

SOCIETY ACT CONSTITUTION

1. The name of the society is Chemainus B.C. Business Improvement Association.
2. The purposes of the society are:
 - a) To promote the Chemainus business improvement area as a business, shopping, entertainment, and tourist destination by developing marketing, advertising, and promotional programs.
 - b) To foster community spirit by supporting beautification and improvement projects, cultural events, and other activities for local residents and visitors alike.
 - c) To do all things necessary and appropriate to achieve the foregoing in accordance with the applicable legislation or authorities.

UPDATES TO THE BYLAWS – DRAFT PROPOSED CHANGES

February 2, 2009 update - passed:

1. Resolved that bylaw 4 (B) iv be changed to read as follows:
 - "To have the right to vote by proxy."
2. Resolved that bylaw 8 (A) be changed to read as follows:
 - "The board of management may hire or contract a Coordinator and prescribe the duties of this position if a motion to do so is passed by the Members at a general meeting."

September 10, 2017 update - proposed:

1. Clarified BIA board applicability in 6 (A – i):
 - Change the statement to read
"6 to 11 current BIA Members to be elected by the Members at an Annual General Meeting and;."
2. Resolved requirement for ex-officio position (A - ii)
 - Added sub section a to read;
" 1 to 2 ex-officio members to be elected at an Annual General Meeting."
3. Added re-appointment parameters in 6 (B) of which had previously eluded to consecutive terms without end:
 - "Re-appointment may be allowed for up to 3 consecutive terms (6 years) before a rest of 31 days must be taken before re-applying."
4. Resolved board membership eligibility in 6 (f):
 - Clarified board members must be an existing BIA member with the removal of the text "~~or be nominated by the BIA~~"
 - Added limitations on board membership;
"Should the business cease to be within the taxation areas, the position must be vacated immediately."
 - Additional ex-officio clarification has been identified:

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"Ex-officio positions may only include a not-for-profit, charity, or group organization within the BIA boundaries"

5. Added stipulations in 6 (M – g)

- Addition of sub section (g) stating:
"ceasing to be in operation within the taxation areas"

6. Clarification on title of board coordinator 7 (8-A) to read as follows:

"The Board of Management may at its discretion hire or contract a Coordinator and prescribe the title and duties of this position."

7. Adjustment of section 11 (A) to clarify the addition of one additional signer to read as follows:

"Four (4) persons shall have signing authority for the B.I.A.: the Chair, the Treasurer, ~~and~~ the Vice-Chair, and one additional signer (selected on the recommendation of the executive board)."

BYLAWS WITH PROPOSED CHANGES

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the Society Act and any other bylaws.

1. INTERPRETATION

Wherever the words "the BIA" occur in these bylaws, they shall be understood to mean "the Chemainus B.C. Business Improvement Association."

2. HEAD OFFICE

The head office shall be located in Chemainus in the Province of British Columbia, at such a place that the Board of Management may determine from time to time.

3. FISCAL YEAR

- a) the fiscal year of the BIA terminates Aug. 31 each year.
- b) A review of the books and accounts of the BIA will be done annually as determined by the Board of Management.
- c) All books of the BIA shall be open at reasonable
- d) hours to any member of the BIA, free of any charge.

4. MEMBERSHIP

a) Membership Eligibility

The following shall be eligible for membership in the BIA:

- a) Property Owners: Members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class; and their leases, are responsible for the part of the taxes that the
- b) Tenants: Tenants of such rateable property, who, by the terms of tenant is required to pay under the tenant's lease.

b) Rights and Benefits of Membership

Every Member in good standing is entitled:

- i. to attend any Annual or General Meeting of the BIA;
- ii. to one vote on each question arising at any Annual or General Meeting of the BIA; and
- iii. to hold any office of the BIA.
- iv. to vote by proxy

c) Membership commences

Upon the acceptance and approval of an application by the Officers of the BIA.

d) Nominees

If a Member is a corporation or a partnership it shall designate, in writing to the Board of Management, a nominee to attend an Annual or General Meeting of the BIA on its behalf and where a Member operates one or more corporations or partnerships or two or more tenanted locations it shall appoint a different nominee for each such entity or location.

e) Membership Ceases

When a member no longer qualifies as being eligible.

5. MEMBERSHIP MEETINGS

a) Annual General Meetings

The Annual General Meeting (AGM) of the BIA shall be held at a location in Chemainus specified in the meeting notice no later than in the month of November in each year as determined by the Board of Management. The AGM agenda shall include:

- (i) Financial Statements AND Reports;
- (ii) Auditor's Report;
- (iii) Annual Budget;
- (iv) Annual Report of the Board of Management;
- (v) Minutes of the last Annual General Meeting;

- (vi) Election of Board of Management
- (vii) Any other business that may properly be brought before the meeting.

b) General Meetings

The Board of Management may, from time to time, call a General Meeting of the Members of the BIA for any date and time to be held at a location in Chemainus, as specified in the Notice.

c) Notice of Meetings

- i. Notice of the Annual General Meeting or of a General Meeting of Members shall sent by prepaid mail at least twenty-one (21) days exclusive of the day of mailing and of the day for which notice is given) in advance to each Member and each member of the Board Management at the addresses as they appear on the books of the BIA and if no address is given therein then to the last address of each known to the Secretary.
- ii. The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in subparagraph shall not invalidate any resolution passed or any proceedings taken at any meeting.

d) Quorum

A quorum for the Annual General Meeting or for a General Meeting of the BIA shall be twelve (12) Members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

E) Determination of Questions

- i. Questions arising at any meeting of Members shall be decided by a majority vote unless otherwise stated in these Bylaws or as required by law.
- ii. At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a Member.
- iii. The Chair shall declare that a resolution has been carried or not carried. It

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will be entered into the minutes of the BIA. It is not necessary to record the number or the proportion of votes.

f) Meeting Procedures

Subject to the Bylaws of the BIA, the procedure to be used at all General and Annual General Meetings shall be governed by the latest edition of Robert's Rules of Order.

g) Nominees

For the purposes hereof and Section 6, designated nominees of Members shall be considered Members.

h) Voting by Proxy

Voting by proxy will be allowed if the proxy form issued with the Notice of Meeting is properly completed and verified.

6. BOARD OF MANAGEMENT

a) Board Composition

The affairs of the BIA shall be governed by a Board of Management (sometimes called the "Board") and shall be composed of:

- i. 6 to 11 current BIA Members to be elected by the Members at an Annual General Meeting and;
- ii. 1 to 2 ex-officio members to be elected at an Annual General Meeting

b) Term of Office

- i. The term of office for the Board of Management is for two years from the time of appointment, so long as the Member continues to be qualified as a Member.
- ii. Re-appointment may be allowed for up to 3 consecutive terms (6 years) before a rest of 31 days must be taken before re-applying.

c) Powers

The Board may, on behalf of the BIA, exercise all the powers that the BIA may legally exercise in fulfillment of its objectives, unless the Board is restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power:

- i. to enter into contracts or agreements;
- ii. to make banking and financial arrangements;
- iii. to execute documents;
- iv. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the BIA;
- v. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable; and
- vi. to purchase insurance to protect the property, rights and interests of the BIA and to indemnify the BIA, its Members, the Board, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the BIA.

d) Role and Function

The Board shall be responsible for:

- i. making decisions on policy affecting the BIA,
- ii. managing the affairs of the BIA,
- iii. hiring of staff of the BIA, and
- iv. appointing such committees as may be required to accomplish the work of the BIA.

e) Borrowing Powers

The BIA shall not borrow money and, without the prior consent of the Municipality of North Cowichan Council, may not incur indebtedness extending beyond the current fiscal year.

f) Board Eligibility

Each Board member shall be a current Member of the BIA ~~or be nominated by the BIA~~ and shall remain a Member throughout his or her term of office. Should the business cease to be within the taxation areas, the position must be vacated immediately.

Positions on the Board are restricted to one member of a family or business, concurrently. Ex-officio positions may only include a not-for-profit, charity, or group organization within the BIA boundaries

g) Vacancies

Where a vacancy on the Board the board management may nominate a replacement subject to Board's approval, who shall hold office for the remainder of the term for which his or her predecessor was appointed. If there is no quorum of the Board, the remaining Board members shall call a General Meeting of the BIA to fill any vacancy.

h) Quorum

A quorum for a meeting of the Board of Management shall be a simple majority.

i. Meetings of the Board

- i. Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary or any two members of the Board. One week's notice will be provided to board members for all Board meetings. The Board may hold its meetings at any place in Chemainus in the Province of British Columbia as it may from time to time determine.
- ii. No formal notice of any meeting of the Board shall be necessary if all the elected Board Members are present or if those absent have indicated their consent to the meeting being held in their absence.
- iii. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Board may also take place without notice immediately after an Annual General Meeting at which the Board is elected, provided a quorum is present.
- iv. No accidental error or omission with respect to notice for a meeting of

the Board shall invalidate the meeting or invalidate or make void any resolutions passed or any proceedings taken at the meeting.

- v. The members of the Board shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a casting vote in addition to his or her original vote.
- vi. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favor or against any resolution.

j) Confidentiality and Privacy of Information

- i. The BIA, through its Board of Management, shall abide by and act in accordance with the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information.
- ii. In this regard, every Board member shall:
 - a. respect the confidentiality of all matters discussed at Board meetings and any other information and documentation to which one may have access to in the capacity as Board member of the BIA; and
 - b. respect and act in accordance with the BIA policies governing the privacy and access to information to which one may acquire in the capacity of Board member of the BIA.

k) Standard of Care

Every Board member and Officer of the BIA shall:

- i. exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the BIA; and
- ii. exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

l) Conflict of Interest

Every Board member who has any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the BIA shall disclose his or her interest in the manner required by the Municipal Conflict of Interest Act;

- i. declare his or her interest at the first meeting of the Board after which he or she became interested or aware of any such interest;
- ii. request that his or her declaration be recorded in the minutes of the meeting; and
- iii. not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or arrangement or the proposed contract or arrangement.

m) Removal

- i. A Board member may be removed from the Board for:
 - a. ceasing to be a Member in good standing;
 - b. absence from three (3) consecutive meetings of the Board, unless there are extenuating circumstances;
 - c. failure to perform any duty or tasks as set out in the Bylaws and any governing policies;
 - d. a breach of the provisions of the Bylaws regarding conflict of interest;
 - e. a breach of the provisions of the Bylaws regarding confidentiality and privacy of information;
 - f. breach of the provisions of the Bylaws regarding the Standard of Care referred to in subsection (K) above and/or behavior deemed harmful to the welfare or best interests of the BIA.
 - g. ceasing to be in operation within the taxation areas
- ii. To remove a Board member from office for any of the reasons set out in this section, a resolution shall be made and approved by a simple majority of the Board members present at a duly called meeting of the Board to which notice specifying the intent to pass such resolution has been given.

7. OFFICERS

a) Election and Term of Office

- a. The Board of Management shall elect from among themselves a Chair, Vice-Chair, Secretary and Treasurer who shall serve until the next Annual General Meeting or until he or she is removed from office by resolution of the Board of Management.
- b. Officers shall be elected annually by the Board of Management at the first meeting following the Annual General Meeting.

b) Duties of the Officers

i. The Chair shall:

- a) chair all meetings of the BIA and of the Board, when present in person and able;
- b) have general supervision of the affairs of the BIA;
- c) sign all Bylaws and execute any documents with the Secretary;
- d) perform any other duties which the Board may from time to time assign;
- e) sit, ex officio, on all committees; and
- f) ensure that all past records of the Board are transferred to the succeeding Treasurer when there is a change of Treasurer.

ii. The Vice-Chair shall:

- a) exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; and
- b) perform any other duties which the Board may from time to time assign.

iii. The Secretary shall:

- a) keep or cause to be kept the records and books of the B.I.A. including the registry of Officers and Board members, the registry of Members, the minutes of the Annual General Meeting, General Meetings and meetings of the Board or any committees thereof, any committee reports, the Bylaws and resolutions;

- b) certify copies of any record, registry, bylaw, resolution or minute;
 - c) send or cause to be sent any notices required for the Annual General Meeting, General Meetings and meetings of the Board of Management; and
 - d) perform any other duties which the Board may from time to time assign.
- iv. The Treasurer shall:
- a) cause to be kept and maintained the financial records and books of the B.I.A.;
 - b) assist the auditor in the preparation of the financial statements of the B.I.A.;
 - c) perform any other duties which the Board may from time to time assign;
 - d) maintain or cause to be maintained an inventory of all physical assets owned or leased by the B. I .A.; and
 - e) cause to be prepared and distributed the proposed annual budget in accordance with the requirements of the Municipality of North Cowichan.

8. THE B.I.A. COORDINATOR

a) Appointment

The Board of Management may at it's discretion hire or contract a Coordinator and prescribe the title and duties of this position.

b) Duties

- a. The Board shall delegate to the Coordinator the responsibility for the general management and the execution of the policies of the B.I.A.
- b. The B.I.A. Coordinator shall:
 - i. be the Chief Administrative Officer;
 - ii. be the senior staff position, responsible for the hiring and termination of all other staff;

- iii. attend all meetings of the Board of Management and be entitled to speak on all matters, without the right to vote; and
- iv. sit ex-officio on all committees.

c) Remuneration and Evaluation

- a. The Board shall:
 - i. establish the remuneration for the BIA Coordinator through a resolution of the Board and shall;
 - ii. annually and jointly with the BIA Coordinator, carry out a formal and written evaluation of the position of the BIA Coordinator within a mutually determined and agreed upon approach, process, and time frame. The Chair of the Board shall represent the Board in this matter.

9. COMMITTEES OF THE BOARD

- a) There shall be Standing committees, as the Board of Management shall from time to time determine.
- b) The Board may appoint ad hoc committees as may be deemed necessary to carry out the objectives of the B.I.A. or to advise the Board. The Board shall prescribe the duties of all such committees.
- c) All committees, Standing and ad hoc, are required to conduct business in accordance with these Bylaws.
- d) All committee membership, as required by these Bylaws and determined by the Board from time to time, are subject to the same rights and responsibilities in their capacity as Members of committees, as those required by the Board.
- e) Each Standing and ad hoc committee is considered a committee of the Board of Management and as such, is responsible to the Board. Each Committee shall make recommendations to the Board for its approval, and shall report to the Board, through each committee Chair, as determined by the Board, from time to time.
- f) Standing committees of the Board may include, but not be necessarily limited to:
 - i. Executive & Finance Committee
 - ii. Marketing & Economic Development Committee
 - iii. Streetscape & Safety Committee

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- g) Each Standing and ad hoc committee of the Board shall be chaired by a Board Member, as elected by the Board. Committee members shall be members of the BIA, however, the board may also appoint non-Members as ex-officio members of any committee.
- h) Unless other wise stated in the Bylaws, the terms of reference for each committee will be determined by the Board of Management, from time to time.

10. TERMS OF REFERENCE - EXECUTIVE & FINANCE COMMITTEE

The Executive & Finance Committee:

- a) shall have all powers of the Board to deal with matters requiring emergency action. The Executive & Finance Committee shall report to the next meeting of the Board on all acts and proceedings, subject to review at that time;
- b) may have meetings called by the Chair, between Board meetings, to discuss month-to-month business requiring Board action and for emergency action between regular Board meetings;
- c) shall consist of the Chair, the Officers, and Committee Chairs; and
- d) shall make recommendations to the Board on all financial matters affecting the B.I.A.

11. SIGNING AUTHORITY

- a) Four (4) persons shall have signing authority for the B.I.A.: the Chair, the Treasurer, ~~and~~ the Vice-Chair, and one additional signer (selected on the recommendation of the executive board)."
- b) Two (2) signatures of foregoing shall be required on all cheques issued

12. REMUNERATION

- a) No Board member shall receive remuneration in payment for services carried out in that capacity.
- b) Board members may be reimbursed for all reasonable, out-of-the-ordinary expenses directly relating to their functions as Board members. Reimbursement for any such expenses must be approved in advance by the Board of

Management.

13. NOMINATION PROCEDURES

- a) The President shall in each year, two months prior to the AGM, appoint a nominating committee who shall present at least the same number of nominees for positions on the Board of Management as there are vacant seats. The nominating committee will be chaired by the Vice President and will consist of the Vice-President and two Board members.
- b) The nominations of the nominating committee along with a nominating form shall be available to each BIA member in good standing. A person nominated must sign the form signifying acceptance. The nominating form shall be returned to the nominating committee no later than two weeks prior to the Annual General Meeting. The nominating committee shall ensure that all members nominated are members of the BIA in good standing.
- c) At the Annual General Meeting the election ballot shall be declared open for nominations from the floor. Each nomination will be moved and seconded by a member of the BIA who is in good standing.
- d) An election may be by acclamation, otherwise it must be by ballot.

14. AUDITOR

The external Auditor shall be the Auditor for the B.I.A. and all books, documents, transactions, minutes and accounts of the B.I.A. shall at all times be open to his/her inspection.

15. INDEMNIFICATION

The B.I.A. shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:

- a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing

whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and

- b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

16. REVIEW MECHANISM & DISSOLUTION

- a) Should a majority vote be received to dissolve the B.I.A., a request shall be made to the Municipality of North Cowichan to repeal the bylaw establishing the B.I.A.
- b) Upon the repeal of a by-law under the Municipal Act the Board of Management is dissolved and the assets and liabilities of the Board become the assets and liabilities of the municipality.
- c) If the liabilities assumed under subsection (b) exceed the assets assumed, the Municipality of North Cowichan may recover the difference by imposing a charge on all ratable property in the former improvement area that is in a prescribed business property class.

17. CONSISTENCY WITH LEGISLATION

- a) Nothing contained in these Bylaws shall require the commission of any act which is contrary to an express provision of the Municipal Act or any bylaws of the Municipality of North Cowichan relating to the Board of Management of the area or Business Improvement Areas" as defined by the Municipal Act.
- b) If there shall exist any conflict between any provision contained in these Bylaws and any such provision of the Municipal Act or Municipal Bylaws, the latter shall prevail, and The provision or provisions herein affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict, and as so modified these Bylaws shall remain in full force and effect.
- c) These Bylaws shall comply at all times with the bylaw requirements as set out in the B.C. Societies Act.

18. AMENDMENTS

Bylaws of the B.I.A. may be enacted, repealed, amended, added to or re-enacted by the Board of Management, upon approval of a General Meeting of Members duly called to consider confirmation of such by-law amendment.