
CONSTITUTION

of the

CANADIAN ITALIAN BUSINESS &
PROFESSIONAL ASSOCIATION OF OTTAWA



CIBPA
OTTAWA



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of the

**CANADIAN ITALIAN BUSINESS
& PROFESSIONAL ASSOCIATION OF OTTAWA**

Ottawa

June 13th, 2006

Final version as approved by the general assembly
on

June 13th, 2006

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PREAMBLE

It is a great pleasure for us to present to you a revised Constitution of the Canadian Italian Business and Professional Association of Ottawa (CIBPA, pronounced "*hiba*" in English or "*ciba*" in Italiano).

The Association, founded in 1961 by Nicholas Di Labio, Amelio Durie and Benny Licari and called the "Italian Business and Professional Men's Association", is one of the oldest Italo-Canadian organizations in the Regional Municipality of Ottawa/Carleton. In fact, a Charter requested by Ms. Rosemary Perry, was granted to the Association by the Federal Government in 1961; the first Association Meeting was held on November 13, 1961 at the Prescott Hotel on Preston St., Ottawa, with 12 Members attending; a Charter Meeting with 20 Members attending was held at the same hotel on February 19, 1962, with Mr. Robert Chiarelli (now Chairperson of the Regional Municipality of Ottawa/Carleton) as the recording Secretary.

The traditional Logo of the Association was designed by Angelo Sgàbellone, who eventually became a well known painter and poet; he has had his own Gallery for quite some time.

Later, the name was changed to "Italian Canadian Business and Professional Men's Association". Finally, in the late 1970's, the name was made politically correct by dropping "Men's" and admitting Giuseppina Campolungo (Mrs. Bunny Payette) as the first female member of the Association. A previous attempt in 1968 to admit women failed by a vote of 4. Bonnie Favilla has been the Association first female Vice President.

In 1974, the Association under the stewardship of Gino and Italo Tiezzi (father and son), obtained a grant from the Federal Government to launch the "Italo Canadian Senior Citizen Group" which is still very active and whose first president was Marino Pontiroli.

For many years, the Association organized the Carnevale Italiano, which was first held on February 14, 1965 under the chairmanship of Sal Pantalone; a predecessor of Winterlude, in some years Il Carnevale sold over 6,000 tickets and was the premier winter event in Ottawa; Tony Olivieri, Sam Giamberardino, Franco and Bruno Giammaria, and most of the early Presidents and Members of the Association were very active during the Carnevale.

In June 1989, at a national convention in Ottawa, the Association, under the presidency of Giorgio Flumian, became a founding member of the National Federation of Canadian Italian Business and Professional Associations Inc., a major step in establishing a national voice for CIBPA. At the time, the National Federation included Montreal, Ottawa, Toronto, Windsor and Sudbury; later, Thunder Bay, Vancouver and Hamilton/Halton has also joined the Federation.

CONSTITUTION: BY-LAW No. 1

dated April 14, 1998

1. NAME

- 1.1 The name of the Association is the "Canadian Italian Business and Professional Association of Ottawa" and is hereinafter referred to as "the Association".
- 1.2 In Italian the name of the Association shall be "Associazione Imprenditori e Professionisti Italo-Canadesi di Ottawa".
- 1.3 In French the name of the Association shall be "Association des Gens D'Affaires et Professionnels Italo-Canadiens d' Ottawa".

2. AFFILIATION

The Association shall be a member of the National Federation of Canadian Italian Business and Professional Association (referred to as the Federation).

3. OBJECTIVES OF THE ASSOCIATION

The objectives of the Association are to foster good fellowship among its members and to promote the development and interests of its Members, in particular:

- 3.1 To promote a better understanding between the members and to create a social network involving the Members, their family and society at large;
- 3.2 To unite the business and professional persons, merchants, manufacturers, traders, agents, industrialists, and persons interested therein, of Italian origin or descent, carrying on business, or exercising their profession or interests therein, and to co-operate in the industrial, professional, commercial, economic and cultural development and general welfare of the community;
- 3.3 To help to foster the trade, business, professional, cultural and general welfare of its members;
- 3.4 To promote the adoption and application of higher social, business, cultural and professional standards;
- 3.5 To develop, by precept and example, a more intelligent, aggressive and serviceable citizenship;
- 3.6 To further and promote honesty, truthfulness and reliability in business of all kinds, to discourage fraudulent and deceptive methods and thereby to increase public confidence, generally;

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- 3.7 To co-operate in creating and maintaining sound public opinion and high idealism which makes possible the increase of righteousness, justice and goodwill;
- 3.8 To open trade, commercial, professional and cultural circles and to promote the study of economic, commercial or professional questions, give conferences and propagate by advertisements, literature, and the like, the interests of the members;
- 3.9 To receive, acquire and hold gifts, donations, legacies and devices;
- 3.10 To promote and engage in enterprises of a charitable nature and intent, including the promotion of dinners, picnics, concerts, the proceeds of which may be used and devoted to the attainment of these objects;
- 3.11 To superintend and administer a fund for scholarships for the purpose of assisting persons on such manner as the members of the Association may determine; and
- 3.12 To establish, undertake, superintend, administer or contribute to any charitable or benevolent fund.

4. TERRITORY

The Territory of the Association shall be the traditional territory, which includes all the municipalities of Eastern Ontario and Western Quebec.

5. SEAL

The Seal of the Association shall be in the form impressed herein and be kept at the Head Office of the Association.

6. LOGO

The logo of the Association shall be that of the Federation. However, at the discretion of the Board, the traditional (original) Logo may also be used.

7. OFFICE

The Office of the Association shall be located in the Regional Municipality of Ottawa-Carleton in the province of Ontario, Canada, at such place therein as the General Assembly may decide.

8. OFFICIAL LANGUAGES

The official languages of the Association shall be Italian, English and French.

9. VOTING

- 9.1 At the meetings of the General Assembly, the Board and at all Committee Meetings, all questions shall be determined by a majority of votes of the voting members present, unless otherwise provided by the Canada Corporation Act or by these by-laws.
- 9.2 Voting shall be by a show of hands, or by secret ballot when so requested by at least one Member with voting privileges at that meeting.

10. QUORUM

A quorum at all meetings of the General Assembly, the Board and at any Committee Meetings, shall be a majority of its voting members, unless otherwise provided by the Canada Corporation Act or by these by-laws.

11. FISCAL YEAR

The fiscal year of the Association shall terminate on December 31.

12. MEMBERSHIP

- 12.1 The Members of the Association shall belong to one of the following six statuses:

- | | |
|-----------------------|-------------------------------|
| 1. Principal Members: | Voting Member |
| 2. Student Members: | Voting Member |
| 3. Spousal Members: | Voting Member |
| 4. Associate Members: | Voting Member with Exceptions |
| 5. Corporate Members: | Voting Member |
| 6. Honorary Members: | Non Voting Member |
| 7. Life Membership: | Non Voting Member |

- 12.2 Regardless of the Status granted to a Member, such a Member must meet the following minimum standards:

- a- Have attained the legal age of majority; and
- b- Be of good moral character; and
- c- Be interested in and supportive of the Objectives of the Association; and
- d- Have paid such fees as shall be prescribed by the Board for Members of that Status;
and
- e- Have been formally accepted as Member by either the Board or the General Assembly, as required for that Status.

- 12.3 With the exception of Honorary and Life Membership Members, the Board may accept all new Members, subject to ratification by the General Assembly at the next meeting.

12.4 Principal Members: Voting Member

Principal Member status in the Association may be extended to business and professional persons who are of Italian birth or descent.

12.5 Student Members: Voting Member

Student Member status in the Association may be extended to persons who are (1) of Italian birth or descent, and (2) a full time student registered at an accredited college or university. The Board may accept new Student Members subject to ratification by the General Assembly at the next meeting.

12.6 Spousal Members: Voting Member

- a- Spousal Member status in the Association may be extended to business and professional persons who are not of Italian birth or descent but (1) are the spouse of a Principal Member or a Student Member; or (2) are the widow or widower of a deceased Principal Member.
- b- In case of divorce or separation, the Status of a Spousal Member will not change and he/she will continue to remain a Spousal Member. However, a Spousal Member will permanently lose this privilege if he/she resigns or fails to pay the annual membership fees.

12.7 Associate Members: Voting Member with Exceptions

a- Associate Status in the Association may be extended to a person of any language or profession, provided that such Membership (1) is approved by a majority vote in the next General Assembly following an application by such Member, and that (2) the number of Associate Members does not exceed 10% of Principal Members at the time that such Membership is accepted.

b- However, due to resignation or death of Principal Members or any other similar reason, the number of Associate Members may exceed 10% of Principal Members. In such cases, the Board will no longer accept applications for Associate Members until the 10% limit is re-established.

12.8 Corporate Members: Voting Member

- a- A Corporation may apply for Membership by designating one of its employees or shareholders as the Voting Member, and may change such designation annually. If the Voting Member is of Italian birth or descent, the Corporation will be given the Status of Principal Member, otherwise it will be granted the Associate Member Status, subject to the 10% limit on Associate Members.
- b- A Corporate Member shall have the same rights and privileges as any other Member having the same Status.

12.9 Honorary Members: Non Voting Member

Honorary Memberships in the Association may be extended to any person, corporation or association as special recognition of outstanding services rendered to the Association or the Italian Canadian community at large, or in recognition of special circumstances associated with such an individual and the Association. The extension of such Membership shall be proposed by the Board and approved by the General Assembly. Honorary Members will not pay membership fees but they will be required to pay for meals or any other costs paid by all other Members.

Existing Honorary Membership is to continue under the terms of this revised Constitution and the Rules and Regulations thereof.

12.10 Life Membership: Non Voting Member

Life Memberships in the Association may be extended to any Member as special recognition of outstanding services rendered to the Association or the Italian Canadian community at large, or in recognition of special circumstances associated with such an individual and the Association. The extension of such Membership shall be proposed by the Board and approved by the General Assembly. Life Members will not pay membership fees but they will be required to pay for meals or any other costs paid by all other Members.

Existing Life Membership is to continue under the terms of this revised Constitution and the Rules and Regulations thereof.

12.11 Withdrawals and Resignations

- a- Any Member may withdraw from the Association by delivering to the President of the Association a written resignation to take effect at the discretion of the Board. Any and all fees paid by a resigning member are not refundable but the Board may, at its discretion, decide otherwise.
- b- Any Member may be required to resign on resolution passed by three-quarters of the Members present at any General Assembly meeting. Such a resignation to take effect immediately upon approval, and any fees already paid by that Member will be reimbursed on a pro-rata basis.

12.12 Member's List

The Treasurer shall keep an updated list of all paid-up and delinquent members, and such list is to include the name and status of each member, as well as their address and telephone number. Annually and not later than March 31, the Treasurer shall forward a copy of such list to each member on that list.

13. ANNUAL MEMBERSHIP FEES AND OTHER CHARGES

- 13.1 The Annual Fee for membership in the Association (which shall also constitute the Membership Fee for joining the Association) shall be set by the Board from year to year, and it may be different for each Member Status. The Annual Fees must be ratified by the General Assembly.
- 13.2 The Annual Fee for membership shall run from January 1 to December 31.
- 13.3 The Membership Fee for joining the Association shall be paid when the application for membership is submitted, and it shall be computed on a pro-rata basis starting from the month in which the Application is accepted to December 31.
- 13.4 Payment of the member's Annual Membership Fee must be made not later than January 31. A Member that has not paid his/her fees by the said date is no longer a member in good standing and may, eventually lose his/her membership as well.
- 13.5 The Treasurer or Secretary shall have the right to formally notify any member of any arrears on the payment of any fees or any other lawful charges due to the Association, by forwarding an appropriate written notice by pre-paid registered mail to the delinquent member. The date of mailing said notice shall be considered the date of notification.
- 13.6 The Board may direct the Treasurer or Secretary to SUSPEND any member who has neglected, without good cause, to pay such fees or other lawful charges due the Association, within thirty (30) days after demand for same has been made.
- 13.7 Any member who is suspended for non-payment of any fees and/or any other lawful charges due to the Association, may be reinstated within six (6) months after such suspension upon receipt of payment in full of all such arrears and all other fees and charges accrued following the suspension.
- 13.8 A member may be considered in Sabbatical status due to a long illness or otherwise absent for a prolonged period and due to just cause. All Annual Fees for such Member will be waived until the end of such Sabbatical.

14. THE GENERAL ASSEMBLY

- 14.1 The General Assembly shall be composed of all voting Members of the Association;
- 14.2 Every Member of the General Assembly shall be entitled to one vote at meetings of the General Assembly. Voting by proxy will not be permitted.
- 14.3 The rules of procedure at meetings of the General Assembly shall be determined at the first such meeting and may be amended by ordinary resolution. Unless otherwise stated, the "Robert's Rules Of Orders" shall be used;

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- 14.4 The General Assembly shall elect the President, the Vice- President and the Directors, appoint auditors, approve financial statements, receive reports and exercise such powers as specified elsewhere in these by-laws;
- 14.5 The General Assembly shall have power to delegate authority to the Board, the President or such other person or persons as may be appointed by the General Assembly.

15. THE MEETINGS OF THE ASSOCIATION

The General Assembly of the Association shall meet as follows.

15.1 Annual Meeting

The Annual Meeting of the General Assembly shall be held during the first two weeks of October (or as close to such date as feasible) and at such place and time as the Board shall determine, and shall be called to receive and consider the annual reports of the Officers, to elect the Officers for the upcoming fiscal year which lasts from the beginning of January to the end of December, and to trans- act general business of the Association. The following shall be the Agenda of the Annual Meeting of the General Assembly:

- 1- Prayer;
- 2- Introduction of Members;
- 3- Adoption of the agenda;
- 4- Approval of the minutes of the previous Annual Meeting or any special meeting of the General Assembly held in the interim;
- 5- Matters arising from the minutes;
- 6- Report of the President of the Association;
- 7 - Reception and consideration of the financial statements and the auditors' report for the fiscal year ended;
- 8- Appointment of auditors;
- 9- Reports from standing committees;
- 10- Report of Nominating Committee (Election of Officers);
- 11- Motions of which notice has been given Members;
- 12- Motions accepted at the adoption of the agenda;
- 13- Announcement of results of election (if balloting took place); 14- Other business;
- 15- Adjournment.

Note: The Board elected at the Annual Meeting of June 2005 shall remain in office until the end of December, when the new Board elected at the General Meeting of October 2006 will take office.

15.2 Budget and Planning Meeting

- a- The first Regular Meeting following the coming into office of a new executive shall be known as the "Budget and Planning Meeting". The primary purpose of the meeting is for the new Board to present its Annual Operational Plan and Annual Budget for the coming year, and seek the approval of the General Assembly for both.
- b- An expenditure included in the Annual Budget, as approved by the General Assembly, constitutes the authority for the Board to proceed with that expenditure subject, however, to the limits and restrictions on expenditures as described herein.

15.3 Regular Meetings

- a- The Regular Meetings shall be held on a bi-monthly basis or as established by the Board from time to time, at such place and time as the Board shall determine.
- b- A formal agenda shall be prepared for such meetings.

15.4 Special Meetings

- a- Special meetings may be called at any time by the President upon resolution of four Members of the Board or by petition to the President signed by at least 25% of the total voting members of the Association at the time. Such petition shall specify the object or objects for which the meeting is to be called.
- b- At Special Meetings of the General Assembly, the agenda shall be confined to those matters for the consideration of which the meeting was called, except for matters raised for informal discussion and information.

15.5 Motions

- a- The Constitution may only be amended at Annual Meetings. All motions to amend the Constitution, whether from Members, the Board or from committees of the Association, must be submitted in writing to the President in time for presentation to the regular meeting of the Board before the Annual Meeting, that is, four weeks before the announced date of the Board meeting.
- b- All other motions by Members of the Association for consideration by the Annual Meeting, Special Meetings or any other Meetings shall be submitted in writing to the President four weeks before the announced date of the Annual Meeting or Special Meeting and shall be circulated as part of the agenda of that meeting.
- c- In cases of urgency, a motion of which notice has not been given may be brought forward as an amendment to the agenda at the time when the

motion for the approval of the agenda is made. A two-thirds majority of the votes cast is required to approve any motion to add to the agenda a motion of which notice has not been given. Such motions would then require a two-thirds majority to be approved.

- d- Any matter of concern to the Association may be brought up for information or for informal exchange of opinion under other business without notice, but no motion concerning such business shall be acceptable except a motion requesting the Board to consider the matter further at its discretion.

16. BOARD OF DIRECTORS (Officers of the Association)

- 16.1 The officers of the Association are collectively referred to as the Board of Directors (or in short, the Board) and shall comprise the President, Vice-President, Treasurer, Secretary, 4 (four) Directors and Immediate Past-President.
- 16.2 The Board shall be elected from among the Members of the Association. Although any Member may be elected to office, in any one year the total Associate, Honorary and Life Membership Members elected to office may not exceed 3 (three), not counting the Immediate Past President.
- 16.3 The Officers of the Association, including the President, shall hold office for one year. The President may be renewable for one additional term, and all other officers for not more than two additional consecutive terms in the same position. However, no member may serve for more than eight (8) consecutive terms regardless of the position held.
- 16.4 Under the authority of the General Assembly to which it must report, the Board shall have the power and duty to plan the activities and administer the affairs of the Association between the meetings of the General Assembly. The Board may appoint sub-committees, consisting of its own Members or other Members of the General Assembly to carry out its work within its mandate.
- 16.5 Should a vacancy occur in the offices of Vice President, Treasurer, Secretary or Directors, the President, with the approval of the Board, may appoint a replacement to complete the term of office. Such an appointment does not constitute an elected term of office.
- 16.6 The President is allowed to appoint Board Members to positions vacant after elections. Such appointments must be ratified by the membership at the first regular meeting following the appointment.

17. ELECTION OF OFFICERS

- 17.1 The Board shall be elected by the General Assembly by a majority of Members at the Annual Meeting of the General Assembly.

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- 17.2 Before August 31, the Board shall appoint a Nominating Committee that shall be composed of three (3) Members of the Association, one of whom shall be named the Nominating Committee Chairperson. Members of the Nominating Committee may not be candidates for office.
- 17.3 Nominations for all positions shall be solicited from among all the Members of the Association by the Nominating Committee. However, any Member can nominate another Member at any time, and up to the start of the Annual Meeting of the General Assembly.
- 17.4 A nomination must be made by a Member, seconded by another Member and the nominee must have consented for his/her name to stand for nomination, before such nomination constitutes a candidacy.
- 17.5 Each nominator may nominate only one person for each office.
- 17.6 To qualify for election or appointment to the Board, a Member must have been a paid-up Member in good standing prior to his/her being nominated for office. In addition, to qualify for election as President of the Association, a Member must have been an officer of the Association for at least one year during his/her last consecutive period of membership.
- 17.7 Prior to any vote for each position, the Nominating Committee Chairperson shall provide each Member of the General Assembly with a written or oral list of the nominees for that position in alphabetical order, with brief biographical sketches of each candidate, including the past position(s) held in the Association.
- 17.8 The Nominating Committee Chairperson shall appoint a Returning Officer to count the ballots and certify the results.

18. REMOVAL OF OFFICERS FROM OFFICE

- 18.1 The General Assembly may remove from office, at its pleasure, the President, the Vice-President or any of the Directors by a two-thirds vote of Members present at a duly constituted General Assembly meeting.
- 18.2 An Officer of the Association that is suspended for any reason will, at the same, be removed from such office.
- 18.3 Any Member of the executive who misses three (3) consecutive meetings without just cause may be removed from office, the decision to be made by the President and ratified by a simple majority of the Board.
- 18.4 Any officer removed shall be replaced immediately, as far as possible in accordance with the procedures for the election of such officers, except for the President who will be immediately replaced by the Vice President.

19. REMUNERATION OF OFFICERS AND COMMITTEE MEMBERS

Officers and Members of any committee shall receive no remuneration for carrying out their duties, but may be reimbursed for reasonable expenses incurred in the conduct of the business of the Association. Any such expenses must have been previously and formally approved by the Board or the General Assembly, depending on the amount in question, and subject to the limits and restrictions on expenditures as described herein.

20. DUTIES OF OFFICERS

- 20.1 All Officers of the Association participate and vote at all meetings of the Board.
- 20.2 The President shall be charged with the supervision and the general management of the Association, and with the preparation of the Annual Budget and Annual Operational Plan. The President shall ordinarily preside at all meetings of the General Assembly and the Board, and shall be an ex-officio Member of all committees, and shall appoint such committees as he/she deems necessary.
- 20.2 In the President's absence or incapacity, the Vice-President performs the duties of President. In the absence or incapacity of both the President and the Vice-President, the immediate Past President shall perform the duties of President.
- 20.3 The Directors shall perform the duties assigned by the President and assist the other officers in the performance of their duties and shall perform such duties as may be delegated to them by the President.
- 20.4 The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, and for the deposit of same in the name of the Association; shall collect and assist the President in his/her collection of all fees and dues in such manner as the Board shall direct, and in accordance with the mandate of the General Assembly; keep correct accounts of all monies received and disbursed by the Association; be prepared for an annual audit of the financial affairs of the Association and render reports of the financial affairs of the Association whenever requested to do so by the President or the Board; sign all cheques issued by the Association and present them to be counter-signed by the President or, in his/her absence, by the Vice-President.
- 20.5 The Secretary shall keep minutes of all meetings of the Association; see that all notices are duly given in accordance with these By-Laws; see that all records and documents are properly kept and signed; perform all duties incident to the office of Secretary and other such duties as may be assigned to him by the Board; shall be the Custodian of the Seal of the Association and shall affix the Seal to such documents as the Board or the President shall direct.

20.6 The function of the immediate Past-President is to provide advice and guidance to the Board, and to act as President in the absence of the President and the Vice-President.

21. COMMITTEES

21.1 There shall be a Board, a Nominating Committee, a Ways and Means Committee, a Membership Committee and such other standing or special committees as the General Assembly, the President or the Board may appoint from time to time, and such committees shall have the authority and powers and terms of reference as given to them.

21.2 The Members of any committee may be removed by simple resolution of the Board;

21.3 The Board and the Committees are responsible for the presentation of their own budgets and must adhere to them.

22. FINANCIAL

22.1 Signatures

All contracts, documents, cheques or any other instruments in writing requiring the signature of the Association shall be signed by the Treasurer and either the President or Vice-President, and all contracts, documents, cheques and other instruments in writing so signed shall be binding upon the Association without any further authorization or formality, subject to limits on expenditures and liabilities described herein.

22.2 Expenditures

The Board may, at its discretion, spend up to \$1,000 (one thousand dollars) on any single expenditure but the total expenditure between Annual Meetings shall not exceed the amount so provided in the Annual Budget. However, neither the General Assembly nor the Board may borrow money or incur costs or liabilities greater than the amount of assets available to pay for such costs and liabilities; projected or future revenues may not be included in the just described computations.

22.3 Auditors

At its discretion, and upon suggestion by the President, the General Assembly shall at each Annual Meeting appoint an auditor to audit the accounts of the Association, and to hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the Board and it is subject to limits on expenditures and liabilities.

23. WINDING UP

It is the unalterable provision of this by-law that Members of this Association shall have no interest in the property and assets of the Association, and that upon dissolution or winding up of the Association, any funds and assets of the Association remaining after satisfaction of its debts and liabilities, shall be distributed to the recognized charitable organizations in the area, whose objects most closely accord with those of the Association, as determined by its Members at dissolution.

24. RULES AND REGULATIONS

The Board may establish such rules, regulations and procedures not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next meeting of the General Assembly when they shall be confirmed, and in default of confirmation shall at and from that time cease to have force and effect.

In the absence of any rule and regulations governing a particular situation, the "Robert's Rules Of Order" shall be used.

25. INTERPRETATION

Unless the context otherwise requires, in these By-Laws the singular shall include the plural and the plural the singular, the masculine the feminine, and the feminine the masculine.

Canadian Italian Business and Professional Association of Ottawa

Constitution (Ottawa, as at June 13th, 2006): Final and Approved