

Annual General Meeting Guidelines

Registration Desk

- Arrange in advance for 1-2 people to oversee the registration desk.
- All members and guests must sign in as they arrive and identify if they are a commercial/industrial property owner, business operator or legal representative.
- Proof of membership (i.e. business card, hydro bill, etc.) and photo ID is required (Schedule C – Municipal Code).
- Nonmembers can attend and must sign in as guests. This is a membership meeting therefore, non-members do not vote and cannot participate in the meeting. They are considered observers.
- Voting Card – Verified BIA members receive one voting card regardless of how many properties or businesses they own.
- Voting Cards are used to differentiate members from non-members.
- Nomination Ballot for Board Election - Verified BIA members receive a Nomination Ballot if and election is required.

Resources and Hand-Out Materials at Registration Desk

1. AGM Meeting Agenda (copies for all)
2. Draft 2017 AGM Minutes (copies for all)
3. Audited Financial Statement 2017 (copies for all)
4. Proposed 2019 Budget (copies for all)
5. Board Member Nomination/Application Forms
6. Sign In Sheets (BIA Office has samples)
7. Chapter 19 – Municipal Code (copy for reference)
8. Chapter 19 – Schedule C (extra copies on hand per request)
9. BIA Procedural By-laws (in cases where BIAs have their own additional procedural by-laws)

AGM AGENDA

(Quorum of the BIA Board must be present to conduct AGM business)

1. Call to Order and Introductions

- Introduce current Board of Management members.
- Introduce guests (i.e. Auditor, Councillor TABIA Rep., etc.).
- Ask all attendees to introduce themselves and the business/property they represent.
- Chair to acknowledge this is the final official meeting the board term, thanking the board for their efforts and thanks to the membership for their support.

2. Declarations of Conflicts of Interest

- Provide an opportunity for membership to declare a conflict of interest based on the agenda items for discussion.
- A conflict is when a member may have a perceived financial or personal interest in a transaction or arrangement based on agenda items.

3. Approval of 2017 Annual General Meeting Minutes

- Time should be allotted for membership to review Draft 2017 AGM Minutes.
- If the minutes are brief they can be read out loud by the Secretary or staff.
- Request the following:
 - Motion to approve the 2017 AGM minutes (motion to be made by member who was present at the 2017 AGM)
 - Seconder for the Motion
 - Any further discussion
 - All in favor
 - Any opposed
 - Any abstain
 - The 2017 AGM minutes have been adopted

4. Auditor's 2017 Report

- City Council mandates that each BIA annually appoint an auditor to audit its financial statements and report its results to Council.
- Ask the Auditor to provide the results of his audit for 2017. Once Auditor has presented:
 - Motion to receive the Audited Financial Statement
 - Seconder for the Motion
 - Any further discussion
 - All in favor
 - Any opposed
 - Any abstain
 - The Financial Statement has been adopted

5. Appointment of Auditor for 2018

- Request:
 - Motion to appoint an Auditor for next year (if Auditor is present, he/she may be asked to leave the room as the membership considers this motion. This should be noted in the minutes.
 - Seconder for the Motion
 - Any further discussion
 - All in favor
 - Any opposed
 - Any abstain
 - The auditor has been appointed.

6. Sub Committee Reports / 2018 Accomplishments

- Subcommittee chairs or staff present the 2018 Accomplishments (i.e. festivals held, marketing initiatives, streetscape improvements, studies, advocacy, murals, etc.)
- Benefits of BIA membership - campaigns/partnerships the BIA has been involved in.

7a. Proposed Program for 2019

- Review 2019 BIA general program plan without financial details.
- The next agenda item (Budget) will identify financial resources required to administer the 2019 proposed program.

7b. Approval of the 2019 Budget

- Ensure copies of the detailed 2019 budget forms are available.
- Treasurer to present and review the budget summary, outlining the BIA finances to date and year end projections.
- Address questions as you go.
- Walk everyone through the budget beginning with page 1- 5. Summary of expenditures and revenues.
- If there is opposition to the budget as presented, inform members that first, a motion must be made to adopt the budget as presented. Requests to modify the budget will be addressed in the process through amendments.
- Request:
 - Motion to adopt the 2019 budget as proposed
 - Seconder for the Motion
 - Any further discussion
 - If there are motions to amend the budget city staff can assist. If there is no further discussion or amendments requested, ask if:
 - All in favor
 - Any opposed
 - Any abstain
 - The 2019 budget has been adopted

8. Board Elections (2019-2022 Term)

- As with every municipal election, BIAs are required to nominate a new Board of Management for Council's approval. Those nominated and appointed to the BIA Board will serve a four-year term, 2019-2022.
- This portion of the AGM may be facilitated by City Staff or TABIA rep. The Chair introduces the facilitator who will lead the Board election process.
- Facilitator opens the floor for nominations to the Board. (*see detailed AGM Election Process below*)
- List the nominee names on a chart. If the number of names does not exceed the maximum board number, the facilitator may request a motion to approve the slate. The process continues with a seconder, all in favour, opposed or abstained leading to adoption on the new board members.
- If there are fewer nominees than vacancies, a motion can be made to reduce the size of the board or leave the current size and hold vacancies.
- If the nominees exceed the number of vacancies, a motion can be made to increase the size of the board to reflect the expanded BIA board. However, if there is no motion to increase the board size, an election process must take place with members using their nomination ballot. Ballots are collected and tabulated by City staff, Auditor, TABIA or BIA staff.

9. New Business / Announcements

- This is an opportunity to address any business held earlier in the meeting and other new business.

10. Adjournment

- Motion to adjourn meeting
- The meeting has been adjourned

AGM Election Process

Election of Board of Management

- Prepare a list of candidates before the meeting if Nomination Forms were completed in advance.
- Collect Nomination Forms at the AGM.
- List all the candidates on a flip chart at the meeting.

For each candidate:

- 1) Motion to nominate
- 2) Do you accept the nomination?
- 3) Secunder - All in Favour - Opposed – Carried/Not Carried

Open the floor to additional nominations

- Provide Nomination Forms at the registration desk in case someone wants to nominate themselves from the floor and or if someone else nominates a member from the floor.
Add candidates to the list (flip chart)
Same process as above **for each candidate**

No further nominations / Nominations Closed

Motion to approve the slate of Board Members

Seconded - All in Favour - Opposed – Carried/Not Carried

**If there are more candidates nominated to the board than the maximum number of board members, there are two options*

*** If there are fewer candidates nominated than vacancies, a motion can be made to reduce the size of the board or leave the current board size and hold vacancies.*

1. A motion can be made to increase the size of the board to accommodate the additional member(s)

Or

2. If the membership does not want to increase the size of the board, then all nominees are listed on a chart and a vote takes place. City staff and BIA staff will calculate the results

Establishing Quorum

§ 19-3.10. Quorum – Board of Management.

A. Unless Council, or community council under delegated authority, approves an alternate quorum figure, quorum of the board shall be half the number of directors, excluding members of Council appointed to the board or vacant positions, rounded up to the nearest integer, minus one.

B. Unless Council, or community council under delegated authority, approves an alternate quorum figure, quorum shall be no less than three.

Newly Elected Board

All newly elected board members must complete the **BIA Board of Management 2019-2022 AGM Application for Nomination Form.**



BIA Board of Management Application (2018-2022)

☐ Application for Nomination (Complete Sections A&B)

☐ Annual General Meeting (AGM)

☐ Board Meeting

☐ Application for Removal (Complete Section A only)

☐ Resignation

☐ Board-Initiated

☐ No Longer a BIA Member

Section A: Business Improvement Area

BIA Name

Date (yyyy-mm-dd)

Section B: Business Contact Information

First Name

Last Name

Mailing Address (Street Number, Street Name, Suite/Unit Number, City/Town, Province, Postal Code)

Telephone Number

Alternate Telephone Number

Email

Section C: Eligibility (Check all that apply)

☐ I am the owner of commercial or industrial property within the BIA
Address of Property (Street Number, Street Name, Suite/Unit Number, City/Town, Province, Postal Code)

☐ I am the tenant of commercial or industrial property within the BIA
Name of Business
Address of Property (Street Number, Street Name, Suite/Unit Number, City/Town, Province, Postal Code)

☐ I am the authorized representative* of the owner of a commercial / industrial property, or a business tenant, within the BIA
Name of Business
Address of Property (Street Number, Street Name, Suite/Unit Number, City/Town, Province, Postal Code)

* Please attach a letter from the owner or business tenant appointing you to stand for nomination to the Board on his or her behalf or a business card confirming that you are an employee of the BIA member.

As a member of a local board I hereby agree to: comply with all applicable laws and City policies including, but not limited to, the City of Toronto Act, Municipal Freedom of Information and Protection of Privacy Act, Municipal Conflict of Interest Act, Code of Conduct for Members of Local Boards, Policy on Use of City Resources during an Election, Public Appointments Policy; and complete the Toronto BIA Office online training to familiarize myself with the relevant policies and legislation that govern members of local boards as noted above.

I hereby acknowledge that Nominees are appointed by Council or Community Council. Council or Community Council retains the right to remove any appointed member at any time and for any reason.

Nominee's Signature _____ Date (yyyy-mm-dd) _____

Completed forms may be submitted to the Toronto BIA Office, Email: biaoffice@toronto.ca Fax: 416-392-1380

Please be advised that all information collected on this form is business information and will be maintained as public record.