



Town of Newmarket

Agenda

Committee of the Whole

Date: Monday, February 24, 2025
Time: 1:00 PM
Location: Streamed live from the Municipal Offices
395 Mulock Drive
Newmarket, ON L3Y 4X7

1. Notice

This meeting will be streamed live at newmarket.ca/meetings.

Public Input

Individuals who wish to submit input to Council in relation to an item on this agenda have the following options available.

1. Email your correspondence to clerks@newmarket.ca by end of day on February 19, 2025. Written correspondence received by this date will form part of the public record; or,
2. You are strongly encouraged to pre-register if you would like to make a deputation at the meeting. For more information regarding the options available, email your request and contact information to clerks@newmarket.ca.

2. Additions & Corrections to the Agenda

Note: Additional items are marked by an asterisk*.

3. Conflict of Interest Declarations

4. Public Hearing Matter(s)

5. Presentations & Recognitions

6. Deputations

7. Consent Items

7.1 Stormwater Charges for Residential Properties with Low Runoff

1. That the report entitled “Stormwater Charge For Residential Properties With Low Runoff ” be received; and,
2. That Council approve the 2024 stormwater charges for residential properties that meet the criteria as outlined in the report to be adjusted to the 2023 charges, and to be maintained at the same amounts in 2025 and 2026; and,
3. That Staff be authorized and directed to do all things necessary to give effect to this resolution.

7.2 Parking By-law Amendments

1. That the report entitled Parking By-law Amendments dated February 24, 2025 be received; and,
2. That Council approve the attached Amendment By-law 2025-08; and,
3. That Staff be authorized and directed to do all things necessary to give effect to this resolution.

7.3 Municipal Accommodation Tax: Municipal Services Corporation Incorporation and Operating Agreement

1. That the report entitled “Municipal Accommodation Tax: Municipal Services Corporation Incorporation and Operating Agreement” dated February 24, 2025 be received; and,
2. That Articles of Incorporation be filed for a municipal services corporation with the name Newmarket Tourism Development Corporation, or such other similar name as is approved by the Mayor and the Chief Administrative Officer if Newmarket Tourism Development Corporation is not available; and,
3. That Council approve the form and content of By-law No. 1 (Attachment 1) as being satisfactory to the Town and appropriate for adoption by the board of directors of the municipal services corporation, subject to any modification to the name of the corporation within the document, if needed, in accordance with recommendation 2; and,
4. That provided Council has approved a decision at a Town Council meeting, the Mayor and the Clerk is authorized to execute a written resolution confirming that decision on behalf of Council in its role as the sole voting member of the municipal services corporation in lieu of having a Member’s Meeting of the municipal services corporation; and,
5. That Council appoint the following officers to the municipal services corporation:

- a. the Mayor shall be the Chair of the Board of Directors;
 - b. the Chief Administrative Officer shall be the Vice Chair of the Board of Directors;
 - c. The Director, Financial Services of the Town of Newmarket (or designate) shall be the Treasurer of the Corporation; and,
 - d. The Clerk of the Town of Newmarket (or designate) shall be the Secretary of the Corporation; and,
6. That the Operating Agreement between the Corporation of the Town of Newmarket and the municipal services corporation (Attachment 2) be approved, subject to any modification to the name of the corporation within the document, if needed, in accordance with recommendation 2; and,
 7. That the CAO be authorized to execute the Operating Agreement on behalf of the Town; and,
 8. That the Chair and Vice-Chair of the Board of Directors of the municipal services corporation be authorized to execute the Operating Agreement on behalf of the municipal services corporation; and,
 9. That the Asset Transfer Policy for corporations wholly-owned by the Town (Attachment 3) be approved; and,
 10. That the Municipal Accommodation Tax Reserve Fund Policy (Attachment 4) be approved; and,
 11. That Staff be authorized and directed to do all things necessary to give effect to this resolution.

7.4 Main Street District Business Improvement Area Board of Management Meeting Minutes of January 8, 2025

1. That the Main Street District Business Improvement Area Board of Management Meeting Minutes of January 8, 2025 be received.

8. **Action Items**
9. **Notices of Motion**
10. **Motions Where Notice has Already been Provided**
11. **New Business**
12. **Closed Session (if required)**
13. **Adjournment**



Town of Newmarket
395 Mulock Drive P.O. Box 328,
Newmarket, Ontario, L3Y 4X7

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Stormwater Charge for Residential Properties With Low Runoff

Staff Report to Council

Report Number: 2025-07

Department(s): Financial Services

Author(s): Andrea Tang, Director, Financial Services, Craig Schritt, Manager, Climate, Environment & Sustainability

Meeting Date: February 24, 2025

Recommendations

1. That the report entitled “Stormwater Charge For Residential Properties With Low Runoff ” be received; and,
2. That Council approve the 2024 stormwater charges for residential properties that meet the criteria as outlined in the report to be adjusted to the 2023 charges, and to be maintained at the same amounts in 2025 and 2026; and,
3. That Staff be authorized and directed to do all things necessary to give effect to this resolution.

Purpose

The purpose of the report is to obtain Council approval to adjust the 2024 stormwater charges to match the 2023 charges for residential properties greater than 1 acre with low runoff, and to be maintained at the same amounts in 2025 and 2026.

Background

The stormwater charge is a user fee that funds Newmarket's Stormwater Management program. Stormwater management reduces the negative effects of stormwater and lowers the risk of flooding that can damage properties and the environment. Today, stormwater is more of a challenge than ever before due to climate change.

Discussion

Residential homes greater than 1 acre that have large green spaces provide low runoff and environmental benefits. Recognizing the benefits, the 2024 stormwater charges will be adjusted to the 2023 charges, and will be maintained in 2025 and 2026.

Consultation

Climate, Environment & Sustainability department has been consulted.

Conclusion

The 2024 stormwater charges for residential properties greater than 1 acre in the low runoff category will be adjusted to their 2023 charges. 2025 and 2026 charges will remain at the 2023 amounts, subject to outcome of a future review.

Council Priority Association

This report aligns with the following Council Priority: Environmental Sustainability

Human Resource Considerations

None.

Budget Impact

The 2024 stormwater revenues will be reduced by \$70,000 or 0.7% of the annual stormwater charge revenue budget.

Attachments

None.

Approval for Submission

Peter Noehammer, P. Eng.
Commissioner, Development & Infrastructure Services

Esther Armchuk, LL.B
Commissioner, Corporate Services

Report Contact

For more information on this report, contact: info@newmarket.ca.



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Parking By-law Amendments

Staff Report to Council

Report Number: 2025-08

Department(s): Legislative Services

Author(s): John Comeau, Manager of Regulatory Services

Meeting Date: February 24, 2025

Recommendations

1. That the report entitled Parking By-law Amendments dated February 24, 2025 be received; and,
2. That Council approve the attached Amendment By-law 2025-08; and,
3. That Staff be authorized and directed to do all things necessary to give effect to this resolution.

Purpose

The purpose of this Staff Report is to present to Council amendments of the Parking By-law that have been recommended by York Regional Police.

Background

Parking By-law 2019-63 was adopted by Council to regulate the parking of vehicles on both public and private property within the Town's boundaries. York Regional Police have recommended minor amendments to the By-law be adopted by Council.

Discussion

York Regional Police have recommended three changes to the Parking By-law. These changes have been captured by the attached Amendment By-law, and are intended to address two matters:

- 1) To provide clarification that a vehicle owner is not liable for any fees related to the removal of their vehicle from private property unless a police report has been filed or notification to the Town's By-law Department has been made.

- 2) Language in the By-law required updating as the Police Services Act has been repealed and replaced by the Community Safety and Policing Act.

The proposed minor amendments satisfy the concerns brought forward by York Regional Police.

Consultation

York Regional Police were consulted in preparation of this Report and the attached By-law Amendments.

Conclusion

The amendments requested by York Regional Police are minor in nature, and are strongly supported by Town Staff.

Council Priority Association

This report aligns with the following Council Priority: Customer-First Way of Life

Human Resource Considerations

None.

Budget Impact

None.

Attachments

Attachment 1 – Parking By-law Amendment By-law

Approval for Submission

Lisa Lyons, Town Clerk/Director, Legislative Services

Esther Armchuk, Commissioner, Corporate Services

Report Contact

For more information on this report, contact info@newmarket.ca



Corporation of the Town of Newmarket

By-law 2025-XX

A By-law to amend By-law 2019-63 being a By-law to regulate parking, standing, and stopping of Motor Vehicles within the Town of Newmarket.

Whereas Section 100 of the Municipal Act, 2001, authorizes a municipality to pass by-laws to regulate or prohibit the parking or leaving of motor vehicles on private land used as a parking lot with or without the consent of the Owner;

And Whereas Section 100.1 of the Municipal Act, 2001 authorizes a municipality to regulate or prohibit the parking or leaving of Motor Vehicles on Private Property without the consent of the Owner of the land;

And Whereas it is deemed necessary to amend By-law 2019-66;

Therefore be it enacted by the Municipal Council of the Corporation of the Town of Newmarket as follows:

1. That section 12.(1)(a) be repealed and replaced with:

12(1)(a) on **Private Property** without consent of the property **Owner** in accordance with section 12(5)

2. That the definition of "Officer" be repealed and replaced with:

"Officer" means a Police Officer as defined under the Community Safety and Policing Act, as amended, or any other individual designated by the Town to enforce this By-law;

3. That section 12 (6) be repealed and replaced with:

12(6) A police officer or special constable appointed under the Community Safety and Policing Act shall be deemed to have the written authority of a property Owner to enforce this By-law and shall not be required to receive a written complaint.

Enacted this 3rd day of March, 2025.

John Taylor, Mayor

Lisa Lyons, Town Clerk



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Municipal Accommodation Tax: Municipal Services Corporation Incorporation and Operating Agreement Staff Report to Council

Report Number: 2025-09

Department(s): Legal and Procurement Services

Author(s): Barbara Montgomery, Senior Solicitor

Meeting Date: February 24, 2025

Recommendations

1. That the report entitled “Municipal Accommodation Tax: Municipal Services Corporation Incorporation and Operating Agreement” dated February 24, 2025 be received; and,
2. That Articles of Incorporation be filed for a municipal services corporation with the name Newmarket Tourism Development Corporation, or such other similar name as is approved by the Mayor and the Chief Administrative Officer if Newmarket Tourism Development Corporation is not available; and,
3. That Council approve the form and content of By-law No. 1 (Attachment 1) as being satisfactory to the Town and appropriate for adoption by the board of directors of the municipal services corporation, subject to any modification to the name of the corporation within the document, if needed, in accordance with recommendation 2; and,
4. That provided Council has approved a decision at a Town Council meeting, the Mayor and the Clerk is authorized to execute a written resolution confirming that decision on behalf of Council in its role as the sole voting member of the municipal services corporation in lieu of having a Member’s Meeting of the municipal services corporation; and,
5. That Council appoint the following officers to the municipal services corporation:
 - A) the Mayor shall be the Chair of the Board of Directors;
 - B) the Chief Administrative Officer shall be the Vice Chair of the Board of Directors;

C) The Director, Financial Services of the Town of Newmarket (or designate) shall be the Treasurer of the Corporation; and,

D) The Clerk of the Town of Newmarket (or designate) shall be the Secretary of the Corporation; and,

6. That the Operating Agreement between the Corporation of the Town of Newmarket and the municipal services corporation (Attachment 2) be approved, subject to any modification to the name of the corporation within the document, if needed, in accordance with recommendation 2; and,
7. That the CAO be authorized to execute the Operating Agreement on behalf of the Town; and,
8. That the Chair and Vice-Chair of the Board of Directors of the municipal services corporation be authorized to execute the Operating Agreement on behalf of the municipal services corporation; and,
9. That the Asset Transfer Policy for corporations wholly-owned by the Town (Attachment 3) be approved; and,
10. That the Municipal Accommodation Tax Reserve Fund Policy (Attachment 4) be approved; and,
11. That Staff be authorized and directed to do all things necessary to give effect to this resolution.

Purpose

This report provides an update on the next step in the Town's implementation of a Municipal Accommodation Tax, which is the formation of a municipal services corporation under the *Municipal Act, 2001* and Ontario Regulation 599/06. This report seeks Council approval of certain documents required for the establishment of the municipal services corporation.

Background

Section 400.1 of the *Municipal Act, 2001* provides that the council of a local municipality may pass by-laws imposing a tax on the purchase of short-term accommodation within the municipality. Ontario Regulation 435/17: Transient Accommodation Tax, which came into effect on December 1, 2017, prescribes certain requirements in respect of the implementation of a Municipal Accommodation Tax (MAT) program. Municipalities are required to share 50% of MAT revenue with an eligible tourism entity, which may be a municipal services corporation.

On June 26, 2023, Town of Newmarket Council received report 2023-49 and directed staff to proceed with a public consultation strategy to seek feedback from the hospitality sector including hotel operators and short-term rental providers, as well as the broader business community including the Chamber of Commerce and BIA.

On June 17, 2024, Council received report 2024-43 and directed staff to implement a Municipal Accommodation Tax program, including to begin necessary steps to establish a municipal services corporation and to establish a reserve fund for the municipal portion of revenues to be reinvested into community and tourism related initiatives through the annual budget process.

On October 7, 2024, Council received report 2024-58, which approved (1) the name “Newmarket Tourism Development Corporation”, and (2) the interim board of directors for the corporation as the Mayor, the Chief Administrative Officer, and three Town staff members as appointed by the Chief Administrative Officer.

On December 9, 2024, Council enacted By-law 2024-68: A by-law to establish the Municipal Accommodation Tax, with the tax taking effect on January 1, 2025.

Discussion

The Articles of Incorporation will create the municipal services corporation, establish the purposes of the corporation and the initial, interim board of directors

Articles of Incorporation for the municipal services corporation will be filed under the *Not-for-Profit Corporations Act, 2010*. The purposes of the corporation shall be to promote and support tourism and tourism related activities in Newmarket that contribute to local economic growth and development. Any profits of the corporation shall be used in promoting its purposes. The corporation is limited to providing services on behalf of the Town.

To provide flexibility to the Town, the minimum number of directors shall be 5 and the maximum number of directors shall be 15. In accordance with Council report 2024-58, (1) the initial and interim directors of the corporation shall be the Mayor, the CAO and three Town staff appointed by the CAO, and (2) prior to the end of 2025, staff will bring forward to Council a list of candidates for appointment to full-term director roles. Directors of the corporation shall serve without remuneration.

By-law no. 1 is the organizing by-law for the municipal services corporation which establishes the scope of authority for both the board of directors, and the Town as the sole voting member

By-law No. 1 for the municipal services corporation (Attachment 1) will be the corporation’s organizational by-law. Passing this by-law will be the first business item for the board of directors of the new municipal services corporation. Once the by-law is put into place by the board of directors of the municipal services corporation, it can only be
Municipal Accommodation Tax: Municipal Services Corporation Incorporation and
Operating Agreement

amended or revoked with the express written consent of Council, on behalf of the Town (as the sole voting member).

The by-law establishes a basic governance framework and addresses matters such as the appointment and removal of directors and officers, meetings, execution of documents, books and records, auditors and audits, and conflicts of interest.

The by-law provides that the Town is the sole voting member of the corporation. The voting member elects the Board of Directors of the corporation, may fill any vacancy occurring or remove any Director, and the voting member approves any advisors appointed to the corporation.

The Board of Directors is responsible for the creation and management of business plans and an annual operating budget, with the budget subject to approval by Town Council, on behalf of the Town (as the sole voting member of the municipal services corporation).

Operating agreement between the Town and the municipal services corporation

The operating agreement (Attachment 2) sets out reasonable financial accountability matters to ensure that amounts paid to the municipal services corporation are used to promote tourism, as required by Ontario Regulation 435/17: Transient Accommodation Tax. The agreement sets out how the Town and the municipal services corporation will work towards promoting and marketing Newmarket as a leading destination for tourism, overnight tourism, leisure and business travel; the guiding principles for carrying out the corporation's mandate; and further establishing the governance framework and the relationship between the Town and the municipal services corporation, in accordance with the legal framework mandated by the *Municipal Act, 2001* and applicable regulations.

The Asset Transfer Policy provides guidance on the accounting of Town assets that are transferred or used by the municipal services corporation

Ontario Regulation 599/06 requires that a municipality adopt and maintain policies on asset transfers to corporations. The proposed Asset Transfer Policy (Attachment 3) fulfils the requirement of the regulation. The policy provides guidance to staff, the municipal services corporation, and the public on the transfer, use and accounting of corporate assets as approved by Council. The Town's Director of Financial Services is responsible for administration of the Asset Transfer Policy.

Municipal Accommodation Tax Reserve Fund Policy

The Municipal Accommodation Tax Reserve Fund Policy (Attachment 4) establishes guidelines for the use of the municipal portion of revenues collected through the Municipal Accommodation Tax. In accordance with Council report 2024-43, the

municipal portion of revenues from the Municipal Accommodation Tax shall be allocated to a reserve fund (the “**MAT Reserve Fund**”) to be reinvested annually back into community tourism initiatives as determined through the annual budget process and in accordance with the policy. The Town’s Director of Financial Services is responsible for administration of the MAT Reserve Fund Policy.

Next Steps

Following Council approval, the Articles of Incorporation for the municipal services corporation will be filed. Staff will take the necessary steps to call the first meeting of the interim Board of Directors where By-law No. 1 will be passed and the Operating Agreement with the Town will be approved for execution by the municipal services corporation.

Consultation

The Senior Leadership Team, Legal Services, Legislative Services, Economic Development, Financial Services, and Recreation and Culture were consulted in the preparation of this report.

Conclusion

In accordance with previous Council direction, staff have worked with external counsel to prepare the organizational documents required to create a municipal services corporation. This report explains the purpose of each of those documents and seeks Council approval to move forward with filing the Articles of Incorporation, the execution of an operating agreement with the municipal services corporation, the adoption of an Asset Transfer Policy and a MAT Tax Reserve Fund Policy, and the appointment of officers to the municipal services corporation. This direction from Council will be the next step in the Town’s implementation of a Municipal Accommodation Tax program.

Council Priority Association

This report aligns with the following Council Priority: Community and Economic Vibrancy

Human Resource Considerations

None.

Budget Impact

None.

Attachments

Attachment 1 – By-law No. 1 for the municipal services corporation

Municipal Accommodation Tax: Municipal Services Corporation Incorporation and Operating Agreement

Attachment 2 – Operating Agreement between the Corporation of the Town of Newmarket and municipal services corporation

Attachment 3 – Asset Transfer Policy

Attachment 4 – Municipal Accommodation Tax Reserve Fund Policy

Approval for Submission

Andrea Tang, Director, Financial Services

Karen Reynar, Director, Legal and Procurement Services

Esther Armchuk, Commissioner of Corporate Services

Ian McDougall, Chief Administrative Officer

Report Contact

Barbara Montgomery, Senior Solicitor, Legal and Procurement Services

bmontgomery@newmarket.ca

BY-LAW NO. 1

being a by-law relating generally to the transaction
of the affairs of the **Newmarket Tourism Development Corporation**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the **Newmarket Tourism Development Corporation** (hereinafter called the "**Corporation**") that:

APPLICABLE LAW

1. As a municipal services corporation the Corporation is subject to legislative requirements beyond those imposed on standard not-for-profit corporations. The Corporation is subject to a number of statutes and regulations, including but not limited to the *Not-for-Profit Corporations Act, 2010* (Ontario) (hereinafter referred to as the "**Act**"), the *Municipal Act, 2001* (Ontario) and the Municipal Services Corporations Regulation under the *Municipal Act, 2001* (Ontario Regulation 599/06) or any successor or replacement legislation or regulation. This by-law and the activities of the Corporation shall conform with all applicable law.

REGISTERED OFFICE

2. The registered office of the Corporation shall be in the Town of Newmarket, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

SEAL

3. The Corporation shall not have a corporate seal.

DIRECTORS

4. **Number and Quorum.** Until changed in accordance with the Act, there shall be a minimum of five (5) and a maximum of fifteen (15) Directors of the Corporation, and the initial, interim number of Directors shall be five (5) as follows:

- (a) the Mayor of the Town of Newmarket;
- (b) the Chief Administrative Officer of the Town of Newmarket; and
- (c) three (3) additional staff of the Town of Newmarket as appointed by the Chief Administrative Officer of the Town of Newmarket.

Prior to the end of the first year of operation, Council for the Corporation of the Town of Newmarket (the "**Voting Member**") will elect Directors to replace the interim, initial board of directors in accordance with Section 6 below.

A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Notwithstanding vacancies in the Board of Directors, the remaining Directors may exercise all the powers of the Board of Directors so long as a quorum of the Board of Directors remains in office.

5. **Qualification.** Each Director shall be eighteen (18) or more years of age. No individual having the status of a bankrupt shall be a Director, and, if a Director takes on the status of a bankrupt, that Director thereupon ceases to be a Director. No Director shall be an individual who has been found under the *Substitute Decisions Act, 1992* (or its successor) or under the *Mental Health Act* (or its successor) to be incapable of managing property or who has been found to be incapable by any court in Canada or elsewhere.

6. **Election and Term of Office.** Council for the Corporation of the Town of Newmarket (the “**Voting Member**”) will elect Directors at an appropriate Member’s meeting, and, subject to the Act, such Directors shall hold office for a term of four years. Directors can be re-elected for additional terms by the Voting Member.

7. **Resignation.** A Director may resign the office of Director by notice in writing to the Corporation.

8. **Vacancies.** Any vacancy occurring in the Directors may be filled for the remainder of the term of such Director by the Voting Member.

9. **Removal of Directors.** The Voting Member may remove any Director before the expiration of the term of office for any reason and may fill the vacancy of a position of Director caused by any reason for the remainder of such term.

10. **Meetings of Directors.** Meetings of the Board of Directors may be held at the registered office of the Corporation, at any other place in Ontario, or by Telephonic or Electronic Means (as that term is defined in Section 48). An annual calendar of meeting dates of the Board of Directors shall be posted on the Corporation's website.

Meetings of the Board of Directors shall be regular and open (provided that such meetings may only be closed to the public if the subject matter is of the type listed in subsection 239(2) of the *Municipal Act, 2001* (Ontario) or any successor or replacement legislation).

In addition to scheduled meetings of the Board of Directors, the Chair of the Board or the Vice-Chair of the Board or any two (2) Directors may at any time call a special meeting of the Board of Directors in order to address a matter of an urgent nature. Notice of such meeting shall be delivered, conveyed by Telephonic or Electronic Means (as that term is defined in Section 48) to each Director and to the Voting Member not less than twenty-four (24) hours before the meeting is to take place or shall be mailed to each Director and to the Voting Member not less than five (5) days before the meeting is to take place.

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and any Director may ratify and approve of any or all proceedings taken or had thereat.

By invitation of the Board of Directors, if an Executive Director has been appointed to serve the Corporation, that individual may attend meetings of the Board of Directors of the Corporation, but shall not be entitled to vote.

11. **Signed By-Laws and Resolutions in Lieu of Meeting of the Board of Directors.** Any by-law or resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

12. **Voting by Directors.** Questions which arise at any meeting of the Board of Directors shall be decided by a majority of votes, provided that certain matters on which the Board of Directors may decide may be subject to the approval of the Voting Member in accordance with the Act, this by-law, any policy adopted by the Board of Directors, the Operating Agreement or any other agreement between the Corporation and the Voting Member. In case of any equality of votes, the Chair of the meeting shall not have a second or casting vote and the motion is therefore defeated. All votes at any such meeting shall be taken in the usual way by assent or dissent. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. **Remuneration of Directors.** The Directors of the Corporation shall serve without remuneration, and no Director shall directly or indirectly receive any profit from the position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing their duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

14. **Indemnity of Directors and Officers.**

- (a) Every Director or Officer or former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or Officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or with such other entity.
- (b) The Corporation shall not indemnify an individual under Section 14(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity for which the individual acts or acted at the Corporation's request as a director or officer, or in a similar capacity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (c) Subject to applicable laws, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 14(a), against any liability incurred

by that individual in the individual's capacity as a Director or an Officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

15. **Protection of Directors and Officers.** No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any loss occasioned by any error of judgment or oversight on such person's part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the office or in relation thereto unless the same shall happen by or through such person's own wilful neglect or default.

The Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditor and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

16. **Business Plans and Budgets.** Subject to Section 22 and any agreement with the Voting Member, the creation and management of business plans and an annual operating budget will be the responsibility of the Board of Directors for provision to the Voting Member provided that each such budget shall be subject to the Voting Member's approval.

17. **Policies and Procedures.** Subject to Section 22 and any agreement with the Voting Member, the Board of Directors may prepare corporate policies and procedures or adopt the Voting Member's policies and procedures. If any such policies or procedures are adopted, the Corporation shall maintain a log of such policies and procedures and shall make them available to the Board of Directors, to the Voting Member and its staff, and to the public

COMMITTEES AND ADVISORS

18. **Committees.** The Board of Directors may appoint such committees as it, from time to time, considers advisable.

No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board of Directors, or to Voting Member, as the Board may, from time to time, direct. Members of committees shall be appointed by, and hold office at the pleasure of the Board of Directors. Members of committees need not be members of the Board. The chair of each committee shall submit to the Board such reports as the Board may, from time to time,

request, but, in any event, each chair shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

19. **Advisors.** The Board (subject to the approval of the Voting Member) or the Voting Member may from time to time appoint advisors to advise the Corporation in such positions other than as Officers, with such titles and with such powers and duties and for such terms of service, as the Board (subject to the approval of the Voting Member) or the Voting Member deems advisable.

MEMBERSHIP

20. **One Class.** There shall be one (1) class of membership, namely the Voting Member class. The Voting Member shall be the Corporation of the Town of Newmarket and upon passage of this By-Law by the initial Board of Directors, such Voting Member shall be deemed to have been issued membership by the Board of Directors as the sole Voting Member of the Corporation.

21. **Voting.** The Voting Member shall be entitled to the one (1) and only vote on each question arising at any Member's meeting.

22. **Governance Framework.** The Voting Member may establish a corporate governance framework for decision-making, strategic planning, budget and business plans, and corporate policies.

MEMBER'S MEETINGS

23. **Meetings.** The annual or any special Member's meeting shall be held at the registered office of the Corporation, any other location in Ontario, or by Telephonic or Electronic Means (as that term is defined in Section 48).

Meetings of the Members shall be regular and open (provided that such meetings may only be closed to the public if the subject matter is of the type listed in subsection 239(2) of the *Municipal Act, 2001* (Ontario) or any successor or replacement legislation).

24. **Signed Resolutions in Lieu of Member's Meetings.** Any resolution signed by the Voting Member is as valid and effective as if passed at a Member's meeting duly called, constituted and held for that purpose. The Mayor and the Clerk of the Town of Newmarket may sign any resolution on behalf of the Voting Member provided that the decision within the resolution has been adopted by Council of the Town of Newmarket at a regular Council or Committee of the Whole meeting.

25. **Agenda and Notice.** At every annual Member's meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The Voting Member shall have the power to call at any time a special Member's meeting.

26. **Error or Omission in Notice.** No error or omission in giving notice of any Member's meeting or any adjourned meeting, whether annual or special, shall invalidate such meeting or make void any proceedings taken thereat and the Voting Member may at any time waive notice of an such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

27. **Adjournment.** Any Member's meetings may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment unless one (1) or more adjournments is for an aggregate of thirty (30) days or more in which case notice of continuation of the adjourned meeting shall be given in accordance with the Act . Such adjournment may be made notwithstanding that no quorum is present.

28. **Quorum and Voting.** A quorum for the transaction of business at any Member's meeting shall consist of the Voting Member. At all Member's meetings every question shall be decided by the vote of the Voting Member.

OFFICERS

29. **General.** The Officers shall be a Chair of the Board, a Vice-Chair of the Board, a Secretary and a Treasurer as appointed by the Voting Member. The Voting Member may appoint such other Officers as the Voting Member may from time to time determine. Subject to the approval of the Voting Member, the Board of Directors may fix the remuneration to be paid to Officers, agents, servants, and employees of the Corporation that are not staff to the Voting Member. Officers that are also staff to the Voting Member will not receive remuneration for their services to the Corporation.

30. **Treasurer.** The Director, Financial Services for the Town of Newmarket (or designate) shall be the Treasurer of the Corporation.

31. **Secretary.** The Clerk of the Town of Newmarket (or designate) shall be the Secretary of the Corporation.

32. **Vacancy.** A vacancy occurring from time to time in these offices may be filled by the Voting Member. One (1) person may hold more than one (1) office except that of Chair of the Board.

33. **Duties of Chair of the Board and Vice-Chair of the Board.** The Chair of the Board shall, when present, preside at all meetings of the Board of Directors. The Chair of the Board of Directors with the Secretary or other Officer appointed by the Board of Directors for the purpose, shall sign all by-laws. The Chair of the Board shall perform such other duties as may from time to time be determined by the Voting Member. During the absence or inability of the Chair of the Board, the Chair of the Board's powers and duties may be exercised by the Vice-Chair of the Board, or such other Director as the Voting Member may from time to time appoint for the purpose and if the Vice-Chair of the Board or such other Director shall exercise any such duty or power, the absence or inability of the Chair of the Board shall be presumed with reference thereto.

34. **Secretary.** The Secretary shall: give or cause to be given all notices required to be given to the Voting Member, Directors and auditors; attend all meetings of the Board of Directors and all Member's meetings (subject to the rules or determinations of the Voting Member); enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and perform such other duties as may from time to time be prescribed by the Voting Member.

35. **Treasurer.** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Voting Member, shall disburse the funds of the Corporation under the direction of the Board of Directors, and shall render to the Board of Directors at the regular meetings thereof whenever required an account of all of transactions as Treasurer, and of the financial position of the Corporation and shall also perform such other duties as may from time to time be determine by the Voting Member.

36. **Duties of Chief Executive Officer.** The Chief Executive Officer (if appointed), subject to the authority of the Board of Directors and the supervision of the Chair of the Board, shall be charged with the general management and supervision of the affairs and operations of the Corporation. The Chief Executive Officer shall perform all duties incidental to the office and shall have such other powers and duties as may from time to time be assigned by the Board of Directors.

37. **Other Officers.** The duties of all other Officers shall be such as the terms of their appointment call for or the Voting Member requires of them. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Voting Member otherwise directs.

38. **Variation of Duties.** The Voting Member, may from time to time, vary, add to or limit the powers and duties of any Officer or Officers.

39. **Agents and Attorneys.** The Board of Directors shall have power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to engage subcontractors) as may be thought fit.

40. **Term of Office.** The term of office of each Officer (other than the Treasurer and the Secretary) shall be such as the terms of their appointment provide, provided that the Voting Member may remove any Officer for any reason and elect or appoint a successor to serve for the remainder of the term.

CONFLICTS OF INTEREST – DIRECTORS, OFFICERS AND ADVISORS

41. **Interest of Directors in Contracts.**

A Director, an Officer or an advisor to the Corporation who has a real or perceived direct or indirect interest in a contract, act, transaction, or proposal with the Corporation, whether direct or indirect, shall disclose their interest to the Board.

Where a Director has disclosed a conflict of interest with the Corporation the Director shall not debate or vote on the matter that is the subject of the conflict.

Where an Officer or an advisor to the Corporation has disclosed a conflict of interest with the Corporation the Officer or an advisor to the Corporation shall not advise on the matter that is the subject of the conflict.

Subject to compliance with the law, and subject to compliance with the conflict of interest provisions in this by-law, no contract or arrangement entered into by or on behalf of the Corporation in which a Director is directly or indirectly interested shall be voided or voidable and no Director shall be liable to account to the Corporation or to its Voting Member or creditors for any profit realized from any contract or arrangement by reason of any fiduciary relationship.

Where a Director has failed to comply with the conflict of interest provisions of this by-law and where a contract or arrangement has been entered into with the Corporation, the contract may be deemed to be voided or voidable and the Director may be liable to account to the Corporation or its Voting Member or creditors for any profit realized from the contract or arrangement by reason of a fiduciary relationship.

A Director, an Officer or an advisor to the Corporation who has a real or perceived direct or indirect interest in a contract, act, transaction or proposal with the Town of Newmarket shall disclose this to the Board. When the Secretary and the Treasurer are carrying out their duties with respect to the Corporation or Town business the Secretary and/or the Treasurer shall not be deemed to have a conflict of interest.

Where a Director, an Officer or an advisor to the Corporation has disclosed a conflict of interest with the Town of Newmarket the person shall not debate, vote or advise the Corporation on the matter, nor shall the Director, an Officer or an advisor lobby, advise or make recommendations to, Town Council on the matter that is the subject of the conflict

42. The Directors and Officers of the Corporation shall be deemed to be members for the purposes of the *Municipal Conflict of Interest Act*.

AUDITOR AND AUDITS

43. **Appointment of Auditor(s).** The Auditor for the Town of Newmarket, or their designate, shall be the auditor for the Corporation, and shall have all of the rights and powers of an auditor provided under the *Municipal Act, 2001*.

44. **Audits.** The Corporation shall be subject to audit by the Voting Member's Internal Auditor (or designate), as required by the Voting Member for any purpose including to ensure that amounts paid to Corporation by the Town are used for the exclusive purpose of promoting tourism.

EXECUTION OF DOCUMENTS

45. **Execution.** Subject to the approval of the Voting member, until such time as the Voting Member approves the policy referred to in the following sentence, the Chair of the Board and Vice-Chair of the Board shall be authorized together to sign in the name and on behalf of the Corporation all instruments in writing and any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Subject to the approval of the Voting Member, the Board of Directors shall establish a policy regarding authority to sign in the name and on behalf of the Corporation all instruments in writing and any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Subject to the approval of the Voting Member, the Board of Directors shall have power from time to time to appoint any other Officer or Officers or any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing.

The term "**instruments in writing**" as used herein shall, without limiting the generality thereof, include contracts, documents, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or moveable) agreements, tenders, releases, proxies, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures and other securities and paper writings.

BANKING

46. **Accounts.** The Town Treasurer (or designate) shall open and administer a corporate bank account(s) for the Corporation, including making deposits, issuing cheques and authorizing electronic fund transfers as required and as directed by the Corporation.

47. **Signing Authority.** The Town Treasurer (or designate) and the Town Deputy Treasurer (or designate) and/or such other persons identified by the Corporation and approved by the Voting Member from time to time shall be signing officers of the Corporation with respect to banking matters.

NOTICE

48. **Notice.** Whenever under the provisions of the by-laws notice is required to be given, such notice may be given by Telephonic or Electronic Means (as defined in this provision below), addressed to the Director, Officer or member at the address, as the same appears on the books of the Corporation. A notice or other document so sent shall be deemed to be sent upon transmission. For the purpose of sending any notice, the address of any member, Director or Officer shall be the last address as recorded on the books of the Corporation.

For the purposes of this by-law, the term "**Telephonic or Electronic Means**" means any means that uses the telephone, videoconferencing or any other electronic or other technological means to transmit information or data, including telephone calls, virtual meetings, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

BOOKS AND RECORDS

49. **Books and Records.** The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

FISCAL YEAR

50. The fiscal year of the Corporation shall terminate on the 31st day of December in each year. The first fiscal year of the Corporation shall terminate on the 31st day of December, 2025.

DISSOLUTION

51. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the Corporation's remaining property shall be distributed, or disposed of, to the Corporation of the Town of Newmarket, as a municipal government and the Voting Member.

INTERPRETATION

52. In all of the by-laws of the Corporation where the context so requires or permits, the singular shall include the plural and the plural singular, the word "person" shall include firms and corporations, and wherever reference is made to the "Act", it shall mean "**the Not-for-Profit Corporations Act, 2010 (Ontario)**" and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor, and in the case of such substitution the reference in the by-laws to non-existing acts or statutes shall be read as referring to the substitute provisions in the new act or statutes.

53. This by-law may be amended only with the approval of the Voting Member and in accordance with the Act .

ENACTED this _____ day of _____, 2025.

Chair of the Board

Secretary

THIS OPERATING AGREEMENT made as of the ____ day of _____, 2025.

B E T W E E N:

CORPORATION OF THE TOWN OF NEWMARKET

(hereinafter the "**Town**")

- and -

**NEWMARKET TOURISM DEVELOPMENT
CORPORATION**

(hereinafter the "**NTDC**")

WHEREAS the Corporation of the Town of Newmarket (hereinafter the "**Town**") is a municipal corporation duly incorporated under the laws of the Province of Ontario;

AND WHEREAS NTDC is a municipal services corporation incorporated pursuant to *Ontario Regulation 599/06 - Municipal Services Corporations* (hereinafter the "**Regulation**") being a regulation under the *Municipal Act, 2001*;

AND WHEREAS the Town is NTDC's sole Voting Member;

AND WHEREAS the Town and NTDC seek to work towards promoting and marketing Newmarket as a leading destination for tourism, overnight tourism, leisure and business travel;

AND WHEREAS the Town seeks to support NTDC in carrying out NTDC's mandate in accordance with this Agreement, including without limitation the guiding principles set out in Article 3, and in accordance with applicable law;

AND WHEREAS the Town and NTDC seek to establish a framework governing certain aspects of their relationship in addition to the legal framework mandated by the *Municipal Act, 2001*, and the Regulation;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein and subject to the terms and conditions hereinafter set out, the parties hereto hereby agree as follows:

1.0 DEFINITIONS

1.1 In this Agreement,

- (a) "**Agreement**" means this Operating Agreement and all schedules attached hereto;
- (b) "**By-law No. 1**" means the corporate by-law attached hereto as Schedule "A", as it may be amended, restated or replaced from time to time;
- (c) "**Council**" means the Town's Mayor and Members of Council;

- (d) “**Council Resolution**” means a resolution of Council reached pursuant to the Town’s Procedural By-law;
- (e) “**MAT**” means the Municipal Accommodation Tax implemented by the Town pursuant to *Ontario Regulation 435/17 - Transient Accommodation Tax* being a regulation under the *Municipal Act, 2001*;
- (f) “**NTDC**” means Newmarket Tourism Development Corporation;
- (g) “**NTDC Board**” means the board of directors of NTDC;
- (h) “**Regulation**” means *Ontario Regulation 599/06 - Municipal Services Corporations* being a regulation under the *Municipal Act, 2001*;
- (i) “**Town**” means the Corporation of the Town of Newmarket;
- (j) “**Town Clerk**” means the duly appointed Clerk of the Town or their designate;
- (k) “**Town Treasurer**” means the duly appointed Director, Financial Services of the Town or their designate; and
- (l) “**Voting Member**” shall mean the Town in its capacity as the sole member of NTDC.

2.0 NEWMARKET TOURISM DEVELOPMENT CORPORATION (NTDC)

NTDC Compliance with all Applicable Law

- 2.1 NTDC acknowledges that as a legal entity it is subject to the laws of Ontario and Canada and that it has an array of legal duties, responsibilities and obligations.
- 2.2 NTDC shall comply with all applicable law, including but not limited to:
 - (a) the *Not-for-Profit Corporations Act, 2010* and regulations thereunder;
 - (b) the *Municipal Act, 2001* and regulations thereunder; and
 - (c) employment legislation and regulations thereunder.

NTDC Corporate By-Law

- 2.3 NTDC shall pass By-Law No. 1 in the form attached hereto as Schedule “A” and shall operate and govern itself according to By-Law No. 1, as it may be amended, restated, or replaced from time to time.
- 2.4 By-Law No. 1 may only be amended or revoked in whole or in part with the express written consent of Council.

Directors and Officers

- 2.5 The Town as the Voting Member, will be responsible for selecting, electing and/or appointing directors on the NTDC Board and any officers in accordance with By-Law No. 1.

NTDC Corporate Governance Framework; NTDC Organization and Operations

- 2.6 In the event that the Town establishes a corporate governance framework for decision-making, strategic planning, budget and business plans, and corporate policies, NTDC agrees to abide by and implement same, including abiding by and implementing provisions that restrict the NTDC Board's scope of authority to the extent desired by Council.
- 2.7 Subject to Section 2.8 and Article 3.0, NTDC shall prepare and update a manual setting out the formal organizational structure and operating procedures of NTDC which shall address the following:
- (a) the distinct legal status of NTDC;
 - (b) the organizational structure of NTDC; and
 - (c) the legal obligations of NTDC.
- 2.8 A copy of NTDC's organizational structure and operating procedures manual shall be circulated to all of NTDC's staff, directors, officers, advisors, and committee members, and to the Town as required by the Town.

3.0 GUIDING PRINCIPLES

- 3.1 NTDC shall be guided by the following guiding principles which function as guideposts in future decision-making throughout NTDC's lifecycle irrespective of any changes in leadership, goals, strategies and activities:
- (a) The NTDC will develop and implement tourism marketing strategies that reflect Newmarket's unique character, its cultural and built heritage, diverse communities, social and cultural traditions, recreational and sports assets and business development opportunities.
 - (b) The NTDC will take a leadership role in promoting and marketing Newmarket as a leading destination for tourism, leisure and business travel with a focus on promoting overnight stays;
 - (c) The NTDC will be a supportive partner of stakeholders and organizations including hotel operators, short-term rental operators, tourism venues and related service providers in Newmarket;

4.0 OBJECTIVES

- 4.1 NTDC shall strive to fulfil the following objectives while providing tourism promotion and tourism development services to the Town:

- (a) Assist in securing and executing the hosting and promotion of events that are deemed to be a regional, provincial, national and/or international draw;
- (b) Support the creation of tourism product development which brings new and innovative products, experiences and services to the market for tourists to enjoy;
- (c) Collect and disseminate information, including conducting targeted market research for purposes of identifying tourism and business travel opportunities in Newmarket

4.2 NTDC shall develop an implementation strategy and marketing plan within the initial two (2) year period of its existence in coordination with any Town plans and strategies, including but not limited to the Town's Community Brand Strategy.

5.0 TOWN ASSISTANCE TO NTDC

Financial Assistance

5.1 Subject to Council approval, the Town may provide financial assistance to NTDC. This is permitted under the Regulation. Section 15(1) of the Regulation confirms that notwithstanding restrictions in the *Municipal Act, 2001* on a municipality providing financial assistance to other corporations or commercial enterprises, there is an exception for the Town providing financial assistance to a wholly-owned corporation that is limited by its articles to providing services to the Town, which is the case with NTDC.

Human Resources

5.2 Pursuant to the Regulation, the Town may provide NTDC with the services of employees of or persons under contract with the Town:

- (a) from staff in any applicable departments including without limitation, Recreation and Culture, Economic Development, and Finance departments;
- (b) by Town staff establishing and supporting operations of any advisory committees established by NTDC; and
- (c) by Town staff establishing and supporting the operations of the Board of Directors.

Headquarters and Other Resources

5.3 The headquarters of NTDC shall be at 395 Mulock Drive, Newmarket, Ontario with respect to which the Town shall assist NTDC with office space, information technology, utilities, meeting rooms, use of equipment such as photo-copiers, communication/graphic design services, data/analytics, and small business counselling services below fair market value to minimize administration expenses, and to maximize strategy and program expenditures of NTDC.

Financial and Procurement Services

- 5.4 Financial and procurement services may also be provided by the Town to NTDC at or below fair market value.

Statement of Value

- 5.5 The Town Treasurer shall prepare a statement of the value of any grant to NTDC, or an estimate of the fair market value of any other assistance provided at less than fair market value to NTDC.

Service Agreement(s)

- 5.6 Assistance provided by the Town to NTDC may be provided pursuant to a service agreement or service agreements between the Town and NTDC as from time to time entered into by the Town and NTDC.

6.0 FINANCIAL MATTERS

NTDC Bank Account

- 6.1 The Town Treasurer (or designate as identified by the Town Treasurer from time to time) shall open and administer a corporate bank account(s) for NTDC, including making deposits, authorizing electronic fund transfers and issuing cheques as required and as directed by NTDC.
- 6.2 The Town Treasurer (or designate as identified by the Town Treasurer from time to time) and the Town Deputy Treasurer (or designate as identified by the Town Deputy Treasurer from time to time) and/or such other persons identified by the NTDC Board and approved by the Town from time to time shall be signing officers of NTDC with respect to banking matters.

NTDC Budget

- 6.3 The creation and management of an annual operating budget will be the responsibility of the NTDC Board for provision to the Town (through the Town Clerk for distribution to the Mayor and Members of Council) provided that each such budget shall be subject to the Town's approval.
- 6.4 As part of the Town's annual budget approval process, NTDC shall prepare and submit an annual budget for the next fiscal year to the Town Treasurer by no later than September 15th of the current budget year, unless otherwise specified by the Town Treasurer or designate, for consideration and approval by Council (with or without modifications).

- 6.5 Once approved by Council, the annual budget of NTDC may only be revised with the express consent of Council.

Audits

- 6.6 The external auditor for the Town shall be the external auditor for NTDC, and shall have all of the rights and powers of an auditor provided under the *Municipal Act, 2001*.
- 6.7 NTDC shall be subject to audit by the Town's Internal Auditor (or designate as identified by the Town's Internal Auditor from time to time), as required by the Town for any purpose including to ensure that amounts paid to NTDC by the Town are used for the exclusive purpose of promoting tourism.

NTDC Business Plans

- 6.8 The creation and management of business plans will be the responsibility of the NTDC Board.
- 6.9 As part of the Town's annual budget approval process, the NTDC Board will provide Council (through the Town Clerk for distribution to the Mayor and Members of Council) by no later than March 31st of each year starting in 2026 with updates on progress in destination development and marketing.

NTDC Policies and Procedures

- 6.10 The NTDC Board shall prepare corporate policies and procedures or adopt the Town's policies and procedures. NTDC shall maintain a log of such documents and make them available to the NTDC Board, to NTDC staff, to the Town, and to the public.

NTDC Revenue

- 6.11 NTDC will be funded from the proceeds of the MAT approved by Council on December 9, 2024. The amount of revenues to be shared shall be determined in accordance to the Regulation 435/17 and shall be authorized by the Town's Director, Financial Services.
- 6.12 Subject to Council approval and compliance with all applicable law, NTDC may also generate revenue from the following sources:
- (a) corporate sponsorship;
 - (b) donations;
 - (c) project-based or general marketing relationships with other organizations;
 - (d) government grants and loans;
 - (e) revenue generating projects;
 - (f) investment income;
 - (g) joint ventures or partnerships; and

- (h) other means or sources.

NTDC Debt

- 6.13 NTDC shall not incur indebtedness without Council approval.
- 6.14 NTDC shall not spend public funds unless said expenditures are included in the budget approved by Council.

NTDC Purchasing

- 6.15 In order to protect the public interest, NTDC shall purchase goods and services under the Town's purchasing policies.

Fiscal Year of NTDC

- 6.16 The fiscal year of NTDC shall terminate on the 31st day of December in each year. The first fiscal year of NTDC shall terminate on the 31st day of December, 2025.

Dissolution of NTDC

- 6.17 In the event of the dissolution of NTDC:
 - (a) the Town shall manage the wind-down process pursuant to applicable laws, regulations, and contracts, and the Town shall assume outstanding debt/liabilities and assets of NTDC; and
 - (b) after payment of all debts and liabilities, its remaining property shall be distributed and disposed of to the Corporation of the Town of Newmarket, as a municipal government and NTDC's sole Voting Member.

Certain Assistance Prohibited

- 6.18 Without exception, NTDC shall not have the power to assist directly or indirectly any manufacturing business or other industrial or commercial enterprise through the granting of bonuses for that purpose.

General Power to Make Grants

- 6.19 NTDC shall have the general power to make grants to any person, group or body, including a fund, subject to any limitations imposed by the Town from time to time and subject to Section 107 of the *Municipal Act, 2001*.

7.0 INTELLECTUAL PROPERTY (IP) ASSETS

- 7.1 Subject to Section 7.2, trademarks, copyrights and other IP rights related to NTDC may be registered with the Canadian Intellectual Property Office (CIPO) pursuant to the *Trademarks Act, Copyright Act*, and other applicable legislation.

7.2 The Town may register and own official marks related to NTDC and consent to the use of these marks by NTDC through a licensing agreement or other similar document.

8.0 PUBLIC ACCOUNTABILITY AND REPORTING

NTDC Reporting to Town

8.1 NTDC shall submit to Council an annual report including:

- (a) results of operations including information regarding major business development activities and accomplishments; and
- (b) financial statements prepared in a form acceptable to the Town Treasurer.

8.2 NTDC shall make available all corporate finance-related documents, information, and electronic files to the Town Treasurer or their designate.

Open Meetings

8.3 The NTDC Board shall conduct regular and open meetings, including an Annual General Meeting, pursuant to By-law No. 1. An annual calendar of meeting dates of the NTDC Board and its committees may be posted on the Town's website.

Third Parties

8.4 NTDC shall not indicate to third parties that it represents the interest, positions, resolutions or perspectives of Council or the Town, unless expressly authorized in writing by the Town to do so.

8.5 This Agreement does not create a partnership or joint venture between the Town and NTDC.

8.6 In the event NTDC seeks to formally communicate with any level of government or regulatory body with respect to a matter that may impact the Town, NTDC shall seek to provide the Town with advance notice of such communication.

8.7 NTDC shall identify proposed financial partners in its annual report and budget proposal to Council.

9.0 TERM AND TERMINATION

9.1 This Agreement is effective from the date first set out above.

9.2 This Agreement shall be in effect until such time as:

- (a) NTDC has been dissolved; or
- (b) the Town terminates this Agreement; or
- (c) the parties mutually agree in writing to terminate this Agreement.

- 9.3 The Town, at its discretion and acting reasonably, may upon one-hundred and eighty (180) days' notice terminate this Agreement by Council resolution and written notice to the Chair of the NTDC Board. Where the Town terminates the Agreement under this clause the Town shall work with NTDC to ensure that financial commitments made by NTDC pursuant to the annual budget approved by Council are properly addressed.
- 9.4 The Town may terminate this Agreement by Council Resolution, upon providing notice to NTDC of a material breach by NTDC of the obligations, terms or conditions of this Agreement, and upon following NTDC 30 days (or such reasonable time in relation to the type of breach) to remedy the breach.
- 9.5 If NTDC breaches the terms of this Agreement, or if it is otherwise terminated, upon written request from the Town Treasurer, any unspent other monies (including without limitation, any monies in NTDC's bank account) from the Town shall be immediately due and payable in full to the Town, and other Town assets shall also be returned to the Town.

10.0 GENERAL PROVISIONS

- 10.1 The laws of the Province of Ontario shall govern the validity and interpretation of this Agreement.
- 10.2 In the event any provision of this Agreement is held invalid, illegal or unenforceable, the remaining provisions of the Agreement will not be affected and shall continue in full force and effect.
- 10.3 NTDC shall not assign this Agreement in whole or in part without the express written consent of Council.
- 10.4 Any schedules to this Agreement shall have the same force and effect as if the information contained therein was in the body of the Agreement.

Amendments

- 10.5 This Agreement shall not be varied, altered, amended or supplemented except as agreed upon by the parties in writing.
- 10.6 No waiver of a breach by a party under this Agreement shall constitute an amendment or consent to or waiver of any other different or subsequent breach.

Notice

- 10.7 Any notice, invoice or other communication required or permitted to be given by this Agreement shall be in writing and shall be effectively given if (i) delivered personally; or (ii) sent by prepaid courier services; or (iii) sent by facsimile or other similar means of electronic communication to the Chair of the NTDC Board in the case of notice to NTDC, or to the Town Clerk in the case of notice to the Town.
- 10.8 For the purpose of notification, contact particulars are:

Corporation of the Town of Newmarket
395 Mulock Drive
Newmarket, ON L3Y 4X7
Attention: Town Clerk

Newmarket Tourism Development Corporation
395 Mulock Drive
Newmarket, ON L3Y 4X7
Attention: Chair of the Board

Insurance and Indemnification

- 10.9 NTDC shall obtain directors and officers liability insurance for all directors and officers, including Town Council Directors, unless the Town waives this requirement where insurance coverage is already provided for.
- 10.10 NTDC shall obtain Crime Insurance for all staff of NTDC, unless the Town waives this requirement where insurance coverage is already provided for.
- 10.11 NTDC shall indemnify each Director or Officer or former Director or Officer of NTDC or an individual who acts or acted at NTDC's request as a director or Officer, or in a similar capacity, of another entity from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with NTDC or with such other entity, provided that NTDC shall not indemnify any such individual unless:
- (a) the individual acted honestly and in good faith with a view to NTDC's best interests or other entity for which the individual acts or acted at NTDC's request as a director or officer, or in a similar capacity, as the case may be; and
 - (b) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 10.12 NTDC hereby further indemnifies the Town and Council against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Town in respect of any civil, criminal or administrative action or proceeding to which the Town is made a party by reason of this Agreement.

Dispute Resolution

- 10.13 If there is any difference of opinion with respect to the interpretation, application, administration, alleged breach, requirements, procedures, rights or responsibilities with respect to this Agreement, the parties shall use their best efforts to resolve, mediate and settle the same through consultation and negotiation in good faith prior to commencing

legal action. Where the parties consent to do so, they may elect to engage in formal arbitration.

Municipal Conflict of Interest Act

10.14 Directors and officers of NTDC are deemed to be members for the purposes of the *Municipal Conflict of Interest Act*. NTDC is deemed to be a local board for certain limited purposes, including the purposes of the *Municipal Conflict of Interest Act*.

Municipal Freedom of Information and Protection of Privacy Act

10.15 Furthermore, the wholly-owned Corporation is deemed to be an institution for the purposes of the *Municipal Freedom of Information and Protection of Privacy Act*.

Territorial Operation of NTDC

10.16 Pursuant to section 16 of the Regulation, the Town agrees that NTDC may operate within the boundaries of the Town.

IN WITNESS WHEREOF the parties have shown their agreement by affixing hereto the signatures of their duly authorized signing officers.

**NEWMARKET TOURISM
DEVELOPMENT CORPORATION**

Name:
Position:

Name:
Position:

We have the authority to bind the Corporation

**CORPORATION OF THE TOWN OF
NEWMARKET**

Name:
Position:

Name:
Position:

THE CORPORATION OF THE TOWN OF NEWMARKET ASSET TRANSFER POLICY

Purpose

The purpose of this policy is to permit transfers of municipal assets to corporations which are corporations wholly-owned by The Corporation of the Town of Newmarket (the “Town”) in accordance with the requirements of applicable legislation.

Definitions

Act means the *Municipal Act, 2001*, SO 2001, c 25, as amended.

Asset or Assets includes real property and personal property (including money) of the Town and its agencies, boards, commissions and corporations, by way of giving, lending or selling any such Town property (including, for example, office space, utilities, meeting rooms, or equipment).

Corporation means a corporation incorporated in accordance with section 203 of the Act and Ontario Regulation 599/06, as amended.

Policy

1. Assets may be transferred to a Corporation at any time, and from time to time, as authorized by Council, on such terms as Council may determine.
2. Any transfer of Assets must be approved by Council in advance of the transfer.
3. In determining whether to authorize a transfer of Assets to a Corporation, Council may have regard to the extent to which the transfer will achieve one or more of the following objectives:
 - (a) optimizing the use and value of the Assets;
 - (b) advancing the Town’s economic development, vitality and competitiveness;
 - (c) supporting community health and well-being;
 - (d) managing environmentally sustainable growth;
 - (e) providing responsive and efficient public service; and
 - (f) enhancing the quality of life for the Town’s citizens.
4. Council may impose such terms and conditions on the transfer of Assets as it deems necessary, including but not limited to:
 - (a) specifying the permitted use of the Assets;

- (b) requiring the Corporation to transfer the Assets back to the Town upon the happening of an event or events;
 - (c) restricting or prohibiting further transfer of the Assets; and
 - (d) attaching a purchase price to the Asset, to be paid or owed to the Town by the Corporation.
5. Before any transfer of Assets, Town staff shall determine the current fair market value of the Assets and obtain advice regarding any tax implications of the transfer. This determination may be made using an appraiser but such an appraisal shall not necessarily be required where staff is of the opinion that the fair market value can otherwise be accurately determined.
 6. Where any Asset is transferred at less than fair market value, the Treasurer shall prepare a statement of the estimated fair market value of the Asset.
 7. The Treasurer shall record all transfers of Assets in accordance with the Town's accounting policies and relevant accounting standards.

THE CORPORATION OF THE TOWN OF NEWMARKET MUNICIPAL ACCOMMODATION TAX RESERVE FUND POLICY

Purpose

The purpose of this policy is to govern the use and administration of the Corporation of the Town of Newmarket (the “**Town**”) Municipal Accommodation Tax Reserve Fund for local tourism development initiatives, and programs and services that support visitors to Newmarket.

Definitions

Act means the *Municipal Act, 2001*, SO 2001, c 25, as amended.

Corporation means a corporation incorporated in accordance with section 203 of the Act and Ontario Regulation 599/06, as amended.

MAT Reserve Fund means the Town’s Municipal Accommodation Tax Reserve Fund.

Treasurer means the employee designated as such by Council for the position. The Treasurer shall exercise all powers and duties of the Treasurer as set out in the Act.

Policy

1. The municipal portion of revenues from the Municipal Accommodation Tax shall be allocated to the MAT Reserve Fund to be reinvested annually back into community tourism initiatives as determined through the annual budget process and in accordance with this Policy.
2. The MAT Reserve Fund can be utilized to fund the following tourism purposes:
 - a) to support community projects and initiatives that enhance and improve community, tourism and visitor experiences in Newmarket;
 - b) to pursue the goals and implement recommendations as outlined in the Town’s tourism and economic development strategies, as amended from time to time;
 - c) to support investment into tourism-related infrastructure to help more effectively manage tourism to the benefit of residents and visitors;
 - d) to support tourism sector development and capacity-building in Newmarket.

3. The Treasurer or delegate has the authority to utilize the Municipal Accommodation Tax Reserve Fund in accordance with this policy.
4. The Treasurer shall record all transfers from the Reserve Fund in accordance with the Town's accounting policies and relevant accounting standards.



Town of Newmarket
Minutes
Main Street District Business Improvement Area
Board of Management

Date: Wednesday, January 8, 2025
Time: 8:30 AM
Location: Streamed live from the Municipal Offices
395 Mulock Drive
Newmarket, ON L3Y 4X7

Members Present: Tom Hempen, Chair
Allan Cockburn
Ken Sparks
Dominic Pede
Sheila Stewart
Norm Pereira
Mike D'Angela

Members Absent: Patricia Carmichael
Councillor Kwapis
George Karahalios

Staff Present: E. Thomas-Hopkins, Legislative Coordinator
C. Stipetic, Economic Development Coordinator

The meeting was called to order at 8:30 AM.
Tom Hempen in the Chair.

1. Notice

Tom Hempen advised that members of the public were encouraged to attend an Advisory Committee or Board Meeting by viewing the live stream available at

newmarket.ca/meetings or attending in person at the Council Chambers at 395 Mulock Drive.

2. Additions and Corrections to the Agenda

None.

3. Conflict of Interest Declarations

None.

4. Presentations & Recognitions

None.

5. Deputations

None.

6. Approval of Minutes

6.1 Main Street District Business Improvement Area Board of Management Meeting Minutes of December 4, 2024

Moved by: Allan Cockburn

Seconded by: Sheila Stewart

1. That the Main Street District Business Improvement Area Board of Management Meeting Minutes of December 4, 2024 be approved.

Carried

7. Items

7.1 Sub-Committee Reports

7.1.1 Marketing

None.

7.1.2 Working Group

None.

7.1.3 Events

The Economic Development Coordinator provided a verbal update regarding Events including updates to the Ice Lounge on Main event and business engagement.

7.2 Parking Update

Tom Hempen provided a verbal update regarding Parking Update including additional parking spaces discussed by Staff and a request for an update at a future meeting.

Members queried Staff regarding existing parking spaces and clarity around available parking.

7.3 Financial Update

The Treasurer provided a verbal update regarding Financial Update including spending of the budget up to and including November 2024.

7.4 Staff Update

7.4.1 Financial Incentive Program Staff Working Group Update

None.

8. New Business

8.1 Update on Main Street Business

Al Cockburn queried Staff regarding the opening of Locale.

9. Closed Session (if required)

The Board did not resolve into Closed Session.

10. Adjournment

Moved by: Allan Cockburn

Seconded by: Norm Pereira

1. That the meeting be adjourned at 8:41 AM.

Carried

Tom Hempen, Chair

Date