



Business Improvement Areas

Sample Governing Document

Edmonton

This resource is provided to BIAs to support good governance and operational practices that are aligned with applicable regulations and policies.

BIAs are created through a City Council approved “Establishment Bylaw” as permitted under the Alberta Municipal Government Act (MGA) and MGA Regulations.

Each BIA is encouraged to develop their own governing document to further define the framework for the BIA. The governing document must not contravene either the MGA and Regulations, City Policy or BIA establishment bylaws.

It is recommended that each BIAs’ governing document be developed, reviewed by the BIA’s legal counsel or other experts in the area and presented to the BIA’s members for approval at an AGM. It is also recommended to file a copy of the governing document (after approval by the members) with the City of Edmonton’s BIA liaison staff. Reference to specific wording from the MGA and Regulations and the BIA’s establishment bylaw are included in this sample for easy reference and could be included in the governing document of a BIA. It should be noted that if changes are made to any of those documents, updates to the governing document should be made to keep everything current.

1. ARTICLE 1

Definitions and Interpretation

1.1. Definitions

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

- 1.1.1. “BIA” means the individual Business Improvement Area, incorporated under the City of Edmonton Bylaw **(add bylaw number)**;
- 1.1.2. “Board” means all Directors of the BIA as appointed by Council from time to time;
- 1.1.3. “Bylaw” means the City of Edmonton Bylaw **(add bylaw number)** incorporating the **add specific name** Business Improvement Area;
- 1.1.4. “City” means the municipal corporation of the City of Edmonton
- 1.1.5. “Chair” means the chair of the BIA as provided at section 8.2;
- 1.1.6. “Council” means the municipal council of the City of Edmonton;
- 1.1.7. “Director” means a person appointed by Council to serve in that capacity on the Board of Directors;
- 1.1.8. “Executive Director” means the Executive Director of the BIA as provided at section 9;
- 1.1.9. “Governing Document” means this specific Governing Document as approved by the Members;
- 1.1.10. “Member” means a business assessed for business taxes within the BIA Area;
- 1.1.11. “MGA” means the Municipal Government Act, S.A. 2000, c.M-26 and Municipal Government Act Business Improvement Area Regulation Alberta Regulation 93/2016;
- 1.1.12. “Officer” means an officer of the BIA as determined in accordance with these

Governing Document.

1.1.13. "Proxy" means when a Member provides written authorization for an individual to represent the Member at the AGM.

1.1.14. "Purpose or Objects of the Zone" means the purpose of the BIA as established in the Bylaw and for convenient reference are set forth below:

1.1.14.1. The purposes of the BIA are:

1.1.14.2. Improving, beautify and maintaining property in the BIA;

1.1.14.3. Developing, improving and maintaining public parking; and

1.1.14.4. Promoting the BIA as a business or shopping district.

1.1.15. "Regular Meeting" means any meeting of Members that is not an Annual General Meeting;

1.1.16. "Secretary" means the secretary of the BIA as provided at section 8.3;

1.1.17. "Treasurer" means the treasurer of the BIA as provided at section 8.4;

1.2. Interpretation

In the Governing Documents, 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.

1.3. Headings and Marginal Notes

The headings and marginal notes appearing in the Governing Document are inserted only as a matter of convenience and in no way define, limit or describe the scope or intent of the Governing Documents.

1.4. References to Articles and Sections

Unless otherwise stated, all references to article and section numbers refer to articles and sections of the Governing Document.

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, included here for convenient reference, a member is defined to be a business assessed for business taxes within the **(add name of specific BIA here)** Business Improvement Area.

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 shall be precluded from voting or participating in the discussion.

3.2. A 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, or

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.

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 Secretary, 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, or a 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 general 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.

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 the Bylaw and repeated here for convenience, The Board of Directors shall consist of up to 15 individuals as appointed annually by City Council following the nomination process of the BIA in preparation for the Annual General Meeting and finalized at the Annual General Meeting.

5.1. Primary Role of the Board of Directors

Subject to the MGA, the Bylaw and the 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:

5.1.1. for oversight of the Executive Director of the BIA and evaluation of the Executive Director's performance;

5.1.2. evaluation of the BIA's performance and the Board's performance;

5.1.3. 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;

5.1.4. 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

5.1.5. as required in the Bylaw and repeated here for convenient reference, the Board shall 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.

5.2. 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:

5.2.1. that the business and affairs of the BIA are conducted in a manner that is consistent with the Purpose of the BIA;

5.2.2. that adequate accounting and financial records of the BIA are maintained; that effective internal controls, management information systems, and systems to recognize and assess the principle risks of the BIA are in place; and

5.2.3. the BIA's compliance with regulatory requirements.

5.3. Financial Matters and Reporting

The Board shall be responsible to:

5.3.1. develop the annual budget, review the proposed budget with the Members at the AGM and recommend the passage of a motion by the Members at the AGM to recommend approval of the budget by Council, the MGA Act & Regulations and the Bylaw do not require a motion to be passed by the members on the budget, 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. As defined in the MGA and included here for convenient reference, the BIA annual budget must be a balanced budget, the Board may only make expenditures that are included in the approved budget, the Board must provide the Members with written notice of the date and time that Council will consider approval of the budget;

5.3.2. as declared in the MGA BIA Regulations and included here for convenient reference, Council may, in its approval of a board's budget,

5.3.2.1. authorize the board to amend the budget by

5.3.2.1.1. transferring amounts to or from the board's reserves, and

5.3.2.1.2. transferring amounts between expenditures so long as the amount of the total expenditure is not increased, and

5.3.2.1.3. establish conditions respecting the amendment of the budget under clause 5.3.2.1.

5.3.3. ensure the preparation of audited annual financial statements of the BIA;

5.3.4. as defined in the MGA, and included here for convenient reference, the Board must appoint an auditor to audit the accounts and annual financial statements of the BIA and report thereon as required by the City following the end of each fiscal year; and

5.3.5. ensure that the audited financial statements of the BIA, together with the auditor's report thereon, are presented at the Annual General Meeting.

5.3.6. as defined in the Bylaw and included here for convenient reference, the BIA has no power to borrow money or otherwise pledge its assets without the express direction of Council

5.3.7. as established in the Bylaw, included here for convenient reference, the banking business of the BIA shall be transacted with such banks or financial institutions as the Board may from time to time designate, and shall be transacted in accordance with such agreements, instructions and delegation of powers as the Board may from time to time prescribe.

5.3.8. as defined in the MGA and the Bylaw, and included here for convenient reference, the fiscal year of the BIA shall be the calendar year.

5.4. 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 the Governing Document.

5.4.1. Without restricting the generality of the foregoing, the Board has the authority to:

5.4.1.1. implement the annual operating plan as per the budget approved by Council,

5.4.1.2. appoint officers, 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,

5.4.1.3. appoint signing authorities for the BIA, and

5.4.1.4. generally, to establish policies and make rules and regulations for the operation of the BIA.

5.4.1.5. as defined in the MGA and included here for convenient reference, the Board must appoint an auditor and as outlined in 5.3.3.

5.4.1.6. the Board is authorized to determine its own practices and procedures consistent with the MGA, the Bylaw, and this Governing Document.

5.5. Exercise of Authority by Board

The Board shall exercise its authority by:

5.5.1. passing a resolution by a simple majority; or

5.5.2. the adoption of a resolution in writing.

5.6. 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.

5.7. Written Resolutions and Electronic Signatures

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

5.8. Delegation of Authority to Committees, Officers, and Employees

The Board may from time to time 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 from time to time. The Board shall approve Terms of Reference, which shall contain any delegation, for any committees established.

5.9. Nomination of Candidates for Director Appointment by Council

A Nominating Committee shall be established annually for the purpose of:

- Implementing a call for nominations prior to the Annual General Meeting;
- Verifying that nominees have been nominated in writing by a Member and have agreed to the nomination in writing;
- Continuing the nomination process on the floor of the Annual General Meeting;
- Closing Nominations at the Annual General Meeting;
- Conducting the selection process to confirm nominations being recommended to Council at the Annual General Meeting.
- Confirming if less than the appointment of 15 Directors is being recommended by the members.

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 ten Members.

6.1.1. Notice of Regular Meetings

The Secretary 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.

6.2. Annual General Meetings

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

- 6.2.1. present the minutes of the previous Annual General Meeting;
- 6.2.2. present the financial statements of the BIA for the most recently completed fiscal year, accompanied by the
- 6.2.3. auditor's report thereon;
- 6.2.4. presentation and review of the proposed next annual operating budget to be recommended for approval by City Council; and
- 6.2.5. Select the proposed slate of Nominees to be recommended for appointment as Directors by City Council;
- 6.2.6. Notice of Annual General Meetings

As established in the Bylaw, included here for convenient reference, written notice of the Annual General Meeting shall be sent by mail, personal delivery, or a combination of the two, to all members at least fourteen (14) days prior to the meeting date.

6.3. Waiver of Notice by Members - Regular and AGM

Notwithstanding any other provision of the 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.

6.4. Quorum for Regular Member Meetings - Regular and AGM

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

6.5. 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 from time to time and the decision of such chair on all matters relating to procedure shall be conclusive and binding upon the Members.

6.6. 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, 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. All motions are passed by a simple majority vote (50% + 1) of the members present at a meeting. In the case of an equality of votes, the chair of the meeting shall not have a casting vote.

6.7. Place of Member Meetings - Regular and AGM

Any Meeting of the Members or Board shall be held in Edmonton.

6.8. 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 Secretary 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 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 and Executive Director except where an invitation has been made by or on behalf of the Board of Directors.

7.2. Notice of Meeting Board Meetings

The Secretary shall ensure that notice is given 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 the 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 from time to time and the decision of such chair on all matters relating to procedure shall be conclusive and binding upon the Directors.

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, 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 section 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 vote.

7.7. Place of Meetings

Any Meeting of the Board shall be held in Edmonton.

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 the Governing Document. For the avoidance of doubt, the provisions of this section 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 Secretary 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, Treasurer and Secretary and such other Officers as the Directors may, from time to time, determine. In addition to the duties and authorities specified in the 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.

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, 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. Secretary

The Secretary is responsible to facilitate and maintain regular communications with the Members and Directors on significant matters concerning the BIA. In conjunction with the Executive Director, the Secretary is expected to ensure that the Members and Directors are properly informed by the dissemination of quality and timely information concerning the business and affairs of the BIA. The Secretary is responsible for ensuring preparation and custody of minutes of proceedings of all meetings of Members, the Board, and Board Committees. The Secretary is responsible to coordinate with the Executive Director to ensure that notices of meetings of the Members, Board and Board Committees are given or sent and that all supporting meeting material is provided with copies for the records of the BIA.

The Secretary shall:

- 8.3.1. prepare and maintain a register of Members as required under the MGA and Bylaw; and
- 8.3.2. maintain and preserve such other books and records of the BIA as are appropriate,
- 8.3.3. together with such other matters as the Board may determine.

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, the Governing Document, and regulators;
- 8.4.2. review financial reporting and updates as the Board or City may request;
- 8.4.3. in concert with the Executive Director, ensure that effective internal financial controls and information systems are in place;
- 8.4.4. in concert with the Executive Director, 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;
- 8.4.5. supervise the preparation of audited annual financial statements of the BIA for submission to the City and for review and approval by the Board prior to that submission, and their review at each Annual General Meeting; and
- 8.4.6. present the audited financial statements at the Annual General Meeting,
- 8.4.7. together with such other matters as the Board may determine.

8.5. 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.

9. ARTICLE 9

9.1 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 and be the lead liaison with the City and shall be responsible to:

- 9.1.1. lead, in conjunction with the Board, the development of the BIA's long and short-term strategy;
- 9.1.2. lead the operational management of the BIA;
- 9.1.3. oversee the implementation of the BIA's strategic goals and approved annual operating plan;
- 9.1.4. ensure that effective internal controls and management information systems are in place;
- 9.1.5. 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. serve as a signing authority for the BIA along with such others as the Board shall establish;
- 9.1.7. support the Chair in the development of meeting agendas, the scheduling of meetings, and the preparation of materials for Board meetings; and
- 9.1.8. in conjunction with the Secretary, 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 judgements, concerning the business and affairs of the BIA, together with such other matters as the Board may determine.

10. ARTICLE 10

Auditor, Inspection of Records and Seal

10.1. 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. Inspection of Books

Inspection of books is limited by the Bylaw. As defined in the Bylaw and included here for convenient reference, 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, or an officer, accountant, 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.

10.3. 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. ARTICLE 11

Duty of Care, Limitation of Liability, Indemnity

11.1. Duty of Care of Members and Officers

Every Director and Officer of the BIA, in exercising his or her powers and discharging his or her duties shall:

- 11.1.1. act honestly and in good faith with a view to the best interests of the BIA; and
- 11.1.2. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2. Civil Liability of Board Members

As defined in the MGA and included here for convenient reference.

11.2.1. In this section "approved budget" means a budget of the board of a business improvement area that has been approved by council.

11.2.2. A member of the board of a business improvement area that makes an expenditure that is not included in an approved budget is liable to the municipality for the expenditure.

11.2.3. If more than one member is liable to the municipality under this section in respect of a particular expenditure, the members are jointly and severally liable to the municipality for the expenditure.

11.2.4. The liability may be enforced by action by

11.2.4.1. The municipality, or

11.2.4.2. A person who is liable to pay the business improvement area tax imposed in the business improvement area.

11.3. Limitation of Liability

With the exception of liability as outlined in section 11.2, no Director or officer shall be liable for the acts, omissions or defaults of any other Director or officer or employee of the BIA, or for 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, or for the insufficiency or deficiency of any security in or upon which any of the monies of the BIA shall be invested, or for 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, or for 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. 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 section 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 Association. Nothing in the 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 the Governing Document.

12. ARTICLE 12

Miscellaneous

12.1. Amendment of Governing Document

The 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. 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. ARTICLE 13

Dissolution or Cessation of the BIA

13.1. Surrender Incorporation

The rules to disestablish the BIA are contained in the MGA Regulations – sections 23, 24, 25, 26, 27, 28, 29 and 30.

13.2. 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. Disposition of assets upon Dissolution or Cessation

13.3.1. 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.