

**ASSOCIATION OF POLISH ENGINEERS IN CANADA**  
**ASSOCIATION DES INGENIEURS POLONAIS AU CANADA**  
**STOWARZYSZENIE INŻYNIERÓW POLSKICH W KANADZIE**



**GENERAL BY-LAWS**

Version 4.0

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**GENERAL BY-LAWS OF THE  
ASSOCIATION OF POLISH ENGINEERS IN CANADA**

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# GENERAL BY-LAWS OF THE ASSOCIATION OF POLISH ENGINEERS IN CANADA

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## SECTION 1. GENERAL

### 1.0. DEFINITIONS

In these By-Laws and all regulations of the Association, unless the context requires otherwise:

- a) "Act" means the *Canada Not-For-Profit Corporations Act* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "AGM" means Annual General Meeting of members;
- c) "AIPC" means Association Des Ingenieurs Polonais Au Canada;
- d) "APEC" means Association of Polish Engineers in Canada;
- e) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- f) "Association" means the Association of Polish Engineers In Canada;
- g) "Board" means the Board of Directors of the Association and "director" means a member of the board;
- h) "Council" means the council of the Association of Polish Engineers as defined in these By-Laws;
- i) "By-Laws" or "By-Law" means these By-Laws and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- j) "GM" means General Meeting of members, includes an annual general meeting of members (AGM) or a special meeting of members as defined in these By-Laws;
- k) "member in good standing"; on the record date, a member whose membership has not been revoked and whose payment of dues is up-to-date;
- l) "ordinary resolution" means a resolution passed by a majority of votes cast on that resolution;
- m) "record date" is the date which is thirty (30) days immediately prior to the date of a GM, used for the purpose of determining which members are entitled to vote at the meeting;
- n) "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- o) "SIPwK" is the abbreviation of the name of the Association in Polish;
- p) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### 1.1. NAME

The name of the association is:

In English - ASSOCIATION OF POLISH ENGINEERS IN CANADA

In French - ASSOCIATION DES INGENIEURS POLONAIS AU CANADA

In Polish - STOWARZYSZENIE INŻYNIERÓW POLSKICH W KANADZIE

### 1.2. NOT FOR PROFIT CORPORATIONS ACT

The Association of Polish Engineers in Canada operates under the Canada Not-for-Profit Corporations Act.

These By-Laws conform to the requirements of the Act. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### 1.3. FOUNDERS

Founders of the Association arrived in Canada in 1941 and were members of the following:

- a) Association of Polish Emigre Engineers and Technicians;
- b) Association of Polish Engineers in Great Britain;
- c) Association of Polish Engineers;
- d) Association of Polish Mechanical Engineers;
- e) Association of Polish Electrical Engineers;
- f) Union of Chemical Engineers;
- g) Association of Polish Metal Smelting and Refining Engineers;
- h) Association of Mining and Smelting Engineers;
- i) Association of Polish Aviation Engineers;
- j) Polish Polytechnical Society of Lwów;
- k) Union of Polish Engineers at Gdynia;

### 1.4. OBJECTIVES

1.4.1. The objectives of the Association shall be:

- a) To provide members with a common platform for co-operation, exchange of knowledge and views, creative activities on professional, cultural and social matters including co-operation with other Polish-Canadian organizations.
- b) To extend assistance to members in matters of adaptation to the Canadian engineering market-place, in search for employment and integration into the Canadian engineering and cultural environment.
- c) To inform about the achievements of Polish engineers and scientists in technical fields.
- d) To cherish and preserve traditions of Polish-Canadian engineers.
- e) To foster activities aiming at technological progress and to advance the quality of engineering.



- f) To promote participation in economic, social and engineering activities by its members.
- 1.4.2. To attain its objectives the Association shall:
  - a) Design and carry out suitable programs, courses, lectures, seminars, etc.
  - b) Maintain contact with and co-operate with kindred organizations in Canada and abroad.
  - c) Publish a periodical, bulletin or other publication serving the needs of the members and the Association as a whole.
- 1.5. HEAD OFFICE

The Head Office of the Association shall be in the City of Toronto, Province of Ontario.
- 1.6. SEAL
  - 1.6.1. The seal of the Association shall be in such form as shall be prescribed by the Board of Directors and shall show the words:

ASSOCIATION OF POLISH ENGINEERS IN CANADA  
STOWARZYSZENIE INŻYNIERÓW POLSKICH W KANADZIE  
ASSOCIATION DES INGENIEURS POLONAIS AU CANADA
  - 1.6.2. The seal shall be kept by the President of the Association.
- 1.7. FISCAL YEAR
  - 1.7.1. The fiscal year of the Association covers twelve months.
  - 1.7.2. The fiscal year end of the Association shall be the 30th of September
  - 1.7.3. The Board of Directors may change the fiscal year end for a valid reason, however the current year end shall not be changed.
- 1.8. FINANCIAL CONTROL
  - 1.8.1. The Association shall open accounts in a bank or banks or trust companies or with such bankers as the Board of Directors may approve. All funds of the Association shall be deposited in the approved accounts.
  - 1.8.2. The Treasurer shall be bonded in such amount as the Board may determine.
  - 1.8.3. At least once in every fiscal period the accounts of the Association shall be examined and the correctness of the statement of income and expenditures and of the balance sheets shall be ascertained by auditors or by The Audit Committee.
  - 1.8.4. The Board shall have no control over the financial matters of the Branches of the Association.
- 1.9. USE OF ENGLISH, FRENCH AND POLISH
  - 1.9.1. These By-Laws shall be published in English, and translated into French and Polish as required. In case of any disagreement in interpretation, the English version will take precedence.
  - 1.9.2. Meetings of members, the Board of Directors and the Branch Executive may be held in Polish and/or English and/or French, as the participants may determine.

## **SECTION 2. MEMBERSHIP**

### **2.1. CLASSES OF MEMBERSHIP**

The membership of the Association shall consist of the following classes of members:

#### **a) Voting Members**

- i. Members of a Canadian provincial engineering organization having status Professional Engineer;
- ii. Persons who have graduated from a school of engineering;
- iii. Persons who have graduated from a post-secondary institution and have an interest in technical fields;
- iv. Persons who have graduated from a technical community college;
- v. Other persons, at the discretion of the Board, based on documented technical achievements.

#### **b) Sustaining Members**

Associations, Corporations and all other persons who do not wish to become voting members, and who desire to support the Association are eligible to be Sustaining Members. Sustaining Members are non-voting members.

#### **c) Honorary Members**

Honorary membership may be awarded by the Association in recognition of special services to the association or special services in the promotion of its objectives. Honorary Members shall be elected by majority vote at a GM upon a motion of the Board of Directors, moved after previous consultation with the Branches Executives. Honorary Members are non-voting members.

### **2.2. ADMISSION TO MEMBERSHIP**

- 2.2.1. To become a member of the Association, the applicant shall file an application with any Branch Executive.
- 2.2.2. The application shall contain a short biographical sketch, relevant documentation and shall be endorsed by two voting members of the Association.
- 2.2.3. Branch Executives shall submit each application to the Board of Directors for consideration and decision. The names of new members shall be published.

### **2.3. TERMINATION OF MEMBERSHIP**

#### **2.3.1. Membership in the Association shall terminate:**

- a) On a written resignation by a member;
- b) On failure to pay membership dues within the terms and time frame prescribed by the Board of Directors;
- c) By resolution of the Board, in case of an action unworthy of the dignity of a member of the Association, including proven cases of character assassination and bullying against other members, as recommended by the Ethics Committee and approved by the Council.

- 2.3.2. In the case referred to in 2.3.1 c) , the Board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 3. MEETINGS OF MEMBERS**

### **3.1. ANNUAL GENERAL MEETING**

- 3.1.1. The General Meeting of the Association shall be called annually by the Board of Directors to be held not later than 90 days after the end of the fiscal year.
- 3.1.2. The following items shall be included in the Annual General Meeting (AGM):
- a) The report of the Board of Directors;
  - b) Presentation of reports of the Branches;
  - c) The report of the Audit Committee;
  - d) Discussion, motion for acceptance of the submitted reports;
  - e) Review and vote on the budget and changes to fees (if any) for the coming year;
  - f) Appoint public accountants for the next year, if required;
  - g) Review and approve a business plan for the next year;
  - h) Transact any other business, as approved by the GM.
- 3.1.3. Every second year at the Annual General Meeting members shall elect for two-year terms:
- a) The President and the members of the Board of Directors;
  - b) Members of the Audit Committee;
  - c) Members of the Ethics Committee.
- 3.1.4. Pursuant to subsection 128 (9) (b) of the Act, candidate for office does not need to be present during election.

### **3.2. SPECIAL GENERAL MEETING**

- 3.2.1. A Special General Meeting of the Members shall be called by the Board of Directors:
- a) by a resolution of the Board of Directors;
  - b) upon a written request, stating the purpose of the meeting, by at least 20% of the voting members of the Association, and not less than 25 persons, subject to conditions set out in section 167 of the Act;
  - c) upon a request of the Council.

### **3.3. NOTICE OF MEETING**

- 3.3.1. Members shall be notified of the time, place and form, of the meeting not later than two months before the AGM and two weeks before a Special General Meeting.

One of two forms of the GM may be used:

- a) in-person meeting
- b) virtual meeting

- 3.3.2. Members may be notified by one or more of the following methods:
- a) publishing the notice on Association web site;
  - b) sending the notice by electronic mail directly to the member;
  - c) sending the notice to the Executives of Branches for prompt resending to the members.

3.3.3. The order of business of the meeting shall be furnished to the members not later than four weeks before the AGM, and not later than two weeks before a Special General Meeting.

#### 3.4. NOMINATION FOR ELECTIONS

3.4.1. Two months before the AGM the Board of Directors shall appoint from among the members of the Association a three (3) member Nomination Committee.

3.4.2. The Nomination Committee shall solicit nominations of candidates for:

- a) the position of President;
- b) Audit Committee members;
- c) Ethics Committee members.

3.4.3. The Nomination Committee shall ensure that the proposed candidates accept the nomination and shall prepare a list of candidates

The list of candidates shall not be appended at the AGM with additional nomination from the floor.

3.4.4. The list shall be published two weeks before the GM.

3.4.5. The Association web site shall be used to communicate with members.

#### 3.5. ORGANIZATION OF A GENERAL MEETING

3.5.1. Any member of the Association may participate in the General Meeting in either form used.

3.5.2. Any voting member entitled to vote, may vote at the GM in person or by proxy submitted in writing or electronically.

3.5.3. A Verification Committee shall be established by the Board of Directors in advance of the AGM consisting of one member of Each of:

- a) the Board of Directors;
- b) the Council;
- c) the Audit Committee.

3.5.4. The Verification Committee in advance of the AGM shall compile a list of members in good standing based on information provided by the Board.

##### 3.5.4.1. In-person GM

The Verification Committee shall register arriving members and issue ballots for voting during the meeting, one ballot for each member and each proxy.

##### 3.5.4.2. Virtual GM

Members in good standing on the record date will be able register on electronic platform in advance of the meeting. The Verification Committee shall verify registered members and add each member's name to the electronic voting system.

- 3.5.5. The Verification Committee shall review, verify and endorse all proxies in advance of the virtual GM or before the opening of the in-person GM.
- 3.5.6. On the day of the GM, before opening of the Meeting, the Verification Committee shall establish the presence or lack of a quorum.
- 3.5.7. A Scrutinizing Committee of three members shall be established to count votes.
  - 3.5.7.1. In-person GM

The Scrutinizing committee shall count ballots for each vote, whether conducted by show of hands or secret ballot and report the results to the chair.
  - 3.5.7.2. Virtual GM

Members of the Scrutinizing Committee shall verify the results of each vote generated by computerized voting system and confirm the results to the chair of the meeting.
- 3.5.8. The President of the Association shall open the meeting. The first order of business shall be the selection of a chair person and recording secretary for the meeting.

### 3.6. QUORUM

- 3.6.1. A quorum, constituted by twenty-five percent of all voting members being present in person or by proxy, is required at the opening of a General Meeting, and for the election of directors, even if the quorum is not present throughout the Meeting.
- 3.6.2. If a quorum is not present the meeting shall be rescheduled.
- 3.6.3. No quorum is required at a rescheduled meeting. The opening time of a rescheduled meeting shall be not less than half an hour later than the time announced for the opening of the General Meeting.
- 3.6.4. A Special General Meeting shall not be rescheduled; if there is no quorum the meeting shall not take place.

### 3.7. PROXY

- 3.7.1. Any member in good standing on the record date may be represented at a GM by a proxy given to another voting member. The proxy shall include the names of the owner and recipient legibly written, the date of the meeting for which the proxy is issued and the date of issue.
- 3.7.2. The proxy shall be either signed by hand or created by the granter using verifiable electronic means.
- 3.7.3. A paper version or copy shall be presented at the in-person GM for the purpose of keeping records during the meeting.

Each electronic proxy shall be emailed to the Verification Committee in advance of a virtual GM.

- 3.7.4. Voting members may be represented by proxy.

- a) One voting member may represent not more than 4 other members by proxy.
- b) In case of in-person GM meeting only, a meeting of the members of a Branch or of the Executive of a Branch located outside the city where the GM is held may designate one or more members of the Association as delegates of the Branch. Each delegate may receive written authorization from up to 25 members in good standing of that Branch to act in their place.

3.7.5. The solicitation of proxies from voting members by the candidates is prohibited.

### 3.8. VOTING AT A GM

3.8.1. Members in good standing on the record date are entitled to vote at the GM.

3.8.2. Voting shall be by show of hands except if directed otherwise by the chair of the meeting or if a ballot (or secret electronic voting) is requested by a member entitled to vote at the meeting.

### 3.9. MINUTES

3.9.1. It shall be the responsibility of the GM Recording Secretary and the Chair to provide the minutes of the meeting to the Board of Directors no later than 30 days following the meeting.

3.9.2. The Board of Directors shall inform the Recording Secretary and the Chair of the meeting of any inaccuracies in the minutes within 14 days after the next Board of Directors meeting.

3.9.3. The final version of the minutes shall be provided to the Board within one month of requesting the corrections.

## **SECTION 4. BOARD OF DIRECTORS**

### **4.1. GOVERNING BODY**

- 4.1.1. The governing body of the Association is the Board of Directors.
- 4.1.2. The Directors shall manage all the activities and affairs of the Association.
- 4.1.3. The Board may adopt policies, rules and regulations that are not inconsistent with the Act or with these By-Laws.

### **4.2. SIZE AND ELECTION**

- 4.2.1. The Board of Directors shall consists of
  - a) Four (4) Officer - Directors elected by the AGM;
  - b) Two to four (2 - 4) Directors elected by the AGM;
  - c) Other Officers appointed by the Board as required.
- 4.2.2. The directors, each of whom shall be a voting member of the Association, are elected at the General Meeting for a two-year term.

### **4.3. QUALIFICATIONS OF DIRECTORS**

The following persons are disqualified from being a director of the Association:

- a) anyone who is less than 18 years of age;
- b) anyone who has been a member of the Association for less than 2 years;
- c) anyone who has been declared incapable by a court in Canada.

### **4.4. APPOINTMENT AND REMOVAL OF DIRECTORS**

- 4.4.1. The Board may appoint one or more additional directors between annual meetings, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.
- 4.4.2. The Board of Directors by a majority vote may remove a director appointed under the provisions of par. 4.4.1.
- 4.4.3. The members of the Association may by ordinary resolution at a special meeting called for this purpose, remove any director or directors from office.
- 4.4.4. A director elected by the members of the Association may only be removed by an ordinary resolution of those members.

### **4.5. VALID MEETING**

Any meeting of the Board, at which a quorum is present, shall be competent to exercise all or any of the authorities, power and discretions by or under the By-Laws of the Association.

### **4.6. VALIDITY OF ACTIONS**

All acts done by any Meeting of the Directors or by any person acting as a director, shall be, notwithstanding that it be afterwards discovered that there was some defect in the election of the directors or of such person acting as aforesaid or that they or any of them were disqualified, as valid as if the directors or such persons as the case may be, have been duly elected and were qualified directors.

#### 4.7. REGULAR MEETINGS

4.7.1. Meetings of the Board of Directors shall be held on a regular basis and as required by circumstances.

4.7.2. Minutes of all meetings shall be recorded

#### 4.8. PARTICIPATION

A director may, in accordance with the regulations, if any, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility, that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at that meeting.

#### 4.9. VOTING

A director who is present at a meeting of directors or of a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting unless the director requests a dissent (abstention or nay vote) to be recorded.

#### 4.10. NO PROXIES

No person shall act for an absent director at a meeting of directors.

#### 4.11. OTHER PARTICIPANTS

4.11.1. In order to ensure continuance of work, customs and traditions of the Association, the Board shall invite the Past President, during the first term after electing a new President, to participate in its activities without a right to vote.

4.11.2. The Chairmen or Vice-Chairmen of branches may be present and participate in the activities of the Board of Directors without a right to vote.

4.11.3. Any Member of the Association, or non-member may be invited by The Board, to be present at a meeting without a right to vote.

4.11.4. Any Member of the Association may request a right to attend a meeting of the Board. The right shall be granted, unless there is a valid reason otherwise.

### **SECTION 5. OFFICERS**

#### 5.1. EXECUTIVE OFFICERS

5.1.1. The Executive Officers listed below shall be elected at an AGM and shall be members of the Board of Directors.

- a) the President;
- b) First Vice-President;
- c) Secretary;
- d) Treasurer.

#### 5.2. THE PRESIDENT

5.2.1. The President shall be the Chief Executive Officer of the Association and shall exercise general control of and supervision over its affairs.

5.2.2. The President shall be an ex-officio member of all standing and special committees.



5.3. VICE- PRESIDENT

5.3.1. The Vice-President shall have such powers and perform such duties as may be assigned to him by the Board of Directors.

5.3.2. In case of absence or disability of the President, the Vice-President shall exercise the powers and perform the duties of the President.

5.4. THE SECRETARY

5.4.1. The Secretary shall:

- a) attend to the giving and service of all notices of the Association;
- b) produce and maintain minutes of all meetings of the Board of Directors in a physical or electronic form agreed to by the Board for that purpose;
- c) have charge of the records of the Association together with copies of all reports made by the Association and such other records and papers as the Board may direct;
- d) be responsible for the preparing and filing of all books, reports, certificates and other documents required by law to be retained by the Association.

5.4.2. Subject to the control of the Board of Directors, Assistant Secretaries may perform the duties of the Secretary, particularly duties that would otherwise be delegated to a registrar and to an historian.

5.5. THE TREASURER

5.5.1. The Treasurer shall have general charge of the finances of the Association.

5.5.2. The Treasure shall:

- a) Deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in such banks or other depositories as the Board of Directors may from time to time designate.
- b) Render to the Board of Directors whenever so directed by the Board, an account of the financial condition of the Association and of all his transactions as Treasurer as soon as possible after the close of each fiscal year.
- c) Supervise the collection of dues and other monies payable to the Association and he shall pay all accounts, subject to the approval of the Board of Directors.
- d) Perform all the acts incident to the office of Treasurer. Subject to the control of the Directors, Assistant Treasurers may perform the duties of the Treasurer.

5.6. OTHER OFFICERS

5.6.1. The Board shall appoint one director to act as a Registrar responsible for processing and maintaining membership records.

5.6.2. There may also be appointed other Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other Officers as the Board of Directors may from time to time deem necessary. Such Officers shall respectively perform such duties in addition to those specified in these By-Laws as from time to time shall be prescribed by the Board of Directors.

5.6.3. The same person may hold more than one office in the Association but the President and Treasurer of the Association shall not be members of the Executive of a Branch.

5.7. TERM OF OFFICE

There shall be no maximum number of terms for Officers, except for the President who shall have a maximum of three (3) terms of two (2) years.

5.8. OFFICERS REMUNERATION

Members of the Board of Directors, of the Executive of a Branches, and of Committees, shall not be paid for their work in the Association. Any monies disbursed on behalf of the Association may be reimbursed by a decision of the Board.

5.9. SIGNING OF DOCUMENTS

5.9.1. At least three (3) persons shall be designated by the Board as signing officers for the purpose of signing cheques and other financial documents. Two signatures shall be required for cheques.

5.9.2. Documents involving obligations of the Association and documents sealed with the seal of the Association shall be signed by the President or First Vice-President and a second member of the Board.

5.10. LEGAL REPRESENTATION

The President, First Vice-President, Secretary or Treasurer, General Counsel or any of them are authorized and empowered to appear and make answer for the Association to all writs, orders and interrogatories upon articulated facts issued out of any Court and to declare for and on behalf of the Association any answers to writs of attachment by way of garnishment in which the Association therewith or in any connection with any and all judicial proceedings to which the Association is a party and to make demands of abandonment or petition for winding up or bankruptcy orders upon any debtor of the Association and to attend and to vote at all meetings of creditors of the Association's debtors and grant proxies in connection therewith.

5.11. CLERICAL PERSONNEL

The Board may employ clerical personnel at the office of the Association. Such employees are to be paid from funds of the Association set-up for this purpose in the budget.

**SECTION 6. APEC COUNCIL**

6.1. COMPOSITION OF THE COUNCIL

6.1.1. The Council shall consist of the following persons:

- a) Two (2) representatives of each Branch of the Association;
- b) The President of the Association;
- c) All past Presidents of the Association;
- d) The Chair of The Audit Committee;
- e) The Chair of the Ethics Committee.

## 6.2. MANDATE OF THE COUNCIL

6.2.1. The Council is responsible for providing counsel and advice to the Association and serving as a resource for the Board of Directors on governance and administrative matters. The specific duties of the Council shall be as follows:

- a) examining the activities of the Board of Directors and safeguarding the correct application of the Act and By-Laws both by the Board and by the Executives Councils of the Branches;
- b) making recommendations to the Board of Directors concerning the overall long-term direction of the Association;
- c) providing observations and recommendations on any matters referred to it by the Board of Directors, including proposed changes to the Governing Documents and Policies ;
- d) serving as a route of appeal of any recommendations of the Ethics Committee;
- e) requesting the Board of Directors to call a Special General meeting of members if deemed necessary.

## 6.3. MEETINGS

6.3.1. The first meetings of the Council shall be called by the President of the Association.

6.3.2. A Leader and a Secretary of the Council shall be elected for a two (2) years term, concurrent with the election of the President, at the first meeting.

6.3.3. There shall be at least two meetings of the Council between Annual General Meetings.

6.3.4. Minutes shall be recorded of all meetings.

## SECTION 7. COMMITTEES

### 7.1. AUDIT COMMITTEE

7.1.1. The Audit Committee shall consist of three (3) persons and two (2) alternates who are voting members of the Association and are elected at the AGM.

7.1.2. The Audit Committee responsibilities shall be to:

- a) review the financial statements of the Association before they are presented at the AGM;
- b) review compliance with paragraphs 5.4.1 b), 5.4.1 c) and 5.4.1 d) of this By-law;
- c) review membership documentation for completeness;
- d) review any other activities within the Association as directed or requested by the Council;
- e) prepare a comprehensive report for approval by the Council followed by its presentation at the AGM if the report is approved by the Council. The report shall not be presented if not authorized by the Council.

## 7.2. OTHER COMMITTEES

7.2.1. Other special or standing committees may be appointed by the General meeting of members, by the Board of Directors or by the APEC Council.

## 7.3. ETHICS COMMITTEE

7.3.1. Ethics Committee shall be elected at the AGM for a two-year term.

7.3.2. The Ethics Committee will operate based on regulations drafted by the Board, approved by the AGM.

7.3.3. Ethics committee may use different name as defined in the Regulations (e.g. conflict resolution committee)

## **SECTION 8. BRANCHES OF THE ASSOCIATION**

### 8.1. FORMATION OF BRANCHES

By consent of the Board of Directors, members of the Association may form Branches in Canada. At least ten (10) voting members are required to form a Branch. The Board of Directors determines the Branch territory.

### 8.2. BRANCH EXECUTIVE

The governing body of any Branch is the Branch Executive.

### 8.3. COMPOSITION OF BRANCH EXECUTIVE

The Executive of the Branch is composed of the:

- a) Chairman of the Branch elected by members of the branch;
- b) Vice-Chairman;
- c) Secretary;
- d) Treasurer;
- e) Other members who may be appointed by the Branch Executive.

### 8.4. FEES

Branches shall pay a fee to the Head Office for each of its members, the amount determined at the GM of the members. Each member shall pay an annual fee to the Branch as determined by the General Meeting of the Branch.

### 8.5. BRANCH GENERAL MEETING

The Council of the Branch shall call the general meeting of the Branch each year not later than the 30th of June.

### 8.6. BRANCH GENERAL MEETING BUSINESS

The business of the Annual General Meeting of the Branch shall include:

- a) Report of the activities of the previous year;
- b) Report of the Audit Committee of the Branch;
- c) Discussion, motion for acceptance of the submitted reports;
- d) Vote on the budget of the Branch;

- e) Every second year election of the members of the Branch Executive for two-year term;
- f) Election of the Audit Committee composed of three voting members of the Branch;
- g) Motions.

#### 8.7. SPECIAL GENERAL MEETING OF THE BRANCH

A Special General Meeting shall be called by the Branch Executive;

- a) On the Branch Executive's initiative;
- b) Upon written request by at least 30%, not less than ten (10), of the voting members of the Branch;
- c) Upon request of the Board of Directors or the APEC Council;
- d) Upon request of the Audit Committee of the Branch

#### 8.8. AFFILIATION OF KINDRED GROUPS

The Branches of the Association may affiliate kindred groups, e.g. students, according to special agreements which shall be confirmed by the Board of Directors.

#### 8.9. DISSOLUTION OF A BRANCH

8.9.1. A Branch shall be dissolved:

- a) Upon a resolution of the general meeting of the members of the Branch;
- b) Upon a resolution of a GM of the Association following the passing of a motion by the Board of Directors, such motion having been listed in the order of business of the GM;
- c) Upon the dissolution of the Association.

8.9.2. Voluntary dissolution of the Branch shall be done by liquidators appointed by the Board of Directors.

8.9.3. Upon dissolution all assets of the Branch shall be transferred to the Association, or to a Polish Canadian charitable organization, or an organization of choice of the liquidated Branch.

### **SECTION 9. FUNDAMENTAL CHANGES, DISSOLUTION OF THE ASSOCIATION**

#### 9.1. AMENDMENTS OF BY-LAWS

9.1.1. These By-laws may be amended by a majority of two-thirds of votes at a General Meeting provided a quorum is present, and written notice of the proposed action has been given each member at least two weeks before such meeting.

9.1.2. The proposed amendments included in the order of business issued by the Board may have been initiated by:

- a) a motion at an earlier GM; or
- b) the Board's own decision; or
- c) a written request from at least 30 % of the voting members of the Association.

9.2. SURRENDER OF THE CHARTER

9.2.1. Dissolution of the Association and surrender of its charter requires that at least fifty percent of members must be present at the General Meeting at which this question is considered. In addition a majority of two-thirds of votes cast is required.

9.2.2. The question of dissolution of the Association shall be listed as a separate matter in the order of business of the meeting, and the Board of Directors shall inform all members of said order of business.

9.3. TRANSFER OF ASSETS

The assets of the Association, upon its liquidation, shall be transferred to the Canadian Polish Congress.

**Amended by the members of the Association at the Annual General Meeting on 2023-12-09**