



# Calgary Italian Cultural Centre

## Bylaws

## **Article 1 – Preamble**

### **1.1 The Society**

The name of the Society is the Calgary Italian Cultural Centre, which may also be known or referred to as the CICC or the Society.

### **1.2 The Bylaws**

The following articles set forth the Bylaws of the Calgary Italian Cultural Centre.

## **Article 2 – Objects of the Society**

2.1 The precise and exclusive objects of the Society are, without the purpose of gain for its Members, is to:

- a. Foster a better Canadian Society by promoting mutual understanding, goodwill, and cooperation between Canadians of Italian origin and the community at large;
- b. Provide and support cultural, social and recreational activities for its Members.
- c. Support other Italian Canadian cultural, education and social organizations through the use of the facilities of the Society;
- d. Provide a suitable facility and environment to carry out the objects of the Society;
- e. Organize fund-raising activities, the funds from which, after payment of expenses, shall be devolved to the objects of the Society;
- f. To sell, manage, lease, mortgage, dispose of, or deal with property of the Society;
- g. To dispense any and all profits or accretions to be Society in the promotion of its objects;
- h. To raise funds and receive gifts, legacies and grants for the purpose of advancing the objects of the Society; and
- i. To achieve and maintain status as a non-profit Society under the applicable legislation, including the income tax act (Canada).

## **Article 3 – Defining and Interpreting the Bylaws**

### **3.1 Definitions.**

In these Bylaws, the following words have these meanings.

- a. **“Act”** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it;
- b. **“Annual General Meeting”** means the annual general meeting described in Article 5.1;
- c. **“Board”** means the Board of Directors of this Society;
- d. **“Bylaws”** mean the Bylaws of the Society as amended;
- e. **“Director”** means any person elected or appointed to the Board. This includes the President and the immediate Past President;
- f. **“Family Member”** is a spouse, domestic partner, parent, or child;
- g. **“Member”** means a Member of the Society;
- h. **“Officer”** means any Officer listed in Article 6.7;
- i. **“Registered Office”** means the registered office for the Society;
- j. **“Register of Members”** means the register maintained by the Board of Directors containing the names of the Members of the Society;
- k. **“Society”** means the Calgary Italian Cultural Centre;

- l. **“Special Meeting”** means the special meeting described in Article 5.2;
- m. **“Special Resolution”** means:
  - i. A resolution passed at a General Meeting or Special meeting of the membership of this Society. There must be twenty-one (21) days’ notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of seventy-five percent (75%) of the Voting Members who are present in person at this meeting;
  - ii. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days’ notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
  - iii. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a general meeting.
- n. **“Voting Member”** means a member entitled to vote at the meetings of the Society. In the case of family members, the voting member can be either the spouse or the domestic partner, but not both. Each voting member shall have one vote on any matter that requires a decision by the members of the Society

### **3.2 Interpretation.**

The following rules of interpretation must be applied in interpreting these Bylaws.

#### **3.2.1 Singular and Plural**

Words indicating the singular number also include the plural, and vice-versa.

#### **3.2.3 Headings**

Headings are for convenience only. They do not affect the interpretation of these Bylaws.

#### **3.2.4 Liberal Interpretation**

These Bylaws must be interpreted broadly and generously.

## **Article 4 – Membership**

### **4.1 Classification of Members**

#### **4.1.1 There are three categories of Members:**

- a. Full Member
- b. Student Member
- c. Life Members

#### **4.1.2 Full Member**

To become a Full Member, an individual must:

- a. Be residing in Alberta
- b. Being of the full age of 18 years;
- c. Pay the annual membership for Full Member; and
- d. Receive a favourable vote passed by a majority of the Members at a regular meeting of the Society. Such voting shall be by ballot, unless the meeting by resolution otherwise decides.

#### **4.1.3 Student Member**

To become a Voting Student Member, an individual must:

- a. Be residing in Alberta;

- b. Be between the age of 18 and 25 years;
- c. Pay the annual membership for Voting Student Member; and
- d. Receive a favourable vote passed by a majority of the Members at a regular meeting of the Society. Such voting shall be by ballot, unless the meeting by resolution otherwise decides.

#### 4.1.4 Life Members

To become Life Members, an individual must:

- a. Be residing in Alberta;
- b. Be of the full age of 65 years;
- c. Be a Member of the Society for at least 5 years prior to an application for life membership; and
- d. Receive a favourable vote passed by a majority of the Members at a regular meeting of the Society. Such voting shall be by ballot, unless the meeting by resolution otherwise decides.

4.1.4.1 Upon a Life Member's death, the Life Membership may be transferred to the spouse or domestic partner of the deceased Life Member.

The spouse or domestic partner must:

- a. Be residing in Alberta;
- b. Be of the full age of 65 years;
- c. Been a spouse or the domestic partner of the deceased Life Member **who was a member in good standing;**
- d. Receive a favorable vote passed by a majority of the Members at a regular meeting of the Society. Such voting shall be by ballot unless the meeting by resolution otherwise decides.

## 4.2 Application for Membership

4.2.1 The purpose of membership in the Society is to contribute to the well-being of the Society and the various activities of the Society that further its purpose and objectives.

4.2.2 All applications for membership shall be submitted to the Board of Directors and, upon Verification by the Board of Directors that the applicant qualifies for membership in accordance with the Bylaws and has submitted the appropriate membership fee where required, the Board of Directors shall submit the applicant's name for approval by the Members of the Society at the next regular meeting of the Society.

4.2.3 In the interim, until final approval is made, an applicant will be considered a Non-Voting Member and entitled to receive all the privileges of membership in the Society.

## 4.3 Membership Fees

4.3.1 Membership year is January 1 to December 31.

4.3.2 The annual membership fees of the Society shall be set for the forthcoming year annually at the Annual General Meeting.

4.3.3 Annual membership fees must be paid on or before March 31, of every year.

4.3.4 The Board of Directors shall notify the Members in writing of the membership fees payable by them for the forthcoming year and, if such membership fees are not paid in full within thirty (30) days of the date of such notice, all privileges of such defaulting Member shall be suspended until all arrears of membership fees are paid and the Board of Directors unanimously votes in favour of reinstating the defaulting Member's privileges.

4.3.5 Life Members shall be exempt from the payment of membership fees.

#### **4.4 Rights, Privileges and Responsibility of Members**

4.4.1 Any Member in good standing is entitled to:

- a. Receive notice of meetings of the Society;
- b. Attend any meeting of the Society;
- c. Speak at any meeting of the Society; and
- d. Exercise other rights and privileges given to Members in these Bylaws.

4.4.2 Voting Members

The only Members who can vote at meetings of the Society are:

- a. Full Members in good standing;
- b. Life Members in good standing; and
- c. Voting Student Members in good standing.

4.4.3 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Society.

4.4.4 Member in Good Standing

A Member is in good standing when:

- a. The Member has paid membership fees or other required fees to the Society; and
- b. The Member is not suspended as a Member as provided for under Article 4.5.

4.4.5 Forfeit of privileges

Any Member who resigns, withdraws or is suspended or expelled from the Society shall forthwith forfeit all privileges arising from or associated with membership in the Society.

4.4.6 Forfeiture of Membership

4.4.6.1 Except as otherwise provided for in this By-law, no Member shall realize any gain or profit, either directly or indirectly by virtue of their membership in the Society and all profits or gains realized by the Society shall be used solely for the promotion of the objects of the Society.

4.4.6.2 Any Member who uses the mailing list or permits third party use of the mailing list to solicit, promote or otherwise advance their business interests is subject to the forfeiture of their membership.

#### **4.5 Suspension of Membership**

4.5.1 Decision to Suspend

The Board, at a Board of Directors Meeting called for that purpose, may suspend a Member's membership for not more than 12 months for one or more of the following reasons:

- a. If the Member has failed to abide by the Bylaws;
- b. If the Member has been disloyal to the Society;
- c. If the Member has disrupted meetings or functions of the Society; or
- d. If the Member has done or failed to do anything judged to be harmful to the Society.

4.5.2 Notice to the Member

4.5.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not.

4.5.2.2 The Member will receive at least two (2) weeks' notice before the meeting.

4.5.2.3 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board or an appointee.

4.5.2.4 The notice will state the reasons why suspension is being considered.

#### 4.5.3 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.3.4 The decision of the Board is final.

### 4.6 Termination of Membership

#### 4.6.1 Resignation

4.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members.

4.6.1.3 The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

#### 4.6.2 Death

The membership of a Member is ended upon their death.

#### 4.6.3 Deemed Withdrawal

4.6.3.1 If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.

4.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

#### 4.6.4 Expulsion

4.6.4.1 The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.6.4.2 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

### 4.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

### 4.8 Continued Liability for Debts Due

Even though a Member ceases to be a Member by death, resignation or otherwise, they are liable for any debts owing to the Society at the date of ceasing to be a Member.

### 4.9 Limitation on the Liability of Members

No Member, in their individual capacity, is liable for any debt or liability of the Society.

## **Article 5 – Meetings of the Society**

### **5.1 The Annual General Meeting**

5.1.1 The Society holds its Annual General Meeting on or before December 10, in each year, the exact date to be fixed by the Board of Directors.

5.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

#### **5.1.3 Agenda for the Meeting**

The Annual General Meeting deals with the following matters:

- a. Adopting the agenda;
- b. Adopting the minutes of the last annual general meeting;
- c. Considering the president's report;
- d. Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. Appointing the auditors, when required;
- f. Electing the Officers, when required;
- g. Electing the Directors of the Board;
- h. Considering matters specified in the meeting notice;
- i. Other specific motions that any Member has given notice of before the meeting is called.

#### **5.1.4 Quorum**

Attendance by 20 of the Voting Members at the Annual General Meeting is a quorum.

### **5.2 Special Meeting of the Society**

#### **5.2.1 Calling of Special Meeting**

A Special Meeting may be called at any time:

- a. By a resolution of the Board of Directors to that effect; or on the written request of at least three (3) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- b. On the written request of at least twenty (20) Voting Members of the Society who are in good standing. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

#### **5.2.2 Notice**

The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

#### **5.2.3 Agenda for Special Meeting**

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

#### **5.2.4 Procedure at the Special Meeting**

Any Special Meeting has the same quorum requirements as the Annual General Meeting as set out in section 5.1.4 and the same method of voting as set out in section 5.5.

### **5.3 Proceedings at the Annual or a Special Meeting**

#### **5.3.1 Failure to Reach Quorum**

5.3.1.1 The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### 5.3.2 Presiding Officer

5.3.2.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.2.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members of the Board to chair.

### 5.4 Adjournment

5.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

5.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

### 5.5 Voting

5.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.5.3 A Voting Member may not vote by proxy.

5.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.5.5 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

5.5.6 Five Voting Members may request a ballot vote. In such case, the President or the Presiding Officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.5.7 Members may withdraw their request for a ballot.

5.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

### 5.6 Failure to Give Notice of Meeting

No action taken at a General meeting is invalid due to:

- a. Accidental omission to give any notice to any Member;
- b. Any Member not receiving any notice; or
- c. Any error in any notice that does not affect the meaning.

### 5.7 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.



## **Article 6 – The Governance of the Society**

### **6.1. The Board of Directors**

#### **6.1.1 Governance and Management of the Society**

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

### **6.2 Powers and Duties of the Board**

#### **6.2.1 The Board has the powers of the Society, except as stated in the Societies Act.**

#### **6.2.2 The powers and duties of the Board include:**

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies in guaranteed investment certificates;
- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Making policies for managing and operating the Society;
- j. Approving all contracts for the Society;
- k. Maintaining all accounts and financial records of the Society;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- n. Selling or disposing assets of the Society under \$25,000.00;
- o. Purchasing major assets up to \$50,000 for the Society; and
- p. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

### **6.3 Composition of the Board**

#### **6.3.1 The Board consists of:**

- a. The President;
- b. Vice president;
- c. Secretary;
- d. Treasurer;
- e. Immediate Past President; and
- f. Minimum of five (5) and a maximum of seven (7) Directors-at-large or as agreed to at a General Meeting.

### **6.4 Election of the Board Members**

6.4.1 Any Member of the Society in good standing shall be eligible to stand for an Officer or Director in the Society provided that they have participated in the activities of the Society for at least a one year period, as determined by the nominating committee.

6.4.2 No one shall stand for the position of President unless he or she has acted as an Officer or Director of the Society for two (2) years within the last five (5) years immediately preceding the Annual General Meeting in which the candidate is seeking election.

6.4.3 Notwithstanding the foregoing, any Member who is also employed by the Society in any capacity cannot stand for the office of Officer or Director of the Society.

6.4.4 The following persons are disqualified from being an officer or director of the Society:

- a. Is less than 18 years of age;
- b. Has been found by any court or tribunal to be incapable of managing their own affairs;
- c. Is a “formal patient” as defined in the mental health act (Alberta) or is in similar circumstances in other jurisdictions;
- d. Has been convicted of an offence in connection with promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud;
- e. Is a bankrupt person who has not been granted an 'order of discharge' by the court;
- f. A person who is not an individual.
- g. A family member as defined in article 3 of an officer or director of the Society.

6.4.5 At the first Annual General Meeting of the Society, the Voting Members elect the Directors at large for one year terms.

6.4.6 The President, the Vice-President, the Secretary and the Treasurer, all of whom shall be elected by the Members to two (2) year terms at every second Annual General Meeting of the Members of the Society.

6.4.6.1 One person may fill the office of the Secretary and Treasurer if at any Annual General Meeting for the election of Officers the Members shall so decide.

6.4.7 Each Director- at- large shall be elected to hold office until the first Annual General Meeting after they have been elected or until their successor has been duly elected.

6.4.8 All the Directors- at- large shall retire at each Annual General Meeting but shall be eligible for re-election if otherwise qualified except where otherwise decided by special resolution of the Members.

6.4.9 The President, the Vice-President, the Secretary and the Treasurer shall be elected to hold office until the second Annual General Meeting after he or she shall have been elected or until his or her successor shall have been duly elected.

6.4.10 The President, the Vice-President, the Secretary and the Treasurer shall retire at the end of their term of office but shall be eligible for re-election if otherwise qualified except where otherwise decided by special resolution of the Members.

## **6.5 Resignation, Death or Removal of a Director**

6.5.1 A Director including the President and immediate Past President may resign from office by giving one (1) months’ notice in writing. The resignation takes effect either at the end of the months’ notice, or on the date the Board accepts the resignation.

6.5.2 Voting Members may remove any Director including the President and the immediate Past President, before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.

6.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a qualified Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next subsequent AGM.

6.5.4 Each director shall at the time of their election and throughout his or her term of office be a Member in good standing of the Society.

## **6.6 Meetings of the Board**

6.6.1 The Board holds at least nine (9) meetings each year.

6.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.6.3 Ten (10) days’ notice for Board meetings is mailed and/or emailed to each Board Member. There may be five (5) days’ notice by telephone, fax or email. Board Members may waive notice.

6.6.4 Fifty (50%) percent of the Directors present at any Board meeting is a quorum.

- 6.6.5 If there is no quorum, the President adjourns the meeting until the next meeting.
- 6.6.6 Each Director, including the President and the Past President, has one (1) vote.
- 6.6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.6.8 All votes at any meeting of the Board of Directors shall be taken by ballots if so demanded by any Director present, but if no demand is made the votes shall be taken in the usual way by assent or dissent. A declaration by the Chair that the resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or the portion of the votes recorded in favour of or against such resolution.
- 6.6.9 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 6.6.10 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 6.6.11 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 6.6.12 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 6.6.13 A Director may waive formal notice of a meeting.

## **6.7 Officers**

- 6.7.1 The Officers of the Society are the President, Vice-President, Secretary, Treasurer and the immediate Past President.
- 6.7.2 The Officers hold office until re-elected or until a successor is elected.

## **6.8 Duties of the Officers of the Society**

- 6.8.1 The President:
- a. Supervises the affairs of the Board, and have the general responsibility for the implementation of the policies of the Board of Directors;
  - b. When present, chairs all meetings of the Society, the Board and the Executive Committee;
  - c. Is an Ex Officio Member of all Committees, except the Nominating Committee;
  - d. Acts as the spokesperson for the Society;
  - e. Chairs the Executive Committee;
  - f. Submits the annual report and financial statements of the Society and other reports as required to the Annual General Meeting;
  - g. From time to time as required, report to and be accountable to the Board of Directors on all matters within his or her knowledge;
  - h. Carries out other duties assigned by the Board; and
  - i. At all times be governed by these Bylaws.
- 6.8.2 The Vice President:
- a. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
  - b. Replaces the President at various functions when asked to do so by the President or the Board;
  - c. Chairs the Personnel Committee;
  - d. Is a Member of the Executive Committee; and
  - e. Carries out other duties assigned by the Board.

#### 6.8.3 The Secretary:

- a. Attends all meetings of the Society, the Board and the executive Committee,
- b. Keeps accurate minutes of these meetings;
- c. Has charge of the Board's correspondence;
- d. Makes sure a record of names and addresses of all Members of the Society is kept;
- e. Makes sure all notices of various meetings are sent;
- f. Makes sure annual fees are collected and deposited;
- g. Keeps the Seal of the Society;
- h. Files the annual return, changes in the directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate Registry; and
- i. Carries out other duties assigned by the Board.

#### 6.8.4 The Treasurer:

- a. Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- b. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested and submit a copy of same to the Secretary for the records of the Society;
- c. Cause the books, accounts and records of the Secretary and Treasurer to be audited at least once each year by a duly qualified accountant or by two Members of the Society elected for that purpose at the Annual Meeting;
- d. Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting and submit a copy of same to the Secretary for the records of the Society;
- e. Chairs the Finance Committee of the Board;
- f. Is a Member of the Executive Committee;
- g. Carries out other duties assigned by the Board.

#### 6.8.5 The Past President:

- a. Chairs the nominating committee; and
- b. Carries out other duties assigned by the Board.

### 6.9 Board Committees

6.9.1 Establishing Committees. The Board may appoint committees to advise the Board.

#### 6.10 General Procedures for Committees

6.10.1 A Board Member chairs each committee created by the Board.

6.10.2 The Chairperson calls committee meetings.

Each committee:

- a. Records minutes of its meetings;
- b. Distributes these minutes to the Committee Members and to the Chairpersons of all other committees;
- c. Provides reports to each Board meeting at the Board's request.

6.10.3 The meeting Notice must be mailed or emailed five business days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee Members may waive notice.

6.10.4 A majority of the Committee Members present at a meeting is a quorum.

6.10.5 Each Member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

## **Article 7 – Finance and Other Management Matters**

### **7.1 The Registered Office**

The Registered Office of the Society is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to the Corporate Registry.

### **7.2 Finance and Auditing**

7.2.1 The fiscal year of the Society ends on December 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once per year.

7.2.3 A qualified accountant will be appointed by the Board to conduct the audit.

7.2.4 At each Annual General Meeting of the Society, the auditor submits a complete Statement of the books for the previous year.

7.2.5 This audit requirement by a qualified accountant may be waived by the Board, with the appointment of two Members in good standing, other than Directors, to conduct an audit of the books and records.

### **7.3 Seal of the Society**

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board.

7.3.4 The Board must pass a motion to name the authorized Officers.

### **7.4 Cheques and Contracts of the Society**

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

### **7.5 The Keeping and Inspection of the Books and Records of the Society**

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of their intention to do so.

7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5.6 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

## **7.6 Borrowing Powers**

7.6.1 For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

## **7.7 Payments**

7.7.1 No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

## **7.8 Protection and Indemnity of Directors and Officers**

7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society.

7.8.2 The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.3 No Director or Officer is liable for the acts of any other Director, Officer or employee.

7.8.4 No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.

7.8.5 No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraud, dishonesty or bad faith.

7.8.6 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **Article 8 - Amending the Bylaws**

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.

8.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

## **Article 9 – Distributing Assets and Dissolving the Society**

9.1 The Society does not pay any dividends or distribute its property among its Members.

9.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that have objects similar to those of the Calgary Italian Cultural Centre or are registered charities as defined under the Income Tax Act (Canada).

9.3 Members are to select the organization(s) in Calgary, Alberta to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

9.4 In the event a selection cannot be made by special resolution then St. Mary's University located in Calgary, Alberta, shall receive the assets.