

**Purpose**

**of Williams Lake Central Improvement Association Area (The “Society”)**

1. The name of the Association is Williams Lake Central Business Improvement Area Association
2. The purpose of the Society is to plan and implement a business promotion scheme including, but not limited to, the following activities:
  - (a) Carrying out studies or making reports respecting one or more areas in the municipality where business or commerce is carried on,
  - (b) Improving, beautifying or maintaining streets, sidewalks or municipally owned land, buildings or other structures in one or more business improvement areas,
  - (c) The removal of graffiti from buildings and other structures in one or more business improvement areas,
  - (d) Conserving heritage property in one or more business improvement areas, and
  - (e) Encouraging business in one or more business improvement areas.

# Bylaws of Williams Lake Central Improvement Association Area (The “Society”)

## Part 1 – Definitions and Interpretation

### Definitions

#### 1.1

In these Bylaws:

**“Act”** means the Societies Act of British Columbia as amended from time to time;

**“Board”** means the directors of the Society;

**“Bylaws”** means these Bylaws as altered from time to time;

**“Class 5 (or 6) real property”** means real property falling within Class 5 (or 6) of the assessments – classes and percentage levels regulation, B.C. Regulation 438/81 as that regulation stood on January 8, 1988;

**“Directors”** means the director of the Society for the time being;

**“Group”** includes a partnership;

**“Owner”** means a person, body or group

- (a) owning in fee simple, or under a registered agreement for sale, Class 5 real property or Class 6 real property in Williams Lake Central Business Improvement Area Association (WLCBIAA), or
- (b) letting, but not subletting, Class 5 real property or Class 6 real property in the WLCBIAA.

**“Authorized Representative”** means any employee authorized by a member, as expressed through a written authorization from such member to represent such member in regards to the Society. The member may revoke authorization by written notice to the board of directors at any time;

**“Tenant”** means a person or group leasing or subleasing Class 5 real property or Class 6 real property within the WLCBIAA, holding a valid business license under the applicable licensing bylaw of the City of Williams Lake to carry on the licensed business from the property and actually carrying on the licensed business from that property;

**“Williams Lake Central Business Improvement Area Association (WLCBIAA)”** means local service area created by the municipal council under the current municipal bylaw.

### Definitions in Act apply

#### 1.2

The definitions in the Act apply to these Bylaws.

### Conflict with Act or regulations

#### 1.3

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

## Part 2 – Members

### Membership

#### 2.1

The members of the Society are the applicants for incorporation of the Society, each of them being an owner or tenant of a class 5 or 6 property within the WLCBIAA, or being an authorized representative of an owner or tenant, being defined as an employee of the aforementioned, and those persons who subsequently become members, in accordance with these bylaws. All members are voting members except where

- (a) two or more persons are a property owner with respect to the same class 5 or 6 real property located within the boundaries of the WLCBIAA, in which case only one of the owners may be a voting member;
- (b) two or more persons are a business owner with respect to the same business located within a class 5 or 6 property within the boundaries of the WLCBIAA, in which case only one of the owners may be a voting member.

### Duties of members

#### 2.2

Every member must uphold the constitution of the Society and must comply with these Bylaws.

### Amount of membership dues

#### 2.3

The amount of the annual membership dues is the amount of levy imposed on members, who own class 5 or 6 real property within the WLCBIAA, under the current municipal bylaw.

### Member not in good standing

#### 2.4

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and if a member fails to pay a debt they owe to the Society, and the member is not in good standing for so long as those dues and/or debts remain unpaid.

### Member not in good standing may not vote

#### 2.5

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.

#### **Termination of membership**

##### **2.6**

A person, body or group ceases to be a member of the Society when they cease to be

- (a) owner of a class 5 or 6 property within the WLCBIAA;
- (b) a tenant, of a class 5 or 6 property within the WLCBIAA, who holds a current and valid business license issued under the applicable business licensing bylaw of the City of Williams Lake to carry on business from within the WLCBIAA.

## **Part 3 – General Meetings of Members**

#### **Time and place of general meetings**

##### **3.1**

A general meeting must be held at the time and place the Board determines.

#### **Ordinary business at general meeting**

##### **3.2**

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

#### **Notice of special business**

##### **3.3**

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.

#### **Chair of general meeting**

##### **3.4**

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.

#### **Alternate chair of general meeting**

##### **3.5**

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.

#### **Quorum required**

##### **3.6**

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.

#### **Quorum for general meetings**

##### **3.7**

The quorum for the transaction of business at a general meeting is 3 voting members or 5% of the voting members, whichever is greater.

#### **Lack of quorum at commencement of meeting**

##### **3.8**

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 in the next 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.

#### **If quorum ceases to be present**

##### **3.9**

If, at any time during a 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.

#### **Adjournments by chair**

### 3.10

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.

<b>Notice of continuation of adjourned general meeting</b>
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### 3.11

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

<b>Order of business at general meeting</b>
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### 3.12

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - 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) terminate the meeting.

<b>Methods of voting</b>
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### 3.13

Voting at any general meeting will proceed as follows:

- (a) voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 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;

- (b) All voting members or their authorized representative must, in order to vote, first complete and sign a voter registration form, or any such form as may be required by the Board from time to time;
- (c) Authorized representatives of members must deliver the WLCBIAA's official authorized representative letter to the WLCBIAA office at least one week prior to voting.
- (d) A member must be in good standing to vote;
- (e) Each voting member has only one vote notwithstanding the fact that such member may own or lease one or more properties or hold one or more business licenses within the WLCBIAA boundaries;
- (f) A resolution proposed at a meeting must be seconded;
- (g) In the case of a tie vote the proposed resolution fails.

#### **Announcement of result**

##### **3.14**

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.

#### **Proxy voting not permitted**

##### **3.15**

Voting by proxy is not permitted.

#### **Matters decided at general meeting by ordinary resolution**

##### **3.16**

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Part 4 – Directors**

#### **Number of directors on Board**

##### **4.1**

The Society must have no fewer than 3 and no more than 11 directors.

#### **Election or appointment of directors**

##### **4.2**

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board in the following manner:

- (a) The Board shall establish a nominating committee to nominate sufficient candidates from the membership to fill vacancies on the Board;
- (b) Nomination packages, including the official WLCBIAA nomination form, digital photo, short biography, and the official WLCBIAA authorization letter, if nominee is not a member, must be delivered to the WLCBIAA office at least one week prior to the posted annual general meeting's date;
- (c) Nominations for directors are not accepted from the floor during an annual general meeting;
- (d) No member may be elected or appointed as a director unless they are a member in good standing;
- (e) In addition to complying with the requirements and qualifications under the Societies Act for being a director, a person must sign the Code of Conduct and Confidentiality agreements with the Society in a form satisfactory to the Board prior to commencing his or her duties as a director;
- (f) If an insufficient number of candidates are nominated for election to the Board, the directors shall forthwith be entitled to appoint members to fill in the remaining vacancies, and/or to carry on the business of the Society with less than 11, but more than 3, directors until the next annual general meeting;
- (g) All directors are elected to two-year terms;
- (h) An effort will be made to elect six directors in even numbered years and five directors in odd numbered years;
- (i) An effort will be made to encourage directors to serve on the Board no more than four consecutive years;
- (j) A director who has served four consecutive years, and who has completed their current term, and who wants to put themselves forward, either by election or appointment, as director on the Board for an additional term, must first have their nomination approved by a secret ballot vote of 75% of the directors;
- (k) A person shall cease to be a director of the Society:
  - i. on death or permanent incapacitation;
  - ii. by delivering a written resignation letter to the Chair, or by mailing or delivering to the address of the Society, specifying therein the effective date of the resignation;
  - iii. upon a vote of 75% of the directors after a director has breached the Society's Code of Conduct and/or Confidentiality agreements;
  - iv. upon a vote of 75% of the directors after a director has been absent from three consecutive directors' meetings without notification to the chair or office staff.

<b>Directors may fill casual vacancy on Board</b>
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### **4.3**

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

<b>Term of appointment of director filling casual vacancy</b>
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#### **4.4**

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **Part 5 – Directors’ Meetings**

### **Calling directors’ meeting**

#### **5.1**

A directors’ meeting may be called by the president or by any 2 other directors.

### **Notice of directors’ meeting**

#### **5.2**

At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

#### **5.3**

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

### **Conduct of directors’ meetings**

#### **5.4**

The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

#### **5.5**

The quorum for the transaction of business at a directors’ meeting is 50% of total directors who are currently to serving the Board, rounded up to the nearest whole number, or 5 directors, whichever is less.

## **Part 6 – Board Positions**

### **Election or appointment to Board positions**

#### **6.1**

The directors shall elect amongst themselves, at the first directors' meeting following the annual general meeting, the Board positions, and a director, other than the president, may hold more than one position:

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

#### **Directors at large**

#### **6.2**

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

#### **Role of president**

#### **6.3**

The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

#### **Role of vice-president**

#### **6.4**

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

#### **Role of secretary**

#### **6.5**

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

#### **Absence of secretary from meeting**

#### **6.6**

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

#### **Role of treasurer**

## **6.7**

The treasurer is 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 accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

# **Part 7 – Remuneration of Directors and Signing Authority**

<b>Remuneration of directors</b>
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## **7.1**

These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

<b>Signing authority</b>
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## **7.2**

A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.