



Cloverdale Business Improvement Association

SOCIETY ACT

BC CERTIFICATE OF INCORPORATION
Issued June 8, 1995

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SOCIETY ACT
Incorporated on June 8, 1995

CONSTITUTION OF
CLOVERDALE BUSINESS IMPROVEMENT ASSOCIATION

- 1 The name of the Society is “**CLOVERDALE BUSINESS IMPROVEMENT ASSOCIATION**”.

2. The purposes of the Society are:
 - (a) to develop, encourage and promote trade and commerce in Cloverdale;
 - (b) to sponsor and organize promotions and special events in order to attract people to Cloverdale;
 - (c) to create a more viable business atmosphere in Cloverdale in order to attract new businesses;
 - (d) to promote matters of common concern and interest to business and property owners in the Cloverdale Business Improvement Area and to bring together business and property owners;
 - (e) to conduct studies of, and advance projects, plans or improvements designed to benefit the Cloverdale Business Improvement Association;
 - (f) to cooperate with and aid any person, body, group or association in projects designed to benefit the Cloverdale Business Improvement Association; and
 - (G) to raise revenue to carry out the purposes of the Society.

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BY-LAW NO. 1
CLOVERDALE BUSINESS IMPROVEMENT ASSOCIATION

MEMBERSHIP

1. Who is a member - Any person, firm or corporation (or their authorized representative), owning property or a business, within the boundaries of the Cloverdale Business Improvement Area may apply to the directors for membership and on acceptance by the directors shall be a Member of the Association.
2. Authorized Representative of a Member - Any person who wishes to represent a Member must have written authorization from that Member. Such written authorization shall be in effect until such time that it is revoked in writing by the Member appointing such authorized representative.
3. Form of Authorization to Represent a Member - The form to be used shall be in the following form or in any other form approved by the directors:

“Cloverdale Business Improvement Association (the “Association”)

The undersigned being a Member in good standing of the Association hereby appoints _____ of _____ or failing him/her _____, of _____ being a member or Associate Member in good standing to act as Authorized Representative for the undersigned and to attend act and vote for and on behalf of the undersigned at the Annual General Meeting/Extraordinary Meeting of the Association to be held on _____ of 20____ and at any adjournments thereof.

Dated: _____

Name of Member: _____

Signature of Member: _____”

4. One Vote per Member - Every Member is entitled to one vote but will have no right to participate in the assets of the Association.
5. Ceasing to be a Member - A Member of the Association will cease to be a Member when they no longer own property or a business within the boundaries of the Cloverdale Business Improvement Area.
6. Member in Good Standing - All Members are in good standing except a Member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Association and he/she is not in good standing so long as the debt remains unpaid.

ASSOCIATE MEMBERSHIP

7. Who can be an Associate Member - A person, firm or corporation (or their authorized representative) who is not within the boundaries of the Cloverdale Business Improvement Area but can assist the Association in its objectives.
8. Authorized Representative of an Associate Member - Any person wishing to represent an Associate Member must have written authorization from that Associate Member. Such written authorization shall be in effect until such time that it is revoked in writing by the Associate Member..

9. Form of Authorization of an Associate Member - The form to be used shall be in the following form or in any other form approved by the directors:

“Cloverdale Business Improvement Association (the “Association”)

The undersigned being an Associate Member in good standing of the Association hereby appoints _____ of _____ or failing him/her _____, of _____ being a member or Associate Member in good standing to act as Authorized Representative for the undersigned and to attend act and vote for and on behalf of the undersigned at the Annual General Meeting/Extraordinary Meeting of the Association to be held on _____ of 20 ____ and at any adjournments thereof.

Dated: _____

Name of Associate Member: _____

Signature of Associate Member: _____”

10. Application to be an Associate Member - The application for associate membership shall be in the form prescribed by the Board and associated membership shall be effective from the date of acceptance by the Board.
11. Refusal for Associate Membership - The Board may decline any application for associate membership without giving any reason therefore.
12. Voting - Every Associate Member who is in good standing with the Association will be entitled to one vote but will have no right to participate in the assets of the Association.
13. Dues - The Board shall from time to time determine the amount and terms of the annual associate membership fee. Dues shall be due and payable annually.
14. Resignation - Any Associate Member may resign his or her membership at any time and may at the discretion of the Board be deemed to have resigned in the event that his or her membership fees are in arrears for a period of at least three months from the date on which they shall have been payable.
15. Expulsion - The Board may expel any Associate Member by a vote of the majority of the Board.
16. Associate Member in Good Standing - All Associate Members are in good standing except an Associate Member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him/her to the Association and he is not in good standing so long as the debt remains unpaid.

DIRECTORS

17. First Directors of the Association - The first Directors of the Association shall be the subscribers to the Constitution. The first Directors of the Association shall hold office until the Association’s first Annual General Meeting which is to be held no later than December 31, 1995.
18. Number of Directors - The management and administration of the affairs of the Association shall be vested in a board of directors (hereinafter referred to as the “Board”) which shall consist of not less than 9 and not more than 15 directors.

DIRECTORS con't

19. **Election of Directors** - Directors shall be nominated and elected or appointed as follows:
- (a) On or before July 1 each year, the Board shall fix the date, time and place for the Annual General Meeting of the society.
 - (b) The Board shall at the same time appoint a Nominating Committee of not less than three Members or Associate Members, one of which shall be a Director.
 - (c) Persons who are nominated to be a Director must consent in writing to have his or her name stand and the consent must be submitted to a Member of the Nominating Committee.
 - (d) The Nominating Committee shall nominate one Member or Associate Member who is in good standing to fill each vacancy on the Board.
 - (e) At the Annual General Meeting, the Members of the Association shall elect new directors to fill each vacancy on the Board from the nominations announced to the Association by the Nominating Committee.

PROCEEDINGS OF DIRECTORS

20. **Quorum** - At any meeting of the Board the quorum required for the transaction of business shall be a majority of the Board.
21. **Chairman** - At any meetings of the Board of the Association the President, or in his/her absence, such person as may be appointed by the Board shall preside as Chairman.
22. **Casting Vote** - The Chairman of a meeting shall not have the right to vote unless there is an equality of votes. In the case of any equality of votes, the presiding Chairman shall have a casting vote.
23. **Executive Director** - The Board shall be empowered to retain the services of an Executive Director and any other additional staff as may be required from time to time.
24. **Required Meetings** - The Board shall hold meetings from time to time to transact the business of the society as may be determined by the Board.
25. **Resolutions in Writing** - The Board may pass resolutions consented to in writing. These resolutions shall only be valid if signed by all the directors of the Association.
26. **Conflict of Interest** - If the Board determines that a conflict or possible conflict of interest exists the Director involved must abstain from voting on that issue.

GENERAL MEETINGS

27. **Annual General Meetings** - The first annual general meeting of the Association shall be held prior to December 31, 1995. Thereafter the Association shall hold an annual general meeting once in each calendar year and not more than 15 months after the preceding annual general meeting.

GENERAL MEETINGS con't

28. Notice of Annual General Meeting - Notice of annual general meeting must be made at least 21 days prior to the meeting. The notice of meeting must include the date, time and place of the annual general meeting as well as the business to be transacted.
29. Form of Notice - The form of notice of annual general meeting may be given by any officer or director of the Association either personally or by sending it to the Member by post to the last known address within the Province of British Columbia supplied by the Member to the Association. Where notice is sent by post, service of the notice shall be deemed to be effected by the addressing, preparing and mailing the notice and to be effected the day after posting. The non-receipt of any notice by any Member shall not invalidate the subsequent proceedings.
30. Extraordinary Meeting - Every general meeting that is not an annual general meeting shall be an extraordinary meeting. The Directors of the Association shall call an extraordinary general meeting Within 21 days of receipt of a written requisition signed by 10% of the membership of the Association.
31. Notice for Extraordinary Meeting - Notice of an extraordinary meeting shall be in the same form as for an annual general meeting.
32. Quorum - At any annual general meeting of the Association the quorum required for the transaction of business shall be 5% of the membership in good standing but never less than three members.
33. Chairman - At any meetings of the Association the President, or in his/her absence, the Vice-President or Second Vice-President shall preside.
34. Casting Vote - The Chairman of a meeting shall not be entitled to vote unless there is an equality of votes. In the case of any equality of votes, the presiding Chairman shall have a casting vote.

TERMS OF OFFICE AND RESIGNATION OF DIRECTORS

35. Term of Office - A director is elected at an annual general meeting to hold office until the next annual general meeting. The directors shall retire at the beginning of the next annual general meeting. However, nothing in these by-laws shall preclude any director from standing for re-election.
36. Casual Vacancies - Should any director be unable to continue to act as a director of the Association prior to the expiration of his term, such vacancy shall be filled by the Board. The term of such appointed Director shall be until the Association's next annual general meeting.
37. Resignation - A director may resign his/her office upon delivering written notice to the President or Vice- President of the Association. Such resignations shall be effective upon acceptance by the Board.
38. Deemed Resignation - A director shall be deemed to be resigned if:
 - (a) he/she is found lunatic or becomes of unsound mind;
 - (b) he/she becomes bankrupt;
 - (c) he/she is convicted of a criminal offence; or
 - (d) he/she is continually absent from meetings of the Board for a period of three months without Explanation acceptable to the Board.

TERMS OF OFFICE AND RESIGNATION OF DIRECTORS con't

39. Removal of a Director - The Members may by special resolution remove a director before the expiration of his/her term of office and may elect a successor to complete the term of office.

OFFICERS OF THE ASSOCIATION

40. Offices - The offices of the Association shall consist of a President, Vice-President, Second Vice-President and Treasurer (all of whom must be directors); and, a Secretary (who may or may not be a Director).
41. Election of Officers - The Board shall appoint officers amongst themselves immediately following the annual general meeting.
42. Terms of Office - All terms of office shall be for a term of one year.
43. Duties of Office - The duties of the officers of the Association shall be those as set out as follows:
- (1) The President shall:
 - (a) preside at all meetings of the directors and members of the Association; and
 - (b) be the chief executive officer of the Association and shall supervise the other officers in the execution of their duties.
 - (2) The Vice-President shall carry out the duties of the President in his/her absence.
 - (3) The Second Vice-President shall carry out the duties of the President in the absence of the Vice-President.
 - (4) The Secretary shall:
 - (a) keep minutes of all meetings of the directors and members of the Association;
 - (b) have custody of the common seal of the Association;
 - (c) conduct the correspondence of the Association;
 - (d) issue notices of meetings of the Association and directors;
 - (e) have custody of all records of the Association except those kept by the Treasurer;
 - (f) maintain the register of members; and
 - (g) be permitted to delegate one or more of the above duties to the Executive Director but the Secretary shall be responsible to oversee the Executive Director in the duties that may have been delegated to that person.
 - (5) The Treasurer shall:
 - (a) keep the financial records of the Association, including books of account, necessary to comply with the **Society Act**; and
 - (b) render financial statements to the directors, members and others when required.

FINANCIAL AFFAIRS

44. Debt - In accordance with the City of Surrey By-law No. 12551, the Association shall not incur any Indebtedness or other obligations beyond each budget year.

FINANCIAL AFFAIRS con't

45. Revenue - The Revenues of the Association shall be derived from:
1. Monies granted to the Association under the City of Surrey By-law 12251 as follows:
 - (a) Year 1 - \$70,000
 - (b) Year 2 (1996/1997) - \$75,000
 - (c) Year 3 (1997/1998) - \$80,000
 - (d) Year 4 (1998/1999) - \$85,000
 - (e) Year 5 (1999/2000) - \$90,000
 2. Associate Membership fees; and
 3. Voluntary contributions.
46. Debentures - No debenture shall be issued without the sanction of a special resolution of the Members.
47. Annual Report to City Council - Prior to April 1 each year, the Association shall submit to the Council for the City of Surrey a budget for the purpose of the promotion of business as set out in Schedule "B" attached to the City of Surrey By-law No. 12551.
48. Bank - The Association shall maintain an account at a financial institution in Cloverdale.
49. Bank signing - All accounts shall be paid by cheque which shall be signed as determined by the Board.
50. Auditors - An auditor shall be appointed by the directors and announced at the Annual General Meeting. The members of the association may dispute such appointment.
51. Financial Statements
1. An audited financial statement shall be made once a year for all the Association's financial transactions, for the purpose of verification of financial records, and the accountant shall furnish such interim financial statements as may be deemed necessary from time to time. The audited financial statement shall be prepared in accordance with generally accepted accounting Principles and shall include a balance sheet and a Statement of Revenue and Expenditure.
 2. Prior to April 1 for the years 1996, 1997, 1998 and 1999, audited financial statements of the Association must be submitted to the City of Surrey.
 3. The audited financial statements shall be prepared on a calendar year basis.
52. Record of Accounts - The Treasurer shall cause true accounts to be kept of all sums received and expended by the Association and all such records shall be open to inspection by any Member at all reasonable times.
53. Fiscal Year End - The fiscal year end of the Association shall be December 31 each year.

INSURANCE

54. Insurance - The Association will be required to carry such insurance as set out in Schedule "C" attached To the City of Surrey By-law No. 12551.

COMMON SEAL

55. Common Seal - The Board may adopt a seal which shall be the common seal of the Association.
56. Use of Seal - The common seal of the Association shall be under the control of the Board and unless otherwise determined in a resolution of directors, shall be used in the presence of any two of the President, the Vice-President, the Second Vice-President, the Treasurer, or the Secretary.

MINUTE BOOK

57. Minute Book - The Secretary shall maintain and have charge of the minute book of the Association and shall record or cause to be recorded therein minutes of proceedings of all meetings of the Members and Directors of the Association.

WINDING-UP OR DISSOLUTION

58. Distribution of Assets - In the event of dissolution or winding-up of the Association or other liquidation or distribution of its assets, and after payment of all debts and liabilities of the Association any money or assets remaining shall be paid and transferred to the Cloverdale Board of Trade or its successor, in trust to be spent in furtherance of the purposes of the Association as set out in its Constitution.

ALTERATIONS TO BYLAWS

59. Alterations to Bylaws - These by-laws may be added to, repealed or altered by Special Resolution of the Association at a meeting called in accordance with these by-laws.

Dated at Cloverdale, British Columbia, this 25th day of April 1995.

SIGNATURE, FULL NAMES, ADDRESSES AND OCCUPATIONS OF THE APPLICANTS TO THE SOCIETY.

- | | | | |
|--------------------------------------|------------------------------------|--|---------------------------------------|
| 1. Andy Kooyman
Banker | 2. Terry Fern
CA | 3. June Long
Salesperson | 4. Anne Sharkey
Business person |
| 5. Terry Lyster
Planner/Developer | 6. Verna Davies
Business person | 7. Dean Moore
Business person | 8. Toni Laird
Restauranteur |
| 9. Elna Phillips
Secretary | 10. Jim Mason
Business person | 11. Joanne Thompson
Business person | 12. Sarah Cockerill
Police Officer |