



Box 403
Warkworth, ON
K0K 3K0

TERMS OF REFERENCE

1. WARKWORTH BUSINESS ASSOCIATION

The name of the organization is the Warkworth Business Association (WBA).

2. MISSION

To foster economic well-being within the Greater Warkworth Area (GWA) business community through active engagement, collaboration and promotion.

3. OBJECTIVES

- 3.1 Marketing: Cooperative and creative marketing thrust for the businesses and the community.
- 3.2 Organization Development: Organization with vision and structure that engages the businesses and the community.
- 3.3 Business Development: A cohesive mix of businesses that continue to attract clients.
- 3.4 Community Engagement: The community and the WBA understand and support each other's role.

4. MEMBERSHIP

- 4.1 Eligibility: Membership is open to business owners, employees and interested parties, within the GWA, upon payment of the annual membership fee. The membership fee will be determined annually by the Board of Directors. The membership fee must be paid in full 30 days prior to the Annual General Meeting or any General Meeting to be eligible to vote.
- 4.2 Rights of Membership: Every member in good standing is eligible:
 - 4.2.1 to attend any Annual or General meeting of the WBA;
 - 4.2.2 to one vote on each question arising in any Annual or General Meeting of the WBA;
 - 4.2.3 to hold any office of the WBA.

5. MEMBERSHIP MEETINGS

- 5.1 Annual General Meeting: the Annual General Meeting (AGM) of the WBA shall be held in Warkworth as specified in the meeting notice before the month of June.

The AGM agenda shall include:

 - 5.1.1 Financial Statements and Reports
 - 5.1.2 Annual Budget
 - 5.1.3 Annual Report of the Executive
 - 5.1.4 Minutes of the last AGM
 - 5.1.5 Election of the Board of Directors
 - 5.1.6 Any other business that may properly be brought before the meeting

All **WBA General** membership meetings shall be open to the public. Comments and questions from non-WBA members of the public attending such meetings shall be permitted at the discretion of the Chair.
- 5.2 General Meetings: The Executive may call a General Meeting (GM) of the Members of the WBA for any date and time to be held in Warkworth as specified in the Notice.
- 5.3 Notice of Meetings: Notice of the ~~AGM~~ or GM shall be sent by email a minimum of 7 days prior to the date of the meeting.
 - 5.3.1 Notice of the AGM shall be sent by email a minimum of 45 days prior to the date of the meeting.
- 5.4 Quorum: A quorum for the AGM or GM shall be a majority of directors plus 3 of the paid membership.
- 5.5 Meeting Procedures: the procedure to be used at all GM and AGM shall be governed by the latest edition of Robert's Rules of Order.
- 5.6 Meetings of the **WBA Executive** may be conducted electronically.
- 5.7 All communication regarding GM or AGM may be transmitted electronically.

6. BOARD OF DIRECTORS

- 6.1 The Board of Directors will be elected at the AGM.
- 6.2 There will be a minimum of 5 and maximum of 9 Directors.
- 6.3 The Board of Directors has the right to appoint additional Directors if necessary before the **next** AGM.

7. EXECUTIVE

- 7.1 At the first Board of Directors meeting following the AGM the directors will elect from among themselves a Chair, Vice Chair, Secretary, and Treasurer.
- 7.2 The Executive shall consist of: Chair, Vice Chair, Secretary, Treasurer and Past Chair.



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- 7.3 Confidentiality and Privacy of Information: The WBA through its Board of Directors shall abide by and act in accordance with the laws, policies, and practices, governing all matters related to confidentiality, privacy, and access to information. See Appendix 1.
- 7.4 Conflict of Interest: every Executive member who has any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the WBA shall disclose his or her interest in the matter.

8. COMMITTEES

To assist in the discharge of its responsibilities, the WBA may establish standing and ad hoc committees. All committees are to be appointed annually. There shall be five standing committees: Executive Committee, Finance Committee, Advertising & Marketing Committee, Town Hall Committee, and the Membership Committee.

- 8.1 The Executive Committee: shall have powers to deal with matters requiring emergency action.
 - 8.1.1 The Executive Committee may have meetings called by the Chair, between regular meetings, to discuss business requiring action.
- 8.2 The Finance Committee shall be comprised of the Treasurer and two additional members assigned by the Executive and will meet and report at minimum two times per year.
- 8.3 The Advertising and Marketing Committee will be appointed by the Executive and will be responsible for advertising and marketing activities.
- 8.4 The Town Hall Committee will be appointed by the Executive and will manage the affairs of the Town Hall, including booking, marketing, and planning, in accordance with the terms of the lease between the Warkworth Business Association and the Municipality of Trent Hills.
- 8.5 The Membership Committee will be appointed by the Executive and will be responsible for recruiting and maintaining membership in the Warkworth Business Association.
- 8.6 Other committees (eg Nominating Committee) shall be ad hoc or Event committees. Volunteers will be recruited for these as needed.
- 8.7 At least one member of the Executive shall sit on each committee.
- 8.8 Ad hoc or Event Committees shall report as required by the Executive.
- 8.9 Each ad hoc or event committee shall have responsibilities and objectives defined.
- 8.10 ~~The Warkworth Revitalization Committee is a Committee of Council and operates independently of the Warkworth Business Association. In fulfilling its mandate of providing community input and recommendations to Council regarding the upgrade and beautification of the Village of Warkworth, the WRC has a close working relationship with the WBA.~~

9. REVIEW MECHANISM

All committees and operations are to be reviewed and reported upon annually at the AGM as part of the Executive Report.

10. AMENDMENTS

The Terms of Reference are to be reviewed at a minimum on an annual basis. The Terms of Reference may be enacted, repealed, amended, added or re-enacted by the Executive upon approval of an AGM or GM of members duly called to consider confirmation of such amendment(s).

Appendix 1 Privacy Policy

WBA is committed to responsibly collecting, using and disclosing information in compliance with the provincial *Freedom of Information and Protection of Privacy Act* and the federal *Personal Information Protection and Electronic Documents Act*. When voluntarily provided with any information, we will NOT rent, sell, or otherwise disseminate this information to ANY 3rd party.

Appendix 2 Review Procedures

Reports to the executive and AGM if required, should include participation, attendees, and member involvement.

Also begin tracking and analyzing year-to-year results to determine trends, opportunities, and potential red flags.

Annual Survey Monkey to get subjective and possibly objective measures of:

- Effectiveness of WBA
- Effectiveness of marketing program
- Sales growth or decline

Also review business openings/closures and any business development activities undertaken.

Note each event/activity should be evaluated.