

SOUTH HILL (FRASER STREET) BUSINESS ASSOCIATION

Certificate of
Incorporation No. S-51946

CONSTITUTION

1. The name of the Society is the “South Hill (Fraser Street) Business Association”, hereafter referred to as “the Society”.
2. The purposes of the Society are:
 - a. to develop, encourage and promote business in the Fraser Street Business Improvement Area (“BIA”);
 - b. to make studies of, and advance any project, plan, or improvement designed to benefit the Fraser Street BIA;
 - c. to cooperate with and aid any person, body, group or association in projects designed to benefit the Fraser Street BIA;
 - d. to encourage, support, and facilitate entertainment, sports and cultural activities within the Fraser Street BIA; for the purposes of furthering the economic and commercial vitality of the Area;
 - e. in affiliation with other business improvement area associations, to promote and carry out the purposes of the Society in matters of common concern and interest;
 - f. to promote matters of common concern and interest to businesses and property owners in the Fraser Street BIA, and to bring together businesses and property owners in the improvement area for fulfilling the purposes of the Society;
 - g. to raise revenue to carry out the purposes of the Society.

Bylaws of South Hill (Fraser Street) Business Association
(“the Society”)

Here set forth, in numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the *Societies Act* and any other bylaws.

Part 1 – Definitions

1. Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- a) “**Act**” means the *Societies Act of British Columbia* as amended from time to time;
- b) “**Authorized Representative**” means a person authorized in writing to represent a corporation, association, or other organization, whether incorporated or not;
- c) “**BIA Coordinator**” means the Coordinator of the Business Improvement Area Program of the City of Vancouver and regularly the designate for the Director of Finance;
- d) “**Board**” means the Directors of the Society;
- e) “**Bylaws**” means these Bylaws as altered from time to time;
- f) “**South Hill (Fraser Street) Business Area**” or “**South Hill Business Area**” or “**Fraser Street Business Area**” or “South Hill BIA” or “Fraser Street BIA” means the lands in Vancouver, British Columbia within the area outlined on the map attached as Schedule “A” to the bylaws of the Society, or any such area or areas designated from time to time by the City of Vancouver pursuant to Section 456 of the *Vancouver Charter*, S.B.C. 1953, c. 55 and amendments thereto, hereafter referred to as “Fraser Street BIA”;
- g) “**Property Owner**” means a person or a corporation, association or other organization, whether incorporated or not, that:
 - i. holds an interest registered in the New Westminster Land Title Office as fee simple owner or purchaser under a registered Agreement for Sale of class five or class six real property as referred to in Section 459 of the *Vancouver Charter*, located within the Fraser Street BIA; or
 - ii. leases or rents class five or class six real property as referred to in Section 459 of the *Vancouver Charter* located within the boundaries of the Fraser Street BIA pursuant to a lease in writing the term of which, including all options, equals or exceeds 60 years in total, and, in either case, includes the Authorized Representative of a Property Owner;
- h) “**Tenant**” means a person or a corporation, association, or other organization, whether incorporated or not, that leases, sub-leases or rents class five or class six real property as

referred to in Section 459 of the Vancouver Charter, located within the boundaries of the Fraser Street BIA, from which that person carries on a business and for which that person holds a valid City of Vancouver business license and includes the Authorized Representative of a Tenant, but does not include a tenant pursuant to a lease in writing the term of which, including all options, equals or exceeds 60 years in total;

- i) “**Vancouver Charter**” means the Vancouver Charter, S.B.C. 1953, c. 55, and all amendments to it.

2. **Definitions in Societies Act apply**

- 2.1 The definitions in the Act apply to these bylaws.

3. **Conflict with Act or regulations**

- 3.1 If there is a conflict between these Bylaws and the Act or regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

4. **Application for membership**

- 4.1 A person may apply to the Society office for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

- 4.2 Applications for membership must

- a) be in writing and in a form approved by the directors,
- b) include the full name, business and residential addresses, telephone and facsimile numbers, and email address of the applicant, so as to demonstrate that the applicant is entitled to be a member,
- c) include any membership dues which are payable

5. **Classes of membership**

- 5.1 There are two classes of members: voting members and non-voting associate members.

- a) Any Property Owner or Tenant may be a voting member.
- b) Any other person with a demonstrable interest in the Fraser Street BIA may become an associate non-voting member.

- 5.2. The number of non-voting members must not exceed the number of voting members.
- 5.3. Where two or more persons are Property Owners with respect to the same real property located within the boundaries of the Fraser Street BIA, membership with respect to that real property shall only be granted to one of the Property Owners and only after the consent of all other Property Owners of that real property has been given and certified by the applicant for membership.
- 5.4. No person may apply for voting membership in the Society unless that person is a Property Owner or Tenant on the date of the application or has signed a lease for an unexpired term of no less than six months from the date of the application.
- 5.5. An applicant meeting the requirements for membership in the Society shall become a member after the expiry of five business days.
- 5.6. For clarity, a Property Owner is only entitled to one membership in the Society regardless of the number of properties it owns within the Fraser Street BIA and a Tenant is only entitled to one membership in the Society regardless of the number of properties it may lease, sublease, or rent within the Fraser Street BIA.
- 5.7. Membership is not transferable.

6. **Duties of members**

- 6.1. Every member must uphold the Constitution of the Society and must comply with these Bylaws, the Act, and any rules and policies made by the Society.

7. **Amount of membership dues for non-voting members**

- 7.1. The amount of the annual membership dues for non-voting members, if any, must be
 - a) set by the directors,
 - b) paid on or before the time the annual general meeting is called to order.
- 7.2. The directors may determine that there will be no membership dues for non-voting members.

8. **Not in good standing**

- 8.1. Each member shall annually renew their membership in the Society. If the membership is not renewed, the member will not be in good standing;
- 8.2. A member is not in good standing if the member fails to pay the member's annual membership dues, if any, from the date the payment is due, and/or any debt due and owing to the Society, and the member is not in good standing for as long as those dues and debt, as applicable, remain unpaid;
- 8.3. If an associate, that is, a non-voting member fails to make membership payment to the Society when due, then the member is not in good standing, subject to Bylaw 10.1 d).

9. **Member not in good standing may not vote**

9.1 A voting member who is not in good standing

- a) may not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

10. **Termination of membership**

10.1 A person ceases to be a voting member upon

- a) ceasing to be either a Property Owner or a Tenant, or upon
- b) resigning in writing,
- c) death or, in the case of a member that is a corporation or association on dissolution, or
- d) having been a member not in good standing for sixty (60) consecutive days.

10.2 A voting member cannot be expelled.

10.3 A person ceases to be an associate member upon

- a) resigning in writing,
- b) death, or in the case of a corporation or association, on dissolution,
- c) being expelled, or
- d) having been a member not in good standing for sixty (60) consecutive days.

10.4 An associate member may be expelled for conduct injurious to the Society on the authority of a special resolution of the voting members. Notice of the special resolution for expulsion must be given to the member at least fourteen (14) days before the meeting at which it will be debated and voted on, and include a brief statement of the reason or reasons for the proposed expulsion. The member must be given an opportunity to speak to the resolution before it is voted on.

10.5 No member shall without prior approval of the president or the directors:

- a. Represent or speak on behalf of the Society; or
- b. Order any goods or services in the name of the Society.

Part 3 – Notices

11 Notice of a general meeting

11.1 Notice of a general meeting must

- a) specify the place, day and hour of meeting, and, in the case of special business, the general nature of that business,
- b) in the case of an annual general meeting (AGM), include the financial statements pursuant to Bylaw 64, a detailed budget, address of the Society for the purpose of receiving nominations, the information specified in Bylaw 36.6, a notification to members that they are entitled to nominate candidates for election to fill the vacancy on the Board of Directors of the Society, a notice about the 30-minute timeframe in which to reach quorum, the procedure if quorum is not reached, and an application for membership or for renewal of membership,
- c) include any special resolution to be proposed at the meeting, and
- d) be given not less than 21 days before the meeting, if sent by mail, or not less than 14 days before the meeting, if delivered by hand or sent by facsimile or by electronic mail.

11.2 Notice of a general meeting must be given to

- a) every voting member shown on the register of members on the day notice is given
- b) the auditor
- c) the BIA Coordinator, and
- d) all persons that are Property Owners or Tenants.

11.3 No other person is entitled to receive a notice of general meeting.

11.4 Associate members may at the discretion of the directors be given notice of a general meeting, and be permitted to attend, but do not have the right to speak or to vote.

11.5 A notice to a property owner under Bylaw 11.2(d) must be sent to that person's address as listed in the City of Vancouver Tax Assessment Roll, but may also be sent to an address on any other directory or list available to the Society that is reasonably believed to correctly state the address.

11.6 General meetings of the Society shall be held once every calendar year by the end of September and at the time and place, in accordance with the Act, that the directors decide.

11.7 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

11.8 The directors may, when they think fit, convene an extraordinary general meeting.

11.9 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.

12 Delivery

12.1 Subject to Bylaw 11.5, a notice may be given to a person under Bylaw 11.2 either personally, by mail, by facsimile transmission, or by electronic mail at the address, electronic mail address, or facsimile number, as shown in the register of members, as applicable.

12.2 A member must promptly and in writing notify the Society of any change in the member's name, address, electronic mail address, facsimile or telephone numbers, or authorized representative.

13 Receipt of Notice

13.1 A notice sent by mail from the Society's business office is deemed to have been received on the third business day following the day that notice was mailed.

13.2 A notice sent by facsimile or by electronic mail is deemed to have been received 24 hours after being sent.

Part 4 – General Meetings of Members

14 Time and place of general meeting

14.1 The Board determines the time and place to hold a general meeting, subject to Bylaw 11.6.

15 Ordinary business at general meeting

15.1 At a general meeting, the following business is ordinary business:

- a) elect an individual to chair the meeting, if necessary
- b) determine that there is a quorum;
- c) adopt general rules of order,
- d) approve the agenda;
- e) deal with unfinished business from the last general meeting;
- f) If the meeting is an annual general meeting, then also
 - i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;

- ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
- iii) elect or appoint directors, and
- iv) appoint an auditor, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) business arising out of a report of the directors not requiring the passing of a special resolution.
- i) adopt the proposed budget for the coming fiscal year.
- j) terminate the meeting;

16 Notice of special business

- 16.1 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

17 Chair of general meeting

- 17.1 The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair,
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i) the president,
 - ii) the vice-president, if the president is unable to preside as the chair, or
 - iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

18 Alternate chair of general meeting

- 18.1 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

19 Quorum required

19.1 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present

20 Quorum for general meetings

20.1 The quorum for the transaction of business at a general meeting is 15 voting members attending in person.

21. Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day the following week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

22 If quorum ceases to be present

22.1 If, at any time during the general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

23 Adjournments by chair

23.1 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

24 Notice of continuation of adjourned general meeting

24.1 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted there, except when a general meeting is adjourned for 30 days or more, in which case, notice must be provided.

25. The Society shall, on or before December 31 of each and every year or as otherwise determined by the BIA Coordinator, submit a budget and a summary budget to the BIA

Coordinator which is based on a fiscal year commencing April 1, and which contains a budget approved by the members of the Society.

26. Special business is:

26.1 all business at an extraordinary general meeting except the adoption of rules of order; and all business transacted at an annual general meeting except ordinary business as noted in Bylaw 15.1.

27. Methods of voting

27.1 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately disclosed the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

28. Announcement of result

28.1 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

29. Voting

29.1 Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.

29.2 A resolution proposed at a general meeting must be seconded, but the chair must not move or propose a resolution.

29.3 The chair of a general meeting must not vote.

29.4 Voting is by a show of hands, except when a ballot is required by a majority of voting members present or by proxy, or when, in the case of elections, a ballot is required because there are more nominated board candidates than board positions available.

29.5 Each voting member in good standing is entitled to one vote.

29.6 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

30. Authorized representative

30.1 A member that is a corporation, association or other organization, whether incorporated or not, may vote by its Authorized Representative, who is entitled to speak and vote, to be a director, and in all other respects exercise the rights of a member, and that person must be reckoned as a member for all purposes with respect to the general meeting.

30.2 An Authorized Representative must be appointed in writing by the member, either in the member's application for membership, or in a letter signed by an authorized officer of the member.

31. **Proxy Voting**

31.1 On a poll, each party holding a proxy shall be entitled to one vote for each proxy vote held by a member;

31.2 A voting member shall be entitled to appoint a proxy holder to attend, act and vote for him provide that the instrument appointing a proxy holder shall be in writing under the hand of the member or his attorney duly authorized in writing or, if the appointer is a corporation, under the seal of the corporation or under the hand of its duly authorized officer.

- a) The person who is a proxy holder must be a voting member in good standing of the Society;
- b) An instrument appointing the proxy holder and the Power of Attorney, if any, under which it is signed shall be deposited with the Secretary or at the office of the Society not less than 48 hours (excluding Saturdays, Sundays and holiday) preceding the meeting or adjourned meeting specified in the notice calling a meeting of members of the Society;
- c) Unless the Act or any other statute or law which is applicable to the Society requires any other form of proxy, a proxy shall be in the following form or in any other form that the directors shall approve:

"The undersigned being a voting member in good standing of the above-named Society hereby appoints _____ of _____ or failing him/her _____ of _____ being a voting member in good standing to act as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the annual (extraordinary) general meeting of the Society to be held on the _____ day of _____, 20 ____ and at any adjournment thereof.

Dated: _____

(Signature of member)"

- d) No person shall be entitled to exercise more than one proxy vote at a general meeting of the Society.

32. Ordinary and Special Resolutions

- 32.1 A matter to be decided at a general meeting must be decided by ordinary resolution, that is, passed only with the approval of a majority (at least fifty-one percent (51%) of the voting members present in person or by proxy, unless the matter is required by the Act or these Bylaws to be decided by special resolution, in which case approval of at least two thirds (2/3) – sixty- seven percent (67%) of the members present in person or by proxy is required.

Part 5 – Directors and Officers

33. Management and number of directors on Board

- 33.1 The management of the society shall be carried on by the directors.
- 33.2 The Society must have no fewer than six (6) directors, and no more than nine (9) or such other number in between six (6) and nine (9) as may be determined by the directors not less than 60 days prior to each annual general meeting.
- a) Notwithstanding vacancies of directors created as a result of death, incapacitation, resignation or other reason, as of the 2008 Annual General Meeting, all elected directors will be elected to a two-year term.

34. Composition of directors

- 34.1 A minimum of two (2) of the elected directors shall be members of the Society who are Property Owners and a minimum of four (4) of the elected directors shall be members of the Society who are Tenants.

35. Election or appointment of directors

- 35.1 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint directors to fill vacancies on the Board.

36. Nominations Committee

- 36.1 The directors must, a reasonable time before the annual general meeting, appoint a nominations committee made up of not fewer than three (3) voting members, or the Authorized Representatives of voting members. A person who is or intends to be a nominee at an annual general meeting must not be a member of the nominations committee that year.
- 36.2 The nominations committee shall nominate sufficient voting member candidates to fill the vacancies on the Board of directors.
- 36.3 In addition to any candidates nominated by the nominations committee, the candidates for election to the Board of Directors may be nominated by any voting member of the Society provided such nomination is seconded by two voting members of the Society.

- 36.4 All nominations shall be submitted in writing to the Secretary or office of the Society no later than seven (7) days prior to the date fixed for the annual general meeting.
- 36.5 The nominations committee must
- a) nominate, or solicit the nomination of, sufficient nominees to fill the anticipated vacancies, if any.
 - b) set a date for the close of selection of candidates and approval by the board as per Bylaw 34.1
 - c) notify all voting members, Property Owners, and Tenants in writing to be included with the General Meeting notice, the particulars of the election, the process for nominations by members, and the date for close of said nominations,
 - d) call for nominations in writing from all voting members, Property Owners, and Tenants to be included with the notice for the general meeting, subject to the notice timing in Bylaw 11.1(d),
 - e) receive nominations and ensure that they comply with Bylaw 37.1.
- 36.6 A list of persons nominated by the Board, together with a statement of not more than 500 words provided by each nominee by a date set by the directors, must be sent to each voting member in good standing with notice of the annual general meeting.
- 36.7 The Society shall post the names of each candidate nominated in accordance with this bylaw together with names of each candidate's proposers at the offices of the Society no later than five (5) days prior to the date fixed for the annual general meeting.
- 36.8 Nominations from the floor shall not be accepted.
37. **Nominations of directors**
- 37.1 A director, and a nominee for election as a director, must be
- a) a voting member in good standing, or the Authorized Representative of a voting member in good standing, and
 - b) not disqualified from being a director of a company under section 124 of the *Business Corporations Act of British Columbia*, as amended from time to time.
- 37.2 A nominee for election as a director must
- a) be nominated by two (2) voting members in good standing, or by the nominations committee, and
 - b) consent to the nomination.

38. The Authorized Representative of a Property Owner or Tenant shall be considered to be a Property Owner or Tenant as the case may be for the purposes of qualifying to be elected or appointed as a Director of the Society.

39. **Secret Ballot**

39.1 At a general meeting at which directors are elected, if more director candidates present themselves than vacancies available, a secret ballot will be conducted.

- a) Ballot paper shall be prepared containing the names of all duly nominated candidates for election to the Board of Directors and each voting member of the Society shall be entitled to one ballot per person or per proxy for the necessary number of candidates.
- b. Any ballot received upon which more votes have been recorded than the number of vacancies on the Board of Directors from the group of Property Owners or Tenants shall be a spoiled ballot.

40. **Director Vacancies**

40.1 If an insufficient number of candidates are nominated for election to the Board of Directors, or if a vacancy arises as the result of the resignation, death or incapacity of a director during the director's term of office, the directors shall be entitled to appoint members (including their Authorized Representatives) to fill the remaining vacancies provided.

40.2 A person shall cease to be a Director of the Society:

- a. upon ceasing to be a Member in good standing of the Society;
- b. upon death or permanent incapacitation;
- c. by delivering a written resignation to the Secretary of the Society, or by mailing or delivering it to the office of the Society, specifying therein the effective date of resignation;
- d. upon holding any salaried position with the Society;
- e. when that Director as an individual, partner or shareholder fails to disclose his interest in a contract with the Society or fails to abstain from voting in favour of the proposed contract when it is presented to the directors for approval;
- f. upon a vote of 75% of the directors after the director has been absent from three Consecutive directors' Meetings without a valid reason acceptable to the directors; or
- g. when that director is removed as a director.

40.3 The directors shall promptly fill a vacancy among the directors occurring from time to time provided that the Director so appointed shall hold office until the conclusion of the next following annual general meeting and shall be appointed from the group of members (be they Property Owners or Tenants) represented by the departed Director.

- a) The Director appointed shall be eligible for election at the next annual general meeting.

- b) If the term of the departing Director exceeds the date of the next following annual general meeting, then the election to fill this office occurring at the next following annual general meeting will be to fill the unexpired term of the departing Director.

41. Term and election of directors

- 41.1 A director has a normal term of office for two (2) years, beginning at the adjournment of the annual general meeting at which the director is elected, and ending at the adjournment of the annual general meeting two (2) years later.
- 41.2 One half (50%) of the directors, or so near to one-half (50%) as is reasonably practicable, must be elected at each annual general meeting.
- 41.3 At the adjournment of each annual general meeting
 - a) one half (50%) of the directors, or so near to one-half (50%) as is reasonably practicable, must have remaining terms of office of two (2) years, and
 - b) one-half (50%) of the directors, or so near to one-half (50%) as is reasonably practicable, must have remaining terms of office of one (1) year.

Notwithstanding section 41.1, a director may be elected or appointed to a one (1) year term so as to ensure that the Society complies with section 41.3.

- 41.4 Notwithstanding any other bylaw, if the number of directors is reduced, those directors then in office continue to hold office for the remainder of the terms to which they were elected.

42. Youth directors and senior managers

- 42.1 Directors must be a minimum of 18 years of age, and individuals aged 16 or 17 may act as directors or senior managers only in certain circumstances (s. 44(2), and Societies Regulation, s. 10). At all times, the Society must have a majority of directors aged 18 or over.

43. Remuneration

- 43.1 No Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by that Director and approved by the directors of the Society while engaged in the affairs of the Society.

44. Directors' authority

- 44.1 The directors may exercise all the powers to undertake tasks chosen by the Society and which are not governed by bylaws, or statutes or regulations required to be exercised or done by the Society in general meeting, but subject nevertheless to:
 - a) all laws affecting the Society;
 - b) these bylaws; and
 - c) rules or guidelines, not being inconsistent with these bylaws which are made from time to time by the Society in general meeting.

- 44.2 No rule or guideline made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 44.3 The directors shall elect from amongst themselves a President, Vice-President, Secretary, and Treasurer who shall hold office at the pleasure of the directors or until their resignation. Non-voting directors shall not hold office.
- 44.4 Unless otherwise provided for in these Bylaws, directors may determine the formalities of application for membership, the amount of fees for members, the time for payment of fees, and the privileges incidental to membership.

Part 6 – Directors’ Meetings

45. Calling directors’ meetings

- 45.1 A directors’ meeting may be called by the president or by a majority of the directors.

46. Notice of directors’ meeting

- 46.1 Notice of a directors’ meeting is sufficient if properly addressed to every director, and sent by ordinary mail, email or facsimile transmission. Except where notice is waived by all directors, notice of a directors’ meeting must be given at least 48 hours before the meeting.

47. Proceedings valid despite omission to give notice

- 47.1 The accidental omission to give notice of a director’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

48. Conduct of directors’ meetings

- 48.1 The directors may meet together at the places they think fit to dispatch business and adjourn and otherwise regulate their meetings and proceedings as they see fit.
 - a) The quorum necessary to transact business shall be no less than four directors at least one of which is a Property Owner and one of which is a Tenant.
 - b) There shall be 24 hours’ notice of any meeting of the directors of the Society unless such notice is waived by all directors or unless such meeting takes place on a Saturday, Sunday or statutory holiday, in which case notice shall be given at least one business day in advance of the meeting.
- 48.2 Questions arising at a directors’ meeting shall be decided by a majority of votes.
- 48.3 A resolution proposed at a directors’ meeting must be seconded.

48.4 The person occupying the chair of a meeting may not:

- a) vote on a resolution; or
- b) move or propose a resolution.

48.5 Subject to the Act and the bylaws, the directors may adopt rules of order for their meetings, but if they do not do so then the most recent edition of Robert's Rules of Order must be used.

48.6 Any resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors. Emailed or other digitally communicated resolutions can be "signed" by the director if the director clearly states in the communication that the resolution or vote be considered signed.

49. **Delegation to committees**

49.1 The directors may delegate any, but not all, of their powers to committees consisting of such persons as they feel fit, and may name the committee.

- a) A committee so formed in the exercise of the powers so delegated shall include at least one Director and shall conform to any rules imposed on it by the directors and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- b) Subject to the directions of the directors, the Committee shall determine its own procedures.
- c) The members of a committee may meet and adjourn as they feel proper.

Part 7 – Duties of Officers

50. **Election or appointment to officer positions**

50.1 Directors must be elected or appointed to the following positions as officers, and a director, other than the president, may hold more than one officer position.

- a) president;
- b) vice-president;
- c) secretary;
- d) treasurer

51. **Directors at large**

51.1 Directors who are not elected or appointed as officers on the Board as described in these Bylaws, are directors at large.

52. Role of president

52.1 The President is the chair of the Board and is responsible for:

- a) supervising the other officers in the execution of their duties,
- b) chairing all Society general meetings and meetings of the directors unless the directors decide otherwise, and general meetings, and
- c) having the powers and duties generally pertaining to the office of the President, subject to any restrictions imposed by the directors.

53. Role of vice-president

53.1 The Vice-President shall carry out the duties of the President in the absence of the President, unless the directors decide otherwise.

54. Role of secretary

54.1 The Secretary shall be responsible for:

- a. conducting the correspondence of the Board, including correspondence with the BIA Coordinator at the City of Vancouver required by the bylaws;
- b. issuing notices of general meetings and directors' meetings;
- c. taking minutes of general meetings and directors' meetings;
- d. keeping the records of the Society in accordance with the Act;
- e. having custody of the common seal of the Society, if any and all records and documents of the Society, except those required to be kept by the Treasurer;
- f. filing the annual report of the Society and making any other filings with the registrar under the Act,
- g. maintaining the Register of Members; and
- h. after every general meeting and within 30 days, provide the BIA Coordinator with
 - i) a Declaration of Meeting stating that all persons eligible to be Society members were notified of the meeting, the meeting was duly convened and conducted, a quorum was achieved and maintained, and, in the case of an annual general meeting, that the budget and audited financial statements were approved; and including a copy of the draft minutes; and

- ii) in the case of an annual general meeting, a list of directors.

55. Absence of secretary from meeting

55.1 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

56. Role of treasurer

56.1 The treasurer shall be responsible for doing or making the necessary arrangements for the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keeping the financial records, including books of accounts necessary to comply with the *Society Act*; and
- c) rendering financial statements to the directors, Members and others when required.

56.2 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

57. Officers shall perform such other duties as the directors may decide.

58. Termination of Board positions

58.1 The directors may

- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
- b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

58.2 An elected officer ceases to be an elected officer on

- a) ceasing to be a director,
- b) resigning in writing, or
- c) resolution of the Board.

Part 8 – General Manager and Management Committee

59. Role of general manager

- 59.1 The directors may set the title, remuneration and terms and conditions of the contract or employment of the general manager.
- 59.2 The general manager:
- a) is an appointed officer,
 - b) may also be titled the executive director or chief executive officer, and
 - c) is entitled to notice of and to attend and speak at, but not to vote at, meetings of the directors.

60. **Management committee**

- 60.1 The directors may appoint a general manager to perform the day-to-day functions and management of the Society subject to the direction of the management committee
- 60.2 The officers of the Society and the general manager of the Society and such additional directors as the Board of Directors may appoint, shall form the Management Committee.
- 60.3 The Management Committee shall meet at such times as they consider appropriate to deal with business of the Society and shall be responsible for the direction of the staff and employees of the Society either directly or through instruction to the General Manager (if one is appointed). Provided it acts within the terms of the budget approved from time to time for the Society, the Management Committee shall have the power to expend such monies of the Society as determined by the directors.
- 60.4 The directors may enter into a contract for the provision of management services and administrative personnel, office space and equipment or any of these services to the Society on such terms and conditions as they consider appropriate and may permit the services of the General Manager to be performed under the contract by a designated individual employee of the contractor pursuant to the provisions of the contract. In the event that such contract is entered into, the individual, firm or organization providing such services and the General Manager (if any) designated thereunder, shall report to and take directions from the management committee who in turn shall be responsible to ensure that the requirements of these bylaws, the constitution, the provisions of the laws of the Province of British Columbia including the Society Act, and the resolutions of the directors as passed from time to time are met.

Part 9 – Accounts

61. The fiscal year of the Society shall be April 1 to March 31.
62. The directors shall cause true accounts to be kept of:
- a. all sums of money received and expended and the matters in respect of which the receipt and expenditures took place;
 - b. assets and liabilities; and
 - c. all other transactions affecting the financial position of the Society.

63. The Management Committee shall be responsible for the payment of accounts and entering into of contracts as follows:
- a. all accounts payable by the Society shall be examined, and payment authorized by them before being paid, save and except that the authorized salaries, rentals and such other accounts payable as may be authorized by them, may be paid at any time, from time to time, without submission to them or the directors;
 - b. contracts and agreements may be made on behalf of the Society by the Management Committee or the Board of Directors provided that the Management Committee may not enter into a contract or agreement not contemplated by or within the monetary guidelines set by the then current budget for the Society;
 - c. notwithstanding the foregoing, the directors may set limitations on the functions or authority of the Management Committee to contract or spend money of the Society;
 - d. subject to the provisions respecting the Seal of the Society, the directors shall determine the signing officers of the Society.
64. The directors shall present to the members of the Society at each annual general meeting, the audited financial statements of the preceding fiscal year, including a Balance Sheet, a Statement of Revenue and Expenditures, a Statement of Change in Financial Position, and a Schedule of Change in Financial Reserves.
65. Subject to the provisions of the Act, the directors shall from time to time, determine whether and to what extent and at what times and place, and under what conditions or regulations the accounts or books of the Society shall be open to the inspection of members not being directors.
66. The directors shall permit the BIA Coordinator of the City of Vancouver, or nominee thereof, to inspect during normal business hours and on reasonable notice all books of account, receipts, invoices, and other financial records which the said BIA Coordinator deems advisable for the purposes of verifying and obtaining further particulars of the budgets and financial statements of the Society as they relate to money granted to the Society by the City of Vancouver pursuant to Section 456 of the Vancouver Charter.

Part 10 – Auditor

67. The Members shall at each annual general meeting appoint an auditor to hold office until the next annual general meeting.
68. The auditor shall be a person who is a member, or a partnership whose partners are members in good standing of The Canadian Institute of Chartered Accountants or the Certified General Accountants Association of British Columbia.
69. The directors shall fill any vacancy occurring in the office of auditor, to hold office only until the conclusion of the next following annual general meeting, though eligible for reappointment at the meeting.

70. The Society shall, at its own expense, cause the auditor to prepare and deliver to the BIA Coordinator, audited financial statements of the Society for the monies granted by the City to the Society including a Balance Sheet, a Statement of Revenue and Expenditures, a Statement of Change in Financial position, and a Schedule of Change in Financial Reserves, on or before September 30th each year.
71. The Auditor shall, prior to an annual general meeting examine the books and records of the Society to the extent necessary to report to the members as required under the Act, the Regulations to the Act, and amendments thereto.
72. The directors shall keep separate from any other accounts, the account or accounts used for money granted to the Society by the City of Vancouver pursuant to Section 456 of the Vancouver Charter and shall cause the revenue and expenditures resulting from the use of the said separate account or accounts to be a schedule to the audited financial statement.

Part 11 – Seal and Signing Authority

73. The directors may obtain a seal for the Society.
74. The seal of the Society shall be under the custody of the directors and shall not be affixed to any instrument except in the presence of:
 - a) the President and either the Vice-President, the Secretary or the Treasurer of the Society; or
 - b) any two (2) directors of the Society; or
 - c) any Director or Officers of the Society duly authorized by authority of resolution of the directors.
75. The Officers or Directors affixing the Seal, shall sign the instrument to which the Seal is affixed on behalf of the Society.

Part 12 – Borrowing

76. Subject to this Part, in order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures.
77. Every debenture of the Society shall be signed manually by at least one Director or Officer of the Society or by or on behalf of a trustee or registrar for the debenture or other security appointed by the Society or under any instrument under which the debenture or other security is issued and any additional signatures may be printed or otherwise mechanically reproduced, and in such event, a debenture or other security so signed is as valid as if signed manually notwithstanding that any person whose signature is so printed or mechanically reproduced

shall have ceased to hold the office that he is stated on such debenture or other security to hold at the date of the issue thereof.

78. No borrowing shall be carried out secured by way of debenture without a special resolution of the Members of the Society or which results in any indebtedness or other obligation as to money granted to the Society by the City of Vancouver pursuant to Section 456 of the *Vancouver Charter*, which extends beyond the fiscal year in which that money was granted.

Part 13 – Insurance

79. City of Vancouver Grant and Insurance

- 79.1 For so long as the Society receives funds from the City of Vancouver by way of grant or otherwise, the Society shall at all time carry a policy of comprehensive general liability insurance:

- (i) in the amount of at least \$5,000,000.00,
- (ii) with a maximum deductible of \$5000.00,
- (iii) naming the city as an additional named insured,
- (iv) containing a cross coverage provision, and
- (v) including an endorsement stating that the BIA Coordinator will be given 30 days' notice of any material change to or cancellation of the policy;

- 79.2 the Association must provide proof of insurance, to the satisfaction of the BIA Coordinator, annually and within 30 days of the effective date of the insurance or insurance renewal;

80. In any event, the Board of Directors may at any time arrange for the Society to carry Directors' and Officers' liability and negligence insurance in such terms and for such amounts as the Directors in their absolute discretion deem advisable and such insurance shall cover the Directors and Officers of the Society and such other individuals (if any) as the directors may determine.

Part 14 - Bylaws

81. On being admitted to membership, each Member is entitled to, and the Society shall supply upon request on payment of a sum not to exceed \$1.00, a copy of the constitution and bylaws of the Society.
82. The constitution and the bylaws of the Society shall not be altered or added to without the directors first providing them to the BIA Coordinator with sixty (60) days' notice of any general meeting at which the Society proposes the amendments, together with the text of the proposed amendments, and obtaining the consent of the BIA Coordinator to do so.

Part 15 – Unalterable Provisions

83. In the event of winding up or dissolution of the Society or other liquidation or distribution of its assets, and after payment of all other debts and liabilities of the Society:
 - a) any money or assets remaining shall be given to organizations or societies concerned with the encouragement and promotion of business in the Fraser Street BIA; and or any of the other purposes of the Society as set out in this Constitution; and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization or society provided, however, that organization or society shall be a registered charity within the meaning of the *Income Tax Act (Canada)*, and the regulations thereunder as amended from time to time and any successor legislation in force at the time of the gift or transfer;
 - b) in the event the Society is not, at the time of wind-up or liquidation, a society with a charitable purpose (as defined in the *Society Act*, R.S.B.C. 1996, c. 433) or has been converted to a Company under the provisions of the *Business Corporations Act*, S.B.C. 2002, c. 57, then;
 - (i) any money or assets remaining which were granted to the Society by the City of Vancouver pursuant to Section 456 of the *Vancouver Charter*, S.B.C. 1953, c. 55 and amendments thereto, shall be paid *pro rata* among the owners of real property in the Fraser Street BIA as of January 31 immediately following the completion of winding-up or dissolution of the Society after deducting the costs of such distribution. The apportionment among owners shall be based on each owner's assessed real property value on December 31 immediately prior to the January 31 distribution date as recorded on the tax rolls of the City of Vancouver and as compared to the total assessed value for all owners of real property in the Fraser Street BIA; and
 - (ii) any remaining assets of the Society shall be distributed in a manner determined by the members of the Society.

This provision was previously unalterable.

84. Any monies granted to the Society by the City of Vancouver pursuant to Section 456 of the *Vancouver Charter* S.B.C. 1953, c. 55 and amendments thereto:

- a) are to be spent in accordance with the Business Promotion Scheme as defined by the Vancouver Charter and the Society's Grant Allocation Bylaw determined from time to time by the Society and the City of Vancouver; and
- b) if not required for immediate use, may be invested only in such securities in which trustees are authorized by law to invest.

This provision was previously unalterable.

Dated this 24th day of July, 2018

The constitution and revised bylaws of the Society are hereby approved by the directors of the Society:

Signature: (signed)
Name: **Jeevan Banwait**
Address:

Signature: (signed)
Name: **Stephen Tam**
Address:

Signature: (signed)
Name: **Ken Mason**
Address:

Signature: (signed)
Name: **Gugjit (Jack) Hayre**
Address:

Signature: (signed)
Name: **Parveen Dosanjh**
Address:

Signature: (signed)
Name: **Christopher Nayan Singh**
Address:

Signature: (signed)
Name: **Jinesh Shah**
Address:

Signature: (signed)
Name: **Paul Riley**
Address: