

Official Notice Strathcona BIA Special General Meeting

Date: Thursday, November 18, 2021

Format: Virtual SGM, Hosted Online Via Zoom

**Virtual waiting room opens at 9:45am
SGM begins at 10:00am**

The Strathcona BIA operates on the unceded territories of the Musqueam, Squamish and Tsleil-Waututh Nations.

NOTICE IS HEREBY GIVEN

That a Special General Meeting (SGM) of the Strathcona Business Improvement Association (SBIA) is being called. The online virtual meeting will take place on Thursday, November 18th with the virtual waiting room opening at 9:45am and the SGM to follow from 10:00am-11:00am.

- Call to Order, Land Acknowledgement, Introductions & Virtual Instructions
- Adoption of SGM Meeting Rules
- Message from the SBIA Board
- Proposed Member Resolution
- Adjournment

What You Will Find In Your SGM Package

- SGM Official Notice and details on how to participate
- Letter from the SBIA Board
- Member requisition with proposed resolution

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How to participate in the SGM

With the uncertainties of COVID-19 and recent changes to provincial health guidelines, members are being asked to participate in the SGM virtually using a computer/tablet or by smartphone. To fully participate in the SGM, including video and voting capabilities, members will need to use a device that has access to an internet connection and use their internet browser to access links to the meeting and voting platform. We recommend using a desktop computer or laptop with a Chrome internet browser. The virtual SGM will be hosted on Zoom in combination with a voting platform called Lumi.

In order to cast a vote at the SGM, we require all members to RSVP in advance. You can do that by emailing info@strathconabia.com or calling the SBIA office at 604-258-2727 with your name, business/property holding name, and address. Once we've confirmed your membership status you will receive a registration email that will include a Zoom meeting link and information on how to join and participate in the meeting. You will also receive voting instructions and a separate link to the Lumi voting platform that is unique to each member. Members who cannot attend can assign another member-in-good-standing to act as their proxy. Please email us to request a proxy form.

The virtual waiting room will open at 9:45am. Members will join the meeting via the link in their registration email. If you join the meeting prior to the 10:00am start time you will enter a virtual waiting room and will automatically join the meeting when the SGM begins. If you join after the SGM has begun you will enter a virtual waiting room and be admitted to the meeting in progress. Once the meeting starts members will be greeted by the SBIA Board of Directors, who will display a visual presentation and proceed through the meeting agenda. Members will have the choice to appear on-screen and ask questions during each motion. Instructions on how to vote will be provided to members at various times during the meeting. Results will be confirmed and announced to the membership by the Chair of the meeting.

October 8, 2021

RE: IMPORTANT BOARD COMMUNICATION

Dear Strathcona BIA Members,

The Strathcona Business Improvement Association (SBIA) has received the enclosed requisition (attached at the end of this package) from a group of members to hold a Special General Meeting (SGM). As a non-profit Society, we are required by the Societies Act to convene our membership should a Special General Meeting be requested by 10% of voting members.

Many of these same members called an SGM earlier in the year to review our safety program model and office lease. At that meeting the majority of voting members supported the recommendation of the SBIA and voted those proposals down.

Holding two SGMs in the same year, in addition to an AGM, is a large undertaking and carries a significant financial cost. It also impacts staff's time to run the programming that you, our members, use on a daily basis. We share this because we want members to understand the impact this is having on the organization and the programs that serve and support you.

As your volunteer Board of Directors, we answer to 800+ levy-paying members. We want to engage with members, listen to your voices, and work together as a group to be successful. It is our sincere hope that we can move forward as an organization with the continued support and input from our members and get back to our core focus which is supporting you, the business community, to make Strathcona a thriving, resilient, and inclusive place for you to work and do business.

OVERVIEW

Sixteen individuals, representing 21 society members-in-good-standing, have signed onto a requisition calling for a SGM to consider hiring an accounting company to review our accounting records and Board of Directors minutes to determine if the SBIA is in compliance with the Income Tax Act, City of Vancouver Bylaws, and our own Constitution. As all the conditions of a requisition have been met under the Societies Act, you are receiving this official notice of a SGM to be held on Thursday, November 18th, 2021 at 10:00am.

The Board of Directors has reviewed the proposed resolution put forward in the requisition and discussed it at length. We have a duty to listen to and consider all advice from our members, as well as an obligation to recognize when a proposal put forward by members would be detrimental to the district or organization. It is with this duty in mind that the SBIA Board of Directors cannot support the proposed resolution that has been put forward.

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PROPOSED RESOLUTION
BOARD RECOMMENDATION: NOT IN FAVOUR

The SBIA has always built sound policy and programming in consultation with partners, experts, and industry best practices and will continue to operate that way. We are confident that we are in compliance with all rules and regulations.

Each year, members appoint an independent auditor to conduct an audit of the SBIA financial statements that are completed in full accordance with Canadian accounting standards for not-for-profit organizations. These audits typically cost in the range of \$6,000-\$7,000 to complete per year. At previous AGMs, members have already considered and voted to receive the audited financial statements. The statements for the last three years are available on our website.

As your elected Board of Directors, you have granted us authority and fiduciary responsibility on behalf of all SBIA members, a responsibility we take seriously as a committed and passionate volunteer board. To follow through with this proposal would result in financial costs to the organization that we feel is not a responsible use of member funds. Our focus should be on the services and programming that support the membership.

The Board recommends that members vote against this proposal at the upcoming SGM. Please contact us at board@strathconabia.com if you have any questions or concerns.

In Community, your SBIA volunteer Board of Directors,

Emma Carscadden
David Greaves
Anu Kainth
Kathy Tuulos
Duncan Wlodarczak
Elijah Fast
Jason Gilron
Monica Reyes
Peter Joe
Ronald A. Zisman

Member Proposal

As a non-profit society, the Strathcona BIA is accountable to the Societies Act. This gives members of the society (those who complete a membership form annually and are members in good standing of the society) the opportunity to put forward member proposals and requisition a Special General Meeting (SGM). The following society members-in-good-standing have submitted a requisition with a resolution for the Member's consideration to be tabled at a SGM: 4V Holdings Inc., AMU Investments Limited, Vantina Holdings Ltd., Downtown U-Lok Storage Ltd., H.K. Auto Repair, Commit Autobody, 0924441 BC Ltd., Inspired Image Picture Company Inc., Guillevin International Co., Weswin Techwear MFG. Inc., Westcomb Outerwear Inc., Alan Yiu, Flash Courier Services Inc., 573970 BC Ltd., George Wertman Ltd., Dan Bellan Design, les amis du FROMAGE, AAJ Holdings, Bachechi Bros Realty Inc., Westone Distribution, Homer Holdings Limited. You will find their proposed resolution below.

Whereas members of the SBIA wish to determine that the SBIA is in full compliance with the Canada Income Tax Act, City of Vancouver by-laws and the SBIA Constitution. I, a voting member of the SBIA, requisition the directors of the SBIA to call a general meeting of the SBIA so that the voting members may consider the following resolution:

Resolution:

The directors of the SBIA retain on behalf of SBIA members either Deloitte LLP, KPMG LLP, PwC or Ernst & Young to conduct an audit of the SBIA accounting records and board of director meeting minutes for the years 2019, 2020 and 2021 to provide an opinion whether the SBIA:

- 1) Is tax exempt provided by paragraph 149(1)(l) of the Canada Income Tax Act.
- 2) Is in full compliance with City of Vancouver by-laws 11757 and 11758.
- 3) Is in full compliance with the SBIA Constitution.
- 4) Is reimbursing non-profit societies the share of the BIA levy paid.