



# CLOVERDALE BIA

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## SOCIETY ACT

Incorporated on June 8, 1995

## **Constitution**

### 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.

Feb. 13, 2018

# **By-Laws**

## Cloverdale Business Improvement Association

Here are set forth, in numbered clauses, the By-laws providing for the matters referred to in Section 6 of the Society Act and By-Law of the City of Surrey # 18326 any other By-laws.

### **Part 1 - Interpretation**

1. (1.1) In these by-laws, unless the context otherwise requires:
  - (a) “**Authorized Representative**” means that person authorized by a group, society, body or corporation through a written authorization and the letterhead of that group, society, body or corporation:
  - (b) “**Directors**” means the Directors of the Society for the time being:
  - (c) “**Cloverdale Business Improvement Association Area**” means the lands within the area outlined on the map attached as Schedule A to the by-laws of the Society, or any such area or areas designated from time to time by the City of Surrey.
  - (d) “**Registered Address**” of a member means that member’s address as recorded in Register of Members.
  - (e) “**Registered Facsimile Number**” of a member means that member’s facsimile number as recorded in the Register of Members;
  - (f) “**Registered E-mail Address**” of a member means that member’s e-mail address as recorded in the Register of Members;
  - (g) “**Society Act**” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it:
  - (h) “**Property Owner**” means a person, group, society, body or corporation who holds an interest registered at the Vancouver Land Title Office as free simple owner or purchaser under a registered Agreement for Sale of class five (5) or class six (6) real property thereto located within the Cloverdale Business Improvement Area;
  - (i) “**Tenant**” means a person, group, society, body or corporation who leases, sub leases or rents class five (5) or class six (6) real property, located within the boundaries of the BIA, under a lease with an expired term of not less than one year including renewals, or under any form of tenancy where that person has been in actual occupation for no less than six months, from which that person carries on a business and for which that person holds a valid City of Surrey Business license.

2. Words importing the singular include the plural and the masculine include the feminine and vice versa; and words importing a person include a group, business, society or corporation.

## **Part II - Membership**

“Society” means the Cloverdale Business Improvement Association; “Society Act” means the Society Act (British Columbia) from time to time in force & all amendments;

3. 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 by-laws and, in either case, have not ceased to be members.

4. (4.1) Where two or more persons are Property Owners with respect to the same real property located within the boundaries of the Cloverdale Business Improvement Association membership with respect to that real property shall only be granted to one of the Property Owners and only after the consent of all other Property Owners of that real property has been given as certified by the applicant for membership.

(4.2) For the purpose of clarity, a Property owners is only entitled to one membership in the Society regardless of the number of properties it owns within the boundaries of the Cloverdale Business Improvement Association Area; and a Tenant is only entitled to one membership in the Society regardless of the number of properties it may lease, sublease or set within the boundaries of the Cloverdale Business Improvement Association.

(4.3) A person may become a non-voting member of the Society but the Society shall never have more non-voting members than voting members.

(4.4) Where a member has appointed an Authorized Representative, the name of the Authorized Representative shall be recorded in the Register of Members. An Authorized Representative of a member may be changed in the same manner that an Authorized Representative may be appointed in which case the change shall be recorded in the Register of Members. See Schedule C, Authorization to Represent a Member;

5. (5.1) A person shall cease to be a member of the Society:

- (a) on ceasing to be either a Property Owner or a Tenant;
- (b) on death or in the case of a body corporate, on a dissolution or winding-up; or

(5.2) A member may be expelled by a special resolution of the members passed at a general meeting. No member shall be expelled except for conduct injurious to the Society and then on the authority of a Special Resolution of the voting members.

- (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

- (b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
6. (6.1) 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
  - (c) voting members must uphold the constitution and comply with the by-laws.

### **Part III Meetings of Members**

7. General meetings of the Society shall be held at the time and place, in accordance with the Society Act that Directors decide, but in any event, must be held at least once every calendar year. The annual general meetings shall be held by no later than March 15th every year commencing 2018.
8. Every general meeting, other than at an annual general meeting, is an extraordinary general meeting.
9. The Directors may, when they think fit, convene a extraordinary general meeting.
10. (10.1) Notice of a general meeting shall specify the place, day and hour of the meeting, and in case of special business, the general nature of that business.
- (10.2) The accidental omission to give notice of a meeting to, or the non receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.

### **Part IV Notice to Members and Others**

11. (11.1) A notice may be given to a member either personally, by mail sent to the member's Registered Address, by Registered Facsimile, transmitted to the member's registered facsimile number, or by email sent to the member's Registered Email Address.
- (11.2) A notice sent by mail shall be deemed to have been given on the second 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.
12. (12.1) Notice of a general meeting shall be mailed not less than 21 days prior to the date scheduled for the meeting, or is transmitted by facsimile, e-mail or other electronic means; or hand delivered any member of the existing

Board of Directors or the Executive Director as instructed by the Secretary not less than 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 Business Development Liaison of the City of Surrey;
- d) all persons who are:
  - i) Property Owners and
  - ii) Tenants

(12.2) Notice of the Annual General Meeting of the Society and any other meetings of the Society at which it is proposed to elect directors shall be posted at the offices of the Society at least 21 days prior to the Annual General Meeting or the meeting at which it is proposed to elect directors for the Society and the notice shall contain a notification to members that they are entitled in accordance with the provisions of the By-Laws 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 By-Laws.

- 13. Notice to those persons designated in By-law 12.1 (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) (h), notice will be provided to the Business Development Liaison of the City of Surrey, for labeling and mailing.
  - b) For Tenants from the current Society's data base. Data base to be maintained by the Society as current and updated.
- 14. A Declaration of Notification shall be sent to the Business Development Liaison of the City of Surrey; not less than seven (7) days prior to the date scheduled for a general meeting certifying that all Property Owners and Tenants were notified of the date, location and time of the general meeting.
- 15. Non-Voting Members are not entitled to receive notice of or to vote at meetings of the members of the Society.

## **Part V Proceeding at General Meetings**

- 16. Special business is:

- (16.1) All business at an extraordinary general meeting except the adoption of the rules of order, and
- (16.2) All business transacted at an annual general meeting, except the following;
- (a) the adoption of rules of order;
  - (b) the consideration of the financial statements;
  - (c) the report of the Directors;
  - (d) the report of the auditor;
  - (e) the election of the Directors;
  - (f) the appointment of the auditor;
  - (g) the other business that, under these By-Laws, ought to be conducted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
17. (17.1) No business, other than the election of a person to chair the meeting and the adjournment or termination of a meeting shall be conducted at a general meeting at a time when a quorum is not present.
- (17.2) If at any time during a general meeting there ceases to be quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (17.3) A quorum is 20 members present in person.
18. If within 30 minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of member, 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, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
19. The President of the Society, the Vice President, or in the absence of both, one of the other Directors, present, shall chair the proceedings of a general meeting.
20. (20.1) A general meeting may be adjourned from time to time, and from place to place, but no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
- (20.2) When a meeting is adjourned for 10 days or more, notice of the

adjourned meeting shall be given as in the case of the original meeting.

(20.3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned general meeting.

21. (21.1) A resolution proposed at a meeting need not be seconded.

(21.2) 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 or she may be entitled as a member, and the proposed resolution does not pass.

22. (22.1) Voting is by show of hands, unless a poll is requested by a member.

## **Part VI- Directors and Officers**

23. The management and administration of the affairs of the Society 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.

24. The management of the Society shall be carried on by the Directors, maximum of ten (10) or minimum of four (4) being elected for one year term, and five (5) being elected for a two year term, subject to the exception of incorporators of the Society shall hold office only until the conclusions of the first annual general meeting, but are eligible for re-election or appointment at that meeting.

25. (25.1) Each year the Directors shall establish a nominating committee made up of members of the Society selected and voted upon by the Directors. The nominating committee shall nominate sufficient candidates from the group or Property Owners and Tenants who are members of the Society to fill the vacancies on the Board of Directors. The consent of the candidates to the nominations shall be obtained by the nominating committee before such names are announced to the Society.

(25.2) In addition to any candidate nominated by the nominating committee, the candidates for the election to the Board of Directors may be nominated by any voting member of the Society provided such nomination is seconded by two voting members of the Society. All nominations shall be submitted in writing to the Secretary no later than 21 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 by-law together with the names of each candidate's proposers at the offices of the Society no later than 10 days prior to the date fixed for the annual general meeting.

(25.3) Ballot paper shall be prepared containing the names of all duly nominated candidates for election to the Board of Directors. 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.

(25.4) If an insufficient number of candidates are nominated for election to the Board of Directors, the directors shall forthwith be entitled to appoint members to fill the remaining vacancies provided that in on event shall the amount of Directors who are Property Owners exceed the number of Directors who are Tenants, or vice versa.

26. No person may be elected or appointed as a Director unless that person is a member of the Society.
27. 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 a simple majority of the Directors after the Director has been absent from three consecutive Directors' meetings without a valid reason acceptable to the Directors; or
  - f) upon the director ceasing to be member
28. The Directors may at any time, and from time to time, appoint a member as a Director to fill a vacancy in the Directors provided that the Director so appointed holds office only until the conclusion of the next annual general meeting. The appointed Director is eligible for election at that time.
29. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonable incurred by that Director while engaged in the affairs of the Society.
30. (30.1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by stature or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless to:
  - a) all laws affecting the Society;

b) these by-laws; and those of the City of Surrey # 18326

c) rules or quislings, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

(30.2)No rule or guideline, made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

31. 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.

### **Part V11 - Proceedings of Directors**

32. (32.1)The Directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, including convening by telephone or other medium, on the condition that the Directors are able to communicate with each other during their meeting and proceedings.

(32.2)The quorum necessary to transact business shall be not less than a simple majority of the Directors of the Society.

(32.3)The President shall chair all meetings of the Directors unless the Directors decide otherwise.

(32.4)The President or the Secretary may at any time and the Secretary, on request of two or more Directors shall convene a meeting of the Directors.

(32.5)There shall be 24 hours notice of any meeting of the Directors of the Society unless such notice is waived by all Directors or unless such meeting takes place on a Saturday, Sunday or statutory holiday in which case notice shall be given at least one business day in advance of the meeting.

33. (33.1) The Directors may delegate any, but not all, of their powers to various committees consisting of such persons as they think fit, and the President shall name a Director to serve on every committee so established.

(33.2) Each Committee so established shall exercise the powers delegated to it, and shall conform to any rules imposed upon it by the Directors, and shall report every act or things done in the exercise of those delegated powers at the earliest meeting of the Directors to be held next after it has been done.

34. (34.1) Subject to the directions of the Directors, the committee shall determine its own procedures.

- (34.2) The members of a committee may meet and adjourn as they think proper.
35. (35.1) Questions arising at a meeting of the Directors or a committee shall be decided by a majority of votes.
- (35.2) A resolution proposed at a meeting of Directors or committee must be seconded.
- (35.3) The member occupying the chair of a meeting may not move or propose a resolution.
- 35.4) 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.
36. Any resolution in writing, signed by all the Directors or approved in electronic form and placed with the minutes of the Directors, is a valid and effective as if regularly passed at a meeting of the Directors.
37. Copies of all minutes, and of all Directors and member's resolutions, shall be provided to the Business Development Liaison of the City of Surrey, within 30 days of the meeting from which the minutes arose, and within 30 days of such resolutions being passed.

## **Part VIII - Duties of Officers**

38. The President shall chair all meetings of the Society unless the Directors decide otherwise.
39. The Vice-President Shall carry out the duties of the President in the absence of the President, unless the Directors decide otherwise.
40. The Secretary shall be responsible for:
- a) conducting the correspondence of the Society;
  - b) issuing notices of meetings of the Society and Directors;
  - c) keeping minutes of all meetings of the Society and Directors;
  - d) having custody of all records and documents of the Society, except those required to be kept by the Treasurer;
  - e) maintaining the Register of Members; and

f) providing the Business Development Liaison of the City of Surrey with the Declaration of Notification specified in By-Law 14, and with copies of all minutes and resolutions specified in By-Law 37.

41. The Treasurer shall be responsible for:
- a) keeping the financial records, including books of accounts necessary to comply with the Society Act; and
  - b) rendering financial statements to the Directors, members and others when required.
42. (42.1)The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- (42.1)In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- (42.3)Officers shall perform such duties as the members decide.

## **Part IX - Management Committee**

43. The officers of the Society and the Executive Directors of the Society and such additional Directors as the Board of Directors may appoint, shall form the Executive Management Committee.
44. A majority of the members of the Executive Management Committee shall constitute a quorum whether the members are present in person or by telephone or other communications medium, on the condition that the members are able to communicate with each other during the proceedings.
45. The Directors may appoint or hire an Executive Director to perform the day-to-day functions and management of the Society subject to the directions of the Management Committee.
46. The Executive Management Committee shall meet at such times as they consider appropriate, at least once per month 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 instructions to the Executive Director. Provided it acts within the terms of the budget approved from time to time for the Society, the Executive Management Committee shall have the power to expend such monies of the Society as determined by the Directors.
47. The Directors may enter into a contract for the provisions 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 Executive Director to be performed under the contract by a designated individual employees of the contractor pursuant to the provisions of the contract. In the event that such contract is entered into, the individual, firm or organizations providing such services and the Executive Director designated there under shall report to and take directions from the management committee who in turn shall be responsible to ensure that the requirements of these By-laws, and the constitution, the provisions of the laws of the Province of British Columbia including the Society Act and the resolutions of the Directors as passed from time to time are met.

## **Part X Accounts**

48. The fiscal year of the Society shall be December 31st each year.
- (48.1) Annual Report to City of Surrey prior to April 1st each year, the Association shall submit to the Council for the City of Surrey a budget for the purpose of the economic development of the Cloverdale Business Improvement Area as set out in Schedule "A" and as per item # nine (9) in the City of Surrey By-law # 18326.
49. 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.
50. The Executive 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 Executive Management Committee or the Board of Directors provided that the Executive 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 Executive 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.
51. 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.
52. (52.1)The Directors shall permit the Business Development Liaison of the City of Surrey 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 Surrey.
- (52.2)For a copy of or extract from a document, for every page or part of a page there shall be a \$.50 fee charged

## **Part XI -Auditor**

53. The members shall at each annual general meeting appoint an auditor to hold office until the next annual general meeting.
54. The auditor shall be a person who is a member, or a partnership whose partners are members, in good standing of The Canadian Institute of Chartered Accountants or the Certified General Accountants' Association of British Columbia.
55. 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, through eligible for reappointing at that meeting.
56. The Society shall, at its own expense, cause the auditor to prepare and deliver to the Business Development Liaison of the City of Surrey, at least three (3) days prior to the annual general meeting of the Society, audited financial statements of the Society for the monies granted by the City to the Society including a Balance Sheet, a Statement of Revenues and Expenditures, a Statement of Change in Financial Position, and a Schedule of Change in Financial Reserves.
57. The auditors shall, prior to an annual general meeting, examine the books and records of the Society to the extent necessary to report to the members as required under the Society Act, the Regulations to the Act, and amendments thereto.

58. The Directors shall keep separate from any other accounts, the account or accounts used for money granted to the Society by the City of Surrey pursuant to the Municipal Act and shall cause the revenue and expenditures resulting from the use of the said separate account of accounts to be a schedule to the audited financial statements.

### **Part XIII - Borrowing**

61. 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.
62. Every debenture of the Society shall be signed annually by at least one Director or officer 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.
63. No borrowing shall be carried out:  
a) which results in any indebtedness or other obligations as to money granted to the Society by the City of Surrey pursuant to Section 18 and amendments thereto which extends more than four (4) years beyond the fiscal year in which that money was granted.

### **Part XIV - Insurance**

64. For so long as the Society received funds from the City of Surrey by way of grant or otherwise the Society shall carry such insurance as the City of Surrey may reasonably require from time to time.

### **Part XV - By-Laws**

65. On being admitted to membership, each member is entitled to, and the Society shall supply upon request a copy of the Constitution and By-laws of the Society.
66. These By-Laws shall not be altered or added to except by special resolution.