

BY-LAWS

ITAL-CANADIAN SENIORS ASSOCIATION

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DEFINITIONS AND INTERPRETATIONS

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;
- 1.1.2 “Board” means the Board of Directors of the Society from time to time;
- 1.1.3 “By-Laws shall mean the By-Laws of the Society as amended from time to time;
- 1.1.4 “Member” shall mean a member of the Ital-Canadian Seniors Association;
- 1.1.5 “Member of the Board” shall mean a person who has been duly elected or appointed to the Board of Directors;
- 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;
- 1.1.7 “Society” shall mean Ital-Canadian Seniors Association;
- 1.1.8 “Special Resolution” means:
 - (i) a Resolution passed:
 - (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
 - (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
 - (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.

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, corporation 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.

2. MEMBERS OF SOCIETY

2.1 Eligibility

2.1.1 The Members of the Society shall be such persons as are admitted by ordinary resolution of the Board.

2.1.2 The Board of Directors may refuse any application for membership it being the intention that the Society is for persons aged 55 years or older.

2.2 Membership Fees

2.2.1 The Board shall from time to time prescribe the annual and other fees payable by the Members.

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

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

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

2.3 Rights of Members

2.3.1 The Society shall consist of its Members.

2.3.2 A Member shall deemed to be in good standing when not in arrears of the

payment of any fees or other sums due from time to time to the Society.

2.3.3 A Member shall be entitled to notice of and to attend at all meetings of the Members of the Society and shall be entitled to one vote at all such meetings.

2.3.4 A Member shall be entitled to hold office.

2.4 Withdrawal and Expulsion of Members

2.4.1 A Member may withdraw from membership by a Notice of Resignation delivered to the Secretary.

2.4.2 If a Member has not paid membership fees on the due date then a Member shall be deemed to have withdrawn from membership within three (3) months of the date such fees are due.

2.4.3 The Board of Directors may at any time when the Directors are of the opinion that a Member is not acting in the best interest of the Society by ordinary resolution declare that the said Member shall stand expelled from membership in the Society as from the date stated in such resolution.

2.4.4 Any Member who withdraws or is expelled from the Society shall forthwith forfeit all rights, claims and interests arising from or associated with membership in the Society.

3. MEETINGS OF THE SOCIETY

3.1 The Annual General Meeting

3.1.1 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 At least fourteen (14) days prior to the Annual General Meeting the Secretary shall mail or deliver to each Member a notice setting forth the date, place and time of the Annual General Meeting.

3.1.3 No error or omission in giving notice of any Annual General Meeting or Special 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.

3.1.4 The Annual General Meeting:

- (1) shall consider the minutes of the annual general meeting for the preceding year;
- (2) shall consider the report of the President;
- (3) shall consider a financial statement setting out the Society's income and signed by the Society's auditor;
- (4) shall elect a Board of Directors;
- (5) shall transact such other business as may be put before the meeting;

3.1.5 Twenty (20) members personally present shall constitute a quorum of the Annual General Meeting for the Society.

3.1.6 Unless any Member demands a ballot vote, all voting at the Annual General Meeting shall be done by a show of hands, each Member in good standing, including the President, being entitled to one (1) vote. In case of an equality of votes, the President shall cast a second vote.

3.1.7 Each Member of the Society shall at all meetings of the Society be entitled to one (1) vote.

3.1.8 Except as to a Special Resolution and situations as required by the Societies Act, each issue and resolution shall be decided by a majority of votes of the members present.

3.1.9 There shall be no voting by proxy at all meetings of the Society.

3.1.10 Adjournment The chair of the meeting may, with the consent of the meeting, adjourn any meeting of members of the Society from time to time to a fixed time and place, and if the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

3.1.11 Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The

persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.2 Special Meetings of the Society

- 3.2.1 A Special Meeting of the Society may be convened by order of the Board of Directors at such a place and time as may be determined by the Board of Directors. A Special Meeting may also be called upon by written request by twenty five (25%) percent of the members of the Society submitted to the Board of Directors.
- 3.2.2 At least twenty one (21) days prior to the Special Meeting, the Secretary shall mail or deliver to each Member a notice setting forth the date, place and time of the Special Meeting.
- 3.2.3 The method of voting and the quorum required for any Special Meeting shall be the same as for the Annual General Meeting.

3.3 General Meetings of the Society

- 3.3.1 The Board may at any time call a General Meeting of the members of the Society.
- 3.3.2 The method of notice, voting and quorum shall be the same as for the Annual General Meeting.

4. THE GOVERNMENT OF THE SOCIETY

4.1 The Board of Directors

- 4.1.1 The affairs of the Society shall be managed by a Board of Directors of not less than five (5) persons and not more than eight (8) persons elected as directors by the Society at the Annual General Meeting.
- 4.1.2 Each member of the Board shall be elected to hold office for a two (2) year term.
- 4.1.3 The qualifications for a director shall be coincident with qualifications for a membership in the Society. A director shall cease to be a director at the

time he/she ceases to be a member of the Society.

- 4.1.4 The Board of Directors may at any time and from time to time appoint one (1) member in good standing as an additional director to hold office until the next Annual General Meeting provided that the appointed director does not exceed the maximum number of directors permitted under these By-Laws.
- 4.1.5 If any member of the Board of Directors shall resign his/her office or without reasonable excuse absent himself/herself from three (3) or more consecutive directors meetings without reasonable excuse or be expelled from the Society or die or be removed by a vote of the majority of directors, the directors may declare his/her office vacated and may appoint a successor in his/her place to hold office until the next Annual General Meeting.
- 4.1.6 Any member of the Board shall be eligible for the re-election to the Board.

4.2 Board Meetings

- 4.2.1 The Board shall meet at the request of any one member of the Board.
- 4.2.2 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 **four (4)** days prior to the date of the meeting setting forth the date, place and time of the meeting of the Board.
- 4.2.3 A majority of the directors shall form a quorum for the transaction of business. No formal notice of any meeting shall be necessary if all the directors are present, or if those absent have signified their written consent to the meeting being held in their absence.
- 4.2.4 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. In the case of an equality of votes and the absence of the President and Vice-President, the Secretary shall cast a second vote.
- 4.2.5 The members of the Board shall receive no remuneration for acting as such.
- 4.2.6 A resolution in writing signed by all directors personally shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted.

- 4.2.7 A director may participate in a meeting of directors or of any committee of directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in a meeting by those means is deemed for the purposes of the Act to be present at that meeting.

4.3 Duties of the Board

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:

- 4.3.1 To facilitate and promote the objects of the Society.
- 4.3.2 To promote membership in the Society.
- 4.3.3 To engage, hire and discharge any employees, including administrative employees, in respect to the operations of the Society.
- 4.3.4 To maintain and properly protect the assets and property of the Society.
- 4.3.5 To prepare and approve an Annual Budget consistent with the good management of the Society.
- 4.3.6 To pay all expenses of and incidental to the operation and management of the Society.
- 4.3.7 To remunerate or indemnify any person or services rendered or liabilities incurred in connection with the affairs of the Society.
- 4.3.8 To 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.
- 4.3.9 To 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.
- 4.3.10 To maintain all accounting and financial records of the Society.
- 4.3.11 To appoint legal counsel from time to time.
- 4.3.12 To make rules and regulations for the operation of the Society and the use of its facilities and assets.
- 4.3.13 Without in any way abrogating or limiting the general responsibility of the

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

- 4.3.14 The directors are authorized from time to time by resolution to appoint any officer or officers, or any other person or persons on behalf of the Society, either to sign contracts, documents, or instruments in writing generally, or to sign specific contracts, documents, or instruments in writing.
- 4.3.15 The management of the business of the Society shall be vested in the Directors, who, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in a general meeting.
- 4.3.16 Every director and officer of the Society in exercising his/her powers and discharging his/her duties shall:
 - (a) act honestly and in good faith with a view to the best interests of the Society; and
 - (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

4.4 Executive Committees and Other Committees

- 4.4.1 (a) The Board of Directors shall elect annually from their number an Executive Committee of the Board. Such Executive Committee of the Board shall consist of the following Executive Officers:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Treasurer;
 - (iv) Secretary.
- (b) The Executive Committee shall have and may exercise all of the powers of the Board of Directors, subject to such limitations and restrictions, if any, as may from time to time be imposed by resolution of the Board.
- (c) The Board of Directors may from time to time by resolution determine the quorum for a meeting of the Executive Committee and all matters relating to the calling of meetings and the procedure thereat.
- (d) At each meeting of the Board of Directors, the Executive

Committee shall report on all its actions not previously reported to the Board.

- 4.4.2 (a) The Board may appoint other committees consisting of such persons as it may think fit, and may from time to time revoke such appointments. Any committee appointed by the Board may perform such duties and exercise such powers as may be directed or delegated to it by the Board from time to time.
- (b) A committee appointed by the Board shall in the exercise of its duties and powers conform to any regulations which may from time to time be imposed upon it by the Board.
- 4.4.3 Any Executive Committee or other committee appointed by the Board shall keep adequate records of its proceedings, actions and decisions and written minutes of its meetings. Provided always that any action taken with the written approval of all members of a committee shall be as valid and effectual as if it had been approved at a meeting of the committee duly called and constituted.
- 4.4.4 Each Executive Officer shall hold office for a period of two (2) years following his or her election.

4.5 Other Delegation by the Board

- 4.5.1 The Board of Directors may, from time to time, appoint such officers and agents and authorize the employment of other persons as it deems necessary to carry out the objects of the Society, and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
- 4.5.2 In case of the absence or inability to act of any agent or employee of the Society, or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other person or persons, who it might think fit, from time to time.

4.6 Duties of Executive Officers

- 4.6.1 In case of the absence or inability to act of the President, the Vice-President, or any other Executive Officer of the Society, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such Executive Officer to any other Executive Officer or to any Director for the time being, provided that a majority of the Board of Directors concur therein.

President

- 4.6.2 The President shall preside at all meetings of the Members of the Society and at all meetings of the Board of Directors. He/She shall be the Chief Executive Officer of the Society Board and, if no Executive Director is appointed, shall exercise a general control and supervision over its affairs. He/She shall have such other powers and duties as the Board of Directors may determine, from time to time by resolution.

Vice-President

- 4.6.3 The Vice-President shall have such powers and duties as may be assigned to him/her by resolution of the Board of Directors. In case of absence or disability of the President, the Vice-President may exercise the powers and perform the duties of the President and, if the Vice-President exercises any of the powers or performs any of the duties of the President, the absence or disability of the President shall be presumed.

Treasurer

- 4.6.4 The Treasurer shall have general charge of the finances of the Society. He/She shall deposit all monies and other valuable effects of the Society in the name and to the credit of the Society in such banks or other depositories as the Board of Directors may from time to time designate by resolution, and shall render to the Board of Directors, whenever directed by the Board of Directors, an account of the financial condition of the Society and of all his/her transactions as Treasurer; and as soon as possible after the close of each financial year shall make and submit to the Board of Directors a like report for such financial year. He/She shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Society. He/She shall perform all the acts incidental to the office of Treasurer subject to the control of the Board of Directors.

Secretary

- 4.6.5 The Secretary shall attend to the giving and service of all notices of the Society and shall keep the Minutes of all meetings of the Members and of the Board of Directors and of committees of the Board in a book or books to be kept for that purpose. He/She shall keep in safe custody the corporate seal of the Society including the Register of Members together with copies of all reports made by the Society, and such other books and papers as the Board of Directors may direct. He/She shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Society. He/She shall perform such other duties incidental to his/her office or as may be

required by the Board of Directors.

Removal

- 4.6.6 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.
- 4.6.7 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.
- 4.6.8 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 business of this Society.

5. BORROWING POWERS

- 5.1 The Board of Directors is hereby authorized from time to time subject to the Societies Act:
 - (a) to borrow money and obtain advances upon the credit of the Society, from any bank, corporation firm or person, upon such terms, to such an extent and in such manner as it, in its discretion, may deem expedient;
 - (b) to limit or increase the amount so borrowed;
 - (c) to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as it may deem expedient; provided however, that in no case shall bonds or debentures be issued without the sanction of a Special Resolution of the Members;
 - (d) to hypothecate, mortgage, charge, pledge and transfer the property, undertaking and rights, real or personal, movable or immovable or mixed, of the Society now owned or hereafter acquired, or both, to secure any debentures or other securities or any money borrowed or any other liabilities of the Society;
 - (e) as security for any discounts, overdrafts, loans, credits, advance or other indebtedness or liability of the Society, to any bank, corporation, firm or person, and interest thereon, to hypothecate, mortgage, pledge and give to any bank, corporation, firm or person any or all of the Society's property, real or personal, movable or immovable or mixed, now owned or hereafter

acquired, or both, and to give such security thereon as may be taken by a bank under the provisions of the Bank Act, and to renew, alter, vary or substitute such security from time to time, with authority to enter into promises to give security under the Bank Act for any indebtedness contracted or to be contracted;

- (f) to raise and assist in raising money for and to aid by way out of bonus, loan, promise endorsement, guarantee or otherwise, any individual or partnership or any other company and to guarantee the performance or fulfillment of any contracts or obligations of any such individual, partnership or company;
- (g) to exercise generally all or any of the rights or powers which the Society itself may exercise.

6. BANKING POWERS

- 6.1 The Board may open one or more accounts for the Society, designate signing officers, and generally execute all documents or agreements and do all things incidental to or in connection with the transaction of the Society's business with any bank, trust company or other depository.
- 6.2 The Board from time to time in its discretion may delegate to other persons the banking powers conferred by these By-Laws on the Board and may authorize officers, employees or other persons to sign, cheques, execute agreements and documents and transact the Society's business with any bank, trust company or other depository.

7. SEAL OF THE SOCIETY

- 7.1 The Society shall have a corporate seal which shall be of such form and devise 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.
- 7.2 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.

8. MINUTES OF PROCEEDINGS

- 8.1 The Directors shall cause Minutes to be duly entered in books provided for the purpose:
- (a) of all appointments of Officers;
 - (b) of the names of the Directors present at each meeting of the Directors and of a committee of Directors;
 - (c) of all resolutions and proceedings of meeting of the Directors;
 - (d) of all resolutions and proceedings of meeting of the Members; and
 - (e) of all resolutions and proceedings of meetings of the Executive Committee;

9. AUDITS AND ACCOUNTS

- 9.1 The Fiscal year of the Society will be the calendar year until otherwise decided by resolution of the directors.
- 9.2 The Directors shall annually appoint an auditor or accountant to hold office until the next Annual General Meeting.
- 9.3 The remuneration of the auditors or accountant of the Society shall be fixed by the Board of Directors.
- 9.4 The auditor or accountants shall make a report to the Members and Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures presented to the Members at any Annual General Meeting.
- 9.6 Every auditor or Accountant of the Society shall have a right of access at all times to all records, documents, books and accounts of the Society and is entitled to require **from** the Directors, Officers and employees of the Society such information and explanation as may be reasonably necessary for the performance of the duties of audit or accountant.
- 9.7 The auditors or accountants of the Society are entitled to attend at any meeting of the Members of the Society at which any accounts that have been examined or reported by them are to be presented before the Members for the purposes of making any statement or explanation they desire with respect to the accounts.
- 9.8 The Directors shall cause proper books of account and accounting records to be kept of all financial and other transactions of the Society including without limiting the generality of the foregoing records and particulars of all sums of money received and disbursed and all sales and purchases by the Society and all

assets and liabilities and all business operations of the Society.

- 9.9 All books and records of the Society and the Minutes of the Society shall be available for inspection by Members at all reasonable times at the registered office of the Society or at another office of the Society, as the Directors may determine. Any member wanting to inspect the same shall apply in writing to the Secretary who shall arrange at a convenient time for inspection within five (5) days from the date of receipt of such application.

10. INDEMNITY

- 10.1 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/she may become involved as a party, or otherwise, by reason of his/her having been a Member of the Board, officer, or employee of the Society, except in relation to matters as to which he/she shall be adjudged with respect to such claim, action, or proceeding to be liable for **gross** negligence or misconduct in the performance of his/her duty to the Society.

11. AMENDMENT OF BY-LAWS

- 11.1 The By-Laws of the Society shall not be rescinded, altered or added to except by a special resolution in accordance with the Societies Act of Alberta. No rescission or alteration of or addition to a By-Law shall be in force or acted upon until it has been registered by the Registrar of Companies.