

Appendix I – BIA Legislation, Required Templates and Bylaws

Excerpts relating to BIAs from the Current Municipal Government Act ²¹

SECTIONS 50-53 MUNICIPAL GOVERNMENT ACT, RSA 2000, c M-26 **Division 5: Business Improvement Areas**

Purpose

50 A Council may by bylaw establish a business improvement area for one or more of the following purposes:

- (a) improving, beautifying and maintaining property in the business improvement area;
- (b) developing, improving and maintaining public parking;
- (c) promoting the business improvement area as a business or shopping area.

RSA 2000 cM-26 s50;2015 c8 s5

Board

51(1) A business improvement area is governed by a board consisting of members appointed by Council under the business improvement area bylaw.

- (2) The board is a corporation.

RSA 2000 cM-26 s51;2015 c8 s6

Civil liability of board members

52(1) In this section, “approved budget” means a budget of the board of a business improvement area that has been approved by Council.

(2) A member of a board of a business improvement area that makes an expenditure that is not included in an approved budget is liable to the municipality for the expenditure.

(3) If more than one member is liable to the municipality under this section in respect of a particular expenditure, the members are jointly and severally liable to the municipality for the expenditure.

(4) The liability may be enforced by action by

- (a) the municipality, or
- (b) a person who is liable to pay the business improvement area tax imposed in the business improvement area.

RSA 2000 cM-26 s52;2015 c8 s6

Regulations

53 The Minister may make regulations

- (a) respecting the establishment of a business improvement area;
- (b) setting out what must be included in a business improvement area bylaw;
- (c) respecting the appointment, term and renewal of members of the board of a business improvement area;
- (d) respecting the powers and duties of the board and the board’s annual budget;
- (e) respecting the disestablishment of a business improvement area and the dissolution of a board;
- (f) that operate despite Part 8, authorizing a municipality to lend money to a board and to borrow money on behalf of a board;

²¹ “Municipal Government Act”, 2017

The Complete *Business Improvement Area Regulation*, AR 93/2016²²

(no amdt)

ALBERTA REGULATION 93/2016

Municipal Government Act

BUSINESS IMPROVEMENT AREA REGULATION

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²² "Municipal Government Act *Business Improvement Area Regulation Alberta Regulation 93/2016*", (PDF File), downloaded from the Queens Printer website, http://www.qp.alberta.ca/documents/Regs/2016_093.pdf.

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Definitions

1 In this Regulation,

- (a) “board” means the board of a business improvement area;
- (b) “capital property” means a capital property as defined in section 241(c) of the Act;
- (c) “disestablishment” in respect of a business improvement area includes the dissolution of the area’s board;
- (d) “taxable business” means a business in a business improvement area whose operator is a taxpayer;
- (e) “taxpayer” means a person who operates a business and is liable to pay business improvement area tax in respect of that business.

Establishment

Procedure for establishment

- 2 A business improvement area may only be established in accordance with this Regulation.

Request for establishment

- 3(1) The process for establishing a business improvement area begins with a request to council signed by persons who

- (a) would be taxpayers if an area was established, and
 - (b) represent at least 25% of the businesses that would be taxable businesses if an area was established.
- (2) The request must ask that an area be established and describe the proposed purposes and boundaries of the area.
- (3) Within 30 days of receiving a request that meets the requirements of subsections (1) and (2), the municipality must take reasonable steps to ensure that a notice of the request is mailed or delivered to every business in the proposed area that would be a taxable business if an area was established.

Petition objecting to establishment

- 4(1) Persons who would be taxpayers if a proposed area was established may petition the council objecting to the establishment of the area.
- (2) The petition is not sufficient unless
- (a) it is signed by persons referred to in subsection (1) who represent more than 50% of the businesses that would be taxable businesses if the proposed area was established, and
 - (b) it is filed with the chief administrative officer within 60 days of the last date on which notice of the request was mailed or delivered.
- (3) If the chief administrative officer declares a petition to be sufficient, council may not pass a bylaw establishing a business improvement area set out in the request until 2 years have passed from the day the petition was declared to be sufficient.

Business improvement area bylaw

- 5(1) If a sufficient petition is not received, the council may pass a business improvement area bylaw that is based on the request.
- (2) A business improvement area bylaw must
- (a) designate an area as a business improvement area,
 - (b) designate a name for the area,
 - (c) describe the purposes for which the area is established,
 - (d) establish a board for the area, and

- (e) specify the number of board members, the term of office of board members and the method of filling vacancies.

Board

- 6(1)** A board established for a business improvement area must consist of individuals nominated by one or more taxpayers in the zone.
- (2)** A council may also appoint one or more councillors to be members of a board.
- (3)** A council may only revoke the appointment of a board member who was nominated by a taxpayer if the revocation is recommended by the board.

Amendments to BIA bylaw

- 7** Sections 3 and 4 do not apply to an amendment of a business improvement area bylaw or when a business improvement area is disestablished.

Change in boundaries

- 8(1)** A council may not pass a proposed bylaw to amend a business improvement area bylaw that changes the boundaries of the area unless, before the proposed bylaw receives second reading,
 - (a) the area's board consents to the change in boundaries, and
 - (b) taxpayers in the area and people who would be taxpayers under the change in boundaries are provided with an opportunity to make representations concerning the change to council.
- (2)** Before the proposed bylaw receives second reading, the municipality must take reasonable steps to ensure that a notice that meets the requirements of subsection (3) is mailed or delivered to every taxable business in the area and to every business that would be a taxable business under the change in boundaries.
- (3)** The notice must set out
 - (a) a summary of the proposed bylaw, including a description of the change in boundaries,
 - (b) a statement that taxpayers in the area and people who would be taxpayers under the change in boundaries may make representations concerning the proposed bylaw to council, and

- (c) the manner and time period for making those representations.

Capital Property

Capital property

- 9(1)** A board may enter into an agreement with a municipality in which the municipality agrees to undertake the construction of a capital property to be located within the business improvement area of the board.
- (2)** The agreement may deal with payment for the costs and expenses associated with the construction of the capital property and its subsequent maintenance and operation and any other matter relating to the capital property that the board and the municipality consider appropriate.

Financial Matters

Financial year

- 10** The financial year of a board is the calendar year.

Budget

- 11(1)** A board must submit a proposed budget for each calendar year to the council for the council's approval.
- (2)** The proposed budget must be submitted at the time and in the form specified by council.
- (3)** The proposed budget must be a balanced budget and include
- (a) the estimated amount of the board's revenue from every source, including the amount that the board will receive from the municipality in respect of the business improvement area tax, and
 - (b) the estimated amount of all operating and capital expenditures planned for the year.

Notice of proposed budget

- 12(1)** The municipality must take reasonable steps to ensure that a notice of the proposed budget and the date and place of the council meeting at which the proposed budget will be considered is mailed or delivered to every taxable business in the business improvement area.

(2) Persons representing those businesses may, with the permission of council, speak at the meeting.

Budget amendments

13(1) Council may, in its approval of a board's budget,

- (a) authorize the board to amend the budget by
 - (i) transferring amounts to or from the board's reserves, and
 - (ii) transferring amounts between expenditures so long as the amount of the total expenditures is not increased,

and

- (b) establish conditions respecting the amendment of the budget under clause (a).

(2) An amendment to a board's budget made in accordance with subsection (1) is deemed to be approved by council.

Transfer of money by municipality

14(1) After council approves the budget of a board, the municipality is required to transfer to the board the amounts identified in the approved budget as revenue to be received from the municipality.

(2) The municipality may make the payments in a method agreed upon with the board.

Restrictions on board

15(1) A board may only make an expenditure if

- (a) the expenditure is included in the board's budget, and
- (b) the budget has been approved by the council.

(2) A board must not incur indebtedness extending beyond the current fiscal year of the board without the approval of the council.

Non-profit organization

16 A board must apply all income and any profits to promoting the objects of the board and must not pay any dividends to any person.

Records

17 A board must ensure that proper financial records are maintained and that the minutes of its meetings and its resolutions are recorded.

Auditor

18(1) The board must appoint an auditor.

(2) An auditor appointed by the board is at all reasonable times and for any purpose related to an audit entitled to access to

- (a)** the records of the board, and
- (b)** data processing equipment owned or leased by the board.

Financial statement and reports

19 Each year following its financial year, the board must submit an audited financial statement to the council and any reports required by the council by the date agreed upon with the council.

Business Improvement Area Tax**BIA tax bylaw**

20(1) A council of a municipality must pass a business improvement area tax bylaw if there is a business improvement area within the municipality.

(2) A business improvement area tax bylaw or an amendment to it applies to the year in which it is passed only if it is passed before May 1 of that year.

(3) The business improvement area tax bylaw authorizes the council to impose a tax on all businesses operating within the business improvement area, except businesses that are referred to in section 351 or 375 of the Act.

(4) The business improvement area tax bylaw must require assessments of taxable businesses operating within the area to be prepared and recorded on an assessment roll for the purposes of the business improvement area tax.

(5) If a council has passed a business tax bylaw, the business improvement area bylaw may adopt for the purposes of the business improvement area tax the assessments of businesses prepared for the business tax.

(6) A business improvement area tax bylaw may establish maximum and minimum amounts to be paid under it.

BIA tax rate bylaw

21(1) Each council that has passed a business improvement area tax bylaw must pass a business improvement area tax rate bylaw annually.

(2) A business improvement area tax rate for an area may be

- (a) a uniform rate throughout the area, or
- (b) at different rates in different parts of the area if the council considers that some activities of the board are of greater benefit to businesses in one or more parts of the area.

(3) The business improvement area tax rate for an area must be sufficient to raise the amount that the board is to receive from the municipality in respect of the business improvement area tax as set out in the board's approved budget.

Application of business tax provisions

22(1) Except as modified by this Regulation, Parts 9 to 12 of the Act relating to business tax apply with the necessary modifications to business improvement area tax and for that purpose a reference in those Parts to

- (a) business tax or tax imposed under Part 10, Division 3 is deemed to be a reference to business improvement area tax;
- (b) a business tax bylaw is deemed to be a reference to a business improvement area tax bylaw;
- (c) a business tax rate bylaw is deemed to be a reference to a business improvement area tax rate bylaw;
- (d) a business assessment roll is deemed to be a reference to the assessment roll prepared or adopted for the purposes of the business improvement area tax;
- (e) a business tax roll is deemed to be a reference to a business improvement area tax roll.

(2) Sections 371, 372, 374(1)(a), (2), 376 and 377(3) and (4) of the Act do not apply to business improvement area tax.

Disestablishment**Procedure for disestablishment**

23 A business improvement area may only be disestablished in accordance with this Regulation.

Petition

24(1) Taxpayers in a business improvement area may petition for a bylaw to disestablish the zone.

(2) The petition is not sufficient unless it is signed by taxpayers representing at least 25% of the taxable businesses in the business improvement area.

Disestablishment bylaw and taxpayers vote

25(1) A council must, within 30 days of the chief administrative officer's declaring a petition referred to in section 24 to be sufficient,

- (a) give first reading to a bylaw to disestablish the business improvement area,
- (b) specify a date that is within 90 days after the bylaw receives first reading for a vote of the taxpayers in the area on the bylaw, and
- (c) specify the question that is to appear on the ballot for the vote.

(2) The bylaw must specify the date, being at least 6 weeks after the date of the vote, on which the bylaw is to take effect.

(3) A council that wants to disestablish a business improvement area either on its own initiative or on the request of the area's board must follow the procedures for the disestablishment of the area that apply when a petition referred to in section 24 is declared to be sufficient.

Notice

26 After a bylaw to disestablish an area receives first reading, the municipality must take reasonable steps to ensure that every taxable business within the area is notified

- (a) that a bylaw to disestablish the area has been given first reading, and
- (b) that a vote on the bylaw will be held on the specified day.

Taxpayer vote on bylaw

27(1) Council is responsible for holding the vote on the bylaw to disestablish the area.

(2) The board of the business improvement area is responsible for the costs and expenses of the vote on the bylaw.

(3) The vote must be conducted in accordance with the *Local Authorities Election Act*, except that

- (a) sections 44, 46(1), (2), (2.1) and (3), 47, 49, 50 and 52 of that Act do not apply to the vote,
- (b) only a taxpayer in the business improvement area is eligible to vote,
- (c) if there is more than one taxpayer for a taxable business, only one such taxpayer, selected by the taxable business, may vote in respect of that business, and
- (d) the returning officer may
 - (i) prepare a list of the taxable businesses eligible to vote on the bylaw,
 - (ii) require reasonable proof of a taxpayer's entitlement to vote on behalf of an eligible taxable business,
 - (iii) remove the taxable business's name from the list once a ballot is issued to a taxpayer who operates the business,
 - (iv) refuse to issue a ballot to a taxpayer who does not meet the eligibility requirements, and
 - (v) utilize any form necessary to further the objects of this section.

Consequences of taxpayers vote

28(1) If the vote approves the bylaw to disestablish the area, the council must pass the bylaw within 30 days of the date of the vote without any alteration affecting the bylaw's substance.

(2) If the vote does not approve the bylaw, the council

- (a) must not give the bylaw any further readings and any previous readings are rescinded, and
- (b) must not, within 2 years of the date of the vote, give first reading to a bylaw that disestablishes the business improvement area.

Liability for deficiency

29 If on the disestablishment of a business improvement area the amount received from the disposal of the board's assets does not

cover the board's liabilities, the municipality is liable to pay the outstanding amount of the liabilities.

Imposing tax after disestablishment

30(1) The council may, despite the disestablishment of a business improvement area, recover any outstanding amount referred to in section 29 by imposing a business improvement area tax on businesses that were taxable businesses before the disestablishment of the area.

(2) Section 21(3) does not apply to a business improvement area tax imposed under subsection (1).

Expiry

Expiry

31 For the purpose of ensuring that this Regulation is reviewed for ongoing relevancy and necessity, with the option that it may be repassed in its present or an amended form following a review, this Regulation expires on June 30, 2021.

Transitional

Transitional

32(1) In this section, "previous regulation" means the *Business Revitalization Zone Regulation* (AR 377/94).

(2) On the coming into force of this Regulation,

- (a) a business revitalization zone established under the previous regulation is deemed to be a business improvement area established under this Regulation;
- (b) a board of a business revitalization zone established under the previous regulation is deemed to be a board of a business improvement area;
- (c) a business revitalization zone bylaw passed under the previous regulation is deemed to be a business improvement area bylaw passed under this Regulation;
- (d) a business revitalization zone tax bylaw passed under the previous regulation is deemed to be a business improvement area tax bylaw passed under this Regulation;
- (e) a business revitalization zone tax rate bylaw passed under the previous regulation is deemed to be a business

improvement area tax rate bylaw passed under this Regulation.

Commencement

Coming into force

33 This Regulation comes into force on July 1, 2016.

Board Appointment Template

Annually all BIAs must fill out a Board Appointment Template as provided by The City of Calgary and submit it to The City for Council approval.

[illegible]

Annual Budget Template

BIAs must provide The City of Calgary an annual budget which Council approves. This template is what The City of Calgary provides to the BIAs to be filled in and submitted back to The City. This template is then mailed out to each taxpayer in the BIA along with the date and time of the Council meeting where BIA budgets are on the agenda as per the BIA regulation.

BIA NAME **2018 BUDGET**

BUDGET OVERVIEW: Highlight the important aspects of the budget. Examples include environmental trends, constraints, opportunities, challenges and/or major issues faced by the Association and being dealt with in the budget. Include other points the Association believes City Council should be made aware of regarding the budget.

- 1.
- 2.
- 3.
- 4.
- 5.

BIA NAME
2018 BUDGET

Instructions: Return the completed file as an attachment to the BIA business strategist. Provide a description of OTHER income or OTHER expenditure, if applicable. In addition, explain any per cent increase/decrease greater than or equal to 20 per cent or any \$ increase/decrease >\$20,000.

	2018	2017	Change (INC./(DEC.))	
	\$	\$	\$	%
REVENUES				
BIA Levy			0	N/A
Grants			0	N/A
Events Income			0	N/A
Interest/Other Income			0	N/A
Total Revenues	0	0	0	N/A
EXPENDITURES				
Administration			0	N/A
Marketing/Communications			0	N/A
Urban Devt. & Planning			0	N/A
Streetscape Improvements			0	N/A
Special Projects/Events			0	N/A
Public Safety & Social Issues			0	N/A
Capital Assets			0	N/A
Other - BIA Specific			0	N/A
Total Expenditures	0	0	0	N/A
Surplus/(Deficit)	0	0	0	

OTHER INFORMATION (Below this line):

Details of "Other Income"

-
-

	0	N/A
	0	N/A
0	0	N/A

Details of "Other-BIA Specific" expenditure

-
-

	0	N/A
	0	N/A
0	0	N/A



Mainstreet Bowness Business Improvement Area

Mandate: The purposes for which the BIA was established are the following:

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

Composition: 3 to 8 Members

The Board must consist of individuals who have been nominated by one or more taxpayers in the BIA as defined in s. 1(e) of the Business Improvement Area Regulation, Alta. Reg. 93/2016.

Term: 1 year term, appointed by resolution of Council.

When a vacancy occurs on the Board, the Board may appoint an individual to fill that office for the remainder of the former member's term. Such interim appointments shall not require the further approval of Council.

Term Expiry Month: December

Meetings: Monthly

Day: 3rd Tuesday

Time: 9:30 AM

Location: Servus Credit Union - Bowness RD

Quorum: 50% +1

Resource Staff: Esler, Jacqui (403-869-9950)

Administrative Contact: Jacqui Esler

#102, 305 - 4625 Varsity Drive NW

Calgary AB T3A 0Z9

Bus: 403-869-9950

E-mail: Jacqui@mainstreetbowness.com

Reports To: Priorities & Finance Committee (PFC)

Website: [Mainstreet Bowness BIA](http://MainstreetBownessBIA)

²³ City of Calgary, Boards, Commissions, and Committees Mainstreet Bowness Business Improvement Area, City of Calgary website, <http://bcconline.calgary.ca/publish/bcc.aspx?id=20>, accessed on January 2018.

Chair	Vice Chair	Member	Role	Current Appointment	Expiry Year
		Thomas Bell	Director	2005	2017
		Kurt Christensen	Director	2007	2017
		Connie Ellison	Director	2016	2017
		Karen Manna	Director	2017	2017
		Ashley Reed	Director	2015	2017
		Paul Sipos	Director	2011	2017
		Ross Sisson	Director	2016	2017
		Tabatha Wood	Director	2013	2017

Authority Description

Decision

1.	1995 July 24, OE95-47 and Bylaw 38M95	To establish The Bowness Business Revitalization Zone.
2.	2003 September 08, AGS2003-43	Reduces Council membership from 1 member to 0 member.
3.	2004 June 21, CPS2004-45	Approve the 'Working Relationship Model' between the BRZs and The City of Calgary; and implement the preliminary 'Action Plan'.
4.	2005 January 24, CPS2005-02	Update report on the work and relationships with the Business Revitalization Zones groups; and approval of the 'Action Plan and Implementation Strategy'.
5.	2012 September 10, NM2012-38	Notice of Motion: Administration to provide an overview of the current state of municipal support for BRZ development in Calgary; research municipal best practices, and recommend options for consideration to better support existing BRZs, encourage innovation, and foster the creation of new BRZs.
6.	2014 January 13, PFC2013-0819	Direct Administration to complete Phase 2 of the BRZ review process and report back to Council through the Priorities and Finance Committee with a 2015-2018 BRZ business plan to support BRZ development.
7.	2014 November 03, PFC2014-0760	Business Revitalization Zones 2015-2018 Business Plan.
8.	2016 November 28, CPS2016-0826 and Bylaw 55M2016	To continue the 'Bowness Business Revitalization Zone' as the 'Mainstreet Bowness Business Improvement Area', and to repeal Bylaw 38M95.

BYLAW NUMBER 54M2016

**BEING A BYLAW OF THE CITY OF CALGARY
TO CONTINUE THE MONTGOMERY
BUSINESS REVITALIZATION ZONE
AS THE MONTGOMERY ON THE BOW
BUSINESS IMPROVEMENT AREA

WHEREAS Council, by Bylaw Number 56M2010, established the Montgomery Business Revitalization Zone;

AND WHEREAS the *Municipal Government Act*, R.S.A. 2000, c. M-26 was amended to change the “Business Revitalization Zone” designation to a “Business Improvement Area”;

AND WHEREAS the Board of the Montgomery Business Revitalization Zone has requested that the name of the BRZ be changed to the “Montgomery on the Bow Business Improvement Area”;

AND WHEREAS Council has considered Report CPS2016-0826 and considers it desirable to repeal Bylaw 56M2010, and continue the Montgomery Business Revitalization Zone under a revised bylaw that aligns with the *Municipal Government Act*, R.S.A. 2000, c. M-26, as amended, and the *Business Improvement Area Regulation*, Alta. Reg. 93/2016;

NOW, THEREFORE, THE COUNCIL OF THE CITY OF CALGARY ENACTS AS FOLLOWS:

1. The Montgomery Business Revitalization Zone established by Bylaw 56M2010 is hereby continued as the “Montgomery on the Bow Business Improvement Area”.
2. This bylaw may be cited as the “Montgomery on the Bow Business Improvement Area Bylaw”.
3. In this bylaw the phrase “Business Improvement Area” may be referred to as “BIA”.

Establishment of BIA

4. The Business Improvement Area in the City of Calgary, established as a Business Revitalization Zone under Bylaw 56M2010, encompasses the area outlined in Schedule “A” attached to this bylaw which schedule forms a part of this bylaw.

Name of BIA

5. The name of the Business Improvement Area is the “Montgomery on the Bow Business Improvement Area”.

²⁴ City of Calgary, Council and Committee Meetings and Bylaws, Montgomery on the Bow Business Improvement Area Bylaw, City of Calgary website, <http://publicaccess.calgary.ca/searchCCProc/index.htm>, accessed on May 2018.

Purposes

6. The purposes for which the BIA was established are the following:
- (1) improving, beautifying and maintaining property in the BIA;
 - (2) developing, improving and maintaining public parking within or adjacent to the BIA; and
 - (3) promoting the BIA as a business or shopping area.

Establishment of the Board

7. (1) The Board of the Montgomery on the Bow Business Improvement Area is a non-profit corporation pursuant to s. 51 of the *Municipal Government Act*, R.S.A. 2000, c. M-26, as amended, and s. 16 of the *Business Improvement Area Regulation*, Alta. Reg. 93/2016 (hereinafter referred to as "the Board").
- (2) The Board shall consist of not less than 3 and not more than 10 members.

Appointment of Members

8. (1) Members of the Board shall be appointed by resolution of Council.
- (2) The Board must consist of individuals who have been nominated by one or more taxpayers in the BIA as defined in s. 1(e) of the *Business Improvement Area Regulation*, Alta. Reg. 93/2016.

Term of Office

9. (1) Members of the Board shall be appointed for 2 year terms.
- (2) Notwithstanding subsection (1), Council may appoint a member of the Board for a term that is less than 2 years.
- (3) Each member of the Board shall remain in office until:
- (a) the member resigns,
 - (b) the revocation of the member's appointment by Council following the recommendation of the Board, or

BYLAW NUMBER 54M2016

(c) the member's term of office expires,

whichever comes first.

Vacancy

10. When a vacancy occurs on the Board, the Board may appoint an individual to fill that office for the remainder of the former member's term or until the date of the next annual meeting of the taxpayers in the BIA. Such interim appointments shall not require the further approval of Council.

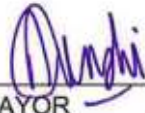
In Force

11. Bylaw 56M2010 is repealed.
12. This Bylaw shall come into force on the day it is passed.

READ A FIRST TIME THIS 28TH DAY OF NOVEMBER, 2016.

READ A SECOND TIME THIS 28TH DAY OF NOVEMBER, 2016.

READ A THIRD TIME THIS 28TH DAY OF NOVEMBER, 2016.



MAYOR

SIGNED THIS 28TH DAY OF NOVEMBER, 2016.



CITY CLERK

SIGNED THIS 28TH DAY OF NOVEMBER, 2016.



THE INGLEWOOD BUSINESS IMPROVEMENT AREA
Operating Bylaws & Guidelines
Amended March 31st, 2017

Section 1
GENERAL

1.1 Definitions

- a) “Act” means the Municipal Government Act, R.S.A. 2000, c. M-26, as amended from time to time.
- b) “City Bylaw” means Bylaw 7M88 of The City of Calgary, as amended from time to time, which established the BIA.
- c) “Business Improvement Area” or “BIA” means the area comprising the business improvement area as established by Bylaw 7M88 of the City of Calgary.
- d) “Bylaws” means these Operating Bylaws and Guidelines of the BIA, as amended from time to time.
- e) “Members” mean those persons who have become members, in accordance with these bylaws.
- f) “Board of Directors” is a body of appointed Members who jointly advise on the activities of the Inglewood Business Improvement Area.
- g) “Directors” means the Directors of the Inglewood BIA. The term “Board Member” or “Board Director” is one in the same.
- h) “Committee” means any committee established by the Board pursuant to these Bylaws, including the Executive Committee.
- i) The term “Officer” refers to Board Members who have been chosen to sit on the Executive Committee.
- j) “Annual General Meeting” means the Annual Member’s meeting required by these Bylaws to be held annually.
- k) “Chair” means the Chair of the Board.
- l) “Council” means the Council of The City of Calgary.
- m) “Associate Member” means organizations or individuals that are outside the boundaries of the BIA and are not Members, pursuant to these Bylaws.
- n) “In-Camera Board Meeting” means any private meeting of the Board.
- o) “Special Meeting” means any meeting of the Members other than the Annual General Meeting.
- p) “Resolution” means a written statement, prepared in advance and available to the Board of Directors to review before the meeting.
- q) “Special Resolution” means a resolution passed:
 - (a) At an Annual General Meeting or Special Meeting;

²⁵ These are the Inglewood BIAs internal bylaws and should not be perceived as endorsed/approved by The City of Calgary.

- (b) By the vote of not less than 66% of those Members who are present in person and entitled to vote at such meeting.

1.2 Included Words - In these Bylaws, the singular shall include the plural and the plural the singular, the word "person" shall include corporations, societies and partnerships and words indicating a gender shall include all genders.

1.3 Amendments – The BIA's Bylaws may be amended by a majority vote of the Board of Directors as long as they do not conflict with the founding Bylaws as set forth by the City or under the MGA.

Section 2

BOUNDARIES AND OFFICE

2.1 The boundaries of the BIA shall be as stated in the City Bylaw, as amended from time to time, and shown in Appendix A to these Bylaws.

2.2 The office of the BIA shall be located in the City of Calgary, in the Province of Alberta.

2.3 The purpose of the BIA is as outlined in City of Calgary Bylaw 7M88 or any Bylaw that supersedes or amends Bylaw 7M88.

Section 3

MEMBERSHIP

3.1 Members mean a ratepayer within the business improvement area that is up to date on City of Calgary levy and tax payment. A person, group of persons, partnership, association or corporation becomes a Member when they meet the following criteria:

- a) Own property located within the boundaries of the BIA; or
- b) Leases or rents property within the boundaries of BIA, who is shown on the current assessment roll of The City of Calgary as being assessed for business assessment for one or more businesses located within the Inglewood BIA.

3.2 Where two or more persons are the registered owners of the same property located within the BIA boundary, voting rights shall be granted only to one registered owner, and unless otherwise agreed upon by the said registered owners of the same property membership should be granted to:

- a) The registered owner holding the greatest interest in the property; or in the event of equal ownership,
- b) The registered owner who is the first to apply for membership.

3.3 Address of Members - Whenever it is necessary or desirable for the Board to determine the name or address of Members for the purpose of giving any notice, determining entitlement to vote at any Special Meeting, Annual General Meeting or for any other purpose, the Board may rely on the address in the current business assessment roll of ratepayers as provided by The City of Calgary. Notices may be delivered by another method such as email if the Member should request it.

Section 4

RIGHTS OF MEMBERS

4.1 Votes - Each Member of the BIA in attendance shall be entitled to one vote in respect of each matter to be decided at all Special Meetings and Annual General Meetings.

4.2 Annual Meetings - Each Member may attend and participate in person at any Special Meeting or Annual General Meeting. Proxies are not permitted.

4.3 Non-transferability - No right or privilege of any Member shall in any way be transferable or transmissible. Rights and privileges of a Member shall cease upon the Member ceasing to be a Member, whether by ceasing to be shown on the applicable assessment roll as being assessed for business assessments or by death or otherwise and, in the case of a corporate Member, by liquidation, winding-up, or bankruptcy.

Section 5

ANNUAL GENERAL AND OTHER MEETINGS

5.1 Annual General Meeting - The BIA shall hold an Annual General Meeting by October 31 in each calendar year at such a time and place in Calgary, Alberta as may be determined by the Board and, in addition to any other items of business, shall conduct the following business:

- a) adopt the minutes of the previous AGM;
- b) present the report of the Directors;
- c) present the audited financial statements of the BIA;
- d) nominate Directors for appointment by vote;
- e) appoint an auditor for the ensuing year.

5.2 Special Meetings - Special Meetings of the BIA may be called at any time by the Secretary, upon the instruction of the Chair or any other three members of the Board signified by resolution. The purpose of any such Special Meeting shall be specified in the notice given by the Secretary calling the meeting in accordance with these Bylaws.

A detailed agenda will be provided describing the purpose and any motions that are to be presented at the meeting. Only matters as set out in the notice for the Special Meeting will be addressed at the meeting and no other business will be discussed. The required notice will be as per section 5.5 and quorum will be as per section 5.7.

5.3 Public Meetings - The Board may, at their discretion, hold regular public meetings open to the members of the BIA and/or the general public.

5.4 In-Camera Board Meetings - May be held to conduct the ongoing business of the BIA as determined by the Board.

5.5 Notice - Notice of the time and place of all Special Meetings and Annual General Meetings will be communicated primarily by mail to each Member based on the address provided on the current business assessment roll as provided by The City of Calgary. Notices may be delivered by another method, such as email, if the Members should request it. Such notice must be given 21 days in advance. When calculating the number of days' notice required, the day of service shall be counted and the day upon which such notice expires shall not be counted.

5.6 Error in Notice - No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken at such meeting.

5.7 Quorum - For all purposes the quorum for a Special Meeting or Annual General Meeting shall be ten (10) Members. No business, other than the election of a person to chair the meeting, and the adjournment or termination of the meeting shall be transacted unless the requisite quorum is present at the commencement of the meeting.

5.8 Adjournment - In the event that a quorum is not present within 30 minutes after the time called for the meeting, any Special Meeting or Annual General Meeting shall stand adjourned to a time and place determined by a majority of the Members in attendance. No notice shall be required of any such adjournment and such adjournment may be made notwithstanding that no quorum is present. If at such adjourned meeting a quorum is not present, the Members who are present and entitled to vote shall be deemed to be a quorum and may transact all business in which a quorum might have done. Notice for adjourned meetings shall be a minimum of 7 business days and the method of notice will be as determined by those present at the first meeting.

5.9 Chair - The Chair shall preside at every Special Meeting and Annual General Meeting and, in his or her absence, the Vice-Chair, and if neither of these are present, or if at any Annual General Meeting they are not present within 30 minutes after the time called for the Annual General Meeting, the Members present and entitled to vote shall choose one of the members of the Board present and willing to act as the Chair for that Special Meeting or Annual General Meeting.

5.10 Right to Vote - Every Member shall be entitled to one vote each in respect of each matter that is the subject of a vote at any Special Meeting or Annual General Meeting. The Chair may request a form of identification from the Member at the Annual General Meeting.

5.11 Resolutions - A resolution shall be passed by a majority vote of the persons present and entitled to vote; other than with respect to those matters requiring adoption by Special Resolution, which shall be passed by a vote of not less than 66% of the persons present and entitled to vote.

5.12 Vote by Show of Hands - At every Special Meeting or Annual General Meeting, every question except the voting in of the new Board shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result by the show of hands, the Chair determines to conduct the vote by secret ballot or a secret ballot be demanded by at least two (2) persons present and entitled to vote.

5.13 Secret Ballot - If a secret ballot is demanded on any question other than the election of the Board, or the question of adjournment, it should be taken in such manner as the Chair of the meeting directs. The results of the secret ballot shall be deemed a resolution of the matter for which the secret ballot was demanded.

Section 6

BOARD OF DIRECTORS

6.1 Management and Administration of the BIA - In accordance with the City Bylaw, the Municipal Government Act and these Bylaws, the management of the affairs of the BIA shall reside with the Board of Directors, which shall consist of no more than ten (10) Directors. Should the Board fall below five (5) Directors, they will execute the process in 6.13 vacancies. The Directors may delegate all or any part of the management and administration of the affairs to officers, employees or subcontractors of the BIA.

6.2 Election of Directors - The Board of Directors shall be nominated from amongst the Members at the Annual General Meeting. Each Member shall be entitled to have a maximum of one person nominated. Should more than one person from one Member be nominated and elected, the person with the least amount of votes shall be disqualified as a Board Member.

6.3 Equal Representation - The make-up of the Board should reflect the geographic and interest assessment base of the BIA.

6.4 Change in Circumstance - Should there be more than one representative from one Member due to a merger, change in career or other circumstance, one person representing such Member shall resign prior to the next Annual General Meeting. In the event that any member of the Board ceases to be a Member or employee of a Member, that person shall notify the Board and shall submit his or her resignation in writing to the Board or become an Associate Member as per Section 6.5 of the Board if the Board agrees until the next AGM.

6.5 Associate Members - Associate Members shall include persons who are not Members of the BIA but are Members of the Inglewood Community Association, whom, five or more Members, operating within the BIA boundaries may, at their discretion, nominate and vote in as members of the Board at the Annual General Meeting. A maximum of one (1) Board positions at any given time may be filled by Associate Members. Associate Members are appointed for one year.

6.6 Election and Nomination Procedures

An election shall be carried out annually to appoint Directors. The election shall be carried out as follows:

- (a) A Notice of an Annual General Meeting and of nomination procedures shall be given by the Secretary or designated representative to all Members;
- (b) The Secretary shall, prior to the meeting and up to the close of nominations at a time determined by the Board receive from Members nominations of persons for appointments of persons for appointment to the Board. All persons so nominated

must provide written consent to the nomination prior to the time so determined for the close of nominations. No nominations will be accepted from the floor. Nominations shall be signed by five (5) other Members; Persons nominated for appointment to the Board must be Members unless they are considered Associate Members (see section 6.5). Associate Members are appointed by the Members and do not require nominations to be signed by Members.

- (c) Upon determining that no further nominations are forthcoming, the Secretary or such other person as may have been designated by the Board shall arrange for a vote by secret ballot from among the persons attending the Annual General Meeting who are entitled to vote. Each Member shall be entitled to one (1) vote and each Member shall be entitled to vote for the number of candidates required to fill the available positions;
- (d) If the persons nominated for appointment to the Board are equal to or less than the number of Directors to be nominated the Chair shall, following the close of nominations, declare those persons elected by acclamation.
- (e) The Secretary, and one or more scrutineers, shall receive the ballots, examine them, decide their validity, count the votes and declare the number of votes and who has been elected to the Board;
- (f) If there should be a tie between two or more people then there shall be a run-off vote in which each Member shall be entitled to vote for one person;
- (g) The Secretary shall advise the City Clerk of The City of Calgary of the names of the persons elected by the Members for appointment by Council to the Board;
- (h) The retirement of an outgoing member of the Board and the appointment of his or her successor shall both be effective on the appointment of the successor.

The Chair may appoint one or more scrutineers to assist in the election of persons nominated for appointment to the Board, and may request representatives of the City of Calgary to assist in checking the eligibility of persons to vote at the Annual Meeting. A scrutineer need not be a person who is qualified to vote at the meeting.

6.7 Director's Powers - The Board may administer the affairs of the BIA in all things and make or cause to be made, for and in the name of the BIA, any kind of contract which a person may lawfully enter into. The powers of the Board shall, at all times, be subject to and exercised in accordance with the provisions of the Municipal Government Act and any other applicable Law.

6.8 Appointment of Executive Director - The Directors may, from time to time, appoint an Executive Director who shall manage and administer the BIA under the discretion of the Board.

6.9 BIA Funds - The Board shall have the power to spend the funds of the BIA in accordance with its annual budget to be approved by Council.

6.10 Qualification of Directors - Except as otherwise provided herein, any individual of sound mind who, has attained the age of majority in the Province of Alberta, who is not insolvent or bankrupt, and who is a Member or Associate Member in good standing with the BIA may be a Director of the BIA.

6.11 Chair - The Chair shall be elected by the Members of the Board at a meeting of the Board following the Annual General Meeting. Associate Members are not eligible to run for or fill the Chair position.

6.12 Term - The term of office for 50% of the Board of Directors shall be two (2) years on a rotating format. Directors shall be elected to serve for a term of two (2) years. Directors may be re-appointed or re-elected upon completion of their term of office. Directors shall only be a member of the Executive Committee for a maximum of 4 consecutive terms (8 years) but may remain on the Board as a Director for longer than 8 years (if re-elected). A Director shall cease to hold office on the expiry of his or her term when a successor is appointed.

6.13 Meetings of the Board

- a) Meetings - The Board shall hold at least four (4) Board meetings each calendar year at such times and places within Calgary as the Board may decide. Board meetings are closed and for Board members and staff only. Members and members of the community at large who wish to attend a meeting may send a request to the Chair or Secretary in advance of the meeting.
- b) Notice - Notice of the time and place of all meetings of Directors, and of the general nature of the business to be transacted at such meetings, shall be communicated in a manner previously agreed upon by the Board and sent a minimum of five (5) business days in advance of such meeting.
- c) Operational Meeting - An operational meeting or special meeting of the Board may be called at any time by the Chair or by any two (2) members of the Board. Notice of such special meeting shall be given to each Director at least 72 hours in advance and shall state the time, place and purpose of the meeting. Any decisions taken by the Board during an operational or special meeting are subject to review and ratification at the next normally constituted Board meeting.
Operational meetings of the Board may be held at any time without formal notice if all the Directors are present and waive notice thereof or those absent have signified their consent in writing or by telephone to the Chair and/or Secretary to the meeting being held in their absence or subsequently ratify any business done at such meeting.
- d) Quorum - The presence of 50% of Directors shall constitute a quorum for the transaction of business at all meetings including regular Board meetings. In the event that a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a majority of those in attendance.
- e) Voting - Questions arising at any meeting of the Board shall be decided by a majority of votes cast on the question. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but otherwise, shall be by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of, or against, such resolution. The Chair is eligible to vote. Agents and employees, including the Executive Director of the BIA, may attend the Board meetings but are not entitled to vote on any matters or resolutions put forward to the Board.
- f) Resolution in Writing (Email Voting) - A resolution in writing or by valid electronic response signed or sent by all the members of the Board shall be valid and effective as if it had been passed at a meeting of the Board, duly called and constituted. Resolutions made in writing must be ratified at the next regular Board meeting.
- g) Resolution When a Director is Absent from Meeting - Where a Director has reasonable cause, as determined by the Chair, for being unable to attend a meeting of the Board, such Director may request in advance of the meeting that the Chair circulate a resolution in writing to all Directors on any question scheduled to be voted upon by the Directors at the meeting. Such resolution in writing shall take the place and be in lieu of a vote by the Directors on such question at the meeting.
- h) Continuous absence of Director - If a director is absent from three (3) consecutive Board meetings, the Board may declare his or her position vacant by a majority of 66% vote of the Board.

6.14 Vacancies - Vacancies on the Board, however caused, may, so long as a minimum of five (5) Directors remains in the office, be filled by the Directors by simple majority vote at a regular Board meeting. Interim Directors shall serve with the full authority of Directors from the date of

their appointment by the Board until the date of the next Annual General Meeting. Directors appointed mid-way through the year may be candidates for re-election for a full two-year term at the next Annual General Meeting.

If there is not a minimum of five (5) Directors, the remaining Directors shall forthwith call a Special Meeting within 45 days to fill the vacancies. The existing Board members shall function as a full Board until this meeting is held. If the vacancies have not been filled by either of the methods above, such vacancies shall be filled at the next Annual General Meeting. The remaining Board members will conduct business as if they were a full Board until the next AGM.

6.15 Resignation - Any Director may resign from the Board upon written notice to the Board.

6.16 Expulsion or Removal from the Board - The Board may, by a vote of not less than 66% of the Directors, remove a Director before the expiration of their term in office for one or more of the following reasons (or for other reasons as determined by the Board):

- a) The Director is likely to endanger the interest or reputation of the BIA, including dereliction of duties, or
- b) The Director commits a breach of the Bylaws, the Terms of Reference or Conflict of Interest policy.

No Director shall be removed without being notified in writing of the reasons for removal from the Board. A Director who has been removed from the Board may, if they object to the reasons for dismissal, request that a Special Meeting be held to decide on the matter. A request for a Special Meeting must be received by the Board within 7 business days. The meeting must be held not less than 21 days and not more than 45 days from the time the request is received.

The Director will cease to be a Member of the Board until the meeting is held. The vacant position on the Board cannot be filled if a Special Meeting is requested. Should the Members in attendance support the Board's decision, then the vacant position can be filled at that time by nomination from the floor and vote by the Members. If the Members do not support the Board's decision to remove the Director then the Director will be reinstated.

6.17 Liability of Directors - Every Director or other Officer of the BIA is deemed to have assumed office on the express understanding, agreement and condition that such Director or Officer, along with his or her heirs, executors, administrators or estate, as the case may be, is and shall be indemnified and saved harmless out of the funds of the BIA (including its insurance, if any) from and against all costs, claims, charges and expenses whatsoever which such Director or Officer sustains or incurs as the result of or in any way arising from or relating to his or her duties and powers of office or other acts taken or made on behalf of the BIA, except where such cost, claim, charge or expense is incurred as the result of willful, fraudulent, malicious, dishonest or unlawful conduct.

6.18 Remuneration - No Director shall be remunerated for services provided to the BIA as a Director but shall be reimbursed for reasonable personal expenses incurred on behalf of the BIA in the course of fulfilling their duties as Directors. Any such expenses must be approved by the Board. Profits or other accretions of the BIA shall not be used for promoting Director's personal objectives.

6.19 Resources of the BIA - No Director has the power to legally obligate the BIA in any manner whatsoever without the prior approval of the Board. No Director shall take upon himself or herself to commit the time, resources or finances of the BIA, its Board or its staff without prior approval of such a commitment at a duly constituted meeting of the Board.

6.20 Public Statements - Each Director will support Board decisions, even when he or she may differ personally with the majority decision. No Director is permitted to make a public statement on behalf of the Inglewood BIA without prior approval of the Board.

Section 7

CONFLICT OF INTEREST

7.1 Conflict of Interest Policy - All Directors will be asked to sign a Conflict of Interest Policy. The Board of Directors will maintain, adhere to and update the Conflict of Interest policy accordingly.

7.2 A-Political - The focus of the BIA shall be on developing and promoting the business area. As such, meetings and events should be a-political in nature, and not be designed to serve the needs of election candidates.

Section 8

COMMITTEES OF THE BOARD

8.1 Committees of the Board - The Board may appoint various Standing Committees or Ad Hoc Committees to fulfill some of the duties of the BIA or to advise the Board on specific matters. The Chair and Executive Director are Exofficio members of all committees.

8.2 Executive Committee - The Executive Committee consists of the Chair, the Vice-Chair, the Treasurer and the Secretary. If necessary, a Director may fill multiple roles as determined by the Board. The Executive Committee can meet without prior consent of the Board. The Executive Committee carries out duties assigned by the Board.

8.3 Nominating Committee – The Board may appoint a Nominating Committee to solicit candidates for the Board of Directors for the following year. Nominations will be solicited and a list of candidates will be officially nominated at the AGM annually.

Section 9

EMPLOYEES & CONTRACTORS

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

9.2 Contracting Out - The Board may recruit specific expertise and contract out certain projects.

Section 10

OFFICERS

10.1 Officers - The members of the Executive Committee will be the Officers of the Board. The Executive Director may also be an Officer if appointed by the Board.

10.2 Appointment of Officers - Officers shall be appointed from time to time by the Directors of the Board. The terms of each of the Officers will expire each year following Annual General Meeting. Officers may be re-appointed by majority vote of the Directors upon re-election by the Board.

10.3 Duties of the Officers:

a) The Chair:

- Chairs all Member's meeting and meetings of the Board;
- Chairs the Executive Committee;
- Oversees the affairs and operations of the BIA;
- Provides a report to the Members at the AGM;
- Co-ordinates the overall functioning of the Board and delegates duties accordingly; and
- Carries out other duties as directed by the Board.

b) The Vice-Chair:

- Exercises the duties and powers of the Chair during their absence;
- Assists the Chair in any reasonable way to ensure the proper functioning of the BIA; and
- Carries out other duties as directed by the Board.

c) The Treasurer:

- Oversees the management and reporting of the organization's finances;

- Makes sure all monies paid to the BIA are recorded and deposited in the BIA's bank account;
- Presents a full detailed account of the BIA's financial position as requested; and
- Carries out other duties as directed by the Board.

d) The Secretary:

- Attends all Member meetings and meetings of the Board and records all facts and minutes. In case of the absence of the Secretary, their duties shall be filled by such Director as may be appointed by the Board;
- Oversees all correspondence of the Board;
- Sends, or oversees other Directors to send, all notices to the various meetings as required; and
- Carries out other duties as directed by the Board.

The duties of the Secretary, may, in part, be delegated to an employee of the BIA as may be designated by the Board, but in such event, the Secretary or another Board Member shall maintain overall supervision and responsibility for those duties.

Section 11

INSURANCE

11.1 Coverage - The BIA shall keep in force a policy or policies of insurance providing the following coverage:

- a) General Liability Insurance, including loss or damage resulting from bodily injury or death, loss or damage to property, and for liability arising out of group activities organized by the BIA;
- b) Directors and Officers liability insurance ; and
- c) Any other coverage directed by the Board from time to time.

The particulars of the aforesaid coverage and of the limits of coverage shall be determined by the Board from time to time.

Section 12

EXECUTION OF DOCUMENTS

12.1 Deeds, etc. - Deeds, transfers, licenses, contracts and engagements on behalf of the BIA shall be signed by two Directors acting together, or by such other persons as may be designated from time to time by the Board.

12.2 Cheques - Two Officers of the BIA shall sign all cheques drawn on the Association's bank accounts. The principal signing Officers are the Chair, the Vice-Chair and the Treasurer. The Executive Director may also be a signing Officer if approved by the Board.

12.3 Contracts - All contracts of the BIA must be signed by two Officers or other persons authorized to do so. The Board may decide, in certain circumstances, to alter the number of signing authorities.

Section 13

AUDIT AND FINANCIAL

13.1 Accounting Principles - The books and accounts of the BIA shall be kept in accordance with Generally Accepted Accounting Principles (GAAP) or other recognized association. There must be an audit of the books, accounts and records of the BIA at least once each year. A qualified accountant appointed at each AGM must complete this audit.

13.2 Annual Report - The Treasurer or other Officer designated by the Board shall, in each fiscal year, submit to Council an annual report and audited financial statements in the form prescribed by Council.

13.3 Deposit of Securities - The securities of the BIA shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon

the written order of the BIA signed by such officer or officers, agent or agents of the BIA and in such manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

13.4 Fiscal Year - Unless otherwise determined by the Act or the City Bylaw the fiscal year-end of the BIA shall be the 31st day of December in each year.

13.5 No Fiscal Deficits - The BIA shall fund projects they can afford during the budget year, and not allow operational costs to create a deficit for the next year's board, with the exception of "capital projects" which may exceed the year with the motion of the Board. The Treasurer and Board will be advised in advance and approve of all financial plans for any given program.

Section 14

BOOKS AND RECORDS

14.1 Books and Records - The Directors shall see that all necessary books and records of the BIA required by the Act and Bylaws, or any other applicable statute or law, are regularly and properly kept.

14.2 Custody of Books and Records - The Secretary or other Officer specially charged by the Board with that duty shall maintain and have charge of the following:

- a) Minute Books - The minute books of the BIA, into which the Officer so charged shall record, or cause to be recorded therein minutes of proceedings of all meetings of Members and Directors.
- b) Objects - A copy of the Bylaw of Council creating the BIA, and any amendments thereto and a copy of the Bylaws of the BIA and any resolutions altering or adding thereto.
- c) Directors and Officers - A list of the full names, addresses and other occupations, if any, of the Directors and Officers of the BIA, the date on which each was appointed and the date on which each ceased to hold office.
- d) Resolutions - Copies or originals of all documents, resolutions and registers, including a register of Members.
- e) Books of Account - Books of account containing records of all sums of money received and expended by the BIA and the matters in respect of which the receipt and expenditure of money takes place.
- f) Revenues and Expenses - Books of account containing records of all revenues of and purchases by the BIA.
- g) Assets and Liabilities - Books containing records of the assets and liabilities of the BIA.
- h) Other Transactions - Books recording all other transactions affecting the financial position of the BIA.

14.3 Books of Account and Records - The books of account shall be kept at such place in Alberta as the Directors see fit, and shall at all times be open to inspection by the Directors. All Members shall be entitled to inspect the books of account and records of the BIA on 30 days' notice in writing to the Secretary of the BIA.

Section 15

DISTRIBUTION OF PROPERTY ON DISSOLUTION

15.1 Dissolution - The BIA shall only be wound up by Bylaw of Council repealing the City Bylaw which created the BIA or as otherwise permitted by the Act.

15.2 Debts and Liabilities - Upon the dissolution of the BIA and upon payments of all debts and liabilities, the remaining property of the BIA shall be distributed to The City of Calgary.

Section 16

AMENDMENT OF BYLAWS

16.1 Amendment - The Bylaws may be rescinded, altered or added to (hereinafter referred to as "amended" or and "amendment") by a resolution of the Board of Directors and as long as they do not conflict with the founding bylaws as set forth by the City or under the MGA and are in accordance with the following procedure:

- a) All Directors shall be given a minimum of seven (7) days written notice of any meeting at which it is proposed to amend the Bylaws which notice shall set out the nature of the proposed amendment;
- b) The Directors shall submit any amendment to the Bylaws to the ordinary resolution, and confirm or reject the amendment to the Bylaws;
- c) An amendment to the Bylaws shall be effective from the date of resolution of the Board approving the amendment until it is confirmed or rejected by the Members at an AGM or Special Meeting. An amendment to the Bylaws continues to be effective if so confirmed and ceases to be effective if so rejected.

16.2 Repeal of Previous Bylaws - All previous Bylaws of the BIA are repealed as of the coming into force of these Bylaws.