



# Old Strathcona Business Association

## Articles of Governance Guidelines

Revised ~~October 8~~ ~~May XX, 2025~~ ~~2026~~

Commented [AD1]: Will need to be updated to date of approval by membership

### Overview of Objectives

The Old Strathcona Business Improvement Area (BIA; operating as Old Strathcona Business Association [OSBA]) is a non-profit organization that represents the interests of businesses within the OSBA BIA boundaries. As per ~~city~~ City Bylaw ~~1045421220~~, the objectives of the association are to physically and economically revitalize the Old Strathcona area by:

- Marketing, promotions, and events;
- Improving communication and engagement within business and residential communities;
- Enhancing the appearance through streetscape improvements, walkability, wayfinding, and beautification;
- Creating operational guidelines and framework to address important issues ~~and carry out BIA business~~;
- Assisting area businesses in remaining vital;
- Attracting new businesses;
- Maintaining relationships with stakeholders that make the district unique; and
- Providing a unified voice for the business community when liaising with the City of Edmonton, ~~on planning, developments and mobility that affect the Old Strathcona area~~.

## 1. ARTICLE 1

### Definitions and Interpretation

#### 1.1. Definitions

In the Governing Document of the BIA, unless the context otherwise requires:

~~1.1.1.~~ 1.1.1. "Approved Budget" means a budget of the Board of a BIA that has been approved by Council.

~~1.1.1.1.1.2.~~ 1.1.1.1.1.2. "BIA" means the individual Business Improvement Area, incorporated under the City of Edmonton Bylaw ~~1045421220~~.

~~1.1.2.1.1.3.~~ 1.1.2.1.1.3. "Board" means all Directors of the BIA as ~~elected by Members and~~ appointed by Council from time to time.

~~1.1.3.1.1.4.~~ 1.1.3.1.1.4. "Bylaw" means the City of Edmonton Bylaw ~~10454-21220~~ incorporating the Old Strathcona BIA.

~~1.1.4.1.1.5.~~ 1.1.4.1.1.5. "City" means the municipal corporation of the City of Edmonton.

- [1.1.5-1.1.6.](#) “Chair” means the chair of the BIA as provided at article 8.2.
- [1.1.6-1.1.7.](#) “Council” means the municipal council of the City of Edmonton.
- [1.1.7-1.1.8.](#) “Director” means a person [elected by Members and](#) appointed by Council to serve in that capacity on the Board of Directors.
- [1.1.8-1.1.9.](#) “Executive Director” means the Executive Director of the BIA as provided at Article [911](#).
- [1.1.9-1.1.10.](#) “General Meeting” means a meeting open to all Members of the BIA. This includes the annual general meeting (AGM) in the fall and, if held, the special general meeting (SGM) in the spring.
- [1.1.10-1.1.11.](#) “Governing Document” means this specific Governing Document as approved by the Members.
- [1.1.11-1.1.12.](#) “Honourary Directors” means a non-voting board member appointed by the Board of Directors to act as a representative and advisor for festivals, support urban planning, or share reports and information with the board.
- [1.1.12-1.1.13.](#) “Member” means a business assessed for business taxes within the BIA area.
- [1.1.13-1.1.14.](#) “MGA” means the *Municipal Government Act*, S.A. 2000, c.M-26 and *Municipal Government Act Business Improvement Area Regulation*, Alberta Regulation 93/2016.
- [1.1.14-1.1.15.](#) “Officer” means an Officer of the BIA as determined in accordance with this Governing Document [at](#) article [8.1](#).
- [1.1.15-1.1.16.](#) “Past Chair” means the past chair of the BIA as provided at article 8.5.
- [1.1.16-1.1.17.](#) “Proxy” means when a Member provides written authorization for an individual to represent the Member at any general meeting.
- [1.1.17-1.1.18.](#) “Purpose or Objects of the Zone” means the purpose of the BIA as established in the Bylaw ([section 5 \(1\)](#)) and for convenient reference are set forth below:
- The purposes of the BIA are:
- [1.1.17-1.1.18.1](#) Improving, beautifying, and maintaining property in the BIA;
- [1.1.17-21.1.18.2](#) Developing, improving, and maintaining public parking; and
- [1.1.17-31.1.18.3](#) Promoting the BIA as a business or shopping district.
- [1.1.18-1.1.19.](#) “Regular Meeting” means any meeting of Members that is not a general meeting.
- [1.1.19-1.1.20.](#) “Treasurer” means the Treasurer of the BIA as provided at article 8.4.
- [1.1.20-1.1.21.](#) “Vice Chair” means the Vice Chair of the BIA as provided at article 8.3.

## **1.2. Interpretation**

In the Governing Document, the singular shall include the plural and the plural the singular, the masculine shall include the feminine, and the term "person" includes individuals, firms, partnerships, corporations, and societies.

## **2. ARTICLE 2**

### **Members of the BIA**

#### **2.1. Determination of Membership**

- 2.1.1. As declared in the MGA and established in the Bylaw, a member is defined to be a business assessed for business taxes within the Old Strathcona BIA.

## **3. ARTICLE 3**

### **Conflict of Interest**

- 3.1. If a Director or a Director's family member, as defined within the MGA, has a pecuniary interest in a matter before the Board, the Director or Honourary Director shall be precluded from voting or participating in the discussion.
- 3.2. A Director, an Honourary Director, or a Director who has a family member, who:
  - 3.2.1. is a party to a material contract or proposed material contract with the BIA;
  - 3.2.2. is a director or an officer of, or has a material interest in, any person who is a party to a material contract or proposed material contract with the BIA;
  - 3.2.3. otherwise has knowledge of facts or circumstances that a reasonable person would believe to give rise to a conflict of interest with the BIA for such Director; or
  - 3.2.4. is deemed to have a conflict of interest with the BIA and shall disclose to the Board in writing, with a copy to the Chair, the nature and extent of the conflict of interest as soon as it comes to his or her attention. Such Director shall not vote on any resolution or attend or participate in any deliberations concerning the subject matter of the Director's conflict of interest. A Director's membership in the BIA shall not, in and of itself, give rise to a conflict of interest between the Director and the BIA.

- 3.3. Notwithstanding that a Director, Honourary Director, or Director with a family member, is associated with a business in the BIA area and is therefore generally benefitting from the activities of the BIA that generally benefit shall not be a conflict of interest. It is only when their specific business or a limited number of businesses will benefit from a specific activity of the BIA that a conflict of interest shall exist.
- 3.4. The OSBA utilizes sponsorship dollars to support events that enhance the community, as well as the strategic goals of the association. Cash sponsorship is provided to non-profit organizations only. These dollars are outlined in our annual budget which is approved by the board prior to the AGM. Donations may be provided to a non-profit or charitable group that provides a service or volunteer support to the OSBA. Specific guidelines for sponsorship and donation contributions are outlined in OSBA's Sponsorship Guidelines document.

#### 4. **ARTICLE 4**

##### **Remuneration of Directors and Officers**

No Director or Officer shall receive any remuneration from the BIA for serving as a Director or Officer. Directors and Officers may receive reimbursement from the BIA for approved out-of-pocket expenses.

#### 5. **ARTICLE 5**

##### **The Board of Directors**

As defined in Article 6.1 of the Bylaw, the Board of Directors can consist of up to fifteen (15) individuals as appointed annually by City Council following the nomination process of the BIA in preparation for the AGM and as finalized at the AGM. As defined in Article 6.2 of the Bylaw, the Council may appoint fewer than fifteen (15) directors.

The Board's suggested term for Directors is two (2) years, and Directors are to be re-elected each year. It is recommended that the Past Chair remain on the Board for one (1) year.

##### **5.1. Board Structure**

- 5.1.1. The ~~OSBA Board's guideline; comprises as a best practice, is~~ a maximum of eleven (11) individuals, nine (9) Directors and business members and two (2) Honourary Directors appointed by the Board, ~~despite MGA and Bylaw conferring maximums of fifteen (15) members total.~~
- 5.1.2. Honourary Directors: The board may appoint non-voting members as required for guidance and advice on current operational and strategic needs and goals ([Article 10](#)).

5.1.3.—Roles of Honourary Directors: These roles are in place to add to the breadth of the perspectives on the board and to act as advisors. These non-voting members can provide the board with expert opinions in the areas of their skill and experience and support consultation as needed and required:

5.1.4.—Role of the Past Chair: The role of the Past Chair is to support the incoming Chair and succession planning. The Past Chair is not elected but remains on the Board until the new Chair is elected:

## 5.2. Primary Role of the Board of Directors

Subject to the MGA, the Bylaw, and ~~the~~this Governing Document, the Board shall manage or oversee the management of the business and affairs of the BIA. Without restricting the generality of the foregoing, the Board is responsible:

~~5.2.1. to provide wise and thoughtful counsel to the Board and the Executive Director of the BIA on matters concerning the business and affairs of the BIA; and~~

~~5.2.2. to have meaningful input and lead the decision-making process for the development and approval of the strategic plan and direction of the business and affairs of the BIA;~~

~~5.2.1-5.2.3.~~for oversight of the Executive Director of the BIA and evaluation of the Executive Director's performance;

~~5.2.2-5.2.4.~~evaluation of the BIA's performance and the Board's performance;

~~5.2.3.—to have meaningful input and lead the decision-making process for the development and approval of the strategic plan and direction of the business and affairs of the BIA;~~

~~5.2.4-5.2.5.~~to uphold the mission, vision, and values of the BIA;

~~5.2.5-5.2.6.~~to abide by the Board Code of Conduct;

~~5.2.6.—to attend all BIA events (as is reasonably possible);~~

~~5.2.7.—to provide wise and thoughtful counsel to the Board and the Executive Director of the BIA on matters concerning the business and affairs of the BIA; and~~

~~5.2.7. —~~

~~5.2.8. To~~prepare and submit to Council an annual report of the activities of the BIA, together with the audited financial statements of the BIA and any other statements and reports required by Council, at the time specified by Council, as required in the Bylaw ~~(Section 13)~~.

~~5.2.9. to create and approve policies, as may be required for the direction and affairs of the BIA; and~~

~~5.2.10. to hold an AGM; and~~

~~—~~ ~~†~~

~~5.2.8-5.2.11.~~ to uphold the "one voice policy: Boards should speak with one voice to stakeholders and the public to maintain confidence and unity".

5.2.12. This statement reflects the principle of Board Solidarity and the Duty of Loyalty, fundamental components of corporate governance and fiduciary duty. Once a board has deliberated and made a decision—even if a member voted against it—that member is expected to support the final decision publicly and maintain confidentiality regarding internal disagreements.

~~5.2.9:—~~

### 5.3. General Responsibilities

Without restricting the generality of the foregoing, the Board shall develop and oversee the implementation of policies and procedures intended to reasonably ensure:

- 5.3.1. that the business and affairs of the BIA are conducted in a manner that is consistent with the Purpose of the BIA;
- 5.3.2. that adequate accounting and financial records of the BIA are maintained, effective internal controls, management information systems, and systems to recognize and assess the principal risks of the BIA are in place; and
- 5.3.3. the BIA's compliance with regulatory requirements as in the MGA, Regulation and Bylaw.

### 5.4. Financial Matters and Reporting

The Board shall be responsible to:

- 5.4.1. Develop the annual budget, review the proposed budget with the Members at the AGM, and recommend the passing of a motion by the Members at the AGM to recommend approval of the budget by Council.
  - 5.4.1.1 The ~~MGA, Act and Regulations,~~ and the Bylaw do not require a motion to be passed by the Members on the budget; however, doing so will add strength to the recommendation of approval by the ~~Board to Council,~~ especially if any Member chooses to speak against the budget as Council considers it.
  - 5.4.1.2 As defined in the MGA, the BIA annual budget must be a balanced budget. The Board may only make expenditures that are included in the approved budget, and the Board must provide the Members with written notice of the date and time that the Council will consider approval of the budget.
- 5.4.2. Ensure any budget changes of five thousand dollars (\$5,000) and more, that are within the total expenditure of the Council-approved budget, are ~~approved~~ by the Executive Committee officers. Any budget changes of \$5,000 or more outside of the total expenditures within the Council-approved budget, and that require more-greater total budget allocation expenditure, need to be approved by the entire Board.

- 5.4.3. As declared in the MGA BIA Regulations, Council may, in its approval of a Board's budget, authorize the Board to amend the budget by:
  - 5.4.3.1 transferring amounts to or from the Board's reserves;
  - 5.4.3.2 transferring amounts between expenditures, so long as the amount of the total expenditure is not increased; and
  - 5.4.3.3 establishing conditions respecting the amendment of the budget under Clause 5.34.2.
- 5.4.4. Ensure the preparation of audited annual financial statements of the BIA.
- 5.4.5. Appoint an auditor to audit the accounts and prepare the annual financial statements of the BIA and report thereon, as defined in the MGA and as required by the City following the end of each fiscal year.
- 5.4.6. Ensure that the audited financial statements of the BIA, together with the auditor's report thereon, are presented at the AGM or SGM.
- 5.4.7. Obtain the express direction of Council should the BIA need to borrow money or otherwise pledge its assets, as defined in the Bylaw.
- 5.4.8. Transact the banking business of the BIA with such banks or financial institutions as the Board may designate in accordance with such agreements, instructions, and delegation of powers as the Board may prescribe, as established in the Bylaws.
- 5.4.9. Maintain the fiscal year of the BIA as the calendar year, as defined in the MGA and the Bylaw.

#### 5.5. Authority of Board

The Board shall have any such power and authority as may be necessary or convenient to manage or oversee the management of the business and affairs of the BIA and to discharge their responsibilities under the MGA, the Bylaw, and [this](#) Governing Document.

- 5.5.1. Without restricting the generality of the foregoing, the Board has the authority to:
  - 5.5.1.1 implement the annual operating plan as per the budget approved by Council;
  - 5.5.1.2 appoint officers, [interim directors](#), [honourary directors](#), and otherwise retain, employ, remunerate, and indemnify any person or contracted service provider for services rendered or liabilities incurred in connection with the business and affairs of the BIA and, acting reasonably, make such expenditures from the resources of the BIA as may be necessary and to do so within the approved budget;
  - 5.5.1.3 appoint signing authorities for the BIA;
  - 5.5.1.4 to generally establish policies and make rules and regulations for the operation of the BIA;
  - ~~5.5.1.5 — appoint an auditor, as defined in the MGA and as outlined in 5.4.5; and~~

[5.5.1.5](#) determine its own practices and procedures consistent with the MGA, the Bylaw, and this Governing Document; [and:](#)

[5.5.1.6](#) [5.5.1.6](#) [form committees and working groups of the Board.](#)

#### **5.6. Exercise of Authority by Board**

The Board shall exercise its authority by:

- 5.6.1. passing a resolution by a simple majority; or
- 5.6.2. adopting a resolution in writing.

#### **5.7. Voting by Electronic Means**

Directors may validly vote at any meeting of the Board by such electronic means as are acceptable to the chair of the meeting.

#### **5.8. Written Resolutions and Electronic Signatures**

Any resolution in writing, signed, or otherwise approved in writing by [all a majority of](#) Directors entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the Board. Directors may validly sign or otherwise approve a resolution in writing by such electronic means as are acceptable to the Chair.

#### **5.9. Delegation of Authority to Committees, Officers, and Employees**

The Board may assign duties and delegate authority to committees of the Board, to Officers and employees of the BIA, and to such other persons as the Board may determine. The Board shall approve a terms of reference, which shall contain any delegation, for any committees established.

#### **5.10. Nomination of Candidates for Director Appointment by the Members and Council**

A [Nominating, Nomination and Recruitment](#) Committee shall be established annually for the purpose of:

- 5.10.1. Implementing a call for nominations prior to the AGM [in keeping with any Board Skills and Representation Policy in effect;](#)
- 5.10.2. Verifying that nominees have been nominated in writing by a Member and have agreed to the nomination in writing;
- 5.10.3. Closing nominations prior to the AGM and coordinating, with the Executive Director, a communication to the Members outlining who the nominees are;
- 5.10.4. Confirming if the appointment of less than fifteen (15) Directors is being recommended [by the membersto City Council, in keeping with this Governing Document.](#)

*Process for Honourary Members:* Honourary Members are appointed by the Board and are not elected. The Council is not required to approve these members.

**5.11. Nomination of Interim Director for Appointment by the Board**

From time to time, as Directors duly elected by Members and appointed by Council leave the Board, the Board of Directors shall be able to appoint an Interim Director until the next general meeting. This shall be undertaken by:

Aa call for nominations to the membership, open for a minimum of one (1) week, and advised via member communications (and not requiring physical mail); Such nominations will be undertaken in keeping with articles 5.10.1 and 5.10.2 above.

**6. ARTICLE 6**

**Meetings of Members**

**6.1. Regular Meetings**

The Members shall meet at the call of the Chair or at the call of any ~~eleven (11)~~ 50% of Members.

**6.1.1. Notice of Regular Meetings Called by the Chair**

The Chair shall ensure that notice is given to the Members of the date, time, place, and agenda of any Regular Meeting. Such notice shall be given not less than seven (7) days before the meeting.

**6.1.2. Notice of Regular Meetings Called by the Membership**

The Chair shall ensure that notice is given to the Members of the date, time, place, and agenda of any Regular Meeting. Such notice shall be given not less than twenty-one (21) days before the meeting.

**6.2. Spring General Meetings (SGMs)**

In May or June of each year, the BIA may hold a meeting of Members that shall be the SGM of the BIA and, at such meeting, ~~shall~~ may:

- 6.2.1. present the financial statements of the BIA for the most recently completed fiscal year, accompanied by the auditor's report thereon;
- 6.2.2. present the annual report; and
- 6.2.3. provide updates on projects, initiatives, and issues in the BIA.

**6.3. Annual General Meetings (AGMs)**

In September or October of each year, the BIA shall hold a meeting of Members that shall be the AGM of the BIA and, at such meeting, shall:

- 6.3.1. present the minutes of the previous AGM;
- 6.3.2. elect the proposed slate of nominees and/or candidates to be recommended for appointment as Directors by City Council; and
- 6.3.3. present and review the next proposed annual operating budget to be recommended for approval by City Council.

**6.3.4. in absence of having held an SGM in that fiscal year:**

6.3.4.1 present the financial statements of the BIA for the most recently completed fiscal year, accompanied by the auditor's report thereon;

6.3.4.2 present the annual report; and

6.3.4.3 provide updates on projects, initiatives, and issues in the BIA.

**6.3.4.6.3.5. Notice of AGMs**

As established in the Bylaw, written notice of the AGM shall be sent by mail, personal delivery, acceptable electronic means as indicated in Bylaw and MGA, or or a combination ~~of the two~~, to all members at least fourteen (14) days prior to the meeting date.

Any new business to be brought forward to the AGM must be submitted to the Executive Director at least two weeks prior to the AGM.

New business brought forward during the AGM will not be considered.

**6.4. Waiver of Notice by Members - Regular and AGM**

Notwithstanding any other provision of this Governing Document, attendance by a Member at any meeting is a waiver of notice of the meeting, except when a Member attends a meeting and, at the opening of the meeting, declares to the meeting that such attendance is only for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**6.5. Quorum for Member Meetings - Regular and AGM**

There is no minimum number of Members required to be present for any meeting of the Members.

**6.6. General Procedure at Member Meetings - Regular and AGM**

The Chair shall preside at all meetings of the Members. If the Chair is not present, or is unable to act, the Members present at the meeting shall choose an Officer of the Board to chair the meeting. If no Officer is available or willing to chair the meeting, the Members may choose any other Director present at the meeting to chair the meeting.

The Chair of any meeting of Members shall rule on the procedure to be followed at the meeting in accordance with the rules of procedure adopted by the Members, and the decision of such chair on all matters relating to procedure shall be conclusive and binding upon the Members.

**6.7. Voting at Member Meetings - Regular and AGM**

Members, including the Chair of a meeting if the Chair is also a Member, shall be entitled to vote on any question or matter coming before a meeting of Members, with each Member having one vote.

Voting at every meeting of the Members shall be by a show of voting cards of those present, except where, either before or after a show of hands or verbal poll, a ballot is required by the chair of the meeting or is demanded by any Member present.

A Member may, by satisfactory completion of a Proxy Designation Form, appoint a proxyholder to attend and/or act at the meeting in the manner and to the extent authorized by the proxy and with the authority provided by the proxy. A proxy designation shall be valid for the meeting specified only and must be submitted at least twenty-four (24) hours prior to the commencement of such meeting.

All motions are passed by a simple majority vote (50% + 1) of the members ~~present~~ present or represented by proxy at a meeting.

In the case of an equality of votes, the Chair of the meeting shall ~~not have a casting vote~~ have sole discretion on the outcome of the vote.

#### **6.7.1. Election Procedure at AGM**

All nominated members of the Board currently in the middle of a term will be presented as-a-whole to be ~~re-elected~~ on-together by members at the ~~AGM~~. All nominated members of the Board at the start of a new or subsequent term are elected individually by ballot by members at the AGM. Only voting members can vote.

Honourary Directors, who are appointed by the board, may be presented, but are not elected, at the AGM.

Directors are elected each year with an intention of serving two-year ~~termss~~. Following best practice for succession, Officers may have an intention to serve for more than one term.

At the discretion and appointment by the Board, Honourary Directors can be appointed for two years.

#### **6.8. Place of Member Meetings - Regular, AGM, and SGM**

Any meeting of the Members ~~or Board~~ shall be held in Edmonton, whether in person or virtual.

#### **6.9. Minutes of Member Meetings - Regular and AGM**

Minutes of all meetings of Members shall be prepared and maintained among the records of the BIA. It shall be the duty of the OSBA staff to ensure the preparation, distribution, and maintenance of accurate and complete meeting minutes.

## **7. ARTICLE 7**

### **Meetings of the Board**

## 7.1. Meetings of the Board

As established in the Bylaw, included here for convenient reference, the Board shall meet at least quarterly and may meet more frequently, as ~~it~~ [the Chair](#) sees fit, for the dispatch of business.

### 7.1.1. Attendance at Board Meetings

Attendance at Board Meetings is restricted to the Board of Directors ([regular and Honourary](#)), the Executive Director, and the Board Secretary, except where an invitation has been made by, or on behalf of, the Board of Directors.

### 7.1.2. Board Participation and Responsibility

Participation in Board meetings and Board activities is vital to Board operations. Any member who has missed two (2) meetings can be removed from the Board. In addition, Board members no longer able to fulfill their obligations ~~or act in good standing~~ (per Article 5 and 9 herein) can be removed with a two-thirds (2/3) majority vote of voting Board members.

## 7.2. Notice of Meeting - Board Meetings

Notice is to be given via email to the Directors of the date, time, place, and agenda of any Board Meeting. Such notice shall be given not less than seven (7) days before the meeting.

## 7.3. Waiver of Notice by Directors

Notwithstanding any other provision of this Governing Document, attendance by a Director at any meeting is a waiver of notice of the meeting, except when a Director attends a meeting and at the opening of the meeting declares to the meeting that such attendance is only for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## 7.4. Quorum for Board Meetings

A simple majority (50% + 1) of the existing appointed Directors shall constitute a quorum for all meetings of Directors. If a quorum is present at the opening of a meeting, the Directors present may validly proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting. Proxies shall not be allowed for Board meetings.

## 7.5. General Proceedings at Board Meetings

The Chair shall preside at all meetings of the Directors. If the Chair is not present, or is unable to act, the Directors present at the meeting shall choose an Officer of the Board to chair the meeting. If no Officer is available or willing to chair the meeting, the Directors may choose any other Director present at the meeting to chair the Meeting.

The Chair of any meeting of Directors shall rule on the procedure to be followed at the meeting in accordance with the rules of procedure adopted by the Directors and the decision of such chair on all matters relating to procedure shall be conclusive and binding upon the Directors.

The Chair shall accept input from and may canvass the Directors ahead of a Board meeting to determine if there are any topics requiring discussion, and if any topics require discussion ~~an in-camera or under Chatham House Rule~~ discussion. If ~~an in-camera or Chatham House Rule~~ discussion is needed, the Chair will inform the Executive Director and the Board Secretary of the topic(s) for in-camera discussion, so the Executive Director is aware, and the Board Secretary may update the meeting agenda. The Executive Director and Board Secretary, may be present for such discussions at the invitation of the Chair. Any decisions or motions within such discussions must be reported to the Executive Director and Board Secretary for record keeping.

#### **7.6. Voting at Board Meetings**

Members, including the Chair of a meeting, shall be entitled to vote on any question or matter coming before a meeting of Directors, with each Director having one vote. Voting at every meeting of the Directors shall be by a show of hands or verbal poll of those present (and a Director shall be deemed to be present if attending by telephone or other communications facilities as permitted by article 7.8), except where, either before or after a show of hands or verbal poll, a ballot is required by the chair of the meeting or is demanded by any Director present.

In the event of a ballot, those Directors attending by telephone or other communication facilities may validly participate by casting a vote by email addressed as the chair may direct. In the case of an equality of votes, the Chair of the meeting shall ~~not have a casting~~ have sole discretion on deciding the vote.

#### **7.7. Place of Meetings**

Any meeting of the Board shall be held in Edmonton or in a virtual setting online.

#### **7.8. Meeting Attendance by Telephone or Other Communications Facilities**

One or more Directors may participate in any meeting by means of telephone or other communications facilities which permit all persons participating in the meeting to hear and communicate with each other, and any Director participating in a meeting by such means is deemed to be personally present at the meeting for quorum and all other purposes of the MGA, the Bylaw, and this Governing Document. For the avoidance of doubt, the provisions of this article apply to any Board meeting or any meeting of Board committees.

#### 7.9. Minutes of Director and Board Committee Meetings

Minutes of all meetings of the Board and Board committees shall be prepared and maintained among the records of the BIA. It shall be the duty of the OSBA administration to ensure the preparation, distribution, and maintenance of accurate and complete meeting minutes.

### 8. ARTICLE 8

#### Officers

##### 8.1. Officers

The officers of the BIA shall be elected by the Directors at the first meeting following the annual appointment of Directors by Council, and shall include a Chair, Vice Chair, Treasurer, Past Chair (if applicable), and such other Officers as the Directors may determine.

In addition to the duties and authorities specified in this Governing Document, the Directors may designate the duties of and delegate authority to the Officers and may establish such other matters concerning the Officers, as the Directors may determine.

The Officers have signing authority on behalf of the OSBA, as does the Executive Director. Each year upon election, the signing authority representatives need to be updated (refer to *OSBA Policy and Process Signing Authority*).

[The Officers and Executive Director form the membership of the standing Executive Committee of the Board.](#)

[Any officer leaving membership may be retained, at the Board's discretion, as an Honorary Director.](#)

##### 8.2. Chair

The Chair is responsible for the effective functioning of the Board and should provide leadership in all aspects of their work. The Chair should encourage each Director to participate in discussions and make positive contributions to meetings to bring forward the best of their abilities and expertise for the benefit of the Directors and the BIA.

In cooperation with the Executive Director, the Chair should plan and organize meetings of the Board. The Chair shall preside at all meetings of the Members and the Board, together with the Executive Director and Board Secretary, and is responsible for meeting agendas and the quality, quantity, and timeliness of information provided. The Chair is responsible to ensure that all meetings of the Members and Board are conducted in an efficient, respectful and effective manner. The Chair should work to promote ongoing formal and informal communication with and among Members, Directors, and the Executive Director. The Chair should be a positive ambassador for the BIA to the BIA community and the greater community at large.

### **8.3. Vice Chair**

In the absence of the Chair, the Vice Chair may act on behalf of the Chair, [and](#) as the Acting Chair is responsible for the duties as noted under 8.2. The Vice Chair is traditionally elected as the succeeding Chair. The Vice Chair acts as a support to the Chair to ensure the organization's mission is met.

### **8.4. Treasurer**

The Treasurer shall oversee the financial affairs of the BIA. In doing so, the Treasurer is responsible to:

- 8.4.1. ensure that all funds and other property are properly accounted for and that such books and records are kept as required by the MGA, the Bylaw, this Governing Document, and regulators;
- 8.4.2. review financial reporting and updates as the Board or City may request;
- 8.4.3. ensure that effective internal financial controls and information systems are in place, in concert with the Executive Director;
- 8.4.4. implement reasonable measures to recognize and assess the principal financial risks of the BIA and take steps to ensure that such risks are monitored and managed to the extent that it is reasonable to do so, in concert with the Executive Director; and
- 8.4.5. supervise the preparation of the audited annual financial statements of the BIA for submission to the Council, for review and approval by the Board prior to that submission, and for review at each AGM.

### **8.5. Past Chair**

The role of the Past Chair is to support the incoming Chair and succession planning. The Past Chair is an elected role that remains on the Board for at least one year to mentor/guide the new Chair. The Past Chair is a voting member of the Board.

[A Past Chair who is not a Voting Member will be appointed to a position of Honourary Director of the Board in a non-voting capacity to mentor/guide the new Chair.](#)

#### **8.6. Term of Officers**

The Officers shall serve from the time elected through to the appointment of the new Board by Council. Therefore, each term shall be no more than one year. Officers may serve more than one term.

Following best practices, the Board's suggested term for Officers and Directors is two (2) years and shall be re-elected each year.

### **9. Article 9**

#### **Removal and Suspension of a Director**

##### **9.1. Ground for Revocation of Appointment**

The Board may, by two-thirds (2/3) of the remaining voting Directors, approve a motion to recommend the removal of a Director from the Board to City Council. Such a motion may be made on the following grounds:

- 9.1.1. A director has been absent from (2) two regular board meetings without reasonable cause;
- 9.1.2. The Director has engaged in any action demonstrating gross negligence or a breach of the *Municipal Government Act*, applicable regulations, City Bylaw, this governance document, or any board-approved policies;
- 9.1.3. The Director has commenced or participated in legal proceedings against the BIA or the corporation, except where required by law;
- 9.1.4. Any cause the board may reasonably deem appropriate, including but not limited to:
  - 9.1.4.1 disruptive or inappropriate behaviour;
  - 9.1.4.2 failure to declare conflicts of interest;
  - 9.1.4.3 breach of board Code of Conduct;
  - 9.1.4.4 dereliction of duties; or
  - 9.1.4.5 any action reasonably determined by the board to endanger the interests, operations, or reputation of the BIA, of its directors, staff, or affiliates.

##### **9.2. Written Warning (Discretionary)**

The Executive Committee of the Board may, at its sole discretion, issue one (1) written warning to a Director, outlining the concerns and expectations for corrective action. Where a written warning is issued, removal or suspension of the Director shall not proceed unless the conduct or circumstances continue or reoccur after receipt of the warning.

##### **9.3. Notice and Opportunity to Respond**

No director shall be recommended for removal or suspension unless:

- 9.3.1. The Director has received written notice of the reasons for the proposed removal at least seven (7) days prior to the meeting at which the discussion will be considered; and
- 9.3.2. The Director is provided a reasonable opportunity to respond to the concerns before any vote is taken. Such opportunity must be undertaken in the manner prescribed within written notice.

#### **9.4. Mandatory Suspension and Removal Circumstances**

Upon gaining knowledge of any of the following events, the Board shall recommend the removal of a Director's appointment to the Board by City Council, where that Director:

- 9.4.1. Has died;
- 9.4.2. Has become mentally incompetent or unsound of mind, as determined by an attending physician;
- 9.4.3. Has been convicted of an indictable offence;
- 9.4.4. No longer owns or operates a business within the BIA; or
- 9.4.5. Is subject to a resolution passed by **two-thirds (2/3)** majority of remaining voting directors and voting at a duly called special meeting requesting revocation of the Director's appointment.

#### **9.5. Immediate Suspension of a Director**

Where the Executive Committee, at its sole discretion, determines that urgent circumstances exist that may pose a risk to the governance, operations, or reputation of the organization, the Executive Committee may, by fifty percent (50%) vote of the Executive Committee membership, impose an immediate temporary suspension of the Director pending further review and action as described above. Time in suspension shall not be included in any count of absence from regular board meetings or events for any stated grounds for removal or suspension.

##### 9.5.1. Scope of Suspension

During a period of suspension, the Director shall:

- 9.5.1.1 Not attend Board or committee meetings;
- 9.5.1.2 Not vote on any matter of the organization;
- 9.5.1.3 Not represent or speak on behalf of the organization in any capacity; and
- 9.5.1.4 Refrain from acting in the capacity of a Director until the suspension is lifted or a final determination is made by the Board.

##### 9.5.2. Safeguards

- 9.5.2.1 A suspended Director shall be notified in writing of the reasons for the suspension as soon as reasonably practical.

9.5.2.2 A full Board review of the suspension shall occur at the next regular or Special Board Meeting, or a Special Meeting of the Board will be called, respecting all guidelines for such contained in this governance document.

9.5.2.3 Suspension is an interim administrative measure and does not constitute removal unless subsequently confirmed through the process outlined above.

## **10.ARTICLE 10**

### **10.1. Honourary Directors**

Honourary Directors of the BIA shall not be voting members of the Board but shall be the guidance and expertise for the Board, and shall be invited to all Board meetings and shall be responsible to:

10.1.1. Roles of Honourary Directors: These roles are in place to add to the breadth of the perspectives on the board;

10.1.2. and to act as advisors; -These non-voting members can

10.1.3. provide the board with expert opinions in the areas of their skill and experience; and

10.1.4. support consultation as needed and required.

### **10.2. Nomination and Appointment of Honourary Directors**

Honourary Directors can be appointed by the Board, as needed and necessary, by a simple majority. Honourary Directors shall be nominated by any Director for fulfilling needs as determined by the Board from time to time.

### **10.3. Term of Honourary Directors**

In keeping with other Directors of the Board, Honourary Directors are intended to serve two-year terms and may serve multiple terms at the discretion of the Board.

## **9:11. ARTICLE 911**

### **9:1:11.1. Executive Director**

The Executive Director of the BIA shall not be a voting member of the Board but shall be the primary resource for the Board, shall be invited to all Board meetings and excused only when the topic warrants, shall be the lead liaison with the Council, and shall be responsible to:

9:1:11.1.1. \_\_\_\_\_ lead the development of the BIA's long- and short-term strategy, in conjunction with the Board;

9:1:11.1.2. \_\_\_\_\_ lead the operational management of the BIA;

- ~~9.1.3~~ 11.1.3. \_\_\_\_\_ oversee the implementation of the BIA's strategic goals and approved annual operating plan;
- ~~9.1.4~~ 11.1.4. \_\_\_\_\_ ensure that effective internal controls and management information systems are in place;
- ~~9.1.5~~ 11.1.5. \_\_\_\_\_ implement reasonable measures to recognize and assess the principal risks of the BIA, and take steps to ensure that such risks are monitored and managed to the extent that it is reasonable to do so;
- ~~9.1.6~~ 11.1.6. \_\_\_\_\_ serve as a signing authority for the BIA, along with Officers, or such others as the Board shall establish;
- ~~9.1.7~~ 11.1.7. \_\_\_\_\_ support the Chair in the development of meeting agendas, scheduling of meetings, and preparation of materials for Board meetings;  
and
- ~~11.1.8.~~ in conjunction with the Chair, ensure that, on an ongoing basis, the Members and Directors are properly informed and provided with enough quality and timely information to reasonably enable them to provide advice and counsel and form sound judgement, concerning the business and affairs of the BIA, together with such other matters as the Board may determine.;
- ~~11.1.9.~~ maintain documents;
- ~~11.1.10.~~ prepare and remit reports to the City/Council at the request of the Board;
- ~~11.1.11.~~ work with the Treasurer to prepare and maintain financial reports; and
- ~~9.1.8~~ 11.1.12. \_\_\_\_\_ hire and maintain staff to help fulfill the direction of the Board, strategic and operational plans, in conjunction with the Chair, ensure that, on an ongoing basis, the Members and Directors are properly informed and provided with enough quality and timely information to reasonably enable them to provide advice and counsel and form sound judgement, concerning the business and affairs of the BIA, together with such other matters as the Board may determine.

## ~~10.12.~~ ARTICLE ~~10~~12

### Auditor, Inspection of Records, and Seal

#### ~~10.1~~ 12.1. \_\_\_\_\_ Independent Auditor

The BIA shall have an independent, qualified financial auditor. The Directors shall appoint an auditor to hold office until the completion and acceptance of the audit for the fiscal year.

#### ~~10.2~~ 12.2. \_\_\_\_\_ Inspection of Books and **Records**

The inspection of books is limited by the Bylaw. As defined in the Bylaw, the books of account of the BIA shall be kept at such place or places as the Board thinks fit. No person, other than a Director, an Officer, the City Auditor, the independent auditor, or other person whose duty to the BIA or to the Council require that person to do so, shall have any right to inspect any account, book, or other document of the BIA ~~at the discretion of the Board.~~

~~10.3.12.3.~~ Seal

The Board may adopt a common seal for the BIA. If the Board adopts a common seal, it shall create a policy for its use.

~~11.13.~~ ARTICLE 1113

**Duty of Care, Limitation of Liability, Indemnity**

~~11.1.13.1.~~ Duty of Care of Members and Officers

Every Director and Officer of the BIA, in exercising their powers and discharging their duties, shall:

~~11.1.1.13.1.1.~~ act honestly and in good faith with a view to the best interests of the BIA; and

~~11.1.2.13.1.2.~~ exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

~~11.2.13.2.~~ Civil Liability of Board Members

As defined in the MGA:

~~11.2.1.~~ In this section "approved budget" means a budget of the board of a BIA that has been approved by Council.

~~11.2.2.13.2.1.~~ A Board Director of a BIA that makes an expenditure that is not included in an approved budget is liable to the municipality for the expenditure.

~~11.2.3.13.2.2.~~ If more than one (1) member is liable to the municipality under this article in respect of a particular expenditure, the Members are jointly and severally liable to the municipality for the expenditure.

~~11.2.4.13.2.3.~~ The liability may be enforced for action by:

~~11.2.4.13.2.3.1.~~ The municipality; or

~~11.2.4.213.2.3.2.~~ A person who is liable to pay the BIA tax imposed in the BIA.

~~11.3.13.3.~~ Limitation of Liability

With the exception of liability as outlined in article 11.2, no Director or Officer shall be liable for:

~~11.3.1.13.3.1.~~ the acts, omissions, or defaults of any other Director, Officer, or employee of the BIA;

~~11.3.2.13.3.2.~~ any loss, damage, or expense occasioned to the BIA through the insufficiency or deficiency of title to any property acquired for or on behalf of the BIA;

~~11.3.3.13.3.3.~~ the insufficiency or deficiency of any security in or upon which any of the monies of the BIA shall be invested;

~~11.3.4.~~[13.3.4.](#) any loss or damage arising from bankruptcy, insolvency, or tortious or criminal acts of any third party with whom any of the monies, securities, or effects of the BIA shall be deposited; and

~~11.3.5.~~[13.3.5.](#) any loss occasioned by any error of judgment or oversight of that third party or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of that third party's office or in relation to it.

~~11.4.~~[13.4.](#) **Indemnification of Members, Officers, and Other Persons**

The Directors and Officers, and every former Director or Officer, shall be indemnified, except for liabilities as outlined in article 11.2, by the BIA against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, which such Director or Officer may reasonably incur in respect of any civil, criminal, or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the BIA.

Nothing in this Governing Document shall limit the right of any person, contractually or otherwise entitled to indemnity from the BIA, to claim indemnity apart from the provisions of this Governing Document.

~~12.~~[14.](#) **ARTICLE ~~12~~14**

**Miscellaneous**

~~12.1.~~[14.1.](#) **Amendment of Governing Document**

This Governing Document shall not be made, altered, rescinded, or added to, except by resolution of the Members, and must be filed with the municipality.

~~12.2.~~[14.2.](#) **Omissions and Errors in Notice**

The inadvertent omission to give any notice to any Member, Director, Officer, or auditor; or the non-receipt of any notice by any Member, Director, Officer, or auditor; or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting held pursuant to that notice or otherwise founded on it.

~~13.~~[15.](#) **ARTICLE ~~13~~15**

**Dissolution or Cessation of the BIA**

~~13.1.~~[15.1.](#) **Surrender Incorporation**

The rules to disestablish the BIA are contained in the MGA [Business Improvement Area Regulations](#), sections 23, 24, 25, 26, 27, 28, 29, and 30.

**13.2.15.2. No Distribution to Members**

At no time, including, without limitation, if the BIA is dissolved or otherwise ceases to exist for any reason, shall any dividends be paid or any of the property or assets of the BIA be in any way distributed among its Members.

**13.3.15.3. Disposition of Assets upon Dissolution or Cessation**

Upon dissolution or cessation of the BIA, any assets remaining after paying debts and liabilities shall be transferred to the City for management in the place and stead of the BIA.

<b>Revision History</b>	<b>Date Revised</b>
Original operating procedures approved	October 2019
Revised	September 2022
Reviewed and approved as amended by the OSBA Board	September 14, 2022
Approved by the OSBA Members at the 2022 AGM	October 5, 2022
Amended by the Governance/Policy Committee and the OSBA Board, also thoroughly proofread and formatted	December 10, 2024
Approved by the OSBA Members at the 2025 AGM	October 8, 2025
<a href="#">Amended by the Governance and Policy Committee</a>	<a href="#">April X, 2026</a>
<a href="#">Approved by the OSBA Members at the 2026 SGM</a>	<a href="#">May X, 2026</a>