RECOMMENDATION(S):
THAT Council receive the Williams Lake Central Business Improvement Area Association’s five year Renewal Proposal and further;

THAT Council approve the Williams Lake Central Business Improvement Area Association’s recommendations for amendments to the Constitution and Bylaws and further;

THAT Council waive the audited statement requirement for the year ending December 31, 2007 and that the Society be allowed to provide internal financial statements from an accredited accountant.

OR, IN ALTERNATIVE

THAT Council refer this report to staff for further information on financial implications and legal implications on the requested amendments.

EXECUTIVE SUMMARY:
The Williams Lake Business Improvement Area Bylaw No. 1941 (Attachment A) ceases to have effect at midnight on December 31, 2008. Therefore, the Williams Lake Central Business Improvement Area Association (BIA) has begun the process of conducting its five year Renewal.

The BIA has submitted the 2008 Renewal Proposal for Council’s review, which outlines the organization’s accomplishments since it began in 2004, and its plans for the next 5 years (Attachment B). Goals for 2008 – 2012 focus on Crime and Safety, Revitalization, Beautification, Marketing, Communication, Education, Recruitment and Retention and Community Partnerships. The proposal also includes the BIA’s vision and five year budget.

As part of the renewal process the BIA has made recommendations for amendments to the current constitution and bylaws (Attachments C, D & E). These amendments will subsequently require amendments to Bylaw No. 1941 to reflect the recommended changes and renew the Bylaw for another five year term until 2012.
The BIA has also requested that Council accept internal financial statements from an accredited accountant for the year ending December 31, 2007 (Attachment F). Should Council approve the Renewal Proposal an Audited Statement would then only be required the year prior to renewal.

The BIA will appear before the Committee of a Whole on December 11, 2007 to make a presentation and provide details on their Renewal Proposal with the intent of gaining Council’s approval to proceed with the Renewal process. Upon receiving Council’s approval of the Renewal Proposal the BIA will conduct an Open House in January of 2008 to seek the support of it membership and finalize the Renewal.

CHIEF ADMINISTRATIVE OFFICER’S COMMENTS:
The renewal proposal, as described by our Executive Assistant, will result in either an amendment to the current BIA Bylaw (City Bylaw No. 1941) or a new BIA Bylaw. In either case, after third reading, there will be a counter petition opportunity (30 days) for those affected by the bylaw changes and the new BIA proposal. If the counter petition is successful, Council will not be able to proceed with final reading to the amendments. If that is the case, the BIA will be required to recommend a different proposal.

PURPOSE: To request Council’s approval of the Williams Lake Central Business Improvement Area Association’s 2008 Renewal Report as submitted, and the recommended amendments to the Constitution and Bylaws.

Respectfully submitted,
Paula Kully
EXECUTIVE ASSISTANT
For ADMINISTRATION

This report has been prepared in consultation with the following listed departments.

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Attachments:
Attachment A – City Bylaw 1941
Attachment B - Williams Lake Central Business Improvement Association Renewal Report 2008
Attachment C – BIA Constitution Recommendations
Attachment D – Constitution Williams Lake Business Improvement Area Association
Attachment E – Draft Williams Lake Central Business Improvement Area Association Bylaws
Attachment F - Letter dated December 4, 2007 requesting that Council waive Audited statements requirement
CITY OF WILLIAMS LAKE
BYLAW NO.1941

BEING A BYLAW OF THE CITY OF WILLIAMS LAKE TO ESTABLISH A BUSINESS IMPROVEMENT AREA.

WHEREAS Section 211 of the Community Charter authorizes the Municipal Council to establish, by bylaw, a local service area and Section 215 of the Community Charter permits a local service area to be designated a business improvement area;

AND WHEREAS the Council may levy and impose within such business improvement area a rate on land and improvements that fall or would fall within Class 5 or 6 of the Assessments – Classes and Percentage Levels Regulation, B.C. Reg. 438/81, as that regulation stood on January 8, 1988;

AND WHEREAS the Council intends to grant the monies raised by such levy to the Williams Lake Business Association for a business promotion scheme;

AND WHEREAS the Williams Lake Business Association has requested that the Council proceed with this Bylaw to establish a business improvement area for a five (5) year period;

AND WHEREAS the Council proposes to establish the business improvement area on its own initiative, and notice of this intention has been given in accordance with the provisions of the Community Charter;

AND WHEREAS the Council has not received a Petition from the owners of the parcels liable to be specially charged pursuant to this Bylaw sufficient to prevent it from establishing said business improvement area;
NOW THEREFORE the Council of the City of Williams Lake, in open meeting assembled, hereby enacts as follows:

1. **TITLE**
   
   This Bylaw may be cited as the "Williams Lake Business Improvement Area Bylaw No.1941, 2004".

2. **DESIGNATION OF BUSINESS IMPROVEMENT AREA**
   
   For the purposes of this Bylaw, the Business Improvement Area is the business area designated in Schedule “A” attached to and forming part of this Bylaw.

   The aforementioned Business Improvement Area shall be known as the “Williams Lake Business Improvement Area”.

3. **GRANT**
   
   All money raised pursuant to this Bylaw will be granted to the Williams Lake Business Association. The maximum amount of money that may be granted to the Williams Lake Business Association pursuant to this Bylaw in any calendar year is the amount generated by a tax rate of not more than $0.85 per $1000 of assessed value of land and improvement, or the amount of $60,000, whichever is the lesser.

   Money raised pursuant to this Bylaw shall be paid to the Association on or before the first day of August in each year during the period that this Bylaw is in effect.

4. **EXPENDITURE**
   
   All money granted pursuant to this Bylaw must be expended only:
   
   1. by the Association; and
   2. for the purposes of a business promotion scheme which may include:
   
      a) carrying out studies or making reports respecting the business areas;
      b) the improvement, beautification or maintenance of streets, sidewalks or municipally owned land, buildings or structures in the Business Improvement Area;
      c) the conservation of heritage property in the Business Improvement Area; and
      d) the encouragement of business in the Business Improvement Area.
5. **BUDGET AND ACCOUNTING**

   As a condition of the City of Williams Lake paying funds to the Association, the Association must, on or before the first day of March in each year till 2008 inclusive, submit to Council a budget for the purposes of the Business Promotion Scheme set out in Schedule “B” of this Bylaw.

6. **RECOVERY AND TAX RATE**

   There shall be levied and imposed within the business improvement area a tax rate on land and improvements that fall or would fall within Class 5 or 6 of the Assessments – Classes and Percentages Levels Regulation, B.C. Reg. 438/81, as that regulation stood on January 8, 1988, of not more than $0.85 per $1000 of assessed value, provided that the maximum amount that may be granted to the Association in any calendar year pursuant to this Bylaw shall not exceed $60,000.

   All money paid to the Association, pursuant to this Bylaw, shall be recovered from the owners of land and improvements within the “Williams Lake Business Improvement Area”.

7. **FINANCIAL STATEMENTS**

   The Association shall prepare, and submit to the Council; by March 1 in each year during the period that this Bylaw is in effect the Association’s audited financial statements to the previous financial year end of the Association. The audited financial statements shall include: the auditor’s report; the notes thereto and supporting schedules, consisting of statements of income and retained earnings and cash flow; a balance sheet; and other related statements and information that may be required in accordance with generally accepted auditing standards applied on a basis consistent with that of the previous year.

8. **INSURANCE**

   The Association shall provide to the City of Williams Lake copies of insurance policies insuring the Applicant in accordance with the specifications set out in Schedule “C” attached hereto and forming part of this Bylaw, which insurance shall be maintained by the Applicant.
9. **TERM**

   This Bylaw shall cease to have effect at midnight on December 31, 2008.

   RECONSIDERED AND ADOPTED THIS 13th DAY OF April, 2004.

   ________________________________
   MAYOR

   ________________________________
   DIRECTOR OF CORPORATE SERVICES
Williams Lake Business Improvement Area Bylaw No. 1941, 2004

SCHEDULE “B”

Business Promotion Scheme

1. Marketing
2. Research and Education
3. Staff
4. Physical Improvements to the Business Area
5. Administration

I, SUE MOXEY, DIRECTOR OF CORPORATE SERVICES FOR THE CITY OF WILLIAMS LAKE, DO HEREBY CERTIFY THIS TO BE SCHEDULE "B" TO BYLAW NO. 1941.

DIRECTOR OF CORPORATE SERVICES
Williams Lake Business Improvement Area Bylaw No.1941, 2004

SCHEDULE “C”

Insurance Specifications

1. The Williams Lake Business Association shall provide and maintain Comprehensive General Liability insurance acceptable to the City of Williams Lake and subject to limits of not less than Two Million Dollars ($2,000,000.00) inclusive per occurrence for bodily injury, death and damage to property including loss of use thereof. The insurance shall cover anyone employed directly or indirectly by the Applicant as well as any contractor or subcontractors hired by the Williams Lake Business Association.

2. The City of Williams Lake shall be added as an additional named insured under the Comprehensive General Liability and the Policy shall contain a Cross Liability Clause.

3. The Williams Lake Business Association shall provide the City of Williams Lake with a copy of its Comprehensive General Liability insurance policy prior to the City providing funding under Section 3 of this Bylaw.

4. The Williams Lake Business Association’s Comprehensive General Liability insurance policy shall contain an endorsement to provide the City with 30 days written notice of change or cancellation.

I, SUE MOXEY, DIRECTOR OF CORPORATE SERVICES FOR THE CITY OF WILLIAMS LAKE, DO HEREBY CERTIFY THIS TO BE SCHEDULE “C” TO BYLAW NO. 1941.

DIRECTOR OF CORPORATE SERVICES
SCHEDULE "A"
Williams Lake Business Improvement Area
BYLAW NO. 1941
A special report from the
Williams Lake Central Business Improvement Association

The Next 5 Years

RENEWAL 2008

• Who are we and how are we funded?
• What is renewal all about?
• What have we done since the beginning?
• What are our strategic goals for 2008-2012?
• What does the BIA do for you?
• What do the numbers mean?
• What can you do to support us?
Williams Lake  
Central Business Improvement Association - BIA

Incorporated as a non-profit society in 1974, the Downtown Improvement Association began as a cup-in-hand merchants group to improve the core. In 1988 the Business Improvement Area legislation was adopted into the BC Municipal Act. This act pools resources from the property owners within a designated area into marketing, promotion and beautification projects specifically designed for the downtown.

As members of the BIA, property owners (BIA by-law indicates the property owners are the members, however our Article of Incorporation include “persons conducting business” in the area) have the right to vote. As there are no membership fees, most operating funds are collected through the levy.

How Are We Funded?

The BIA legislation provides for a special charge (levy) to be placed on each business within the designated area. The BIA relies on the levy collected from its members to fund its activities. The levy is based on the total assessed value of class 5 and 6 properties. Residential and any residential portion of commercial buildings are not subjects to BIA levies. If a building is included in the BIA area and its use changes from residential to commercial, the BIA levy would then apply. The levy is collected for the BIA by the City of Williams Lake. The current levy is .85000 rate/1000 totaling a average budget of 55,000 to 56,000. Due to the payment cycle over the last four years the BIA has been operating on a budget closer to 65,000 in which the previous budgets have affected subsequent years of operating expenditures. In addition to programs funded by the levy, the BIA has a variety of activities which are self-funded and will not appear in the enclosed budget.

- The BIA formally informs the City to comment on the renewal process.
- BIA members are given communication packages explaining aspects of the Renewal process and encouraged to provide the Association with their input.
- BIA will hold a Renewal Open House to further inform and seek support from its membership.
- BIA will submit its Renewal Proposal to City.
- The City will circulate finalized Renewal Information to the Designated Levy Area property owners.
- Council will then approve or deny the Renewal Proposal.

For more information: drop by the office at: #1 -150B Oliver St, Williams Lake
BENEFITS TO BIA MEMBERS SINCE October 2004

• Over 70,000 Additional Business visits made possible by the BIA though events
• Over 11,000 Katimavik volunteer hours put into the BIA and its vision
• Volunteer time into the BIA equaled hundreds of thousands of hours by business owners, service clubs and partners in the community.
• Beautification partnerships added $10,000 in additional improvements to the downtown
• Sponsorship and donations collected contributed to over $15,000
• In kind donations equaled thousands

Successes throughout the Years....

Since the BIA started in 2004, the BIA has advocated for merchants on economic development, environmental and political concerns, and social and safety issues. It has continued with its beautification efforts, revitalization, coordinated great promotional events, marketed the economic potential to many and supported its members in any way it could to make the downtown the place to be.

BIA Successes 2004-2008

Marketing and Promotions
• Stampede Weekend- Street Party
• Car Show-n-Shine
• Artwalk
• Christmas Decorating- Light Up and decorating Plan continues to light up and beautify downtown
• Ambassador Program
• BIA website and BIA Logo
• BIA Business Directory
• May mega Weekend
• Eat Out- Tune In project
• BIA User Survey Conducted
• Festival of Trees at Christmas time
• Crime and Safety Survey

Beautification and Revitalization
• Street Revitalization- BIA maintenance of Island Planters
• Christmas Planters and Decorations
• Downtown Floral Planters and Display Garden initiated and maintained with partnership
• Street Cleaning- BIA coordinates projects for healthier environment through Ambassador Program
• Spring Clean Up
• Façade Improvement Grant Project approved.

For more information: drop by the office at: #1 -150B Oliver St, Williams Lake
Partnerships
- Revitalization Committee established- Revitalization Plan with City
- BIA Representation on Chamber of Commerce Board of Directors
- Contribution to Stampede Weekend event
- BIA Representation on Communities in Bloom
- BIA involvement in Economic Development Corporation
- Representation on 2010 Legacy Committee
- BIA Development of it’s Strategic Plan- focusing on Communications, Marketing/Promotion, Revitalization and Crime and Safety
- BIA partnership with Community Policing
- Working with Hough Memorial Cancer Fund Society in fundraising

Crime and Safety
- BIA partnered with the RCMP to combat graffiti
- Partnered to conduct a fact based study for a wireless camera system
- Downtown Solutions Committee formed to address issues of Vandalism
- Partnered in the Safe Haven Project
- Implemented an Ambassador Program with emphasizes on Crime Reduction
- Contributed to the Partners in Prevention project
- Explored the feasibilities of a “Business Watch” program

Recruitment and Retention
- Completed a Business Mix Strategy
- Developed a Marketing Strategy to attract new businesses
- Surveyed the businesses to compile a list of specific target businesses to recruit
- Representation on the Winter Lights Committee

A Successful 4 years but still so much to do…

FOCUS…THEN…

FOCUS…NOW…

A strategic Plan was developed in 2007 which identified the future goals of the BIA. Through membership input, the plan was designed to provide direction in marketing, beautification and economic development to ensure a strong, vibrant and safe downtown core. Through these efforts we will position Downtown Williams Lake as the place to shop, obtain services, work, live, and be entertained. This is the entire vision of the current board for 2007/2008 as follows:

For more information: drop by the office at: #1 -150B Oliver St, Williams Lake
The mission of the Williams Lake Business Improvement Area (WLCBIA) is to maintain and enhance the commercial area in Williams Lake as a place to live, work, shop, and visit by developing and initiating innovative programs and promoting the unique assets of the community.

The vision of the Williams Lake Business Improvement Area is:

**The downtown will be a place people want to go and be:**
- With more foot traffic
- There will be more sidewalk activity with music, carvings, and artisans
- You can eat outside at a restaurant or cafe
- It will be safe
- It will be a very busy place
- There will be a revitalized Court House square and parking
- People will live in the downtown – perhaps in loft style living

**There will be a definite “look” to the area:**
- A new western theme throughout but emphasized on Oliver St. from 3rd to Mackenzie
- There will be more flowers
- In general there will be more beauty
- Sidewalk creativity will abound
- Murals will continue to spring up on blank walls
- The side streets will be tied in with banners and flowers
- One intersection will have a focal point

**Business in the downtown will have vitality:**
- More unique boutiques
- Eclectic varieties
- Our buildings will be full
- There will be more Clothing, Kitchen, Bath, Children’s activity (Ruckers) stores.
- Children will have places to go in the Downtown

**Through our communication the community will know:**
- Our businesses are successful
- That we have high end businesses and who they are

**We will encourage a safe community:**
- Through enhanced security
- Through promoting proactive programs
- Through lobbying for enhanced drug treatment facilities

For more information: drop by the office at: #1 -150B Oliver St, Williams Lake
Increasing Safety and Decreasing Crime

- Implement and maintain a security camera system in the downtown
- Develop a monitoring system for cameras with a security response team
- Continue Ambassador Program that emphasizes clean and safe aspects, with security and parking lot patrols
- Develop a Business Watch Program
- Contribute to the Partners in Prevention project
- Continue partnership with the Safe Haven project
- Collect and analyze statistical information for businesses to help with crime prevention
- Liaise with Community Policing, Social Planning and other crime prevention committees

Revitalization and Beautification

- To develop façade Improvement Grant Programs in partnership with the City of Williams Lake
- In conjunction with the RCMP-Research, Develop and Initiate a plan to improve identified downtown areas requiring additional physical changes for security and improvements
- Continue with Floral Beautification Projects
- Lobby the City to increase and improve downtown lighting and parking
- Liaise with Ministry of Highways Re: Highway improvements and changes which affect the downtown core
- Lobby the City to continue revitalization of downtown streets and buildings
- Address safety improvements that are needed ie: lighting on streets and in alleys
- Develop a signage program, bill boards and maps to downtown

Recruitment and Retention

- Aggressively recruit new business to the downtown
- Continue and keep updated a database of lease able space downtown
- Implement a business mentorship program
- Strengthen and partner for a ongoing Customer Service Program
- Liaise and partner with the Chamber, CFDC, BDC and other committed community builders to enhance the opportunities downtown

Marketing and Promotions

- Co-ordination of Very Important Visitor Program, Christmas Lighting Program, Downtown Spirit of Christmas
- Continue and enhance partnerships with Stampede Weekend Events (Street Party)
- Promote and maintain BIA website
- Develop and implement local, regional/provincial marketing strategy and partnership
- Research and develop tourism/ leisure marketing potential opportunities
- Continue information directory

For more information: drop by the office at: #1 -150B Oliver St, Williams Lake
• Participate in Community Host Programs
• Continue with Artwalk Downtown
• Continue to host May Mega Weekend

Communication and Co-Operation
• Establish and maintain clean links to local organizations, Government, Institutions, and Municipalities
• Evaluate and redevelop BIA communication tools: Newsletter, Public Advertising, Batch Faxing, Email Circulation, Newspaper column/issue Press Releases, Website
• Review and develop BIA promotional event advertising and communication strategies
• Maintain membership directory and review membership communication process
• Host general membership meetings
• Increase member involvement in committees
• Implement a regular show on Shaw TV

What Does This Do For You?
The BIA is committed to providing its members with progressive solutions, innovative events, professional service and tireless commitment to continue establishing Downtown Williams Lake as a vital commerce, entertainment and living place.
Members will continually have a voice in how their Downtown develops, grows, and adapts to social, economic, and environmental changes.

Let us help you to ensure the Downtown Core is the place to be.

The purposed 5 year Forecasted Budget is a DRAFT and we encourage your input within 30 days. We will submit a final budget to the City of Williams Lake.

Williams Lake Central Business Improvement Area- 5 Year Budget 2008-2012

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For more information: drop by the office at: #1 -150B Oliver St, Williams Lake
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For more information: drop by the office at: #1 -150B Oliver St, Williams Lake
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Street Party 2007
Canada Day 2007

Ladies **Only** Poker Run 2007
Beautification of Downtown

For more information: drop by the office at: #1 -150B Oliver St, Williams Lake
Write-Phone-Fax-Email-Drop by in Person…To discuss, express your views and support the BIA proposal for renewal.
Recommendations:

Constitution:
1) Add the Crime and Safety Committee and initiative to the constitution (the City will have to amend their bylaw to do this).

Bylaws:
1) Add a definition of Authorized Representative to part 1 Interpretation
2) Part 2 #3 Last ½ of sentence to be rewritten or eliminated
3) Part 2 #9 RE: annual fee definition of member in good standing to be changed to read ‘levy’ not ‘annual membership fee’.
4) Part 4 #16 (3) change to read total member take out the “present”. Make sure everyone understands the purpose of this point which is that 5% of the voting members, in person or proxy, represent a quorum at any general meeting.
5) Part 4 #22 (1) end the sentence at “one vote”
6) Part 4 #23 (1) Move Authorized Representative to the definitions area
7) Part 4 #23B(1) Look into sending minutes from every meeting to the City and determine who at the City they should go to. Clarify if they would like/need AGM minutes, every board meeting minutes and every committee meeting minutes.
8) Part 5 #24 (1) re-write entire section into plain English
9) Part 5 #28 (f,g) Look at taking out 6 property owners and 6 business owners and change to any total of 12.
10) Part 5 #30 A (2) rewrite: An officer holds office during the will of the directors or until the officer resigns from office.

Recommendations:
Add under Secretary Job description to read that in the event that BIA Staff is available that the duties of the Secretary will be carried out and conducted by the staff member as defined in the constitution.

Bylaws:
11) Part 6 #36 Take out the words telegram, telex, or cable and add the words e-mail, phone and fax.
12) Part 6 #39B Amend after talking to the city
13) Part 7 #42E Do we even need this
14) Part 7 #42 add “G” To read all above to be the responsibility of the staff if available.
15) Part 7 #43 Add ”C” To read all above to be the responsibility of staff if available.
16) Part 8 #46 & 47 remove the word “Seal”
17) Part 8 #47A Change the Fiscal year to be from April 1 to March 31
18) Part 10 #53 Take out the “ At each and change to read, “At the AGM prior to the year of renewal” leave the rest.
CONSTITUTION
WILLIAMS LAKE CENTRAL BUSINESS IMPROVEMENT AREA ASSOCIATION

1. The name of the Society is the Williams Lake Central Business Improvement Area Association.

2. The purposes of the society are to
   a) develop, encourage, and promote business in the Williams Lake Central Business Improvement Area;
   b) make studies of, and advance any project, plan, or improvement designed to benefit the Williams Lake Central Business Improvement Area;
   c) cooperate with and aid any person, body, group or association in projects designed to benefit the Williams Lake Improvement Area;
   d) liaise with other interest groups to work together on projects and promotions to fulfill the purposes of the society;
   e) encourage, support, and facilitate entertainment, sports, and cultural activities within the Williams Lake Central Business Improvement Area for the purpose of furthering the economic, commercial and social welfare of the Williams Lake Central Business Improvement Area;
   f) to promote and carry out in affiliation with other business improvement area associations, the purpose of the society in matters of common concern and interest;
   g) promote matters of common concern and interest to business and property owners in the Williams Lake Central Business Improvement Area and to bring together the businesses and property holders in the Williams Lake Central Business Improvement Area to fulfill the purposes of the society, and ;
   h) raise revenues in ways required to carry out the purposes of the society;
   i) contribute to the promotion of the area by initiating or being part of programs which increase the overall safety and decrease the level of crime of the specified area.

3. The society must be carried on without the purposes of profit for the society or of gain for its members or directors. Any profit or other accretion to the society must be used to further the society’s purposes. No member of the society or director may be paid any remuneration for services rendered to the society, but a member of the society or director may be paid reasonable expenses and a director may be paid a per diem allowance for each day of service in acting as a director.

4. On the winding-up or dissolution of the society, the assets remaining after the payment of
   (a) all costs, charges and expenses incurred in the winding up or dissolution, including the remuneration of a liquidator,
   (b) any arrears of salaries or wages to any employees of the society, and
   (c) any other debts of the society
must be conveyed, transferred, or paid to an organization having purposes or objectives similar to those of the society. If no such organization exists, the assets remaining must be conveyed, transferred or paid ratably among the owners of real property in the Williams Lake Central Business Improvement Area as of the 31st day of January immediately following the completion of the winding-up or dissolution of the society. The ratable apportionment must be based on the assessed value for each owner on 31st day December immediately before the January 31 distribution date, as recorded on the tax rolls of the City of Williams Lake, and as compared to the total assessed value for all owners in the Williams Lake Central Business Improvement Area.

5. Paragraphs 3, 4 and 5 of this Constitution are unalterable in accordance with the Society Act.
DRAFT

WILLIAMS LAKE CENTRAL BUSINESS IMPROVEMENT AREA ASSOCIATION
Bylaws

Here set out, 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:

“body” included a government and government agency;

“Bylaw No. 1941” means Bylaw No. 1041 of the City of Williams Lake, being a bylaw to establish
a business improvement are, from time to time in force and all amendments to it;

“Class 5 real property” means real property falling within Class 5 of the Assessments – Classes
and Percentage Levels Regulation, B.C. Reg. 438/81, as that regulation stood on January 8, 1988;

“Class 6 real property” means real property falling within Class 6 of the Assessments – Classes
and Percentage Levels Regulation, B.C. Reg. 438/81, as that regulation stood on January 8, 1988;

“directors” means the director of the society for the time being;

“group” includes a partnership;

“owner” means a person, body or group

(a) owning in fee simple, or under a registered agreement for sale, Class 5 real
property or Class 6 real property in the Williams Lake Central Business
Improvement Area, or

(b) letting, but not subletting, Class 5 real property or Class 6 real property in the
Williams Lake Central Business Improvement Area;

“authorized representative” means a person authorized in writing by a member;

“registered address” of a member means the member’s address for delivery or mailing address as
recorded in the register of members;

“registered e-mail address” of a member means the member’s electronic mail address, if any, as
recorded in the register of members;

“registered fax number” of a member means the member’s facsimile number, if any, as recorded
in the register of members;

“Society Act” means the Society Act of British Columbia from time to time in force and all
amendments to it;

“tenant” means a person or group leasing or subleasing Class 5 real property or Class 6 real
property within the Williams Lake Central business Improvement Area, holding a valid business
license under the applicable licensing bylaw of the City of Williams Lake to carry on the licensed
business from the property and actually carrying on the licensed business from that property;
“Williams Lake Central Business Improvement Area” means the area outlined in Schedule “A” to Bylaw No. 1941;
(2) The definition in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The members of the society are the applicants for incorporation of the society, each of them being an owner or tenant, and those persons who subsequently become members, in accordance with these bylaws.

4. (1) All
   
   (a) owners,
   
   (b) tenants, and
   
   (c) other persons, not being tenants, holding a valid business license issued under the applicable business bylaw of the City of Williams Lake to carry on business from within the Williams Lake Central Business Improvement Area and actually carrying on the licensed business from within the Williams Lake Central Business Improvement Area

   Are members for the time being.
   
   (2) If a Class 5 real property or Class 6 real property has more than one owner for the time being, only one person who is
   
   (a) an owner, or
   
   (b) a member of a body or group being an owner

   Of that property may be a member with respect to it, despite bylaw 4 (1), and then only if that individual certifies in writing that all of the other owners consent.

5. (1) Every member must uphold the constitution and comply with these bylaws.

   (2) No member may
   
   (a) represent or speak on behalf of the society, or
   
   (b) order any goods or services in the name of the society

   without the prior approval of the president or directors.

6. The amount of the annual membership dues for a member is the amount of tax imposed on the member under Bylaw No. 1941.

7. A person, body or group ceases to be a member of the society
(a) on ceasing to be an owner, tenant or other person holding a valid business license issued under the applicable business licensing bylaw of the City of Williams Lake to carry on business from within the Williams Lake Central Business Improvement Area, or

(b) on that person’s death or, in the case of a corporation, on dissolution.

8. [Deleted]

9. All members are in good standing except a member who has failed to pay his or her current annual membership levy, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting.

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

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

15. Special business is

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business conducted at an annual general meeting, except the following:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the auditor, if any;

(v) the election of directors;
16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 5% of the voting members in person or by proxy, or a greater number that the members may determine at a general meeting.

17. If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the meeting, the members present constitute a quorum.

18. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19. If at a general meeting

   (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

   (b) the president and all the other directors present are unwilling to act as the chair,

   The members present must choose one of their number to be the chair.

20. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must be given as in the case of the original meeting.

   (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21. (1) A resolution proposed at a meeting must be seconded, and the chair of the meeting may not move or propose a resolution.

   (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22. (1) A member in good standing is entitled to one vote.
Voting is by show of hands unless a simple majority of the members present at a meeting and entitled to vote demands a poll by secret ballot.

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the dispute, and that determination made in good faith is final and conclusive.

Every member entitled to vote may vote either in person or by proxy.

Every member entitled to vote at a meeting of members may, by proxy, appoint a proxy holder, who must be a member in good standing, to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

A member may appoint one or more alternate proxy holders, who must be members in good standing, to act in the place of an absent proxy holder.

A proxy for a meeting of members must be received by the secretary not less than 48 hours, excluding any Saturday or holiday (as defined in the Interpretation Act), before the time appointed for a meeting or adjourned meeting.

A vote given in accordance with the terms of a proxy is valid despite the death or incapacity of the member giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received

(a) by the secretary of the society at any time up to 48 hours, excluding any Saturday or holiday (as defined in the Interpretation Act), before the time appointed for the meeting or adjourned meeting at which the proxy is to be used, or

(b) by the chair of the meeting, before the vote is taken.

A proxy may be sent to the secretary by written instrument, fax or any other method of transmitting legibly recorded messages and must be either in the following or in any other form approved by the directors;

[The undersigned, being a member in good standing of the Society, hereby appoints [name] or, failing that person, [name], each being members in good standing of the Society, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of members of the Society to be held on [month, day, year] and at any adjournment of that meeting.

Signed [month, day, year].

[Signature of member]

[Name of member – printed]
A proxy may be revoked by an instrument in writing that is

(a) signed by the member giving the proxy or that member’s legal personal representative or trustee in bankruptcy, and

(b) either

(i) received by the secretary of the society, at any time up to 48 hours, excluding any Saturday or holiday (as defined in the Interpretation Act), before the time appointed for the meeting or adjourned meeting at which the proxy is to be used, or

(ii) provided, at the meeting, to the chair of the meeting.

A proxy holder may not give more than 5 proxy votes.

23. (1) In this bylaw, “authorized representative” means a person authorized in writing by a member.

(2) A member being a corporation, body or group may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

23A. In any case for which this Part does not provide, Robert’s Rules of Order apply to the extent that they are not inconsistent with the Society Act or these bylaws.

23B. (1) The secretary must provide a copy of the minutes of every Annual General Meeting of the members to the officer responsible for financial administration and economic development officer, if any, of the City of Williams Lake within 30 days of the meeting.

(2) The secretary must provide a copy of every members’ resolution passed at a meeting of members to the officer responsible for financial administration and economic development officer, if any, of the City of Williams Lake within 30 days of the date of the resolution.

24. (1) The directors may exercise all the powers and actions that the society may exercise and do, that are not under these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject nevertheless to

(a) all laws affecting the society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25. (1) The president, vice president, secretary, treasurer and 8 or more other persons are the directors of the society.
(2) The number of directors must be

(a) 12, comprising 6 members who are owners and 6 members who are not owners, or

(b) a greater number determined from time to time at a general meeting.

26. (1) The directors who are owners must retire from office at each second annual general meeting when their successors are elected, and the first directors of the society who are owners must retire from office at the second annual general meeting when their successors are elected.

(1A) The first directors of the society who are not owners must retire from office at each annual general meeting when their successors are elected, and the first directors of the society who are not owners must retire from office at the first annual general meeting when their successors are elected.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation, otherwise it must be by ballot.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed hold office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

28. (1) A director ceases to hold office

(a) on death or permanent incapacitation,

(b) by delivering that person’s resignation in writing, setting out the effective date of the resignation, to the secretary of the society or by mailing or delivering it to the address of the society,

(c) on holding any salaried position in the society,

(d) if that director, as an individual, partner or shareholder, fails to fully and promptly disclose to each of the other directors the nature and extent of a direct or indirect interest in a proposed contract or transaction with the society or fail to abstain from voting on the approval of the proposed contract or transaction,

(e) if that director is removed from office by ¾ vote of the directors present at a meeting of directors after that director is absent from 3 consecutive meetings of directors without a reason acceptable to the directors in their absolute discretion, or

(f) if that director was an owner when elected or appointed and ceases to be an owner.
if that director was not an owner when elected or appointed and becomes an owner, or

if that director ceases to be a member of the society.

(2) If a director who is an owner ceases to hold office, the remaining directors must appoint a member who is an owner to take the place of the former director.

(2A) If a director who is not an owner from office or otherwise ceases to hold office, the remaining directors must appoint a member who is not an owner to take the place of the former director.

(3) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of director in office.

29. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

30A. (1) The directors must elect from amongst themselves person to hold the offices of president, vice president secretary, and treasurer.

(2) An officer holds office during the will of the directors or until the officer resigns from office.

Part 6 – Proceedings of Directors

31. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is 6 directors comprising at least 3 owners and 3 tenants.

(3) The president is the chair of the meetings of the directors, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) The president or secretary may at any time, and the secretary, on the request of any 2 directors, must convene a meeting of the directors.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed

(a) may be named by the directors,

(b) may or may not include members who are not directors as the directors think fit, and
(c) in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. (1) The secretary must give notice of at least 24 hours of a meeting of directors unless
   (a) every director waives the requirement to give notice, or
   (b) the meeting of directors takes place on a holiday (as defined in the Interpretation Act) and, in that case, the secretary must give notice of at least one clear day that is not a Saturday or holiday (as defined in the Interpretation Act).

   (2) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, despite bylaw 35 (1), if a quorum of the directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, e-mail, phone, or fax, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
   (a) a notice of meeting of directors is not required to be sent to that director, and
   (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

37. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
   (2) In the case of a tie vote, the chair does not have a second or casting vote.

38. A resolution proposed at a meeting of directors or of a committee must be seconded, and the chair of a meeting may not move or propose a resolution.

39. A 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 directors.

39A. In any case for which this Part does not provide, Robert’s Rules of Order apply to the extent that they are not inconsistent with the Society Act or these bylaws.
39B. (1) The secretary must provide a copy of the minutes of the Annual General Meeting to the officer responsible for financial administration and economic development officer, if any, of the City of Williams Lake within 30 day of the meeting.

(2) The secretary must provide a copy of

(a) every directors’ resolution passed at a meeting of directors, and 
(b) every resolution in writing, signed by all the directors and placed with the minutes of the directors,

to the officer responsible for financial administration and economic development officer, if any, of the City of Williams Lake within 30 days of the date of the resolution.

Part 7 – Duties of Officers

40. (1) The president presides at all meeting of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

41. The vice president must carry out the duties of the president during the president’s absence.

42. The secretary must do the following unless there is a society staff person to carry out the following:

(a) conduct the correspondence of the society;
(b) issue notice of the meetings of the society and directors;
(c) keep minutes of all meetings of the society and directors;
(d) have custody of all records and documents of the society except those required to be kept by the treasurer;
(e) maintain the register of members;
(f) all above to be the responsibility of the society staff if available.

43. The treasurer must

(a) keep the financial records, including books of account, necessary to comply with the Society Act, and
(b) render financial statements to the directors, members and others when required;
(c) all above to be the responsibility of the society staff if available.

44. (1) The offices of secretary and treasurer may be held by one person who is to be know as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 12 or the greater number that may have been determined under bylaw 25 (2) (b).
45. In the absence of the secretary from a meeting, the directors must appoint another person to act as the secretary at the meeting.

45A. The officers must perform any other duties that the members may determine at a general meeting.

Part 8 – Seal

46. [Deleted]

47. [Deleted]

47A. The fiscal year of the society is to be from April 1 to March 31.

47B. Funds that the City of Williams Lake grants to the society

   (a) must be spent in accordance with Bylaw No. 1941 and the annual budget and business plan of the society as determined by the members of the society from time to time, and

   (b) may, if the society does not require them for immediate use, be invested as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

47C. The society must, for the deposit of funds that the City of Williams Lake grants to the society under Bylaw No. 1941, maintain at least one account with a chartered bank, credit union or trust company that is separate from any other account that the society maintains and have scheduled to its financial statements any revenue expenditures that result from maintaining a separate account for that purpose.

47D. The society must allow the City of Williams Lake officer responsible for financial administration, or the nominee of that officer, to inspect during regular business hours and on reasonable notice to the society, all accounting record that the directors consider advisable for the purpose of enabling the City of Williams Lake to verify and obtain further particulars of the budgets and financial statements of the society.

Part 9 – Borrowing

48. 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 that power, by the issue of debentures.

49. A debenture must not be issued without the authorization of a special resolution.

49A. (1) A debenture or other security must be signed manually by at least one director or officer or by or on behalf of 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.

   (2) Any additional signatures may be printed or otherwise mechanically reproduced and, in that event, the debenture or other security is as valid as if signed manually even if a person whose signature or otherwise mechanically reproduced has, on the date of issue, ceased to hold the office that the person is, on the debenture or other security, stated to hold.
50. (1) The society may not borrow for a term longer than the term of any funding agreement in effect between the society and the City of Williams Lake for the time being under Bylaw No. 1941.

(2) The members may, by special resolution, further restrict the borrowing powers of the directors, but a further restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

51. [Deleted]

52. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

53. At the annual general meeting prior to the year of renewal the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor must be promptly informed in writing of the auditor’s appointment or removal.

56. A director or employee of the society must not be its auditor.

57. The auditor may attend general meetings.

Part 10A – Insurance

57A. As long as the City of Williams Lake grants money to the society, the society must purchase and maintain insurance as the City of Williams Lake may reasonably require from time to time.

Part 11 0 Notices to Members

58. A notice may be given to a member either personally, by mail to the member at the member’s registered address, by facsimile to the member at the member’s registered fax number, by electronic mail to the member at the member’s registered email address or by publication in a newspaper (as defined in the Interpretation Act) circulating in the Williams Lake Central Business Improvement Area.

59. A notice by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60. (1) Notice of a general meeting must be given to the following not less than 14 days before the date appointed for the meeting:

   (a) every member shown on the register of members on the day notice is given;

   (b) the auditor;

   (c) the officer responsible for financial administration and economic development officer, if any, of the City of Williams Lake.

(2) No other person or group is entitled to receive a notice of a general meeting.
(3) A declaration of notification in the form prescribed by the directors from time to time must be sent to the officer responsible for financial administration and economic development officer, if any, of the City of Williams Lake not less than 7 days before the date appointed for a general meeting.

60A. Notice of the annual general meeting of the society or another meeting of the society at which the society proposes to elect directors must

(a) be published in 2 consecutive editions of a newspaper (as defined in the Interpretation Act) circulation in the Williams Lake Central Business Improvement Area and, at least 14 days before the scheduled date of the meeting, posted at the offices of the society, and

(b) notify the members that they may nominate candidates for election as directors in accordance with

   (i) these bylaws, or

   (ii) rules, not being inconsistent with these bylaws, made from time to time and by the society in a general meeting

And provide the address of the society for the purpose of receiving nominations.

Part 12 – Bylaws

61. On being admitted to membership, each member is entitled to, and the society must give the member without charge a copy of the constitution and bylaws by special resolution.

Dated the _____day of ______________, 200___
The mission of the Williams Lake Business Improvement Area (WLCBIA) is to maintain and enhance the commercial area in Williams Lake as a place to live, work, shop, and visit by developing and initiating innovative programs and promoting the unique assets of the community.

Dec. 4, 2007

City of Williams Lake
450 Mart St.
Williams Lake, BC
V2G 1N3

To Mayor Nelson and Council:

Re: Letter of Request for Financial Reviews

The Williams Lake Business Improvement Area would like to request that the City waive the required audited statements for the year ending December 31, 2007 and in addition ask that the Society be allowed to provide internal financial statements from an accredited accountant at the City’s convenience instead.

If you have any questions our phone number is 398-5717 to speak to the Manager or call Jill Zimonick the BIA Treasurer at 305-2201.

Thank you for your consideration.

Sincerely,
Debbie DeMare
President

Signed by
Christa Cook
Manager of Williams Lake Central Business Improvement Area.
wlcbi@telus.net