



Annual Report 2020  
Presented October 8, 2019



Our Mandate:  
To Promote, Beautify and Advocate for the Businesses in Little Italy.

Preston Street BIA  
Annual General Meeting 2020  
Held October 8, 2019  
St. Anthony's Banquet Hall

## Agenda

- 7:00 Arrival and mingling time
- 7:15 Meeting Commences
  - Introduction of Emcee Daniel Fernandes
  - Introduction of Board of Directors
- 7:30 Chairwoman's Report: Antonella Ceglia
- 7:45 Marketing Committee Report: Amanda Papalia, Lauryn Santini
- 8:00 Presentation of new Constitution: Stephen Moffatt
- 8:10 Vote to accept 2020 Constitution
- 8:20 Treasurer's Report, Presentation of 2020 Budget: Cristina Forieri
- 8:30 Vote to approve 2020 Budget
- 8:40 Annual General Meeting called to a close.

## Annual Report 2019

2019 has been a very active year for the newly elected Board. After the election at the AGM, the board immediately formed two committees, one for Marketing, as well as the Constitution Committee.

The Constitution Committee has reviewed the provincial recommendations for BIA constitutions and have developed a constitution for the BIA, that they feel will clarify how the Board operates.

The Marketing Committee got straight to work forming the strategic plan for what events would be taking place this year, and how to improve existing events. It quickly became apparent to the Committee that the Member's money would be better spent and more could be accomplished by hiring a full-time marketing communications and events coordinator. A sub-committee developed the job description and assisted in vetting the 103 responses we got to the ad. Michelle Nash Baker started May 21<sup>st</sup>.

2019 we saw an increase in nuisance crime, break-ins to businesses and automobiles. We feel this increase can be attributed to two causes:

- 1) The loss of beat cops and regular policing in our area. We will be meeting with the new chief of police as soon as he is settled to promote the location of a community policing centre for Chinatown and Little Italy.
- 2) The Safe-injection site at the Somerset West Community Health Centre. We think this is one of the sources because it appears that the site attracts drug users to the neighbourhood, who need to raise money to buy their drugs. Needles and naloxone kits have been found frequently in the area. The Preston BIA and Chinatown BIA have sent a joint letter to the SWCHC, copying the Mayor, MPP, MP, Councillor and Resident's Association. The letter is included in this annual report. We will keep you up-to-date through the newsletter on next steps to take to return safety to Little Italy.

There are numerous developments taking place that are going to have positive impact on the area in 2020 and beyond. The Icon will move its tenants in, Novo is filling up, Soho Italia has started selling, so we hope to see them sold out quickly and the tower built. Sakto Waterford are breaking ground on a new 25 storey residential rental tower. Consultations are underway for the Gladstone Station development, as well as the Lebreton Flats. The Arnon development on Rochester between Beech and Aberdeen is making its way through the planning department. All these projects will bring us more neighbours and customers.

In 2019, the City and MTO re-routed the Multi Use Pathway onto Preston owing to the replacement of the Queensway bridge over the O-Train. Despite the BIA's objections, we have lost 40 on-street parking spaces and seen numerous collisions between cyclists and vehicles along the new route. In order to get real data on the usage of the path by cyclist, we have applied for a grant from the City to share in the cost of a counting system that will track the number of cyclists who are using the detoured Multi Use Pathway and provide real-time data including time of day and weather, to give us a clear handle on how much the path is being used. It is our hope that armed with the facts of true usage, we may be able to negotiate to have the route improved.

The BIA has been active in the consultation by the City of Ottawa to update the Parking Management Strategy and it appears at this time that the City will apply more fairness to the locations of on-street paid parking and our competitors will also have paid parking on their mainstreets by the new year.

We have not increased the Budget for 2020, it has remained the same for 12 years. At the end of 2018 we held a surplus of \$301,896 which is being put aside for an archway at Albert Street.

## **Marketing Committee Report**

Presdelicious ran from March 1<sup>st</sup> to 10<sup>th</sup> this year. This event gives Little Italy great restaurant credibility with foodies in Ottawa, bloggers and reviewers. It boosts our social media numbers greatly. Those restaurants that participated are very happy with the customer numbers this event provides, but we would like to see more restaurants participating in 2020. The Board is giving this event one more year to see if we can get the number of participating restaurants up and will then determine if they will continue running this event.

This year, the BIA got involved with Tulip Festival, with a program that provided us with 10 tulips with the BIA logo, as well as marketing Little Italy as a signature destination.

Next came Italian Week. The weather Friday and Saturday was iffy, but it cleared enough to enable us to run the Italian Car Parade and Ferrari demo zone. The new location of the Preston Criterium bike races provided a very exciting course with the addition of the Gladstone hill. The organizers are very happy with the new location and the businesses in the area were also happy to host it at the north end. For this reason, we will keep this event at the north end for 2020. St. Anthony's Soccer Club, Italian Week and the Preston BIA sponsored the SWRL Soccer Jugglers from Toronto to come perform for our attendees and host clinics for the kids. Owing to the poor weather, they were only able to do the clinic in the Soccer club but will give us an extra day in 2020 to make up for it. Sunday, we shortened the road closure hours to 3:30-9:30 pm. There has been mixed response from the membership on this. The board would be willing to extend those hours if the membership will create programming / entertainment in front of their businesses to ensure the closed roadway is animated.

Our harvest décor went up the third week of September, beautifying Little Italy and attracting many compliments.

This year we re-started La Vendemmia with our Star-Lit Long-table Dinner. This event was a tremendous success and sold out in less than two weeks. Attendees want us to do this again, so we will take our lessons learned from this first event and apply them to a bigger and better event next year. Our thanks to Claudio Lepore for organizing the kids from St. Antony's Soccer club to run the grape stomping.

We are moving Nightlights to Winterlude in February, to create an attraction to our area and enable us to tap into the Winterlude marketing campaign including their brochure which is distributed throughout Ontario, Quebec and Northern New York State.

We are re-starting the hiring process for a Social Media and Event Coordinator and hope to have someone hired on by end of fiscal year 2019.

## **The Year Ahead**

In 2020 the Queensway bridge may be replaced (It could start between 2020 and 22). The Board is taking steps to prepare by budgeting \$30,000 for removal and storage of the Little Italy Lights, Blade signs and Heritage Murals. While the Blade signs are down, we will recondition and repaint the blades and poles. We will also be removing some blades for businesses that are no longer open. If you are interested in purchasing a blade for your business, the cost is \$1000, and they will be available on a first come, first paid basis. If you are interested in a blade sign please email [info@prestonstreet.com](mailto:info@prestonstreet.com). As well, we face the prospect of Preston Street being closed for three weeks and losing the availability of the Adult High School Parking lot parking spaces and use for Italian Festival and other events, as the MTO plans to build the replacement bridge there. We are looking for ideas on attractions that would draw people to the area during the road closures.

Our festival activity will continue with participation in Winterlude, Presdelicious, Tulip Festival, Italian Festival, Porchfest and La Vendemmia. The Social Committee will develop a Social Media Strategy to lead the new coordinator to improved reach and impact.

We will continue to maintain and repair the Tree lights, Little Italy Lighting on the Arch and bridge and our Heritage mural project. As well we have continued our contract with Nutrilawn to monitor and maintain the treelights. Our Graffiti management contract with Goodbye Graffiti will be renewed as we are happy with the service and they have not requested any changes to the contract.

As well, we will be actively involved in the consultations for the Gladstone Station, Lebreton Flats development plan, and other consultations that will impact our membership.

In terms of community safety, the BIA has requested a community safety meeting that would bring together our membership, Chinatown BIA members, Somerset West Community Health Centre, Police and our political representatives to define a strategy that will return our community to safety, and keep it that way.

Description	2019 Budget	Actual (est'd)	2020 Budget
Tree Lighting/Street Decor Costs	<b>Note 1</b> \$52,400.00	\$37,275.00	\$74,140.00
Italian Festival	<b>Note 2</b> \$94,830.00	\$90,231.95	\$106,800.00
Advertising and Marketing	<b>Note 3</b> \$135,400.00	\$108,775.00	\$122,900.00
Office and Administration	<b>Note 4</b> \$134,821.00	\$132,762.00	\$134,473.00
Total Expenses	<b>\$417,451.00</b>	<b>\$369,043.95</b>	<b>\$438,313.00</b>
Reserve for Future Projects	<b>\$24,304.00</b>	<b>\$72,711.05</b>	<b>\$3,442.00</b>
Total Levy	\$459,193.00	\$459,193.00	\$459,193.00
Less PILT underpayment	-\$17,438.00	-\$17,438.00	-\$17,438.00
Total Revenue	<b>\$441,755.00</b>	<b>\$441,755.00</b>	<b>\$441,755.00</b>
<b>Note 1 Tree Lighting/Street Decor Costs</b>			
Electrical Repair and Maintenance	\$5,000.00	\$935.00	\$5,000.00
Nutrilawn- Tree light replacement	\$31,000.00	\$31,000.00	\$31,000.00
Tree light repair	\$1,000.00	\$0.00	\$1,000.00
Bridge Removal Expenses	\$0.00	\$0.00	\$30,000.00
Graffiti Management	\$18,000.00	\$16,740.00	\$16,740.00
Less City Graffiti Grant	-\$15,000.00	-\$15,000.00	-\$15,000.00
Hydro Little Italy Lights/tree lights	\$2,400.00	\$2,400.00	\$2,400.00
Power washing for murals (500 x 2)	\$1,000.00	\$1,000.00	\$1,000.00
Arch Repairs/ Structural inspection	\$1,000.00	\$200.00	\$2,000.00
<b>TOTAL</b>	<b>\$44,400.00</b>	<b>\$37,275.00</b>	<b>\$74,140.00</b>
<b>Note 2 Italian Festival</b>			
Road Closure	\$23,500.00	\$23,500.00	\$23,500.00
Ferrari	\$20,000.00	\$20,000.00	\$25,000.00
Bike Race Ottawa	\$12,000.00	\$12,000.00	\$15,000.00
Italian Car Parade	\$5,000.00	\$5,000.00	\$5,000.00
Tent for Italian Car Parade	\$3,000.00	\$3,000.00	\$3,000.00
Italian Car Parade Road closure	\$5,630.00	\$5,630.00	\$5,000.00
Police	\$15,000.00	\$10,801.95	\$15,000.00
Lunch for Sign installers	\$300.00	\$300.00	\$300.00
New tree signs	\$0.00	\$0.00	\$5,000.00
Advertising / Animation	\$10,000.00	\$10,000.00	\$10,000.00
	<b>\$94,430.00</b>	<b>\$90,231.95</b>	<b>\$106,800.00</b>
<b>Note 3 Advertising and Marketing</b>			
GRM- Ask Videos, Social Med, Calendar, Web	\$61,000.00	\$38,000.00	\$0.00
Social Media coordinator	\$40,000.00	\$15,000.00	\$40,000.00
The Gladstone/ Applause	\$1,000.00	\$0.00	\$0.00
Website (hosting)	\$400.00	\$400.00	\$400.00
Website port to Wordpress	\$2,000.00	\$2,000.00	\$2,000.00
Annual General Meeting Receptions	\$3,500.00	\$3,500.00	\$3,500.00
AGM Printing	\$1,000.00	\$1,000.00	\$1,000.00

<b>Description</b>	<b>2019 Budget</b>	<b>Actual (est'd)</b>	<b>2020 Budget</b>
Matt Cassidy Christmas Pageant	\$2,000.00	\$2,000.00	\$2,000.00
Presdelicious	\$10,000.00	\$10,000.00	\$10,000.00
Where / Ottawa Magazines	\$2,800.00	\$2,800.00	\$2,800.00
Night Lights	\$10,000.00	\$0.00	\$12,500.00
PorchFest	\$2,000.00	\$0.00	\$2,000.00
Newsletter Prep	\$3,000.00	\$2,000.00	\$0.00
Dragonboat Ice Races	\$5,000.00	\$0.00	\$0.00
Carnevale dei bambini	\$100.00	\$100.00	\$100.00
L'Ora di Ottawa Calendar	\$250.00	\$250.00	\$250.00
Italian Telephone Directory	\$350.00	\$350.00	\$350.00
Autumn Décor	\$25,000.00	\$25,000.00	\$25,000.00
Christmas Décor	\$15,000.00	\$0.00	\$0.00
Receptions Luncheons	\$1,000.00	\$875.00	\$1,000.00
Tulip Festival	\$5,000.00	\$5,500.00	\$10,000.00
La Vendemmia	\$10,000.00	\$1,000.00	\$10,000.00
<b>TOTAL</b>	<b>\$185,400.00</b>	<b>\$109,775.00</b>	<b>\$122,900.00</b>
<b>Administration</b>			
Phone Network Charge	\$1,200.00	\$840.00	\$180.00
Internet	\$1,200.00	\$840.00	\$780.00
Cell Phone Air Time	\$2,400.00	\$1,200.00	\$1,200.00
Audit	\$4,500.00	\$4,500.00	\$4,500.00
Employee Wages	\$79,866.00	\$79,866.00	\$81,463.00
Employer contribution for EI and CPP	\$3,900.00	\$3,900.00	\$4,100.00
Office Cleaning	\$600.00	\$600.00	\$600.00
Window cleaning	\$450.00	\$450.00	\$450.00
Bldgs/Facilities Rentals	\$19,200.00	\$19,200.00	\$21,600.00
Enbridge Gas Office	\$2,400.00	\$2,400.00	\$2,400.00
Hydro Office	\$2,000.00	\$2,000.00	\$2,000.00
Office Supplies/ Furniture	\$3,000.00	\$3,000.00	\$3,000.00
Parking	\$360.00	\$360.00	\$360.00
Insurance City	\$6,000.00	\$6,000.00	\$6,000.00
Insurance Director's and Officers'	\$540.00	\$540.00	\$540.00
Insurance Lori L&H	\$6,280.00	\$5,691.00	\$3,925.00
<b>Memberships</b>			
Ottawa Council of BIAs 1.5% of levy	\$0.00	\$0.00	\$0.00
Congresso	\$100.00	\$100.00	\$100.00
Ottawa Botanical Garden Society	\$125.00	\$125.00	\$125.00
Ontario BIA Association	\$325.00	\$325.00	\$325.00
International Downtown Assoc.	\$500.00	\$500.00	\$500.00
Ottawa Tourism	\$325.00	\$325.00	\$325.00
<b>TOTAL</b>	<b>\$135,271.00</b>	<b>\$132,762.00</b>	<b>\$134,473.00</b>

## **Preston Street BIA Constitution 2019**

### **NAME**

The name of the organization is "*Preston Street Business Improvement Association*", also referred to as "*Preston Street BIA*".

The membership of the organization elects the Board of Management for The Preston Street BIA, which is in turn appointed by the Council of The City of Ottawa (Corporation of The City of Ottawa By-law 2003-0103).

### **PURPOSE**

The Council of the City of Ottawa appoints the Board of Management of the Preston Street BIA to:

1. Plan and administer activities for the promotion of the Preston Street BIA as an attractive business and shopping area and for the maintenance of the appearance of the downtown core.
2. Engage in strategic planning necessary to address the Preston Street BIA issues.
3. Advocate on behalf of the interests of the Preston Street BIA.
4. Manage the money that is collected by the Preston Street BIA from the required special BIA levy for these activities.

### **MEMBERSHIP**

Membership of the organization shall consist of all property owners and businesses located and/or operating within the designated the Preston Street BIA boundaries.

Only members of the Preston Street BIA have the right to vote for representatives to the Board of Management of the Preston Street BIA and to vote on issues brought to a General Meeting of the Preston Street BIA.

Each member has the right to nominate an owner or employee of a business or property (or their designate) to stand for election to the Board of Management of the Preston Street BIA according to requirements set out in the *Municipal Act 2002* and City of Ottawa By-law # 86-87

**Each member has one vote regardless of the number of properties or businesses owned by any member.**

The boundaries of the Preston Street BIA as established by the Council of The City of Ottawa involve parts of:

Preston Street between Albert and Carling Avenue

West side of Rochester between Gladstone and Carling Avenue

Western barrier runs along O-Train / former CPR tracks.

All streets running east west between Preston Street and Rochester Street, between Carling Avenue and Albert St.



Somerset street from the east side of the O-Train bridge to the second lot on the east side of Preston Street.

All businesses that are assessed and pay, as a portion of their annual payment(s) of realty taxes collected by The City of Ottawa for a property in which their business is actively engaged in commerce within the designated area, is eligible for membership and voting privileges in the activities of the Preston Street BIA. Any active and operational business that does not, either directly or through the payment to their landlord of operating cost recoveries in which realty tax recovery for a defined proportionate area of the resident property specifically forms part thereof, does not contribute to the payment of the special levy and is therefore ineligible to vote or elect a delegate to vote on their behalf.

See “Schedule A” (attached) for specific details of boundaries of the Preston Street BIA.

All members are entitled to voting privileges at the Annual General Meeting, one vote per member. Written proxies only are permitted.

Any member of The Preston Street BIA may request that issues or items of interest be placed on the agenda of a Preston Street BIA Board of Management meeting for discussion and/or resolution. In order to have an item placed on the agenda, the requesting member must contact the BIA office, in writing, with a request for inclusion of an item on an upcoming agenda. Such request must include any and all information necessary to ensure a fulsome and informed discussion. Additionally, with reasonable notice, any member may make a request to make a deputation or presentation to the Preston Street BIA.

Additional membership classifications may be added and/or deleted via “policies and procedures”.

## **BOARD OF MANAGEMENT**

**The Board of Management of The Preston Street BIA is a standing committee of the Council of The City of Ottawa.**

Board of Management and sub-committee work is on a volunteer basis. Neither Board members nor sub-committee members or their relatives can receive payment for work related to the BIA or its sub-committees apart from budgeted and receipted expenses for materials.

## **TERM OF OFFICE**

The Board’s Term of Office runs concurrently with that of the Municipal Council appointing it – four (4) years. There is a minimum of six (6) and a maximum of eleven (11) voting members appointed to the Board. There is a limit of two (2) consecutive terms for any board member, unless the out-going board permits, in the interests of the Preston Street BIA and the Board of Management, by way of a majority vote, that a particular member may be elected for an additional term.

## **RESPONSIBILITIES OF THE BOARD**

The Board is responsible for:

1. Drafting and approving of Policies and Procedures to ensure the effective operation of The Preston Street BIA and for amending these Policies and Procedures as necessary.
2. Ensuring that Board Policies and Procedures are implemented effectively.
3. Acting as a legal entity to enter into contracts required by the activities of the Board, such as the maintenance, beautification, promotion and advertising of the downtown designated area.
4. Electing an Executive who will also act as Signing Officers for the Board.
5. Drafting an annual budget for presentation to The Preston Street BIA membership for approval, submitting the approved budget to The City of Ottawa and implementing the annual budget as approved by the Municipal Council.
6. 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 City of Ottawa.
7. Ensuring that minutes of all Board and Executive meetings are recorded and distributed to
8. The City of Ottawa and the BIA membership.
9. Establishing sub-committees and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by The City of Ottawa.
10. Hiring staff to carry out the Board's directives.
11. Maintain communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
12. All other activities necessary to the effective operation of the Board and the Preston Street BIA.

## **APPOINTMENT TO THE BOARD**

The Council of The City of Ottawa appoints members to the Board as follows:

1. One (1) member appointed from the elected Councillors for the City of Ottawa; and
2. A minimum of six (6) and a maximum of eleven (11) members appointed by The City of Ottawa from those elected by the Preston Street BIA membership at the Annual General Meeting.
3. Quorum is a simple majority.
4. The Board of Management may appoint ex-officio members (without voting privileges) to the Board at its own discretion.

Board members may resign by resignation in writing that shall be effective upon any time or date requested, following which an interim replacement member may join the board, provided their interim membership is in accordance with the board vacancy policy of the Preston Street BIA.

The seat of a member of the Board of Management may become vacant (or be deemed to have been vacated) if the member is absent for three (3) consecutive meetings. Upon 30 days' notice in writing to the absent member, the Board may pass a motion authorizing the removal of such member and only then will the member cease to be a member of the Board of Management.

Where a vacancy on the Board occurs for any reason, a person qualified to be a member 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 of Management and appointed by Council for The City of Ottawa.

### **DECLARATION OF INTEREST**

At the beginning of each meeting, as an agenda item, 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, or any other person with whom they may share a pecuniary interest or financial benefit.

The Board of Management of the Preston Street BIA, and members of any committees or sub-committees thereof, are subject to a code of conduct and conflict of interest regulation adopted by the Council of The City of Ottawa and referenced as By-law 2019-399. A general guideline of this By-law and Municipal Conflict of Interest Act is available from the office of the Preston Street BIA, and all Board of Management members must be familiar with their respective rights, privileges and obligations as outlined therein, as well as any amendments to it.

### **OFFICERS**

There shall be three (3) officers on the Board of Management's Executive Committee as follows:

The **Chair** shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the Preston Street and be responsible for setting Board of Management

The **Vice-Chair** will assume the duties of the Chair if absence or disability occurs.

The **Treasurer** will be responsible for Financial Statements and related materials with an account of all transactions being presented to the Board on a monthly basis.

The Board of Management will elect the Chair, Vice Chair and Treasurer from within the Board of Management on an annual basis.

These officers shall form the Executive Committee. The Executive Committee shall have the authority to act for the Board of Management in the intervals between Board meetings on such matters as may be necessary to conduct the business of the Preston Street BIA.

### **SUB-COMMITTEES**

Preston Street BIA sub-committees assist the Board in the planning and administration of board-approved initiatives, projects, or examine specific areas of concern.

Sub-committees propose initiatives and suggest expenditures for approval by the Board.

Sub-committees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board.

Similarly, if sub-committees contract out work related to their activities the Board must first approve the expense, and those employed in the course of completing the contracted work, by way of vote.

Ultimate responsibility for the conduct and activities of sub-committees rests with the Preston Street BIA Board of Management, and the Board of Management must therefore receive regular reports and updates on sub-committee activities at monthly Board meetings.

Sub-committee members are confirmed by a vote of the Preston Street Board of Management. They are expected to work closely with the Preston Street BIA Manager.

### **EXPENDITURES BY THE BOARD OF MANAGEMENT**

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. Please refer to "Purpose" for an outline of mandated activities.

Any expenditure over \$750.00 must be approved by a majority vote at a Board meeting in which quorum is met or achieved. If the expenditure is required to conduct immediate business, then the Executive Committee may be called upon to approve, with a notification of said expenditure provided as soon thereafter to the members of the Board of Management.

### **APPROVAL OF FINANCIAL TRANSACTIONS**

Signing authority:

In order to ensure that the Preston Street BIA office can function effectively, and that there is adequate financial control by the Board, there are two levels of approval established for financial transactions

Level 1: Approval by two of the Officers of the Board of Management Level 2: Approval by the Board of Management

#### ***Level 1 Approval***

The Manager of the Preston Street BIA can complete a financial transaction to a maximum of \$750.00, at the discretion of two Officers of the Board, without prior consultation with or approval by the Board of Management provided that:

1. the purchase is one that was included in the approved budget; and
2. the purchase does not result in an overage in the budget item; and
3. two officers of the Board approve the purchase verbally or in writing
4. the purchase is reported to the Board at its next meeting

#### ***Level 2 Approval***

The Manager of the Preston Street BIA can complete a financial transaction in excess of \$750.00 only at the direction of the Board and provided that:

1. the purchase has been approved by motion at a meeting of the Board of Management and the approval is documented in the Minutes of the Meeting; or

2. the purchase is confirmed to the Board of Management at its next meeting following the completion of the transaction or
3. the expense is fixed and pre-approved by the Board of Management. 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, or if it will result in budget overrun, the Board must grant its approval prior to such a purchase.**

## **MEETINGS**

### **BOARD MEETINGS**

Meetings will be at the call of the Chair, a minimum of 10 per fiscal year.

Fifty per cent of the total number of Board Members must be present to constitute a quorum.

The Board may retire to an *in-camera* session to consider matters of finance and personnel provided that prior to moving *in camera* a resolution is passed stating:

- a) the fact that the Board is convening into closed session and
- b) the general nature of the matter to be discussed

According to Section 239 of the *Municipal Act, 2001* the only matters to be considered *in camera* are as follows:

1. security of the physical or intellectual property of the Preston Street BIA
2. personal matters relating an identifiable individual
3. proposed or pending acquisition or disposition of land by the Preston Street BIA.
4. labour relations or employee negotiations
5. litigation or potential litigation affecting the Preston Street BIA.
6. advice that is subject to solicitor-client privilege

Meetings will be open to any member of the Preston Street BIA or the general public who may attend but may not take part in the proceedings unless invited to do so by the Chair.

A minimum of 10 business days' notice is required of any person or party wishing to request presentation by any individual or delegations wishing to present matters before the Board of Management at a meeting of the Board of Management of the Preston Street BIA. Such notice is required to ensure sufficient advance notice for any one or all of the following considerations; placement on the agenda; provision of sufficient time to allow time for staff to prepare any supporting or answering information that may be required or helpful; ensuring that appropriate time is allocated to all matters to be presented to and/or addressed by the Board of Management during said meeting.

At all meetings of the Board of Management every question shall be decided by a majority of the votes cast on the questions, done by a show of hands. In case of a tie-vote, the Chair of the meeting shall be entitled to a second or casting vote.

As a committee of the Council, the Board should base their decision-making process and rules of

order for meetings on the procedures used by the Council of The City of Ottawa. The Council uses *Robert's Rules of Order* as a basis for their proceedings.

In order to represent the broader interests of the Preston Street BIA membership, decisions regarding the conduct, business and operation of the BIA 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 the Board as a whole and when appropriate, in consultation with its' members. Executive Committee meetings, when held, should adhere to a similar intent.

### **EXECUTIVE MEETINGS**

All decisions are subject to approval and ratification at the next Board of Management meeting. A minimum of two executive members must be present to constitute quorum. All meetings of the Executive Committee shall be at the call of the Chair to conduct business as necessary. Minutes must be taken and presented at the next Board of Management meeting.

### **ANNUAL GENERAL MEETINGS AND/OR SPECIAL GENERAL MEETINGS**

Each calendar year the Board of Management will call and hold one Annual General Meeting and the Board may also call and hold at any time one or more Special General meeting(s) to deal with special issues or to update the organization membership. The meetings shall be held in a facility located within the Preston Street BIA boundaries.

At each Annual General Meeting financial statements for the previous year and proposed budgets for the next calendar year must be presented and approved by a majority of the membership present, following which the figures will be put before Council and the levy requested.

Membership should receive written notice of the Annual General Meeting (AGM) not less than ten (10) days prior to the meeting date. Notice of the AGM is posted on the Preston Street BIA website, distributed electronically to members whom have provided the Preston Street BIA with a current and active e-mail address to which they regularly receive e-mail, and invitations are sent out via regular mail (post). The accidental omission to give notice to any member, Board member, officer or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

A petition signed by seventy-five (75) or more members of the Preston Street BIA is sufficient to order a Special Meeting within thirty (30) days of receipt of that petition by the Executive.

In the event of an equality of votes at an Annual General Meeting or Special General Meeting, either upon a show of hands or upon a poll, the Chair shall be entitled to a casting vote.

An agenda for the Annual General Meeting with copies of the most recent audited financial statement should be distributed to the general membership not less than 7 days prior to the meeting.

### **ELECTIONS**

It is the responsibility of a Preston Street BIA 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 may make nominations from the floor, provided said nomination is presented with a seconder of the nomination. 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.

### **NEW MEMBERS**

All new member businesses are to be presented with a “New Members Kit” by either Preston Street BIA staff or a member of the Board of Management. At this time, the member should be provided with a standardized member information document that allows for the new member to detail their preferred method of communication (e-mail or phone) with the Preston Street BIA.

### **FISCAL YEAR**

The fiscal year of the Preston Street BIA is from January 1 to December 31. The budget presented to 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 The City of Ottawa Council.

This Constitution shall come into force when approved by a majority of the membership of the Preston Street BIA.

Passed by the Board of Management on this 1<sup>st</sup> day of October, 2019

Confirmed by the Members on this \_\_\_\_\_ day of October, 2019

## Board of Directors 2019-2023

Antonella Ceglia: Chair, Owner, La Roma  
Tony Zacconi: Vice Chair, Owner, Sala San Marco  
Cristina Forieri: Treasurer, Partner, Vasto  
Eric Diotte: Owner, Divino Wine Studio  
Marcus Filoso: Owner, Aquilina Urban Parking  
Claudio Lepore: Owner, uBrand Promotions  
Stephen Moffatt: Vice President, Waterford Property Group  
Amanda Papalia: Owner, Vincent  
Lauryl Santini: Owner, Santini Gallery  
Catherine McKenney: City Council Appointment  
Lori Mellor: Executive Director