

THE ITALIAN CULTURAL SOCIETY OF EDMONTON

BYLAWS

Updated-September-14,-2015Updated April 25, 2024

NAME AND OBJECTIVES

1. The Name of the Society is:

THE ITALIAN CULTURAL SOCIETY OF EDMONTON

2. The Objects of the Society are:

- (a) To preserve the heritage, customs and culture of Italy;
- (b) To promote, sponsor, underwrite, finance and undertake cultural, social and athletic festivals consistent with the objects of the society;
- (c) To build-up community spirit and to engage in work of a moral, benevolent, charitable, philanthropic and community service nature;
- (d) To take an active interest in the civic, social and moral welfare of the community;
- (e) To provide, operate and maintain facilities for the pursuit of the objects of the society;
- (f) To utilize all available community facilities for the encouragement of the objects of the society;
- (g) To purchase, take on lease, hire or otherwise acquire and hold lands or buildings or any interest therein and any other property, real or personal, for the purpose of creating or using facilities for the objects of the society;
- (h) To charge admissions and fees and where permitted by law to conduct lotteries or games for the purpose of improving the facilities of the society and financing its operations; PROVIDED however, that the society shall not be conducted for the purpose of carrying on any trade or business or for pecuniary gain to its members;
- (i) To carry on any other thing whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the society in connection with or as an ancillary to the general objects of the society.

Updated-September 14, 2015Updated April 25, 2024

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BY-LAWS**THE ITALIAN CULTURAL SOCIETY OF EDMONTON****1. DEFINITIONS AND INTERPRETATIONS**

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1.1 Definitions**In these By-Laws:**

1.1.1 "Act" means ~~the Societies Act, R.S.A. 2000 c.S-14, as amended from time to time, or any statute or statutes substituted therefor.~~

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~~1.1.1.1.2~~ "Board" means the Board of Directors of the Society.

~~1.1.2.1.3~~ "By-Laws" shall mean the By-Laws of the Society as amended from time to time.

~~1.1.3~~ "Special Resolution" shall have the same meaning as in the Societies Act.

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1.1.4 "Member" shall mean a member of the Society ~~unless the context requires otherwise.~~

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1.1.5 "Member of the Board" shall mean a person who has been duly elected or appointed to the Board of Directors.

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~~1.1.5.1.1.6~~ "Ordinary Resolution" means a resolution passed by a majority of votes cast by such persons entitled to vote who voted in respect of that resolution.

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1.1.7 "Society" shall mean THE ITALIAN CULTURAL SOCIETY OF EDMONTON.

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1.1.8 "Special Resolution" means:

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(i) a Resolution passed:

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(a) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given; and

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(b) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person;

(ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or

~~4.1.6(iii)~~ a resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person.

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1.2 Interpretation

In all By-Laws of the Society the singular shall include the plural and the plural, the singular; the masculine shall include the feminine and the "person" shall include firms, partnerships, corporations and societies. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the statute or section as the case may be.

1.3 Headings

The captions or section numbers appearing in these By-Laws are inserted only as a matter of convenience and in no way define, limit or describe the scope or intent of these By-Laws or any one or more of them

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2H. MEMBERS OF THE SOCIETY

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2.1 Eligibility

2.1.1 The Members of the Society shall consist of such ~~be the subscribers of the Application and By-Laws and such other persons who~~ are admitted as Members by resolution of the Board.

2.1.2 All applications for Membership for membership ~~must be proposed by a Member in good standing, who must sign the candidate's application form as a sponsor. The application for membership shall be forwarded to the Secretary of the Society, who shall in turn submit the same to the Board for approval.~~ All applications for membership when presented shall be accompanied by the registration fee as prescribed by the By-laws of the Society. In the case of any application for a membership being rejected, the registration fee and dues will be automatically refunded to the Applicant.

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2.1.3 The Board of Directors may refuse any application for membership.

2.2 Categories of Membership

2.2.1 The Society shall consist of the following categories of membership:

(A) A Founding Member is an individual who:

- (i) has made donation to the Society of not less than the sum of \$500.00 on or before the 13th day of April, 1986; and
- (ii) is not less than Eighteen (18) years of age, and
- (iii) pays the annual membership fee prescribed from time to time by the Directors; and
- (iv) includes his or her spouse.

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(B) A Regular Member is an individual who:

(i) ~~has made a donation to the Society of not less than \$25.00 and not more than \$500.00;~~

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(ii) ~~and it not less than Eighteen (18) years of age); and~~

(iii) ~~pays the annual membership fee prescribed from time to time by the Directors; and~~

(iv) ~~includes his or her spouse.~~

~~has made a donation to the Society of not less than \$25.00 and not more than \$500.00, and is not less than Eighteen (18) years of age; and pays the annual membership fee prescribed from time to time by the Directors; and includes his or her spouse.~~

(C) A Family Member is an individual who;

(i) ~~is an adult child of a Founding Member or an adult child of a Regular Member who became a Regular Member on or before April 26th, 1987; and~~

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(ii) ~~pays the annual membership fee prescribed from time to time by the Directors; and~~

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(iii) ~~includes his or her spouse.~~

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~~is an adult child of a Founding Member or an adult child of a Regular Member who became a Regular Member on or before April 26th, 1987, and pays the annual membership fee prescribed from time to time by the Directors; and includes his or her spouse.~~

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(D) An Honorary Member is an individual who;

(i) ~~in the judgement of the Board has made an outstanding contribution to the promotion and the development of this Society.~~

~~(E)~~(D) Such other categories of Members as the Board deems necessary from time to time.

2.2.2 The Board may discontinue one or more categories of Members from time to time provided that the status of existing Members in that category is not thereby effected until the next Annual General Meeting of the Society.

2.3 Rights of Members

2.3.1 A Founding Member ~~and his or her spouse~~ shall be entitled to:

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- (a) receive notice of the Annual General Meeting, and
- (b) attend at the Annual General Meeting; and
- (c) one vote each at the Annual General Meeting provided that the Founding Member has paid the annual membership fees or other fees that may be prescribed by the Board of Directors from time to time.

2.3.2 A Regular Member ~~and his or her spouse~~ shall be entitled to:

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- (a) receive notice of the Annual General Meeting, and
- (b) attend at the Annual General Meeting; and
- (c) one vote each at the Annual General Meeting provided that the Regular Member has paid the annual membership fees or other fees that may be prescribed by the Board of Directors from time to time.

2.3.3 A Family Member ~~and his or her spouse~~ shall be entitled to:

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- (a) receive notice of the Annual General Meeting, and
- (b) attend at the Annual General Meeting; and
- (c) one vote each at the Annual General Meeting provided that the Family Member has paid the annual membership fees or other fees that may be prescribed by the Board of Directors from time to time.

~~2.3.4 An Honorary Member shall be entitled to:~~

- ~~(a) receive notice of the Annual General Meeting, and~~
- ~~(b) attend at the Annual General Meeting.~~
- ~~(c) but shall not be entitled to vote at the Annual General Meeting.~~

~~2.3.5~~ 2.3.4 The Board may establish other rights and privileges of each category of Members as it deems necessary.

2.4 Membership Fees

2.4.1 The Board shall from time to time prescribe the annual and other fees payable by each category of Members.

2.4.2 The Board shall fix the due date for payment of any membership fees.

2.4.3 The Board may accept a lump sum payment, payment in kind or payment in services in lieu of membership fees.

2.4.4 The Board may exempt any category of Members from the payment of membership fees.

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2.5 Resignation Suspension and Expulsion of Members

- 2.5.1 A Member may resign from membership by a Notice of Resignation delivered to the Secretary.
- 2.5.2 Membership in the Society is not transferable.
- 2.5.3 Any Founding, Regular, or Family member in arrears for fees or assessments, if any, for any term of Membership ~~may~~ shall be automatically suspended at the expiration of Six (6) months from the start of such term and shall not thereafter be entitled to Membership privileges or powers in the Society until re-instated.
- 2.5.4 The Board of Directors may at any time when the Directors are of the opinion that a Member is not acting in the best interests of the Society by resolution declare that the said Member shall stand expelled from membership in the Society as from the date stated in such resolution.
- 2.5.5 Any Member who resigns, is suspended or expelled from the Society shall forthwith forfeit all rights, claims and interests arising from or associated with membership in the Society.

- 2.5.6 ~~A Member, Founders & Family cannot be removed from the Master Membership Database, but must still be in good standing to receive Membership privileges.~~

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3. NOTICE OF MEETINGS

- 3.1 ~~The Society shall issue notice to Members, Directors, Officers, and any other persons using either delivery, ordinary mail or electronic mail. A notice shall, if personally delivered, be deemed to have been given when delivered, or if mailed, be deemed to have been given Three (3) business days after it was mailed, or if sent by electronic mail, be deemed to have been given on the First (1st) business day after it is sent.~~

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- 3.2 Any Member may change their address for notices, from time to time, by written notice or electronic mail to the Society.

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4. MEETINGS OF THE SOCIETY

3.1 4.1 The Annual General Meeting

3.1.1 4.1.1 An Annual General Meeting of the Society shall be held in each calendar year in the City of Edmonton, in the Province of Alberta on a day to be fixed by the Board.

3.1.2 4.1.2 At least Twenty-one (21) days prior to the Annual General Meeting the Secretary shall give notice ~~mail or deliver~~ to each ~~Founding, Regular, Family and Honorary Member~~ a Notice setting forth the date, place and time of the Annual General Meeting.

3.1.3 ~~Notice shall be sufficient if mailed by prepaid mail to the last known address of the Founding, Regular, Family or Honorary Member. A Notice sent by post shall be held to be sent at the time when the same was deposited in the Post Office.~~

3.1.4 4.1.3 No error or omission in giving notice of any Annual General Meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member at any time may waive notice of any such meeting and may ratify, approve and confirm any or all of the proceedings taken or had thereat.

3.1.5 4.1.14 Twenty-Five (25) ~~Founding Members~~ shall constitute quorum of the Annual General Meeting of the Society. If a quorum is present at the opening of an Annual General Meeting, a quorum shall be deemed to be present throughout the meeting.

3.1.6 4.1.5 Each ~~Founding, Regular, and Family Member~~ and their respective spouses shall be entitled to one vote each at the Annual General Meeting of the Society.

3.1.7 4.1.6 ~~Proxy voting or participation~~ shall not be permitted at the Annual General Meeting.

3.1.8 4.1.7 At the ~~Annual~~ General Meeting every question shall be decided by a show of hands. A ballot vote shall be held when a motion demanding a ballot vote has been duly seconded and passed by majority of the ~~Founding, Regular, and Family Members present~~ and their respective spouses. In case of an equality of votes, the President shall cast a second vote.

3.1.9 4.1.8 The business of the Annual General Meeting shall be:

1. To receive and consider reports of the Board of Directors;
2. To receive and consider the Auditors Report for the most recent fiscal year;
3. To appoint Auditors if necessary;

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4. To elect Directors if necessary;
5. To consider other matters if deemed advisable, and adopting such resolution or resolutions as may be properly brought before the meeting.

~~3.1.104.1.9~~ The only persons entitled to be present at an Annual General meeting shall be those entitled as ~~M~~members, the Auditors for the time being of the Society, and such legal counsel as may be appointed by the Board. Any other persons may be present only with the written consent of the Board of Directors. ~~Members present at the meeting in question.~~

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~~3.2~~ 4.2 Special Meetings of the Society

~~3.2.1~~ 4.2.1A Special Meeting may be convened by an Order of the Board of Directors at such a place and time as may be determined by the Board of Directors.

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~~3.2.2~~ 4.2.2A Special Meeting shall be convened by the Board of Directors upon written request signed by Twenty Five (25 %) percent of the ~~Founding, Regular, and Family Members and their respective spouses,~~ specifying the purpose for which the meeting is desired.

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~~3.2.3~~ 4.2.3At least Twenty One (21) days Notice of the date and place of the meeting and resolution to be proposed shall be given by the Secretary to the ~~Founding, Regular, and Family Members and their respective spouses.~~

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~~3.2.4~~ Notice shall be sufficient if mailed by prepaid mail to the last known address of the ~~Founding, Regular, and Family Members.~~ A Notice sent by post shall be held to be sent at the time when the same was deposited in the Post Office.

4.2.4No error or omission in giving notice of a Special Meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member at any time may waive notice of any such meeting and may ratify, approve and confirm any or all of the proceedings taken or had thereat.

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~~3.2.5~~

4.2.5The method of voting, the use of proxies and the quorum required for any special meeting shall be the same as for the Annual General Meeting.

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54. BOARD OF DIRECTORS

~~4.1.5.1~~ Composition of Board of Directors

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~~4.1.15.1.1~~ The affairs of the Society shall be managed by a Board of not less than Five (5) and not more than Seven (7) persons each of whom shall at the time of his or her election shall be a Member in good standing with the Society ~~Founding Member, or a Family Member who is the child of a Founding Member or the spouse of that Family Member, or a Regular Member or the~~

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5.1.2 spouse of that Regular Member in good standing with the Society.

4.1.3 ~~5.1.1 Each Member of the Board shall be elected to hold office for a two (2) year term. Notwithstanding the foregoing, at every election of Directors, with the goal that the Board Members serve staggered terms, with approximately one half (1/2) serving a one year term and one half (1/2) serving a two year term, such number of Directors as are required to achieve this goal shall only be elected for a one year term, with the balance elected for a two year term.~~

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4.1.4 ~~Any vacancy occurring in the Board of Directors caused by resignation, expulsion or death between Annual Meetings may be filled by the Directors but the person so appointed shall hold office only until the next Annual General Meeting of the Society. Any person elected at an Annual General Meeting to a vacancy occurring in the Board of Directors caused by the resignation, expulsion or death of a Director shall hold office only until the end of the original two (2) year term of the Director that is being replaced.~~

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4.1.5 ~~5.1.1.2~~ A member of the Board shall be deemed to have withdrawn his or her membership if he or she absents himself or herself from 3 consecutive meetings without reasonable excuse delivered to the Secretary of the Society in writing.

4.1.6

~~5.1.3~~ Any member of the Board shall be eligible for re-election to the Board.

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4.1.7 ~~5.1.4~~ A Director shall cease to be a Director at the time he or she ceases to be a Member of the Society.

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4.1.8 ~~5.1.5~~ The Founding, Regular and Family Members may, by special resolution passed at an Annual General Meeting or a Special Meeting of the Society, remove any Director from office and the vacancy thereby created may be filled at the same meeting, failing which it may be filled by the remaining Directors.

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4.1.9 ~~Not less than three scrutineers appointed by the Board of Directors shall together open and count the ballots, and communicate the results to the President who shall announce the results at the Annual General Meeting.~~

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5.2 Election and Vacancy of Board of Directors

5.2.1 Each member of the Board shall be elected to hold office for a Two (2) year term.

5.2.2 Any member of the Board of Directors shall be eligible for re-election to the Board.

5.2.3 Not less than Three (3) Scrutineers appointed by the President shall together open and count the ballots, and communicate the results to the President who shall announce the results at the Annual General Meeting.

5.2.4 Any vacancy occurring on the Board of Directors between Annual General Meetings may be filled by the Directors but the person so appointed shall hold office until the end of the original Two (2) year term of the Director that is being replaced.

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4.2 5.3 Board Meeting

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5.3.1 The Board shall meet at the request of the President or at the request of any two (2) members of the Board.

4.2.1 5.3.2 Unless waived by all members of the Board, the Secretary shall, using personal delivery or ordinary mail or electronic mail, give each member of the Board notice of a Board meeting not less than Two (2) days prior to the date of the meeting setting forth the date, place and time of the meeting of the Board.

5.3.3A Notice of a Board of Directors meeting setting fourth the date, place and time of the meeting shall, if personally delivered, be deemed to have been given when delivered or if mailed, be deemed to have been given Three (3) business days after it is mailed, or if sent by electronic mail, be deemed to have been given on the First (1st) business day after it is sent.

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~~4.2.2 5.3.4 Unless waived by all members of the Board, the Secretary shall mail or deliver to each member of the Board a Notice in writing not less than Two (2) days prior to the date of the meeting setting forth the date, place and time of the meeting of the Board.~~

~~4.2.3 5.3.4~~ No formal notice of any meeting shall be necessary if all of the Directors are present, or those absent have signified their consent to the meeting being held in their absence.

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5.3.5 Four (4) of the elected members of the Board, personally present, shall constitute a quorum at any meeting of the Board.

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4.2.4 5.3.6 All questions arising at any meeting of the Board of Directors shall be decided by a show of hands.

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4.2.5 5.3.7—Each member including the President shall have One (1) vote. In the case of an equality of votes, the President shall cast a second vote. In the case of an equality of votes and the absence of the President the Vice-President shall cast a second vote.

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4.2.6 5.3.8 The members of the Board of Directors shall serve without remuneration but shall be reimbursed for expenses authorized by the Board and incurred in respect to the Society.

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~~4.2.7~~ 5.3.9A resolution in writing signed by all Directors for the time being shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

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~~4.2.8~~ 5.3.10The Board, through its Secretary or any other person appointed for that purpose, shall keep minutes of all meetings.

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~~4.3~~ 5.4 Duties of the Board

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Except as provided in The Societies Act and otherwise in these By-Laws, the powers of the Society shall be exercised by the Board, and without restricting the generality of the foregoing, the duties of the Board shall include the following:

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~~4.3.1~~ 5.4.1To facilitate and promote the objectives of the Society.

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5.4.2To create and define categories of Members and, if the Board so resolves, to promote membership in the Society.

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5.4.3To engage, hire and discharge any employees, including administrative employees, in respect of the operations of the Society.

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5.4.4To maintain and properly protect the assets and property of the Society

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~~4.3.3~~ 5.4.5 To prepare and approve an Annual Budget consistent with the good management of the Society.

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~~4.3.6~~ 5.4.6To pay all expenses of and incidental to the operation and management of the Society.

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~~4.3.7~~ 5.4.7To remunerate or indemnify any person for services rendered or liabilities incurred in connection with the affairs of the Society.

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~~4.3.8~~ 5.4.8To invest and deal with the monies of the Society not immediately required in such securities and in such manner as from time to time may be determined by the Board.

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~~4.3.9~~ 5.4.9To finance the operations of the Society and to borrow, raise or secure the payment of money in such manner as the Board may, from time to time think fit.

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~~4.3.10~~ 5.4.10 To maintain all accounting and financial records of the Society.

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~~4.3.11~~ 5.4.11 To appoint legal counsel from time to time.

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~~4.3.12~~ 5.4.12To make rules and regulations for the operation of the Society and the use of its facilities and assets.

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~~4.3.13~~ 5.4.13Without in any way abrogating or limiting the general responsibility of

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the Board, to delegate its powers and duties to any employee engaged as a manager of the Society.

~~4.3.14~~ 5.4.14 In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, to exercise all such powers and do all such acts and things as may be exercised or done by the Society and which are not hereby or by statute expressly directed or required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to any resolutions from time to time made by the Society in a General Meeting.

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~~4.4~~ 5.5 Officers

~~4.4.1~~ 5.5.1 Immediately following the Annual Meeting, the Directors shall meet and elect from amongst themselves the following Officers for a term of Two (2) years:

- (i) President;
- (ii) Vice-President;
- (iii) Treasurer;
- (iv) Secretary.

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~~4.4.2~~ 5.5.2 The President shall:

- (a) Exercise supervision of the affairs of the Society;
- (b) Preside at all meeting of the Society and of the Directors, and make recommendations at these meetings;
- (c) Report to the Board and to the Annual General Meeting;
- (d) Act as an ex-officio member of all committees.

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~~4.4.3~~ 5.5.3 A Vice President shall:

- (a) Perform the functions of the President in the event of the absence or inability of the President;
- (b) Perform such other duties as are required of him or her by the Board.

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~~4.4.4~~ 5.5.4 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, which minutes are to be authenticated as the proceedings of the meeting by the signature of the Chairman of the meeting;
- (d) Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) Keep custody of the seal of the Society;
- (f) Maintain a register of Members;
- (g) Record the names of Members present at any meeting of the Members and of the Directors;

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(h) Perform such other duties as are required of him or her by the Board.

4.4.5

5.5.5 The Treasurer shall:

- (a) Receive and manage the monies of the Society;
- (b) Keep such financial records including books of accounts as are necessary to accurately represent at all times the true financial condition of the Society;
- (c) Deposit all monies or other valuable effects in the name and to the credit of the Society in such Chartered Bank, Treasury Branch, Credit Union, Trust Company or other financial institution as may from time to time may be designated by the Directors,
- (d) Disburse the funds of the Society on the direction of the Directors;
- (e) Render to the Directors at regular meetings thereof or when as are required of him and to members who are entitled to vote an account of all his transactions as Treasurer and of the financial position of the Society;
- (f) Perform such other duties as are required of him or her by the Board.

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4.4.7 5.5.6 The Board may appoint a temporary substitute for any of the Officers.

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4.4.8 5.5.7 The Officers of the Society shall serve without remuneration but shall be reimbursed for expenses authorized by the Board and incurred in respect to the Society.

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4.4.9 5.5.8 Any Officer shall be eligible for re-election as an Officer of this Society.

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4.5

5.6 Executive Committee and Other Committees

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4.5.1 5.6.1 There ~~may~~ shall be an Executive Committee that consists of the Officers.

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4.5.2 5.6.2 The Executive Committee shall have and exercise in the intervals between the Meetings of the Board of Directors all of the powers of the Board which may be lawfully delegated in the management of the business and affairs of the Society.

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4.5.3 5.6.3 A majority of the Executive Committee shall constitute a quorum.

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4.5.4 5.6.4 The President of the Executive Committee shall be the Chairperson who in the event of a tie vote shall have a second or casting vote. The chairman shall, in the event of a tie vote, have a second or casting vote.

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4.5.5 5.6.5 The Executive Committee shall meet on a least 2 days' notice by telephone or notice by email ^{post} at the call of the President. Notice by email shall be deemed to have been given on the First (1st) business day after it is sent.

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4.5.6 5.6.6 The Secretary, or in his or her absence any person delegated by the Executive Committee, shall keep a true record of its proceedings which record shall always be open to the inspection of any Directors.

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4.5.7 5.6.7 At each meeting of the Board of Directors, the Executive Committee shall report all actions not previously reported to the Board.

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4.5.7 Other Committees:

4.5.8 5.7.1 The Board may appoint other Committees to advise the Board from time to time in respect to the various duties and responsibilities of the Board.

5.7.2 Each Committee created by the Board shall select a member of the Committee to be the Chairman subject to the approval of the Board.

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5.7.3 Unless waived by all members of the Committee, the Secretary shall, using personal delivery or ordinary mail or electronic mail, give each member of the Committee notice of a Committee meeting not less than Two (2) days prior to the date of the meeting setting forth the date, place and time of the meeting of the Committee.

4.5.9 5.7.4 A Notice of a Committee meeting setting fourth the date, place and time of the meeting shall, if personally delivered, be deemed to have been given when delivered or if mailed, be deemed to have been given Three (3) business days after it is mailed, or if sent by electronic mail, be deemed to have been given on the First (1st) business day after it is sent.

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4.5.10 5.7.5 Each Committee created by the Board shall meet at the call of its Chairman, record minutes of its proceeding, distribute such minutes to the members of its Committee and finish reports at the request of the President prior to each Board Meeting. Unless waived by all members of the Committee the Chairman shall mail or deliver to each member of the Committee a Notice in writing not less than two (2) days prior to the date of the meeting setting forth the date, place and time of the meeting of the Committee.

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4.5.11 5.7.6 No formal Notice of any meeting shall be necessary if all members of the Committee are present, or those absent have signified their consent to the meeting being held in their absence.

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~~4.5.12~~ ~~5.7.7~~ A majority of the members of any Committee personally present at a meeting shall constitute a quorum.

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~~4.5.13~~ ~~5.7.8~~ Each member of a Committee including a Chairman shall have One (1) vote at meetings. In the case of equality of votes, the Chairman shall have a second vote.

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~~4.6.5.8~~ Removal of Officers

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~~4.6.1~~ ~~5.8.1~~ The Board of Directors by an affirmative vote of the majority of the Board, may remove and discharge any or all of the Executive Officers, or other Officers, either with or without cause, at any meeting called for that purpose and may elect or appoint others in their place or places.

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~~4.6.2~~ ~~5.8.2~~ Any vacancy arising in any office shall, except as otherwise provided herein, be filled by the appointment by the Board of another member of the Board.

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65. BORROWING POWERS

6.1 For the purpose of carrying out the objects of this Society, the Directors may from time to time:

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- (i) borrow money on the credit of the Society;
- (ii) issue, sell or pledge securities of the Society;
- (iii) charge, mortgage, hypothecate, pledge all or any part of the real and personal property of the Society including book debts, rights, powers, franchises or undertakings, to secure any securities or monies borrowed or other debt, or any other obligation or liability of the Society, provided that Debentures shall not be issued without the sanction of a special resolution of the Society.

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76. ACCOUNTS

7.1 The Directors shall cause true accounts to be kept of all monies received and expended by the Society and the matters in respect of which such receipts and expenditures take place, and of the assets and liabilities of the Society.

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~~7.2~~ The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant appointed by the Board of Directors for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted to the Members of the Society at the Annual General Meeting of the Society.

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~~7.3~~ The remuneration of the Accountants of the Society shall be fixed by the Board.

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~~7.4~~ The fiscal year of the Society shall be determined by resolution of the Board from time to time.

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87. SEAL OF THE SOCIETY

- 8.1 The Society shall have a corporate seal which shall be of such form and device as may be adopted by the Directors, and the Directors may make such provisions as they see fit with respect to the affixing of the said seal and the appointment of a Director or Directors or other persons, to attest by their signatures that such seal was duly affixed.

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- 8.2 Until otherwise resolved the affixing of the seal shall be attested by the signature of any two (2) Officers of the Society, or of any two (2) Directors of the Society, or by any one Director and any one Officer of the Society, provided that in the case of any unilateral certificate or other written statement of fact given by the Society or by the Officers of the Society the affixing of the seal may be attested by the signature of any one Executive Officer of the Society.

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8.2

98. MINUTES OF PROCEEDINGS

- 8.19.1 The Secretary shall maintain and have charge of the Minute Books of the Society and shall report or cause to be recorded therein minutes of all proceedings of all meetings of the Members and of the Board.
- 8.29.2 The Board shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are properly kept and filed.

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109. INSPECTION OF BOOKS AND RECORDS BY MEMBERS

- 109.1 The records of the Society may be inspected by Members at the Business Office of the Society during such time as these offices are normally open. The books and records of the Society may be inspected by any Member of the Society at the annual meeting provided for herein, or at any time upon giving reasonable notice, and arranging a time satisfactory to the Officer or Officers having charge of the same. Each of the Directors shall at all times have access to such books and records.

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110. INDEMNITY

- Each member of the Board, officer and employee shall be indemnified by the Society against any and all liability and reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which he may become involved as a party, or otherwise, by reason of his having been a member of the Board, officer, or employee of the Society, except in relation to matters as to which he shall be adjudged with respect to such claim, action, or proceeding to be liable for negligence or misconduct in the performance of his duty to the Society.

- 11.1 Except in respect of an action by or on behalf of the Society or body corporate to procure a judgment in its favour, the Society shall indemnify a Director, Officer or Employee of the Society, a former Director, Officer or Employee of the Society, and his/her heirs and

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legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal, or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director, Officer or Employee of the Society or body corporate, if:

- (a) he/she acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

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121. RULES OF ORDER

- 12.1 The Rules contained in the current edition of ~~Robert's Rules of Order Newly Revised~~ shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special Rules of Order that the Society may adopt.

132. AMENDMENT OF BY-LAWS

- 13.1 The By-laws of the Society shall not be altered, rescinded or added to except by Special Resolution in accordance with the Societies Act.

143. WINDING-UP

- 14.1 ~~Upon the dissolution of the Society, and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations or to organizations the objects of which are similar to the Italian Cultural Society of Edmonton.~~

~~In the event this Society is all wound up all assets of the Society remaining after the payment of any debts and obligations will be distributed to one or more recognized charitable organizations in Canada.~~

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