

DOWNTOWN MAPLE RIDGE BUSINESS IMPROVEMENT ASSOCIATION

BYLAWS

MAY 2018

PART I - INTERPRETATION

- 1.1 In these bylaws and all other bylaws of the Society, unless the context otherwise requires:
- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar;
 - (b) “authorized representative” means that person authorized by a group, society, body or corporation through a written authorization of the letterhead of that group, society, body or corporation;
 - (c) “Board” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - (d) “Board resolution” means:
 - (i) A resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting;
 - (ii) A resolution that has been submitted to all of the directors and consented to in writing by 2/3 of the directors who would have been entitled to vote on it in person at a meeting of the Board;
 - (e) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
 - (f) “Community Charter” means the Community Charter, S.B.C. 2003, c.26 as may be amended from time to time;
 - (g) “constitution” means the constitution of the Society as filed with the Registrar;
 - (h) “directors” means those persons who have been elected as directors or appointed as replacement directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
 - (i) “Downtown Maple Ridge Business Improvement Area” means the lands within the area outlined on the map attached as Schedule “A” to these bylaws, or any such area or areas designated from time to time by the City of Maple Ridge pursuant to sections 218 and 219 of the Community Charter;

- (j) “Income Tax Act” means the *Income Tax Act* of Canada, as amended from time to time;
- (k) “members” means any person who have become members in accordance with these bylaws and have not ceased to be member, and a “member” means any one of them;
- (l) “officer” means an officer of the Society elected pursuant to these bylaws;
- (m) “ordinary resolution” means:
 - (i) A resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote at such meeting; or
 - (ii) A resolution that has been submitted to all of the members and consented to in writing by 2/3 of the members who would have been entitled to vote on it in person at a general meeting of the Society;
- (n) “Property Owner” means a person, group, society, body or corporation, and includes their authorized representative, who holds one or more interests registered at the New Westminster Land Title Office as fee simple owner or purchaser under a register Agreement for Sale of class six real property as defined by the Assessment Act – Prescribed Classes of Property Regulations, B.C. Reg 438/81, located within the Downtown Maple Ridge Business Improvement Area;
- (o) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (p) “Society” means **DOWNTOWN MAPLE RIDGE BUSINESS IMPROVEMENT ASSOCIATION**;
- (q) “Societies Act” means the *Societies Act*, SBC 2015, c. 18 as amended from time to time; and
- (r) “special resolution” means any of the following:
 - (i) a resolution, other than a resolution described under paragraph (ii), passed at a general meeting by at least 2/3 of the votes cast by the voting members in person at the meeting; and
 - (ii) a resolution consented to in writing by all the voting members;
- (s) “tenant” means a person, group, society, body or corporation and includes their authorized representative who leases, subleases or rents pursuant to a valid lease one or more class six properties or part thereof as defined by the Assessment Act – Prescribed Classes of Property Regulations, B.C. Reg. 438/81 located with the Downtown Maple Ridge Business Improvement Area from which property the

tenant carries on a business and for which business the tenant holds a valid City of Maple Ridge business license.

- 1.2 Except where they conflict with the definitions contained in these bylaw, the definitions in the Societies Act on the date these bylaw become effective apply to these bylaws and the constitution.
- 1.3 Words importing the singular include the plural and vice versa, words importing the masculine include the feminine and vice versa, and words importing a person includes a group, business, society or corporation.

PART II - MEMBERSHIP

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have been accepted as members, in accordance with these bylaws and, in either case, have not ceased to be members. A person may apply for membership in the Society by making written application to the directors.
- 2.2 Every member must uphold the constitution of the Society and must comply with these bylaws.
- 2.3 There shall be two classes of members; voting members and non-voting associate members:
 - (a) Voting members shall be restricted to property owners and tenants;
 - (b) Non-voting associate members are any other person with a demonstrable interest in the Society. Save as otherwise specifically provided, the criteria to become a non-voting associate member, the formalities of application for non-voting associate membership, the amount and payment of fees (if any) for such membership, the requirements to maintain such membership, and the privileges incidental to such membership shall from time to time be determined by the directors; and
 - (c) The number of voting members must exceed the number of non-voting associate members.
- 2.4 A person who is a property owner or a tenant within the Downtown Maple Ridge Business Improvement Area is automatically deemed to be a voting member of the Society. For the purpose of clarity, a property owner is only entitled to one membership and therefore one vote in the Society regardless of the number of properties it owns within the Downtown Maple Ridge Business Improvement Area. For the purpose of clarity, a tenant is only entitled to one membership and therefore one vote in the Society regardless of the number of businesses for which it holds a valid lease and business license within the Downtown Maple Ridge Business Improvement Area.

- 2.5 Where two or more persons are property owners with respect to the same real property or where two or more persons are tenants with respect to the same business within the Downtown Maple Ridge Business Improvement Area, membership shall only be granted to one of the property owners or one of the tenants and only after the consent of all other property owners of that real property or of all other tenants of that business has been given in writing to the secretary of the Society.
- 2.6 A person becomes a non-voting associate member upon satisfaction of the criteria set out in bylaw 2.3(b) herein and after receipt of that person's membership application and fee (if any) by the secretary of the Society.
- 2.7 There shall be no annual membership dues payable by voting members.
- 2.8 Any member will cease to be a voting member of the Society:
- (a) On ceasing to be either a property owner or a tenant; or
 - (b) On death or, in the case of a corporation, on dissolution or wind-up.
- 2.9 Any member ceases to be a non-voting associated member of the Society:
- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
 - (b) on his or her death or, in the case of an organization, on its dissolution; or
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months; or
 - (e) on failing to renew membership in the Society in accordance with the requirements for membership renewal as determined by the directors.
- 2.10 No voting members of the Society shall be expelled from the Society.
- 2.11 The non-voting associate member of the Society may be expelled from the Society for conduct injurious to the Society by a 2/3 vote of the members. The notice of the resolution for expulsion shall be delivered to the non-voting associate member who is subject of the resolution for expulsion 14 days prior and shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and the directors may give the membership similar notice thereof. The person who is the subject of the proposed resolution shall be given an opportunity to be heard at the voting members meeting before the resolution is put to a vote.
- 2.12 The membership of a person in the Society is not transferable.

- 2.13 All members are in good standing except a member who:
- (a) has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society; or
 - (b) no longer is committed to furthering the objects of the Society as set out in its constitution as determined by the Board in its sole discretion.

PART III – MEETING OF MEMBERS

- 3.1 The general meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Board shall decide.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- 3.4 The Board shall, when a requisition of 10% or more of the voting members of the Society is made in accordance with the provisions of the Act, convene an extraordinary general meeting.
- 3.5 The Society shall give not less than 28 days written notice of a general meeting to its voting members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. Non-voting associate members are not entitled to receive notice of or to vote at meetings of the members of the Society.
- 3.6 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- 3.8 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART IV – PROCEEDINGS AT GENERAL MEETING

- 4.1 Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and

- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the directors;
 - (iv) consideration of the report of the auditor, if any;
 - (v) the election of the directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.
- 4.2 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 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.
- 4.4 A quorum at a general meeting is not less than 12 voting members present or a greater number that the members may determine at a general meeting.
- 4.5 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 shall constitute a quorum.
- 4.6 The President of the Society, the Vice-President of the Society or, in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
- 4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate, to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of the majority of the members present at such meeting, he or she may preside as chair.
- 4.8 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.

- 4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 10 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 All resolutions proposed at a general meeting must be seconded. The person chairing such a meeting may move or propose a resolution.
- 4.11 Any issue at a general meeting which is not required by these bylaws or the Societies Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.12 A voting member present at a meeting and in good standing is entitled to one (1) vote.
- 4.13 The person chairing a general meeting may vote but, if he or she does so, and the results is a tie, the person chairing a general meeting shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.14 Voting shall be by show of hands recorded by the secretary of the meeting; except that, at the request of any two voting members present at the meeting, a secret vote by written ballot shall be required.
- 4.15 Voting by proxy is not permitted.
- 4.16 If a group, society, business or corporation is a voting member, then its authorized representative is entitle to exercise the rights of a voting member, including the right to serve as director.
- 4.17 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting members and signed by a minimum of 2/3 of the voting members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a ordinary resolution as if it had been passed at a meeting of voting members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the voting members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.18 A resolution in writing which is identified as a special resolution and has been signed by all the voting members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated, on the latest date stated on any counterpart.

PART V – DIRECTORS AND OFFICERS

- 5.1 The Board exercise all such powers and do all such acts and things as 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 members in general meeting, but subject, nevertheless, to the provisions of:
- (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.
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and the affairs of the Society shall be managed by the Board.
- 5.4 The number of directors shall be no less than six (6) and the directors shall determine the number of directors not less than 45 days prior to each annual general meeting.
- 5.5 No person may be a director unless that person is a voting member of the Society.
- 5.6 A minimum of two (2) of the directors shall be property owners and a minimum of two (2) of the directors shall be tenants.
- 5.7 Notwithstanding any other provision contained herein, a minimum of two (2) directors shall be elected at each annual general meeting.
- 5.8 Directors shall be elected by the voting members at a general meeting and shall take office commencing at the close of such meeting.
- 5.9 The management of the Society shall be carried on by the directors, each being elected for a two year term.
- 5.10 Elections for directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be two (2) years. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting at which such director was elected. If, however, the director was elected at an extraordinary general meeting his or her term of office shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.
- 5.11 Directors may be elected to three (3) consecutive terms, after which the director shall retire for at least one year before being eligible for re-nomination.

- 5.12 In elections where there are more candidates than vacant positions for elected directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.13 No member shall vote for more elected directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.14 The directors must retire from office at each annual general meeting when their successors are elected; but if no successor is appointed or elected and the result is that the number of directors would fall below six (6), the persons previously elected as directors shall continue to hold office until a successor director is elected. An election may be by acclamation, otherwise it must be by ballot.
- 5.15 If during a director's term, the director ceases to be a director, then the remaining directors, may, in their sole discretion, make reasonable efforts to appoint a new director in his place within 60 days. The director so appointed will hold office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.16 Every director shall unreservedly subscribe to and support the purposes of the Society.
- 5.17 Each year the directors shall establish a nominating committee made up of voting members of the Society selected and voted upon by the directors. The nominating committee shall nominate sufficient candidates from the members to fill the vacancies on the Board of Directors.
- 5.18 In addition to any candidates nominated by the nominating committee, the candidates for 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.
- 5.19 All nominations shall be submitted in writing to the Secretary of the Society no later than 14 days prior to the date fixed for the annual general meeting. The Secretary of the Society shall post the names of each candidate nominated in accordance with this bylaw together with the name of each candidate's proposers at the office of the Society no later than 10 days prior to the date fixed for the annual general meeting.
- 5.20 In the event more members are nominated than there are vacancies, ballot papers shall be prepared containing the names of all duly nominated candidates for election to the Board and each voting member of the Society shall be entitled to one ballot per member for the necessary number of candidates.
- 5.21 The voting members may by 2/3 majority vote remove an elected director before the expiration of such director's term of office and may elect a person as a replacement director and determine the term of such replacement director.

- 5.22 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal by 2/3 majority vote, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.23 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.24 A person shall immediately cease to be a director of the Society:
- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
 - (b) upon his or her death; or
 - (c) on holding any salaried position with the Society; or
 - (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; or
 - (e) on a vote of 2/3 of the directors after the director has been absent from three consecutive directors' meetings without a valid reason acceptable to the directors.
 - (f) on a vote of 2/3 of the directors after it has been determined that the director engage in conduct injurious to the Society. The notice of resolution for expulsion shall be delivered to the director who is the subject of the resolution for expulsion 14 days prior to the directors meeting and shall be accompanied by a brief statement of the reasons for the proposed expulsion. The director who is the subject of the resolution for expulsion shall be given an opportunity to be heard at the directors meeting before the resolution is put to a vote.
- 5.25 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.
- 5.26 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.27 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the

purposes of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

- 5.28 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Subject to the provisions of the Societies Act, a director shall not be liable for any loss which may result from any such investment.

PART VI – PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 48 hours' notice of such meeting shall be sent in writing to each director or unless such meeting takes place on a Saturday, Sunday or statutory holiday in which case notice shall be given at least one (1) business day in advance of the meeting. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be two-thirds of the directors in office at the time when the meeting convenes.
- 6.3 The president shall chair all meetings of the directors.
- 6.4 If the person presiding as chair of a meeting of the Board is not present within 30 minutes after the time appointed for the meeting or wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternated receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.
- 6.5 A director may at any time, and the Secretary, on the request of a director shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be properly constituted.
- 6.7 All resolutions proposed at a meeting of the Board shall be seconded. The person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these bylaws or the Societies Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

- 6.9 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes, except as otherwise provided herein by these bylaws. In the case of a tie vote, the chair has a casting voting. Other than casting a vote to break a tie, the chair does not have the right to vote at directors meetings.
- 6.10 Voting shall be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.11 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.12 A director who contemplates being or is temporarily absent from the Greater Vancouver Regional District may, by letter, facsimile or by email, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- (a) no notice of meetings of the Board need be sent to that director; and
 - (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART VII – COMMITTEES

- 7.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit. For the purposes of clarity, a person on a committee need not be a member of the Society.
- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 7.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Board.
- 7.4 There may be an Executive Committee consisting of directors of which there must be at least two (2).

- 7.5 Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.
- 7.6 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.
- 7.7 If at a meeting of the committee, the Chair 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 numbers to be the Chair of the meeting.

PART VIII – DUTIES OF OFFICERS

- 8.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a President who shall hold office until the first meeting of the Board held after the next following annual general meeting.
- 8.2 The Board shall appoint a Vice-President, Secretary and Treasurer and may appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers.
- 8.3 A director may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than 2/3 of the directors present.
- 8.4 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect a replacement without delay.
- 8.5 The Vice-President shall, in the absence of the President, chair the meeting of members and shall have such other powers and duties as prescribed from time to time by the Board.
- 8.6 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Society and Board;
 - (b) the keeping of minutes of all meetings of the Society and Board;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (d) the custody of the common seal of the Society;

- (e) the maintenance of the register of members;
 - (f) the maintenance of the register of directors; and
 - (g) the conduct of the correspondence of the Society.
- 8.7 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the Societies Act and the Income Tax Act; and
 - (b) the rendering of financial statement to the directors, members and others when required.
- 8.8 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 8.9 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 8.10 Notwithstanding the foregoing bylaws, the Board may appoint a Secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART IX – SEAL

- 9.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy and substitute a new seal in its place.
- 9.2 The common seal shall be affixed in the presence of:
- (a) the President and either the Vice President, the Secretary or the Treasurer of the Society; or
 - (b) any two directors of the Society; or
 - (c) any two directors or officers of the society duly authorized by a resolution of the directors.

PART X – ACCOUNTS

- 10.1 The fiscal year of the Society shall be January 1 to December 31.

- 10.2 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.
- 10.3 The directors shall present to the voting members of the Society at each annual general meeting the financial statements of the preceding fiscal year, including a Balance Sheet and a Statement of Revenue and Expenditures.
- 10.4 The directors shall present to the City of Maple Ridge an annual budget for approval by the Council of the City of Maple Ridge on or before January 1 of each year.

PART XI – BORROWING, DISTRIBUTION, DISPOSAL

- 11.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, and subject to the limitations contained within the Income Tax Act, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 11.2 A debenture must not be issued without the authorization of a special resolution.
- 11.3 The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.
- 11.4 The Society must not distribute any of its money or other property other than:
- (a) for full and valuable consideration;
 - (b) in furtherance of the purposes of the Society;
 - (c) to a qualified recipient; or
 - (d) for a distribution required or authorized by the Societies Act.
- 11.5 The Society must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Society has been authorized to do so by special resolution.

PART XII – AUDITOR

- 12.1 This Part applies only where the Society is required or has resolved to have an auditor.

- 12.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 12.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act.
- 12.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.
- 12.5 An auditor shall be promptly informed in writing of his appointment or removal.
- 12.6 Nor director or employee of the Society shall be auditor.
- 12.7 The auditor may attend a general meeting.
- 12.8 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.
- 12.9 The Society shall direct the auditor to prepare and deliver to the City of Maple Ridge a review engagement on a fiscal year basis. Such review engagement shall be prepared in accordance with generally accepted accounting principles and shall include a Balance Sheet and a Statement of Revenue and Expenditures. Such review engagement for the immediately preceding fiscal year shall be submitted to the City of Maple Ridge on or before June 1 of each year.

PART XIII – INSURANCE

- 13.1 For so long as the Society receives funds from the City of Maple Ridge by way of grant or otherwise, the Society shall at all times provide and maintain General Liability Insurance acceptable to the City of Maple Ridge in the amount of not less than \$5,000,000.00 inclusive per occurrence for bodily injury, death, and damage to property including loss of use thereof. The insurance shall cover any person employed directly or indirectly by the Society as well as any contractor or subcontractor hired by the Society and shall contain an endorsement requiring the Society provided the City of Maple Ridge with 30 days prior written notice of any change in the policy or its cancellation.
- 13.2 The City of Maple Ridge shall be added as an additional insured under the said policy and the Society shall provide the City of Maple Ridge with a copy of the said policy prior to the receipt of funds from the City of Maple Ridge.
- 13.3 The Society shall purchase and maintain insurance in amount not less than \$5,000,000.00 for the benefit of any or all eligible parties and representative thereof against any liability that may be incurred by reason of such parties being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society.

PART XIV – NOTICES

- 14.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to him or her at the address of that person as recorded in the register of members or the register of directors.
- 14.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. In the case of notice by either electronic mail or facsimile, an acknowledgment of receipt by return facsimile or electronic mail shall be obtained from the member.
- 14.3 A member's mailing address and/or email address as set out in the register of members shall be the mailing address and/or email address as provided by the member. In the event the member fails to provide such information, then for a property owner the mailing address used shall be that shown on the City of Maple Ridge Tax Assessment Roll and for a tenant the mailing address used shall be that shown on the business license issued to the tenant by the City of Maple Ridge.
- 14.4 Notice of a general meeting shall be given only to:
- (a) every voting member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 12 applies.
- 14.5 The Society shall give not less than 28 days written notice of a general meeting to its voting members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. Non-voting associate members are not entitled to receive notice of or to vote at meetings of the members of the Society.
- 14.6 Notice of the annual general meeting of the Society shall contain the list of nominees for the Board of Directors as proposed by the nominating committee, a notification to voting members that they are entitled to nominate candidates for election to fill any vacancy on the Board of Directors and the procedure to do so as set out in bylaw 5.16 through to 5.19 herein, and information on how to obtain copies of the financial statements of the Society.

PART XV – RECORDS

- 15.1 A member in good standing is entitled to receive, without charge, one copy of the current Society's constitution and bylaws and the most recent financial statements of the Society.

- 15.2 A member is not entitled to inspect, or receive copies of the Register of Members, the minutes of the Board meetings, the Board consent resolutions and the accounting records of the Society (other than the financial statements).

PART XVII - MISCELLANEOUS

- 16.1 The members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of the meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the members, the document, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director.
- 16.2 Any meeting of the Society, the Board, or any committee may also be held, or any member, director or member of the committee may participate in any meeting of the Society, the Board or any committee by conference call or similar communication equipment or device so long as all the members, directors, or persons participating in the meeting can hear and respond to one another.
- 16.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply *mutatis mutandis* to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 16.4 The Society shall have the right to subscribe to, become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 16.5 The Society shall be deemed not to be a subsidiary of any other society or corporation.

PART XVII – INDEMNIFICATION

- 17.1 Subject to the provisions of the Societies Act, every member of the Board or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:
- (a) all costs, charges, and expenses whatsoever which such member of the Board or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

- (b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default.

provided that:

- (c) the member of the Board or officer acted honestly and in good faith with a view to the best interests of the Society; and
- (d) in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.

17.2 The Society shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART XVIII – BYLAWS

18.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the constitution and bylaws of the Society for a fee to cover the administration and delivery costs of the request.

18.2 These bylaws shall not be altered or added to except by special resolution.

18.3 All amendments to the Society’s bylaws must be compliance with the Societies Act.

PART XIX – PREVIOUSLY UNALTERABLE PROVISIONS

19.1 The following provisions were previously unalterable.

3. Upon the winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society:

- (a) any money which was granted to the Society by the Corporation of the District of Maple Ridge pursuant to Section 215 of the Community Charter, S.B.C. 2003 c.26, as may be amended, shall be returned to the Corporation of the District of Maple Ridge; and
- (b) any remaining assets of the Society shall be given or transferred to such organization or organizations promoting the interests of the Society as the Directors of the Society shall determine at the date of its winding-up or dissolution.