

BYLAWS

Part 1 – Interpretation

1. i. In these bylaws, unless the context otherwise requires,
 - a. “Annual General Meeting” means the annual Member meeting required under the Societies Act as otherwise described in these bylaws;
 - b. “Authorized Representative” is a person authorized by a Property Owner or Tenant through a written authorization on the letterhead of that Property Owner or Tenant who is an employee of that Property Owner or Tenant;
 - c. “Directors” has the meaning defined under the Societies Act and refers only to voting Directors;
 - d. “Executive Director” means the person engaged by the Board to manage the day-to-day affairs of the Society further to these bylaws;
 - e. “General Meeting” means a meeting of Members as defined in the Societies Act;
 - f. “Societies Act” means the Societies Act (SBC 2015) Chapter 18 of the Province of British Columbia and all amendments or successors thereto;
 - g. “Registered Address” of a member means the address of the real property of a Property Owner or Tenant as described in bylaw 1(h) and (j);
 - h. “Kelowna Downtown Business Improvement Area” (also referred to as the BIA) means lands within the area outlined in the map attached as Schedule “A” to the bylaws of the Society, or any such area or areas designated from time to time by the City of Kelowna;
 - i. “Member” means either a Property Owner or Tenant within the BIA in accordance with Part 2 – Membership of these bylaws;
 - j. “Property Owner” means a person, group, society, body or corporation who:
 - i. holds an interest registered at the Kamloops Land Title Office as fee simple owner or purchaser under a registered Agreement for Sale or class five or class six real property in the BIA; or
 - ii. leases or rents class five or class six real property within the BIA pursuant to a lease in writing the term of which, including all options, meets or exceeds 60 years in the aggregate,

and includes their Authorized Representative.
 - k. “Tenant” means a person, group, society, body or corporation who leases, sub- leases or rents class five or class six real property within the boundaries of the BIA from which that person carries on a business and for which that person holds a valid City of Kelowna business license and includes their Authorized Representative. This definition does not include a tenant pursuant to a lease in writing the term of which including all options meets or exceeds 60 years in the aggregate.
 - l. “Special Resolution” means a resolution passed by voting Members in good standing in such number as is defined in the Societies Act.

- ii. The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
2. i. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
- ii. All references to 'days' shall mean clear days and exclude Sundays or statutory holidays in the province of British Columbia.

Part 2 – Membership

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 bylaws and, in either case, shall be a member.
4. There shall be three categories of membership in the Society as follows:
- i. **Active Members** - shall be a Property Owner or Tenant admitted to the Society who comply with all of the requirements for being an Active Member as shall be determined from time to time by the Directors. Active Members shall be entitled to vote at all General Meetings of the Society.
 - ii. **Honorary Members** - shall include any persons or corporations that the Directors may from time to time decide to honour with Honorary Membership in the Society for exemplary service to the Society. Honorary Members shall not be entitled to vote at any General Meetings of the Society although they may attend as an observer with no stated opinion. Honorary members shall be entitled to all privileges extended to them as the Directors may from time to time determine.
 - iii. **Associate Members** - shall include any persons, groups, societies, bodies or corporations whose place of business is not within the boundaries of the Kelowna Downtown Business Improvement Area but is contiguous to it and are approved for Associate Membership by the Directors. Associate Members shall not be entitled to vote at any General Meetings of the Society although they may attend as an observer with no stated opinion. Associate Members shall be entitled to all privileges extended to them as the Directors may from time to time determine.
5. The Society shall never have more Honorary or Associate Members than Active Members.
6. Every member shall uphold the Constitution and comply with these bylaws.
7. **Property Owners.**
- i. Where two or more persons are Property Owners with respect to the same real property located within the boundaries of the BIA, 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 application for membership.
 - ii. For the purpose of clarity, a Property Owner is only entitled to one membership in the Society regardless of the number of properties it owns within the boundaries of the BIA; and a Tenant is only entitled to one membership in the Society regardless of the number or properties it may lease, sublease or rent within the boundaries of the BIA.
8. **Tenants.**
- i. Where a Tenant is a group, society, body or corporation, membership with regard to that

group, society, body or corporation shall only be granted to one of their number after the consent of all other members of the group, society, body or corporation has been given as certified by the application for membership.

9. Member Dues.

- i. The amount of annual membership dues for Active Members shall be in accordance with the City of Kelowna bylaws.
- ii. The amount of the annual membership dues for the Associate Members shall be determined by the Directors.
- iii. All members are in good standing unless notified by the City of Kelowna in accordance with their bylaws.
- iv. Any member not in good standing may not vote at any General Meeting of the Society.

10. Termination and Expulsion

- i. A person shall cease to be a Member of the Society on ceasing to be a Property Owner or Tenant.
- ii. A Member may be expelled by a Special Resolution of the members passed at a General Meeting.
- iii. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- iv. The person who is the subject of the proposed resolution for expulsion shall be given a copy of the notice of Special Resolution for expulsion accompanied by a brief statement of the reason or reasons for the proposed expulsion and shall be given the opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

11. Representation. No member shall without prior approval of the Executive Director or the President:

- i. represent or speak on behalf of the Society; or
- ii order any goods or services in the name of the Society.

Part 3 – Meetings of Members

12. Timing.

- i. The first Annual General Meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an Annual General Meeting shall be held at least once every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
- ii. Annual General Meetings of the Society shall be held at a time and place, in accordance with the Societies Act.
- iii. The Directors may, when they think fit, convene a General Meeting.

13. Quorum. A quorum is ten (10) Active Members or a greater number that the members may determine at a General Meeting.

14. Notice

- i. Notice of a General Meeting shall specify the place, day, and hour of the meeting, and

include a brief statement of the business to be brought before the meeting, including the text of any Special Resolution to be considered.

- ii. Subject to the requirements of the Societies Act, notice of a General Meeting is validly given if sent electronically to:
 - a. every Member who is in good standing in the Member registry on the day notice is given and has provided an electronic address to the Society;
 - b. the Auditor;
 - c. the City of Kelowna.
- iii. Notice of a General Meeting must also be:
 - a. posted on the Society's website throughout a period commencing at least 21 days before the meeting and ending when the General Meeting is held; and
 - b. displayed in the Society's newsletter.
- iv. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

15. A Declaration of Notification shall be sent to the Director of Finance and Manager of Economic Development of the City of Kelowna not less than seven 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.

Part 4 – Proceedings at General Meetings

16. The following business shall be transacted at an Annual General Meeting:

- i. the adoption of rules of order.
- ii. the consideration of the financial statements.
- iii. the report of the Directors.
- iv. the report of the auditor, if any.
- v. the reporting of election results or the election of Directors, as appropriate.
- vi. the other business that, under these bylaws, ought to be transacted 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. Proceedings without Quorum

- i. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- ii. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- iii. If, within 30 minutes from the time appointed for a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, 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.

18. Chairperson

- i. Subject to this bylaw, the President of the Society, or one of the Vice-Presidents, or in the absence of all of them, one of the other Directors present, shall preside as chairperson of a General Meeting.
- ii. If at a General Meeting:
 - a. There is no President, first Vice-President, second Vice-President or other Directors present within 15 minutes after the time appointed for holding the meeting; or
 - b. The President and all the Directors present are unwilling to act as chairperson; then the members present shall choose one of their number to be chairperson;
 - c. No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution;
 - d. In the case of equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

19. Adjournment

- i. 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.
- ii. 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.
- iii. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

20. Voting.

- i. An Active Member is entitled to one vote. The method of voting shall be as determined by the Directors at a Directors' meeting and shall be in one of the following ways:
 - a. voting may occur by; i) show of hands (unless required to be by other means further to these bylaws), ii) ballot, or iii) other means, including electronic voting ("Electronic Voting") as determined by the Directors in their sole discretion, providing that:
 - i. where maintaining the secrecy of voting is prudent, the method established shall incorporate all reasonable steps to ensure appropriate confidentiality;
 - ii. where Electronic Voting is used, the Notice of Meeting will describe the type of voting to occur; provide instructions to access and use the chosen voting method and specify the period during which voting may occur;
 - iii. an Electronic Vote must be received by the Society within the specified period in order to be authenticated and counted, including for purposes of establishing quorum; and

- iv. Members who knowingly attempt to use more than one voting method for any given vote may be expelled in accordance with bylaw 10.

21. **Proxy Voting.** Voting by proxy is not permitted.

Part 5 – Directors and Officers

22. General Powers of the Directors

- i. 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 bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to:
 - a. all laws affecting the Society;
 - b. these bylaws; and
 - c. rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a General Meeting.

23. **Prior Acts.** No rule 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.

24. Number of Directors & Qualifications

- i. The number of Directors shall be five (5) or a greater number as determined from time to time in accordance with the provision of the Societies Act at a General Meeting.
- ii. The Directors shall be chosen from Active Members.
- iii. The officers of the Society shall be a President, three Vice-Presidents, from which, a secretary and treasurer shall be chosen, all of whom shall be elected by the Directors from among their number at the first Director's meeting after the Annual General Meeting of the Society.
- iv. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

25. Director Elections & Terms.

- i. All Directors shall hold office for a term of two (2) years, retiring from office at the second Annual General Meeting following their election or serving until such time as their successors shall be elected or appointed in accordance with these bylaws, whichever is later.
- ii. An election may be by acclamation; otherwise, it shall be by ballot or other electronic means in accordance with these bylaws.
- iii. If in a state of emergency, the director terms may be extended for one year upon notification to the membership.

26. Nominations.

- i. At least thirty (30) days before the date of the Annual General Meeting, the Directors shall receive the names of all nominees for Director.
- ii. A list of all qualified nominees shall be posted in the Society's newsletter at least fourteen (14) days in advance of the Annual General Meeting.

- iii. Nominations shall be closed thirty (30) days prior to the date of the Annual General Meeting.

27. Vacancy on Board. If a Director resigns his office or otherwise ceases to hold office, the remaining Directors may appoint an Active Member to take the place of the former Director.

28. Removal of Director. The Active Members may, by Special Resolution at a General Meeting, called for that purpose, remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.

29. Remuneration. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonable incurred while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

30. Director Meetings

- i. The Directors may meet together at places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- ii. The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- iii. The President shall be a chairperson of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, one of the Vice-Presidents shall act as chairperson; but if neither is present the Directors present may choose one of their members to be chairperson at that meeting.
- iv. The President or Secretary shall on the request of two or more Directors, convene a meeting of the Directors.

31. Director Resolutions

- i. All resolutions proposed at a meeting of the directors shall be seconded and the chairperson shall be empowered to move or propose a resolution.
- ii. A resolution in writing, signed by two-thirds (2/3rds) of all sitting Directors and placed with the minutes of the Director meetings is a valid and effective as if ordinarily passed at a regular meeting of the Directors.

32. Voting.

- i. Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- ii. In case of an equality of votes, the chairperson does not have a second or casting vote.

33. Delegation to Committees.

- i. The Directors may delegate any, but not all, of the powers to committees consisting of one or more Directors and other members as they think fit.
- ii. A committee so formed in the exercise of the powers so delegated shall conform to any rules

imposed on it by the Directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

34. Committee Meetings.

- i. The members of a committee may meet and adjourn as they think proper.
- ii. A committee shall elect a Director as a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- iii. Subject to the directions of the Directors, the committee shall determine its own procedures.

Part 7 – Duties of Officers

35. President. The President shall preside at all meetings of the Society and of the Directors.

- i. The President is the chief executive officer of the Society and shall supervise the other Directors in the execution of their duties.

36. Vice-President. A Vice-President shall carry out the duties of the President in their absence.

- i. **Secretary.** The secretary shall be responsible for the following:
 - 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. having custody of the common seal of the Society; and
 - f. maintaining the register of members.
- ii. **Treasurer.** The Treasurer shall:
 - a. keep the financial records, including books of account, necessary to comply with the Societies Act,
 - b. render financial statements to the Directors, Members and others when required, and
 - c. submit annually, in accordance with the City of Kelowna requirements, a budget for the purpose of administering and marketing the Society.

37. Absent Secretary. In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at any meeting.

38. Executive Director. The directors shall have the power and authority to engage or dispense with the services of an Executive Director to manage the day-to-day affairs of the Society and oversee the management and duties of all other employees of the Society.

Part 8 – Seal

39. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

40. **Authority to use Seal.** The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution, or if no persons are prescribed, then by any two Directors.

Part 9 – Borrowing

41. 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.

42. **Debentures.** No debenture shall be issued without the sanction of a special resolution.

43. **Member Restriction.** The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Part 10 – Auditor

44. **Auditor.** At each Annual General Meeting the Society shall appoint an auditor to hold office until re-elected or the successor is elected at the next Annual General Meeting.

45. **Removal of Auditor.** Subject to other requirements of the Act, the auditor may be removed by ordinary resolution at a General Meeting called for that purpose and a replacement auditor must be appointed by ordinary resolution at the same meeting.

46. **Notice of Appointment & Removal.** An auditor shall be promptly informed in writing of appointment or removal.

47. **Auditor Restrictions.** No director and no employee of the Society shall be the auditor.

48. **General Meetings.** The auditor may attend General Meetings.

Part 11 – Notice to Members and others

49. A notice sent by e-mail or fax shall be deemed to have been received on the third day following that on which the notice is sent by email or fax, and for proof that notice has been given, it is sufficient to prove that the notice was sent to the most recent email address or fax number provided by the Member.

50. If sent by mail, a notice shall be deemed to have been received on the third day following that on which the notice is posted, and, in proving that notice has been given, it is sufficient to provide that the notice was properly addressed and put in a Canadian post office receptable.

Part 12 – Bylaws

51. On being admitted to membership, each member is entitled to and the Society shall give him, at a sum not exceeding \$1.00, a copy of the constitution and bylaws of the Society.

52. **Amendments.** These bylaws shall not be altered or added to except by Special Resolution.

Part 13. Records

53. The Directors, with the assistance of the Secretary or Secretary, shall cause minutes and all records required by the Act to be kept in any appropriate format and shall provide forth safekeeping of such information. Such minutes and records of the Society shall be open to inspection by all Members in good standing upon a reasonable period of notice.

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SCHEDULE A – Map

