

BY- LAWS OF THE INGLEWOOD (9 Avenue S.E.)
BUSINESS REVITALIZATION ZONE

(amended October 4th, 1994 and Oct. 7th, 2003)(Boundaries updated in By-laws Feb. 2003)

1. INTERPRETATION

In these By-Laws, the following words shall have the meanings ascribed to them below:

"**Annual Meeting**" means the annual Rate-payers' Meeting required by these By-Laws be held annually;

"**Board**" means the board of directors of the BRZ;

"**BRZ**" means the Inglewood Business Revitalization Zone established by the By-Law of the City of Calgary;

"**Business Revitalization Zone**" means the area comprising the business revitalization zone as established by the City By-Law;

"**By-Laws**" means these by-laws;

"**Chairman**" means the Chairman of the Board;

"**City By-Law**" means the by-law of the City of Calgary, as amended from time to time, which established the BRZ;

"**Committee**" means any committee established by the Board pursuant to these By-Laws and includes the Executive Committee;

"**Council**" means the Council of the City of Calgary;

"**Directors**" means the directors of the BRZ;

"**Executive Committee**" means the executive committee established pursuant to these By-Laws;

"**Municipal Government Act**" means R.S.A. 1980, Chapter M-26 as amended from time to time;

"**Rate-payers' Meeting**" means any meeting of the Rate-payers and includes the Annual Meeting and Special Meeting;

"**Ratepayer**" means each natural person or group of natural persons or partnership, association or corporation 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 Business Revitalization Zone;

"**Representative**" means a person representing a Rate-payer who is appointed by the Rate-payer in accordance with these By-Laws to represent the Rate-payer at the Rate-payers' Meeting;

"**Special Rate-payers Meeting**" shall be any meeting of the Rate-payers other than the Annual Rate-payers' Meeting.

"**Special Resolution**" means a resolution passed by a majority of not less than 2/3 of the votes cast by the Rate-payers who voted in respect of that resolution.

2. BOUNDARIES AND OFFICE

- a. The boundaries of the BRZ shall be known as: 9 Ave., from 8 St. S.E. to 19 St. S.W. and the Market area . It includes 10th Ave., from 11 St. S.E. to 12 St. S.E., and the Cross House and the Inglewood Drive-In on 8 Ave. S.E. and 12 St. S.E. (approved by the City in 2001).
- b. The office of the BRZ shall be at the City of Calgary in the Province of Alberta.

3. MEMBERSHIP

a. Ratepayers

- i. Whenever it is necessary or desirable for the Board to determine the name or address of Rate-payers for the purpose of the giving of any notice, determining entitlement to vote at any Rate-payers' Meeting or for any other purpose, the Board may rely upon the current business assessment roll of Rate-payers and the information set out in such roll shall be conclusive for all purposes set out in the By-Laws, unless otherwise determined by resolution of the Board.
- ii. A Rate-payer may designate a person who may represent such Rate-payer at all Rate-payers' Meetings of the BRZ. A memorandum or letter verifying the appointment of the Representative and stating the term of such appointment, if any, must be received by the Secretary before the Representative shall be entitled to act. Such appointment shall be signed by and on behalf of the Rate-payer making the appointment. Revocations of appointments shall be signed in the same way and may be made with or without cause or prior notice. One Representative, one vote. A representative shall be entitled to exercise all of the rights and powers of the Rate-payer he represents as if he were the Rate-payer.

b. Rights of Members

- i. Each Rate-payer or its Representative shall be entitled to one vote only in respect of each matter to be decided at all Rate-payers' Meetings of the BRZ.
- ii. No right or privilege of any Rate-payer shall in any way be transferable or transmissible other than by appointment of a Representative as herein before provided. Rights and privileges of a Rate-payer shall cease upon the Rate-payer ceasing to be such, 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 Rate-payer, by liquidation, winding-up, bankruptcy or otherwise.

c. Associate Members

- i. To include businesses and/or institutions that are not within the BRZ boundaries.
- ii. To be treated as Rate-payers.

4. MEETINGS OF RATEPAYERS

- a. The BRZ shall hold an Annual Rate-payers' Meeting every year at such time and place in the City of Calgary as may be determined by the Board, of which meeting

due notice shall be given to all Rate-payers in accordance with these By-Laws. The purpose of such meeting shall be to nominate directors for appointment by City Council, to appoint an auditor, to review the financial statements which shall be presented by the Board, and to transact such further business as may properly come before the meeting.

- b. Special Rate-payers' Meetings of the BRZ may be called at any time by the Secretary, upon the instruction of the Chairnian or any other three members of the Board signified by resolution. The purpose of any such Rate-payers' Meeting shall be specified in the notice given by the Secretary calling the meeting in accordance with these By-Laws.
- c. Special Rate-payers' Meetings shall be called by not less than twenty-one (21) days notice in writing mailed to each Rate-payer.

5. PROCEDURES AT RATEPAYERS MEETINGS GENERALLY

- a. For all purposes, the quorum for a Rate-payers' Meeting shall be five percent (5%) of the total number of Rate-payers in the BRZ. The quorum for an Annual General Meeting (AGM) must be ten per cent (10%) of the total number of Rate-payers in the BRZ. No business shall be transacted at a Rate-payers' Meeting or AGM unless the requisite quorum shall be present at the commencement of the Meeting. (amended Oct. 7th, 2003)
- b. If thirty (30) minutes after the appointed time for the holding of a Rate-payers' Meeting a quorum is not present, the Rate-payers' Meeting may, at any time thereafter, be dissolved by the Chairman.
- c. The Chairman shall preside at every Rate-payers' Meeting and, in his absence, the Vice-Chairman, and if neither of these are present, or if at any Rate-payers' Meeting they are not present within thirty (30) minutes after the appointed time for holding the Rate-payers' Meeting, the Rate-payers and Representatives present are entitled to vote there shall and choose one of the members of the Board present and willing to take the chair, who shall act as the chairman for the Rate-payers' Meeting.
- d. Meetings of Rate-payers shall, in all respects, be conducted in accordance with the current Procedure By-Law of the City provided that in the event there is a conflict between the Procedure By-Law and these By-Laws, the latter shall prevail.

6. ELECTION OF DIRECTORS

An election shall be carried out to nominate ten (10) persons (in addition to two members of the Council nominated by it to the Board) for appointment by Council to the Board. 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 to all Rate-payers during the month of September in each year at least thirty (30) days prior to the meeting;
- b. The Secretary shall, prior to the meeting and up to the close of nominations at a time determined by the Board receive from Rate-payers 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;

- c. Nominations shall be signed by five (5) Rate-payers or combination thereof; Persons nominated for appointment to the Board be Rate-payer.
- d. Persons nominated to the Board need not be Rate-payers or Representatives; but at least seven (7) elected Directors shall be Rate-payers, two elected Directors shall be persons nominated - one (1) from the Inglewood Community Association, and one (1) from Old Town Calgary Society.
- e. The Secretary shall advise the City Clerk of the City of Calgary of the names of the persons nominated by the Rate-payers for appointment by Council to the Board.

7. BOARD OF DIRECTORS

- a. The Board shall meet together in the City of Calgary to conduct business of the BRZ on at least four (4) occasions during each calendar year.
- b. 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 Chairman and/or Secretary to the meeting being held in their absence or subsequently ratify any business done at such meeting.
- c. If the Director absents himself from the meetings of the Board, a replacement shall be elected at the next General Meeting to hold office until the next Annual General Meeting.
- d. Quorum of a meeting of the Board must be fifty per cent (50%) of the Board members. (amended October 7th, 2003)

8. DUTIES OF OFFICERS

- a. **Chairman** - the Chairman shall preside at all Rate-payers' Meetings and meetings of the Board, shall be an ex-officio member of all Committees and shall have all other duties as may be delegated to him, from time to time, by the Board.
- b. **Vice-Chairman** - The Board, from time to time, may also appoint from among its number a Vice-Chairman to serve at the pleasure of the Board, in whom shall be vested all the powers and who shall perform all the duties of the Chairman in his absence. If the Chairman and the Vice-Chairman are absent at any meeting of the Board, the Board shall elect a Chairman for such meeting from their number.
- c. **Secretary** - The Board shall appoint a Secretary to serve at the pleasure of the Board. The Secretary shall attend all meetings of the Board and all Rate-payers' Meetings, and record the proceedings thereof and all matters transacted and dealt with thereat, and shall prepare and keep minutes of all such meetings and record all votes and the minutes of all proceedings in a book or books to be kept for that purpose.
The Secretary shall give, or cause to be given, notice of all Rate-payers' Meetings and of all meetings of the Board and shall perform such other duties as may be prescribed by the Board.
- d. **Treasurer** - The Board shall appoint a person, who may also be the Secretary, as the BRZ's Treasurer to serve at the Boards pleasure. The Treasurer shall cause the books of account of the BRZ to to be maintained in such form on such basis as the Municipal Government Act and the Directors require, shall work with the Board in preparation of all budgets and control the finances of the BRZ, all as directed, from time to time, by the Directors and shall perform all such other duties as may be described by the Board.

9. COMMITTEES

The Board shall, from time to time, establish such other Committees and prescribe their responsibilities as the Board deems necessary or advisable. The Board shall name the chairman and members of each Committee. Each Committee shall keep minutes and report to the Board at the next meeting.

10. DISCLOSURE

A Director who:

- a. is a party to a material contract or proposed material contract with the BRZ or who has a material interest in any action to be considered or taken by or affecting the BRZ;
- b. is a director, employee or officer of or has a material interest in any person or party who is a party to a material contract or proposed material contract with the BRZ or has a material contract interest in any action to be considered or taken by or affecting the BRZ;
- c. has a Conflict of Interest shall so advise the Board as soon as he is aware of the Conflict of Interest.
- d. who has a Conflict of Interest shall, following disclosure thereof to the Board, be entitled to participate in discussions but shall not vote with respect to those matters which are the subject of the Conflict of Interest.

11. BORROWING

The BRZ shall not be entitled to borrow money except as permitted by the Municipal Government Act.

12. SEAL

- a. The BRZ shall have a corporate seal of such design as may be approved by the Board.
- b. The Board shall provide for the safe custody by the Secretary of the corporate seal which shall not be affixed to any instrument except in the presence of the Chairman.

13. BOOKS

- a. The Secretary shall keep or cause to be kept a book or books wherein all matters required by the Municipal Government Act or law to be contained therein, shall be recorded, including:
 - i. a copy of the By-Law of Council creating the BRZ and any amendments thereto;
 - ii. the full names, addresses and other occupations, if any, of the Directors and Officers of the BRZ, the date on which **each ceased** to hold office as a Director;
 - iii. minutes of all proceedings and resolutions of all Rate-payers' Meeting; and
 - iv. minutes of all proceedings and resolutions of all meetings of the Board.
- b. Inspection of books and Records - All books and records of the Association may be inspected by any member in good standing upon written request, at a time and place mutually agreeable to the member and the officer of the Association having charge of same.

14. AUDIT

The books, accounts and records of the BRZ shall be audited at least once each year by a nonpartisan firm appointed by the Board. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting. The fiscal year of the BRZ in each year shall end on December 31st.

15. FINANCIAL MATTERS

At the Annual Meeting in every year, the Board shall lay before the BRZ a balance sheet and a statement of revenues and expenses and the auditor's report made up and submitted in accordance with the By-Laws, with balance sheet and condition of the BRZ, all signed by two (2) Directors. The accounts of the BRZ, when audited and approved by an Annual Meeting, shall be conclusive except as regards any error discovered therein within three (3) months after the approval thereof. Whenever such error is discovered within that period, the accounts shall forthwith be corrected and thenceforth shall be conclusive. The accounts and Report of the Board shall be submitted to Council as required by it or otherwise as convenient to it.

16. AMENDMENTS

The By-Laws may be rescinded, altered or added to (hereinafter referred to as "amended" or and "amendment") by resolution of the Board 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 By-Laws which notice shall set out the nature of the proposed amendment;
- b. The Directors shall submit any amendment to the By-Laws to the ordinary resolution, confirm or reject the amendment to the By-Laws;
- c. An amendment to the By-Laws shall be effective from the date of resolution of the Board approving the amendment until it is confirmed or rejected by the Rate-payers and continues to be effective if so confirmed and ceases to be effective if so rejected.

17. WINDING UP

The BRZ shall only be wound up by By-Law of Council repealing the City By-Law which created the BRZ.

18. INDEMNITY TO DIRECTORS AND OTHERS

- a. No Director of the BRZ shall be liable for the acts, receipts, neglects or defaults of any other Director, or for joining in any receipt or other act for conformity or for any loss or expenses incurred by the BRZ through insufficiency or deficiency of any security in or upon which any of the monies of the BRZ shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any money, securities or effects shall be deposited, or for any loss occasioned by bona fide error or judgment, or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen through his own dishonesty, wilful neglect, breach of good faith or serious disregard of duty or responsibility.
- b. Every Director, Manager, Secretary and other officer of the BRZ shall be indemnified by the BRZ against all losses and expenses which any such Director, Manager,

Secretary, officer or servant shall actually and reasonably incur or become liable to by reason of any contract entered into with the approval of the Board or act or thing done by him as such Director, Manager, Secretary, officer or servant, in discharge of his duties undertaken in satisfaction of his duty to its Board or with the approval of the Board unless the same happened through his own dishonesty, breach of good faith, wilful neglect or serious disregard of duty, responsibility or legal obligations.

19. COMING INTO FORCE

These By-Laws come into force on the date specified by resolution of the Board adopting the By-Laws.

The Directors shall submit the By-Laws to the Rate-payers at the next Annual Meeting and the Rate-payers, may, by ordinary resolution, confirm or reject the By-Laws. The By-Laws shall be effective from the date of resolution of the Board approving of the By-Laws until confirmed or rejected by the Rate-payers and shall continue to be effective if so confirmed and cease to be effective if so rejected.

20. RULES OF ORDER

In the event that a situation arises that is not covered by these By-Laws or the internal rules, Robert's Rules of Order will apply.

21. ORDER OF BUSINESS

The Order of Business at each Annual General Meeting shall be:

1. Call to order
2. Roll call
3. Reception of New Members
4. Reading of Minutes of previous Annual Meeting
5. Business arising from the Minutes
6. Nomination Committee Report
7. Treasurer's Report and Audit
8. Other Committee Reports
9. President's Report
10. Election of Officers and Directors
11. Appointment of Standing Committee Members
12. New Business
13. Adjournment