

CONSTITUTION

PRINCE GEORGE DOWNTOWN BUSINESS IMPROVEMENT ASSOCIATION

1. The name of the Society is "Prince George Downtown Business Improvement Association".
2. The purposes of the Society are:
 - a) to develop, encourage and promote business in the Prince George Downtown Business Improvement Area;
 - b) to make studies of, and advance any project, plan, or improvement designed to benefit the Prince George Downtown Business Improvement Area;
 - c) to cooperate with and aid any person, body, group, or association in project designed to benefit the Prince George Downtown Business Improvement Area;
 - d) to encourage, support, and facilitate entertainment, sports and cultural activities within the Prince George Downtown Business Improvement Area for the purposes of furthering the economic, commercial and social welfare of the Area;
 - e) in affiliation with other business improvement area associations, to promote and carry out the purposes of the Society in matters of common concern and interest;
 - f) to promote matters of common concern and interest to businesses and property owners in the Prince George Downtown Business Improvement Area and to bring together businesses and property owners in the improvement area for fulfilling the purposes of the Society;
 - g) to raise revenue to carry out the purposes of the Society.
3. In the event of winding-up or dissolution of the Society or other liquidation or distribution of its assets, and after payment of all debts and liabilities of the Society:
 - a) any money remaining which was granted to the Society by the City of Prince George pursuant to Section 233 of the Municipal Act, R.S.B.C. 1996, and amendments thereto, shall be distributed pro rata among the owners of real property in the Prince George Downtown Business Improvement Area as of January 31 immediately following the completion of winding-up or dissolution of the Society after deducting the costs of such distribution. The apportionment among owners shall be based on each owner's assessed real property value on December 31 immediately prior to the January 31 distribution date as recorded on the tax rolls of the City of Prince George and as compared to the total assessed value for all owners of real property in the Prince George Downtown Business Improvement Area; and
 - b) any remaining assets and the Society shall be distributed in a manner determined by the members of the Society.

4. Any monies granted to the Society by the City of Prince George pursuant to Section 233 of the Municipal Act R.S.B.C. 1996, c* and amendments thereto:
 - a) are to be spent in accordance with the Business promotion Scheme as defined in section 233(1) of the Municipal Act determined from time to time by the members of the Society and the City of Prince George; and
 - b) if not required for immediate use may be invested only in such securities in which trustees are authorized by law to invest.
5. Paragraphs 3, 4, and 5 of this Constitution are unalterable in accordance with the Society Act.

BYLAWS

PRINCE GEORGE DOWNTOWN BUSINESS IMPROVEMENT ASSOCIATION

Here are set forth, in numbered clauses, the Bylaws providing for the matters referred to in Section 6 (1) of the Society Act and any other Bylaws.

PART 1 – INTERPRETATION

1.(1) In these bylaws, unless the context otherwise requires:

- a) "Authorized Representative" means that person appointed by a member that is a group, society, body or corporation through a written authorization on the letterhead of that group, society, body or corporation.
- b) "Directors" mean the Directors of the Society for the time being;
- c) "Municipal Act" means the Municipal Act R.S.B.C. 1996 and amendments thereto and such legislation substituted therefore, for example, Section 233 of the Municipal Act referred to in Sections 3 and 4 of the Constitution has been replaced by Section 215 of the Community Charter

"Community Charter" means the Community Charter, SBC 2003, c. 26 and amendments thereto and legislation substituted therefore

"Local Government Act" means the Local Government Act, RSBC 1996, c. and amendments thereto and legislation substituted therefore
- d) "Prince George Downtown Business Improvement Area" means the lands within the area outlined on the map attached as Schedule "A" to the bylaws of the Society, or any such area or areas designated from the time to time by the City of Prince George pursuant to Sections 210, 211 and 215 of the Community Charter, hereinafter referred to as the "BIA";
- e) "Registered Address" of a member means that member's address as recorded in the Register of Members;
- f) "Registered Facsimile Number" of a member means the member's facsimile number as recorded in the Register of Members;
- g) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- h) "Property Owner" means a person, group, society, body or corporation who holds an interest registered at the Prince George Land Title Office as fee simple owner or purchaser under a registered Agreement for Sale of class five or class six real property, as referred to in Bylaw no. 8263 of the City of Prince George, located within the boundaries of the BIA;
- i) "Tenant" means a person, group, society, body or corporation who leases, sub-leases or rents class five or class six real property, as referred to in Bylaw no. 8263 of the City of Prince George, located within the boundaries of the

BIA, under a lease with an unexpired term of not less than one year including renewals, or under any form of tenancy where that person has been in actual occupation for no less than six months, from which that person carries on a business and for which that person holds a valid City of Prince George business license.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

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

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, have not ceased to be members.
4. (1) Subject to bylaw 4(2) a person becomes a member on the date of receipt of that person's membership application at the business office of the Society, and that person is eligible to vote if that person:

1. is a Property Owner; or
2. a Tenant.

(2) Where two or more persons are a Property Owner or a Tenant, of the same property, membership shall be granted to only one of them, and unless otherwise agreed upon by them, membership shall be granted to the one who is the first to apply for membership.

(3) All members shall be recorded in a Register of Members which shall contain the information required by section 70 of the Society Act. It shall be the responsibility of every member to ensure that the current address of the member is updated on the Register of Members.

(4) Where a member has appointed an Authorized Representative, the name of the Authorized Representative shall be recorded in the Register of Members. An Authorized Representative of a member may be changed in the same manner that an Authorized Representative may be appointed in which case the change shall be recorded in the Register of Members.

5. (1) A person shall cease to be a member of the Society:
 - a) on no longer being a Property Owner;
 - b) on no longer being a Tenant;
 - c) by delivering a written resignation to the secretary of the Society or by mailing or delivering it to the address of the Society;

d) on death or in the case of a group, business, society or corporation , on dissolution or winding up;

(2) No member shall be expelled.

6. Save as herein otherwise specifically provided, the forms for membership and voting application, the amount of fees for members and the time for payment of fees shall, from time to time, be determined by the Directors.
7. The Society may, by special resolution amending these bylaws, establish additional classes of membership for persons not eligible for membership under bylaw 4(1).

PART 3 – MEETING OF MEMBERS

8. General meetings of the Society shall be held at the time and place, and in accordance with the Society Act, that the Directors decide but in any event must be held at least once every calendar year.
9. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
10. The Directors may, when they think fit, convene an extraordinary general meeting.
11. In the event of a dispute, meetings shall be conducted in accordance with the provisions of the latest edition of Robert’s Rules of Order.

PART 4 – NOTICES TO MEMBERS AND OTHERS

12. (1) Notice of a general meeting shall specify the place, day and hour of the meeting and in case of special business, the general nature of the business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.
13. The first annual general meeting of the Society shall be held by the end of July, 1999, and the subsequent annual general meetings shall be held in accordance with the Society Act.
14. (1) A notice shall be given to every member by one of the following methods:
 - (1) mail addressed to the registered address of the members as recorded in the Register of Members, or
 - (2) fax to the fax number provided by the member to the society, or
 - (3) e-mail to the e-mail address provided by the member to the society.
(2) A notice sent by mail shall be deemed to have been given on the second business day following the day that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

(3) A notice sent by fax shall be deemed to have been given on the day of its transmission.

(4) A notice sent by email shall be deemed to have been given on the day of its transmission.

15. (1) Notice of a general meeting shall be given not less than 45 days prior to the date scheduled for the meeting to the following:

1. every member shown on the Register of Members on the day notice is given;
2. the auditor;
3. the Director of Finance of the City of Prince George;
4. all persons who are:
 - i) Property Owners; and
 - ii) Tenants

(2) Notice of a general meeting shall be given to property owners and the tenants who are not registered members of the Society by publishing the newspaper notice referred to hereafter and by delivery of a notice of the general meeting by means of 4th class delivery through the post office.

(3) In addition to the requirements of bylaws 14(1) and 15(1), notice of the Annual General Meeting of the Society (other than the first Annual General Meeting) and any other meeting of the Society at which it proposed to elect Directors shall be published in two consecutive editions of a newspaper circulating in the area of the BIA at least 45 days prior to the Annual General Meeting of the meeting at which it is proposed to elect Directors for the Society and the notice shall contain a notification to members that are entitled in accordance with the provisions of the Bylaws to nominate candidates for election to fill vacancies on the Board of Directors of the Society. The notice shall also state the address of the Society for purposes of receiving nominations of candidates in accordance with the provisions of the Bylaws and the form for such nominations.

16. Notice to those persons designated in bylaw 15(1)(4) need only be sent to that person's most recent address as may be reasonably determined through a review of the City of Prince George Tax Assessment Roll; and

17. A Declaration of Notification shall be sent to the Director of Finance of the City of Prince George not less than seven days prior to the date scheduled for a general meeting certifying that notices have been delivered in accordance with bylaw 15.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

18. Special business is:

- a) All business at an extraordinary general meeting except the adoption of rules of order; and

- b) All business transacted at an annual general meeting, except;
 - i) the adoption of rules of order;
 - ii) the receipt of the financial statements;
 - iii) the report of the Directors;
 - iv) the report of the auditor;
 - v) the election of the Directors;
 - vi) the appointment of the auditor; and
 - vii) 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.
- 19. (1) No business, other than the election of a person to chair the meeting and the adjournment or termination of a meeting shall be conducted at a general meeting at a time when a quorum is not present.

(2) 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.

(3) A quorum is 10 members present in person.
- 20. If within 30 minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members pursuant to section 58 of the Society Act, shall be terminated; but in any other case it shall stand adjourned to the same time on a date no later than 1 month from the meeting terminated and at a place to be determined by the Directors, and notice of time, date and place shall be given to members of the Society in the same manner, except for the time of notice requirements, as in the case of the original meeting.
- 21. The President of the Society, the Vice-President, or in the absence of both, then one of the other Directors, present, shall chair the proceedings of a general meeting.
- 22. (1) A general meeting may be adjourned from time to time, and from place to place, but no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given to members of the Society in the same manner, except for the time of notice requirements as in the case of the original meeting.

(3) Except as provided by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 23. (1) Voting is by show of hands unless the members decide otherwise, except for election of Directors which shall be by ballot.

(2) Voting by proxy is permitted provided that a written Notice of Proxy, in a form approved by the Directors and specifying the meeting to which the proxy applies, is delivered to the Society at, or before, the commencement of that meeting. Pursuant to section 63 of the Society Act, a permanent proxy or proxy entitling a person or member to vote at other than one meeting and adjournment is void.

(3) Only members are entitled to vote.

(4) Except for the first annual general meeting, those voting must have been members in good standing for at least 30 days prior to voting at a general meeting.

24. (1) A resolution is passed only with the approval of a majority of the members present, except that if the resolution is required to be a special resolution under the Society Act or by these bylaws, the approval of at least three-quarters of the members present is required.

(2) If a group, society or corporation is a member then its authorized representative is entitled to speak and vote and in all other respects may exercise the rights of a member, including the right to serve as a Director, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

PART 6 – DIRECTORS AND OFFICERS

25. The number and composition of Directors may be changed by an ordinary resolution of the Society at an annual general meeting provided that the number of Directors shall consist of not less than 5 and not more than 15.

26. The management of the Society shall be carried on by the Directors. At the first annual general meeting one-half of the Directors shall be elected for a one year term and the balance shall be elected for a two year term. At all subsequent AGM's, not more than 50% of those elected shall be appointed for a two year term and the remainder of those elected shall be appointed for a one year term; the length of appointment to be determined by the number of votes received by each candidate with those receiving the most number of votes appointed for two year terms.

27. The incorporators of the Society shall hold office only until the conclusion of the first annual general meeting, but are eligible for re-election at that meeting.

28. No person may be a Director unless that person is a member of the Society or an Authorized Representative of a member.

29. A person shall cease to be a Director of the Society:

a) on death or permanent incapacitation;

b) by delivering a written resignation to the Secretary of the Society, or by mailing, email, fax or delivering it to the business address of the Society, specifying therein the effective date of resignation;

c) upon holding any salaried position with the Society;

- d) when that Director as an individual, partner or shareholder fails to disclose his interest in a contract with the Society or fails to abstain from voting in favour of the proposed contract when it is presented to the Directors for approval;
 - e) upon a vote of 75% of the Directors after the Director has been absent from three consecutive Directors' meetings without a valid reason acceptable to the Directors; or
 - f) when that Director is removed as a Director by way of Special Resolution at a general meeting.
30. The Directors may at any time, and from time to time, appoint a member as a Director to fill a vacancy in the Directors provided that the Director so appointed holds office only until the conclusion of the next annual general meeting. The appointed Director is eligible for election at that meeting.
31. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors.
32. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by that Director while engaged in the affairs of the Society.
33. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless to:
- a) all laws affecting the Society;
 - b) these bylaws; and
 - c) rules or guidelines, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- (2) No rule or guideline, made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
34. The Directors shall elect from amongst themselves a President, Vice President, Secretary, and Treasurer who shall hold office at the pleasure of the Directors or until their resignation.

PART 7 – PROCEEDINGS OF DIRECTORS

35. (1) The Directors may meet together in person, or by two way conference call at the places that they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) The quorum necessary to transact business shall be not less than 50% of the Directors of the Society.

- (3) The President shall chair all meetings of the Directors unless the Directors decide otherwise.
- (4) The President or the Secretary may at any time and the President or Secretary, on the request of two or more Directors, shall convene a meeting of the Directors.
- (5) There shall be 24 hours' notice of any meeting of the Directors of the Society unless such notice is waived by all Directors or unless such meeting takes place on a Saturday, Sunday, or statutory holiday in which case notice shall be given at least one business day in advance of the meeting.
36. The Directors may appoint committees consisting of such persons as they think fit, and may name the committee, and such committees may provide such recommendations to the Directors as are requested of the committee.
37. (1) Subject to the directions of the Directors, the committee shall determine its own procedures.
- (2) The members of the committee may meet and adjourn as they think proper.
38. (1) Questions arising at a meeting of the Directors or a committee shall be decided by a majority of votes.
- (2) A resolution proposed at a meeting of Directors or committee must be seconded.
- (3) The member occupying the chair of a meeting may not move or propose a resolution.
- (4) In the event of a dispute, meetings shall be conducted in accordance with the provisions of the latest edition of Robert's Rules of Order.
39. Any resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Directors.
40. Copies of all minutes shall be posted to the Societies website and provided to the Director of Finance of the City of Prince George within 30 days of-being approved by a meeting of the Board of Directors.

PART 8 – DUTIES OF OFFICERS

41. The President shall chair all meetings of the Society unless the Directors decide otherwise.
42. The Vice President shall carry out the duties of the President in the absence of the President, unless the Directors decide otherwise.
43. The Secretary shall be responsible for:
- a) conducting the correspondence of the Society;
 - b) issuing notices of meetings of the Society and Directors;

- c) keeping minutes of all meetings of the Society and Directors;
 - d) having custody of all records and documents of the Society; except those required to be kept by the Treasurer;
 - e) maintaining the Register of Members; and
 - f) providing the Director of Finance of the City of Prince George with the Declaration of Notification specified in bylaw 16, and with copies of all minutes and resolutions specified in bylaw 40.
44. The Treasurer shall be responsible for:
- a) Keeping the financial records, including books of accounts necessary to comply with the Society Act; and
 - b) Rendering financial statements to the Directors, members and others when required.
45. (1) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- (2) In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- (3) Officers shall perform such duties as the members decide.

PART 9 – ACCOUNTS

46. The fiscal year of the Society shall be the fiscal year of the City of Prince George.
47. 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.
48. The Directors shall be responsible for the payment of accounts and entering into of contracts as follows:
- a) all accounts payable by the Society shall be examined, and payment authorized by them before being paid, save and except that the authorized salaries, rentals and such other accounts payable as may be authorized by them, may be paid at any time, from time to time, without submission to them or the Directors;
 - b) before any contracts of agreements are entered into by the Society, such contracts or agreements must be first examined by the Directors;

- c) the Directors shall determine the signing officers of the Society.
49. The Directors shall present to the members of the Society at each annual general meeting, the audited financial statements of the preceding fiscal year, including a balance sheet, and a statement of revenue and expenditures.
50. (1) Subject to bylaw 50(2), the accounts and books of the Society shall be open to the inspection of members not being Directors, at the business office of the Society within 10 business days of written notice being received at the business office. The inspection shall take place with the General Manager and one Director present. Members requesting inspection shall be provided at least 2 consecutive normal business hours for such inspection.
- (2) The Directors shall permit the Director of Finance of the City of Prince George, or nominee thereof, to inspect during normal business hours and on reasonable notice, all books of account, receipts, invoices, and other financial records which the said Director deems advisable for the purposes of verifying and obtaining further particulars of the budgets and the financial statements of the Society as they relate to money granted to the Society by the City of Prince George pursuant to Section 233 of the Municipal Act.
- (3) For a copy of or extract from a document, for every page or part of a page there shall be a \$.50 fee charged.

PART 10 – AUDITOR

51. The members shall at each annual general meeting appoint an auditor to hold office until the next annual general meeting.
52. 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.
53. The Directors shall fill any vacancy occurring in the office of auditor, to hold office only until the conclusion of the next following annual general meeting, though eligible for reappointment at that meeting.
54. On or before 14 days prior to the annual general meeting in each year, the Society shall, at its own expense, cause the auditor to prepare and deliver to the Director of Finance of the City of Prince George, audited financial statements of the Society for the money granted by the City to the Society including a balance sheet and a statement of revenue and expenditures.
55. The auditor shall, prior to an annual general meeting, examine the books and records of the Society to the extent necessary to report to the members as required under Section 47 of the Society Act, the Regulations to the Act, and amendments thereto.
56. The Directors shall keep separate from any other accounts, the account or accounts used for money granted to the Society by the City of Prince George pursuant to Section 233 of the Municipal Act and shall cause the revenue and expenditures

resulting from the use of the said separate account of accounts to be a schedule to the audited financial statements.

PART 11 – SEAL

57. The seal of the Society shall be under the custody of the Directors and shall not be affixed to any instrument except by authority of a resolution of the Directors and in the presence of officers or Directors as may be prescribed by such resolution such officers or Directors to sign every instrument of which the seal of the Society is so affixed.

PART 12 – BORROWINGS

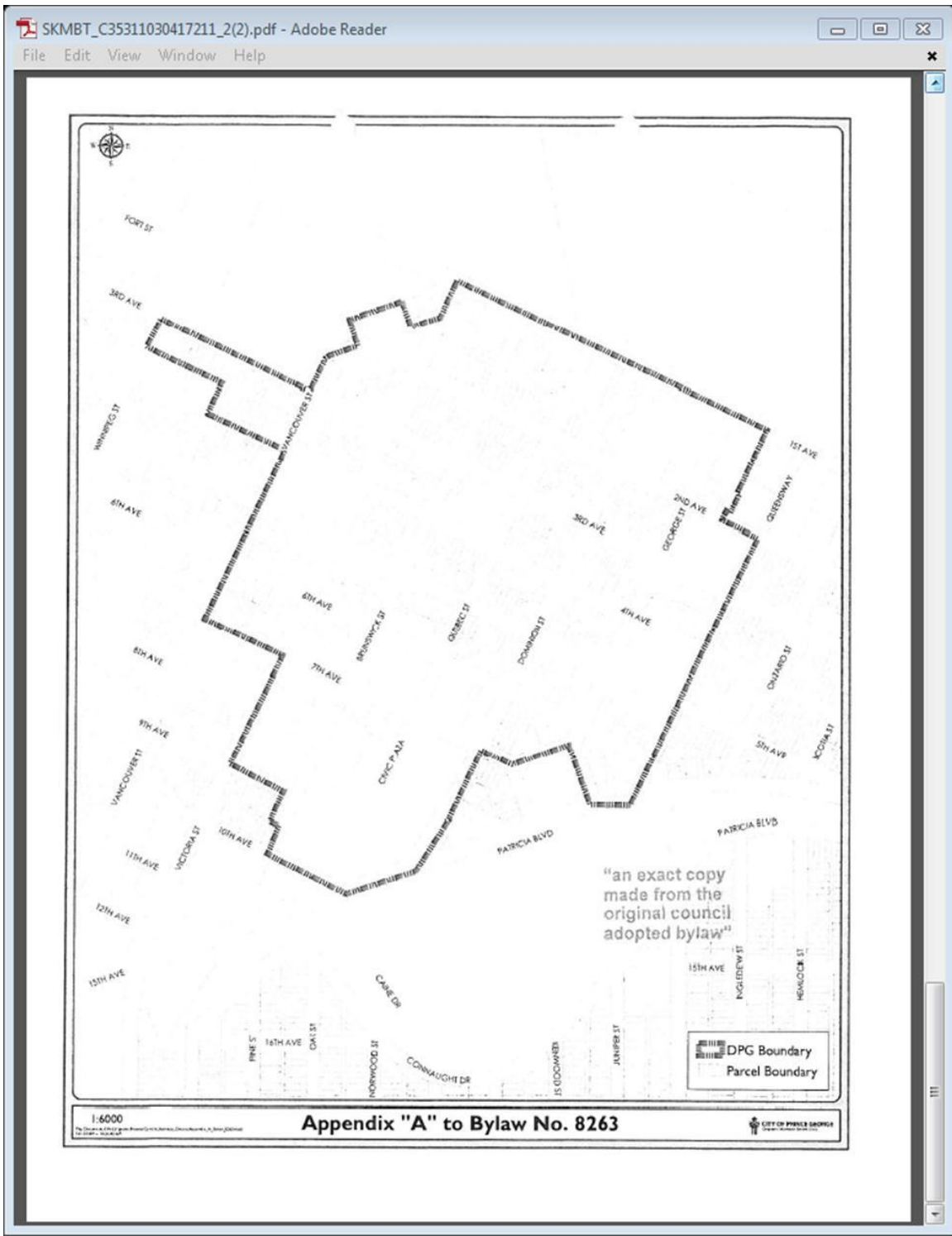
58. Subject to this Part, in order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, but the issue of debentures.
59. Every debenture of the Society shall be signed manually by at least one Director or Officer of the Society or by or on behalf a trustee or registrar for the debenture or other security appointed by the Society or under any instrument under which the debenture or other security is issued and any additional signatures may be printed or otherwise mechanically reproduced, and in such event, a debenture or other security so signed is as valid as if signed manually notwithstanding that any person whose signature is so printed or mechanically reproduced shall have ceased to hold the office that he is stated on such debenture or other security to hold at the date of the issue thereof.
60. No borrowing shall be carried out:
- a) secured by way of debenture without a special resolution of the members of the Society; or
 - b) which results in any indebtedness or other obligation as to money granted to the Society by the City of Prince George pursuant to Section 233 of the Municipal Act which extends beyond the fiscal year in which that money is granted.

PART 13 – INSURANCE

61. The Society shall carry such insurance as the City of Prince George may reasonably require from time to time.

PART 14 – BYLAWS

62. On being admitted to membership, each member is entitled, and the Society shall supply upon request on payment of sum not to exceed \$1.00, a copy of the Constitution and Bylaws of the Society.
63. These bylaws shall not be altered or added to except by special resolution.



Schedule "A"
Prince George Downtown Improvement Area
Appendix "A" to Bylaw No. 8263