

FORM 3

DOWNTOWN NANAIMO PARTNERSHIP SOCIETY

CONSTITUTION

1. The name of the Society is Downtown Nanaimo Partnership Society.
2. The purposes of the Society are:
 - a) To move the downtown closer to the following vision described for Downtown Nanaimo in the report titled "Downtown Nanaimo: An Assessment of Downtown Nanaimo's Opportunities for Revitalization", by the National Trust for Historic Preservation's Main Street Centre, Washington, D.C. dated September, 2000: "Downtown Nanaimo is the heart of the City, a people-friendly and unique place because of the harbour and the history evident in heritage sites, events and the physical design of downtown. Downtown attracts residents, businesses, government, professional services and tourists because of its beauty, spectacular waterfront, excellent transportation links, arts and culture events and facilities, culinary attractions, diverse shopping, and lifestyle opportunities, all within a positive and strong economic environment" by:
 - (i) promoting the revitalization of Downtown Nanaimo as the historic, economic and cultural centre of Nanaimo;
 - (ii) promoting the economic vitality of Downtown Nanaimo;
 - (iii) promoting the preservation of heritage buildings and structures and the addition of new people-friendly development that enhances Downtown Nanaimo; and
 - (iv) promoting Downtown Nanaimo as a business, residential, shopping, festival and travel destination;
 - b) To promote positive, respectful and dynamic relations between the Snuneymuxw First Nation and the general community in areas that contribute to the enhancement and revitalization of downtown Nanaimo; and
 - c) To raise money for the furtherance of its purposes by contributions, donations, and grants.
3. The Society shall be carried on without purposes of gain for its members or directors and any profits or other accretion to the Society shall be used in

furtherance of its purposes. No member of the Society or director shall be paid any remuneration for services rendered to the Society but may be paid reasonable expenses in acting as a member or director. This clause is unalterable.

4. *The purposes of the Society are to be reviewed every five (5) years after incorporation. This clause is alterable.*
5. *Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be transferred to such charitable organization or organizations with purposes that are similar to the Society as determined by the Directors of the Society, or if no such direction can or has been made, then to the City of Nanaimo. This clause is unalterable.*

PART 2 – MEMBERSHIP

2.1 *The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members.*

2.2 *Except for the applicants for incorporation of the Society, membership in the Society shall be limited to the following:*

(1) *Founding Members*

(a) *City of Nanaimo;*

(b) *Nanaimo City Centre Association and*

(c) *Old City Quarter Association;*

and their representatives appointed under bylaw 2.3; and

(2) *Member At Large Class*

An individual who is interested in the purposes of the Society, who may apply to the Founding Members for membership and on acceptance by the directors shall be members.

Member Representatives

2.3 (1) *Membership in the Founding Member class shall require appointment of three (3) individuals as representatives of the City of Nanaimo, three (3) individuals as representatives of the Nanaimo City Centre Association and two (2) individuals as representatives of The Old City Quarter Association.*

(2) *Representatives appointed under this section shall be entitled to speak for and vote on behalf of that member.*

(3) *If the appointed representative ceases to belong to that member a new representative shall be appointed by that member.*

2.4 *Every member must uphold the constitution and comply with these bylaws.*

2.5 *The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the Society.*

2.6 *A member shall cease to be a member of the Society:*

- (a) *by delivering its, his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;*
 - (b) *in the case of a corporation or society, on its dissolution;*
 - (c) *on having been a member not in good standing for six (6) consecutive months; or*
 - (d) *in the case of an individual, on his or her death or incapacity.*
- 2.7 *All members are in good standing except those who have failed to pay membership fees or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.*
- 2.8 *Every member shall be entitled to vote at all meetings of the Society.*
- 2.9 *Despite section 2.6, a Founding Member may only resign by ninety (90) days' written notice of resignation delivered to the secretary of the Society or by mailing or delivering it to the address of the Society.*

PART 3 – MEETINGS OF MEMBERS

- 3.1 *General meetings of the Society shall be held at the time and place in accordance with the Society Act, that the directors decide.*
- 3.2 *Every general meeting, other than an annual general meeting, is an extraordinary general meeting.*
- 3.3 *The directors may, when they think fit, convene an extraordinary general meeting.*
- 3.4 *Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.*
- 3.5 *The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.*
- 3.6 *The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.*

PART 4 – PROCEEDING AT GENERAL MEETINGS

4.1 Special business is

- (a) *all business at an extraordinary meeting except the adoption of rules of order and election of a chairperson pursuant to bylaw 4.5; and*
- (b) *all business transacted at an annual general meeting except:*
 - (i) *the adoption of rules of order;*
 - (ii) *the election of a chairperson pursuant to bylaw 4.5;*
 - (iii) *the consideration of the financial statements;*
 - (iv) *the report of the directors;*
 - (v) *the report of the auditor, if any;*
 - (vi) *the appointment of directors;*
 - (vii) *the appointment of the auditor, if required; and*
 - (viii) *the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.*

4.2 (a) *No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.*

(b) *If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.*

(c) *A quorum is at least six (6) members present, including a representative of each of the Founding Members.*

4.3 *If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.*

4.4 *Subject to bylaw 4.5, the president, the vice president or, in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.*

4.5 If at a general meeting:

- (a) there is no president, vice president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
- (b) the president and all the other directors present are unwilling to act as chairperson;

the members present shall choose one of their number to be chairperson.

4.6 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.7 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.8 Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.9 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote, if any, to which he may be entitled as a member and the proposed resolution shall not pass.

4.10 A member in good standing present at a meeting of members is entitled to one vote.

4.11 Voting is by show of hand or by ballot, as directed by the chairperson of the meeting.

4.12 Voting by proxy is not permitted.

4.13 The members may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the members shall be governed by Robert's Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order Newly Revised.

PART 5 – DIRECTORS AND OFFICERS

5.1 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, including the full management of operations, liabilities,

revenues and expenditures of the Society and the ability to make rules and regulations governing its operations, but subject, nevertheless, to:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

5.2 A rule made by the Society in general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

5.3 The number of directors shall be a minimum of eight (8) and a maximum of eleven (11). If at any time an office of a director is vacated, the number of directors of the Society shall be reduced to the number of directors actually holding that office until the vacant position is filled.

5.4 The directors of the Society shall be appointed as follows:

- (a) the City of Nanaimo shall appoint three (3) directors;
- (b) the Nanaimo City Centre Association shall appoint three (3) directors
- (c) the Old City Quarter Association shall appoint two (2) directors; and
- (d) the Founding Members shall appoint three (3) directors from the members referred to in Bylaw 2.2(2).

5.5 The terms of office of the directors appointed and elected under bylaw 5.4 shall be as follows:

- (a) The three (3) directors appointed by the City of Nanaimo under bylaw 5.4 (a) shall be Councillors and shall sit for three (3) years or such lesser period that corresponds with the term of their appointment;
- (b) The three (3) directors appointed by the Nanaimo City Centre Association under bylaw 5.4(b) shall sit for one (1) year;
- (c) The two (2) directors appointed by the Old City Quarter Association under bylaw 5.4(c) shall sit for one (1) year; and
- (d) The three (3) directors at-large appointed by the members under bylaw 5.4(d) shall sit for one (1) year.

- 5.6 *No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.*
- 5.7 *In accordance with Article 3 of the Society's Constitution, no director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.*
- 5.8 *If a director appointed under bylaws 5.4(a) to (c) resigns his or her office or otherwise ceases to hold office, the Founding Member who appointed that director must appoint a person to take the place of the former director.*
- 5.9 *The members may at any time and from time to time appoint a director to fill a vacancy in a director appointed under bylaw 5.5(d).*
- 5.10 *A founding member may give notice to the other members that it wishes to remove one or more of its directors. Unless the director has resigned within seven (7) days of being notified in writing of the founding member's wish, the president shall convene an extraordinary general meeting to consider a special resolution for the removal of the director.*
- 5.11 *The Society may indemnify a director or former director and his or her legal heirs and personal legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a director, including an action brought by the Society or subsidiary, in accordance with the Society Act.*

PART 6 – PROCEEDINGS OF DIRECTORS

- 6.1 *The directors may meet together at the places they think fit to dispatch business, and may adjourn and otherwise regulate their meetings and proceedings as they see fit.*
- 6.2 *A meeting of the directors may be held by telephone or other communications facilities that permit all participants in the meeting to hear each other, and a director who participates in the meeting by those means shall be counted as present at the meeting.*
- 6.3 *The quorum for a meeting of the directors shall be six (6) directors representing the three Founding Members.*
- 6.4 *The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice president shall act as chairperson. If*

neither the president nor the vice president is present the directors present may choose one of their number to be chairperson at that meeting.

- 6.5 *Directors may establish committees made of directors and others.*
- 6.6 *A committee must elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.*
- 6.7 *The members of a committee may meet and adjourn as they think proper.*
- 6.8 *For a first meeting of directors held immediately following the appointment of a director or directors at an annual or other general meeting of members, it is not necessary to give notice of the meeting to the newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.*
- 6.9 *A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, facsimile or electronic mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:*
- (a) no notice of meeting of directors shall be sent to that director; and*
 - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.*
- 6.10 *Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.*
- 6.11 *A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.*
- 6.12 *In observance of Article 3 of the Society's Constitution, no director shall accept any remuneration for services rendered to the Society. Without affecting the Society Act, no director or employee of the Society shall have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the Society unless such member or employee absents himself from all meetings where the order or contract is approved or discussed while the latter is being discussed or any vote is taken in any matter affecting such an interest in an order or contract. The provisions of this bylaw shall not apply to the reimbursement of a director in respect of expenses incurred with the board's approval in carrying out the business of the Society.*

- 6.13 *The directors may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the directors shall be governed by Robert's Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order Newly Revised.*

PART 7 – DUTIES OF OFFICERS

- 7.1 *The Society shall have four (4) officers, who shall be the president, vice president, secretary, and treasurer.*
- 7.2 *The directors shall elect from among their number a president, a vice president, a secretary, and a treasurer, each of whom shall hold office for one (1) year and shall retire from office at each annual general meeting, when their successors shall be elected.*
- 7.3 *The president shall preside at all meetings of the Society and of the directors.*
- 7.4 *The vice president shall carry out the duties of the president during the absence of the president.*
- 7.5 *The secretary shall:*
- (a) conduct the correspondence of the Society;*
 - (b) issue notices of meetings of the Society and directors;*
 - (c) keep minutes of all meetings of the Society and directors;*
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;*
 - (e) have custody of the common seal of the Society; and*
 - (f) maintain the register of members.*
- 7.6 *The treasurer must:*
- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and*
 - (b) render financial statements to the directors, members and others when required.*

- 7.7 *In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.*
- 7.8 *The directors may by resolution remove a director as the president or the vice president before the expiration of his or her term of office, and may elect a successor to complete the term of office.*
- 7.9 *Neither the president, the vice president nor the secretary or treasurer shall be remunerated for being or acting as an officer, but may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.*

PART 8 – SEAL

- 8.1 *The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.*
- 8.2 *The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any two of the four officers.*
- 8.3 *All instruments, agreements, contracts or other documents which are not executed by affixing the common seal of the Society may be executed by:*
- (a) such persons as may be prescribed from time to time by resolution of the directors; or*
 - (b) any two (2) of the four (4) officers.*

PART 9 – BORROWING

- 9.1 *In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, borrow or raise and secure the payment or repayment of, money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.*
- 9.2 *No debenture shall be issued without first obtaining the consent of the members by special resolution.*
- 9.3 *The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.*

PART 10 – ACCOUNTING RECORDS

- 10.1 *The Society shall keep proper accounting records in respect of all its financial and other transactions including:*
- (a) *all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;*
 - (b) *every asset and liability of the Society; and*
 - (c) *every other transaction affecting the financial position of the Society.*
- 10.2 *The documents and accounting records of the Society shall be open to the inspection of a director or member on reasonable notice to the Society.*
- 10.3 *The Society must, on demand by a member, provide the member with a copy of its latest financial statement.*
- 10.4 *The fiscal year end of the Society shall be December 31 in each year.*

PART 11 – NOTICES TO MEMBERS

- 11.1 *A notice may be given to a member or director, either personally or by prepaid mail to him or her at his or her registered address and, in the case of a director who is not a member, either personally or to such address as the director shall give to the secretary.*
- 11.2 *A notice sent by mail shall be deemed to have been given on the tenth (10th) day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.*
- 11.3 *Notice of a general meeting shall be given to:*
- (a) *every member shown on the register of members on the day notice is given; and*
 - (b) *the auditor, if any.*
- 11.4 *No other person is entitled to receive a notice of general meeting.*

PART 12 - BYLAWS

12.1 On being admitted to membership, each member is entitled to and the Society shall provide, without charge, a copy of the constitution and bylaws of the Society.

12.2 These bylaws shall not be altered or added to except by special resolution.

Dated this 26 day of February, 2007.

Witness to All

Applicants for Incorporation


Signature

Andrew Tucker
Full Name

5925 Monashee Way Nanaimo BC V9T 6A2
Resident Address


Feb 26, Mar 1 and Mar 6 all of 2007
Date


Signature - Mayor City of Nanaimo

Gary Koryan
Full Name

3598 Hammond Bay Rd Nanaimo BC V9T 1E9
Resident Address

Feb 26, 2007
Date


Signature - Director of Legislative Services,
City of Nanaimo

Ian Howat
Full Name

3524 Norton Rd Nanaimo BC V9T 6S2
Resident Address

March 1, 2007
Date

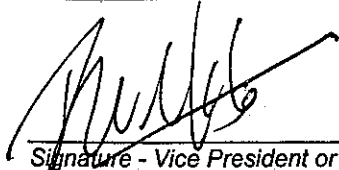

Signature - President, Nanaimo City Centre
Association

Kathleen Erickson
Full Name

2660 Worthington Rd Shawnigan Lake BC
Resident Address

Feb 26, 2007
Date

VOR 2W1



Signature - Vice President or Treasurer
Nanaimo City Centre Association

BLAKE MCGUFFIE

Full Name BOX 250

10 ESPLANADE NANAIMO V9R 5K
Resident Address

MAR 6/07

Date



Signature - President, Old City Quarter Association

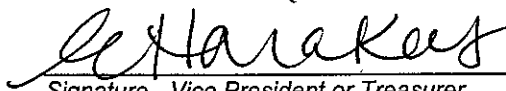
ERIC MCLEAN

Full Name

718 WENTWORTH ST. NANAIMO BC V9R 3E
Resident Address

NANAIMO BC

Date FEBRUARY 26 2007.



Signature - Vice President or Treasurer
Old City Quarter Association

Eileen Harakas

Full Name

560 Poplar St NANAIMO BC V9S 2H
Resident Address

MARCH 6 '07

Date