

CANADIAN SLOVENIAN CULTURAL SOCIETY INC.

BY-LAWS & CONSTITUTION

This document relates generally to the conduct of the affairs of the CANADIAN SLOVENIAN CULTURAL SOCIETY INC., incorporated under the provisions of part XXII of *The Corporations Act* of Manitoba, with its head office in the City of Winnipeg, in the Province of Manitoba, as a corporation without share capital for the purpose and under the by-laws hereinafter set forth. The corporation was formed February 8, 1995, and built upon the Slovenian Club of Manitoba, which was incorporated March 31, 1953. The purpose of the Canadian Slovenian Cultural Society Inc. is the following:

Providing a community for those interested in preserving Slovenian culture in Manitoba

BE IT ENACTED AND IT IS HEREBY ENACTED that the by-laws of the **CANADIAN SLOVENIAN CULTURAL SOCIETY INC.** (Hereinafter referred to, as the “Corporation”) shall be as follows:

BY-LAW NO. 1

SECTION ONE - Memberships

1. Qualification for Membership – Until otherwise determined, the following persons, resident in the Province of Manitoba, of good character and over the age of 18 years shall be eligible for membership in the Corporation:
 - (a) All persons of Slovenian descent,
 - (b) Persons married to a person of Slovenian descent, or
 - (c) Persons interested in preserving and promoting Slovenian culture in Manitoba.
2. Additional Classes of Membership – The Board may from time to time create additional classes of membership including membership *ex officio*.
3. Admission to Membership – Persons, firms, organizations or corporations eligible for membership may be admitted to membership by resolution of the Board, however, such resolution is not effective until confirmed by the members in a general meeting.

4. Resignation of Members – Members may resign by resignation in writing, which shall be effective upon receipt by the Board. In case of resignation a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the Corporation prior to receipt by the Board of the resignation.
5. Dues – Dues or fees payable by members, if any, shall from time to time be fixed by vote of the Board.
6. Notification of Dues - The President or the Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by resolution of the Board.
7. Privileges – Only members will be allowed to use the Corporation’s facilities at a preferred rate.
8. Transferability – Memberships in the Corporation shall not be transferable.
9. Suspension or Expulsion – The members have the power to expel or suspend any member who warrants it by his/her conduct provided that such member has the opportunity to be heard.
10. Suspensions - will forfeit all privileges and rights to the Corporation for a specified period of time as determined by the Board.
11. Expulsion - A member may be expelled as a member of the Corporation upon a two-thirds vote at a meeting from general membership. An expelled member shall not be entertained on the Premises by any other member.

SECTION TWO – Meetings of Members

1. Annual Meeting - The annual meeting of the Corporation shall be held at a designated location in Manitoba, at most, 60 days after the fiscal year end of the corporation. Consideration of the annual financial statements, auditor's report, if any, and election of directors are to be considered.
2. Election Years - Notwithstanding the above paragraph, the Board shall have terms of two (2) years. Elections will take place at every annual meeting, such that the election for President, Secretary, and two (2) directors will be held in 'odd' numbered years and the election for Vice-President, Treasurer and the remaining directors shall be in the 'even' numbered years. This mechanism will provide stability to the board, in that there will never be a situation where the entire board is up for re-election.

3. **Annual Budget** – The annual budget for the following calendar year is to be presented at the first meeting following the Annual meeting.
4. **Meetings of Members** - Meetings of members for information purposes are to be held as set out at the beginning of each year by the Board. All members shall be notified by mail of these dates. A minimum of four (4) meetings shall be scheduled for each calendar year.
5. **Quorum** - Meetings of members for information purposes will be conducted regardless of the number of members present. However, where there are at least 15 members present, the Board may request a vote of the members present be taken to provide non-binding direction to the Board.
6. **Annual General and Special** – A quorum of 15 members is necessary to proceed with the business of the meeting at annual general and special meetings.
7. **Chairman** - The President or Vice-President shall be the chairman at every general meeting and if they are both absent, then the members shall select a chairman from amongst themselves.
8. **Voting** - When a vote is to be taken, all current members are entitled to vote. Each member shall vote personally or by proxy. If a member wishes to vote by proxy, the member must then provide a letter indicating his/her intentions with his/her signature. A signature may be marked with an “X”, if deemed necessary, confirmed with the presence of a witness.
9. **Declaration** - Subject to the provisions of the Act, the declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes of the meeting is sufficient evidence of the fact unless a poll of votes is deemed necessary.
10. **Ballots** - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member or proxy-holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the membership which he/she is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the members upon the said question.
11. **Adjournment** - The chairman may, with the consent of any meeting, adjourn such meeting from time to time and if a meeting is adjourned for less than 30 days, no notice of such adjournment need be given to the members. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting

which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

12. Resolution in Writing - A resolution in writing signed by all of the members entitled to vote thereon at a meeting of members is as valid as if it had been passed at a meeting of the members unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act.
13. Notice of Meeting - Notice of the time and place of a meeting of shareholders shall be sent not less than 21 days nor more than 50 days before the meeting to each member entitled to vote at the meeting, to each director and to the auditor, if any, of the Corporation.
14. Method of Giving Notices - Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the regulations there under, articles, by-laws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him/her at his/her recorded address by prepaid air or ordinary mail, or if sent to him/her at his/her recorded address by any means of prepaid, transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; any notice so mailed shall be deemed to have been given when deposited in any post office or public letter box; any notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him/her to be reliable.
15. Signature to Notices - The signature or signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
16. Computation of Time - In computing a date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
17. Omissions and Errors - The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board, or the non-receipt of any notice by any such person 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.

18. Waiver of Notice - Any member (or his/her duly appointed proxy holder), director, officer, auditor or member of a committee of the board may waive any notice required to be given to him/her under the provisions of the Act, the articles, the by-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.
19. Undelivered Notices - If any notice given to a member pursuant to paragraph 10 of this section is returned on three consecutive occasions because he/she cannot be found, the Corporation shall not be required to give any further notices to such member until he/she informs the Corporation in writing of his/her new address.
20. Proof of Service - A certificate of the Secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate or of the transfer officer or any transfer agent or registrar of the shares of any class of the Corporation as to facts in relation to the mailing or delivery of any notice to any member, director, auditor or officer or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, auditor or officer of the Corporation as the case may be.

SECTION THREE – Board of Directors

1. Numbers of Directors, Residency and Quorum – The articles of the Corporation provide that the Corporation shall have a Board consisting of a minimum of six directors. Subject to subsection 100(3) of the Act, a majority of the directors of the Corporation shall be residents of Canada. The exact number of directors to form the Board (the “Designated Number”) shall be determined from time to time by the members of the Corporation entitled to vote at regular members’ meetings. A quorum of the Board shall be a majority of the Designated Number of the Board. No business shall be transacted at a meeting unless a quorum is present and, subject to subsection 100(3), a majority of the directors present are residents of Canada at the time of the transaction of such business. Notwithstanding a vacancy among the directors, a quorum of directors may exercise all the powers of the Board.
2. Qualification – A director must be a member and shall otherwise be qualified to be a director of the Corporation provided that such person is not otherwise disqualified pursuant to the provisions of subsection 100(1) of the Act.
3. Election and Term – The election of directors shall take place at an annual meeting of members. The election of the directors will be for a two year term. All directors then in office having served a term of two years shall retire but, if qualified, shall be eligible for re-election. The election of directors shall be by ordinary resolution of the members. If an election of the directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. No election or appointment of a person as a director shall be effective unless:

- (a) he/she consents to act as a director before his/her election or appointment or within ten (10) days thereafter, or;
 - (b) he/she was present at the meeting when he/she was elected or appointed and did not refuse at that meeting to act as a director.
- 4. Removal of Director – Subject to the provisions of the Act, the members of the Corporation may, by ordinary resolution at a special meeting remove any director or directors from office and may elect any qualified person or persons in his/her or their stead for the remainder of his/her or their term.
- 5. The Vacating of Office – The office of a director shall be vacated upon the occurrence of any one of the following events:
 - (a) disqualification pursuant to the provisions of the Act;
 - (b) removal pursuant to the provisions of this by-law; or
 - (c) if by notice in writing to the Corporation he/she resigns his/her office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- 6. Vacancies – Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors or from failure of the shareholders to elect the minimum number of directors. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the shareholders to elect the minimum number of directors, the Board shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no such directors then in office, any member may call the meeting.
- 7. Frequency of Meetings – Directors may meet as often as they think fit for the dispatch of business.
- 8. Place of Meetings – Meetings of the Board may be held at any place.
- 9. Call of Meetings – Meetings of the Board may be called upon 48 hours notice in writing or by telephone by either the President or any two directors of the Corporation. Any meeting of directors may be held at any place and time without such notice if all the directors are present or if a quorum is present and those directors who are absent have signified their consent to the holding of the meeting by an instrument in writing or subsequently thereto signify their consent in writing. Any resolution passed or proceeding had or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any

meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

10. Meetings by Telephone – If all the directors consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it related and may be given with respect to all meetings of the Board and of committees of the Board held while a director holds office.
11. Meeting of Board of Directors Without Notice – For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of directors is present.
12. Chairman – The President, or in his/her absence a Vice-President, failing whom the Secretary, shall be the chairman of any meetings of the Board. If no such officer is present at any meeting of the Board, the directors present shall choose one of their number to act as chairman of such meeting.
13. Voting at Meetings - Questions arising in any meeting of directors shall be decided by majority vote of such directors. Provided he/she is a director, the chairman at all directors meetings may move, second or vote upon any resolution, by-law or any other matter or thing and may act in any matter whatsoever as if he/she were a director only and not chairman of the meeting. In case of an equality of votes, the chairman at the meeting shall have a second or casting vote.
14. Conflict of Interest - A director shall not be disqualified by reason of his/her office from contracting with the Corporation or a subsidiary thereof. Subject to the provisions of the Act, a director shall not by reason only of his/her office be accountable to the Corporation or its members for any profit or gain realized from a contract or transaction in which he/she has an interest. Such contract or transaction shall not be voidable by reason only of such interest or by reason only of the presence of a director so interested at a meeting, or by reason only of his/her presence being counted in determining a quorum at a meeting of the directors at which such a contract or transaction is approved, provided that a declaration and disclosure of such interest shall have been made at the time and in the manner prescribed by section 115 of the Act, and the director so interested shall have refrained from voting as a director on the resolution approving the contract or transaction (except as permitted by the Act) and such contract shall have been reasonable and fair to the Corporation and shall have been approved by the directors or members of the Corporation as required by section 115 of the Act.

15. Remuneration and Expenses - The directors shall receive no remuneration as such, but shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.
16. Resolution in Lieu of Meeting - A resolution in writing, signed by all of the directors entitled to vote thereon at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.
17. Delegation - The Board may appoint from their number a Managing Director who is a resident of Canada or a committee of directors and, subject to subsection 110(3) of the Act, delegate to such Managing Director or committee any of the powers of the directors. If the Board appoints a committee of directors, subject to subsection 100(4), the majority of the members of the committee must be residents of Canada.

SECTION FOUR - Officers

1. Election or Appointment – From time to time under extra-ordinary circumstances, the Board shall elect or appoint a President, and may appoint such other officers, including a Vice-President, Secretary, Treasurer and such other officers as the Board may determine. An officer must be a director and one person may hold the offices of both Secretary and Treasurer.
2. President – The President shall be the chief executive and operating officer of the Corporation and shall have general supervision of the business of the Corporation. The President will be the chairman at all meetings and shall be an *ex officio* member of all committee. He/she shall sign all deeds and other formal documents required for the carrying on the business of the Corporation and countersigned by the Secretary.
3. Vice-President – The Vice-President, if any, shall have all of the powers and authority, and shall perform all the duties, of the President in the absence of, disability or refusal to act of the President.
4. Secretary – The Secretary, if any, shall attend and be the secretary of all meetings of the Board, members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he/she shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the Board; he/she shall be custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation (if any) and of all books, papers, records, documents and

instruments belonging to the Corporation except when some other officer or person has been appointed for that purpose.

5. Treasurer – The Treasurer, if any, shall have the care and custody of all of the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. He/she shall keep or cause to be kept the books of account and the accounting records required by the Act and at all reasonable times exhibit his/her books and accounts to any director of the Corporation.
6. Variation of Duties – From time to time, the Board may vary, add to, or limit the powers and duties of any officer. Directors may pay all expenses of the Corporation and exercise all powers under the Act required to be exercised by the Corporation. Any unusual and non-recurring expense over \$2,500.00 must be approved by vote of members.
7. Signing Authority – All accounts shall be paid by cheque, signed by the Treasurer and countersigned by either the President, Vice-President or Secretary.
8. Duties of Officers May be Delegated – In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the period of time of such absence or inability to act.
9. Term of Office – Each officer elected or appointed by the Board shall hold office until his/her successor is elected or appointed.
10. Agents and Attorneys – The Board shall have power from time to time to appoint agents or attorney for the Corporation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION FIVE - Committees

1. Committee Structure - The Board may, from time to time, constitute such committees, including a Finance Committee, a Project Committee, a Folklorama Committee and a Cultural Development Committee, as it deems necessary to assist the directors in carrying on the affairs of the Corporation.
2. Members of Committees - The Board shall annually or more often appoint not less than three (3) and not more than nine (9) persons to be members of each of the committees and shall designate one of the members of each committee as chairman thereof. The President shall be *ex officio* a member of each such committee but shall not be included in the numbers referred to herein. Members and any other person, whether or not a member, shall be eligible for appointment to committees.

3. Meetings of Committees - Except as may be provided by the Board, the committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes, and in case of an equality of votes the chairman shall have a second or casting vote.
4. Finance - The Finance Committee, if any, shall from time to time review the financial position of the Corporation and make recommendations to the Board concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments and the preparation of an annual budget.
5. Project - The Project Committee, if any, shall from time to time make recommendations to the Board concerning the use and distribution of the income of the Corporation, for the advancement of the objectives of the Corporation.
6. Folklorama - The Folklorama Committee, if any, shall from time to time plan and organize for the Corporation's involvement in the annual Folklorama festival.
7. Cultural Development - The Cultural Development Committee, if any, shall from time to time organize activities regarding the promotion and preservation of the Slovenian culture. This Committee shall oversee the organization, funding, development and planning of any groups involved with ethnic dancing, singing, music and the like.

SECTION SIX - Validity of Acts of Directors and Committees

1. Validity of Acts - All acts done by any meeting or of any committee although it is found thereafter that there was some defect in the appointment of any such director or person, such acts shall be valid.
2. Financial Reviewer - At each annual meeting, one or two financial reviewers may be elected to hold office for a 12-month period. They are to assist and review the validity of the financial statements at the next year's upcoming annual meeting.
3. Directors not Eligible - A director shall not have the capacity to act as the financial reviewer.

SECTION SEVEN – Amendments to the By-laws

1. No Amendments by Directors – Notwithstanding the provisions of the Act, the by-laws of the Corporation may not be amended by the directors unless the amendment is approved by the members of the Corporation.

2. Percentage and Quorum - The by-laws may be amended only by a special resolution (2/3 majority) of the members of the Corporation at a meeting of members where at least 25 members are present in person or by proxy.

SECTION EIGHT – Protection of Directors, Officers and Other

1. Indemnification of Directors and Officers – The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation’s request as a director or officer of body corporate of which the Corporation is or was a member or creditor, and his/her heirs and legal representatives to the extent permitted by the Act.
2. Indemnity of Others – Except as otherwise required by paragraphs 1, & 3 of this section, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was an employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted honestly and in good faith with a view to the best interest of the Corporation, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation, or, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his/her conduct was lawful.
3. Successful Defense – To the extent that a person who is or was an employee or agent of the Corporation has achieved complete or substantial success as a defendant in any action, suit or proceeding referred to in section six (6) hereof, he/she shall be indemnified against all costs, charges and expenses actually and reasonably incurred by him/her in connection therewith.
4. Right of Indemnity not Exclusive – The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent

and shall enure to the benefit of the heirs, executors and administrators of such a person.

5. No Liability of Directors or Officers for Certain Acts, etc. – To the extent permitted by law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom it which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the Corporation except such as shall have been submitted to and authorized or approved by the Board of the Corporation. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a member, shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his/her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.
6. Insurance – The Corporation may, as permitted under the Act, purchase and maintain insurance for the benefit of any referred to paragraph 1 or 2 of this section.

SECTION NINE – Business of the Corporation

1. Registered Office – Until changed in accordance with the Act, the registered office of the Corporation shall be at Winnipeg in the Province of Manitoba and at such location therein as determined by the Board.
2. Execution of Instruments – Any contract, document or other instrument in writing requiring execution by the Corporation shall be executed by the President and countersigned by the Secretary and all contracts, documents or other instruments in writing so executed shall be binding upon the Corporation without any further

authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers on behalf of the Corporation to execute, either manually or by facsimile signature, and deliver either contracts, documents or other instruments in writing generally or specific contracts, documents or other instruments in writing. The term “contracts, documents or other instruments in writing” as used in this by-law shall include, specifically but without limitation, deeds, mortgages, charges, security agreements, conveyances, releases, receipts and discharges for the payment of money or other obligations, transfer and assignments of property of all kinds, including, specifically but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

3. Banking Arrangements – The banking business of the Corporation shall be transacted with such chartered banks, trust companies, credit unions, or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
4. Fundraising – All fundraising for projects that further the mission statement of the Corporation shall be organized with the approval of the Board of the Corporation. Such fundraising projects shall carry the name of the Corporation and any and all such funds raised pursuant thereto will become the property of the Corporation and be carried on the books of the Corporation.
5. Representatives – A member, group or non-members cannot utilize the name of the Corporation or attempt to represent the Corporation without prior consent of the Board, in writing.
6. Voting Rights in Other Bodies Corporate – The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arrangements for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, any particular voting rights or class of voting rights may or shall be exercised.

SECTION TEN – Borrowing

1. General Provisions - The Board may, with the prior authorization of the members:
 - (a) borrow money upon the credit of the Corporation;

- (b) issue, reissue, sell or pledge debt obligations of the Corporation, including bonds, debentures, notes or other evidences of indebtedness or guarantees, whether secured or unsecured;
- (c) subject to section 42 of the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

SECTION ELEVEN – Miscellaneous

1. Remaining Provisions in Force - Invalidity of any provision of the by-law – The invalidity or unenforceability of any provision of the by-law shall not effect the validity or enforceability of the remaining provisions of the by-law.
2. New By-Laws Supersede – This document supersedes any and all previous by-laws of either the Slovenian Club of Manitoba or the Canadian Slovenian Cultural Society Inc.

SECTION TWELVE – Interpretation

1. Definitions – In this by-law and all other by-laws and special resolutions of the Corporation unless the context otherwise requires:
 - (a) “Act” means *The Corporations Act* (Manitoba) and any Act that may be substituted thereof as from time to time amended;
 - (b) “Articles” means the articles of the Corporation upon which is endorsed the certificate of dated, as from time to time amended, supplemented or restated and as the term articles is more particularly defined in the Act;
 - (c) “Board” means the of directors of the Corporation and includes a single director;
 - (d) “By-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
 - (e) “Premises” means any room, office, building or property rented, leased or owned by the Corporation;
 - (f) “Recorded address” means, in the case of a member, his/her or its address as recorded in the register of members and, in the case of a director,

officer, auditor or member of a committee of the Board, his/her address as recorded in the records of the Corporation;

(g) "Signing officer" means in relation to any instrument, any person authorized to sign the same on behalf of the Corporation pursuant to the provisions of this by-law or by a resolution passed pursuant thereto;

Words and expressions defined in the Act have the same meanings when used herein.

2. Language - In all by-laws of the Corporation, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include an individual, partnership and corporation, and the masculine shall include the feminine.

Made by the board of directors the _____ day of _____, 2001

Confirmed by the members in accordance with the Act the _____ day of _____, 2001.

President

Secretary