

NOTICE OF ANNUAL GENERAL MEETING 2017 December 27

Notice to all Chinatown District Business Improvement Area ratepayers. At the CDBIA Board of Directors meeting of 2017 December 7, approval was granted to conduct the

2018 CDBIA Annual General Meeting
Thursday January 18, 2018 at 6pm; doors will open at 5:30pm
CDBIA Office located at Unit 208, 328 Centre Street S.E.
(2nd Floor, west side of Dragon City Mall).

NOMINATION CALL FOR BOARD OF DIRECTORS

Notice to all Chinatown District Business Improvement Area ratepayers. Following completion of a two-year term as Board Directors, the Board's 2 year term of serving for the following individuals expires at the Annual General Meeting; these Directors have agreed to be presented for election to the 2018 CDBIA Board for a two year term.

Ratepayer Director Member

(3 positions open for election for CDBIA Ratepayers as of December 31, 2017)

- Bruce Brownlee, Imperial Parking (Impark)
- Annette Fung, Silver Dragon Restaurant
- Danny Ng, Chinatown Business Centre

Associate Director Member

(1 position open for election)

- Terry Wong, Bridging Consultants Group

The Secretary to the CDBIA serves notice that CDBIA ratepayers are invited to be nominated for elections to the Board of Directors for Ratepayer Director positions and the public is invited to be nominated for elections of the Associate Director Member position.

Nominees will find the CDBIA Board of Directors Nomination Forms posted on the CDBIA Website at www.chinatowncalgary.com/brz. Please follow directions in completing this form and securing the required nomination endorsement signatures.

Nominees are also required to review the CDBIA Terms of Reference and the CDBIA Code of Conduct as posted on the CDBIA Website at www.chinatowncalgary.com/brz. Please follow directions and remember to sign both to acknowledge your understanding and acceptance.

The 2018 Annual General Meeting and Nomination of Directors is conducted in accordance with the CDBIA Bylaws as amended and approved January 18, 2017 (See following pages) as officiated by the CDBIA Board Secretary, Terry Wong.



T.K. WONG
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CHINATOWN DISTRICT BUSINESS IMPROVEMENT AREA (BIA) BYLAWS

APPROVED JANUARY 18, 2017

5 ANNUAL GENERAL AND OTHER MEETINGS

5.1 Annual General Meeting - The BIA shall hold an Annual General Meeting within 45 days of fiscal year end in each calendar year at such a time and place in Calgary, Alberta as may be determined by the Board and, in addition to any other items of business, shall conduct the following business:

- 5.1.1 adopt the minutes of the previous AGM;
- 5.1.2 present the report of the Directors;
- 5.1.3 present the audited financial statements of the BIA;
- 5.1.4 nominate Directors for appointment by vote; 5.1.5 appoint an auditor for the ensuing year.

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

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

5.7 Quorum - For all purposes the quorum for a Special Ratepayer's Meeting or Annual General Meeting there shall be a minimum of twenty (20) Ratepayers or their Representatives. No business shall be transacted unless the requisite quorum is present at the commencement of the meeting.

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

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

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

5.11 Resolutions - At any Special Ratepayer's Meeting or Annual General Meeting, a resolution shall be passed by a majority vote of the persons present and entitled to vote; other than with respect to those matters requiring adoption by Special Resolution, which shall be passed by a vote of not less than two-thirds of the persons present and entitled to vote.

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

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

6 BOARD OF DIRECTORS

6.1 Management and Administration of the BIA - In accordance with the City Bylaw, the Municipal Government Act and these Bylaws, the management of the affairs of the BIA shall reside with the Board of Directors, which shall consist of no more than nine (9) Directors. Should the Board fall below five (5) Directors, they will execute the process in 6.13 Vacancies. The Directors may delegate all or any part of the management and administration of the affairs to officers, employees or subcontractors of the BIA.

6.2 Election of Directors - The Board of Directors shall be nominated from amongst the Ratepayers. Each Ratepayer shall be entitled to have a maximum of one person nominated. Should more than one person from one Ratepayer be nominated and elected, the person with the least amount of votes shall be disqualified as a Board member.

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

6.4 Associate Members - Associate Members shall include persons whom the Ratepayers, at their discretion, vote in as members of the Board at the Annual General Meeting. A minimum of three (3) and a maximum of four (4) Board positions at any given time may be filled by Associate Members. A minimum of five (5) and a maximum of six (6) elected Directors shall be Rate-payers, and no more than four (4) elected Directors can be persons not subjected to Rate-payers.

6.5 Election and Nomination Procedures

6.5.1 An election shall be carried out annually to appoint Directors. Those appointments are subject to ratification by Council. The election shall be carried out as follows:

- a) A Notice of an Annual General Meeting and of nomination procedures shall be given by the Secretary or designated representative to all Ratepayers;
- b) The Secretary shall, prior to the meeting and up to the close of nominations at a time determined by the Board receive from Ratepayers 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. All nominee candidates must provide profile information to support their nomination, sign acceptance of the Terms of Reference (Section 20), and signed acceptance of the Directors' Code of Conduct (Section 22) prior to nomination sponsorship signatures. Each nomination shall be signed by the sponsor Ratepayer and by two (2) other Ratepayers or their representatives or a combination thereof. Persons nominated for appointment to the Board must be Ratepayers unless they are considered Associate Members (see section 6.4). Sponsor Ratepayer are eligible to support other nominees.
- c) Upon determining that no further nominations are forthcoming, the Executive Director or such other person as may have been designated by the Board, shall arrange for a vote by secret ballot from among the persons attending the Annual General Meeting who are entitled to vote. Each Ratepayer shall be entitled to one (1) vote and each Ratepayer shall be entitled to vote for the number of candidates required to fill the available positions.
- d) If the persons nominated for appointment to the Board, are equal to or less than the number of Directors to be nominated the Chair shall, following the close of nominations, declare those persons elected by acclamation.
- e) The Executive Director, and one or more scrutineers, shall receive the ballots, examine them, decide their validity, count the votes and declare the number of votes and who has been elected to the Board.
- f) If there should be a tie between two or more people then there shall be a run-off vote in which each Ratepayer shall be entitled to vote for one person;

- g) The Executive Director shall advise the City Clerk of The City of Calgary of the names of the persons elected by the Ratepayers for appointment by Council to the Board.
- h) The retirement of an outgoing member of the Board and the appointment of his or her successor shall both be effective on the appointment of the successor.

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

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