

SCANDINAVIAN CLUB OF REGINA INC.

BYLAWS

ARTICLE I
INTERPRETATION

1. Definitions

In the construction of these bylaws, the following expressions, unless the context otherwise requires, shall have the following meanings:

1. "Annual General Meeting" means the required annual meeting open to all Members of the Club.
2. "Club" means the Scandinavian Club of Regina Inc.
3. "Executive" means those Members of the club holding office as Executive Members pursuant to Article V.
4. "Executive Member" or "Member of the Executive" means a person holding office on the Executive.
5. "Member" means a person who is a member of the Club pursuant to Article III.
6. "Membership Fee" means the membership fee payable annually by a Member.
7. "Officers" means those elected to offices by the Members pursuant to Article V.
8. "Special General Meeting" means a general meeting other than the Annual General Meeting and shall be open to all Members.

2. Number and Gender

In these bylaws, where the context so requires or permits, the singular number shall be read as if the plural were expressed (and vice versa) and, the masculine gender as if the feminine or neuter, as the case may be, were expressed

ARTICLE II

GENERAL

1. Name

The name of the Club is "Scandinavian Club of Regina Inc."

2. Location

The activities of the Club are to be carried on chiefly in Regina, in the Province of Saskatchewan but may be carried on elsewhere.

3. Objects of the Club

The objects of the Club are attached as Schedule I hereto.

4. Midsummer and Christmas

The Executive shall make suitable arrangements so that in each year the Club celebrates a midsummer festival in June and a Christmas party in December.

5. Other Scandinavian Occasions

Other events on occasions of interest to the Members and which have a Scandinavian theme or significance may be celebrated in such manner and at such times and places as the Executive shall decide.

ARTICLE III

MEMBERSHIP

1. Eligibility

Any person resident in Saskatchewan who is at least 16 years of age and who is interested in or desires to take part in the activities of the Club is eligible for membership and may become a Member by making application for membership and by paying the prescribed Membership Fee.

2. Family Membership

The spouse and children (who are under 18 years of age) of a Member shall be deemed to be Members of the Club and are entitled to take part in all activities of the Club as members except that children under 16 years of age shall not be entitled to vote at meetings of the Club. A person over 16 years of age may become an individual Member of the Club upon payment of the Membership Fee.

3. Termination of Membership

A Member may terminate his membership in the Club by giving a written notice to any Officer stating the date of such termination; in such case, the Membership Fee paid for the then current years shall be forfeited by the Member of the Club. Membership in the Club automatically terminates upon failure to pay the current Membership Fee.

4. Membership Fee

The Membership Fee shall be payable once in a calendar year in such amount as shall be determined by a motion at the Annual General Meeting in each year.

ARTICLE IV

GENERAL MEETINGS

1. Annual General Meeting

In each year between March 1st and June 1st, the Annual General Meeting of the Club shall be held at a time and place prescribed by the Club in a general meeting, or, in default, at such time

and place as the Executive shall decide, in which case at least two weeks notice of the time and place of the Annual General Meeting shall be given by the Executive to the membership at large. The agenda for the Annual General Meeting shall be as follows:

1. Call to order by Chairman.
2. Reading of minutes of the previous Annual General Meeting.
3. Business arising from the minutes.
4. Report of the Executive.
5. Report of the Auditor.
6. Motion establishing Membership Fee.
7. Election of Auditor.
8. Election of Executive Members.
9. Election of Officers.
10. Appointment of the date for the next Annual General Meeting.
11. Other business.
12. Adjournment.

2. Special General Meetings

Meetings of the Members of the Club other than Annual General Meeting shall be called Special General Meetings. Any Member of the Executive may, without resolution of the Executive, convene a Special General Meeting. A Special General Meeting shall be convened by an Executive Member if requested to do so in writing by a petition of members signed by not less than 25 Members. In the event there are no Members of the Executive, then any 25 Members may give a written notice, signed by each of them, to the membership generally of the time and place at which they will convene a Special General Meeting. Not less than two weeks written notice of any Special General Meeting shall be given to the membership. This notice shall indicate the time and place of the Special General Meeting, and it shall contain a brief statement of the purpose of the meeting and the wording of any motion to be presented.

3. Quorum

No business shall be transacted at a general meeting of the membership (whether Annual or Special) unless a quorum of Members is present. A quorum shall be 15 Members. The determination of whether a quorum of Members is or is not present shall not be decided until one-half hour after the time set for the commencement of the general meeting.

4. Motions

Motions to a general meeting shall not be considered unless there is a seconder in each case.

5. Conduct of the Meeting

The President, or Vice-President, or, in their absence, such person as the meeting shall elect, shall preside as Chairman at every general meeting of the Club.

6. Voting

Subject to any other specific provisions in these bylaws, a motion put to vote at a general meeting shall be decided by a simple majority of the Members present, other than the Chairman;

except that in cases of a tie the Chairman shall have the deciding vote. The voting shall be by a show of hands unless a poll is demanded by at least one Member present. Upon a vote being complete by a show of hands, a declaration by the Chairman that the motion has been either carried (unanimously or by majority) or lost and an entry to that effect in the minutes of the proceedings of the Club shall be *prima facie* proof of disposition of the resolution. When a poll is demanded, it shall be taken in such manner as the Chairman directs and the results shall be duly recorded in the minutes.

7. Parliamentary Procedure

Unless otherwise provided by these bylaws or decided by a general meeting the rules in the latest edition of *Robert's Rules of Order* shall apply to the conduct of meetings of Members of the Club and meetings of Executive Members.

ARTICLE V

EXECUTIVE

1. Composition

There shall be an Executive of nine or ten Members consisting of nine who shall be elected as hereinafter provided and the immediate Past President when he is not one of the nine elected. Except when it is necessary to fill a vacancy occurring before an Executive Member has served his full term, election to the Executive shall be for a two (as amended at the May 2, 1984 Annual General Meeting) year term commencing at the end of the Annual General Meeting at which the election occurred and ending at the end of the Annual General Meeting two (as amended at the May 2, 1984 Annual General Meeting) years thereafter. The persons who have served on the Executive for two (as amended at the May 2, 1984 General Annual Meeting) continuous years shall retire from the Executive and the vacancies so created shall be filled by an election at the Annual General Meeting. Subject to Paragraph 5.02 a Member of the Executive who has served for two (as amended at the May 2, 1984 Annual General Meeting) continuous years may be eligible to serve a consecutive term as an Executive Member on approval of the Executive (as amended at the April 11, 1994 Annual General Meeting). No Executive Member may serve more that two consecutive terms in an office (as amended at the April 11, 1994 Annual General Meeting). The Immediate Past President may continue to be on the Executive and not be subject to the two year ruling (as approved at the May 2, 1984 Annual General Meeting). The election of Executive Members shall be as follows:

1. At each Annual General Meeting there shall be an election of Executive Members to replace those whose terms are about to expire or who, for any other reason, will not serve or will not be eligible to serve on the Executive for the forthcoming year.
2. A candidate for election to the Executive shall be a Member in good standing and may be nominated by any Member present. A Member is not eligible to be nominated for election to a vacancy on the Executive if he cannot serve the full term by reason of the prohibition against a term of more than two (as amended at the May 2, 1984 Annual General Meeting)

continuous years.

3. If there are more candidates nominated than there are two (as amended at the May 2, 1984 Annual General Meeting) year vacancies to be filled on the Executive, then the election of Executive Members shall be by secret ballot of the Members who are present and who desire to vote. Votes shall be cast only for the vacancies to be filled. The four candidates in an even-numbered year and the five candidates in an odd-numbered year (as amended at the May 2, 1984 Annual General Meeting) receiving the most votes shall be elected to fill the vacancies for the forthcoming two (as amended at the May 2, 1984 Annual General Meeting) year term of office.
4. When (due to vacancy) it is necessary to elect one or more Executive Members for a one (as amended at the May 2, 1984 Annual General Meeting) year term such election shall be conducted immediately after the election of Executive Members for the two (as amended at the May 2, 1984 Annual General Meeting) year term. The candidate or candidates receiving the most votes shall be elected to the vacancy or vacancies to be filled.
5. Each candidate shall have the right to appoint one Member of the Club to act as his scrutineer to attend at the counting of the ballots which shall be presided over by the Chairman of the meeting or such other person as the Chairman shall appoint.

2. Vacancies

A vacancy in the Executive during the year may be filled by a Member of the Club appointed by the other Members of the Executive. Such appointee shall hold office only until the next Annual General Meeting at which the vacancy shall be filled by election as herein provided. [Repealed at the April 11, 1994 Annual General Meeting – Service on the Executive by appointment shall not be counted in the application of rule prohibiting service on the Executive for more than two (as amended at the May 2, 1984 Annual General Meeting) continuous years without a break in service.]

3. Officers

The Officers of the Club shall be Members of the Executive and shall be the immediate Past President, President, Vice-President, Secretary and Treasurer. Except for the immediate Past President, each Officer shall be elected for a one year term by the Annual General Meeting as follows: The Members of the Executive who are willing to serve as President shall so signify to the meeting. If more than one person is willing to serve, there shall be an election by secret ballot which shall be conducted in the same way as the election of Executive Members as provided in these bylaws. When the President has been elected each of the other Officers shall be elected by the same method and in the order in which they are designated at the beginning of this paragraph. No person shall be eligible to serve as President for more than one year until a year has elapsed since he last held such office; but this restriction shall not apply to the positions of Vice-President, Secretary, and Treasurer. The office of Immediate Past President shall be held by the person who most recently held the office of President.

4. Quorum of Executive

A quorum for the conduct of business by the Executive shall be five members of the Executive.

5. Conduct of Executive Business

Meetings of the Executive shall be conducted by the President, or, in his absence, the Vice-President (or, if both are absent, by the person elected for that purpose by the meeting.) Motions at an executive meeting shall require a seconder and shall be passed by a simple majority of the Executive present other than the person conducting the meeting; in the case of ties, the person conducting the meeting shall have the deciding vote. The Executive may make such rules for the conduct of its business as are not in conflict with these bylaws. The Secretary (or person acting for the Secretary) shall record minutes of all meetings of the Executive and Members of the Club. The Treasurer shall be responsible for keeping records of the Club's financial affairs.

6. Removal of Executive Member

Any Executive Member may be removed from office for failing to attend three (3) consecutive executive meetings without just cause (as approved at the April 15, 1996 Annual General Meeting.)

ARTICLE VI

POWERS AND DUTIES OF EXECUTIVE

1. Management

The activities and business of the Club shall be managed and controlled by the Executive. Subject to the provisions of *The Non-Profit Corporations Act* (or any legislation passed in substitution thereof), the Articles of Continuance of the Club and these bylaws, the Executive may appoint any person or persons to act on behalf of the Club for such purposes as the Executive shall decide.

2. Records

The Executive shall cause minutes to be made in books recording the transactions of business at meetings of the Executive and general meetings of the membership as well as appointments of all Officers, committees and conveners. The Executive shall also cause proper financial records to be made for the Club showing the income it has received and the sources thereof, the amounts, purpose and authorization for payments made and the balance of funds on hand as well as an inventory of all assets of the Club. The Executive will prepare and preserve lists of all current and past Members of the Club. All records shall be open for inspection, on reasonable notice, by any Member of the Club.

3. Report to Members

At each Annual General Meeting the Executive shall present a report to the Members on the activities of the Club during the previous year together with such financial statements as shall be appropriate and necessary to show the financial transactions and status of the Club during the immediately past financial year.

4. Borrowing

The Executive may make arrangements for the Club to borrow money on such terms and conditions and for such purposes as are consistent with the provisions of *The Non-Profit Corporations Act* (or any legislation in substitution thereof), the Articles of Continuance of the Club and these Bylaws. Any debt or obligation in excess of \$10,000 shall not be incurred without the sanction of resolution of the Members passed at the Annual or a Special General Meeting.

5. Nominating Committee

At least one month prior to the Annual General Meeting the Executive shall appoint a nominating committee consisting of as many Members as the Executive shall decide. It shall be the duty of the nominating committee to ensure that there are Members prepared to be nominated for election to the Executive.

ARTICLE VII

SEAL

1. Adoption of Seal

The Executive may adopt for the use of the Club a seal of such design and quality as shall be approved by the Executive.

2. Custody

1. The seal of the Club shall be kept in the custody of the Secretary.

3. Use of the Seal

The seal shall be affixed to papers and documents as may be required in the presence of the President, or in his absence, the Vice-President, and the Secretary, or alternatively in the presence of such other Members as may be designated by a motion passed at a meeting of the Executive.

ARTICLE VIII

AUDITOR

1. Appointment

At each Annual General Meeting an auditor of the financial affairs of the Club shall be appointed by resolution passed by a simple majority. No Executive Member shall be eligible to serve as auditor of the Club.

2. Duties

The auditor shall perform his duties in accordance with the provisions of *The Non-Profit Corporations Act* (or legislation passed in substitution thereof) and shall scrutinize the financial records of the Club and report thereon to the membership at the Annual General Meeting.

ARTICLE IX

FINANCIAL YEAR

1. Financial and Membership Year

The financial year of the Club shall be the same as a membership year, ie. from January 1 to December 31, inclusive, in each year. The financial reports presented at the Annual General Meeting shall cover the most recently concluded financial year.

ARTICLE X

AMENDMENTS

1. Amendments

Amendments or additions to, alterations of, or repeal of these bylaws may be made at a Special General Meeting called for the purpose or Annual General Meeting of the Club and in either case shall be by a resolution passed by a majority vote or not less than three-fourths of the Members present; provided that not less than two weeks written notice of the proposed amendment, addition, alteration or repeal is forwarded to each Member with the notice of the meeting at which such amendment, addition, alteration or repeal is to be considered.

Article 4.01: (housekeeping)

7. Should read “ Appointment of Auditor”

Article 5.01 : (revised)

There shall be an Executive of Eight or Nine Members consisting of eight who shall be elected and the immediate Past President . A term of office shall be two years.

Members of the Executive may be eligible to serve additional terms by election. The election of Executive members shall be as follows:

1. At each Annual Meeting , there shall be an election of Executive Members. The President and Treasurer shall be elected in alternate years to the Vice-president and the Secretary.
2. A candidate for election to the Executive shall be a Member in good standing and may be nominated by any member present.
3. If there are more candidates nominated than there are vacancies to be filled on the Executive , then an election of Executive Members shall be by secret ballot of the members that are present and who desire to vote
4. The President shall appoint the Balloting Officer and the Scrutineers

Article 5.02: (housekeeping)

A vacancy in the Executive during the year may be filled by a Member of the Club appointed by the other Members of the Executive. Such appointee shall hold office only until the next Annual General Meeting.

Article 5.03 Officers: (housekeeping)

The Officers of the Club shall be Members of the Executive and shall be the President, Vice-president, Secretary, and Treasurer. The office of Past-president shall be held by the person who most recently held the office of President

Article 10.01 Amendments: (Revised)

Amendments of these Bylaws may be made at a Special General Meeting called for that purpose or at the Annual General Meeting of the Club. All amendments must be submitted at least 21 days before the respective meeting to allow Members ample opportunity to review them. Any amendment to be accepted must be passed by a vote of 2/3 of the members present.

ARTICLE XI

WINDING UP

1. Winding Up

Subject to the provisions of *The Non-Profit Corporations Act* (or legislation passed in substitution thereof) on dissolution of the Club, its property and assets shall, after payment of all liabilities, be devoted to such educational or charitable purposes as may be decided by the Club at an Annual General Meeting or Special General Meeting.

SCANDINAVIAN CLUB OF REGINA INC.
SCHEDULE I OF THE BYLAWS
OBJECTS OF THE CLUB

The Objects of the Club are cultural and social. Specifically, the purposes of the Club are to:

1. maintain the Scandinavian traditions of people who trace their ancestry to the northern countries of Denmark, Finland, Iceland, Norway and Sweden;
2. sponsor cultural activities which have a Scandinavian theme;
3. foster and promote social interchange among Members of the Club and their guests;
4. co-operate with other groups and individuals of all ethnic backgrounds in activities which enrich the cultural, artistic and social life of the residents of Canada;
5. provide for Members of the Club and their guests such accommodation, equipment, furnishings, decorations, costumes, supplies and materials as well as such food and refreshment as will enhance and facilitate the other Objects of the Club;
6. raise money and spend money for the purposes of the Club;
7. acquire and take by purchase, donation, devise or otherwise land and personal property and sell, exchange, mortgage, lease, improve and develop the same and erect and maintain any necessary buildings;
8. borrow money on terms which are in accordance with the bylaws and give security for the payment of money in such manner as shall be appropriate including the issue of debentures.

SCANDINAVIAN CLUB SCHOLARSHIPS

Purpose: To assist in the preservation of the culture of the five Scandinavian countries.

Objective: To aid students who wish to study some aspect of Scandinavian culture or who wish to travel to a Scandinavian country for further study.

Eligibility: All residents of Saskatchewan are eligible to apply. Preference will be given to members of the Scandinavian Club of Regina or their children.

Acceptable

Programs: Programs which are in keeping with the purpose and objective as stated above are eligible. This would include almost all courses of study undertaken in one of the Scandinavian countries; eg., university programs, folk schools, religious studies, etc. Also included would be a number of programs in North America such as summer schools, arts and crafts programs, post secondary study of Scandinavian language, literature, history, music, sociology or philosophy. Preference will be given to those students who in the opinion of the committee propose to undertake the most substantial program of studies. The scholarship committee reserves the right to validate the institution at which the proposed studies will be undertaken, and to interview any applicant.

Committee

Membership: The scholarship committee will consist of two members elected by the Members of the Scandinavian Club, and a chairman (who is not a Member of the Scandinavian Club) appointed by the Executive.

Value of the

Scholarships: The value of the award will be dependent on the length of the program of study: half the tuition fees plus up to 100% of the travel costs (as amended May 6, 1989) short courses of one month or less; up to \$500.00 for longer courses that take 1-3 months to complete; up to \$750.00 for a full semester of work; and up to \$1000.00 for a full academic year of study. In no case will the award exceed the cost of fees and travel. In the case of a full year of study the award will be made in two equal installments. It is not intended to cover expenses for purely local activities.

Applications: Application forms will be made available. Normally applications should be submitted by April 1 and the award announced by April 31.

Source of Funds: It is recommended that 75% of the interest accumulated by the Club in the previous fiscal year be placed in the scholarship fund. If there is a shortage of worthy applicants the fund should be allowed to accumulate in a special fund from year to year. The scholarship committee should make its recommendations to the Executive who would approve payment.

TABLE OF CONTENTS

ARTICLE I - INTERPRETATION 1

1.01 Definitions 1

1.02 Number and Gender 1

ARTICLE II - GENERAL 2

2.01 Name 2

2.02 Location 2

2.03 Objects of the Club 2

2.04 Midsummer and Christmas 2

2.05 Other Scandinavian Occasions 2

ARTICLE III - MEMBERSHIP 2

3.01 Eligibility 2

3.02 Family Membership 2

3.03 Termination of Membership 3

3.04 Membership Fee 3

ARTICLE IV - GENERAL MEETINGS 3

4.01 Annual General Meeting 3

4.02 Special General Meetings 3

4.03 Quorum 4

4.04Motions 4

4.05Conduct of the Meeting 4

4.06Voting 4

4.07Parliamentary Procedure 4

ARTICLE V - EXECUTIVE 4

5.01Composition 4

5.02Vacancies 6

5.03Officers 6

5.04Quorum of Executive 6

5.05Conduct of Executive Business 6

5.06Removal of Executive Member 6

ARTICLE VI - POWERS AND DUTIES OF EXECUTIVE 7

6.01Management 7

6.02Records 7

6.03Report to Members 7

6.04Borrowing 7

6.05Nominating Committee 7

ARTICLE VII - SEAL 8

7.01Adoption of Seal 8

7.02Custody 8

7.03Use of the Seal 8

ARTICLE VIII - AUDITOR 8

8.01Appointment 8

8.02Duties 8

ARTICLE IX - FINANCIAL YEAR 8

9.01Financial and Membership Year 8

ARTICLE X - AMENDMENTS 9

10.01Amendments 9

ARTICLE XI - WINDING UP 10

11.01Winding Up 10

OBJECTS OF THE CLUB 11

SCANDINAVIAN CLUB SCHOLARSHIPS 12

SCANDINAVIAN CLUB OF REGINA INC.

**BYLAWS – Consolidated
OBJECTS OF THE CLUB
SCHOLARSHIP – Consolidated**

FOUNDED 1976
INCORPORATED 1979
CONTINUED 1981

Consolidated May 1996