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**CONSTITUTION**

**OF**

**WOMEN OF THE CANADIAN ITALIAN BUSINESS AND PROFESSIONAL ASSOCIATION**

**AKA WOMEN OF THE CIBPA**

# CONSTITUTION

Approved at the Women of the CIBPA AGM meeting on September 11, 2023.

## INDEX

1. Title Page
2. Index
3. Philosophy, Mission and Vision, Statement
4. Organization's Name/Definitions
5. Objectives and By-Laws
6. Amendments to the Constitution, Membership and Dissolution
7. Meetings and Eligibility for Office
- 8-10. Board of Directors and Duties of the Executives
11. Signing Authorities
- 12-13 Duties of the Executives
14. Quorum and Bank Accounts

## **Our Philosophy**

The Women of the Canadian Italian Business and Professional Association (Women of the CIBPA) formally known as the Ladies' Auxiliary of the CIBPA has been, from its inception, an organization dedicated to the betterment of the Canadian Italian Community and the fellowship of Canadian Italians. Through the co-ordination and the contribution of their talents and energy over the past 70 years, the Women of the CIBPA have raised and donated large sums of money to worthwhile causes, each time responding to a current need within the community. It has always been their first priority to work as volunteers for the good of the whole organization recognizing that satisfaction derived from belonging to a group is in direct proportion to what they are willing to give to it.

## **Mission Statement**

The mission of the Women of the CIBPA is to serve the GTA by actively raising funds for charitable causes, and providing services that contribute to the health and vitality of the community.

## **Vision Statement**

- Fostering an atmosphere of unity amongst its members, focusing on important values that reflect the love and respect members have for Canada and their Italian heritage.
- Shaping the future by preserving their Italian heritage and sharing their resources with the community. The Women of the CIBPA are committed to education, cultural support, and service to their community.
- To create a community where women come together to foster cooperation between individuals and organizations, to generate funds and disperse them among those in need.

It is the hope of the founding members and the present members that this spirit of working and giving will continue to inspire its present and future members to always seek new challenges whereby they will actively contribute to the welfare of the community and, in so doing, continue to renew the original incentive of the Women of the CIBPA.

# CONSTITUTION

## NAME

The organization shall be known by the name of:

WOMEN OF THE CANADIAN ITALIAN BUSINESS AND PROFESSIONAL ASSOCIATION

**AKA WOMEN OF THE CIBPA**

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## DEFINITIONS

- The Women of Canadian Italian Business and Professional Association will be referred to as the “Women of the CIBPA” and shall consist of all members in good standing.
- The President, the Vice-President, the Secretary, the Treasurer, and the immediate Past-President will be referred to as the “Executive”.
- The Executive and the Directors at large (i.e., Board of Directors) will be referred to as the “Board”.
- Meetings of the Board of Directors will be referred to as “Board Meetings”.
- Meetings of the Board and the members of the Women of the CIBPA which are held at the discretion of the board will be referred to as “Special Members’ Meetings” and are held up to 12 times per year.

# CONSTITUTION

## OBJECTIVES

The objectives of the Women of the CIBPA are:

- To stand for charity, integrity, community, perseverance, and action
- To promote and strengthen the image of the Canadian Italian community within the Greater Toronto Area and Ontario.
- To initiate and foster programs and activities for the welfare and betterment of the community.
- To initiate and foster social and cultural interest and activities among its members and the community.
- To provide a circumstance and environment whereby its members can cultivate and pursue development of their business, profession, and social interests.
- To promote and encourage a spirit of fellowship among its members.
- To do all such things as incidental or conducive to the attainment of these objectives.

## BY-LAWS

The Women of the CIBPA may from time to time make By-Laws not contrary to law or any provision of the Constitution, and may from time, amend, vary, or repeal the same. Such By-Laws shall become effective after they have been approved and adopted by a majority vote of members at the Annual General Meeting.

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# CONSTITUTION

## AMENDMENTS TO THE CONSTITUTION

- This Constitution may be amended at any Annual General Meeting by a two-thirds vote of the members present.
- Notice of any proposed addition or amendments to the Constitution shall be as follows:
  1. Notice of the proposed addition or amendments shall be given to all members at least ten (10) days prior to the next Annual General Meeting and/or Special Members' Meeting.

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## DISSOLUTION

The Women of the CIBPA may at a Special Members' Meeting specifically called for that purpose at which there is a quorum (51% of members) be dissolved by three-quarter (3/4) majority vote of the members present at such meeting.

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## MEMBERSHIP

- Membership may be extended to anyone who fulfils the criteria and to who has been nominated and approved by the board.
- Criteria for membership is as follows: a member in good standing must,
  1. Be an adult (18+)
  2. Be committed and supportive to the Italian cultural heritage (refer to mission and vision).
  3. Have paid annual membership fees.

## MEETINGS

### Special Members' Meetings

On the call of the Board of Directors, the board may, at any time, or upon request made in writing by seven (7) or more members, convene a Special Members' Meeting.

### Annual General Meeting

The Annual General Meeting of members will be held within 90 days of the year end.

### Board of Directors Meetings

The board of directors shall meet up to 12 times per year.

**All meetings shall follow Roberts Rules of Order.**

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## ELIGIBILITY FOR OFFICE

- The office of the President must be held by a member who has served on the board for at least two (2) years.
- A Member shall not be eligible for any elective offices until she has been a member of the Women of the CIBPA in continuous good standing for at least twelve (12) months immediately preceding the date of the elections in which she desires to be a nominee.
- A Member of the Board shall cease to hold office in the Women of the CIBPA if she absents herself from three consecutive meetings of the Board within the year without sufficient cause or excuse for which the Board shall have total discretion.

# CONSTITUTION

## • BOARD OF DIRECTORS

- The affairs of the Women of the CIBPA shall be under the management and control of the Board of Directors, which shall consist of up to 12 directors, serving for a two-year period.
- The Executive Committee shall consist of the following officers namely:
  - President
  - Past President
  - Vice-President
  - Secretary
  - Treasurer
- Each elected officer shall serve for a term of two (2) years and until her successor has been elected and shall take office at the first meeting after being elected.
- The retiring President shall hold the office of the immediate Past President, provided she shall have completed the term for which she was elected President.

## DUTIES OF THE EXECUTIVES

### Past President

Should the position of Immediate Past President become vacant during the term of office, it shall be filled only by another past president. Such other past president shall be the first one, in reverse chronological order to their most recent past term in office as President who is available to fill the vacancy. The request to fill such vacancy shall be extended by the President.

The Past President shall lend her experience to the new President and assist her to carry forward any unfinished business. She will sit on the Board in the capacity of advisor.



## **President**

It shall be the duty of the President to call a meeting of the Board of Directors and to bring the attention of the Board all the business of the Women of the CIBPA. It is her duty to preserve order at all times, to enforce the rules of the Women of the CIBPA and to perform all duties incidental to her office.

The President shall be an ex-officio member of all committees. It is her duty to sit at meetings of these committees when possible and keep herself informed about the business of said committees.

All meetings will be conducted by following the Roberts Rules of Order.

## **Vice-President**

The Vice-President shall attend all meetings in the absence of the President or in case of her inability to act, perform all duties pertaining to the office of the President. She shall, render such assistance to the President as may be required.

## **Secretary**

The Secretary shall attend all Board and Members' meetings.

The secretary will take minutes of all meetings, disburse the minutes among the board of directors and keep all minutes in her possession either manually or online. She shall have a proper minute and record book with her at every such meeting. She shall perform such other

duties as may be determined by the Executive from time to time.

She must receive all correspondence, report same at Board and Members' Meetings, and ascertain that all correspondence is duly answered.

### **TREASURER**

The Treasurer shall have the books and accounts of the Women of the CIBPA ready for year-end immediately and at such other times as the Women of the CIBPA may desire. She shall correctly keep the Women of the CIBPA bank accounts in good order as may be required by the Women of the CIBPA and shall be responsible for all money that may be received by her, on behalf of the Women of the CIBPA and must reconcile all revenues. She shall, with the President, be custodian of, and is responsible for reconciling all revenues and disbursements.

The Treasurer shall not have sole possession of all accounts of the Women of the CIBPA. A member of the Executive committee shall also possess all the records of the Women of the CIBPA accounts.

The Treasurer shall report to each meeting with accounting reports.

The Treasurer shall deliver to her successor all money, books, papers, and other property of the Women of the CIBPA which she may have in her possession.

# CONSTITUTION

## SIGNING AUTHORITY

Cheques, deeds, transfers, promissory notes, contracts including bank accounts and engagements on behalf of the Women of the CIBPA shall be signed by any two (2) of the President and Vice-President and the Treasurer. Notwithstanding any provisions to the contrary contained herein, the Executive may at any time direct the way a person or persons by whom any instrument, documents, contract, or obligations shall be executed, by Resolution in writing.

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## ELECTIONS

### General Elections

- Elections of Directors will take place at the Annual General Members' Meeting. The new Directors shall take office at the first board meeting after the election of the new term and serve for the next ensuing two (2) years.
- The Nominating Committee Chairperson shall be appointed by the Board at least two months prior to the election. The Nominating Chairperson will not be eligible for office. She must be a past Board member.
- The Committee shall consist of at least two other members in addition to the Chairperson. These members shall be appointed by the Board in consultation with the Chairperson.
- The Nominating Committee shall submit a list of nominees and their resumes to all members prior to the Election at the Annual General Meeting.
- Further nominations may be made on Election day at Annual General Meeting provided that the nominee has given written acceptance of the nomination. If the nominee is not present, she must give written acceptance of the nomination.
- The position of President cannot be nominated from the floor.

### Ballot Procedure

- There will be two (2) ballots presented to members on Election day at the Annual General Meeting.
  1. The first ballot will be for the election of the President.

2. The second ballot will be for the election of the remaining officers, up to 12 officers. The nominees for the office of President will be added to this ballot with the exclusion of she who has already been elected as President.

- Voting shall be by secret ballot.

### **Election Procedure**

The following procedure shall be followed before actual voting takes place:

- 1) Introduction of Nominating Chairperson and Committee by Past-President.
  - 2) Explanation of Ballot Procedure by Nominating Chairperson.
    - i) Ballot Procedures
    - ii) Role Call for quorum
    - iii) Ballot Table - Members will be required to sign the registration sheet.
    - iv) Voting Table – Vote by Secret Ballot
    - v) Tally – Tally to be counted by members who have not been nominated.
    - vi) Destruction of Ballots.
- A copy of the Election Procedure must be provided for each attending member on Election day at the Election Annual General Meeting.

### **BOARD ELECTIONS**

- The Board Meeting will take place no later than two (2) weeks after the Election takes place at the Annual General Meeting.
- The officers will be appointed by the President upon consultation with the Board Members individually.

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## BOARD QUORUM

The presence of fifty percent (50%) plus one of the members of the Board constitutes a quorum.

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## BANK ACCOUNTS

There shall be two bank accounts as follows or at the discretion of the board and accounting staff.

- A GENERAL ACCOUNT which shall be used for the general operations of the Women of the CIBPA , and into which shall be deposited all membership fees and the proceeds from all membership functions. This includes all proceeds and expenses relating to social functions held for the membership.
- The FUNDRAISING ACCOUNT into which shall be used to deposit all monies raised through fundraising events and all other monies such as sponsorships, donations, ticket sales and funds raised through raffles and auctions. Once all transactions are balanced, these funds will transferred be to the TRUST ACCOUNT with all supporting documentation.
- The TRUST ACCOUNT into which shall be used to deposit all proceeds raised through the fundraising event and transferred from the Fundraising account with the

supporting documentation. This account is also to be used for disbursement of all expenses relating to fundraising costs as well as disbursement of funds to the beneficiary of the fundraiser.

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