

**VICTORIA PARK BUSINESS IMPROVEMENT AREA  
BY-LAWS**

**Section 1** – DEFINITIONS AND INTERPRETATION

1.1 **Definitions** - In these By-Laws:

- a) “Act” means the *Municipal Government Act*, R.S.A. 2000, c. M-26, as amended;
- b) “Annual Meeting” means the annual Taxpayers’ Meeting required by these by-laws to be held annually;
- c) “Associate Members: means institutions or individuals that are not Taxpayers, pursuant to these by-laws;
- d) “Board” or “Directors” means the Board of Directors of the BIA;
- e) “BIA” means the Victoria Park Business Improvement Area or the corporation representing same;
- f) “Business Improvement Area” means the area comprising the Business Improvement Area as established by the By-Law of the City of Calgary;
- g) “By-Laws” shall mean these by-laws of the BIA, as amended from time to time;
- h) “Chairperson” means Chairperson of the Board;
- i) “City By-Law” means the by-law of the City of Calgary, as amended from time to time which established the BIA;
- j) “Committee” means any committee established by the Board pursuant to these By-Laws and includes the Executive Committee;
- k) “Council” means the Council of the City of Calgary;
- l) “Director” means an individual elected to the Board pursuant to s. 5.2;
- m) “Representative” means a person representing a Taxpayer who is appointed by the Taxpayer in accordance with these by-laws to represent the Taxpayer at the Taxpayers’ Meeting;
- n) “Special Taxpayers’ Meeting” means any meeting of the Taxpayers other than the Annual Meeting;

- o) “Special Resolution” means:
  - i) a resolution passed:
    - (a) at an Annual Meeting or Special Taxpayers’ Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given; and
    - (b) by the vote of not less than 2/3 of those Taxpayers who are present in person or represented by proxy and entitled to vote at such meeting;
  - ii) a resolution proposed and passed as a Special Resolution at an Annual Meeting or Special Taxpayers’ Meeting of which less than twenty-one (21) days’ notice has been given, if all the Taxpayers entitled to attend and vote at such meeting agree; or
  - iii) a resolution consented to in writing by all of the Taxpayers who would have been entitled at an Annual Meeting or Special Taxpayers’ Meeting to vote on the resolution in person.
- p) “Taxpayer” has the same meaning as that set out in the Business Improvement Area Regulations promulgated pursuant to the *Municipal Government Act* (as amended) and includes each person, partnership, association or corporation who is shown on the current assessment roll of the City of Calgary being assessed for business assessment for one or more businesses physically located within the BIA;
- q) “Taxpayers’ Meeting” means any meeting of the Taxpayers and includes the Annual Meeting and any Special Meeting;

1.2 **Included Words** – In these By-laws, the singular shall include the plural and the plural the singular, the word “person” shall include corporations, societies and partnerships and the masculine shall include the feminine.

## **Section 2– BOUNDARIES AND OFFICE**

- 2.1 The boundaries of the BIA shall be shown on Appendix “A” attached.
- 2.2 The office of the BIA shall be located within the boundaries of the Victoria Park Business Improvement Area in Calgary, Alberta.
- 2.3 The purpose of establishing the BIA is one or more of the following:
  - a) improving, beautifying and maintaining property in the BIA;

- b) developing, improving and maintaining public parking within or adjacent to the BIA; or
- c) promoting the BIA as a business or shopping area.

### **Section 3– MEMBERSHIP**

- 3.1 **Initial Taxpayers** – The initial members were the current Taxpayers at the time that the City of Calgary establishes the Business Improvement Area.
- 3.2 **Membership** – Membership in the BIA shall be automatic, without an application for any person falling within the BIA.
- 3.3 **Associate Members** – Associate Members shall include persons who are not Taxpayers who the Board in its discretion decides should be Associate Members. Associate Members shall be treated as Taxpayers but are not entitled to vote at meetings of the BIA. Associate Members to the BIA will be appointed annually by the BIA Board of Directors and must be members of good standing of their respective organizations. Individuals must have achieved the age of majority in the Province of Alberta, be Canadian citizens and be a resident of the City of Calgary. The Victoria Community Association is entitled to nominate an Associate Member.
- 3.4 **Continuity of Membership** – Membership in the BIA shall automatically continue so long as the Taxpayer falls within the BIA.
- 3.5 **Votes** – All Taxpayers of the BIA are entitled to one vote for each business operated by the Taxpayer within the BIA and may attend and participate at any annual general or special meeting of the BIA.
- 3.6 **Representatives** – A Taxpayer may designate a person who may represent the Taxpayer at all Taxpayer’s Meetings. A memorandum or letter verifying the appointment of the Representative and stating the term of such appointment, if any, must be received by the Secretary before the Representative is entitled to act. Such appointment shall be signed by and on behalf of the Taxpayer making the appointment. Revocation of appointments shall be signed in the same way and may be made with or without cause or prior notice. A Representative is entitled to exercise all of the rights and powers of the Taxpayer he represents as if he were the Taxpayer.
- 3.7 **Address of Taxpayers** – Whenever it is necessary or desirable for the Board to determine the name or address of Taxpayers for the purpose of giving any notice, determining entitlement to vote at any Taxpayers’ Meeting or for any other purpose, the Board may rely on the current business assessment role of Taxpayers and the information set out in such role shall be conclusive for all purposes set out in the By-Laws unless otherwise determined by resolutions of the Board.

- 3.8 **Nontransferability** – No right or privilege of any Taxpayer shall in any way be transferable or transmissible other than by appointment of a Representative as herein provided. Rights and privileges of a Taxpayer shall cease upon the Taxpayer ceasing to be such, whether by ceasing to be shown on the applicable assessment roll as being assessed for business assessments or by death or otherwise and, in the case of a corporate Taxpayer, by liquidation, winding-up, bankruptcy or otherwise under the *Business Corporations Act*, R.S.A. 2000 c. B-9, as amended or by dissolution of a partnership Taxpayer under the *Partnership Act*, R.S.A. 2000 c. P-3

#### **Section 4 – ANNUAL GENERAL AND OTHER MEETINGS**

- 4.1 **Annual General Meeting** – The BIA shall hold an Annual Meeting in each calendar year at such time and place in Calgary, Alberta as may be determined by the Board and in addition to any other items of business, shall conduct the following business:
- a) present the report of the directors;
  - b) review the financial statements of the BIA presented by the Board;
  - c) nominate Directors for appointment by City Council;
  - d) appoint auditors for the ensuing year.
- 4.2 **Other Meetings** – Special Taxpayers’ Meetings may be convened at any time by order of the Secretary by order of any 5 members of the Board or its Chairperson to be held at any time and any place in Calgary. Special Taxpayers’ Meetings may also be called by the Chairperson or Secretary of the Board upon receipt of a petition signed by one-third of the Taxpayers setting out the reasons for calling such meeting.
- 4.3 **Notice** – Notice of the time and place of all meetings of Taxpayers and the general nature of business to be transacted shall be communicated by ordinary mail, hand delivery, fax, telephone call or email to each Taxpayer. If mailed, such notice must be given 21 days in advance, or if hand delivered, faxed, telephoned or emailed, notice must be given 7 days in advance or 14 days in advance for notice of the Annual General Meeting.
- 4.4 **Waiver of Notice** – Notwithstanding the provisions of these By-Laws, but subject to the provisions of the *Act*, Annual and Special Taxpayers’ Meetings may be held at any time and place in Calgary without notice to each Taxpayer if each Taxpayer either consents to the holding of the meeting or is present thereat. Taxpayers may also, by writing, waive notice of Annual and Special Taxpayers’ Meetings.
- 4.5 **Error in Notice** – No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken at such meeting.

- 4.6 **Quorum** – 10 Taxpayers present in person or represented by Representatives shall constitute a quorum at any Annual or Special meeting of Taxpayers. In the event that a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a majority of the Taxpayers in attendance.
- 4.7 **Adjournment** – Any meeting of the Taxpayers may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present. The meeting shall be adjourned by a resolution passed by a majority of those Taxpayers present.
- 4.8 **Chairperson** – The Chairperson shall preside at every Taxpayers’ Meeting and, in his absence, the Vice-Chairperson, and if neither of these are present, or if at any Taxpayers’ Meeting they are not present within 30 minutes after the time called for the Taxpayers’ Meeting, the Taxpayers and Representatives present and entitled to vote shall choose one of the Directors present and willing to act as the chairperson for that Taxpayers’ Meeting.
- 4.9 **Right to Vote** – Every Taxpayer or his Representative shall be entitled to one vote on every question submitted to a meeting of the Taxpayers.
- 4.10 **Vote by Show of Hands** – Except for Special Resolutions, every question submitted to a meeting of Taxpayers shall be decided by a majority of votes and in the case of an equality of votes the resolution shall not pass. All votes shall, unless a poll is demanded or a resolution calling for a ballot is approved, be determined by a show of hands.
- 4.11 **Poll** – If a poll is demanded on any question other than the election of a Chairperson or the question of adjournment, it should be taken in such manner as the Chairperson of the meeting directs. The results of the poll shall be deemed a resolution of the matter for which the poll was demanded.
- 4.12 **Resolution in Writing** – A resolution in writing signed by all of the Taxpayers entitled to attend and vote at a meeting of Taxpayers shall be valid and effective as if it had been passed at a meeting of the Taxpayers duly called and constituted.
- 4.13 **Conference Call** – Any Taxpayer may participate in any meeting of the Taxpayers by means of telephone or any other device which permits all participants in the meeting to hear all other participants as they speak.
- 4.14 **Conduct of Meetings** – Taxpayers’ Meetings shall in all respects be conducted in accordance with the current Procedure By-Law of the City provided that in the event there is a conflict between the Procedure By-Law and these By-Laws, the latter shall prevail.

## **Section 5 – BOARD OF DIRECTORS**

- 5.1 **Management and Administration of the BIA** – Subject to the *Act* and these By-Laws, the management and administration of the affairs of the BIA shall reside in the Board of Directors, which shall consist of no less than 7 and no more than 13 Directors. The Directors may delegate all of any part of the management and administration of the affairs to officers of the BIA.
- 5.2 **Election of Directors** – Subject to section 6 of the *Business Improvement Area Regulations*, Alta Reg 93/2016 and ss. 5.9 and 5.12 herein, the Board of Directors shall be nominated from among the Taxpayers. The Secretary shall, prior to the Annual General Meeting and up to the close of nominations at the time determined by the Board, receive from Taxpayers nominations for appointment to the Board. Nominations shall be signed by 3 Taxpayers. All persons nominated must provide written or verbal consent to the nomination prior to the time determined for the close of nominations. The Secretary shall advise the City Clerk of the City of Calgary of the names of the persons nominated by the Taxpayers for appointment by Council to the Board.
- 5.3 **Directors' Powers** – The Directors may administer the affairs of the BIA in all things and make or cause to be made, for and in the name of the BIA, any kind of contract which a natural person may lawfully enter into. Except where prohibited by the *Act*, or as hereinafter provided, the Directors generally may exercise all such other powers, and do all such other acts and things as the BIA is authorized to exercise and do.
- 5.4 **Qualification of Directors**
- a) Except as otherwise provided herein, any individual of sound mind who has attained the age of majority in the Province of Alberta, who is
- i) not insolvent or bankrupt,
  - ii) a Canadian citizen,
  - iii) a resident of Calgary, and
  - iv) a Taxpayer in good standing with up to date business licensing taxes, or a shareholder, partner or employee of those Taxpayers who are in good standing with up to date business licensing taxes,
- is qualified to act as a Director of the BIA.
- b) Notwithstanding subsection 5.4(a):
- i) no Taxpayer shall have more than one Taxpayer, shareholder, partner, or

employee, act as a director of the BIA; and,

- ii) for the purpose of this section 5.4, any Taxpayers who are controlled by the same person, directly or indirectly in any manner whatever, are deemed to be one Taxpayer.

5.5 **Chairperson** – The Chairperson of the Board shall be elected by the Directors from among the Board members.

5.6 **Term**

- a) Directors shall serve for a term of two years, or until their successors shall have been duly appointed or elected. The terms of up to a maximum of one-half of the Directors shall expire in any given year. Directors may be re-appointed or re-elected upon completion of their term of office up to a maximum of three consecutive terms.
- b) A Director having served three consecutive terms shall remain off the Board for not less than one year prior to being eligible for re-appointment or re-election to the Board, unless the Taxpayers decide otherwise.
- c) A Taxpayer represented by any combination of Directors for three consecutive terms shall not be represented by any Director for not less than one year prior to being eligible for representation on the Board, unless the Taxpayers decide otherwise.
- d) For the purpose of this section 5.6, any Taxpayers that are controlled by the same person, directly or indirectly in any manner whatever, are deemed to be one Taxpayer.

5.7 **Meetings of the Board**

- a) **Meetings** – The Board shall hold its meetings in Calgary on at least four occasions during each calendar year at such times and places within Calgary as the Board or the Chairperson may decide.
- b) **Notice** – Notice of the time and place of all meetings of Directors, and of the general nature of the business to be transacted at such meetings, shall be communicated by hand delivery, mail, telephone, facsimile or email to each Director, and sent ten business days in advance of such meeting. For the purpose of sending notice to any Director for any Board meeting, the address and phone and facsimile number last recorded on the books of the BIA shall be the address to which notice was sent. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

- c) Special Meeting – A special meeting of the Board may be called at any time by the Chairperson or by any two members of the Board on written request to the Chairperson. Notice of such special meeting shall be given to each Director at least 24 hours in advance and shall state the time, place and purpose of the special meeting.
- d) Quorum – The presence of 51% of Directors shall constitute a quorum for the transaction of business. In the event that a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a majority of those in attendance.
- e) Voting – Questions arising at any meeting of the Board shall be decided by a majority of votes cast on the question. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but otherwise, shall be by assent or dissent. A declaration by the Chairperson that a resolution has been carried or defeated and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution. Each Director shall have one vote only.
- f) Resolution in Writing – A resolution in writing signed by all the members of the Board shall be valid and effective as if it had been passed at a meeting of the Board, duly called and constituted.
- g) Resolution When Director Absent from Meeting – Where a Director has reasonable cause, as determined by the Chairperson, for being unable to attend a meeting of the Board, such Director may request in advance of the meeting that the Chairperson circulate a resolution in writing to all Directors on any question scheduled to be voted upon by the Directors at the meeting. Such resolution in writing shall take the place and be in lieu of a vote by the Directors on such question at the meeting.
- h) Conference Call – The Board may meet by telephone and any Director may participate in any meeting of the Board by means of telephone or any other device which permits all participants in the meeting to hear all other participants as they speak.
- i) Resolution by E-mail – A resolution in writing may be voted upon by all members of the Board by e-mail where it is impractical to have the question decided at any meeting of the Board. Any such resolution will be carried by a majority of votes cast by e-mail and will be valid and effective as if it had been passed at a meeting of the Board, duly called and constituted.
- j) Confirmation of Delivery by E-mail – A resolution in writing shall be delivered to the e-mail address for each Director last recorded on the books of the BIA. Should any Director not reply to the resolution via e-mail within the time allotted therefore within



the delivering e-mail, then the resolution will be forwarded to that Director by hand delivery, mail, telephone or facsimile.

- 5.8 **Vacancies** – Vacancies on the Board, however caused, may, so long as a quorum of Directors remains in the office, be filled by the Directors until the next Annual Meeting, if the Directors see fit to do so. If there is not a quorum of Directors, the remaining Directors shall forthwith call a Special Taxpayers’ Meeting to fill the vacancy. If the vacancy has not been fulfilled by either of the methods above (as the case may be), such vacancy shall be filled at the next Annual Meeting at which time the Directors for the ensuing year are nominated for appointment by City Council.
- 5.9 **Vacating Office** – If any Director resigns, withdraws, is suspended or expelled from the Board, the Board shall declare that position vacated and may appoint a successor in his or her place to hold office until the next Annual Meeting.
- 5.10 **Resignation** – Any Director who desires to resign from the Board may do so upon written notice to the Board. On receipt of such notice, such Director shall cease to be a Director.
- 5.11 **Deemed Resignation** – Any Director who fails to abide by the terms of any resolution, duly passed by the Board, governing the attendance of Directors at meetings of the Board shall be deemed to have resigned from the Board in accordance with the terms of such resolution.
- 5.12 **Expulsion or Suspension from Office** – Any Director may be expelled or suspended from the Board upon a majority of not less than three-quarter of the votes cast by Directors entitled to vote thereon at any meeting of the Board. Reasons for expulsion include, but are not limited to, when a Director:
- a) has missed three or more meetings, in a calendar year, without good cause, notice, or providing a vote by proxy;
  - b) becomes of unsound mind or mentally incompetent, as determined by a physician;
  - c) is convicted of an indictable offence;
  - d) is demonstrating gross negligence of the association bylaws as set by the bylaws and council; and
  - e) upon a 75% vote of all Board Members in good standing, is removed from office for any cause which the Association may deem reasonable. These will include such items as disruptive behavior or violation of any of the code of conduct practices.
- 5.13 **Continuation in Office** – The members of the Board shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the By-Laws, except in the case of expulsion, suspension or resignation. If no challenge is

made for the position as a member of the Board, current members of the Board may be re-elected by acclamation.

5.14 **Indemnity** – Every Director of the BIA shall be deemed to have assumed office on the express understanding, agreement and condition that every Director of the BIA and his or her heirs, executors, administrators and estate, shall be indemnified and saved harmless out of the funds of the BIA (including its insurance, if any) from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which 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, or any other Director or Directors, in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs, in or about, or in relation to the affairs of the BIA, except such costs, charges, or expenses as are occasioned by their own willful neglect or fraudulent misconduct or by their failure to act honestly and in good faith with a view to the best interests of the BIA.

5.15 **Disclosure** - A Director who:

- a) is party to a material contract or proposed material contract with the BIA or who has a material interest in any action to be considered or taken by or affecting the BIA; or
- b) is a director, employee or officer of or has a material interest in any person or party who is a party to a material contract or proposed material contract with the BIA or has a material contract interest in any action to be considered or taken by or affecting the BIA; or
- c) has a conflict of interest;

shall so advise the Board as soon as he or she is aware of the conflict of interest. A Director who has a conflict of interest shall, following disclosure thereof to the Board, will absent himself/herself from any meeting or discussion on the matter and shall not vote with respect to those matters which are the subject of the conflict of interest.

5.16 **Remuneration** – Unless authorized by a majority vote of the Taxpayers, the Directors and officers of the BIA are not entitled to receive remuneration for the duties they perform on behalf of the BIA.

5.17 **Conflict of Interest and Disclosure Policy** – All Directors will be required to agree and sign the Evidence of Understanding and Agreement to Comply Form regarding the BIA's Conflict of Interest and Disclosure Policy prior to commencing their term on the Board.

## **Section 6 – COMMITTEES OF THE BOARD**

- 6.1 **Committees of the Board** – The Board may appoint from their number one or more committees of the Board, however designated and whether standing or *ad hoc*, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the *Act*, a committee of the Board has no authority to exercise. Committees will be comprised of at least one member of the board and the chairperson of each such committee must be a Board member and shall be appointed by the Board.
- 6.2 **Transaction of Business** – The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who have been entitled to vote on that resolution at a meeting of the committee.
- 6.3 **Procedure** – Unless otherwise determined by the Board or these By-Laws, each committee of the Board shall have power to fix its quorum at not less than a majority of its members and to regulate its procedure.
- 6.4 **Executive Committee**
- a) **Membership** – The Board may select annually from among their number an Executive Committee to be composed of the officers appointed by the Board pursuant to these By-Laws. Each member of the executive committee shall serve at the pleasure of the Board and, in any event, only so long as he or she shall be a Director.
  - b) **Powers and Duties** – The executive committee shall have such powers and duties as are delegated to it by the Board.
  - c) **Meetings** – The executive committee may hold its meetings throughout the year at such times and places within Calgary as the committee may decide.
  - d) **Special Meeting** – A special meeting of the executive committee may be called at any time by the Chairperson or by any two members of the committee on written request to the Chairperson. Notice of such special meeting shall be given to each member of the committee at least 48 hours in advance and shall state the time, place and purpose of the special meeting. No formal notice of any meeting shall be necessary if all the members of the committee are present or if those absent have signified their consent to the meeting being held in their absence.
  - e) **Quorum** – Three members of the executive committee present in person shall constitute a quorum at any meeting of the committee. In the event that a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the majority in attendance.
  - f) **Voting** – Questions arising at any meeting of the committee shall be decided by a majority of two-thirds of votes cast on the question. All votes at any such meeting shall

be taken by ballot if so demanded by any member of the committee, but otherwise, shall be by assent or dissent.

- g) Voting by E-mail - A resolution in writing may be voted upon by all members of the Committee by e-mail where it is impractical to have the question decided at any meeting of the Committee. Any such resolution will be carried by a majority of votes cast by e-mail and will be valid and effective as if it had been passed at a meeting of the Committee, duly called and constituted.
- h) Confirmation of Delivery by E-mail – A resolution in writing shall be delivered to the e-mail address for each member of the Committee last recorded on the books of the BIA. Should any member of the Committee not reply to the resolution via email within the time allotted therefore within the delivering e-mail, then the resolution will be forwarded to that member of the Committee by hand delivery, mail, telephone or facsimile.

#### **Section 7 – EMPLOYEES**

- 7.1 **Appointment** – The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the purposes of the BIA and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

#### **Section 8 – OFFICERS**

- 8.1 **Officers** – There shall be a Chairperson, a Secretary and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer. The Board may also appoint a Vice-Chairperson and such other officers as the Board may determine from time to time. One person may hold more than one office.
- 8.2 **Appointment of Officers** – The officers shall be appointed from time to time by the Directors from the members of the Board to serve at the pleasure of the Board. There shall be no limit on the number of consecutive terms to which officers are appointed.
- 8.3 **Duties of the Chairperson and Vice-Chairperson** – The Chairperson shall preside at all Taxpayers' Meetings and meeting of the Board. He or she shall be an *ex officio* member of all committees and shall have all other duties as may be delegated to him or her from time to time by the Board. During the absence or inability of the Chairperson, the duties and powers of the Chairperson shall be exercised by the Vice-Chairperson. If the Vice-Chairperson is unable to fulfill these duties and exercise these powers then the Board may appoint another person to do so. The Chairperson shall be charged with the general management and supervision of the affairs and operations of the BIA. The Chairperson, with the Secretary, or other officer appointed by the Board for that purpose, shall sign all minutes of meetings of Taxpayers. The

Vice-Chairperson shall assume the duties of the Chairperson in the absence, or during the inability of the latter. In addition, the Vice-Chairperson shall assist the Chairperson in carrying out such duties and exercising such powers of the Chairperson as may be determined from time to time by the Board or the Chairperson.

8.4 **Duties of the Treasurer and the Finance Committee** – The Treasurer shall:

- a) keep full and accurate accounts of all receipts and disbursements of the BIA in proper books of account in such form and on such basis as required by the Directors and the *Act* and the Financial Reporting Guidelines of the City of Calgary and shall deposit all monies and other valuable effects in the name and to the credit of the BIA in such bank or banks as may from time to time be designated by the Board;
- b) disburse the funds of the BIA under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of it, an account of all its transactions and of the financial position of the BIA. The Treasurer may also perform such other duties as the Board may from time to time determine. The duties of the Treasurer may, in part, be delegated to an employee of the BIA as may be designated by the Board, but in such event, the Treasurer shall maintain overall supervision and responsibility for those duties.

8.5 **Duties of the Secretary** – The Secretary shall be *ex officio* clerk of the Board. The Secretary shall attend all meetings of Taxpayers and of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to Taxpayers and Directors. Unless otherwise determined by the Board, the Secretary shall be the custodian of the seal of the BIA if a seal is adopted and of all the books, papers, records, correspondence, contracts and other documents belonging to the BIA, which shall be delivered up only when authorized by a resolution of the Board to do so, and only to such person, or persons, as may be named in the resolution, unless otherwise required by law. The Secretary shall perform such other duties as may from time to time be determined by the Board. The duties of the Secretary, may, in part, be delegated to an employee of the BIA as may be designated by the Board, but in such event, the Secretary shall maintain overall supervision and responsibility for those duties.

8.6 **Officers and Employees to Obey Board** – All officers and employees of the BIA shall conform to all lawful orders given to them by the Board, and shall, at all reasonable times, give to the Directors all information they may require regarding the affairs of the BIA.

8.7 **Delegation of Authority** – In case of the absence or inability to act of any officer, agent or employee of the BIA, or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other person or persons.

### **Section 9 – INSURANCE**

- 9.1 **Coverage** – The BIA shall keep in force a policy or policies of insurance providing the following coverage:
- a) General Liability Insurance, including loss or damage resulting from bodily injury or death, loss or damage to property, and for liability arising out of group activities organized by the BIA;
  - b) Directors and Officers coverage to supplement the Indemnity provided in paragraph 5.14; and
  - c) Any other coverage directed by the Board from time to time. The particulars of the aforesaid coverage and of the limits of coverage shall be determined by the Board from time to time.

### **Section 10 – EXECUTION OF DOCUMENTS**

- 10.1 **Deeds etc.** – Deeds, transfers, licenses, contracts and engagements on behalf of the BIA shall be signed by two officers of the BIA acting together, or by such other persons as may be designated from time to time by the Board.
- 10.2 **Cheques** – All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the BIA, shall be signed by such officer or officers of the BIA, and in such manner as shall, from time to time, be determined by resolution of the Board. Any officer so designated may arrange, settle, balance, and certify all books and accounts between the BIA and its bankers, and may receive all paid cheques, and vouchers, and sign all the back's forms, settlement of balances, and release of verification slips.
- 10.3 **Deposit of Securities** – The securities of the BIA shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the BIA signed by such officer or officers, agent or agents of the BIA and in such manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 10.4 **Borrowing** – The BIA shall not be entitled to borrow money except as permitted by the *Act*.
- 10.5 **Directors to Determine Use** – The seal of the BIA shall be under the control of the Directors, and the responsibility for its custody and use from time to time shall be determined by the Directors.

## **Section 11 – AUDIT OF ACCOUNTS**

- 11.1 **Appointment of Auditors** – An auditor shall be appointed by a resolution passed by a majority of the Taxpayers at the Annual Meeting or a Special Taxpayers’ Meeting called for the purpose of appointing an auditor. The Taxpayers may renew the appointment of the auditor or auditors or appoint a new auditor at the Annual Meeting. The auditor or auditors so appointed shall hold office for a period of one year. Prior to an Annual Meeting of the Taxpayers, the Directors may appoint an auditor. Such appointment shall be voted upon by the Taxpayers at the next Annual Meeting for confirmation. Where such appointment is not confirmed, the auditor or auditors so appointed shall be forthwith dismissed, however, any and all acts and duties performed by the auditor or auditors prior to such dismissal shall be deemed to have been duly performed by an auditor appointed by the Taxpayers.
- 11.2 **Qualification of Auditors** – The BIA auditor or auditors must be individually registered and qualified to perform and audit pursuant to the *Chartered Professional Accountants Act, SA 2014, c C-10.2*, as amended.
- 11.3 **Rights and Duties of Auditors** – The rights and duties of the auditor or auditors are as follows:
- a) **Reports** – The auditor or auditors shall make a report to the Taxpayers and Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Taxpayers at any Annual Meeting during their tenure of office.
  - b) **Contents** – The report of the auditor or auditors shall state, at least, the following:
    - (i) Whether or not they have obtained all the information and explanations they have required, and;
    - (ii) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the BIA’s affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the BIA.
  - c) **Access** – Every auditor of the BIA shall have a right of access at all times to all records, documents, books, accounts and vouchers of the BIA, and is entitled to require from the Directors and officers of the BIA such information and explanation as may be necessary for the performance of the duties of auditor.
  - d) **Attendance at Meetings** – The auditors of the BIA are entitled to attend any meeting of Taxpayers of the BIA at which any accounts that have been examined or reported

on by them are to be laid before the Taxpayers for the purpose of making any statement or explanation they desire with respect to such accounts.

- e) Commencement – The rights and duties of an auditor of the BIA shall commence on the date on which the last audit of the BIA’s books, accounts, and vouchers was made, or, where no audit has been made, on the date on which the BIA was established.

### **Section 12 – FINANCIAL INFORMATION**

- 12.1 **Annual Report** – The Secretary or other officer designated by the Board shall, in each fiscal year, submit to the City Council an annual report and financial statements in a form prescribed by the City Council.
- 12.2 **Fiscal Year** – Unless otherwise determined by the Board, the fiscal year-end of the BIA shall be on the 31<sup>st</sup> day of December of each year.

### **Section 13 – BOOKS AND RECORDS**

- 13.1 **Books and Records** – The Directors shall see that all necessary books and records of the BIA required by the Act and By-Laws of the BIA, or any other applicable statute or law, are regularly and properly kept.
- 13.2 **Custody of Books and Records** – The Secretary or some other officer specially charged by the Board with that duty shall maintain and have charge of the following:
  - a) Minute Books – The minute books of the BIA, into which the officer so charged shall record, or cause to be recorded therein minutes of proceedings of all meetings of Taxpayers and Directors.
  - b) Objects – A copy of the By-Law of Council creating the BIA, and any amendments thereto and a copy of the By-Laws of the BIA and any resolutions altering or adding thereto.
  - c) Directors and Officers – A list of the full names, addresses and other occupations, if any, of the Directors and Officers of the BIA, the date on which each was appointed and the date on which each ceased to hold office.
  - d) Resolutions – Copies or originals of all documents, resolutions and registers, including a register of Taxpayers, as required by law.
  - e) Books of Account – Books of account containing records of all sums of money received and expended by the BIA and the matters in respect of which the receipt and expenditure of money takes place.



- f) Revenues and Expenses – Books of account containing records of all revenues of and purchases by the BIA.
- g) Assets and Liabilities – Books containing records of the assets and liabilities of the BIA.
- h) Other Transactions – Books recording all other transactions affecting the financial position of the BIA.

13.3 **Books of Account and Records** – The books of account shall be kept at such place in Alberta as the Directors think fit, and shall at all times be open to inspection by the Directors. All Taxpayers shall be entitled to inspect the books of account and records of the BIA on 30 days' notice in writing to the Executive Director of the BIA.

#### **Section 14 – DISTRIBUTION OF PROPERTY ON DISSOLUTION**

14.1 **Dissolution** – The BIA shall only be wound up by a By-Law of Council repealing the City By-Law which created the BIA or as otherwise permitted by the *Act*. Upon winding-up or dissolution of the BIA, the assets remaining after the payment of:

- a) all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator;
- b) any arrears of salaries or wages owed to employees of the BIA; and
- c) any debts of the BIA,

shall be distributed, in amounts and proportions to be determined by the Board, to other Taxpayer associations, or if all such Taxpayer associations are dissolved or inactive, to any charitable or non-profit organization designated by the Board.

#### **Section 15 – APPROVAL AND AMENDMENT OF BY-LAWS**

15.1 **Amendment** – Subject to the *Act*, these By-Laws may be rescinded, altered, amended or added to by resolution of the Board in accordance with the following: Amendment

- a) all Taxpayers shall be given a minimum of 14 days written notice (as per Item 4.3) of the Annual General Meeting or Special Meeting at which it is proposed to amend the By-Laws, which notice shall set out the nature of the proposed amendment;
- b) any amendments to the By-Laws shall be effective from the date on which the amendment is adopted at the meeting. The amendment is confirmed or rejected by the Taxpayers and continues to be effective if so confirmed and ceases to be effective if rejected by the Taxpayers.

- 15.2 **Repeal of Previous By-Laws** – All previous by-laws of the BIA are repealed as of the coming into force of these By-Laws.
- 15.3 **Approval of By-Laws** – The By-Laws shall be approved by a majority of the Taxpayers’ and such approval shall be evinced by a letter executed by the Chairperson of the Board stating that said approval was obtained at an AGM of the BIA, attached as Schedule “A” to these By-Laws.

**Section 16 – RULES OF ORDER**

- 16.1 In the event that a situation arises that is not covered by the *Act* or these By-Laws, Robert’s Rules of Order shall apply.

DATED at the City of Calgary, in the Province of Alberta, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.