

Constitution

West Broadway Business Improvement Association

1. The name of the Society is the West Broadway Business Improvement Association, hereafter referred to as **“THE SOCIETY”**, or **“Association”**, or **“West Broadway BIA”** or **“WBBIA”**.
2. The purposes of the Society are: the establishment and maintenance of a community based organization for the following purposes and without limiting the generality of the foregoing:
 - a. to develop, encourage and promote business in the West Broadway Business Improvement Area;
 - b. to encourage a vibrant, healthy and diverse community.
 - c. to be a visible and effective organization for the expression of the views of Members towards continuous improvement of the Society and of the West Broadway Business Improvement Area;
 - d. to make studies of, and advance projects, plans, programs, services, initiatives or improvements designed to benefit the West Broadway Business Improvement Area;
 - e. to promote and advocate for matters of common concern and interest to businesses and property owners in the West Broadway Business Improvement Area and to bring together businesses and property owners in the improvement area for fulfilling the purposes of the Society;
 - f. to cooperate with and aid any persons, bodies, groups, or Societies in projects, programs, services or initiatives designed to benefit the West Broadway Business Improvement Area in affiliation with other business improvement area Societies,
 - g. to promote and carry out the purposes of the Society in matters of common concern and interest;
 - h. to monitor legislation at all levels of government in order to:
 - i. respond to legislative proposals in a timely manner;
 - ii. periodically review existing legislation to aim at improvement where possible; and
 - iii. assess requirements for new legislation on specific issues;
 - i. to develop policy for the Society for presentation to all levels of government with the goal that the collective opinion of Members is fully and accurately presented;
 - j. to act as an authoritative spokesperson for Members to all levels of government regarding concerns related to and affecting the well being of the West Broadway Business Improvement Area.
 - k. to undertake an active leadership role on behalf of Members through initiating, coordinating and/or developing programs and recommendations to be presented to all concerned levels of governments;
 - l. to encourage, support and facilitate entertainment, sports and cultural activities within the West Broadway Business Improvement Area for the purposes of furthering the economic, commercial and social welfare of the area;
 - m. to raise revenue to carry out the purposes of the Society;

Bylaws

West Broadway Business Improvement Association

ARTICLE 1 INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires:
- a. "AGM" means an Annual General Meeting of the Members;
 - b. "Association" means the West Broadway Business Improvement Association;
 - c. "Authorized Representative" means a person
 - i. authorized in writing by a Member to represent that Member's group, society, body or corporation, and
 - ii. is a shareholder, Director, Officer or employee of the Member;
 - d. "BIA Director" means the Director of the BIA Program of the City of Vancouver;
 - e. "Board" mean those Members of the West Broadway Business Improvement Association who are duly elected to the Board of Directors, including the President or Vice President of the Society;
 - f. "Committee" means a group or Members organized under a Chairperson to discuss issues in a given area of business interest on an ongoing basis;
 - g. "Director of Finance" means the City of Vancouver's Director of Finance and includes a person appointed in writing to represent the Director of Finance;
 - h. "Directors," "Officers," "Board of Directors," or "Board" means the Board of Directors of the Society for the time being;
 - i. "Executive Committee" means the President, Immediate Past-President, Vice President, Treasurer, elected by the Board;
 - j. "General Meeting" means any General Meeting of the Members;
 - k. "Grant Money" means all money granted by the City of Vancouver to the Society, under section 456 of the Charter or otherwise;
 - l. "Member" means a Member of the Society;
 - m. "Member in good standing" is a Member who maintains no indebtedness to the Society;
 - n. "Property Owner" means a person, group, society, body or corporation who:
 - i. holds an interest registered at the Office of the Land Title and Survey Authority of British Columbia (LTSA) 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, S.B.C. 1953, c. 55 and amendments thereto located within the West Broadway Business Improvement Area; or
 - ii. leases or rents class five or class six real property as referred to in Section 459 of the Vancouver Charter S.B.C. 1953. c.55 and amendments thereto located within the boundaries of the West Broadway Business Improvement Area pursuant to a lease in writing the term of which including all options meets or exceeds sixty (60) years in the aggregate and includes their Authorized Representative. ;
 - o. "Tenant" means a person, group, society, body or corporation who leases, subleases or rents class five or class six real property as defined by the reference in Section 459 of the Vancouver Charter. S.B.C. 1953. c.55 and amendments thereto within the boundaries of the

West Broadway Business Improvement Area from which that person carries on a business and for which that person holds a valid City of Vancouver business license and includes their Authorized Representative. This definition does not include any tenant pursuant to a lease in writing the term of which including all options meets or exceeds sixty (60) years in the aggregate.

- p. "Non-Voting Member" means a person, group, society, body or corporation:
 - i. within the boundaries or the West Broadway Business Improvement Area who does not lease, sublease or rent class five or class six real property;
 - ii. outside those boundaries who shows a demonstrable interest in the Society; and
 - iii. whose application to become a non-Voting Member has been received and accepted by the Secretary of the Society.;
 - q. "Registered Address" means the address of a Member as recorded in the register of Members, including that Member's mailing address, telephone and facsimile numbers, and or e-mail;
 - r. "Societies Act" means the Societies Act of British Columbia from time to time in force and all amendments to it;
 - s. "West Broadway Business Improvement Area" means the lands 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, hereinafter referred to as the "WBBIA";
 - t. "written" means any communication of words in written form, including printing, lithography, typewriting, photography, fax, e-mail, and internet;
- 1.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Unless the context otherwise requires, words imparting the singular include the plural and masculine include the feminine and vice versa; and references to persons include individuals, partnerships, groups, businesses, societies or corporations.

ARTICLE 2 MEMBERSHIP

- 2.1 The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Members in accordance with these bylaws and, in either case, have not ceased to be Members.
- 2.2 The West Broadway BIA shall comprise two (2) categories of Members: Voting Members (which includes all Property Owners and Tenants in the West Broadway BIA) and Non-Voting Members. Members of both categories are entitled to the rights and privileges of the Society as are appropriate for their membership category.
- 2.3 A Property Owner or Tenant becomes a Voting Member in good standing after receipt of that person's eligible application by the Directors, and membership fee by the Secretary of the Society, and provided:
 - a. the 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 (6) months from the date of the application; and,

- b. where two (2) or more persons are Property Owners with respect to the same real property in the West Broadway BIA, as joint tenants or tenants in common:
 - i. a membership with respect to that real property shall only be granted to one (1) of the Property Owners, and
 - ii. only after the consent of all other Property Owners of that real property has been given as certified by the applicant for membership; and
 - c. for the purpose of clarity, a Property Owner is only entitled to one (1) membership in the Society regardless of the number of properties that Proper Owner owns within the West Broadway BIA, and a Tenant is only entitled to one (1) membership in the Society regardless of the number of properties that Tenant may lease, sublease or rent within the West Broadway BIA.
- 2.4 A Voting Member shall be entitled to all the rights and privileges of membership in the Society, including the right to vote or the right to be elected, understanding that they are Members in good standing, renewed annually.
- 2.5 Any person who does not meet the requirements for a Voting Member but who shows a demonstrable interest in supporting the objectives, projects, and work of the Society, may become a Non-Voting Member.
- 2.6 Non-Voting Members shall be entitled to all of the rights and privileges of membership in the Society, renewed annually, except the right to vote and the right to be elected.
- 2.7 All applicants for membership shall provide a completed application form, as provided by the Society, which shall include an annual membership fee as the Directors of the Society may establish annually for Members of the Society:
- a. which for Voting Members will not exceed five dollars (\$5.00) per Voting Member unless that Member does not directly or indirectly by reason of its real property ownership or lease pay to the City of Vancouver by way of municipal taxes or a grant in lieu thereof the amount levied by the City pursuant to the Bylaw establishing the Association amended or replaced from time to time.
 - b. the amount is subject to ratification at the next AGM and any such changes in membership dues will take effect the following fiscal year;
 - c. membership dues shall be paid on or before the expiry of each Member's annual membership. If any Member shall fail to pay their dues within sixty (60) days of the due date:
 - i. they will be notified in writing that all benefits and privileges of membership are immediately forfeited until payment in full is received; and,
 - ii. Members who have forfeited their membership through non-payment of dues may be reinstated upon full payment of dues for the current year;
 - d. dues are not refundable for any reason;
 - e. lapsed Members will be invited to renew their membership at the beginning of the following fiscal year.
- 2.8 Prior to the first AGM of the Society, an applicant for membership in the Society shall become a Member upon the earlier of the date the application for membership in the Society is received at the office of the Society or by the chair of the first AGM of the Society. After the first AGM of the Society, an applicant for membership in the Society shall become a Member after the expiry

- of five (5) business days from the date the application for membership in the Society is received at the office of the Society.
- 2.9 The number of Non-Voting Members shall not exceed the number of Voting Members.
- 2.10 All Members shall renew memberships annually, by a date set by the Board that is not less than forty-eight (48) hours before the start of the AGM.
- a. A renewal received fewer than forty-eight (48) hours before the start of a General Meeting shall be postponed until after the meeting, and membership cannot be renewed at a General Meeting.
- b. membership is non-transferable.
- 2.11 A Member is in good standing unless:
- a. the Member has failed to pay his or her current annual membership fee, or any other debts due and owing by the Member to the Society, and the Member is not in good standing so long as the debt remains unpaid.
- 2.12 Any Voting Member not in good standing may not vote at General Meetings of the Society.
- 2.13 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.
- 2.14 Save as herein otherwise specifically provided, the formalities of application for membership, the amount of fees for Members, the time for payment of fees, and the privileges from time to time incidental to membership shall, from time to time be determined by the Directors.

ARTICLE 3 TERM AND TERMINATION OF MEMBERSHIP

- 3.1 Membership in the Society will continue from the time of admittance until a person ceases to be a Member of the Society:
- a. by ceasing to be either a Property Owner or a Tenant; or
- b. by delivering a resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
- c. the Society ceases to exist under the laws of B.C. or other jurisdiction of creation; or
- d. on death, at which time all privileges of membership are forfeited; or
- e. on having been a Member not in good standing for sixty (60) consecutive days; or
- f. on being expelled by the Board pursuant to Bylaw 3.3.
- 3.2 A Member may resign from membership at any time by giving ten days notice in writing addressed to the President or Vice President and by discharging any debt owed by him or her to the Society at the time of notice.
- 3.3 The Board may terminate the membership of only Non-Voting Members from the Society upon the authority of a Special Resolution of the Voting Members, and then only if:
- a. the Board is of the opinion that the conduct of the Non-Voting Member is improper, unbecoming or likely to endanger the welfare, interest or reputation of the Society; or
- b. the Non-Voting Member wilfully commits a breach of these Bylaws
- 3.4 Upon such termination all privileges of membership are forfeited.
- 3.5 In the case of a termination under 3.3, the Board will give not less than fifteen (15) days prior written notice of the proposed expulsion and the time and place of the meeting. The Non-Voting

Member may attend the meeting and respond before the vote for termination of membership is taken. The decision of the Board will be final and binding.

- 3.6 Upon resignation or termination, any dues paid for the current year will not be refunded to the Member.
- 3.7 Any indebtedness to the Society of any Member who ceases to be a Member for any reason will remain an obligation of the Member until paid in full.

ARTICLE 4 MEETINGS OF MEMBERS

- 4.1 General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors designate, but in any event, shall be held at least once every calendar year.
- 4.2 Every General Meeting, other than an AGM, is a General Meeting.
- 4.3 The Directors may, when they think fit, convene a General Meeting.
- 4.4 The first AGM of the Society shall be held no more than fifteen (15) months after the date of incorporation of the Society, and the subsequent AGMs shall be held by the end of September of every year.
- 4.5 A General Meeting will be held at the discretion of the Board.
- 4.6 The Board, upon the written request of ten percent of the Members in good standing, shall convene a General Meeting without delay.
- 4.7 The request from Members for a General Meeting shall be accompanied by written requests signed by one (1) or more individual Member and shall contain a statement of the purpose of the meeting, and be delivered or sent by registered mail to the address of the Society.

ARTICLE 5 NOTICE TO MEMBERS AND OTHERS

- 5.1 A notice may be given to a Member, either personally or by depositing it in a post office or letter box, in a pre-paid, sealed envelope addressed to the Member at the address as it appears on the books of the Society.
- 5.2 A notice sent by mail shall be deemed to have been given on the fourth (4th) business day following the day that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 5.3 Notice of a General Meeting shall be mailed not less than twenty-one (21) days prior to the date scheduled for the meeting, or if hand delivered or faxed or emailed by the Secretary not less than fourteen (14) days prior to the date scheduled for the meeting, to the following:
 - a. every Member shown on the Register of Members on the day notice is given;
 - b. the auditor;
 - c. the BIA Director; and
 - d. all persons who are:
 - i. Property Owners; and
 - ii. Tenants.
- 5.4 Notice of the AGM of the Society and any other meeting of the Society at which it proposed to elect Directors shall contain a notification to Members that they are entitled in accordance with

the provisions of the Bylaws to nominate candidates for election to fill the vacancy on the Board of Directors of the Society. The notice shall also state the address of the Society for the purposes of receiving nominations of candidates in accordance with the provisions of the Bylaws. The AGM notice shall also contain a detailed new budget so it can be reviewed before the AGM, a list of nominees for the Board, financial statements, and notice that if within thirty (30) minutes of the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or such other place that is suitable, appropriate and available, and agreed to by a majority of voting Members in attendance at the General Meeting.

- 5.5 The Society shall, on or before December 31 of each and every year or as otherwise determined by the BIA Director, submit a summary budget and a detailed budget to the BIA Director which is based on a fiscal year commencing April 1, which contains information sufficient in detail to describe all anticipated expenses and revenues and which has been approved by a majority of the Members in good standing with the Society.
- 5.6 Notice to those persons designated in Bylaw 5.3(d) need only be sent to that person's most recent address as may be reasonably determined through:
- a. For Property Owners (excluding Tenants described in Section 1.1 n.(ii), a review of the City of Vancouver Tax Assessment Roll; and
 - b. For Tenants, a review of the City of Vancouver Tax Assessment Roll and any other information system agreed upon by the City of Vancouver or by visual inspections of the property.
- 5.7 A Declaration of Meeting shall be sent to the BIA Director within 30 days of every general meeting, and in the case of an Annual General Meeting, shall include a list of Directors.
- 5.8 Only Voting Members or those eligible to be Voting Members are entitled to receive notice of meetings of Members of the Society. Only Voting Members are entitled to vote at meetings of the Members of the Society.

ARTICLE 6 PROCEEDINGS AT GENERAL MEETINGS

- 6.1 Fifteen (15) Members present in person will constitute a quorum at any General Meeting or AGM of the Society, other than a meeting of the Board.
- 6.2 Special business is:
- a. all business at an General Meeting except the adoption of rules of order; and,
 - b. all business conducted at an AGM, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the Directors;
 - iv. the report of the auditor;
 - v. the election of Directors;
 - vi. the appointment of the auditor; and
 - vii. other business that, under these bylaws, ought to be conducted at an AGM, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

- 6.3 Business, other than the election of a Chair and the adjournment or termination of the meeting, shall not be conducted at a General Meeting at a time when a quorum is not present:
- a. if at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;
 - b. a quorum is fifteen (15) Voting Members present in person or a greater number that the Members may determine at a General Meeting.
- 6.4 If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of two (2) Members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or such other place that is suitable, appropriate and available, and agreed to by a majority of voting Members in attendance at the General Meeting, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum.
- 6.5 The President of the Society, the Vice President or, in the absence or both, one (1) of the other Directors present, shall preside as Chair of a General Meeting.
- 6.6 If at a General Meeting:
- a. there is no President, Vice President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or,
 - b. the President and all the other Directors present are unwilling to act as the Chair, the Members present shall choose one (1) of their number to be the Chair.
- 6.7 A General Meeting may be adjourned from time to time and from place to place, but business shall not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place:
- a. when a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting;
 - b. except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.
- 6.8 A Voting Member or the Authorized Representative of each Member in good standing present or represented by proxy at a meeting of Members is entitled to one (1) vote. Other Members of the Society are not entitled to a vote:
- a. voting is by a show of hands except as otherwise provided in these bylaws, or if requested by the Chairperson, by standing vote or email. A roll call will be taken if requested and if approved by the Members assembled; and,
 - b. voting on Ordinary and Special Resolutions may take place by mailed ballot, conducted according to rules developed by the Directors of the Society.
- 6.9 A Voting Member may appoint another Member as a proxy holder to attend, act and vote on his behalf. The proxy shall be signed by the appointing 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. The person who is a proxy holder shall be a Voting Member in good standing of the Society. An Instrument appointing the proxy holder and the Power of Attorney, if any, under which it is signed shall be deposited with the Secretary not less than forty-eight (48) hours (excluding Saturdays, Sundays and Statutory Holidays) preceding the

meeting or adjourned meeting specified in the notice calling a meeting of Members of the Society.

6.10 Unless the Society 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 approved by the Directors or Chairman of the meeting:

“West Broadway Business Improvement Association”

“The undersigned being a Member of the above-named Society, hereby appoints _____ as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the General Meeting of the Society to be held on the ___ day of _____, _____ and at any adjournment thereof.

Signed this _____ day of _____, _____

(Signature of Member) “

- a. the proxy shall be delivered to the registered address of the Society or such other place as is specified in the notice convening the meeting, not less than forty-eight (48) hours (excluding Saturdays, Sundays and Statutory Holidays) or such lesser period as the Directors may from time to time determine before the time for holding the meeting in respect of which the proxy holder is appointed; and,
 - b. a vote given in accordance with the terms of a proxy is valid despite the previous death or incapacity of the Member giving the proxy or the revocation of the proxy or of the authority under which the proxy was executed, as long as no written notification of such death, incapacity, revocation shall have been received at the registered address of the Society or by the Chairman of the meeting or adjourned meeting for which the proxy was given before the vote is taken.
- 6.11 No person shall be entitled to exercise more than one (1) proxy vote at a General Meeting of the Society.
- 6.12 A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution:
- a. in the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he may be entitled as a Member, and the proposed resolution does not pass.
- 6.13 A resolution is passed only with the approval of a majority of the Voting Members present in person or by proxy, except that if the resolution is required to be a Special Resolution under the Society Act or these Bylaws, the approval of at least three-quarters (3/4) of the Members present in person or by proxy is required.
- 6.14 If a group, society, business or corporation is a Member, then its authorized Representative is entitled to exercise the rights of a Member, including the right to serve as Director.
- 6.15 The Chairperson will be judge of all questions of order.

ARTICLE 7 DIRECTORS AND OFFICERS

- 7.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do best adapted to promote the welfare of the Society, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to:
- i. all laws affecting the Society;
 - ii. these bylaws; and,
 - iii. rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a General Meeting;
- a. a rule, made by the Society in a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 7.2 The Directors and Officers of the Society shall be Voting Members of the Society:
- a. the President, Vice President, Secretary, Treasurer and one (1) or more Directors-at-Large are the Directors of the Society; and,
 - b. the number of Directors shall be not less than seven (7) and not more than fourteen (14) Directors including the Immediate Past President ex officio, or such other number, not being less than seven (7) as may be determined by the Directors not less than sixty (60) days prior to each AGM; and,
 - c. shall be at least of legal age of majority as defined by law in the Province of British Columbia. For clarity, a minor may not become a Member.
- 7.3 The management of the Society shall be carried on by the Directors, at least five (5) initially being elected for a one (1) year term, and at least five (5) initially being elected for a two (2) year term, subject to the exception of incorporators of the Society who shall hold office only until the conclusion of the first AGM, but are eligible for re-election or appointment at that meeting.
- 7.4 The term of the Directors elected for a one (1) year term shall expire at the 2011 AGM and the term of the first Directors elected for a two (2) year term shall expire at the 2012 AGM. After the term of the one (1) year term Directors expires, all Directors elected will be elected for a two (2) year term.
- 7.5 At least one (1) of the elected Directors shall be a Member of the Association who is a Property Owner and at least one (1) of the elected Directors shall be a Member of the Association who is a Tenant.
- 7.6 Each year the Directors shall establish a nominating Committee made up of Members of the Society selected and voted upon by the Directors:
- a. the nominating Committee shall nominate sufficient candidates from the group of Property Owners and Tenants who are Members of the Society to fill the vacancies on the Board of Directors;
 - b. in addition to any candidates nominated by the nominating 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 (2) Voting Members of the Society. All nominations shall be submitted in writing to the Secretary no later than twenty-eight (28) days prior to the date fixed for the Annual General Meeting. The Secretary shall post the names of each candidate nominated in accordance with this Bylaw together with the names

- of each candidate's proposers at the offices of the Society no later than ten days prior to the date fixed for the Annual General Meeting;
- c. 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 (1) ballot per person or per proxy for the necessary number of candidates. 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;
 - d. if an insufficient number of candidates are nominated for election to the Board of Directors, the Directors shall forthwith be entitled to appoint Members (including their Authorized Representatives) to fill the remaining vacancies provided that a minimum of three (3) of the Directors elected or appointed shall be Members of the Society who are Property Owners and a minimum of three (3) of the Directors elected or appointed shall be Members of the Society who are Tenants; and,
 - e. nominations from the floor shall not be accepted.
- 7.7 Following the inaugural year of the Society, any person nominated for office shall agree to serve for two (2) years and be a Member in good standing.
- 7.8 No person may be elected or appointed as a Director unless that person is a Voting Member of the Society.
- 7.9 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.
- 7.10 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 Members shall not hold office.
- 7.11 The Director elected as Vice-President shall serve an aggregate four (4) year term beginning at the AGM at which he is elected, and shall serve the first two (2) years as Vice-President and following a re-election, serve the second two (2) years as President:
- a. the Treasurer, Secretary, and the Director(s)-at-Large shall each be elected for two (2)-year terms;
 - b. the Directors-at-Large shall each be elected for two (2)-year terms;
 - c. the Directors whose terms of office have expired shall retire from office at the next following AGM when their successors shall be elected. If there is no Vice-President to continue as President, the Voting Members shall elect an eligible Member as President for a two (2)-year term as well as a Vice-President for the aggregate four (4) year term;
 - d. separate elections shall be held for each office that is to be filled by election;
 - e. an election may be by acclamation, otherwise it shall be by ballot; and,
 - f. if a successor is not elected, the person previously elected or appointed continues to hold office.
- 7.12 A person shall cease to be a Director of the Society:
- a. on death or permanent incapacitation;
 - b. by delivering a written resignation to the Secretary of the Society, or by mailing or delivering it to the address of the Society, specifying therein the effective date of resignation;
 - c. upon holding any salaried position with the Society;

- d. 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;
 - e. upon a vote of seventy-five percent (75%) of the Directors after the Director has been absent from three (3) Consecutive Directors' Meetings without a valid reason acceptable to the Directors; or
 - f. when that Director is removed as a Director.
- 7.13 If the President retires or resigns, or otherwise ceases to hold office between AGMs before the expiry of his term of office, then the Vice-President shall become President until the expiry of his own term. If there is no Vice-President willing or able to become President, then the remaining Directors shall promptly before transacting any further business appoint another Director to take the place of the President. He shall hold office only until the conclusion of the next following AGM, and is then eligible for re-election at the meeting only if there is no Vice-President eligible to become President
- 7.14 if a Director, other than the President, resigns his or her office, is absent for three (3) consecutive meetings of the Board, or otherwise ceases to hold office between AGMs, the remaining Directors shall promptly before transacting any further business fill the vacancy with a Member to take the place of the former Director, which substitute Director shall hold office only until the conclusion of the next following AGM and shall be appointed from the group of Voting Members (be they Property Owners or Tenants) represented by the departed Director. The Director appointed shall be eligible for re-election at the next Annual General Meeting.
- 7.15 If the term of the departing Director exceeds the date of the next following AGM, then the election to fill this office occurring at the next following AGM will be to fill the unexpired term of the departing Director.
- 7.16 Voting Members may, by Special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office:
- a. if the Voting Members remove, by Special resolution, the President before the expiration of his or her terms of office, the Vice-President shall serve out the remainder of the President's two (2)-year term, and shall then following a re-election, serve for two (2) years as President.
- 7.17 No Board Member may serve more than eight (8) consecutive years on the Board, with the exception of the immediate Past President, who may serve until he/she is no longer the immediate Past President.
- 7.18 No paid employee of the Society may be a Member of the Board or Executive Committee.
- 7.19 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office:
- a. a Director shall not 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.

ARTICLE 8 PROCEEDINGS OF THE DIRECTORS

- 8.1 The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Not less than two (2) days notice of such meetings will be sent to all Directors:
- a. the quorum necessary to transact business shall be no less than four (4) Directors at least one (1) of which is a Property Owner and one (1) of which is a Tenant, one (1) of which is a Tenant, unless at least one (1) of the Property Owners, or likewise at least one (1) of the Tenants, without either of whom this condition would remain unsatisfied, provides express consent to the Board that he shall agree with the majority of attendees in transaction of the business.
 - b. the President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as Chair, but if neither is present the Directors present may choose one (1) of their number to be the Chair at that meeting, unless the Directors decide otherwise;
 - c. there shall be not less than two (2) days 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 (1) business day in advance of the meeting;
 - d. a meeting of the Directors may take place by any acceptable means whereby all attendees are able to communicate with each other “in real time”;
 - e. a Director who is unable to attend at a meeting of the Directors may submit a vote on a resolution of which he has previous notice by sending a facsimile transmission, or digitally signed email indicating his vote. The written transmission shall be signed by the Director and sent to the facsimile number or email address of the Society or of the President prior to the start of the meeting at which the resolution is to be considered; and,
 - f. meetings of the Board will be open to all Members, who may attend but not take part in any of the proceedings, unless invited by the Board to do so.
- 8.2 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a written waiver of notice of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a. a notice of meeting of Directors is not required to be sent to that Director; and,
 - b. any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 8.3 The Directors or, at their request, the President may delegate any, but not all, of their powers to committees consisting of the Director or Directors or, of Members of the Society as they think fit:
- a. a Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall examine, consider and report every act, or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing as been done; and,
 - b. the Board may suspend or terminate the Chair of any Committee from office.
- 8.4 A Committee shall elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting,

- the Directors present who are Members of the Committee shall choose one (1) of their number to be the Chair of the meeting.
- 8.5 The Members of a Committee may meet and adjourn as they think proper.
- 8.6 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other General Meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present:
- 8.7 Questions arising at a meeting of the Directors and Committee of Directors shall be decided by a majority of votes:
- a. a resolution proposed at a meeting of Directors or Committee need not be seconded;
 - b. in the case of a tie vote, the Chair does not have a second or casting vote.
- 8.8 A resolution proposed at a meeting of Directors or Committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 8.9 A 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 Directors.
- 8.10 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.
- 8.11 A Special meeting for the Board may be called at any time by the President or by three (3) Directors. When a meeting is called other than by the President, two (2) days notice will be issued to all Directors stating the purpose of the meeting.
- 8.12 The subject for which a Special meeting is called will take precedence over all other subjects.
- 8.13 In the event of a dispute, meetings shall be conducted in accordance with the provisions of the latest edition of Robert's Rules of Order.
- a. The Board may remove a Director upon two-thirds (2/3) majority vote of the eligible Voting Members of the Board if:
 - i. the Director fails to pay the annual dues within two months of the due date;
 - ii. the Director wilfully commits a breach of these Bylaws; or
 - iii. the Board is of the opinion that the conduct of the Director is in breach of the Director's Code of Conduct in Bylaw 10, is improper, unbecoming or is likely endanger the welfare, interest or reputation of the Society.
- 8.14 Copies of all minutes and of all Directors' and Members' resolutions from General Meetings other than Board Meetings, shall be provided to the BIA Director within thirty (30) days of the meeting from which the minutes arose, and within thirty (30) days of such resolutions being passed.

ARTICLE 9 DUTIES OF OFFICERS

- 9.1 Officers shall consist of a President, Immediate Past President, Vice President, and a Treasurer or Secretary-Treasurer. The President, Vice President, and Treasurer will be appointed by resolution of the Board at the first Board meeting following the AGM.
- 9.2 The President shall:
- a. preside as Chair at all meetings of the Society and of the Directors and will:

- iv. regulate the order of business at such meetings, receive and put lawful motions and communications to the meetings and other such matters the President thinks concern the Society;
 - v. sign all papers and documents requiring signature on behalf of the Society, unless someone else is designated by the Board; and,
 - vi. present a general report of the Society activities of the year at the AGM.
- 9.3 The Vice-President shall:
- a. act as Chairperson in the absence of the President, unless the Directors decide otherwise; and,
 - b. assist the President with the President's duties by attending functions and making presentations whenever requested to do so by the President.
- 9.4 The Secretary shall:
- a. conduct the correspondence of the Society;
 - b. issue notices of meetings of the Society and Directors;
 - c. keep minutes of all meetings of the Society and Directors;
 - d. have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - e. maintain the Register of Members; and
 - f. provide the BIA Director with the Declaration of Meeting and list of Directors specified under bylaw 5.7, and copies of all minutes specified under bylaw 8.14.
- 9.5 The Treasurer shall:
- a. have charge of all funds of the Society, see that they are deposited in a recognized financial institution selected by the Board and pay, or cause to have paid, amounts approved by Board acceptance of the Annual Operating Budget;
 - b. see that a regular account of the income and expenditures of the Society is developed, including books of accounts necessary to comply with the Society Act, and an audited statement is prepared for presentation to the AGM and any other time required by the Board; and,
 - c. render financial statements to the Directors, Members and others when required.
- 9.6 The offices of Secretary and Treasurer may be held by one (1) person who is to be known as the Secretary-Treasurer:
- a. if a Secretary-Treasurer holds office, the total number of Directors shall not be less than seven (7) or the greater number that may have been determined under bylaw 7.2.b.
- 9.7 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act a Secretary at the meeting.
- 9.8 The President and the Vice President may not serve for more than two (2) consecutive terms.
- 9.9 Officers may not receive remuneration for services rendered, but the Board may grant reasonable expense monies.
- 9.10 Directors shall perform such duties as the Members decide.

ARTICLE 10 DIRECTOR'S CODE OF CONDUCT

- 10.1 This Code sets out the minimum professional standards required by the Society of all Directors, reflecting the principles, values, standards, and rules of behaviour that guide the decisions and procedures of the Society:
- a. Directors shall represent the interest of the Society and the entire membership, and protect it against misrepresentation and misunderstanding;
 - b. Directors shall maintain the confidentiality of the details and dynamics of the Board discussion and communications, as well as those items designated as confidential;
 - c. regardless of their personal viewpoint, Directors shall not speak publicly against, or in any way undermine Board solidarity once a Board decision has been made;
 - d. Directors are expected to attend all Board meetings. Directors shall be prepared to commit sufficient time and energy to attend to Society business;
 - e. Directors shall avoid, in fact and in perception, conflicts of interest and shall disclose to the Board, in a timely manner, any possible conflicts;
 - f. Directors' contributions to discussions and decision-making shall be positive and constructive;
 - g. Directors' interactions in meetings and communications shall be courteous, respectful and free of animosity;
 - h. Directors shall adhere to the Society's bylaws and governance policies;
 - i. Directors shall be prepared for meetings, having read pre-circulated material in advance of the meeting;
 - j. Directors shall not attempt to exercise individual authority or undue influence of the Society.

ARTICLE 11 COMMITTEES

- 11.1 The Board will authorize the appointment of any other committees that follow or are required by the Society.
- 11.2 The Board President will choose the Chairperson of all committees. The Committee Chairperson will choose the Committee Vice-Chair.
- 11.3 The Board may provide for the organization or discontinuance of any Committee.
- 11.4 The Board will prescribe the nature of work or study to be carried out by each Committee.
- 11.5 Each Committee may recommend to the Board the creation of a task force with specific tasks to support initiative(s).
- 11.6 Each Committee may make decisions and take actions as necessary to carry out its aims and objectives. Any decision or action, which may involve the expenditure of Society funds, will be referred to the Board.
- 11.7 The Executive Committee:
- a. will be appointed by the Board at its first meeting following the annual election;
 - b. will be specifically charged with the financial affairs and general administration of the Society. If no Executive Committee is appointed, then the Executive Committee shall consist of the Board Members;

- c. will transact business of a nature not requiring the attention of and the consideration of the Board and will have such power as the Board may determine. Decisions of the Executive Committee will be final in matters where such authority is specifically delegated by the Board and will promptly report its actions for ratification by the Board; and,
- d. may meet jointly with the Board or independently at least once in each calendar year.

ARTICLE 12 MANAGEMENT COMMITTEE

- 12.1 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.
- 12.2 The Directors may appoint or hire a General Manager to perform the day to day functions and management of the Society subject to the direction of the Management Committee.
- 12.3 The Management Committee shall meet at such times as they consider appropriate to deal with the 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. If formation or appointment of a Management Committee is deemed by the Executive Committee to be unnecessary, then the Executive Committee shall perform all of the functions of a Management Committee as described herein.
- 12.4 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.

ARTICLE 13 ACCOUNTS

- 13.1 The fiscal year of the Association shall be April 1 to March 31.
- 13.2 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.
- 13.3 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.
- 13.4 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.
- 13.5 The accounts and books of the Society shall be open to the inspection of Directors and Members not being Directors upon reasonable notice being given to the Society.
- 13.6 The Directors shall permit the Director of Finance 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 Director 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 S.B.C. 1953, c.55 and amendments thereto.

ARTICLE 14 AUDIT AND DISCLOSURE

- 14.1 The Members shall at each Annual General Meeting appoint an auditor to hold office until the next Annual General Meeting.
- 14.2 The auditor shall be a person who is a Chartered Professional Accountant, Certified General Accountant, or Chartered Accountant, authorized and licenced to practice in the Province of British Columbia.
- 14.3 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 re-appointment at the meeting.
- 14.4 On or before September 30 of each year, the Society shall, at its own expense, cause the auditor to prepare and deliver to the BIA Director, 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.
- 14.5 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 by the Societies Act, Part 9, the Regulations to the Act, and amendments thereto.

- 14.6 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, S.B.C. 1953, c.55 and amendments thereto, 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.

ARTICLE 15 SEAL

- 15.1 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(s) or Officer(s) of the Society duly authorized by authority of resolution of the Directors.
- 15.2 The Officers or Directors affixing the Seal, shall sign the instrument to which the Seal is affixed on behalf of the Society.

ARTICLE 16 BORROWING

- 16.1 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.
- 16.2 Every debenture of the Society shall be signed manually by at least two (2) Directors or Officers of the Society or by or on behalf 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.
- 16.3 No borrowing shall be carried out:
- a. secured by way of debenture without a Special resolution of the Members of the Society; or
 - b. 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, S.B.C. 1953, c.55 and amendments thereto, which extends beyond the fiscal year in which that money was granted.
- 16.4 For so long as the Society receives funds from the City of Vancouver by way of grant or otherwise, the Society shall at all times carry a policy of comprehensive general liability insurance in the amount of \$5,000,000 with the City of Vancouver as additional named insured and with a cross-coverage provision, and such policy shall contain an endorsement to provide the Director of Finance with sixty (60) days notice of change or cancellation, or such other insurance as the City of Vancouver may determine from time to time. In any event, the Board of

Directors may at any time and from time to 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. The Association shall provide proof of insurance, to the satisfaction of the Director, annually and within thirty (30) days of the effective date of the insurance or insurance renewal.

ARTICLE 17 BYLAWS

- 17.1 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 one dollar (\$1.00), a copy of the Constitution and Bylaws of the Society.
- 17.2 The Society shall provide the BIA Director with at least sixty (60) days notice of its intention to make alteration or amendment to the Constitution and Bylaws of the Society, together with the text of the proposed amendments, and obtain the consent of the Director for such changes.

ARTICLE 18 PREVIOUS CONSTITUTIONAL PROVISIONS

- 18.1 In the event of winding up or dissolution of the Society or other liquidation or distribution of its assets, and after payment of debts and liabilities of the Society **(THIS PROVISION WAS PREVIOUSLY UNALTERABLE)**:
- a. any money or assets remaining shall be given to organizations or societies concerned with the encouragement and promotion of business in the West Broadway 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 such 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 Company Act R.S.B.C. 1996, c. 62, 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 West Broadway 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 West Broadway BIA; and

- ii. any remaining assets of the Society shall be distributed in a manner determined by the Members of the Society.
- 18.2 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 **(THIS PROVISION WAS PREVIOUSLY UNALTERABLE)**:
- a. are to be spent only by the Association in accordance with the Business Promotion Scheme as defined by the City of Vancouver Charter Part XXI, Section 455, determined from time to time by the Members of 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.
- 18.3 Paragraphs 3, 4 and 5 of this Constitution are unalterable in accordance with the Society Act R.S.B.C. 1996, c. 433. **(THIS PROVISION WAS PREVIOUSLY UNALTERABLE)**

Dated this _____ day of _____, 20__.

Directors Signatures

- 1. _____
- 2. _____
- 3. _____
- 4. _____
- 5. _____
- 6. _____
- 7. _____
- 8. _____