



Downtown Duncan Business Improvement Area Society
Annual General Meeting Agenda
Wednesday, April 16, 2025, at 5:30pm
Elks Lodge Duncan / 149 Station Street

1. Call to order
2. Greetings from the City of Duncan – City of Duncan
3. President’s Address
4. Approval of April 16, 2025 AGM Agenda
5. Approval of May 13, 2024 AGM Minutes
6. Financial Report – Kevin Gamble, Treasurer
7. The Year in Review – Video Presentation
8. Guest Speaker - Peter De Verteuil, Chief Administrative Officer (CAO) at the City of Duncan
9. Special Resolution: Bylaw Amendment Vote
10. Election of Officers – Francine Lavalee-Murray, Director
11. Adjournment



**Downtown Duncan Business Improvement Area Society
Annual General Meeting Minutes
Monday, May 13, 2024 at 7:00pm / Duncan United Church
Music interlude by Jim Scales (“Just Jim”)**

Present

Francine Lavalee-Murray, John Hirst, David van Deventer, Jacquie Braun, Seth Godbey, Judy Stafford, Koane Smith, Lucy Thomas, Jean Davis, Jock Hildebrand, Carmen Hildebrand, Janelle Baker, Cathy Robertson, Michelle Staples, John Falkner, Stephanie Farrow, Jane Nares, Olga Sherchenko, Dina Steuhler, Spencer Schmidt, Chris St-Cyr, Jason St-Cyr, Kaitlyn Nault.

Staff

Katherine Devine, Ally Easterbrook, Katherine Dorma and Gill Polard

Call to Order

Downtown Duncan BIA President Spencer Schmidt called the May 13, 2024, Annual General Meeting to order at 7:05 pm and welcomed attendees. It was determined a quorum was present, and the meeting, having been duly convened, was ready to proceed with business.

**Greetings from
Mayor Michelle Staples**

Mayor Staples brought greetings from the City of Duncan on behalf of Council and noted how much downtown Duncan has grown in the past two years. She remarked on how vibrant the city is looking and feeling and praised the downtown business owners for being the centre of our community.



**President's Address
Co-President
Spencer Schmidt**

Co-President Spencer Schmidt spoke of the entrepreneurial spirit and the opportunity to learn and challenge yourself. He thanked the downtown Duncan businesses and remarked on how they are the “secret sauce” to downtown Duncan.

**Approval of
May 13, 2024
AGM Agenda**

It was motioned by David van Deventer and seconded by Seth Godbey.

Carried.

**Approval of
April 11, 2023
AGM Minutes**

It was motioned by Francine Lavalee-Murray and seconded by Dina Stuehler.

Carried.

**Financial Report –
Jamie Court (Palmer Leslie
Chartered Accountants)**

Jaimie Court of Palmer Leslie Chartered Professional Accountants presented via a pre-recorded video presentation. She highlighted that the financial report was prepared to professional standards. The video link was problematic so Spencer Schmidt asked if anyone in the meeting had questions he could answer about the report (hard copies of the financials were distributed to the membership at the start of the meeting). It was moved that the 2023 Financial Report be adopted. Motion by John Hirst, Seconded by Jacquie Braun.



Carried.

**The Year in Review –
Acting Co-President
Dina Stuehler**

DDBIA Co-President Dina Steuhler gave a presentation on the DDBIA activities and success over 2023.

**DDBIS Business Awards
Presented by Executive Director,
Katherine Devine**

The 2023 Business Awards were distributed. Best New Business [Or Organization] went to Mettra Pharmacy. The Innovation and Excellence Award went to Cowichan Green Community. Each winner received a crystal engraved trophy and \$200 Downtown Duncan Dollars.

Election of Officers

David van Deventer facilitated the general election segment of the AGM. The process and outcomes were as follows:

1. **Vice President Nomination:**
 - David asked three times for nominations for the position of Vice President from the floor.
 - No nominations were received.
 - Francine Lavalee-Murray agreed to stand for the position and was subsequently named Vice President.
2. **President Nomination:**
 - David asked three times for nominations for the position of President from the floor.
 - No nominations were received.
 - Dina Stuehler was named President.
3. **Director Positions Nomination:**
 - David asked three times for nominations for the five available Director positions from the floor.
 - No nominations were received.



- The current directors filled the available positions. The directors are:
 - Seth Godbey
 - Jacquie Braun
 - John Hirst
 - Spencer Schmidt
 - Kevin Gamble

A motion to accept the nominations as presented was made by John Falkner and seconded by Jock Hildebrand.

Carried.

Adjournment

A motion to adjourn the meeting was made by David van Deventer and seconded by John Hirst. The meeting was adjourned at 8:37 PM.

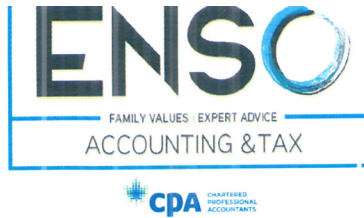
DOWNTOWN DUNCAN BUSINESS IMPROVEMENT AREA SOCIETY

Financial Information

Year Ended December 31, 2024

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Year Ended December 31, 2024

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COMPILATION ENGAGEMENT REPORT

To the Board of Directors of Downtown Duncan Business Improvement Area Society

On the basis of information provided by management, we have compiled the statement of financial position of Downtown Duncan Business Improvement Area Society as at December 31, 2024, and the statement of revenues and expenditures for the year then ended, and Note 1, which describes the basis of accounting applied in the preparation of the compiled financial information ("financial information").

Management is responsible for the accompanying financial information, including the accuracy and completeness of the underlying information used to compile it and the selection of the basis of accounting.

We performed this engagement in accordance with Canadian Standard on Related Services (CSRS) 4200, *Compilation Engagements*, which requires us to comply with relevant ethical requirements. Our responsibility is to assist management in the preparation of the financial information.

We did not perform an audit engagement or a review engagement, nor were we required to perform procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an audit opinion or a review conclusion, or provide any form of assurance on the financial information.

Readers are cautioned that the financial information may not be appropriate for their purposes.

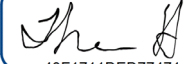
Duncan, British Columbia
April 14, 2025

CHARTERED PROFESSIONAL ACCOUNTANTS

Statement of Financial Position
December 31, 2024

	2024	2023
ASSETS		
CURRENT		
Cash	\$ 81,447	\$ 80,704
Accounts receivable	4,124	10,825
Goods and services tax recoverable	5,660	5,349
	\$ 91,231	\$ 96,878
 LIABILITIES AND NET ASSETS		
CURRENT		
Accounts payable	\$ 35,823	\$ 26,055
Deposits received	700	1,000
Wages payable	1,470	4,800
Employee deductions payable	239	3,892
Deferred income	52,999	61,131
	\$ 91,231	\$ 96,878

ON BEHALF OF THE BOARD

Signed by:  _____ Director

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See notes to financial information

Statement of Revenues and Expenditures
Year Ended December 31, 2024

	2024	2023
REVENUES	\$ 322,435	\$ 322,255
EXPENSES		
General and Administrative Expenses	64,625	68,670
Grants to Members	7,707	-
Program Expenses	36,699	62,546
Downtown Development	-	26,400
Marketing	33,616	31,632
Salaries and Wages	215,445	198,813
	358,092	388,061
DEFICIENCY OF REVENUES OVER EXPENSES FROM OPERATIONS	(35,657)	(65,806)
OTHER INCOME		
Interest Income	261	137
Grant Revenue	5,450	27,162
Subsidy Revenue	4,880	6,912
Rental Revenue	25,066	31,595
	35,657	65,806
EXCESS OF REVENUES OVER EXPENSES	\$ -	\$ -

See notes to financial information

NOTES TO FINANCIAL INFORMATION
Year Ended December 31, 2024

1. BASIS OF ACCOUNTING

The basis of accounting applied in the preparation of the statement of financial position of Downtown Duncan Business Improvement Area Society as at December 31, 2024, and the statement of revenues and expenditures for the year then ended is the historical cost basis and reflects cash transactions with the addition of:

- accounts receivable less an allowance for doubtful accounts
 - accounts payable and accrued liabilities
-

2. PURPOSE OF THE SOCIETY

The Duncan Business Improvement Area Society is a not-for-profit organization for the purpose of promoting awareness regarding issues affecting the downtown Duncan merchants, professionals and property owners, and to work towards the improvement of the downtown Duncan area. The Society does this by delivering advertising and marketing focused on the downtown core, by helping to fund improvements to the downtown core, and by coordinating various events throughout the year to draw crowds downtown in the Duncan area. The Society is incorporated under the Society Act of British Columbia and is a not-for-profit organization under the Income Tax Act.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements were prepared in accordance with Canadian Standard on Related Services (GAAP). Canadian Standard on Related Services are part of Canadian GAAP and, in management's opinion, with consideration of materiality and within the framework of the following accounting policies:

Fund accounting

Downtown Duncan Business Improvement Area Society follows the deferral method of accounting for contributions.

Revenues and expenses related to program delivery and administrative activities are reported in the Operating Fund.

Revenue recognition

Downtown Duncan Business Improvement Area Society follows the deferral method of accounting for contributions.

Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Restricted investment income is recognized as revenue in the year in which the related expenses are incurred. Unrestricted investment income is recognized as revenue when earned.

Tangible capital assets

Tangible capital assets consist of office, general, and computer equipment. Under Section 4433 of the CPA Canada Handbook, items purchased are expensed when acquired. Items contributed to the Society are not recognized in the financial statements. The amount of contributed tangible capital assets received in the year has not been determined.

Contributed services

(continues)

DOWNTOWN DUNCAN BUSINESS IMPROVEMENT AREA SOCIETY

**Notes to Financial Information
Year Ended December 31, 2024**

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

The operations of the organization depend on both the contribution of time by volunteers and donated materials from various sources. The fair value of donated materials and services cannot be reasonably determined and are therefore not reflected in these financial statements.

Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from management's best estimates, as additional information becomes available in the future.

4. FINANCIAL INSTRUMENTS

The Society's financial instruments consist of cash, accounts receivable, goods and services tax receivable, accounts payable, and wages and benefits payable. It is the board's opinion that the Society is not exposed to a significant credit, interest, liquidity, market, or currency risk arising from these financial instruments.

Unless otherwise noted, it is management's opinion that the society is not exposed to significant other price risks arising from these financial instruments.

5. DEFERRED INCOME

	<u>2024</u>	<u>2023</u>
Deferred contributions, opening	\$ 61,131	\$ 89,164
Business Improvement (BIA) levy received	281,940	268,750
BIA levy recognized in the year	(294,287)	(300,836)
Duncan Farmers' Market - Jan - Mar 2024 revenues	4,215	4,053
	-	-
	<u>\$ 52,999</u>	<u>\$ 61,131</u>

6. ECONOMIC DEPENDENCE

The Society derives most of its funding from Business Improvement Area (BIA) levies collected by the City of Duncan in accordance with Bylaw No.3230 through December 31, 2027. After 2027 the Society will require new Bylaws to be passed or alternate funding sources in order to continue as a going concern.

7. PRESENTATION

A statement of net assets has not been presented as the Society currently only has one fund which is the unrestricted general fund. The separate statement of net assets would not provide any further information. The change in the unrestricted net assets has been presented at the bottom of the Statement of Operations.

8. COMPARATIVE FIGURES

Some of the comparative figures have been reclassified to conform to the current year's presentation.

DOWNTOWN DUNCAN BUSINESS IMPROVEMENT AREA SOCIETY

**Revenues
(Schedule 1)
Year Ended December 31, 2024**

	2024	2023
Revenue		
BIA Levy	\$ 281,940	\$ 268,750
BIA Levy - PY Deferral	-	34,401
BIA Levy - CY Deferral	-	(2,314)
Event/Programs - Vendor Fees	650	-
Event/Program Sponsorship	3,500	7,000
Event/Program - Other	150	-
Co-Advertising Program - Sales	4,650	-
Billboard - Static Sales	8,425	10,500
Billboard - Digital Sales	600	2,375
Earth Day	(14)	-
Christmas Revenue	775	825
City Square Rev - Other Functions	1,775	-
Every Child Matters T-Shirts	104	105
Revenue	<u>19,880</u>	<u>613</u>
Revenue total	\$ 322,435	\$ 322,255

DOWNTOWN DUNCAN BUSINESS IMPROVEMENT AREA SOCIETY**Expenses
(Schedule 2)****Year Ended December 31, 2024**

	2024	2023
Administration		
Bank & Interest Charges	\$ 1,996	\$ 1,620
Insurance	3,125	3,771
Office Supplies	3,186	3,728
Repairs & Maintenance	594	2,734
Consulting Fees	3,206	80
Accounting & Bookkeeping Fees	8,849	9,239
Rent	15,834	15,197
Telephone	780	1,150
Utilities	2,667	2,189
Website	12,421	6,603
Staff Appreciation	222	2,241
Staff Training & Development	1,042	1,410
Photocopier, Lease & Service	1,139	1,863
Courier & Postage	186	-
Licences & Memberships	1,196	1,391
Legal Fees	444	-
Travel	874	1,005
Travel - Mileage	-	825
Parking Pass	620	586
Equipment & Software	5,575	13,036
Volunteer Appreciation	105	-
Member Social	564	-
Administration total	64,625	68,668
Downtown Development		
Facade Improvement	-	26,292
Landscaping	-	108
Downtown Development total	-	26,400
Events and Activities		
Event/Program - Subcontract Wages	4,433	7,776
Event/Program - Supply	18,610	38,854
Event/Program - Office Supply	2,687	403
Event/Program - Catering	2,405	1,053
Event/Program - Services	3,713	7,836
Event/Program - Licences	20	-
Event/Program - Sponsorship	4,700	4,005
AGM & Mixers	96	2,619
Workshop Purchases	35	-
Events and Activities total	36,699	62,546
Marketing		
Marketing	33,616	31,632
Grants		
Grants to Members	7,707	-

(continues)

See notes to financial information

DOWNTOWN DUNCAN BUSINESS IMPROVEMENT AREA SOCIETY

**Expenses (continued)
(Schedule 2)**

Year Ended December 31, 2024

	2024	2023
Overhead Wages, Benefits and Contract Labour		
Salaries and wages	<u>215,445</u>	198,813
Grand Total	<u>\$ 358,092</u>	<u>\$ 388,059</u>



Motion to be Presented at the Annual General Meeting (AGM)

Date: April 16th 2025

Location: Duncan Elks Association
149 Station St.
Duncan, BC
V9L 1M8

Motion:

I move that the following Bylaws of the **Downtown Duncan Business Improvement Area Society** be amended/repealed in accordance with the requirements of the **BC Societies Act**:

1. Bylaw Amendment – Section 1(a) - Board & Executive

Current Bylaw Text:

The Association shall be governed by the Board of up to 15 Directors and shall include an Executive Committee which reports to the board of Directors. The Executive of the Association shall be comprised of the President, Past-President, Vice-President, Secretary and Treasurer.

Proposed Amendment:

The Association shall be governed by the Board of up to 13 Directors and shall include an Executive Committee which reports to the board of Directors. The Executive of the Association shall be comprised of the President, Past-President, Vice-President, **Governance Officer** and Treasurer.

2. Bylaw Amendment – Section 1 i) & j) - Board & Executive

Current Bylaw Text:

N/A

Proposed Amendment:

- (i) Board members may serve a maximum of six consecutive two-year terms, totaling twelve years. Upon reaching this limit, a Director must step down from the Board and may continue to participate in Board and Committee meetings in a non-voting capacity for the duration of the two-year period following their term limit. After leaving the Board for a minimum of two years, former Directors may be eligible to run for election to the Board again.

- (j) Notwithstanding the provision of Bylaw 1 (i), any Director who as of January 2025 who has exceeded twelve years of service on the Board is permitted an additional two years. This extension shall be granted for the purpose of ensuring continuity of leadership and a smooth transition.

3. **Bylaw Amendment – Section 2 b) & 3 c) - President**

Current Bylaw Text:

- 2 b) The association will be represented on all formal occasions by the President or his designate.
- 3 c) The Vice-President shall assume the office of the President during his or her term if the President dies, resigns, is removed from the Board, or for some other reason is, in the opinion of a majority Board, unable to fulfill his responsibilities President.

Proposed Amendment:

- 2 b) The association will be represented on all formal occasions by the President or **their** designate.
- 3 c) The Vice-President shall assume the office of the President during **their** term if the President dies, resigns, is removed from the Board, or for some other reason is, in the opinion of a majority Board, unable to fulfill his responsibilities President.

4. **Bylaw Amendment – Bylaw #4 -Secretary**

Current Bylaw Text:

- (a) The Secretary shall ensure that accurate Minutes are taken of all Board, Executive and Annual General Meetings and that they are available to Members in a readily accessible place.
- (b) The Secretary shall ensure that Agenda packages are prepared and distributed to Board members as associated.
- (c) The Secretary shall ensure that all records of the Society are maintained and in a place readily accessible to Directors and members, and shall respond to all requests for access to those records.
- (d) The Secretary shall ensure that all records are kept pertaining to the Association. All documents shall be available to members of the Association for their perusal, during normal working hours, at the registered office of the Association, upon the member making written request to such perusal and upon twenty-four hour notice being given of such request to the Society. Members and Directors are entitled to copies of any document upon payment of a reasonable charge, not exceeding the sum of 50 cents a page.

Proposed Amendment:

- (a) The Governance Officer shall lead the Governance Committee in oversight of governance practices.
- (b) The Governance officer shall ensure compliance with bylaws and other organizational policies.

- (c) The Governance Officer shall coordinate annual orientation programs for new Directors and facilitate reviews of governance practices in alignment with best practices and provide recommendations for Board member evaluations and self-assessments.
- (d) Monitoring changes in legislation and policy that may affect governance Practices.
- (e) And serve as a key point of communication regarding the Conflict-of-Interest Policy, Confidentiality Policy, and Code of Conduct to the Board of Directors.

5. Bylaw Amendment – Bylaw #5(e) - Treasurer

Current Bylaw Text:

- (e) The positions of Secretary and Treasurer may be combined upon a duly recorded motion passed by the majority of Directors.

Proposed Amendment:

Repealed

6. Bylaw Amendment – Bylaw #6 - Directors

Current Bylaw Text:

- (a) Every year after the initiation year at the Annual General Meeting, Directors shall Be elected or re-elected for a two year term so that the Board shall contain up to 14 elected members.

Proposed Amendment:

- (a) Every year after the initiation year at the Annual General Meeting, Directors shall Be elected or re-elected for a two year term so that the Board shall contain up to **13** elected members.

7. Bylaw Amendment – Bylaw #7(e)1. - Members

Current Bylaw Text:

- (e) 1. By delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;

Proposed Amendment:

- (e) 1. By delivering a resignation in writing to the **Governance Officer** of the society or by mailing or delivering it to the address of the society;

8. Bylaw Amendment – Bylaw 8(h)1. - Meetings

Current Bylaw Text:

- (h) 1. The Board shall meet on a date as determined by the President, and the members of the Board shall be given notice of any such meetings by regular post or telephone at least five full days in advance of the meeting.

Proposed Amendment:

- (h) 1. The Board shall meet on a date as determined by the President, and the members of the Board shall be given notice of any such meetings by **email, telephone or text** at least five full days in advance of the meeting.

9. Bylaw Amendment – Bylaw 8(h)3. - Meetings

Current Bylaw Text:

- (h) 3. Executive meetings shall be held at the call of the Chair, at intervals of no less than six weeks. Five days notice shall be given or such shorter notices as may be decided to by all the Executive Members.

Proposed Amendment:

- (h) 3. Executive meetings shall be held at the call of the Chair, at intervals of **no fewer than four times per year.** Five days notice shall be given or such shorter notice as may be decided to by all the Executive Members.

10. Bylaw Amendment – Bylaw #9 - Signing Officers

Current Bylaw Text:

The Signing officers of the Association, for the purpose of banking, shall be any two of the President, Vice-President, or Treasurer.

Proposed Amendment:

The Signing officers of the Association, for the purpose of banking, shall be any two of the President, Vice-President, or Treasurer. **The Executive Director has signing authority of up to \$500 per transaction.**

11. Bylaw Amendment – Bylaw #12 - Elections

Current Bylaw Text:

- (b) The Vice-President shall be in charge of the nominations and shall chair the Annual General Meeting during the election of the Board. Nominations for the Board shall be made prior to and at the Annual General Meeting.

Proposed Amendment:

- (b) The Vice-President shall be in charge of the nominations and shall chair the Annual General Meeting during the election of the Board. Nominations for the Board shall be made **prior to** the Annual General Meeting.

12. Bylaw Amendment – Bylaw #14 - Seal

Current Bylaw Text:

- (a) The Association shall have a seal struck in the name of the Association and The seal of the Association shall be affixed to all contracts and documents of like Nature that the Association enters into.
- (b) The seal shall be kept at the registered office of the Association.

Proposed Amendment:

Repealed

13. Bylaw Amendment – Bylaw #16 - Provision of Copies

Current Bylaw Text:

Each member of the Association shall have the right to be provided with a copy of the Constitution and By-laws of the Association, on payment of not more than \$1.00 upon application to the Secretary.

Proposed Amendment:

Each member of the Association shall have the right to be provided with a copy of the **By-laws and Policies** of the Association, **electronically at no cost.**

Rationale:

The proposed bylaw amendments aim to streamline governance, enhance operational efficiency, and modernize practices. Key changes include reducing the number of Directors, introducing term limits, updating language to be gender-neutral, and redefining roles like the Secretary to a Governance Officer for improved oversight. The amendments also increase flexibility in communication, clarify election processes, and enhance financial oversight with the addition of signing authority for the Executive Director. Additionally, redundant provisions are removed, and access to bylaws and policies is modernized for better transparency. These updates will ensure the Society's governance remains effective, inclusive, and aligned with best practices.