

# THE DANTE ALIGHIERI SOCIETY of OTTAWA

## Bylaw No. 1

### Preamble

The Dante Alighieri Society is an association that promotes Italian culture and language around the world. The Dante Alighieri Society of Ottawa, carries out these responsibilities in the National Capital Region as a not-for-profit corporation.

1. The name of the Corporation shall be: Società Dante Alighieri di Ottawa (SDA)
2. The Corporation operates in any of the three languages: English, French and Italian. Members will be capable of conducting business in any of these.
3. The SDA is a non-politically affiliated organization.

## 1 General

### 1.1 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) “Corporation” means the Società Dante Alighieri of Ottawa.
- c) “Board” means the Board of Directors of the Corporation, elected by Voting Members at the Annual General Meeting.
- d) “Director” means a member of the Board of Directors.

- e) "Executive Committee" means the Officers of the Corporation, appointed by the Board.
- f) "Officer" means a member of the Executive Committee.
- g) "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.
- h) "General Member" means an individual, 18 years of age or over, residing in the National Capital District, who concurs with or supports the aims and objectives of the Corporation, and has duly paid the prescribed membership fees.
- i) "Members' Meeting" means the Annual General Meeting or any Special Meeting of the General Members.
- j) "Voting Members" means the collective voting membership of the Corporation.

## **1.2 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.

## **1.3 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.

## **1.4 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.

### 1.5 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.

### 1.6 Execution of Contracts

Any Board member may be authorized by the Board to sign any documents and affix the corporate seal to such document.

## 2 OBJECTS OF SDA

The Società Dante Alighieri di Ottawa shall:

- a) act to promote Italian Language and Culture in Canada;
- b) promote Italian cultural activities in the National Capital Region;
- c) disseminate information and news with the view of promoting Italian language and culture;
- d) provide and support educational activities which promote the Italian language.

In order to carry out its mandate, the SDA Ottawa shall adhere to the principles of, and work in close cooperation with, Società Dante Alighieri, Italy.

## 3 MEMBERSHIP

- a) Membership in the Corporation shall be from January 1 to December 31.
- b) **General Members.** Any person 18 years of age or over who concurs with or supports the aims and objectives of the Corporation has the right to apply for general membership on the SDA.
- c) **Student Members.** Any person enrolled in an accredited educational program who concurs or supports the aims and the objectives of the corporation may become student member of the SDA.

- d) **Voting Member.** Every General Member who duly pays the membership fees as established by the Board, is a Voting Member.
- e) **Transferability of Membership.** A membership in the Corporation is not transferable.
- f) **General Meetings.** Meetings of all General Members can be held during the year. In particular, the *Annual General Meeting* (AGM) will be held once a year to discuss the business of the Corporation, to elect Directors of SDA to replace those whose terms are expired, etc.  
In order to vote at the Annual General Meeting, Voting Members must have acquired such status at least three (3) months prior to the Annual General Meeting for Elections starting 3 months prior to the General Meeting.
- g) **Termination of Voting Membership for Cause.** The Executive 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:
  - i) A violation of the objects of the Corporation;
  - ii) A reputational harm to the Corporation caused by that Voting Members own acts, verbal or otherwise.

## 4 BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

### 4.1 Composition

- a) The Board of Directors is composed of a minimum of 7 and a maximum of 13 members elected by the general membership. Only Voting Members may sit on the Board or be appointed or elected to the Executive Committee.
- b) The Executive Committee, or simply Executive, is composed of the following Officers: President, Vice-President(s), Secretary and Treasurer; the President and the Treasurer are the essential members of the Executive. The vacant members of the executive are appointed by the Board of Directors within thirty (30) days from the Annual General Meeting.

## 4.2 Term of Office

- a) The tenure of the members of the Board shall be two (2) years from the date of the Annual General meeting at which they are elected or until their appointment on the Board ends, whichever comes first.
- b) The term of office of the members of the Executive shall be two (2) years from the date they are appointed or until their appointment on the Board ends, whichever comes first.
- c) No member of the Executive shall occupy the same office for more than two (2) consecutive terms.

## 4.3 Remuneration of Officers and Directors

The members of the Executive Committee shall serve as such without remuneration. On the other hand,

- 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 Board;
  - ii) pre-approved by the Board; and
  - iii) in compliance with the conflict of interest provisions of the Act.

## 4.4 Board of Directors

- a) **Quorum.** Attendance by strict majority of Board members shall constitute a quorum.
- b) **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 By-law. 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.

- c) **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.
- d) **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. If a quorum of Board members is present, such members may hold the first meeting of the Board immediately following the Annual General Meeting.
- e) **Voting.** The President shall not vote in the Board decisions. Each Board member has one vote. Unless otherwise indicated, issues 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 president shall vote to break the tie.
- f) **Advisers.** The Board of Directors may invite ad hoc adviser(s) without voting rights to a Board meeting.

#### 4.5 Executive Committee

- a) **Quorum.** Three members of the Executive Committee shall constitute a quorum.
- b) **Meetings.** The Executive Committee shall meet as required, and the meeting can be requested by any Officer.
- c) **Advisers.** The Executive Committee, may invite ad hoc adviser(s) without voting rights to an Executive meeting.

#### 4.6 Vacancies

The office of a member of the Executive Committee or of the Board shall become vacant:

- 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; or
- b) if that person dies; or
- c) if that person is elected to public office; or

- 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 (if member of the Executive Committee) or the Board.

#### **4.7 Filling Vacancies**

- a) A quorum of members of the Board may fill a vacancy in the Executive Committee by a majority vote.
- b) If there is not a quorum or there has been a failure to elect the essential 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.
- c) 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.
- d) 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.

#### **4.8 Committees**

The Executive Committee with the concurrence of the Board 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.

#### **4.9 Fees Duties 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 Board 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.

## **5 DUTIES**

### **5.1 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.

### **5.2 Duties of the President**

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

- a) promote collegiality amongst Board members, through consultation and discussions with other members of the Board. Provide leadership to the Board, ensure the integrity of the Boards process and represent the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates cooperative 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 Boards mandate. The President may delegate another member of the Board to carry out some duties which fall under the President's responsibilities.
- b) Establish agendas aligned with annual Board goals in coordination with the Secretary.
- c) Under special circumstances, the President may, with the concurrence of the majority of the Board appoint someone else to chair a meeting.
- 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. The President with the concurrence of the Board may delegate some aspects of such responsibility to another member of the Board.

- f) Report regularly to the Board on issues relevant to its governance responsibilities.
- g) Serve as an ex-officio member on all committees.
- h) Name delegates and alternates to conventions and such like activities.
- i) On a yearly basis, shall prepare and table an official report at the Annual General Meeting outlining the projects undertaken and completed, in whole or in part during the last year. All new proposals presented in this report shall first be considered and shaped by the Board.
- j) Perform such other duties as may be required by law or as the Executive Committee may determine from time to time.

### **5.3 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, and with the concurrence of the Board shall occupy the position of the President and perform his/her duties, having the same authority as the President.

### **5.4 Duties of the Secretary**

The *Secretary* shall:

- a) Work collaboratively with the President and the Treasurer to support the Board in fulfilling its fiduciary responsibilities.
- b) Keep a roll of the names and addresses of the Members, Officers and Directors. This responsibility is shared with the Treasurer.
- c) Ensure the proper recording and maintenance of minutes of all meetings of the Executive Committee, the Board and Board committees.
- d) With the other members of the Executive, attend to correspondence on behalf of the Corporation.
- e) 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.

- f) Perform such other duties as may be required by law or as the Executive Committee may determine from time to time.

## **5.5 Duties of the Treasurer**

The *Treasurer* shall:

- a) Work collaboratively with the President and the Secretary to support the Board in achieving its fiduciary responsibilities.
- b) Work with the Secretary and the President to ensure that membership lists are up to date.
- c) 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.
- d) Disburse, together with the President and a member of the Board so designated, 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.
- e) Present to the Members at the Annual General 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.
- f) Perform such other duties as may from time to time be directed by the Board.

## **5.6 Duties of the Board**

The Board of Directors shall:

- a) Appoint new members to the vacant positions of the Executive Committee from within the Board members. The appointment of the Executive Committee must be within thirty (30) days of the Annual General Meeting and before January 31.
- b) Hold discussions in a collegial manner.
- c) Be responsible for the execution of the policies and programs of the Corporation.
- d) Have the books and accounts of the Corporation audited annually, or more often, at its discretion.
- e) Receive committee reports and recommendations, and shall submit to the Members recommendations which it has approved.

## **6 MEMBERS MEETINGS**

### **6.1 Annual General Meeting**

- a) The Annual General 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, with a copy of the approved financial statements, auditors 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) report of the President;
  - iv) report of the Treasurer;
  - v) report of the auditor;
  - vi) reappointment or new appointment of the auditor;
  - vii) such other or special business as may be set out in the notice of meeting; and
  - viii) any other matter brought forward by a Voting Member.

## **6.2 Special Meetings**

The President may call a special meeting of the Members. Such request may also be from any members of the Executive who have received endorsement to call such meeting from another three members of the Board. 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.

## **6.3 Notice**

For the Annual General Meeting a written notice shall be given not less than 30 days before, while for any special Members meeting a written notice shall be given not less than 15 days before. In all cases, the notice shall be given in the manner specified in the Act to each Member and to the auditor. 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.

## **6.4 Quorum**

There is no quorum requirement for the transaction of business at a Members meeting.

## **6.5 Chair of the Meeting**

The President or his/her delegate shall chair all Members meetings. 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.

## **6.6 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) no vote shall be cast by proxy;
- c) 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;

- d) an abstention shall not be considered a vote cast;
- e) 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;
- f) the chairperson of the meeting votes only if there is a tie vote;
- g) 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;
- h) the identification of the Voting Members present at the Meeting shall take place if requested by any of the attending Voting Members.

## **6.7 Adjournments**

The Chair may, with the majority consent of any Members meeting, adjourn the same from time to time and arrange for a subsequent meeting within 30 days with appropriate notice given to the Voting Members.

## **6.8 Persons Entitled to Attend and Intervene**

The Annual General Meeting is open to the public. The only persons entitled to intervene are Members or persons authorized by the Chair.

Attendance at Meetings other than AGM is reserved to the Members, the auditors of the Corporation and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Other person may be admitted if invited by the Chair of the meeting or with the majority consent of the Voting Members present at the meeting.

# **7 ELECTIONS**

## **7.1 Election to Board of Directors**

At the Annual General Meeting an election will be held to fill vacancies on the Board of Directors of the SDA. All Voting Members in good standing as per Article 3 of these Bylaws may participate.

## **7.2 Nomination Committee**

- a) At least one month prior to the Annual General Meeting, the President shall name a nomination committee and the chairperson of that committee.
- b) The nomination committee shall make best efforts to find candidates for the vacant positions on the Board of Directors.
- c) The nomination committee members shall not be eligible to be nominated for office.

## **7.3 Candidates for the Board of Directors**

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

- a) Accept a nomination made by another Voting Member and submitted to the nomination committee; or
- b) Submit his or her own candidacy to the nomination committee.

## **7.4 Names submitted to Secretary**

The names of all candidates shall be submitted by the chairperson of the nomination committee to the Secretary or any member of the Executive appointed to such a task.

## **7.5 Rules for Elected Executive Committee**

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 the Annual General Meeting; and
- b) shall be prepared to commit sufficient time to the Corporation.

## **7.6 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.

## **8 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:

1. complied with the Act and the Corporation's articles and Bylaws; and
2. exercised their powers and discharged their duties in accordance with the Act.

## **9 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.

## **10 PRIVACY**

The SDA shall adhere to all Canadian Privacy Laws and strictly apply the spirit of such laws. In particular, it shall:

- a) not require personal information of members other than what is strictly necessary for the operation of the local chapter of the SDA;
- b) not require information on gender, age, or date of birth;
- c) not share any Member's personal information with other organization and entities, without prior consent of such member.

## **11 ASSETS**

In case of dissolution of the local chapter of the corporation, all assets will be devolved to an Italian-Canadian not-for-profit organization whose mandate is to promote Italian culture and language. In the absence of such organization, the Executive Committee will transfer such assets to an Italian-Canadian organization which provides services to the Italian Canadian community.

## **12 AMENDMENT AND REVIEW OF BYLAWS**

### **12.1 Amendment of Bylaws**

Bylaws of the Corporation may be enacted, amended or repealed. The proposal requires the approval of a minimum of two-thirds (2/3) of the members of the Board. The decision 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.

### **12.2 Review of Bylaws**

The Board shall undertake a review of these Bylaws after every five years, starting from the coming into force of the Act.

## **13 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*.