



ADMINISTRATIVE REPORT

Report Date: February 10, 2015
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VanRIMS No.: 08-2000-20
Meeting Date: March 3, 2015

TO: Vancouver City Council
FROM: General Manager of Planning and Development Services
SUBJECT: Revisions to BIA Processes and Requirements

RECOMMENDATION

- A. THAT Council approve the revisions to the conditions for grants to Business Improvement Areas as set out in this Report.
- B. THAT Council approve the new form of Grant Allocation By-law attached as Appendix A.

REPORT SUMMARY

This report recommends clarification and modernization of the City's current Business Improvement Area (BIA) requirements for financial management and reporting, operations, and member engagement, and the approval of other requirements developed in consultation with BIAs. These requirements have been incorporated into a new Grant Allocation By-law as conditions for grants in accordance with the requirements of the Vancouver Charter. As a separate Grant Allocation by-law must be enacted by Council each time a BIA is designated or renewed, it is recommended that Council approve the form of By-law that will be used in future for new BIAs and BIA renewals (attached to this report).

COUNCIL AUTHORITY/PREVIOUS DECISIONS

The Vancouver Charter establishes a scheme whereby Council may provide for the establishment, renewal and funding of BIAs, and provides for enactment of a series of bylaws to support the scheme. Under the Charter, a BIA is designated by a designation by-law. The designation by-law sets out the BIA boundary, the by-law term, and the maximum amount of money to be granted to an applicant for a business promotion scheme, the grant to be

recovered from a tax levy on class 5 (light industrial) and class 6 (commercial) properties within the defined BIA area.

The Charter also requires that Council enact a grant allocation by-law to authorize payment of the grant to an applicant BIA society specified in the by-law, and to set out the terms and conditions of the grant. A grant allocation by-law has the same commencement and termination dates as the corresponding designation by-law. As the grant is fully recovered through imposition of a BIA levy, there is no net impact on general revenue.

In April 1989, Council approved and enacted BIA Designation and Grant Allocation by-laws to initiate the first two BIAs and to provide grant money. At that time Council also approved BIA Operational Guidelines. Both the by-laws and the guidelines have remained substantially the same since 1989.

From time to time Council has adopted policies regarding approval, renewal and expansion of BIA areas.

CITY MANAGER'S/GENERAL MANAGER'S COMMENTS

The City Manager and the General Manager of Planning and Development recommend APPROVAL of the foregoing.

REPORT

Background/Context

BIA applicants are independently established not-for-profit societies registered provincially under the *Society Act*. The membership of each BIA society approves a budget at an annual general meeting, and requests Council to approve the corresponding grant and property tax levy for the coming year. Section 457 of the Vancouver Charter authorizes Council, by by-law, to set conditions and limitations on the receipt and spending of money granted, and specifically requires Council to enact a by-law that provides:

- the terms and conditions of the grant (terms and conditions must be in a by-law);
- that the BIA submit a budget each year for approval by Council;
- that the BIA account for the money granted to it in the form and manner specified in the by-law; and
- that the BIA take out and maintain insurance of the type and amount specified in the by-law.

Council designates BIAs for a specified period of years, after which a BIA must be re-designated (renewed). Although the Charter authorizes designation for up to 20 years, the typical BIA term has been 5 or 7 years, and because BIAs have been established at different times and for different terms, the renewal times are staggered.

For each designated BIA, Council enacts a 'grant allocation by-law' (the By-law) naming the grant recipient, outlining the purposes for which the funds may be expended and setting

conditions and limitations for BIA funding (Appendix B). The By-law is enacted either at the time of initial BIA designation or at the time of subsequent BIA renewal. Although a separate By-law is enacted at the time of each BIA designation and renewal, the conditions and limitations are identical.

The conditions and limitations in the current form of By-law relate to financial accountability, budget approvals, notification procedures, insurance coverage, financial reporting requirements, and borrowing and investing restrictions. Additional funding requirements are set out in the 'BIA Operational Guidelines', which include provisions for submission of meeting minutes, board composition, general meeting notification requirements, quorum, membership fees, and conflicts of interest (Appendix C).

The requirements set out in the By-law and Guidelines have not been reviewed since inception of the BIA Program when Council approved the first two BIAs (Gastown and Mount Pleasant) in 1989. At that time the BIA applicant societies were recently-established organizations with limited budgets and experience, and the City had no experience working with BIAs. Accordingly, the City adopted conditions and limitations to manage financial risk, facilitate oversight and accountability, and ensure proper society procedures and management.

This year the first two BIAs mark their 25th anniversaries. The BIA network has expanded to 22 BIAs with an average lifespan of 14 years and a total annual levy of close to \$10.5 million. Since inception, BIAs have gained considerable experience and capacity, have developed knowledgeable boards and professional staff, and have accrued considerable financial, management and governance expertise. Also, the City now has 25 years' experience with BIAs. As a result, the City's evolving relationship with the BIAs is less about regulation and oversight, and more about BIA self-management. The City's on-going role is to provide help and support, while assuring reasonable standards of BIA accountability and transparency such as audited financial statements and annual budgets. With the perspective of time and experience, it has become evident that provisions of the current By-law and certain provisions of the Guidelines need to be updated and clarified. Additionally, as the Charter requires that grant conditions and limitations be set out in a by-law, it is recognized that provisions of the existing Guidelines would be more effective if written into the proposed new By-law. As a result, the City and BIAs recognise that an update to the current By-law and Guidelines is timely.

The BIAs are represented by their umbrella organization, the Vancouver BIA Partnership. During 2014, the Partnership and the City met on numerous occasions to review the current By-law and Guidelines and to discuss proposed revisions. Throughout the review, consultation with the BIAs was conducted through the Partnership's Legislative Committee, which reports back to the Partnership as a whole.

Strategic Analysis

Revisions to BIA Requirements

The Vancouver BIA Partnership has provided input to the City on possible revisions to BIA requirements. Based on that input, a review of the current By-law and Guidelines was undertaken in consultation with Legal Services, Financial Services and Risk Management. Related administrative requirements and practices were also reviewed. As a result, a series of

proposed changes to the current requirements was developed in consultation with the Partnership, and was completed in fall 2014. The Partnership has reviewed the proposed changes with its general membership (22 BIAs) and have unanimously supported the changes.

In consultation with Legal Services, the revised requirements have all been incorporated into a new form of BIA Grant Allocation By-law, including portions of the Guidelines to be carried forward in the By-law. For comparison, Appendix D includes a table of concordance cross-referencing section numbers of the proposed By-law with the existing By-law and Guidelines.

The following table provides a summary of the proposed changes:

SUMMARY OF PROPOSED REVISIONS TO BIA REQUIREMENTS

SUBJECT	REVISION	SPECIFICS
BIA Annual General Meeting (AGM)	Clarify materials to be provided with AGM notifications to BIA members and City	<ul style="list-style-type: none"> - financial statements - proposed budgets - membership forms
	Expand AGM declaration letters. BIA currently provides a declaration that all members were duly notified. New declaration will certify that AGM was properly conducted, and documented by minutes of the meeting	Certify that : <ul style="list-style-type: none"> - all eligible persons were notified (current) - AGM was duly constituted and conducted (new) - Minutes enclosed (new)
	Update City standard for quorum at BIA general meetings	Recognize proxies counted toward quorum on a limited basis
	Affirm existing practice for member-approval of budgets	Budgets must be approved by BIA members at AGMs
	Clarification and update regarding distribution of audited financial statements and proposed budgets to BIA members	Documents must be provided to members in advance of AGMs, but may be provided electronically, e.g. on BIA website
BIA Board members	Clarify requirement - annual list of board members required, but contacts for every director not necessary.	Submit list of executive and directors, with contact info for one director
BIA Budgets	New requirement that BIA budgets will be submitted (to City) in the form of a standard template	For purpose of reporting to Council. Budgets presented by BIA boards to their members are not affected
	Clarification of budget submission date	Submit with City copy of AGM notification (21 days prior)
	Update requirements to reflect practice regarding submission of budgets	Submit final budget rather than a draft budget

SUBJECT	REVISION	SPECIFICS
Audited Financial Statements	Clarification of submission date for audited financial statements	Submit with City copy of AGM notification (21 days prior)
	Update requirements to reflect practice regarding submission of audited financial statements	Submit approved financial statements signed-off by auditor and authorized directors, rather than a draft
	Update requirements to reflect practice, i.e. not to require quarterly financial statements	Removal of requirement reflects long-standing recognition that quarterly statements not needed.
	Clarify definition and separation of levy and non-levy funds	Definition of City grant (levy) vs. other BIA society funds; Clarification of requirement for separate audit streams
Borrowing	Clarify restriction on borrowing beyond fiscal year	BIA must not owe money at fiscal year end
Board Meeting Minutes	Update requirements to reflect practice regarding minutes of board meetings	Long-standing practice not to require board minutes. Confirmation that minutes of annual and general meetings must be submitted
BIA society membership dues	Guideline not needed re: maximum dollar amount on BIA society membership dues	BIAs recognize that the BIA levy substitutes for dues; membership in practice is free or (in one case) nominal
Conflict of Interest	Guidelines not carried forward due to redundancy; City's guidelines need not duplicate existing common law principles	It has not been City practice to monitor this internal BIA society function. For rules regarding bidding and conflicts of interest, BIAs are to be referred to common law
Insurance	Updates to BIA society liability insurance coverage requirements	-\$5M minimum coverage; -\$5,000 maximum deductible; -60 day notice to the City of cancellation or material change
General	Clarification that BIA funding may be withheld if any requirements are not met	New By-law section provides that funding may be withheld

Transition

A Grant Allocation By-law is enacted separately each time a BIA is designated or renewed. Therefore, this report includes a proposed form of Grant Allocation By-law for Council's approval, with instructions to apply the form of By-law whenever Grant Allocation by-laws are brought forward for enactment at the time of BIA establishment or renewal. Because BIAs are renewed at different times, the provisions of the new form of By-law will be applied to every BIA once they have all been renewed. In 2015, the only renewing BIA is Commercial Drive. The other 21 BIAs will renew over a period of six years (ending 2021), after which all BIAs will be subject to the new form of By-law. To address possible confusion and inequity during the transition period, it is proposed that all BIAs be asked to voluntarily comply with the conditions set out in the new form of By-law. As the provisions of the new By-law are unanimously supported by the BIAs, problems during the transition are not anticipated. It is recommended that the Guidelines be kept in place until the transition is complete, at which point they will no longer be needed.

Implications/Related Issues/Risk (if applicable)

Financial

There are no financial implications.

Legal

Incorporation of the provisions of the current BIA Operational Guidelines into a new form of Grant Allocation By-law is in agreement with section 457 of the Vancouver Charter, which sets out the requirements for a by-law granting money to a business improvement area applicant and mandates that Council set conditions and limitations in the grant by-law on the receipt and spending of that grant money.

CONCLUSION

The requirements set out in the BIA Grant Allocation By-law and Operational Guidelines have not been reviewed since inception of the BIA Program in 1989. Revised requirements have been developed in consultation with the BIAs and are supported. A new form of by-law has been drafted to incorporate those requirements as required by the Vancouver Charter.

This report provides recommendations for proposed revisions to the City's BIA requirements. The proposed requirements, including provisions carried forward from the current BIA Operational Guidelines, are incorporated in the attached BIA Grant Allocation By-law. The new form of By-law would be enacted by Council for new BIAs, and for every BIA renewal that may come forward until all BIAs are operating under the new By-law.

* * * * *

New Form of Grant Allocation By-law

BY-LAW NO. _____

**A By-law to Grant Money for a Business Promotion Scheme
in the XXXX Business Improvement Area**

THE COUNCIL OF THE CITY OF VANCOUVER, in public meeting, enacts as follows:

1. The name of this By-law, for citation, is the "XXXX Business Improvement Area Grant Allocation By-law".

2. In this By-law:

"accountant" means a member in good standing, or a partnership whose partners are members in good standing, of the Chartered Professional Accountants of British Columbia and who is authorized to carry on public practice;

"Association" means the XXXX Business Improvement Association;

"audited financial statements" mean financial statements that have been audited by an accountant and that include a Statement of Financial Position, a Statement of Revenue and Expenditures, a Statement of Cash Flows, a Statement of Retained Earnings or Equity, and a separate schedule for grant money and revenue derived from grant money;

"budget" means a budget based on a fiscal year commencing April 1, containing information sufficient in detail to describe anticipated expenses and revenues, including anticipated non-grant expenses and revenues, and that has been approved at a general meeting of the Association;

"business improvement area" means the area of the city designated by Council as the XXXX Business Improvement Area;

"business promotion scheme" means a business promotion scheme as defined in section 455 of the Vancouver Charter;

"declaration of meeting" means a document that includes a copy of the draft minutes of a general meeting, together with a declaration that all persons eligible to be BIA members were notified of the meeting, the meeting was duly convened and conducted, a quorum was achieved and maintained, and, in the case of an annual general meeting, that the budget and audited financial statements were approved;

"Director" means the Director of Finance appointed by Council and any person authorized to act on behalf of the Director of Finance;

“grant money” means any money granted to the Association by Council pursuant to this By-law;

“list of directors” means a list of the names and executive positions of continuing and newly elected directors, together with contact information for one director;

“owner” means all persons who own class 5 or class 6 properties in the business improvement area;

“summary budget” means a budget in a form satisfactory to the Director; and

“tenant” means all persons who lease class 5 or class 6 properties in the business improvement area.

3. Subject to the XXXX Business Improvement Area Designation By-Law, the terms and conditions set out in this By-law, and Council’s approval of the budget referred to in section 4, Council, by annual resolution, may grant money to the Association at such times and in such amounts as Council determines.

4. The grant money may be paid to the Association, subject to the following conditions:

- (a) the Association must have as one of its aims, functions or purposes the planning and implementation of a business promotion scheme;
- (b) the Association must give at least 60 days notice to the Director of any general meeting at which the Association proposes the amendment of its constitution or by-laws, together with the text of the proposed amendments;
- (c) the Association must not alter its constitution and by-laws without first obtaining the consent of the Director;
- (d) the grant money must only be spent by the Association;
- (e) the Association must only spend the grant money for a business promotion scheme;
- (f) on or before December 31st of each year, the Association must submit a summary budget and a budget to the Director for approval by Council;
- (g) on or before September 30th of each year, the Association must deliver the Association’s audited financial statements to the Director;
- (h) the Association must keep grant money and revenue derived from grant money in a separate account or sub-account;
- (i) the Association must:

- (i) have sufficient funds to pay all its debts, and
- (ii) insofar as possible, pay all its debts,

by the end of the fiscal year;

- (j) the Association must permit the Director to inspect all financial records that, in the opinion of the Director, must be inspected in order to verify and obtain further particulars of budgets and audited financial statements as they relate to grant money, except that such inspections must take place during normal business hours and on reasonable notice;
- (k) the Association may invest any grant money not required for immediate use but must do so only in securities in which trustees are authorized to invest in accordance with the Trustee Act of British Columbia;
- (l) the Association must carry commercial general liability insurance:
 - (i) in the amount of at least \$5,000,000.00,
 - (ii) with a maximum deductible of \$5000.00,
 - (iii) naming the city as an additional named insured,
 - (iv) containing a cross coverage provision, and
 - (v) including an endorsement stating that the Director will be given 60 days' notice of any material change to or cancellation of the policy;
- (m) the Association must provide proof of insurance, to the satisfaction of the Director, annually and within 30 days of the effective date of the insurance or insurance renewal;
- (n) the Association must give notice to the Director of every general meeting, other than a meeting referred to in subsection (b), together with the financial and membership information that is provided to owners and tenants in accordance with subsection (o), at least 14 days before the date scheduled for the meeting if delivered by hand or transmitted via facsimile or electronically mail, and at least 21 days before the date scheduled for the meeting if delivered by any other means;
- (o) the Association must give notice of every general meeting to all owners and tenants, together with the proposed budget, the audited financial statements, and membership application information, at least 14 days before the date scheduled for the meeting if delivered by hand or transmitted via facsimile or electronically, and at least 21 days before the date scheduled for the meeting if delivered by any other means;
- (p) notice of a general meeting:
 - i. must be given to owners to their address as ascertained from the most recent assessment roll for the City of Vancouver,

Current Grant Allocation By-law

BY-LAW NO. _____

**A By-law to Grant Money for a Business Promotion Scheme
in the _____ Business Improvement Area**

THE COUNCIL OF THE CITY OF VANCOUVER, in public meeting, enacts as follows:

1. The name of this By-law, for citation, is the " _____ BIA Grant Allocation By-law".
2. In this By-law:
 - "Director" means the city's Director of Finance;
 - "grant money" means any money granted to the Association by Council under section 3; and
 - "Association" means the _____ Association.
3. Subject to the _____ BIA Designation By-Law, the terms and conditions set out in this By-law, and Council's approval of the budget referred to in section 5, Council, by annual resolution, may grant money to the Association at such times and in such proportions as Council determines.
4. The Association may spend the grant money only to encourage, promote, and develop business in, and to improve the economics and welfare of, the area designated under the _____ BIA Designation By-law including studies, reports, management, and administration necessary to implement the business promotion scheme.
5. On or before December 31 of each year or as otherwise determined by the Director, the Association must submit to the Director a budget, based on a fiscal year commencing April 1, which contains information sufficient in detail to describe all anticipated expenses and revenues, and which the Association has approved in accordance with the requirements of its constitution and by-laws.
6. At least every three months after Council approves the budget, the Association must submit to the Director a statement of revenues and expenditures.
7. On or before September 30 of each year, the Association must cause its auditor to deliver to the Director the Association's audited financial statements including a balance sheet, a statement of revenue and expenditures, a statement of change in financial position, and a schedule of change in financial reserves.
8. The Association must keep grant money in a separate account, and must cause the revenue and expenditures resulting from use of that separate account to be an audited schedule to the financial statements and reported separately as required by section 6.

9. The Association must not borrow if the result is an indebtedness or other obligation as to grant money which extends beyond the fiscal year in which Council approved the grant.
10. The Association must permit the Director, or Director's designate, during normal business hours on reasonable notice, to inspect all financial records the Director deems advisable to verify and obtain further particulars of budgets and financial statements of the Association as they relate to grant money.
11. The Association may invest any grant money not required for immediate use but must do so only in securities in which trustees are authorized by law to invest.
12. The Association must carry comprehensive general liability insurance of at least \$2,000,000.00 which includes the city as an additional named insured, and contains a cross coverage provision and an endorsement to give the Director 30 days' notice of change to or cancellation of the policy.
13. The Association must give notice of every general meeting at least 14 days before the date scheduled for the meeting if delivered by hand or transmitted via facsimile or electronic mail, or 21 days by any other means to the Director; to all persons who own class 5 or class 6 properties, as described in section 459 of the *Vancouver Charter*, to their address as ascertained from the most recent assessment rolls for the City of Vancouver; and to all persons who lease class 5 or class 6 properties and from which they carry on a business, to their address as determined by directories, visual inspection or any other information system.
14. If the Association alters its constitution or by-laws without first giving the Director 60 days' notice and obtaining approval from the Director, the city may withhold payment of further grant money.
15. The Association must comply with the requirements under this By-law at its own expense.
16. This By-law is to come into force and take effect on *[date]*, and is to expire and have no further force or effect after *[date]*.

ENACTED by Council this _____ day of _____, 20__

Mayor

City Clerk

Current BIA Operational Guidelines

BIA OPERATIONAL GUIDELINES

In addition to the terms and conditions outlined in the Grant Allocation By-law the Director of Finance recommends that funding be contingent upon the Director being satisfied that the BIA Societies are complying with seven guidelines described herein.

The general intent of the guidelines is to ensure: that each BIA Management is representative of the community; that all persons eligible to be a BIA member are notified of general meetings; and that their ability to vote on the annual budgets is not restricted.

These operational guidelines were not incorporated into the City's by-laws because they may need to be changed as more experience is gained with business improvement areas. The guidelines are as follows:

- A. Copies of all minutes shall be provided to the Director of Finance within 30 days of general meetings and director's meetings.
- B. Should a Society choose to charge an annual membership fee, in addition to the BIA levy, that fee shall not exceed \$5.00.
- C. The quorum for a general meeting shall be fifteen members.
- D. BIA members can be either (class 5 or 6) owners or tenants. In order that the views of both types of BIA members are represented, the Board of Management shall consist of both property owners and business owners who are eligible to be members.
- E. A declaration, stating that all persons eligible to be BIA members were notified of a general meeting, shall be sent to the Director of Finance not less than 7 days prior to the date scheduled for a general meeting.
- F. AGM Notice should include:
 - a detailed new budget so it can be reviewed before the AGM;
 - a list of nominees for the Board;
 - financial statements.
- G. Guidelines for bidding practices
 - Common law rule indicates that a director is disqualified from voting on any question in which he or she has a personal or pecuniary interest distinct from that of the inhabitants generally. In addition, directors are expected to disclose any disqualifying interest.
 - Three bids, closed envelopes, no post mortem undercutting.
 - Clear identical descriptions of jobs provided to all bidders.

Table of Concordance

Existing By-law	Proposed By-law	Summary of Changes
Section 1	Section 1	No change - name of By-law for citation
Section 2	Section 2	<p>Definitions:</p> <p>Accountant: Added separate definition of 'accountant' for clarity</p> <p>Audited Financial Statement: Definition has updated terminology for the various statements</p> <p>Budget: Definition clarified to require approval of budget at society general meetings and to require inclusion of non-levy revenues and expenditures</p> <p>Declaration of Meeting: Expanded from former 'Declaration of Notification' to certify that a general meeting was duly held, and that a copy of the meeting minutes must be enclosed</p> <p>List of Directors: Clarify that society executive must all be updated annually, but that contact information for every director is not necessary (contact information for one director must be provided)</p> <p>Owner: Added separate definition of property owner for clarity. Simplifies wording in proposed By-law s. 4(o)</p> <p>Summary Budget: New definition to require submission of standardized BIA budget summaries in a template for use in annual BIA budgets Council reports</p> <p>Tenant: Added separate definition of business tenant for clarity. Simplifies wording in proposed By-law s. 4(p)</p>
Section 3	Section 3	No change - authorization of grant
Section 4	Section 4(a) (e)	Existing section 4 revised to refer to the wording of the Vancouver Charter ('business promotion scheme') as opposed to defining the term. The

Existing By-law	Proposed By-law	Summary of Changes
		association's aims and purposes must include planning and implementation of a business promotion scheme, and BIA grant money may only be spent on a business promotion scheme
Section 5	Section 4(f), 2	Existing section 5 revised to require a summary budget in addition to the usual detailed budget. Section 2 definition of budget affirms practice of submitting final rather than draft budgets
Section 6	-	Existing section 6 not required. As a matter of long-standing practice, quarterly statements have not been required because annual audited financial statements have been sufficient
Section 7	Section 4(g), 2	No change. Section 2 definition of audited financial statement affirms practice of submitting final rather than draft statements
Section 8	Section 4(h), 2	No change. Existing section 8 revised for clarity regarding separation of the grant and non-grant money deposited in bank accounts
Section 9	Section 4(i)	Existing section 9 revised for clarity to require that BIAs not owe money at fiscal year-end while recognizing there could be accounts payable for invoices received close to year end.
Section 10	Section 4(j)	No change - City may inspect BIA financial records on reasonable notice
Section 11	Section 4(k)	No change. Existing section 11 revised for clarity around permitted investments, and refers directly to the Trustee Act
Section 12	Section 4(l) (m)	Existing section 12 revised to update insurance requirements for minimum coverages, add maximum deductibles, and increase the notification period to the City for any policy cancellation or material change.
Section 13	Section 4(n) (o) (p), 2	Existing section 13 becomes three separate sections (4(n,o,p)) to specify general meeting notice requirements to the City, BIA property owners, and BIA business tenants. Clarifies requirement to include draft budget, audited financial statements, and membership information. Revised Section 2

Existing By-law	Proposed By-law	Summary of Changes
		definitions (owner, tenant) apply.
Section 14	Section 4(b) (c)	Existing section 14 revised to clarify requirement to provide 60 days' notice prior to a general meeting at which the BIA intends to amend its constitution or by-laws, provide the text of the proposed amendments, and must not amend without City consent.
Section 15	Section 5, 6	Section 6 is a new provision to clarify that the City may withhold funding if the BIA fails to comply with any of the By-law provisions
Section 16	Section 7	No change - term of by-law
Guideline		
Section A	Section 4(r), 2	Former guideline moved to By-law; updated section requires that a declaration of meeting and list of directors be submitted to the City within 30 days; revised Section 2 definitions apply (list of directors, declaration of meeting)
Section B	-	Former Section B (dollar limit on BIA society membership dues) not required. BIAs recognize that the BIA levy substitutes for dues; membership in practice is free or (in one case) nominal
Section C	Section 4(q)	Former guideline moved to By-law; Revised section updates the City standard for quorum at BIA general meetings by recognizing proxies counted toward quorum on a limited basis (one proxy per person)
Section D	Section 4(s), 2	Former guideline moved to By-law; language revised to reflect current practice and to clarify that the minimum representation of property owners and business tenants on a BIA society board is at least one in either category. Section 2 definitions (owner, tenant) apply
Section E	Section 4(r), 2	Former guideline requiring a 'declaration of notification' is moved to the By-law and expanded as a 'declaration of meeting' defined in Section 2.
Section F	Section 4(n) (o) (p)	Former guideline moved to By-law and incorporated into the new By-law sections 4(n,o,p) . Section F requires AGM notifications to include draft budgets, financial statements and a list

Existing By-law	Proposed By-law	Summary of Changes
		of board nominees for election. For practical reasons, the requirement to include a list of nominees is not carried forward into the new By-law as the submission date for nominations is later than the AGM notification deadline in many of the BIA society by-laws.
Section G	-	Former Section G (guidelines for bidding practices) are not required because they duplicate existing common law principles. For rules regarding bidding and conflicts of interest, BIAs are to be referred to common law.
-	Section 4(d)	New section to clarify that grant money may only be spent by the BIA.