 being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.

(ii) The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph (i) shall not invalidate any resolution passed or any proceedings taken at any meeting.

(D) Quorum

A quorum for the Annual General Meeting or for a General Meeting of the B.I.A. shall be 20% of the members, or the majority of the Board of Management, whichever is the lesser. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

(E) Determination of Questions

(i) Questions arising at any meeting of Members shall be decided by a majority vote unless otherwise stated in these By-laws or as required by law.

(ii) At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a Member.

(iii) The Chair shall declare that a resolution has been carried or not carried. It will be entered into the minutes of the B.I.A. It is not necessary to record the number or the proportion of votes.

(iv) The Chair shall not vote on any matter unless there is a tie in which case, the Chair shall

have the casting vote.

(F) Meeting Procedures

Subject to the By-laws of the B.I.A., the procedure to be used at all General and Annual General Meetings shall be governed by the latest edition of Robert's Rules of Order.

(G) Nominees

For the purposes hereof and Section 8, designated nominees of Members shall be considered Members.

8. BOARD OF MANAGEMENT

(A) Board Composition

The affairs of the B.I.A. shall be governed by a Board of Management (sometimes called the "Board") whose members are approved by the Council of the Town of Newmarket, and shall be composed of:

- (i) Eight Members to be nominated by the Members at an Annual General Meeting; and
- (ii) Two members appointed directly by Town of Newmarket Council.

(B) Term of Office

- (i) The term of office for the Board of Management is from the time of his or her appointment by Town Council until the expiration of the term of the Town Council that appointed him or her, so long as the Member continues to be qualified as a Member.
- (ii) In an election year, the new Board cannot officially assume its duties until approved by Town Council, therefore the outgoing Board must continue to hold office until their successors are appointed.

(C) Powers

The Board may, on behalf of the B.I.A., exercise all the powers that the B.I.A. may legally exercise in fulfillment of its objects, unless the Board is restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power:

- (i) to enter into contracts or agreements;
- (ii) to make banking and financial arrangements;
- (iii) to execute documents;
- (iv) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the B.I.A.;
- (v) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable; and
- (vi) to purchase insurance to protect the property, rights and interests of the B.I.A. and to indemnify the B.I.A., its Members, the Board, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the B.I.A.

(D) Role and Function

The Board shall be responsible for:

- (i) making decisions on policy affecting the B.I.A.,
- (ii) managing the affairs of the B.I.A.,
- (iii) hiring of Staff of the B.I.A., and
- (iv) appointing such committees as may be required to accomplish the work of the B.I.A.

(E) Borrowing Powers

The B.I.A. shall not borrow money and, without the prior approval of Town Council, may not incur indebtedness extending beyond the current year.

(F) Board Eligibility

Each Board member shall be a Member of the B.I.A. or be nominated by the BIA and shall remain a Member throughout his or her term of office.

(G) Vacancies

Where a vacancy on the Board occurs, the Board of Management may nominate a replacement, subject to Town Council approval, who shall hold office for the remainder of the term for which his or her predecessor was appointed. If there is no quorum of the Board, the remaining Board members shall call a General Meeting of the B.I.A. to fill any vacancy.

(H) Quorum

A quorum for a meeting of the Board of Management shall be a simple majority.

(I) Meetings of the Board

(i) Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary, or any two members of the Board. The Board may hold its meetings at any place in the Town of Newmarket in the Province of Ontario as it may from time to time determine.

(ii) No formal notice of any meeting of the Board shall be necessary if all the elected Board Members are present or if those absent have indicated their consent to the meeting being held in their absence.

(iii) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Board may also take place without notice immediately after an Annual General Meeting at which the Board is elected, provided a quorum is present.

(iv) No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

(v) The members of the Board shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a casting vote in addition to his or her original vote.

(vi) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour or against any resolution.

(J) Confidentiality and Privacy of Information

(i) The B.I.A., through its Board of Management, shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information.

(ii) In this regard, every Board member shall:

(a) respect the confidentiality of all matters discussed at Board meetings and any other information and documentation to which one may have access to in the capacity as Board member of the B.I.A.; and

(b) respect and act in accordance with the B.I.A. policies governing the privacy and access to information to which one may acquire in the capacity of Board member of the B.I.A.

(K) Standard of Care

Every Board member and Officer of the B.I.A. shall:

- (i) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the B.I.A.; and
- (ii) exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

(L) Conflict of Interest

Every Board member who has any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the B.I.A. shall disclose his or her interest in the manner required by the Municipal Conflict of Interest Act, R.S.O. 1190 c M-50 or as the same may be amended and shall:

- (i) declare his or her interest at the first meeting of the Board after which he or she became interested or aware of any such interest;
- (ii) request that his or her declaration be recorded in the minutes of the meeting; and
- (iii) not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

(M) Removal

- (i) A Board member may be removed from the Board for:
 - (a) ceasing to be a Member in good standing;
 - (b) absence from three (3) meetings in one calendar year of the Board, unless there are extenuating circumstances;
 - (c) failure to perform any duty or tasks as set out in the By-laws and any governing policies;
 - (d) a breach of the provisions of the By-laws regarding conflict of interest;
 - (e) a breach of the provisions of the By-laws regarding confidentiality and privacy of information;
 - (f) breach of the provisions of the By-laws regarding the Standard of Care referred to in subsection (K) above and/or behaviour deemed harmful to the welfare or best interests of the B.I.A.
- (ii) To remove a Board member from office for any of the reasons set out in this section, a resolution shall be made and approved by a simple majority of the Board members present at a duly called meeting of the Board to which notice specifying the intent to pass such resolution has been given.

9. OFFICERS**(A) Election and Term of Office**

- (i) The Board of Management shall elect from among themselves a Chair, Vice-Chair, Secretary-Treasurer who shall serve until the next Annual General Meeting or until he or she is removed from office by resolution of the Board of Management.
- (ii) Officers shall be elected annually by the Board of Management at the first meeting following the Annual General Meeting.

(B) Duties of the Officers

- (i) The Chair shall:
 - (a) chair all meetings of the B.I.A. and of the Board, when present in person and able;
 - (b) have general supervision of the affairs of the B.I.A.;
 - (c) sign all By-laws and execute any documents with the Secretary-Treasurer;
 - (d) perform any other duties, which the Board may, from time to time, assign;
 - (e) sit, ex officio, on all committees; and
 - (f) ensure that all past records of the Board are transferred to the succeeding Secretary-Treasurer when there is a change of Secretary-Treasurer.

- (ii) The Vice-Chair shall:
 - (a) exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; and
 - (b) perform any other duties, which the Board may, from time to time, assign.
- (iii) The Secretary-Treasurer shall:
 - (a) keep or cause to be kept the B.I.A.'s records and books of the B.I.A., including the registry of Officers and Board members, the registry of Members, the minutes of the Annual General Meeting, General Meetings and meetings of the Board or any committees thereof, any committee reports, the By-laws and resolutions;
 - (b) certify copies of any record, registry, by-law, resolution, or minute;
 - (c) send or cause to be sent any notices required for the Annual General Meeting, General Meetings and meetings of the Board of Management; and
 - (d) perform any other duties, which the Board may, from time to time, assign.
 - (e) cause to be kept and maintained the financial records and books of the B.I.A.;
 - (f) assist the auditor in the preparation of the financial statements of the B.I.A.;
 - (g) maintain or cause to be maintained an inventory of all physical assets owned or leased by the B.I.A.; and
 - (h) cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the Town.

10. THE EXECUTIVE DIRECTOR

(A) Appointment

The Board of Management may hire or contract an Executive Director and prescribe the duties of this position.

(B) Duties

- (a) The Board shall delegate to the Executive Director the responsibility for the general management and the execution of the policies of the B.I.A.
- (b) The Executive Director shall:
 - (i) be the Chief Administrative Officer;
 - (ii) be the senior staff position, responsible for the hiring and termination of all other staff;
 - (iii) attend all meeting of the Board of Management and be entitled to speak on all matters, without the right to vote; and
 - (iv) sit ex-officio, on all committees.

(C) Remuneration and Evaluation

The Board shall:

- (i) establish the remuneration for the Executive Director through a resolution of the Board; and shall:
- (ii) annually, and jointly with the Executive Director, carry out a formal and written evaluation of the position of the Executive Director, within a mutually determined and agreed upon approach, process, and time frame. The Chair of the Board shall represent the Board in this matter.

11. COMMITTEES OF THE BOARD

- (a) There may be Standing committees, as the Board of Management shall from time to time determine.
- (b) The Board may appoint ad hoc committees as may be deemed necessary to carry out the objectives of the B.I.A. or to advise the Board. The Board shall prescribe the duties of all such committees.

- (c) All committees, Standing and ad hoc, are required to conduct business in accordance with these By-laws.
- (d) All committee membership, as required by these By-laws and determined by the Board from time to time, are subject to the same rights and responsibilities in their capacity as Members of committees, as those required by the Board.
- (e) Each Standing and ad hoc committee is considered a committee of the Board of Management and as such, is responsible to the Board. Each Committee shall make recommendations to the Board for its approval, and shall report to the Board, through each committee Chair, as determined by the Board, from time to time.
- (f) Standing committees of the Board may include, but not be necessarily limited to:
- (i) Executive & Finance Committee
 - (ii) Marketing & Economic Development Committee
 - (iii) Streetscape & Safety Committee
- (g) Each Standing and ad hoc committee of the Board shall be chaired by a Board Member, as elected by the Board. Committee members may be Board members, BIA members and non-members.
- (h) Unless otherwise stated in the By-laws, the terms of reference for each committee will be determined by the Board of Management, from time to time.

12. SIGNING AUTHORITY

- (a) Three (3) persons shall have signing authority for the B.I.A.: the Chair, the Secretary-Treasurer, and the Vice-Chair.
- (b) Two (2) signatures of the foregoing shall be required on all cheques or cheque requisitions issued by the B.I.A.

13. REMUNERATION

- (a) No Board member shall receive remuneration in payment for services carried out in that capacity.
- (b) Board members may be reimbursed for all reasonable, out-of-the-ordinary expenses directly relating to their functions as Board members. Reimbursement for any such expenses must be approved in advance by the Board of Management.

14. AUDITOR

The external Auditor for the Corporation of the Town of Newmarket shall be the Auditor for the B.I.A. and all books, documents, transactions, minutes and accounts of the B.I.A. shall at all times be open to his/her inspection.

15. INDEMNIFICATION

The B.I.A. shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:

- (a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

16. REVIEW MECHANISM & DISSOLUTION

- (a) Should a majority vote be received to dissolve the B.I.A., a request shall be made to the Town of Newmarket to repeal the by-law establishing the B.I.A.

(b) Upon the repeal of a by-law under the Municipal Act the Board of Management is dissolved and the assets and liabilities of the Board become the assets and liabilities of the municipality.

(c) If the liabilities assumed under subsection (b) exceed the assets assumed, The Town of Newmarket may recover the difference by imposing a charge on all rateable property in the former improvement area that is in a prescribed business property class.

17. CONSISTENCY WITH LEGISLATION

(a) Nothing contained in this by-law shall require the commission of any act which is contrary to an express provision of the Municipal Act or any by-laws of the Corporation of the Town of Newmarket relating to the Board of Management of the area or "Business Improvement Areas" as defined by the Municipal Act.

(b) If there shall exist any conflict between any provision contained in these By-laws and any such provision of the Municipal Act or the By-laws, the latter shall prevail, and the provision or provisions herein affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict, and as so modified these By-laws shall remain in full force and effect.

18. AMENDMENTS

By-laws of the B.I.A. may be enacted, repealed, amended, added to or re-enacted by the Board of Management, upon approval of a General Meeting of Members duly called to consider confirmation of such by-law amendment.

19. EFFECTIVE DATE

These By-laws come into force and are effective immediately, subject to ratification and confirmation by the Members at a General Meeting called for that purpose or an Annual General Meeting, whichever occurs first.

PASSED by the Board of Management this 22nd day of January, 2007
THE BOARD OF MANAGEMENT
FOR THE MAIN STREET DISTRICT BUSINESS IMPROVEMENT AREA

Lisa Thomas
CHAIR

Linda Olijnyk
SECRETARY-TREASURER

APPROVED by the Membership the day of February, 2007