

# **DOWNTOWN VANCOUVER BUSINESS IMPROVEMENT ASSOCIATION**

## **ANNUAL GENERAL MEETING THURSDAY, SEPTEMBER 9, 2021, AT 4:01 PM VIRTUAL AGM – HOSTED ON ZOOM**

**PRESENT: 60 registered voting members as attached and 5 proxies.**

### **MINUTES**

#### **1. INTRODUCTION**

Luca Citton, Chair of the Downtown Vancouver Business Improvement Association (DVBIA), welcomed everyone to the 2021 Annual General Meeting, introduced the Board and special guests, and served as Chair of the meeting.

It was acknowledged, that while a virtual event, the meeting took place on the traditional territories of the Musqueam, Squamish and Tseil-Waututh.

#### **1.1 DVBIA UPDATE**

The Chair noted that in addition to the items in the annual report, the DVBIA team implemented several measures to aid with the continuation of the economic recovery of the downtown core.

The members were advised that Charles Gauthier retired from his role as the DVBIA President & CEO and Nolan Marshall III was appointed.

#### **1.2 PRESIDENT and CEO REMARKS**

The President and CEO provided a brief overview of his background and advised the membership that he is optimistic about the future of downtown Vancouver and is looking forward to working with the DVBIA team to help the city recover from the pandemic and ensure downtown Vancouver is the best it can be.

#### **2. COMMENCEMENT OF THE MEETING**

The Chair informed the members in attendance, that there was a quorum present pursuant to the Society's Bylaws and accordingly declared that the Annual General Meeting was regularly called and properly constituted for the transaction of business. The procedure for voting was reviewed.

#### **3. DISPENSE WITH READING OF THE MINUTES**

##### **3.1 It was MOVED and SECONDED**

THAT the meeting dispenses with the reading of the minutes of the Annual General Meeting held September 28, 2020.

**CARRIED**

**3.2 MINUTES OF THE LAST ANNUAL GENERAL MEETING**

The last meeting of the Society was held on September 28, 2020.

**3.3 It was MOVED and SECONDED**

THAT the minutes of the Annual General Meeting held on September 28, 2020 be adopted as circulated.

**CARRIED**

**4. ADOPTION OF THE 2020/2021 AUDITED FINANCIAL STATEMENTS**

The Chair informed the members that the audited financial statements were circulated to the registered voting members prior to the meeting.

**4.1 It was MOVED and SECONDED**

THAT the audited financial statements of the Association, together with the report from BDO Canada, for the year ending March 31, 2021, be received, and approved.

**CARRIED**

**5. APPOINTMENT OF AN AUDITOR**

The meeting appointed the auditors and fixed the remuneration:

**5.1 It was MOVED and SECONDED**

THAT BDO Canada of Vancouver, BC, is appointed auditors of the Association until the next Annual General Meeting or until a successor is appointed, at a remuneration to be fixed by the Directors, the Directors being hereby authorized to fix such remuneration.

**CARRIED**

**6. MOTION APPROVING THE ACTIONS OF THE BOARD**

The meeting approved the actions of the Board since the last Annual General Meeting:

**6.1 It was MOVED and SECONDED**

THAT all acts, contracts, resolutions, proceedings, appointments, elections and payments enacted, made, done and taken by the Directors and Officers of the Society since the last Annual General Meeting be approved, ratified and affirmed.

**CARRIED**

**7. MOTION TO DECLARE THE NOMINATED PERSONS ELECTED AS DIRECTORS**

Melissa Higgs, Chair of the Nominating Committee, reported on the nomination of the Directors.

Accordingly, the following persons were nominated to the Board:

Royce Chwin, Destination Vancouver  
Julie Lacasse, QuadReal  
Vera Liu, Kingsett Capital  
Christopher Lythgo, BDC Advisory Services  
Gary Pooni, Pooni Group  
David Roche, BentallGreenoak  
Chuck We, Hudson Pacific Properties

**7.1 ACKNOWLEDGEMENT OF RETURNING BOARD MEMBERS**

Board Members who are presently in mid-term were acknowledged:

Graham Blank, Tom Lee Music  
Kim Ficocelli, Cadillac Fairview  
Gwen Hardy, Elettra Communications  
Melissa Higgs, HCMA Architecture + Design  
Rob Kavanagh, GWL Realty Advisors  
Kari Lockhart, Deloitte  
Nate Sabine, Blueprint

It was noted that the Bylaws permit voting members of the Association to nominate candidates 28-days prior to the Annual General Meeting and the record notes that no nominations were received from the voting members. The Bylaws do not permit nominations from the floor.

**7.2 It was MOVED and SECONDED**

THAT the persons nominated be declared duly elected as Directors of the Society.

**CARRIED**

**7.3 SLATE OF OFFICERS**

Members were informed that the Bylaws require that the Board of Directors elect from amongst themselves; a Chair, Vice-Chair and Secretary-Treasurer.

Accordingly, the members were advised that the Board has elected:

Luca Citton as Chair  
Melissa Higgs as Vice Chair  
Vera Liu as Secretary-Treasurer

**7.4 RETIRING DIRECTORS LEAVING THE BOARD**

The retiring board member, Dani Pretto, was thanked for her contributions to the Board of Directors.

**8. ADOPTION OF THE 2022/2023 BUDGET**

The Secretary-Treasurer, Vera Liu, informed the members that a copy of the proposed 2022/2023 Budget was distributed to the registered voting members prior to the meeting.

**8.1 It was MOVED and SECONDED**

THAT the budget be taken as read, approved and adopted.

**CARRIED**

**9. MOTION TO APPROVE THE BYLAW AMENDMENTS**

**9.1 It was MOVED and SECONDED**

THAT the DVBIA Membership accepts the Special Resolution that the Bylaws of the DVBIA be amended as set out in the restated Bylaws provided to members in accordance with the requirements of the Bylaws of the Association, the Vancouver Charter, and the Society Act of BC.

**10. CLOSURE OF MEETING**

Motion to close the Annual General Meeting:

**10.1 It was MOVED and SECONDED**

THAT the meeting be declared closed.

**CARRIED**

The Chair announced that the meeting was now closed and thanked everyone for their attendance.

*The meeting closed at 4:33 p.m.*

I HEREBY CERTIFY THAT THE MINUTES OF THE 2021 ANNUAL GENERAL MEETING ARE CORRECT

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Vera Liu  
Secretary-Treasurer