



**ITALIAN CULTURAL CENTRE
SOCIETY BYLAWS**

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PART 1 - INTERPRETATION

1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:

"address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Address;

"appointed director" means a person appointed in accordance with these bylaws as an appointed director or appointed as a replacement director for an appointed director;

"Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

"Board resolution" means a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting;

"bylaws" means the bylaws of the Society as filed in the Office of the Registrar;

"Chairperson of the Members" means a person appointed as the Chairperson of the Members in accordance with these Bylaws;

"consent resolution of directors" means a resolution passed by a simple majority of the directors in accordance with Section 54(2) of the *Societies Act*. Such approval may be evidenced either by written resolution or email confirmation;

"constitution" means the constitution of the Society as filed in the Office of the Registrar;

"directors" means only those persons who have become either appointed, elected, founding or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;

"elected director" means a person elected as an elected director in accordance with these bylaws or elected or appointed as a replacement director for an elected director;

"*Income Tax Act*" means the *Income Tax Act* R.S.C. 1985 c. 1 (5th supp.) as amended from time to time;

"members" means only those persons who are members or who have subsequently become members in accordance with these bylaws and, in either case, who have not ceased to be members, and a "member" means any one of them;

"Non-Voting Individual members" has the meaning set out in Part 2 of these bylaws;

"ordinary resolution" means a resolution passed at a general meeting by a simple majority of the votes cast by the members;

"President" means a person elected to the office of President in accordance with these bylaws but such office holder may, with the approval of a Board resolution or consent resolution of directors, use the title Chair, Chairperson, Chairwoman or Chairman in substitution for, or in addition to, the title "President";

"registered address" of a member or director means the address of that person as recorded in the register of members or the register of directors;

"Registrar" means the Registrar of Companies of the Province of British Columbia;

"Secretary" means a person elected to the office of Secretary in accordance with these bylaws;

"*Societies Act*" means the *Societies Act* of British Columbia, as amended from time to time;

"Society" means the pre-existing society continued under the *Societies Act* under the name Italian Cultural Centre Society;

"special resolution" means, subject to bylaw 10.14, a resolution passed at a general meeting by at least 2/3 of the votes cast by the members;

"Treasurer" means a person elected to the office of Treasurer in accordance with these bylaws

"Trustee of the Members" means a person appointed as a Trustee of the Members in accordance with these Bylaws;

"Vice-President" means a person elected to the office of Vice President in accordance with these bylaws

"Voting Individual members" has the meaning set out in Part 2 of these bylaws;

"Voting Society members" has the meaning set out in Part 2 of these bylaws and

"writing" includes words printed, typewritten, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in visible form.

1.2 The definitions contained in the *Societies Act* on the date these bylaws become effective apply to these bylaws and the constitution except where the wording of the definitions contained in the *Societies Act* differs from the wording of the definitions contained in these bylaws, and in such cases, the wording of the definitions contained in these bylaws will take precedence provided that the meaning thereof is not inconsistent with the meaning of definition contained in the *Societies Act*.

1.3 Words incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

PART 2 - MEMBERSHIP

2.1 Membership in the Society will be restricted to the persons whose names were on the register of members as at the date of transition to the *Societies Act*, and to those persons who have requested admission and are subsequently admitted by Board

resolution which may set out specific criteria of membership.

2.2 There will be four classes of members: Voting Individual members, Voting Society members, Non-Voting Individual members and Honorary members.

2.3 A person may be both a Voting Individual member and a duly authorized representative of a Voting Society member.

2.4 A member will have demonstrated support of or a willingness to support the objects and purposes of the Society. In the absence of any determination establishing a specific term for a member, a member will continue as a member until ceasing to be a member pursuant to bylaw 2.9.

2.5 Voting Individual members will have the right to vote provided they are in good standing. To qualify and be admitted as a Voting Individual member, a person will not be a corporation and will satisfy the following membership criteria. He or she will have either:

- (a) worked twenty-four hours in the preceding year without compensation on the Society's behalf; or
- (b) paid a membership due to become a member in good standing of the Society.

2.6 Voting Society members will have the right to vote provided they are in good standing. To qualify and be admitted as a Voting Society member, such a person will be a society in British Columbia and will satisfy the following membership criteria. Each society will:

- (a) be composed primarily of members of Italian ethnic origin whose purposes are consistent with the purposes of the Society;
- (b) have been duly registered pursuant to the law of British Columbia for a period of not less than one (1) year;
- (c) have paid a membership fee to become a member in good standing of the Society;
- (d) be nominated by two existing Voting Society members in good

standing.

2.7 Non-Voting Individual members and Honorary members will not have the right to vote. To qualify and be admitted as a Non-Voting Individual member, a person will have paid a membership due to become a member in good standing of the Society. To qualify and be admitted as an Honorary member, a person will have made a significant contribution towards advancing and attaining the purposes of the Society.

2.8 The amount of the membership dues for each class of members will be determined by the Board and the Board may determine different amounts of membership dues for each class of members. In the absence of any determination of membership dues it will be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.

2.9 A member may withdraw from the Society by delivering his or her resignation in writing to the Secretary of the Society or delivering it to the address of the Society.

2.10 A person will immediately cease to be a member of the Society:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society or the effective date of the resignation stated therein;
- (b) upon his or her death;
- (c) upon ceasing to hold a position by virtue of which he or she is a member;
- (d) in the case of a corporation, society or association, upon dissolution, bankruptcy or receivership;
- (e) upon the expiration of the term currently determined stipulating the length of time for which he or she is to be a member; or
- (f) upon being removed.

2.11 A member may be removed by a resolution passed by not less than 2/3 of the members entitled to vote. No member shall be removed without being notified of the charge or complaint against him or her in writing and without having first been given an opportunity to be heard by the members. A member will not be disciplined.

2.12 The membership of a person in the Society is not transferable.

2.13 All members will be in good standing except a member who has failed to pay his or her current membership dues, or any other subscription or any debt due and owing by such member to the Society, and such member is not in good standing as long as the debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

3.1 The members will appoint from among themselves a Chairperson of the Members, who will be entitled to attend and participate at meetings of the Board of Directors but will not be entitled to vote. The Chairperson of the Members will hold office until the close of the next annual general meeting; but if no successor is appointed, the person previously appointed as Chairperson of the Members continues to hold office until a successor is appointed.

3.2 The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of members;
- (b) the keeping of minutes of all meetings of members; and
- (c) the maintenance of the register of members.

3.3 The Chairperson of the Members may be removed by ordinary resolution.

3.4 The members will appoint from among themselves three Trustees of the Members who will hold office until the close of the next annual general meeting; but if no successor is appointed, any person previously appointed as a Trustee of the Members continues to hold office until a successor is appointed.

3.5 The Trustees of the Members will be responsible for:

- (a) inspecting the books of the Society whenever they deem it necessary;
and
- (b) reporting to the members.

3.6 A Trustee of the Members may be removed by ordinary resolution.

3.7 The general meetings of the Society will be held at such time and place, in accordance with the *Societies Act*, as the directors will decide.

3.8 The Secretary will give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.9 Notice of a general meeting will specify the place, the day and the hour of the meeting.

3.10 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.11 An annual general meeting will be held at least once in every calendar year. Notwithstanding the foregoing, an annual general meeting is deemed to have been held if:

- (a) all of the matters required by the *Societies Act* to be dealt with at an annual general meeting are dealt with in a resolution as permitted by section 72 of *the Societies Act*; and,
- (b) all of the members entitled to vote consent in writing to that resolution on or before the date by which the annual general meeting will be held under section 71 of *the Societies Act*.

3.12 The directors may, whenever they think fit, convene a general meeting. As required by *the Societies Act*, the directors will convene a general meeting of members upon receipt of a written request requesting such a meeting and signed by at least 10% of the voting members.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at a general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements prepared in accordance with the *Societies Act*;
 - (iii) consideration of the report of the directors;
 - (iv) consideration of the report of the auditor, if any;
 - (v) the election or appointment of directors;
 - (vi) the appointment of the Chairperson of the Members;
 - (vii) the appointment of the Trustees of the Members;
 - (viii) the appointment of the auditor if desired; and
 - (ix) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

4.2 To have quorum at a general meeting 10% of the members or three members, whichever is greater, will be present.

4.3 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the

meeting is adjourned or terminated.

4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, will be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present will constitute a quorum.

4.6 The Chairperson of the Members will chair all general meetings; but if at any general meeting the Chairperson of the Members is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair that meeting, the President will take the chair. If the President is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair the meeting, the members present may choose one of their number to chair that general meeting.

4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.

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

4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution will be decided by an ordinary resolution.

4.11 A Voting Society member and a Voting Individual member in good standing are each entitled to one vote.

4.12 An association or society which is a member may vote by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative will be recognized as a member for all purposes in connection with any meeting of the Society. Such representative may also be a Voting Individual member. The chairman of a meeting will be entitled to require any such representative to first produce a certified copy of a resolution of the board of directors or other governing body of the corporation appointing him as its representative.

4.13 A member chairing a general meeting may vote but, if he or she does so and the result is a tie, will not be permitted to vote again to break the tie and the resolution being voted on will be deemed to have failed.

4.14 Voting will be by show of hands or voice vote recorded by the secretary of the meeting, unless any two members present at the meeting make a request for a secret vote, a secret vote by written ballot will be required.

4.15 Voting by proxy is not permitted.

4.16 No resolution proposed at a general meeting need be seconded and the person chairing such a meeting may move or propose a resolution.

4.17 A person who is entitled to participate in a general meeting must do so in person and may not do so by telephone or other communications medium.

PART 5 - DIRECTORS

5.1 The number of directors will be ten or such other number, not being less than three, as may be determined from time to time by ordinary resolution.

5.2 Every director will subscribe to and support the purposes of the Society. No person will be a director of the Society unless duly elected or appointed a director in accordance with these bylaws and any relevant policy passed by Board resolution. Every Director will cease to be a director if notice of a change in directors is not filed with the Registrar of Companies in compliance with the *Societies Act* within 60 days of such election or appointment. Any election or appointment of a director is invalid unless:

- (a) the individual, so appointed or elected, either consents in writing; or
- (b) is present at the meeting at which he or she is appointed or elected

and consents verbally.

5.3 Elected directors may be elected by the voting members at a general meeting and take office commencing at the close of such meeting. Any member eligible to be elected as a director need not be present at the general meeting to stand for election provided such member delivers before the meeting a written notice that he consents to act as a director.

5.4 The President will be elected by the members at the annual general meeting or at a general meeting for a term of two years and take office commencing at the close of such meeting. The President is a director and will be elected in accordance with these bylaws and any relevant policy passed by Board resolution.

5.5 The term of office of elected directors will normally be two years. However, the members may determine that some or all elected directors may serve without specific term or may have a term other than two years to be determined by the members in their discretion. For purposes of calculating the duration of an elected director's term of office, the term will be deemed to commence at the close of the annual general meeting in which such director was elected. If the director was elected at a general meeting that is not an annual general meeting, for purposes of calculating the term of office only, such term will be deemed to have commenced at the close of the annual general meeting next following such general meeting. For organizational continuity purposes, the members will consider a balanced composition of first term and second term directors when electing directors.

5.6 Elected directors may be elected to repeated consecutive terms.

5.7 In elections where there are more candidates than vacant positions for directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.8 No member will vote for more directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.9 The members may, from time to time, appoint such additional directors, to

be known as appointed directors, for such terms of office as determined by the members.

5.10 A person will be a Voting Individual member of the Society, or one of two designated representatives from a voting society member, to be eligible to be a director of the Society.

5.11 Every director will retire from office at the close of the annual general meeting in the year in which his or her term expires.

5.12 The members may by special resolution remove a director before the expiration of such director's term of office and may elect or appoint a person as a replacement director and determine the term of such replacement director.

5.13 If a director ceases to hold office during his or her term for any reason, other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

5.14 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.

5.15 A person will immediately cease to be a director of the Society upon:

- (a) delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society;
- (b) his or her death;
- (c) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a director; or
- (d) upon being removed as a director by ordinary resolution of the members.

5.16 If no successor is elected or appointed to replace the person who otherwise would cease to be a director and the result is that the number of directors would fall below three, the person previously elected or appointed as director continues to hold office until a successor director is elected or appointed.

5.17 Directors will serve without remuneration, and no director will directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties.

5.18 The Board may appoint up to four additional directors by Board resolution to serve on an interim basis until the close of the next general meeting.

5.19 As required by s. 56 of the *Societies Act*, a director who has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction, of the Society, or a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a director of the Society, will

- (a) disclose fully and promptly to the other directors the nature and extent of the director's interest,
- (b) abstain from voting on a Board resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter,
- (c) leave the meeting of the Board, if any
- (d) when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and
- (e) when the other directors vote on the contract, transaction or matter; and
- (f) refrain from any action intended to influence the discussion or vote.

A disclosure under (a) will be evidenced in at least one of either the minutes of a meeting of directors, a consent resolution of directors, or a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society.

PART 6 - PROCEEDINGS OF THE BOARD

6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 7 days' notice of such meeting will be sent in writing to each director. However, no written notice will be necessary if all directors were present at

the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. The required notice period may be waived if all Board members are in agreement with same.

6.2 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at a general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

6.3 The President may at any time, and the Secretary will, on the request of any two directors, convene a meeting of the Board.

6.4 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be one-half of the directors in office at the time when the meeting convenes; but in no instance may the number necessary for a quorum be less than two.

6.5 The President will chair all meetings of the Board; but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting, or the President requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.

6.6 If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.

6.7 No resolution proposed at a meeting of the Board need be seconded. The person chairing a meeting may move or propose a resolution.

6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority will be decided by a Board resolution.

6.9 A director chairing a meeting may vote but, if he or she does so and the result

is a tie, he or she will not be permitted to vote again to break the tie and the resolution being voted on will be deemed to have failed.

6.10 Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot will be required.

6.11 A consent resolution of the directors will be approved by a simple majority of the directors. Such approval may be evidenced either by written resolution or email confirmation, and is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such consent resolution of the directors may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.12 A director who contemplates being or is temporarily absent from Canada may, by post or electronic means including facsimile or email, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director; and
- (b) any and all meetings of the Board, notice of which has not been given to that director will, if a quorum is present, be valid and effective.

PART 7 – COMMITTEES

7.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors as the Board thinks fit and may be composed of individuals who are not members or directors. The Board may delegate any, but not all, of its power to such committees and any such committee will limit its activities to the purpose or purposes for which it is appointed, and will have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee

so created will be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

7.2 A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.

7.3 A committee may meet and adjourn as it decides is needed. Meetings of committees will be governed, with the necessary alterations, by the rules set out in these bylaws governing proceedings of the Board.

PART 8 - DUTIES OF OFFICERS

- 8.1 The President will be responsible for chairing general meetings of the Board.
- 8.2 At the first meeting of the Board held after an annual general meeting, the Board will appoint a Vice-President Secretary, and Treasurer. The Secretary and Treasurer need not be elected directors and the Board will determine their respective duties, responsibilities, and terms.
- 8.3 The Vice President shall be appointed from among Directors and shall perform the duties of the President in the event of his/her absence, resignation, or inability to perform his/her duties.
- 8.4 The Secretary will be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Board and Advisory Council;
 - (b) the keeping of minutes of all meetings of the Board and Advisory Council;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer or the Chairperson of the Members;
 - (d) the custody of the common seal of the Society;

- (e) the maintenance of the register of directors; and
- (f) the conduct of the correspondence of the Society.

8.5 The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, including books of account, as are necessary to comply with the *Societies Act*,
- (b) the custody and control of the assets of the Society, including the implementation of the instructions of the Board as to the investment of the assets of the Society and the Society's banking transactions; and
- (c) the rendering of financial statements to the directors, members and others when required.

8.6 A person may be removed as an officer by a Board resolution or consent resolution of the directors.

8.7 Should the President or any other officer for any reason not be able to complete his or her term, the Board will elect or appoint a replacement without delay.

8.8 If the Secretary is absent from any meeting of the Board, the directors present will appoint another person to act as secretary at that meeting.

8.9 A person may be appointed to two or more of the offices of the Society at any one time.

8.10 The Board may appoint and remove such other officers as it deems necessary and determine the duties, responsibilities, title, term and remuneration, if any, of all officers.

PART 9- CHIEF EXECUTIVE OFFICER

9.1 The Board may select and appoint a chief executive officer of the Society, determine his or her title and set the terms of his or her duties, responsibilities and employment.

PART 10- MANAGEMENT OF THE SOCIETY

- 10.1 The property and the affairs of the Society will be managed by the Board.
- 10.2 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) the *Societies Act*,
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 10.3 No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 10.4 The Board may from time to time on behalf of and in the name of the Society:
- (a) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;
 - (b) guarantee the repayment of money by any other person or corporation or the performance of any obligation of any other person or corporation; and
 - (c) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Board thinks fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Society or indebtedness or other obligation of the Society, provided, however, that no debenture will be issued by the Society without first being authorized by special

resolution.

10.5 The Board on behalf of the Society may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation shares in and securities of other corporations, licences, royalties, inventions, patents of invention, patent rights, copyrights, trademarks, formulae, processes, know-how and other industrial property and similar rights of all kinds; hold, use, control, manage, develop, sell, let, lease, license and otherwise deal with and dispose of, or hold as a trustee, all or any such property; and enter into, conduct and carry on agreements, trusts, contracts and undertakings in connection therewith or incidental thereto for the further attainment of the Society's purposes.

10.6 The Board will take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits ("collectively referred to herein as "assets") for the purpose of furthering the purposes of the Society. The Board may accept an asset which has a liability attached to it. The Board may postpone conversion and retain any assets in the form donated to the Society notwithstanding that such assets are not income producing and any asset so retained will be an authorized investment for all purposes of the Society and a director will not be liable for any loss resulting from such postponement and retention. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

10.7 The Society may invest and deal with the monies and assets of the Society not immediately required by the Society both inside and outside of Canada in such manner as the Board may from time to time determine. In investing the funds of the Society, the Board will not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the Society in addition to issues of pure economic return. Subject to the provisions of the *Societies Act*, a director will not be liable for any loss which may result from any such investment.

10.8 The Board may invest in real and personal property, shares, bonds, debentures and

other securities including mutual or other pooled investment funds and evidences of indebtedness and obligations issued or guaranteed by any individual or entity (regardless of any relationship which might exist between the individual or entity and the Society) and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Board may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the Society is the holder or owner thereof the Board may, on behalf of the Society, exercise all rights, powers and privileges of ownership, including all voting rights, if any, with respect thereto. The Board will be authorized to invest in "non-qualified investments" and "non-qualifying securities" as defined in the *Income Tax Act*.

10.9 The Society will have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society, including but not limited to comprehensive building development plans. The Society will also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts will be in accordance with the terms and conditions that the Board may prescribe.

10.10 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

10.11 The Board will be entitled, in its discretion, to hold and deposit the funds and other assets of the Society in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.

10.12 The Board will be entitled to retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as they determine may be helpful to assist them in performing their duties

and, without limitation, may delegate to an investment advisor any and all discretionary investment powers and in doing so will not be liable.

10.13 The members may restrict the borrowing powers of the Board.

10.14 The Board shall not authorize any act relating to the demolition of the Italian Cultural Centre building at 3075 Slocan Street, Vancouver without first receiving the approval of three quarters (3/4) of the members present at a properly constituted general meeting and provided that (a) the members receive notice of the general meeting pursuant to these bylaws; and (b) such notice includes full particulars of the proposed demolition.

PART 11- EXECUTION OF DOCUMENTS

11.1 The Board may provide a corporate seal for the Society, and will provide for the custody of the seal with the Secretary or for a temporary period, when authorized by a Board resolution or consent resolution of directors, with such other person as determined by the Board. The Board will also have power from time to time to destroy a seal and substitute a new seal in its place.

11.2 The seal of the Society will be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.

11.3 Contracts, documents or any instruments in writing requiring the signature of the Society will normally be signed by two officers or directors of the Society or such other number of officers or directors as may be determined from time to time by Board resolution or consent resolution of directors. Further, the Board may from time to time by Board resolution or consent resolution of directors appoint a person or persons, any of whom may not be a director or officer, to sign specific contracts, documents and instruments in writing.

PART 12- AUDITOR

12.1 This Part applies only where the Society is required or has resolved to have an auditor.

12.2 The first auditor will be appointed by the Board which will also fill any vacancy

occurring in the office of auditor.

12.3 At each annual general meeting, the Society will appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next following annual general meeting.

12.4 An auditor may be removed by ordinary resolution.

12.5 An auditor will be promptly informed in writing of his appointment or removal.

12.6 The auditor may attend general meetings.

PART 13- NOTICES

13.1 Notice of a general meeting will be given at least 14 days and not more than 60 days in advance, to every person shown on the register of members as a member on the day the notice is given. No other person is entitled to be given notice of a general meeting. Notwithstanding the foregoing and pursuant to Section 79 of the Societies Act, a member of a society may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

13.2 Any notice required to be given may be given to a member, a director or a member of a committee either by delivery, electronic means such as facsimile or email, or by first class mail posted to such person's or representative organization's registered address.

13.3 A notice sent by mail will be deemed to have been given on the third day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a post office receptacle with adequate postage affixed, provided that if there will be, between the time of mailing and the deemed receipt of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice will only be effective when actually received. Any notice delivered by hand or sent by electronic means such as facsimile or email will be deemed to have been given on the

day it was so delivered or sent.

13.4 If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given will not, but the day on which the event for which notice is given will, be counted in the number of days required.

PART 14- MISCELLANEOUS

14.1 The Board will from time to time determine to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board will be open to the inspection of members of the Society not being directors. In the absence of such determination by the Board, the documents, including the books of account, of the Society will not be open to inspection of any member of the Society not being a director and no person, other than a member, director, the Chairperson of the Members or a Trustee of the Members shall inspect any records of the Society, including those required to be kept under Section 20 of the Societies Act, unless required to do so by law.

14.2 Any meeting of the Board, Advisory Council or any committee or group will be in person.

14.3 The rules governing when notice is deemed to have been given set out in these bylaws will apply with the necessary changes to determine when a consent resolution of directors will be deemed to have been submitted to all of the directors and when a written ordinary resolution will be deemed to have been submitted to all of the members.

14.4 The Society will have the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

14.5 The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society that the Society confers.

PART 15- INDEMNIFICATION

15.1 Subject to the provisions of the *Societies Act*, each director or officer of the

Society will be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

15.2 Subject to the provisions of the *Societies Act*, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph will not require approval or confirmation by the members.

15.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Societies Act* or these bylaws) will be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

15.4 Subject to the provisions of the *Societies Act*, no director or officer for the time being of the Society will be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society will be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society will be lodged or deposited, or

for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same will happen by or through the wilful act, default or neglect of such director or officer.

15.5 The Society will, to the full extent permitted by the *Societies Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.

15.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

15.7 The Society will apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities will continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.

15.8 The failure of a director or officer of the Society to comply with the provisions of the *Societies Act* or of the constitution or these bylaws will not invalidate any indemnity to which he or she is entitled under this Part.

15.9 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 16- CLAUSES TRANSFERRED FROM THE CONSTITUTION

16.1 The society will be a non-profitable organization and all profits or other credits of the society will be used to promote its objectives. This provision was previously unalterable.

16.2 If upon the winding up or dissolution of the society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be

given or transferred to such other organization or organizations having objects similar to the objects of this society as may be determined by the members of this society at the time of dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable objects. This provision was previously unalterable.

PART 17- BYLAWS

17.1 On being admitted to membership, each member is entitled to and upon request, the Society will provide him or her with a copy of the constitution and bylaws of the Society.

17.2 These bylaws will not be altered or added to except by special resolution.