

**This document contains all provisions and amendments including those made and passed at the General Assembly dated February 8, 1984 and the General Assembly dated December 13, 1995**

National Congress of Italian-Canadians (National Capital District)

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# **Constitution**

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## **PREAMBLE**

*The National Congress of Italian-Canadians is an umbrella organization representing the political, social and cultural interests of over one million Italian-Canadians (or Canadians married to or descendants of Italians) in the country. It was formed in 1974 for the purpose of unifying Italian-Canadians in order that they might have a sense of strength in the community and across Canada. ~~The National Executive Committee is headquartered in Ottawa. It derives its authority from the Italian-Canadian community situated in the National Capital District.~~*

*The Ottawa District represents the interests of Italian-Canadians in the Nation's Capital at the municipal, provincial and federal levels of government. It is a non-profit, non-politically affiliated organization which provides assistance to the Italian-Canadian community in dealing with civic affairs, provincial and federal programs. In general, it represents the community in projects of common interest and welfare in respect of economic and political issues affecting the Ottawa community.*

## **1 – GENERAL**

### **(1) – DEFINITIONS**

In this Bylaw, unless the context otherwise requires:

- (a) "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

- (b) "**Board**" means the board of directors of the Corporation, which is comprised of the Executive Committee and the named representatives of the Italian-Canadian Associations;
- (c) "**Bylaws**" means this Bylaw (including the schedules to this Bylaw) and all other Bylaws of the Corporation as amended and which are, from time to time, in force;
- (d) "**Corporation**" means the National Congress of Italian-Canadians (National Capital District);
- (e) "**Director**" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- (f) "**Executive Committee**" means the Officers and Directors of the Corporation;
- (g) "**Foundation**" means the *NCIC Foundation – Eastern Ontario and Outaouais District*
- (h) "**Italian-Canadian**" means, for the purposes of these bylaws, a Canadian citizen of Italian origin or an Italian citizen who resides in Canada, and includes his or her spouse and children.
- (i) "**Italian-Canadian Association**" means an entity listed in the document entitled "List of Italian-Canadian Associations in the National Capital District" that shall be maintained by the Executive Committee, as amended from time to time.
- (j) "**General Member**" means every Italian-Canadian 18 years of age or over, male or female, residing in the National Capital District, who concurs with or supports the aims and objectives of the Corporation;
- (k) "**Members' Meeting**" means the Annual General Meeting or any Special Meeting.
- (l) "**National Capital District**" means the National Capital Region, as described in Schedule 1 of the *National Capital Act*, R.S.C., 1985, c. N-4, as amended from time to time; and
- (m) "**Officer**" means an officer of the Corporation;
- (n) "**Voting Members**" means the collective voting membership of the Corporation;

## (2) – NAME

- (a) The name of the Corporation shall be:

*NATIONAL CONGRESS OF ITALIAN-CANADIANS*

*CONGRÈS NATIONAL DES ITALO-CANADIENS*

*CONGRESSO NAZIONALE DEGLI ITALO-CANADESI*

(National Capital District)

(b) The Corporation will have three official languages – English, French and Italian – and will be capable of conducting business in any of these.

**(3) Corporate Seal**

The seal of the Corporation will be in such form as prescribed by the Executive Committee of the Corporation. The Secretary of the Corporation shall have custody of the Corporate Seal. The President or Secretary shall have the power to certify any document after any such document has been approved and issued by the Board.

**(4) Head Office**

The office of the Corporation will be in Ottawa and the meetings will be held at a time and in a place as prescribed by the Board.

**(5) Interpretation**

All terms contained in this Bylaw that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**(6) Severability and Precedence**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

**(7) Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Executive Committee may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

## **2 - OBJECTS OF THE CONGRESS**

- (a)** Promote mutual understanding, goodwill, and cooperation between Italian-Canadians and Canadians of other origins.
- (b)** Act as a linkage among various Italian-Canadian communities and organizations which are dispersed across the country.
- (c)** Provide, when required, a means of two-way consultation between Italian-Canadian communities in Canada and various governments and organizations.
- (d)** Promote activities among Italian-Canadians.
- (d.1)** Support the work of not-for-profit and charitable associations, and remain a non-politically affiliated organization.
- (e)** Provide a means for expanding local or regional activities, with the consent of the organization concerned, on to a national scale, so that many more may benefit from them.
- (f)** Promote and encourage the involvement of Italian-Canadians in public affairs.
- (g)** Promote and assist, when needed, local or regional organizations and activities, having regard for the value and indispensability of local efforts.
- (h)** Disseminate information and news for the benefit of the Italian-Canadian community.
- (i)** Foster the retention among Italian-Canadians of their rich cultural heritage.
- (j)** Interpret the attributes of that heritage to fellow Canadians and promote creative encounters and interchanges with other Canadian cultural groups.

- (k) Provide support for any youth groups of Italian-Canadians with the aim of fostering and maintaining their heritage and culture.
- (l) Provide support and assistance to the Foundation in its charitable activities.
- (m) To represent, promote and defend the interests and welfare of all Italian-Canadians, without regard to race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability.
- (n) To represent, promote and defend activities and involvement with the elderly and protect the rights of these Italian-Canadians.

### **3 – MEMBERSHIP**

#### **(1) General Member**

Every Italian-Canadian 18 years of age or over, male or female, residing in the National Capital District, who concurs with or supports the aims and objectives of the Corporation is *ipso facto* a member. A General Member has the right and privilege to present briefs and make representations to the Board.

#### **(2) Voting Member**

Subject to approval by the Executive Committee,

- (a) every General Member who duly pays the membership fees as established by the Board,  
or
- (b) every Italian-Canadian Association of the National Capital District, who agrees and is prepared to support the objectives of the Corporation and who has duly paid their yearly Association membership fee as established by the Board,

is a Voting Member. Only Voting Members may sit on the Board or be appointed or elected to the Executive Committee.

#### **(3) Exclusion**

For greater certainty, excluded from voting membership in the Corporation are persons who are declared by the Executive Committee, in its absolute discretion, to be opposed to the aims and objectives of the Corporation.

#### **(4) Status**

In order to vote at a General Assembly for Elections, all Voting Members must have acquired such status at least two (2) months prior to the General Assembly for Elections. In this regard, a public notice of membership renewal shall be made not less than three (3) months prior to a General Assembly for Elections of the Executive Committee.

#### **(5) Transferability of Membership**

A voting membership in the Corporation is not transferable.

#### **(6) Termination of Voting Membership for Cause**

- (a) The Secretary of the Executive Committee has the authority to impose disciplinary action or to terminate any voting membership by a two-thirds majority vote of the Board based on any of the following grounds:
1. A violation of the objects of the Corporation;
  2. A reputational harm to the Corporation caused by that Voting Member's own acts, verbal or otherwise;
  3. A serious and undisclosed conflict of interest with the Corporation;
  4. A misrepresentation or a false statement made on the membership application form.
- (b) Upon fifteen (15) days' written notice to a Voting Member, the Board may pass a resolution authorizing disciplinary action or the termination of voting membership.
- (c) The notice shall set out the reasons for the disciplinary action or termination of membership. The Voting Member or a named representative receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or

termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission before making a final decision regarding disciplinary action or termination of voting membership.

- (d) Notification of disciplinary action or termination shall be sent by the Secretary of the Executive Committee.

## **4 - FEES, DUES and ASSETS**

- (a) The Executive Committee may recommend such fees and dues as may be deemed necessary to carry out the business activities of the Corporation.
- (b) The Executive Committee shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- (c) The financial year of the Corporation ends on December 31 in each year or on such other date as the Executive Committee may from time to time by resolution determine.
- (d) Upon dissolution of the Corporation, all assets shall be donated to a non-profit organization or for a cause of the Executive Committee's choice.

## **5 – EXECUTIVE COMMITTEE**

### **(1) Composition**

- (a) The following Officers shall be elected by the Voting Members:

President, First Vice-President, Second Vice-President, Secretary and Treasurer.

- (b) In addition to the above named Officers, eight (8) Directors may be elected by the Voting Members.

### **(2) Term of Office**

(a) The term of office of the Executive Committee shall be two (2) years from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

(b) No Officer or Director shall occupy the same position for more than two (2) consecutive terms.

### **(3) Multiple Offices**

The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer.

### **(4) Quorum**

The minimum number of members of the Executive Committee shall be five (5), of whom five (5) shall constitute a quorum.

### **(5) Meetings**

The Executive Committee shall make best efforts to meet on a monthly basis.

### **(6) Executive by Virtue of Office**

(a) No person is entitled to sit on the Executive Committee by virtue of their former office.

(b) For greater certainty, the immediate past president may be invited to serve in an advisory capacity, but shall not exercise voting rights during Executive Committee or Board meetings.

### **(7) Appointment of Additional Directors**

(a) The Executive Committee may appoint, by a majority vote, such other Officers, Directors and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Executive Committee may prescribe from time to time.

- (b) The total number of appointees may not exceed one-third of the number of Officers and Directors elected at the previous annual meeting of the members.

## **(8) Vacancies**

The office of a member of the Executive Committee shall be vacated immediately:

- (a) if that person resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (b) if that person dies or becomes bankrupt;
- (c) if that person is found to be incapable of managing property by a court or under Ontario law;
- (d) if, at a special meeting of the Voting Members, a resolution is passed by at least a majority of the votes cast by the Voting Members removing that person before the expiration of his or her term of office; or
- (e) if that person, without reasonable justification, fails to attend three (3) consecutive meetings of the Executive Committee or the Board.

## **(9) Filling Vacancies**

A quorum of members of the Executive Committee may fill a vacancy.

- (a) if there is not a quorum or there has been a failure to elect the minimum number of members of the Executive Committee, those in office shall, without delay, call a special meeting of Voting Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Voting Member;
- (b) if the vacancy occurs as a result of the Voting Members removing an Officer or Director, the Voting Members may fill the vacancy by a majority vote and any Officer or Director elected to fill the vacancy shall hold office for the remainder of the removed Officer or Director's term; and
- (c) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

## **(10) Committees**

The Executive Committee may establish any committee it determines necessary for the execution of its responsibilities. The Executive Committee shall determine the composition and terms of reference for any such committee. The Executive Committee may dissolve any committee by resolution at any time.

## **(11) Remuneration of Officers and Directors**

The members of the Executive Committee shall serve as such without remuneration and no Officer or Director shall directly or indirectly receive any profit from occupying their position; provided that:

- a. Officers or Directors may be reimbursed for reasonable expenses they incur in the performance of their official duties;
- b. Officers or Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation other than in their official capacity, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Executive Committee;
  - ii. approved by the Executive Committee for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict of interest provisions of the *Act*.

# **7- BOARD OF DIRECTORS**

## **(1) Composition**

The members of the Executive Committee, in addition to the named representatives of each Italian-Canadian Association that has become a Voting Member, shall constitute the Board.

## **(2) Named Representatives**

- (a) Every Italian-Canadian Association, thirty (30) days following its designation as a Voting Member of the Corporation, shall provide the name and address of the named representative to the Secretary of the Corporation.
- (b) The named representative will have the right to vote.
- (c) The named representative is not required to be a Voting Member of the Corporation.
- (d) A member of the Executive Committee shall not be a named representative of an Italian-Canadian Association for meetings of the Board.
- (e) An individual shall not be a named representative for more than one Italian-Canadian Association at any given time.

### **(3) Quorum**

Attendance by twenty-five percent (25 %) of Board members shall constitute a quorum.

### **(4) Calling of Meetings**

Meetings of the Board may be called by the President at any time and any place on notice as required by this Bylaw. The Board shall meet at a minimum four (4) times a year, apart from any required emergency meetings which may be called at the discretion of the President in consultation with the remaining members of the Executive Committee or the Board.

### **(5) Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Board member, and no other notice shall be required for any such meetings.

### **(6) Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given to every Board member not less than seven days before the date that the meeting is to be held. Notice of a

meeting is not necessary if all of the Board members are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Board members is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

## **(7) Voting**

Each Board member has one vote. Unless otherwise indicated, Questions arising at any Board meeting shall be decided by a majority of votes. The vote shall be taken by a show of hands. In case of an equality of votes, the motion is lost.

# **8- DUTIES**

## **(1) General**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## **(2) Duties of the President**

The PRESIDENT shall be the chief executive Officer of the Corporation. In that regard, the President shall:

- (a) Provide leadership to the Board, ensure the integrity of the Board's process and represent the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among the Executive Committee and between the Board and the Members of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.
  
- (b) Establish agendas aligned with annual Board goals.

- (c) Preside over meetings and shall be chairperson of the Board. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- (d) Serve as the Board's central point of communication with the members of the Corporation.
- (e) Serve as the Corporation's primary contact with the public.
- (f) Report regularly to the Board on issues relevant to its governance responsibilities.
- (g) Set a high standard for Board conduct and enforce policies and Bylaws concerning Members' conduct.
- (h) Serve as an *ex-officio* member on all committees.
- (i) Name delegates and alternates to conventions and such like activities.
- (j) At the completion of the term of Office, prepare and table an official report at the General Assembly for the Election of the Executive outlining the projects undertaken and completed, in whole or in part, by the outgoing Executive Committee during their term in office.
- (k) Perform such other duties as may be required by law or as the Executive Committee may determine from time to time.

### **(3) Duties of the Vice-Presidents**

If for any reason the President is unable to perform his/her duties, the VICE-PRESIDENTS, in order of their Office, shall occupy his/her position and perform his/her duties, having the same authority as the President.

#### **(4) Duties of the Secretary**

The SECRETARY shall:

- (a) Work collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.
- (b) Support the president in maintaining a high standard for Board conduct and uphold policies and the Bylaws regarding the Board's conduct, with particular emphasis on fiduciary responsibilities.
- (c) Keep a roll of the names and addresses of the Members, Officers and Directors.
- (d) Ensure the proper recording and maintenance of minutes of all meetings of the Executive Committee, the Board and Board committees.
- (e) Attend to correspondence on behalf of the Corporation.
- (f) Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- (g) Perform such other duties as may be required by law or as the Executive Committee may determine from time to time.

## **(5) Duties of the Treasurer**

The TREASURER shall:

- (a) Work collaboratively with the President to support the Board in achieving its fiduciary responsibilities.
- (b) Have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Executive Committee from time to time.
- (c) Disburse, together with the President, the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.
- (d) Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.
- (e) Perform such other duties as may from time to time be directed by the Board.

## **(6) Duties of the Board**

The BOARD OF DIRECTORS shall:

- (a) Be responsible for the execution, through the Corporation Officers, of the policies of the Corporation. All new business of the Corporation shall first be considered and shaped by the Board for presentation to the Members at annual meetings.

- (b) At the invitation of other Italian-Canadian organizations with like or related objects in whole or in part, act as the principal administrative body for those organizations making such requests.
- (c) Have the books and accounts of the Corporation audited annually, or more often, at its discretion.
- (d) Receive committee reports and recommendations, and shall submit to the Members recommendations which it has approved.

## **9 – MEMBERS’ MEETINGS**

### **(1) Annual General Meeting**

- (a) The annual meeting shall be held on a day and at a place within Ottawa fixed by the Board.
- (b) Any Voting Member, upon request, shall be provided, not less than 48 hours before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the Bylaws or articles.
- (c) The business transacted at the annual meeting shall include:
  - i. receipt of the agenda;
  - ii. receipt of the minutes of the previous annual and subsequent special meetings;
  - iii. consideration of the financial statements;
  - iv. report of the auditor or person who has been appointed to conduct a review engagement;
  - v. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year; and
  - vi. such other or special business as may be set out in the notice of meeting.
- (d) No other item of business shall be included on the agenda for annual meeting unless a Voting Member’s proposal has been given to the secretary prior to the giving of notice of

the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

## **(2) Special Meetings**

The President may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.

## **(3) Notice**

Not less than 10 and not more than 30 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Voting Members to form a reasoned judgment on the decision to be taken.

## **(4) Quorum**

A quorum for the transaction of business at a Members' meeting is one-third (1/3) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Voting Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **(5) Chair of the Meeting**

The President shall chair all Members' meetings other than the General Assembly for the Election of the Executive. If the President is not present or if all of the Officers and Directors present decline to act as chair, the Voting Members present shall choose one of their number to chair the meeting.

## **(6) Voting**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the Bylaw provided that:

- (a) each Voting Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Voting Members present and the chair of the meeting, if a Voting Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

No vote at a Members' Meeting shall be cast by proxy.

## **(7) Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Voting Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

## **(8) Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Voting Members, the Executive Committee, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Voting Members present at the meeting.

# **10- ELECTIONS**

## **(1) General Assembly for the Election of the Executive**

There shall be one (1) general meeting every two (2) years designated as the "General Assembly for the Election of the Executive". All Voting Members in good standing as per Article 3 of these Bylaws may participate.

## **(2) Chair of the Assembly**

The President shall, to the extent possible, name a General Member to chair the General Assembly for the Election of the Executive. A Voting Member is prohibited from chairing the General Assembly for the Election of the Executive.

## **(3) Notice**

Voting Members shall be notified thirty (30) days prior to the General Assembly for the Election of the Executive.

## **(4) Election Committee**

- (a) The President shall name an election committee of three (3) members and shall also name the chairperson of that committee. The election committee shall be responsible for overseeing the election process to ensure fairness and transparency.
- (b) The election committee members shall conduct themselves in an impartial manner and shall not make recommendations on preferred candidates.

(c) The election committee shall make best efforts to find candidates for every position and shall notify the President of any vacant positions prior to the General Assembly for the Election of the Executive.

(d) The election committee members shall not be eligible to be nominated for office.

### **(5) Candidates for the Executive Committee**

To be a candidate for a position on the Executive Committee, prior to the Election of the Executive a Voting Member may:

(a) Accept a nomination made by another Voting Member; or

(b) Submit his or her own candidacy.

### **(6) Candidates for President**

The candidates for the position of President of the Executive Committee must have served for a minimum of one (1) term of office on the Executive Committee of any Italian-Canadian Association, must not be currently serving as President of an Italian-Canadian Association, club, or organization and, if such is the case, must upon being elected, resign from said position.

### **(7) Names submitted to Secretary**

The names of all candidates shall be submitted by the chairperson of the election committee to the Secretary. Such candidates will have met the prerequisites contained in the notification for the General Assembly for the Election of the Executive.

### **(8) Voting**

(a) The election of candidates to the Executive Committee shall be decided by a plurality of votes.

- (b) Each Voting Member shall be entitled to one vote.
- (c) Votes shall be taken by written ballot among all Members present.
- (d) An abstention shall not be considered a vote cast.
- (e) If there is a tie vote, a second ballot shall be cast.
- (f) No vote at a General Assembly for the Election of the Executive shall be cast by proxy.

### **(9) Rules for Elected Executive Committee Members**

Upon election to the various positions on the Executive Committee, said individuals:

- (a) shall immediately resign from any position (s)he may hold on an association, club or organization that is in conflict with the objectives, principles and ideals of the Corporation on the basis of criteria to be established and following a review before a General Assembly; and
- (b) shall be prepared to commit sufficient time to the Corporation, otherwise (s)he can be removed from his/her office.

### **(10) Rules for Public Office Holders**

Municipal Councillors, Members of Parliament (Federal or Provincial) or members of any other elected public office, are not permitted to seek election to any position within the Executive Committee or to seek appointment as a member on the Board. Any elected member of the Executive Committee or appointed member on the Board, who declares himself/herself a candidate for public office as a Councillor or Member of Parliament, must resign from that position within 48 hours of announcing his/her candidacy. Should such a member not tender his/her resignation, (s)he will automatically be considered to have resigned.

# 11 – PROTECTION OF EXECUTIVE COMMITTEE AND OTHERS

## (1) Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer or committee member of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Executive Committee or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall 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 moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the *Act* and the Corporation's articles and Bylaws; and
- (b) exercised their powers and discharged their duties in accordance with the *Act*

# 12 – CONFLICT OF INTEREST

A Board member who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Board member shall attend any part of a meeting or vote on any resolution to approve any such contract or transaction.

# 13 – AMENDMENT AND REVIEW OF BYLAWS

## (1) Amendment of Bylaws

Bylaws of the Corporation may be enacted, amended or repealed by the approval of a minimum of two-thirds (2/3) of the members of the Board. After the fourth year of incorporation, the decision of the Board relating to enacting, amending or repealing of Bylaws shall be approved by the Voting membership at a general meeting by a majority of the votes cast.

**(2) Review of Bylaws**

Within three years of the coming into force of the Act, the Executive Committee shall undertake a review of these Bylaws.

## **14 – PARLIAMENTARY PRACTICES**

In the absence of rules in this constitution or in the Bylaws, the proceedings of regular meetings and Board meetings and any other special meetings shall be conducted in accordance with *Robert's Rules of Order*.

[Insert President Name] [Insert Secretary Name]