

**CANADIAN ITALIAN BUSINESS  
AND PROFESSIONAL ASSOCIATION  
OF TORONTO**

**CONSTITUTION AND BY-LAWS**

**BY-LAW No. 1**

**1. NAME:**

The name of the association is the “Canadian Italian Business and Professional Association of Toronto” and is hereinafter referred to as “the Association”.

**2. OBJECTIVES:**

The Objectives of the Association are:

- To initiate and foster programs and activities for the welfare and betterment of the Canadian Italian Communities
- To promote and strengthen the image of the Canadian Italian Community within the Greater Toronto Area (which shall be deemed to include municipalities within the Regions of York, Halton, Peel and Durham) and Canada
- To initiate and foster social and cultural interest and activities among its members and the Canadian Italian Community
- To provide a forum whereby its members can cultivate and develop their business, professional and social interests
- To promote and encourage a spirit of goodwill, fairness and equity among its members
- To do all such other things as are incidental or conducive to the attainment of these objectives, which objectives are more particularly set out in the Charter of Incorporation.

**3. HEAD OFFICE:**

The Head Office of the Association will be in the City of Toronto or a municipality located in the Greater Toronto Area, in the Province of Ontario.

4. **SEAL:**

The Seal of the Association shall be in the form impressed hereon and be kept at the Head Office of the Association or at such other location as determined by the Board of Directors.

5. **TERRITORY:**

The area within which the activities of the Association shall be carried on shall be within the City of Toronto, municipalities located in the Greater Toronto Area or within such other additional area as the Association shall from time to time decide upon, provided that the same is not contrary to the Charter.

6. **MEMBERSHIP:**

**A. Full Members (Full voting rights)**

Full membership in the Association may be extended to business and professional individuals who:

- 1) Are thirty (30) years of age or older;
- 2) Are of Italian birth or descent;
- 3) Are of good moral character;
- 4) Are interested in and supportive of the objectives of the Association;  
and
- 5) Have paid such fee as shall be prescribed by the Board of Directors.

**B. Young Professional Members (Full voting rights)**

Young Professional membership in the Association may be extended to young adults who:

- 1) Are under thirty (30) years of age;
- 2) Are of Italian birth or descent;
- 3) Are of good moral character;

- 4) Are interested in and supportive of the objective of the Association;  
and
- 5) Have paid such special reduced membership fee as shall be prescribed by the Board of Directors.

**C. Student Members (Full voting rights)**

Student membership in the Association may be extended to men or women who:

- 1) Are nineteen (19) years of age or older;
- 2) Are a full-time student;
- 3) Are of Italian birth or descent;
- 4) Are of good moral character;
- 5) Are interested in and supportive of the objectives of the Association;  
and
- 6) Have paid such special reduced membership fee as shall be prescribed by the Board of Directors.

**D. Corporate Members (Full voting rights)**

Corporate membership in the Association may be extended to any business organization whose affiliation and participation in the Association has been determined by the Board of Directors to be appropriate and beneficial to the Association.

**E. Honorary Members (No voting rights)**

Honorary membership in the Association may be extended to any member of society as special recognition of outstanding services rendered to the Association or the Canadian Italian Community at large, or in recognition of special circumstances of such an individual. The extension of such membership shall be at the discretion of the Board of Directors. Such membership shall have no voting power.

**F. Associate Members (No voting rights)**

Associate membership in the Association may be extended to any member of society. The extension of such membership shall be at the discretion of the Board of Directors.

**7. BOARD OF DIRECTORS:**

The affairs of the Association shall be under the direction and management of the Board of Directors of the Association.

**A. Number of Board Members:**

The Board of Directors shall contain fifteen (15) directors who shall all be members of the Association, with the exception of one position, which shall be filled by a member of the Ladies' Auxiliary.

Of these fifteen (15) positions, only thirteen (13) are elected positions. Of the two remaining positions, one is automatically filled by the Immediate Past President. The other position is filled through appointment each year by the Board of Directors of a member of the Board of Directors of the Ladies' Auxiliary. The method of selection of this representative shall be left to the discretion of the Ladies' Auxiliary.

The Board of Directors reserve the right from time to time to appoint a Student Member to act as a youth liason to the Board. Such Student Member appointed may participate in regular Board meetings provided he or she will not have any voting rights at such meetings.

**B. Permanent Positions on the Board of Directors:**

There shall be six (6) permanent positions on the Board of Directors, which shall consist of:

- 1) Immediate Past President;
- 2) President;
- 3) Vice-President;
- 4) Secretary;
- 5) Treasurer; and

- 6) Ladies' Auxiliary Representative.

These positions shall be filled from among those elected to the Board of Directors, except for the Ladies' Auxiliary Representative.

**C. Permanent Committees of the Board of Directors**

The following shall be the Permanent Committees of the Board of Directors:

- 1) Executive Committee, which shall be composed of the:
  - a) Immediate Past President;
  - b) President;
  - c) Vice-President;
  - d) Secretary; and
  - e) Treasurer.
- 2) Membership Committee, which shall be composed of individuals appointed by the Board of Directors from among the members of the Board of Directors and may include members of the Association.
- 3) Nominating and Governance Committee, which shall be composed of individuals appointed by the Board of Directors from among the members of the Board of Directors and may include members of the Association.

**8. ELECTIONS:**

**A. Election of the Board of Directors**

- 1) Elections to fill vacant and expiring positions on the Board of Directors shall be held annually at the last general membership meeting of the Association's fiscal year.
- 2) Positions on the Board of Directors shall be open to all eligible members of the Association, except Honourary Members and Associate Members.
- 3) The Nominating and Governance Committee shall include the President, Immediate Past President and any Past President willing to participate, who shall ex-officio be members of such committee, and

shall prepare a slate of members deemed suitable to hold office. The slate shall be mailed, faxed or delivered by other satisfactory means to each member at least fifteen (15) days prior to the election meeting.

- 4) Additional names for election may be proposed from the floor on the night of the elections, or may be presented in writing to the Chairperson of the Nominating and Governance Committee at least two (2) business days prior to the election meeting.
- 5) Each candidate nominated from the floor must be seconded orally.
- 6) The nomination of any person absent from the meeting on election night shall not be received except on presentation to the Chairperson of the election meeting by the nominator or seconder, of a written notice by the candidate signed by his own handwriting, stating that he or she consents to his or her nomination.
- 7) Voting shall be conducted by secret ballot of the members who are present at the meeting.
- 8) Any voting member may designate a proxy for votes taken in that voting member's absence. The proxy notification must be in writing to the Chairperson at least 24 hours prior to the meeting in which the proxy is authorized to act for the voting member.
- 9) In the event that the number of Association members nominated for election to the Board of Directors is equal to or lesser than the number of openings, the Chairperson of the election meeting shall declare such candidates elected by acclamation.

**B. Election of Officers**

- 1) All officers of the Association, including the position of President, shall be elected from among the members of the Board of Directors by the members of the Board of Directors.
- 2) The position of Immediate Past President shall be filled by the outgoing last President.
- 3) Such election of officers shall take place within fourteen (14) days of the annual general election meeting to fill vacancies on the Board of Directors.

**9. TERM OF OFFICE:**

**A. Board Positions:**

Positions on the Board of Directors carry a term of office of two (2) years.

**B. Position of President:**

- 1) The position of President carries a term of office of one (1) year.
- 2) The person who holds the position of President may at his or her option, choose to stand for election for a second consecutive term of one (1) additional year, a third consecutive term of one (1) additional year and a fourth consecutive term of one (1) additional year.

**C. Removal of Any Officer:**

Any Officer of the Executive Committee or permanent position of the Board of Directors as set out in Section 7(B) hereof, may be removed by the Board of Directors provided any vote to remove such Officer is supported by at least ten (10) directors serving on the Board of Directors at any regular or special meeting of the Board of Directors.

**10. ROTATING BOARD:**

A minimum of seven (7) positions of the Board of Directors shall be up for election each year with the remaining eight (8), of which one is the appointed Ladies Auxiliary position, staying on to complete the second year of their two (2) year term.

**11. VACANCIES:**

**A. Board Vacancies**

- 1) Vacancies which occur on the Board of Directors shall be filled through Appointment by the Board of Directors from among the membership of the Association within sixty (60) days following the occurrence of such vacancies.
- 2) Positions on the Board of Directors which are filled through appointment by the Board of Directors shall become open for filling by election at the next election.

**B. Executive Vacancies**

- 1) Should the position of President become vacant during the term office, the position shall automatically and immediately be filled by the Vice-President.
- 2) Should any other position of the executive, except the position of Immediate Past President, become vacant during the term of office, such other positions shall be filled by a member of the Board of Directors through election by the Board of Directors within thirty (30) days of the occurrence of the vacancy.
- 3) Should the position of Immediate Past President become vacant, it shall be filled only by another past President, beginning with the most recent past President available to fill the vacancy. The invitation to fill such vacancy shall be extended by the President.

**12. ELIGIBILITY FOR OFFICE**

- A. Board Positions: Any member of the Association shall be eligible to hold a position on the Board of Directors after he or she has been a member of the Association in continuous good standing for a period of at least one (1) full year.
- B. Executive Positions: Any member of the Association shall be eligible to hold any position on the Executive, except the position of President, after he or she has been a member of the Association in continuous good standing for a period of at least one (1) full year.
- C. Position of President: Any member of the Association shall be eligible to hold the position of President after he or she has been a member of the Association in continuous good standing for a period of at least two (2) full years.
- D. No member shall hold more than one (1) Executive position at a time.
- E. A member of the Board of Directors shall cease to hold office, (i) if and when he or she ceases to be a member of the Association, or (ii) he or she is absent from three (3) consecutive meetings of the Board of Directors without adequate reason as determined by the other members of the Board of Directors; or (iii) removal by the Board of Directors in accordance with Section 9(C) hereof.

- F. The number of positions on the Board of Advisors that may be occupied by Young Professional and Student Members shall not exceed the number of positions that is directly proportional to the combined number of Youth and Student Members versus the total paid up members registered on the date of the annual election.

**13. CONFLICTS OF INTEREST:**

All members of the Board of Directors shall declare any conflict of interest before a discussion and vote takes place on any matter before the Board of Directors and shall not cast a vote on any such matter. Any member of the Board of Directors who is charged and judged to be in default of this provision shall, at the discretion of the other members of the Board of Directors, be removed from the Board of Directors and a successor be appointed to fill his or her positions until the next election.

**14. BY-LAWS:**

The Association from time to time may make by-laws not contrary to law or any provision of the Charter or Constitution, and may from time to time, amend, vary or repeal the same. Such by-laws shall become effective only after they have been approved and adopted by a majority vote of fifty percent (50%) of the members of the Association present in person or by proxy at the meeting at which such provisions are considered.

**15. DISSOLUTION:**

The Association may, at a meeting duly and specifically called for such purpose, be dissolved by a ninety percent (90%) majority vote of the members present at such a meeting in person or by proxy, providing that no less than seventy-five percent (75%) of the Association's paid-up members are present in person or by proxy at such a meeting. All members must be notified by registered mail no less than fifteen (15) days prior to the date of such a meeting. Such dissolution may not be carried out contrary to the Charter of the Association.

**16. FINANCIAL RECORDS:**

The Association's financial records shall be reviewed annually by independent certified financial professionals. Approval of the annual financial statements of the Association shall be the responsibility of those members of the Board of Directors who are officially in office during the fiscal year to which such statements apply and

who continue as members of the Board of Directors during the fiscal year immediately following the fiscal year in question.

**17. FINANCIAL REPORT:**

The Board of Directors shall present a summary of the Association's financial activities and position to the membership of the Association on an annual basis no later than six (6) months following the close of the fiscal year to which the summary report applies.

**CANADIAN ITALIAN BUSINESS  
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**BY-LAW No. 2**

**1. APPLICATION FOR MEMBERSHIP:**

Any person desiring membership in the Association must comply with the following conditions:

- A.** An application form, completed by the Applicant, must be submitted by an Association member in good standing. Such Association member shall be known as the Applicant's Sponsor. The Sponsor shall be permitted to bring the prospective member as a guest to one meeting of the Association, except such meetings that are called for members only.
- B.** The completed form must be mailed or handed to the Secretary or Membership Committee Chairperson.
- C.** The Membership Committee shall investigate each application and shall report its findings at the next meeting of the Board of Directors.
- D.** The Chairperson of the Membership Committee shall submit his report on the prospective member to the Board of Directors and the ruling of the Board of Directors shall be final regarding the disposition of the said applicant.
- E.** The applicant and his or her Sponsor shall be notified not later than fifteen (15) days prior to the next general meeting as to the disposition of the application. If the application is approved for membership he or she shall be formally welcomed as a member at the next Association meeting he or she attends.

**2. MEMBERSHIP FEE:**

- A.** The Membership Fee (which shall also constitute the annual fee for the current year), as determined by the Board of Directors, shall be paid when the application for membership is submitted.

- B. The Corporate Membership Fee (which shall also constitute the annual fee for the current year), as determined by the Board of Directors, shall be paid when the application for corporate membership is submitted. The Annual Corporate Membership Fee, as determined by the Board of Directors from year to year, should be paid before the start of the next fiscal period.
- C. The Secretary or Treasurer shall have the right to notify any member or members of arrears in payment of fees or any other lawful charges due to the Association by forwarding an appropriate notice by pre-paid registered mail to the delinquent member or members. The date of mailing the said notice shall be considered the date of notification.
- D. The Board of Directors may direct the Treasurer or Secretary to suspend any member who has neglected without good cause, to pay his or her fees, or any other lawful charges due the Association, within thirty (30) days after demand for same has been made.
- E. Any member who is suspended for non-payment as aforesaid may be reinstated within six (6) month thereafter upon payment of all arrears for fees and all other lawful charges that may have been owing by him or her at the time of their suspension and/or having since accrued.

3. **SUSPENSION AND EXPULSION OF MEMBERS:**

- A. A member of the Association who wilfully and maliciously violates the Constitution or the By-Laws of the Association may be charged with an offence. Charges shall be made in writing signed by the complainant and delivered in person or by registered mail to the President or the Chairperson of the Membership Committee.
- B. The Membership Committee shall investigate such charge and, in case of a minor offence, the Board of Directors may take disciplinary action by reprimand or caution. In more serious cases, which may warrant expulsion or suspension from the Association, the Chairperson of the Membership Committee shall submit or present his findings and recommendations thereof to the Board of Directors at its next meeting.
- C. If the Board of Directors decides that a hearing is to be held in order to dispose of a charge or charges, a special meeting of the Board of Directors is to be held for that purpose.
- D. The Board of Directors shall then instruct the Secretary to give immediate notice in writing of the particulars of such charge to any member against whom a charge has been laid, and also give reasonable notice to the member concerned of the date, time and place at which the hearing of the charge shall take place.

- E. If any member against whom a charge has been laid does not appear for the hearing as required then the hearing may proceed in his or her absence. The evidence presented must be recorded in writing and the member charged may be expelled or suspended from the Association by a two-third major vote of all those present who are entitled to vote.
- F. A member found guilty as charged may be expelled outright from the Association or may be suspended for any period of time deemed just and proper by those voting at the special meeting of the Board of Directors. The decisions of the hearing shall be final.

**4. CONTRACTS:**

The President or Vice-President together with the Treasurer shall sign cheques, deeds, transfer, promissory notes, contracts and engagements on behalf of the Association. Notwithstanding any provisions contained in these By-Laws, the Board of Directors may at any time direct the manner in which a person or persons shall execute, on behalf of the Association, any particular instrument, document, contract or obligation.

**5. FUNDS:**

- A. The Association shall carry two bank accounts as follows: a general account shall be used for the general operations of the Association into which shall be deposited all membership fees and all proceeds from all functions for members and guests; and a trust account shall be used for depositing all other monies derived for the purpose of carrying out the specific objectives of the Association.
- B. The Association may invest all surplus money in bonds of the Government, the Dominion of Canada or the Province of Ontario or in any investment approved by life insurance underwriters.
- C. The Board of Directors shall not expend, disburse or approve any expenditure of the funds of the Association until a majority of the Board of Directors at a duly constituted meeting shall have authorized such expenditure.
- D. The Board of Directors shall not during any annual term of office expend, disburse or approve for expenditure in total funds of the Association in excess of a sum equal to the total of fifty percent (50%) of the amount of money (net proceeds of fund raising events – exclusive of annual fees) raised in cash and deposited into the Association's bank accounts during such annual term office, plus all interest and other income accruing to the

Association during such annual term of office. The unexpended fifty percent (50%) shall be deposited to the Association's bank account.

6. **MONTHLY MEETINGS:**

The Association should meet approximately Six (6) times a year and should endeavour to hold such meetings approximately once per month as directed by the Board of Directors, save and except the months of July and August.

7. **BOARD MEETINGS:**

The Board of Directors shall meet at least once every two months and as many times as in their judgment the business of the Association requires. At the Board Meetings such business may be transacted as has been referred to it, or as is deems in the best interest of the Association. The Board of Directors shall keep the membership informed of its activities on a regular basis.

8. **SPECIAL MEETING:**

The Board of Directors may, at any time, and shall, upon requisition made in writing by a minimum of twenty-five percent (25%) of the paid-up members, with at least fifteen (15) days prior notice to the members delivered by mail, fax or other satisfactory means, convene a special meeting.

9. **QUORUM OF MONTHLY MEETINGS:**

Twenty-five percent (25%) of the qualified and paid-up members of the Association shall constitute a quorum for the transaction of the ordinary business of the Association, but no quorum shall be considered present unless the President or Vice-President, or the Immediate Past President in good standing is present to preside.

A mail ballot may be used to obtain approval from the membership on a particular matter. A fifty per cent (50%) return ballot shall constitute a quorum on any such matter. The use of a mail ballot shall be at the discretion of the Board of Directors.

10. **QUORUM OF THE BOARD OF DIRECTORS:**

The presence in person of a majority of fifty percent (50%) of members of the Board of Directors shall constitute a quorum, one of who shall be the President, Vice-

President or Immediate Past President of the Association, for the transaction of all business.

**11. ORDER OF BUSINESS FOR MEETINGS:**

**A.** Association meetings shall be opened at the appointed time and the President shall preside. In the absence of the President, the Vice-President shall preside, and in the absence of the President and Vice-President, the Immediate Past President shall preside. In the absence of all of the above, the Past President in good standing shall preside. Such Past President shall be selected in the order of the term of office. The order of business at each business meeting shall be as follows:

- 1) Roll Call (to be taken by the secretary or appointed staff);
- 2) Introduction of Guests;
- 3) Acceptance and introduction of New Members;
- 4) Reading of Minutes of Previous Formal Meeting;
- 5) Communications and Notices;
- 6) Reports of Special and Standing Committees;
- 7) Reports and Executives;
- 8) Unfinished Business;
- 9) New Business;
- 10) Election of Officers;
- 11) Installation of Officers; and
- 12) Adjournment.

**B. Rules of Order:**

- 1) Notwithstanding any of the rules listed below, Roberts Rules of Order shall prevail at all Board of Directors and general membership meetings.
- 2) The Chairperson of the meeting shall preserve order and decorum, and decide questions of order or practice.

- 3) Every member shall, prior to speaking, rise and address the Chairperson.
- 4) When two or more members arise at the same time, the Chairperson shall decide who is to speak first.
- 5) When the Chairperson is addressing the members, no member shall speak or disrupt the meeting room.
- 6) No member, while speaking, shall be interrupted except upon a point of order.
- 7) When a member is called to order, he or she shall resume his or her seat until the question or order is decided: he or she may, however, be permitted to explain, but in no case to introduce new matters.
- 8) No member shall use improper language, nor address other issues other than the question in debate.
- 9) No member shall speak more than once on the same motion, nor longer than five minutes, without the permission of the Chairperson, except the mover, shall have the right to reply, after which the debate shall close.
- 10) A member may require the motion under discussion to be read for his or her information at any time during debate, except when another member is speaking.
- 11) When a motion is being debated, no other motion shall be received except to amend, to postpone, or to adjourn the same.
- 12) All motions, before being voted upon, must be seconded and shall be read by the Secretary.
- 13) Any member refusing to comply with any of the rules or order may be asked by the Chairperson to withdraw from the meeting.
- 14) Partisan political or sectarian religious questions or discussions will not be permitted and any reference whatsoever to partisan political or sectarian religious questions or discussions is automatically out of order.
- 15) In all other cases, the Chairperson's decision shall prevail.

**12. RECORDS:**

All financial record, and other records of the Association must be maintained at the Head Office of the Association or at such other location as determined by the Board of Directors.