

Society Bylaw Change - Registration Statement

**NEW
BYLAWS**

Alberta Amendment Date: 2006/02/09

Service Request Number: 8286913

Corporate Access Number: 500108576

Legal Entity Name: THE ICELANDIC SOCIETY OF EDMONTON, NORDURLJOS
CHAPTER OF THE ICELANDIC NATIONAL LEAGUE

French Equivalent Name:

Legal Entity Status: Active

Fiscal Year End:

Annual returns are outstanding for the 2005 file year(s).

Annual Return

File Year	Date Filed
2004	2004/12/06
2003	2003/12/15
2002	2002/12/18

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000398000518144	1999/03/07
Annual Return Form	10000199000601233	2000/03/09
Audited Financial Statement	10000499000601236	2000/03/09
Annual Return Form	10000201000005680	2001/02/01
Supporting Documentation	10000001000069668	2001/03/26
Annual Return Form	10000002000331070	2002/12/18
Audited Financial Statement	10000802000331071	2002/12/18
Annual Return Form	10000403000356336	2003/12/15
Audited Financial Statement	10000203000356337	2003/12/15
Annual Return Form	10000304100213718	2004/12/06
Audited Financial Statement	10000104100213719	2004/12/06
Special Resolution	10000305101205590	2006/02/09
Objects	10000505101205589	2006/02/09

Bylaws	10000905101205592	2006/02/09
Special Resolution	10000705101205593	2006/02/09

Registration Authorized By: ERIC ODDLEIFSON
SOLICITOR

SPECIAL RESOLUTION

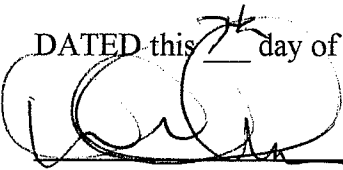
RECEIVED
DR
FEB - 9 2006
Corporate Registry

I, Del Sveinsson, President, hereby certify that the following Special Resolution was passed at the Annual General Meeting of the members of The Icelandic Society of Edmonton, Nordurljos Chapter of the Icelandic League held on October 23, 2005.

The by-laws were changed as follows:

The existing by-laws are repealed. They are replaced by the attached by-laws.

DATED this 7th day of February, 2006.



Del Sveinsson, President

FILED 210
FEB 09 2006
Registrar of Corporations
Province of Alberta

BYLAWS FOR THE ICELANDIC CANADIAN CLUB OF EDMONTON

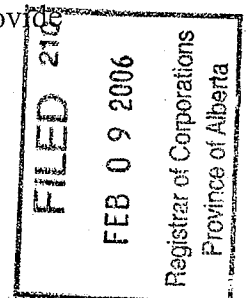
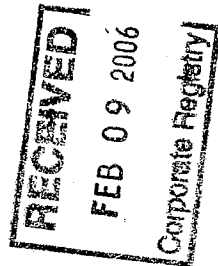
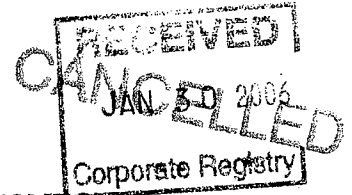
These bylaws are a revision, after thirty years, of the initial bylaws of the club, which were written by our founders in October 1976.

1. NAME OF SOCIETY

The name of the society is: ICELANDIC CANADIAN CLUB OF EDMONTON.

2. OBJECTIVES OF THE SOCIETY

- (a) To have a constitution which is harmonized with that of the Icelandic National League of North America and its successors;
- (b) To preserve all aspects of Icelandic culture and to make available to people of Icelandic origin and other interested individuals, the best of Icelandic language, literature, music, customs and traditions. To promote co-operation and goodwill between the people of Iceland and the people of Canada;
- (c) To promote social and cultural activities for persons of Icelandic origin and interested friends;
- (d) To encourage the establishment and maintenance of an Icelandic library;
- (e) To promote and deliver lectures on Icelandic culture and history;
- (f) To promote and encourage the collecting of Icelandic literature, manuscripts, letters and documents and the translation of these works into English;
- (g) To publish a newsletter of the society. The newsletter will be referred to as the **NORDURLJOS** newsletter, the Icelandic word for Northern Lights.
- (h) To support the conservation of Icelandic historical sites, museums, churches, homes of Icelandic pioneers and other buildings of Icelandic significance;
- (i) To collect, preserve and catalogue Icelandic artifacts and archives and to provide suitable display and housing for this important part of our past;
- (j) To provide support and funding for Icelandic activities, organizations and publications;
- (k) To encourage the teaching and learning of the Icelandic language;
- (l) To acquire, sell, manage, dispose of, or otherwise deal with any property of the society;



3. THE NORDURLJOS CHAPTER

Amongst the Icelandic Community the society will be commonly known and referred to as The Nordurljos Chapter.

4. OPERATIONS

The operations of the society are to be chiefly carried on in Edmonton in the Province of Alberta.

5. MEMBERSHIP

Membership is open to all interested persons upon payment of an annual fee, which will be determined by the Board of Directors and will be changed as needed to ensure the proper operation of the club. There shall be two classes of membership: single members with one vote and family members with two votes; one for each adult. A family is defined as two adults and all dependent children under the age of 18, or children who are in full time attendance at an institute of higher learning and resident at home.

6. CONDITIONS OF WITHDRAWAL OF MEMBERS

Any member may withdraw his or her membership from the club if so desired, by notifying the Membership Chairperson of the club in writing.

7. EXPULSION OR DISMISSAL OF MEMBERS AND MANNER OF SAME

Members may be requested to withdraw their membership from the club if his or her actions or behavior, in the opinion of a majority of the Board of Directors, are repeatedly contrary or harmful to the objectives or principles of the club.

8. ADDRESS FOR ALL COMMUNICATIONS

The mailing address for the club is:

The Dutch Canadian Club & Scandinavian Centre
13312 142 Street
Edmonton, Alberta
T5L 4T3

All club members will be notified, by mail, fax email or in a newsletter of any change in address of the club.

9. MEETINGS

(a) Annual General Meeting.

The society shall hold an annual general meeting on or before 60 days after the end of the fiscal year, of which meeting due notice, in writing, shall be given to all members. At this meeting shall be elected President, Vice-President, Secretary, and Treasurer. These officers so elected shall form the Board of Directors or Executive, and shall serve until their successors are elected and installed. Any vacancy occurring during the term of the Executive shall be filled by the Executive and announced in the club newsletter and at the next general meeting when appropriate.

(b) General or Special Meetings.

Meetings may be called by the Secretary upon instructions by the President or by the Board and communicated to each member of the society by the club newsletter or a direct mailing of notice of meeting, as appropriate, at least 30 days before the date of such meetings.

(c) Quorum

A quorum shall consist of at least 10% of the membership in good standing.

(d) Voting

Any member in good standing shall have the right to vote at any meeting of the society.

For matters specifically concerning bylaw changes, the voting will be as above (single one vote, family two votes). In order to achieve the required 10% of the membership (a quorum), proxies or the allocation of votes is acceptable. Mail-in votes by members outside the Edmonton area are permitted and encouraged.

10. APPOINTMENT AND REMOVAL OF OFFICERS

All officers of the Board will be elected by a majority vote at the annual general meeting, and will remain in office for two years. The President and Secretary shall be elected in odd years and the Treasurer and Vice-President in even years. Members to the Board, including Committee Chairpersons, may be presented as a slate of officers, for the coming year, by a Nominating Committee, for approval of the meeting, or nominated from the floor at the meeting, each nominee to be elected by majority vote. Confirmation will require only one asking for closing of nominations.

11. BOARD OF DIRECTORS

(a) The Board of Directors of the Society are:

President, Vice-President, Secretary, and Treasurer. The immediate Past President is an ex-officio member of the Board of Directors.

(b) The Board shall, subject to the by-laws or directions given it, by a majority vote at a properly called meeting, have full control and management of the business and affairs of the Society. Meetings of the Board shall be held as required and be called by the President. A minimum of six (6) meetings of the Executive shall be held each year.

12. DUTIES OF DIRECTORS

a) President and Vice-President

The President shall be an ex-officio member of all committees. The President shall, when present, preside at all meetings of the society and of the Board. In the absence of the President, the Vice-President shall preside. In the absence of both, a Chairperson may be elected by the meeting to preside.

(b) Secretary

It shall be the duty of the Secretary to attend all meetings of the society and the Board, and to keep accurate minutes of the happenings at these meetings. In case of the inability of the Secretary to attend a meeting, the Board may appoint a substitute secretary. The Secretary shall have charge of all correspondence of the society and be under the direction of the President of the Board.

(c) Treasurer

The Treasurer shall receive monies paid to the society and shall be responsible for same in whatever bank the Board may order. The Treasurer shall properly account for the funds of the society and keep such books as may be directed, and shall present fully detailed accounts of receipts and disbursements to the Board. As requested, the Treasurer shall prepare for submission to the annual general meeting of the society, a statement duly audited, of the financial position of the society, and submit a copy of same to the Secretary for the records of the society.

(d) Remuneration

No officers or members of the society shall receive remuneration for their services unless authorized by a duly called general meeting.

13. FINANCIAL MANAGEMENT

The society should not be allowed to operate in a deficit position. The society may raise or secure payment of money in such manner as it thinks fit in order to carry on its objectives. The society may not borrow money for any purpose or under any circumstances without the amendment of this section made by special resolution of the members at an annual or special meeting of the Society.

4. AUDITING

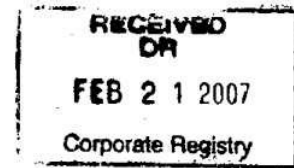
Two members of the society acting as Auditors shall audit the books, accounts and records of the Treasurer at least once a year. The Auditors shall be recommended by the Executive and approved at the annual general meeting. The Treasurer at the annual general meeting of the society shall submit a complete statement of the standing of the books for the previous year. The fiscal year for the society shall be decided by the Board of Directors.

15. MANNER OF ALTERING BY-LAWS

The by-laws may be rescinded or amended by a special resolution. A special resolution is passed at a general or special meeting of the members, in which thirty (30) days notice is given to all members, and a special resolution must be approved by 75% of the members in attendance. Notice of a change in bylaws shall be given by thirty (30) days written notice specifying the intention to propose the resolution as a special resolution.

16. MEMBERS ACCESS TO MINUTES

Members may access previous minutes for the past three years of any meeting by written request to the Secretary of the club.



SPECIAL RESOLUTION

I, DON SIGVALDASON, President, hereby certify that the following Special Resolution was passed at the Annual General Meeting of the members of the Icelandic Canadian Club of Edmonton held on October 29, 2006.

The Bylaws of the Icelandic Canadian Club of Edmonton be amended by adding the following provision of the existing Bylaw:

17. DISSOLUTION

Should the Icelandic Canadian Club of Edmonton dissolve, after paying debts and liabilities, any assets remaining will be donated to another charitable organization.

Dated this 15 day of February, 2007



Don Sigvaldason, President



ODDLEIFSON & KAUP

Barristers, Solicitors & Notaries

*Eric L. Oddleifson, B.A., LL.B.

#200, 39 St. Thomas Street

*Martin J. Kaup, LL.B.

St. Albert, Alberta

(* Denotes Professional Corporation)

T8N 6Z1

Telephone: (780)459-2220

Fax: (780)459-0621

April 24th, 2007

Icelandic Canadian Club of Edmonton
c/o Don Sigvaldason
24 Gilmore Crescent
St. Albert, Alberta

Dear Don:

Re: Revision to our BYLAWS - Special Resolution Passed at October 29th, 2006

Please be advised that the Special Resolutions passed at our last AGM (October 29th, 2006) which amended The Bylaws to include a "DISSOLUTION" clause has now been filed with corporate registry (February 21st, 2007). Consequently, our Bylaws now officially include this new provision as Article 17. For your reference we enclose the following:

1. Special Resolution amending Bylaws to add the "Dissolution" clause. This is marked "Filed - February 21st, 2007"
2. Society BYLAW Change - Proof of Filing
3. Society BYLAW change - Registration Statement

I recommend that these documents be properly filed with the Club's corporate matters for archival reference and ease of retrieval by future Boards.

In addition, notice of this amendment to our Bylaws was formal given to Alberta Gaming and Liquor Commission and attached for reference is their letter dated March 20th, 2007 acknowledging this receipt of a copy of the Bylaw Change.

Finally, please arrange for this Dissolution clause to be put into the Bylaws on our website. A notation should be put at the end of this clause indicating this revision was added to the existing Bylaws as of October 29th, 2006.

I trust the foregoing to be in order. Should you have any questions please call me.

Yours truly,



ERIC L. ODDLEIFSON

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2007/02/21

The Bylaws are filed as of 2007/02/21

Service Request Number: 9799851

Corporate Access Number: 500108576

Legal Entity Name: ICELANDIC CANADIAN CLUB OF EDMONTON

Legal Entity Status: Active

Annual Return

File Year	Date Filed
2006	2006/03/09
2005	2006/03/09
2004	2004/12/06

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000398000518144	1999/03/07
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Correspondence	10000505101205594	2006/02/09
Objects	10000505101205589	2006/02/09
Special Resolution	10000705101205593	2006/02/09

Correspondence	10000105101205591	2006/02/09
Bylaws	10000905101205592	2006/02/09
Supporting Documentation	10000905101205653	2006/02/13
Nuans	10000105101205652	2006/02/13
Correspondence	10000705101205654	2006/02/13
Correspondence	10000206101726825	2006/02/22
Correspondence	10000406101727112	2006/03/08
Audited Financial Statement	10000105101177055	2006/03/09
Annual Return Form	10000805101177052	2006/03/09
Audited Financial Statement	10000905101177061	2006/03/09
Annual Return Form	10000505101177058	2006/03/09
Correspondence	10000605100614441	2006/05/23
Correspondence	10000805101246215	2007/02/12
Bylaws & Special Resolution	10000906102218531	2007/02/21

Registration Authorized By: DON SIGVALDASON
PRESIDENT

Society Bylaw Change - Registration Statement

Alberta Amendment Date: 2007/02/21

Service Request Number: 9799851

Corporate Access Number: 500108576

Legal Entity Name: ICELANDIC CANADIAN CLUB OF EDMONTON

French Equivalent Name:

Legal Entity Status: Active

Fiscal Year End:

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Correspondence	10000105101205591	2006/02/09
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Supporting Documentation	10000905101205653	2006/02/13
Nuans	10000105101205652	2006/02/13
Correspondence	10000705101205654	2006/02/13
Correspondence	10000206101726825	2006/02/22
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Audited Financial Statement	10000905101177061	2006/03/09
Annual Return Form	10000505101177058	2006/03/09
Correspondence	10000605100614441	2006/05/23
Correspondence	10000805101246215	2007/02/12
Bylaws & Special Resolution	10000906102218531	2007/02/21

Registration Authorized By: DON SIGVALDASON
PRESIDENT

March 20, 2007

The Icelandic Canadian Club of Edmonton (62782)
28 Grosvenor Blvd
St Albert, Alberta
T8N 1P1

ATTENTION: Eric Oddleifson

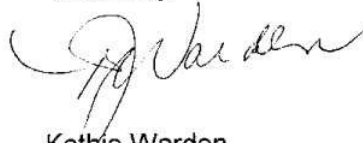
Dear Mr. Oddleifson:

RE: DISSOLUTION CLAUSE

Thank you for sending a copy of the filed dissolution clause to the bylaws for The Icelandic Canadian Club of Edmonton received in our office March 19, 2007.

The dissolution clause is acceptable according to Alberta Gaming and Liquor Commission (AGLC) Charitable Gaming Policy 2.1 Standard 1 h). The information will be added to the copy of the bylaws on file in our office.

Yours truly,



Kathie Warden
Licensing Eligibility Analyst

UNRESTRICTED