



FOGOLARS FEDERATION OF CANADA

UNITING FRIULIANS ACROSS CANADA

"aderente all'Ente Friuli nel Mondo"

7065 ISLINGTON AVE. - WOODBRIDGE - ONTARIO L4L 1V9
TEL. & FAX (905) 851-7898

BY-LAW No. 4 A by-law relating generally to the conduct of the affairs of

FOGOLARS FEDERATION OF CANADA

(the "Federation")

BE IT ENACTED as a by-law of the Federation as follows:

ARTICLE ONE

NAME

- 1.01 The name of the Federation shall be "FOGOLARS FEDERATION OF CANADA (hereinafter referred to as the "Federation")
- 1.02 A "Fogolar", or "Famee" or "Societa" (hereinafter referred to as the General Member), or similarly organized group, is a group of persons whose origins, or ancestors, are from the Friuli region of Italy.

DEFINITIONS:

- 1.03 In this by-law and all other by-laws of the Federation, unless the context otherwise requires:

"ACT" means the Canada Not-for-profit Corporations Act, and any act that may hereafter be substituted therefore, as from time to time amended;

"BOARD OF DIRECTORS" means the body of Executive Members responsible for the administration of the Federation;

"EXECUTIVE MEMBERS" means the officers that constitute the Board of Directors of the Federation;

"FEDERATION" means the Corporation without share capital incorporated under the Act by letters patent dated September 23, 1974 and named FOGOLARS FEDERATION OF CANADA

"LETTER PATENT" means the letter patent incorporating the Federation as from time to time amended and supplemented by supplementary letter patent;

"GENERAL MEMBER" means any Fogolar or similarly organized Friulian group operating within a particular area, that meets the conditions of membership;

“DELEGATES” means a representative of a General Member voted to this capacity by his constituency;

“ASSEMBLY OF DELEGATES” means a gathering of Delegates for the purpose of carrying out the business of the Federation;

“MEETINGS” includes a meeting of any class of Members; as well as a special general meeting of Members; shall include individuals, corporations, partnerships and any number of aggregate.

INTERPRETATION

Where the context requires words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include individuals, corporations, partnerships and any number of aggregate persons.

ARTICLE TWO

BUSINESS OF THE FEDERATION

HEAD OFFICE

2.01 Until changed in accordance with the Act, the head office of the Federation shall be in such place in or around the Municipality of Metropolitan Toronto in the Province of Ontario, or any location that the Board of Directors may deem necessary from time to time within Canada.

CORPORATE SEAL

2.02 The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Federation;

OFFICIAL LANGUAGES

2.03 The official languages of the Federation are: Friulan, Italian, English and French.

FINANCIAL YEAR

2.04 Unless otherwise determined by the Assembly of Delegates the Fiscal Year of the Federation shall terminate on the 30th day of June in each year.

EXECUTION OF INSTRUMENTS

2.05 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Federation by the Treasurer and any of the President, Vice President or Secretary. In addition, the Board of Directors may from time to time direct the manner in which and the person by whom any particular instrument or class of instruments

may or shall be signed. Any person authorized to sign an instrument on behalf of the Federation may affix the corporate seal thereto.

BANKING ARRANGEMENTS:

2.06 The banking business of the Federation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions, as the board may from time to time prescribe or authorize.

ARTICLES THREE

DIRECTORS

BOARD OF DIRECTORS

3.01 The property and business of the corporation shall be managed by a board of directors comprised of a minimum of five directors. The number of directors shall be determined from time to time by a majority of Delegates at a meeting of the Delegates and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. The Directors shall manage the affairs of the Federation in accordance with the objectives of the Federation. The Directors shall be responsible for setting membership fees, upon ratification by the Assembly of Delegates and ensure collection of the same.

3.02 Directors shall be elected for a term of 4 years by secret ballot by the Assembly of Delegates at an annual meeting of the Assembly of Delegates. To be eligible for election as a Director the candidate must be a member in good standing of a General Member who in turn must be in good standing with the Federation and be 18 years of age, with power under law to contract.

3.03 The office of Director shall be automatically vacated:

- a) if at a special general meeting of the Assembly of Delegates, a resolution is passed by a majority of votes cast in favour of the removal of the director.
- b) if a director has resigned his office by delivering a written resignation to the secretary of the Federation;
- c) if he is found by a court to be of unsound mind;
- d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- e) if he is convicted of a criminal offence;
- f) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member in good standing of a General Member of the Federation.

3.04 The President of a Fogolar cannot be elected as President of the Federationn.

3.05 At the first annual Meeting after the adoption of this amendment, one director shall be elected for a term of one year, one director shall be elected for a term of two years; one director shall be elected for a term of three years and two directors shall be elected for a term of four years; one of whom shall be elected to the office of President. Thereafter at each annual meeting of the members, directors shall be elected for a term of four years or until their respective successors shall have been duly elected and qualified to fill the positions of those directors whose term of office has expired.

3.06 Only members in good standing of a General Member in good standing shall be eligible for nominations as directors. Nominations may be made from the floor or by mail. Mailed nominations must name the nominator and seconder, have the consent of the nominee to stand for election and must be received by the Federation at least ten days before the election date. Nominations from the floor shall be seconded and all nominees must indicate their consent to stand for election. Such consent may be by letter if the nominee is not present. The board of directors may empanel a committee to seek nominations and to recommend eligible choices (the "Nominating Committee").

EXECUTIVE OFFICERS:

3.07 The Board of Directors may from time to time designate the executive offices of the Federation, appoint Executive Officers, specify their duties and delegate powers to them to manage the business and affairs of the Federation. At the first meeting of the new Board of Directors after the election of Directors at each annual meeting of the delegates of members, the Board of Directors shall appoint or elect the Secretary and the Treasurer and may appoint or elect one or more Vice-Presidents (to which title may be added words indicating seniority or function) and such other Officers as the Board may determine, including assistants to the Officers so appointed or elected.

3.8 Executive Officers of the Federation must be an elected Director of the Federation and shall be appointed by resolution of the board of directors at the first meeting of the board of directors immediately following an annual meeting of the Assembly of Delegates.

3.9 The Executive Officers of the Federation shall hold office from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

SIGNING OFFICERS

- 3.10 The Executive Officers shall appoint (3) Signing Officers from the Executive.
- 3.11 The Assembly of Delegates shall approve and reimburse reasonable expenses to the Executive Officers and Committee Members to carry out official duties of the Federation.
- 3.12 On matters other than the functioning of the Federation, the Executives should consult among themselves on a regular basis. Prior to an Assembly of Delegates meeting, the Executive shall meet and approve the agenda for the Assembly of Delegates.
- 3.13 Regular meetings notwithstanding President and Vice-President shall maintain contact on a regular basis with the General Members in their respective geographical area. General Members shall share information of common interest with the Federation and other General Members.

VACANCIES:

- 3.14 After consultation with the members of the Federation the Executive Officers may fill any vacancy on the Executive as may be necessary for the remainder of the term. This candidate shall be approved by the Assembly of Delegates at its first meeting after selection of the candidate by the Executive.

REMOVAL OF EXECUTIVE OFFICERS:

- 3.15 The position of an Executive Officer of the Federation shall be vacated when:
- a) A Member of the Executive shall give thirty (30) day notice in writing to the President of the Federation of his intention to resign from his position. The executive will respond within thirty (30) days.
 - b) The Assembly of Delegates may remove any Officer, by resolution passed by at least two thirds (2/3) of the votes cast at an Assembly of Delegates Meeting of which notice has been given pursuant to this by-law, before the expiration of his term of office.
 - c) The Officer who is the subject of said resolution for removal shall be given reasonable notification for an opportunity to be heard at the meeting held to consider the resolution before the resolution is put to a vote.

ANNUAL AND OTHER MEETINGS OF THE ASSEMBLY OF DELEGATES:

- 3.16
- a) The Annual General Meeting shall be held once a year at a place and time to be determined by the Directors upon thirty (30) days notice in writing. A report of the activities of the Federation for the previous year shall be presented.

- b) The Assembly of Delegates shall appoint an Auditor who shall audit the accounts of the Corporation for report to Members. Audited financial statements should be presented at the Annual General Meeting. An internal review may be performed by two (2) Delegates appointed by the assembly of Delegates.
- c) The Directors may call a General Meeting as they deem necessary upon thirty (30) days notice in writing. Such notice shall contain a timetable agenda for the meeting.
- d) Where special business shall be transacted during the forthcoming meeting, members shall be provided with all relevant information to permit such members to make reasoned judgment on the discussion to be held.
- e) The Board of Directors shall meet at least once, but not exclusively, per fiscal year at the office of the Federation or any place as determined by the Directors.

FIRST MEETING OF THE BOARD:

3.17 A newly elected Board of Directors may hold its first meeting immediately after elections.

CHAIRPERSON:

3.18 The President or, in his absence, the Vice-President who is a Director shall chair any Meeting of the Board.

VOTES TO GOVERN:

3.19 At all meetings of the Board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the Chairperson of the Meeting shall be entitled to a vote. The chair would only vote in the event of a tie.

DECLARATION OF INTEREST:

3.20 It shall be the duty of every director of the Federation who is in any way whether directly or indirectly, interested in a contract or arrangement or proposed arrangement with the Federation to declare his personal or his Fogolar's interest and to refrain from voting in respect of such contract or arrangement as may be appropriate under the circumstances.

REMUNERATION:

3.21 The Executive Members shall receive no compensation, either directly or indirectly, any profit from their office. They shall be paid their travelling and other out-of-pocket expenses properly incurred while attending meetings of the Federation.

WORKING COMMITTEES:

3.22

- a) Working Committees may be struck at any time by the Directors and/or by the Assembly of Delegates. They will be made up of such numbers of members or other persons as deemed necessary. The duty and the scope of these committees will be assignee when struck.
- b) The Board of Directors may appoint or remove any committee member as it sees fit. The said board may fix any remuneration to be paid if any.

ARTICLE FOUR

OFFICERS

PRESIDENT:

4.01 The President shall preside at all meetings of the Assembly of Delegates; shall sign all instruments which require his signature and shall perform all duties incidental to his office. The President shall be charged with the general management and supervision of all the various affairs and operation of the Federation. The President shall preside at the Convention of the Federation and supervise all necessary arrangements for the ensuing Convention. The President acting as Chair will not vote.

VICE-PRESIDENT

4.02 The Vice-President shall assume the responsibilities of the President in his absence and shall perform such duties as may be assigned from time to time.

SECRETARY:

4.03 The Secretary shall record or cause to be recorded all facts and minutes of all proceedings, give all notices required to the appropriate members, shall be the custodian of the Seal of the Federation which he shall surrender only when authorized to do so by a resolution of the Assembly of Delegates. The Secretary shall prepare the agenda for the Annual General of the Assembly of Delegates and perform such duties as assigned to the Secretary's position.

TREASURER:

4.04 The Treasurer shall keep full or cause to keep full and accurate accounts of all receipts and disbursements of the Federation. Shall disburse the funds of the Federation under the direction of the Executives taking proper vouchers thereof. Shall render to the Assembly of Delegates at regular meeting or whenever required of him, for the Assembly's approval, an account of all transaction as Treasurer and of the financial position of the Federation and of all expenditures made from time to time since the last report.

OFFICE MANAGER:

4.05. The Office Manager shall be responsible for the day to day operation of the Office of the Federation, including administration of the affairs of the office as may be required, act as liaison with President and Board Members as required, and generally attend to the administrative affairs of the Federation, including acting on behalf of and representing the Federation as may be required and called upon by the President of the Federation.

VARIATION OF DUTIES:

4.06 From time to time the Board may vary, add to or limit the powers and duties of any Executive Member.

AGENTS AND ATTORNEYS:

4.07 The Board shall have the authority from time to time to appoint agents or attorneys for the Federation.

LIABILITY OF THE EXECUTIVE OFFICERS AND DELEGATES TO THE ASSEMBLY OF DELEGATES:

4.08 No executive officer of the Federation shall be liable for the actions, receipts, neglects or defaults of any other Executive or Employee or for joining in any receipt of other action for conformity, or for the loss, damage or expense happening to the Federation or for the insufficiency or deficiency of any security in or upon which any moneys of the Federation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the money, securities or effect of the Federation shall be deposited, or for any loss occasioned by any errors of judgment or oversight on his part, or for any other loss, damage or misfortune whatever shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default and is proven.

ARTICLE 5

MEMBERS AND STRUCTURE OF THE FEDERATION

STRUCTURE OF FEDERATION:

5.01

BOARD OF DIRECTORS

PRESIDENT AND EXECUTIVE OFFICERS

GENERAL MEMBERSHIP

ASSEMBLY OF DELEGATES FROM MEMBER FOGOLARS

HONOURARY MEMBERS

FRIULIANS

MEMBERSHIP:

5.02 The Federation shall have two classes of membership:

- 1) General Members (voting)
- 2) Honorary Members (non voting)

5.03 A General Member shall be any Fogolar or similarly organized Friulian group operating within a particular area that meets the conditions for membership.

5.04 Any one individual, regardless of ethnic origin, may be eligible to be an Honorary Member.

5.05 Applications for Membership in the Federation shall be forwarded to the Secretary and shall be in a form approved by the Assembly of Delegates. The Secretary shall process the application and upon verification of basic requirements by the Board of Directors the application shall be presented to the Assembly of Delegates.

Admission to membership shall require:

- i) Approval by the Assembly of Delegates by a majority vote of Delegates.
- ii) Continued financial responsibility as the Assembly of Delegates has determined.

5.06 Each General Member shall be entitled to be represented by no more than two (2) bona fide delegates on the Assembly of Delegates. The delegates must be Members in good standing of the General Member which they represent.

RESIGNATION:

5.07

a) General Members that withdraw or resign from membership in the Federation are liable for dues owed on a pro rata basis from the date of the last payment of dues.

b) Resignation of a General Members takes effect upon receiving notification in writing signed by the President of the General Member.

ARTICLE SIX

QUORUM, VOTING RIGHTS OF THE MEMBERS OF THE ASSEMBLY OF DELEGATES

QUORUM:

6.01 A presence of 50% plus 1 of General Members is necessary for all meetings of the Assembly of Delegates.

The participation of 3 Members of the Board of Directors is required for a meeting of the Board of Directors. The meeting could be held through a conference call or other multi-media venue.

VOTING RIGHTS OF THE MEMBERS OF THE ASSEMBLY OF DELEGATES:

6.02 Each Member of the Assembly of Delegates is entitled to one vote. The President as Chairman of the Meeting shall be entitled to a casting vote.

PROXY VOTING:

6.03 Proxy voting is not permitted.

BALLOTS:

6.04 Secret ballot voting may be implemented at the discretion of the Assembly of Delegates or Executive Members.

NOTICES OF MOTION:

6.05 Notice in writing of any motion intended to be made at any meeting shall be given to the Federation c/o the Secretary at the head office address of the Federation at least fifteen (15) days prior to the holding of the meeting in which case the motion shall be presented at such meeting. However any motion may be introduced without notice.

OMISSIONS AND ERRORS:

6.06 The accidental omission to give any notice to any member, its Delegate, Executive Officer or the non-receipt of any notice by any General Member, its Delegate or Executive Officer or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

ARTICLE SEVEN

CONVENTION:

7.01 The Federation shall hold a Convention upon notice on a date and at a place determined by the Assembly of Delegates at least every two years (2) or as otherwise determined.

ARTICLE EIGHT

PUBLICATIONS

"La Cisilute"

8.01 The Federation shall have for its official publication, a periodical called "La Cisilute" which shall be financially supported by the Federation through subscriptions or other forms of subsidies from the Members. The periodical shall be distributed to all Members of the Federation. This paper shall be published a minimum of two (2) times per year, or as determined by the Board of Directors or by the Assembly of Delegates at the annual meeting of the Assembly of Delegates, and shall be edited in Canada.

ARTICLE NINE

BY-LAWS

REVISIONS TO THE CONSTITUTION:

9.01

- a) This Constitution may be reviewed biennially from the day of enactment.
- b) The above shall be the by-laws of the Fogolars Federation of Canada. These by-laws shall supersede all existing by-laws and take precedence over all motions and decisions taken to date which conflict with these by-laws.
- c) Any proposed amendments of the Constitution shall be presented to the Secretary, in writing, sixty (60) days prior to the next Assembly of Delegates. The Secretary shall inform immediately, in writing, all members. Such proposed amendments shall be incorporated on approval by two thirds (2/3) of the votes cast.

REPEAL AND AMENDMENTS:

9.02 The by-laws of the Federation may be appealed or amended by by-law enacted by a majority of the Delegates at a meeting of the Delegates and sanctioned by affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law; provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

DISSOLUTION:

9.03 In the event of the Federation being disbanded or dissolved, funds and assets of the Federation remaining after satisfaction of its debts and liabilities shall be transferred on to the General Members on a pro-member rata based on last year's financial statement.

RULES OF ORDER:

9.04 All proceedings and debates shall follow Robert's Rule of Order.

PASSED by the Directors and sealed with the corporate seal this ____ day of _____, 2014

President

Secretary

SANCTIONED by the Assembly of Delegates this ____ day of _____, 2014.

Secretary