

**CANADIAN POLISH CONGRESS  
MB DISTRICT**

**GENERAL OPERATING BY-LAWS**  
(under the *Canada Not-for-Profit Corporations Act*)

**GENERAL OPERATING BY-LAW NO. 10**

A by-law relating generally to the conduct of the affairs of

**CANADIAN POLISH CONGRESS**  
(a federal corporation)  
(the “Congress”)

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## **GENERAL OPERATING BY-LAW**

A By-law relating generally to the conduct of the affairs of

### **CANADIAN POLISH CONGRESS MB Branch**

**AND WHEREAS** the Congress' corporate name was changed to the "Canadian Polish Congress" by Supplementary Letters patent issued by the Federal Government of Canada on the 16<sup>th</sup> day of March, 1948;

**AND WHEREAS** the Congress' corporate name was changed to the "Canadian Polish Congress" by Supplementary Letters patent issued by the Federal Government of Canada on the 16<sup>th</sup> day of March, 1948;

**AND WHEREAS** the Congress has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act*;

**AND WHEREAS** the current General Operating By-law was enacted in 1976 and subsequently amended in 1984, 1986 and 1988;

**AND WHEREAS** it is determined necessary to replace the current General Operating By-law with General Operating By-law No. 10 herein;

**NOW THEREFORE BE IT ENACTED** as a General Operating By-law of the Congress to take effect immediately upon

### **SECTION I INTERPRETATION**

#### **1.01 Definitions**

In this By-law and all other By-laws and resolutions of the Congress, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- b. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Congress.
- c. "Branch or Branches" means a branch, unit, division, section and/or local group, as applicable.
- d. "Board" or "Executive Board" or "Members of the Board" means the board of executive of the Congress as defined in Section 4.03(c) of this By-law.

- e. "By-law" or "By-laws" means this by-law and all other by-laws of the Congress as amended and which are, from time to time, in force and effect.
- f. "Committee" means a committee or committees of the Congress.
- g. "Committee Member" means a member of a Committee.
- h. "Congress" means the Canadian Polish Congress, a provincial non-share capital corporation, and any successor to such corporation, through which it's Executive Members, employees, volunteers and agents may associate and collectively work together in the fulfillment of the Purposes.
- i. "Convention" means the annual general convention of the Congress during which the annual Meeting of Members takes place.
- j. "Delegates" means the delegates who represent and vote, with a single vote each, on behalf of Members at a Meeting of Members in accordance with this By-law, and have the rights and duties associated therewith.
- k. "Executive" means a member of the Board of Executives including an Elected Executive. "District" or "Branch" means a grouping of Members based on a geographical location in Canada, which has all of the rights and duties associated therewith.
- l. "District Executive Board" means the executive board of each District as defined in Section 10.08(d) of this By-law.
- m. "First Vice-President" means the first vice-president of the Congress as defined in Section 6.02(b) of this By-law.
- n. "General Secretary" means the general secretary of the Congress as defined in Section 6.02(d) of this By-law.
- o. "Good Standing" means material compliance with the duties and requirements of a particular position in the Congress in accordance with this By-law and the other Governing Documents, as determined by the Members of Board, with a failure to be in good standing to result in the loss of rights associated with the said position.
- p. "Governing Documents" means the Articles (including the Purposes), this By-law, all other By-laws and all Policies of the Congress, as adopted or amended from time to time.
- q. "Meeting of Members" means any annual or special meetings of the Members as set out in this By-law.

- r. “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- s. “Policies” means any policies of the Congress established in accordance with this By-law.
- t. “President” means the president of the Congress as defined in Section 6.02(a) of this By-law.
- u. “Purposes” means the purposes of the Congress set out in the Articles, to which all Directors, Officers and Members are required to adhere.
- v. “Region” means a region of the Congress as defined in Section 9.01 of this By-law.
- w. “Regional Representative” means a regional representative, who shall represent the interests of his particular Region in accordance with this By-law.
- x. “Regulations” means the regulations made under the *Canada Not for Profit Corporations Act*, as amended, restated or in effect from time to time.
- y. “Section” means a section of this By-law.
- z. “Second Vice-President” means the second vice-president of the Congress as defined in Section 6.02(c) of this By-law.
- aa. “Single Level Organization” means a single level organization of the Congress as defined in Section 2.02 of this By-law.
- bb. “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.
- cc. “Treasurer” means the treasurer of the Congress as defined in Section 6.02(e) of this By-law.
- dd. “Youth” mean young people up to the age of thirty (30) years.
- ee. “Youth Organization” means a Single-Level Organization or a Multi-Level Organization that carries on programs and activities primarily for participants under the age of nineteen (19) and/or is operated primarily by Youth.

## 1.02 **Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- a. except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- b. words importing the singular number only shall include the plural and *vice versa*;
- c. the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- d. words importing the masculine gender include the feminine and neuter genders;
- e. the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- f. the By-laws of the Congress shall be interpreted in accordance with and subject to the Purposes of the Congress, which Purposes for purposes of this By-law are incorporated by reference and made a part hereof; and
- g. 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.

## **SECTION II MEMBERS**

### **2.01 Classes and Sub-Categories of Membership**

Pursuant to the Articles, Members in the Congress shall consist of the following categories:

- a. Single Level Organization Members;
- b. Supporting members

Membership in the Congress shall consist only of those Organizations, and Supporting Members, recorded as Members of the Congress as of the date of passing this By-law, which meets the qualification requirements set out below.

### **2.02 Definition of Single Level Organization**

A Single Level Organization is an autonomous organization, being either an incorporated entity or an unincorporated association of individuals, which: (i) is



comprised of individual members carrying on ongoing program and activities in a particular geographic region; (ii) does not have its own Branch or Branches; (iii) is not a Branch of a Multi-Level Organization Member; (iv) meets the general conditions for Membership set out in Section 2.04; and (v) has been accepted into Membership by the Board in accordance with this By-law.

### 2.03 **Definition of supporting members**

A supportive member is member entitled to all privileges of membership except the right to vote at meetings or the right to be elected as a member of the Executive or Member of the Board. Any resident of Manitoba or the area who is at least 18 years of age is eligible for admission as supportive member.

- a. any resident of Manitoba with permanent residency or Canadian Citizenship and good standing is eligible for admission to supportive membership, upon completing an application form, be sponsored by a regular Member and may make a payment of a prescribed fee, be admitted as a member by a resolution of the Members of the Board of the District.

### 2.04 **Conditions for Membership**

A prospective Single Level Organization may qualify as a Member of the Congress and shall be entitled to continue as a Member if, such Organization meets and maintains all of the following conditions:

- a. has provided the Congress with the following information or documentation:
- b. its full legal name and head office address, as well as full contact information for its president/chair and secretary;
- c. as applicable, a letter from a District of the Congress setting out its support of the prospective Member's application for Membership in the Congress;
- d. a copy, certified by the secretary of the prospective Member, of an official motion passed at a duly called membership meeting directing the board of the prospective Member to apply for Membership in the Congress;
- e. a copy of the current by-law or constitution, setting out its purposes and governance structure, which has been duly approved by the members of the prospective Member; and
- f. a list of the current directors, officers, executive members of the prospective Member;

- l. has submitted an application for Membership in the Congress which sets out that:
  - g. it has at least fifteen (15) individual members who are resident in Canada;
  - h. it has been established and operates for the purposes of bringing together people of Polish origin and/or descent who are resident in Canada around a common interest or purpose that is consistent with the Purposes of the Congress;
  - i. that it does not propagate communist ideology or totalitarianism;
  - j. it supports and will further the Purposes of the Congress;
  - k. it is and will continue to be in substantive agreement, as well as respects and submits to, and will continue in agreement with the Governing Documents of the Congress;
  - l. its contacting documents are not contradictory to the Governing Documents of the Congress;
  - m. it has been currently engaged in carrying out programs and/or activities to fulfill its purposes within Canada or, alternatively, has carried out such programs and activities within the twelve (12) month period immediately preceding its application for Membership;
  - n. its head office is located in Canada; and
  - o. it has satisfied any other applicable conditions as prescribed by the Board from time to time and/or as set out in the Policies of the Congress.
  - p. is, at all times, a Single Level Organization

A supportive member of the Congress shall be entitled to continue as a Member if, he meets and maintains all of the conditions as set out in section 2.03(a)

- a. A supportive members shall not be entitled to vote at, but shall be entitled to notice of, and to attend general meetings of the members of Congress, shall be entitled for appointment to committees and shall have right to vote at any such committee

## 2.05 **Admission to Membership**

- a. An application for Membership shall be submitted to the Members of the Board, which shall consider such application within sixty (60) days of receipt of the application at the registered office of the Congress. Applications for Membership in the Congress shall be made in such form and, save and except as set out in this By-law, be dealt with in such

manner as the Board may establish in the applicable Policies of the Congress.

- b. If Members of the Board are satisfied that the Membership application of a prospective Member satisfies the applicable definition set out in Sections 2.02 or 2.03 respectively and all of the conditions of Membership set out in Section 2.04, then, as determined by Ordinary Resolution of the Members of the Board, such applicant Member shall thereafter immediately become a Member of the Congress with all of the applicable rights of Membership as set out below.
- c. If Members of the Board are not satisfied that the Membership application of a prospective Member satisfies the applicable definition set out in Sections 2.02 or 2.03, as applicable, and all of the conditions of Membership set out in Section 2.04, it shall by Ordinary Resolution of the Board reject that Membership application, and shall provide reasons for the rejection.
- d. Within thirty (30) days of the Board's decision, each Member or prospective Member, as the case may be, shall be informed in writing by the General Secretary of the Congress of their admission into Membership, as well the applicable Membership fees in accordance with the applicable Policies of the Congress, or of the rejection of their application for Membership and the reasons for the rejection.
- e. A decision of the Board to reject an application for Membership may not be appealed.

## 2.06 **Member in Good Standing**

A Member that, in the sole discretion of the Board of Directors acting reasonably, meets all of the following requirements shall be a Member in Good Standing:

- a. continues to meet all of the conditions for Membership set out in Section 2.04, as applicable has not changed its purposes, by-laws or constitution, as applicable, in a manner that is inconsistent with the Governing Documents of the Congress, as determined by the Board of Directors;
- b. does not engage in programs and activities which are to the detriment of the Congress;
- c. pays in full and is not in arrears of Membership fees determined by the Board, approved by the Members as required herein, and set out in the applicable Policies of the Congress;
- d. meets any additional requirements established by the Board and set out in the Policies of the Congress.

## 2.07 **Duties and Rights of Members**

- a. Full Members of the Congress shall have the following duties and rights:
  - 1) the duty to respect and uphold the Governing Documents of the Congress;
  - 2) the right to receive notice of, attend, speak and participate at all Meetings of Members through its Delegates entitled to vote;
  - 3) the right to vote at all Meetings of Members through Delegates appointed in accordance with this By-law; and
  - 4) the right to use the name, intellectual property and any copyrighted materials of the Congress to further their own purposes and the Purposes of the Congress, as well as to publicize that they are Members of the Congress, in accordance with any applicable Policies of the Congress.
  
- b. Supportive members of the Congress shall:
  - 1) receive notice of the upcoming meetings
  - 2) have the right to be on committees
  - 3) have the right to vote and partake in committees events
  - 4) further the Purposes of the Congress

## 2.08 **Delegates and Presidents of Organizations**

- a. Voting by Delegates and Presidents of member organizations. Minimum Number of Delegates

In the event that a President of an organization in Congress is unable to attend an executive or general meeting of CPC, the board of the said organization may appoint the first vice president to act on his/her behalf. A notification notice shall be send to the secretary general of Congress advising of the appointment as well as effective and end dates.

A Member in Good Standing and Presidents of Organizations may vote at all Meetings of Members by means of votes by individual Delegates appointed on behalf of each Member in accordance with this Section and Section 2.08 (b) below, as applicable. Each Member shall be entitled to appoint at least one (1) Delegate. Each Delegate and President shall be entitled to one (1) vote only. Where a Member has more than one (1) Branch, then the selection of the Delegates who are to exercise the votes on behalf of the Member shall be determined by the Branches, not the

Member itself, with each Branch, subject to Section 2.08(b) (ii) below, to be entitled to one (1) Delegate who shall be selected by the said Branch from amongst its individual members.

b. Additional Delegates

Any organization in Congress may elect to appoint a maximum number of delegates. Should a delegate be unable to attend a meeting a notification must be sent to the secretary general notifying the secretary general of the change.

A Member may be entitled to appoint additional Delegates in the following situations, as applicable:

- c. Subject to Section 2.08(b)(iv) below, as applicable, where a Single Level Organization Member has a membership of more than twenty-five (25) members, it shall be entitled to one (1) additional Delegate for each twenty-five (25) additional members.
- d. For the purpose of calculating the additional Delegates that each Youth Organization may be entitled to in accordance with this Section, each Youth Organization shall include only those of its members who are eighteen (18) years of age or older.
- e. For the purposes of this Section but subject to Section 2.08(b) (iv) above, the number of additional Delegates that a Member may be entitled to at any Meeting of Members shall be determined based upon its Official Membership as of the Membership Date.

f. Term of Office of Delegates

The term of office for any Delegate shall commence as of the date of his appointment as a Delegate or by his Member, or his Branch, as applicable, in accordance with this Bylaw until the day which is immediately prior to the start date of the annual Meeting of Members in the year immediately following the year in which such Delegate was *appointed or until his successor is appointed*.

g. Attendance at Meetings of Members

Only Delegates and Presidents attending Meetings of Members in person or by telephonic and/or other electronic means may vote. A Delegate or President who cannot attend a Meeting of Members may not appoint an alternative designate or proxy to act on its behalf. However, the appointing Member Organization, or Branches as applicable, may revoke the appointment and appoint another qualified individual to be its Delegate or may appoint a proxy holder to act on its behalf in accordance with Section 3.15.

The appointing Member, or a Branch or Branches thereof as applicable, may instruct the Delegate in writing in relation to the manner and the extent in which the Delegate may vote or act on behalf of the Member at Meetings of Members. Lacking such specific instructions, the Delegate may act and vote in his discretion with respect to any and all matters, which may properly come before the Meeting of Members or any adjournments thereof.

h. Certification of Delegates

The secretary of each Member, or a Branch or Branches thereof as applicable, shall certify in writing to the Congress that the Delegates of the Member were duly appointed by the Member, or its Branch(es) as applicable, in accordance with this By-law. Such certification shall be completed by each Member or Branch, as applicable, by no later than forty-five (45) days prior to any annual Meeting of Members or no later than ten (10) days prior to any special Meeting of Members.

Once the Congress is notified of the certification of a Delegate by a Member, or a Branch or Branches thereof as applicable, such certification on record with the Congress shall be valid until the appointment is changed or revoked in writing by the Member or a Branch, as applicable. In the event that a Member, or a Branch thereof as applicable, wishes to change the appointment of its Delegate and, as a result, their certification, then this may be done at any time.

In the event that no written certification is filed with the Congress by the date referenced in Section 2.08(e)(i) above by a Member, or a Branch or Branches thereof as applicable, the rights of the Member at Meetings of Members, including the right to vote, shall be suspended until a written certification has been filed with the Congress or unless the Member appoints a proxy holder in accordance with Section 3.13.

The Board may from time to time prescribe the form of written appointment to be completed by Members.

2.09 Membership Fees

- a. The Board may require Members to pay annual membership fees and may, through Policies established by the Board, determine the amount, the time frame and the manner in which such fees are to be paid by the Members, provided that the amount of any Membership fees in place from time to time shall be approved by the Members.

- b. Where a Member is a Youth Organization, the Board may, by Ordinary Resolution, recognize it as such and grant the Member a reduced membership fee.
- c. Members shall be notified in writing or email by the Congress of the membership fees payable by them for the applicable year, together with any outstanding arrears and/or penalties, and, if any are not paid within such period as set out in the applicable Policies, the Members in default shall thereupon be subject to discipline and/or termination as Members of the Congress in accordance with Section 2.10.

#### 2.10 **Suspension and Termination of Membership**

- a. The suspension of any Member from the Congress for non-payment of Membership fees, with the resulting suspension of voting rights at Meetings of Members, shall occur and can be reinstated upon such grounds and in such manner as set out in applicable Policies of the Congress. Where a Member has been suspended for non-payment of Membership fees, the said Member shall have the right to appeal, within thirty (30) days of receiving notification of the suspension, any decision to suspend its Membership to the CPC Council in Toronto in accordance with Section 11.05(b) and any applicable Policies of the Congress.
- b. A Member's Membership will automatically terminate upon the happening of any of the following:
  1. the Member resigns;
  2. the Member fails to maintain all of the conditions for Membership set out in Section 2.04, or is not in Good Standing in accordance with Section 2.06, as determined in the sole discretion of the Board;
  3. the Member fails to pay Membership fees in accordance with the applicable Policies of the Congress;
  4. the Member is removed from Membership by the Board in accordance with this By-law and any applicable Policies of the Congress;
  5. the Member is liquidated or dissolved under the Act; or
  6. the Congress is liquidated or dissolved under the Act;
  7. but such removal from Membership shall not relieve the Member from the obligation to pay any Membership or other fees then due or accruing due.

8. Subject to the Articles, upon any termination of Membership, all rights of the Member automatically shall cease to exist upon being notified in writing by the Congress notwithstanding any right of appeal in accordance with Section 2.10(d) below.
9. Where a Member has been terminated for reasons other than non-payment of Membership or other fees, the said Member shall have the right to request within thirty (30) days of receiving notification of the termination that the decision to terminate its Membership be reviewed at the next Meeting of Members in accordance with the applicable Policies of the Congress.
10. The process by which a terminated Member may apply for reinstatement of its Membership in the Congress shall be set out in the applicable Policies of the Congress.

### **SECTION III MEETINGS OF MEMBERS**

#### **3.01 Annual Meetings**

- a. The annual Meeting of Members shall be held at the end of January of each year.
- b. The annual Meeting of Members shall be held for the purpose of considering the financial statements and reports of the Congress required by the Act to be presented at the meeting or to elect Executive and Board Members, as may properly be brought before the meeting
- c. All reports of the Board and Officers of the Congress for presentation at any Meeting of Members shall be made available to Members at least fourteen (14) days prior to the said Meeting of Members. The financial statements of the Congress for presentation at the annual Meeting of Members shall be made available to the Members in accordance with Section 13.04.

#### **3.02 Special Meetings**

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a Meeting of Members sought to be held for any purpose connected with the affairs of the Congress that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty one (21) days from the date of the deposit of the requisition. The requisition may consist of several documents of similar form each signed by one or more Members, shall state the business to be transacted at the Meeting of



Members and shall be sent to each Member and to the registered office of the Congress.

However, a Meeting of Members would not need to be held if the requisition falls within the following list of exceptions

- a. a record date has been fixed in accordance with the Act;
- b. Meeting of Members has been called and notice of the meeting has been given; or
- c. the rights to requisition a Meeting of Members are being abused to secure publicity.

### 3.03 **Place of Meetings**

Meetings of Members may be held at any place designated by the Executive or Members of the Board.

### 3.04 **Notice of Meetings**

- a. Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote or not at the meeting by the following means:
  - b. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
  - c. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
  - d. Where the Congress provides notice electronically referred to in Section 3.05(a)(ii) and if a Member requests that notice be given by non-electronic means, the Congress shall give notice of the meeting to the Member so requested by in the manner set out in Section 3.05(a)(i).
  - e. Notice of a Meeting of Members shall also be given to each member of the Executive and Members of the Board at least 14 days before the said meeting
  - f. Notice of a Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.

- g. Notice of a Meeting of Members shall remind Members that they have the right to vote by proxy in accordance with Section 3.13
- h. If applicable from time to time in accordance with Section 3.12, notice of a Meeting of Members shall advise Members that they may participate in a meeting by telephone or other electronic means and provide the instructions in relation to such participation.

### 3.05 **Proposals at Annual Meetings**

Member entitled to vote, through one or more Delegates, and the President of the member organization at an annual Meeting of Members may submit to the Congress notice of any matter that the Member proposes to raise at that annual meeting and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. A proposal that includes nominations for the election of Executive or Board Members must be signed by at least five percent (5%) of the Members entitled to vote at that meeting at least 30 (thirty) days prior to the meeting. Subject to the Act, the Congress shall include the proposal in the notice of meeting and, if so requested by the Member, shall also include a statement by the Member in support of the proposal and the name and address of the Member, provided that the statement and the proposal shall together not exceed five hundred (500) words. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.

Notwithstanding the forgoing, a proposal does not need to be brought forward if it falls within the following list of exceptions set out in section 163(6) of the CNCA and the Board shall, within twenty-one (21) days after the day on which it receives the proposal, notify in writing the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal:

- a. the proposal is not submitted to the Congress within ninety (90) to one hundred and fifty (150) days before the anniversary of the previous annual Meeting of Members;
- b. it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Congress or its Members or debt obligation holders;
- c. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Congress;
- d. not more than two (2) years before the receipt of the proposal, the Member failed to present at a Meeting of Members the matter that at the Member's request had been included in a notice of meeting;

- e. substantially the same proposal was submitted to Members in a notice of a Meeting of Members held not more than five (5) years before the receipt of the proposal and did not receive the following minimum amount of support at the meeting:
- f. three percent (3%) of the total number of Members voted, if the proposal was introduced at one (1) annual Meeting of Members;
- g. six percent (6%) of the total number of Members voted at its last submission to Members, if the proposal was introduced at two (2) annual Meetings of Members; and
- h. ten percent (10%) of the total number of members voted at its last submission to Members, if the proposal was introduced at three (3) or more annual Meetings of Members; or
- i. the rights to submit a proposal are being abused to secure publicity.

### 3.06 **Record Date**

Members of the Board may fix a record date for determining Members for any purpose, provided that the record date for determining Members entitled to receive notice of a Meeting of Members and to vote at the Meeting of Members in accordance with the Act and the Regulations shall be the Membership Date.

### 3.07 **Waiving Notice**

A Member and any other person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### 3.08 **Persons Entitled to be Present**

Persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, supportive members, Executive, Members of the Board, and such other persons who are entitled or required under any provision of these By-laws of the Congress to be present at the meeting.

### 3.09 **Chair of the Meeting**

The chair of Meetings of Members shall be the President and in his absence the first vice-president or the second vice-president. If all 3 are absent, and a quorum of the board is maintained, than a chair may be elected by those present at the Meeting of Members from amongst themselves.

### 3.10 **Quorum**

- a. A quorum for any Meeting of Members shall be constituted by the presence of Delegates and Presidents, representing a minimum of a majority of the Members, who have been duly appointed by their respective Members or Branch as applicable, in accordance with this Bylaw, entitled to vote at the Meeting of Members. Only those Members, present in person through Delegates or President's, by proxy or by telephonic and/or by other electronic means, shall be counted in determining whether or not a quorum is present.
- b. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting of Members even if a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business and the provisions of Section 3.20 with regard to notice shall apply to such adjournment. The meeting may proceed as informational only, and no action can be voted on.

### 3.11 **Participation at Meetings by Electronic Means**

If the Congress chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means in the manner provided by the By laws. A person participating in a meeting by such means is deemed to be present at the meeting.

### 3.12 **Voting by Electronic Means**

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

### 3.13 **Absentee Voting by Mailed-In Ballot or Electronic Ballot**

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Congress without it being possible for the Congress to identify how each Member voted. Votes by mailed-in ballot or votes by means of a telephonic, electronic or other communication facility shall be collected,

counted and reported in the manner in such manner as the chair of the meeting directs or such manner as may be adopted by the Board from time to time.

### 3.14 **Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Member may appoint a proxy holder, or one or more alternate proxy holders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- a. the proxy holder and alternate proxy holder need not be a Member, but may be a member of a Member of the Congress, and must meet the following qualification requirements:
  1. is a man or woman of Polish origin or descent who is a Canadian Citizen and is ordinarily permanent resident in Canada;
  2. accepts the Purposes and Governing Documents of the Congress; and
  3. is a member in good standing of a charitable or not-for-profit autonomous organization, being either an incorporated entity or an unincorporated association of individuals, with purposes consistent with those of the Congress;
  4. a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
  5. a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
  6. a proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxy holder or alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
  7. a proxy shall be in writing executed by the Member and shall be in such form that conforms with the requirements of the Regulations; and
  8. votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs.

9. If a Member appoints both a Delegate under Section 2.08 and a proxy holder pursuant to this Section 3.15, the proxy shall be deemed to be revoked and the proxy holder may not act on behalf of the Member at the meeting if its Delegate attends the meeting.
10. No proxy holder shall hold more than four (3) proxies at any Meeting of Members. (including his own vote: 3 proxies + own vote)

### 3.15 **Votes to Govern**

At any Meetings of Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by an Ordinary Resolution of the votes cast of the Members as represented by Delegates in person or by proxy. In case of an equality of votes, the chair of the Meeting of Members shall declare the question to have been defeated.

### 3.16 **Show of Hands**

Subject to the Act any question at a Meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

### 3.17 **Ballots**

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the Meeting of Members may require a ballot or, alternatively, any Member or proxy holder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question. If ballots are utilized at any Meeting of Members, such ballots are to be destroyed following the announcement of the ballot results at the meeting and the recording of the vote related thereto unless otherwise directed by the Members at the said meeting.

### 3.18 **Rules of Order**

Any questions of procedures at or for any Meetings of Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

### 3.19 **Adjournment**

The chair of any Meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the Meeting of Members is adjourned for less than thirty-one (31) days. If a Meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is 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.

## **SECTION IV EXECUTIVE BOARD**

### **4.01 Powers**

The Board shall manage or supervise the management of the activities and affairs of the Congress.

### **4.02 Number and Composition**

The Executive Board shall consist of the minimum and maximum number of Board Members specified in the By Laws. The precise number of Board Members shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Board Members to determine the number of the Board Members by resolution of the Board. Presidents of the organization automatically become Members the Board.

### **4.03 Qualifications and Composition**

- a. At the time of his election and throughout his term of office, each Executive or Member of the Board shall be an individual who is at least eighteen (18) years of age;
  1. have the power under law to contract;
  2. have not been found by a court in Canada or elsewhere to be mentally incompetent;
  3. not have the status of a bankrupt;
  4. be a Canadian citizen or have permanent resident status;
  5. be in agreement with the Governing Documents of the Congress;
  6. be a member in good standing of a Member of the Congress
- b. not be a member of any legislature or house of government of any country at the federal, provincial or municipal levels, a nominated candidate for

election to any such legislature or house of government therein, or a member of the diplomatic corps of any such country; and

- c. not be a registered lobbyist under the laws of Canada or any of its provinces, or any other country.
- d. Members of the Board must not be employees of the Congress.
- e. The Board shall consist of five (5) to ten (10) Elected Board Members

The five (5) Members of the Board shall be required to hold the following positions: President, First Vice President, Second Vice President, General Secretary and Treasurer

#### 4.04 **Election, Term and Maximum Term, and Nomination**

- a. Subject to the By Laws Articles, Executive and Members of the Board shall be elected by the Members, through Delegates, and Presidents at a biannual meeting of the members at which election of Members of the Board is required. Subject to the need to fill vacancies in the Board in certain years, Board members shall have the right to put forth a candidate which shall be approved by the members.
- b. For greater certainty, following their election as Board members, each of the five (5) Board Members shall be deemed to be automatically appointed to the position which corresponds to their particular Board Member position.

#### 4.05 **Consent**

An individual who is elected or appointed to hold office as a Board Member is not a Member of the Board, and is deemed not to have been elected or appointed to hold office as a Board Member unless:

- a. the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,
- b. the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or

the individual was not present at the meeting when the election or appointment took place and has acted as a Member pursuant to such person's election or appointment.



#### 4.06 **Nomination of Executive**

Only persons who are nominated by the Nominating Committee in accordance with Section 8.02 and such nomination Policies of the Congress as may be in place from time to time shall be eligible for election as Board Members of the Congress. Nominations of persons for election to the Board may be made at any biannual Meeting of Members or at any special Meeting of Members if one of the purposes for which the special meeting was called is the election of Board Members by Members, through Delegates and Presidents who are present in person at such Meetings of Members.

- a) In order to ensure the timely completion of the Nominating Committee's work in accordance with Sections 8.01(d) and 8.02(e), the Board Members shall provide the Nominating Committee with notice of the date of the Biannual Meeting of Members at least four (2) months and two (2) weeks prior to the said meeting date.

#### 4.07 **Ceasing to Hold Office**

A Member of the Board ceases to hold office when the Board Member:

1. dies;
2. resigns;
3. is removed from office by the Members in accordance with Section 4.09;
4. no longer fulfils all of the qualifications to be a Board Member set out in Section 4.03(a) as determined in the sole discretion of the Board; or
5. is absent from meetings of the Board for either three (3) consecutive meetings or a cumulative total of fifty-one percent (51%) or more of the meetings during any twelve (12) month period following his election or the anniversary of his election without providing a reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board.
6. Where a person is removed as a Board Member for the reasons set out in Section 4.07(a) (iv) or (v) above, he shall be permitted to appeal the decision of the Board to terminate him as a Member of the Board to the CPC Head Office. Such an appeal request must be set out in writing by the person and filed at the Head Office of the Congress no later than ten (10) days following receipt of the Board's decision to terminate him. The CPC Head Office shall review any such appeal at its next meeting immediately following

receipt of the said appeal request in accordance with the procedures set out in the applicable Policies of the Congress.

#### 4.08 **Resignation**

A resignation of an Executive member or Board Member becomes effective at the time a written resignation is sent to the Congress or at the time specified in the resignation, whichever is later. A Member of the Board who has resigned may not submit to the Congress a written statement pursuant to section 131 of the Act.

#### 4.09 **Removal**

The Members may, by Ordinary Resolution passed at a special Meeting of Members, remove any Member of the Board from office before the expiration of the Board Member term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Board Member so removed, failing which such vacancy may be filled by the Board. A Member of the Board who is being removed or has been removed may not submit to the Congress a written statement pursuant to section 131 of the Act.

#### 4.10 **Filling Vacancies**

A quorum will be defined as 50%+1 vote of those present at the meeting.

A quorum of the Members of the Board - may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Members of the Board, or from a failure of the Members to elect the number of Members of the Board required to be elected at any Meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Members of the Board required to be elected at any Meeting of Members 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 Members of the Board then in office, any Member may call the meeting. A Member of the Board appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

#### 4.11 **Remuneration of Board Members**

Executive or Board members shall serve without remuneration, and no Board Member shall directly or indirectly receive any profit from his or her position as such, provided that a Board Member may be reimbursed for reasonable expenses incurred in performing his or her duties. A Board Member shall not be prohibited from receiving compensation for services provided to the Congress in another capacity.

#### 4.12 **Travel Policy**

Travel expenses incurred in carrying out approved Congress related activity by the president or any other board member must be approved by the Board prior to the travel date. The estimated expenses for air travel, hotel accommodations, and meals must be provided for the Board's consideration before giving its approval. Final expense report with supporting documentation must be submitted to the treasurer and approved by the Board at the next meeting for total reimbursement.

#### 4.13 **Remuneration of Executive, Members of the Board, Employees**

Executive or Members of the Board of the Congress may fix the reasonable remuneration of the, Committee Members and employees of the Congress and may delegate any or all of this function as it determines to be appropriate. However, no Executive or Board Member shall be entitled to receive remuneration for acting as such. Any Executive or Member of the Board, Committee Member or employee of the Congress may receive reimbursement for their expenses incurred on behalf of the Congress in their respective capacities as a Committee Member or employee, subject to any applicable Policies of the Congress.

### **SECTION V MEETINGS OF EXECUTIVE AND BOARD MEMBERS**

#### 5.01 **Time and Place of Regular Meetings**

Regular meetings of the Board shall be held at such time and place as shall be determined by the President or approved by the Board, but not less than three (3) times a year and with no period longer than three (4) months between Board meetings. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each President forthwith after being passed, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred that is to be dealt with at the meeting.

#### 5.02 **First Meeting of New Board**

Provided that a quorum of Executive and Board Members is present, a newly elected Board may, without notice, hold its first meeting immediately following the annual Meeting of Members at which such Board is elected.

#### 5.03 **Calling of Meetings**

Meetings of the Board may be called by the President, the First Vice-President in the President's absence, the Second Vice-President in the absence of both the President and First Vice-President, or a majority of the Executive at any time.

#### 5.04 **Notice of Meetings**

Notice of any regular or special meetings of the Board shall be provided to Members of the board and other persons in accordance with Section 5.06 by any of the following means:

- a. by electronic notice, including facsimile transfer or e-mail, sent to each Board Member, President not less than seven (7) days before the Board meeting is to take place;
- b. by personal service to each Board Member not less than four (4) days before the Board meeting is to take place; or
- c. in the event of an emergency, as determined by the President, by telephone notice to each Board Member not less than forty-eight (48) hours before the Board meeting is to take place.

The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour to be named, and with regard to such meeting, no notice needs to be given, except that a notice must be provided to specify any matter that is to be dealt with at the meeting. A Board Members meeting may be held without notice immediately before or following the annual Meeting of Members. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Board members shall specify any matter referred to that is to be dealt with at the meeting.

#### 5.05 **Quorum**

A majority of the number of Executive and Board Members specified in the By Laws constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Executive and Board members specified in the By Laws; a quorum shall be a majority of the number of Executive and Board members determined in accordance with Section 4.02.

#### 5.06 **Participation at Meeting by Telephone or Electronic Means**

If all of the Board Members consent, a Board Member may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Board Member participating in the meeting by such means shall be deemed for the purposes of the bylaws to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

5.07 **No Alternate Members of the Board**

No person shall act for an absent Member of the Board at a Board meeting.

5.08 **Chair of the Meeting**

The chair of meetings of the Executive shall be the President. In his absence, where he is unable to act, or at the President's discretion, the First Vice-President shall perform these duties. In the absence of both the President and the First Vice-President, or in the event of their failure to act for any reason, then the Second Vice-President shall perform these duties. In the absence of the President, the First Vice-President and the Second Vice-President, then the Members who are present shall choose one of their number to chair the meeting.

5.09 **Votes to Govern**

Each Member of the Board may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

5.10 **Dissent at Meeting**

Subject to the Act, a Member of the Board who is present at a Board meeting is deemed to have consented to any resolution passed or action taken at the meeting unless:

- i. the Member of the Board requests a dissent to be entered in the minutes of the meeting; or
- ii. the Member of the Board sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- iii. Member of the Board sends a dissent by registered mail or delivers it to the registered office of the Congress immediately after the meeting is adjourned;
- iv. provided that a Member of the board who votes for or consents to a resolution may not dissent.

5.11 **Dissent of Absent Member of the Board**

- a. Member of the Board who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Member:
  - b. causes a dissent to be placed with the minutes of the meeting.

#### 5.12 **Resolutions in Writing**

A resolution in writing, signed by all the Members of the Board entitled to vote on that resolution at a meeting of the Board shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

#### 5.13 **Meetings In Camera**

Where matters confidential to the Congress are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person. Only Members of the Board shall be permitted to be in attendance at any portion of a Board meeting which is held in camera.

#### 5.14 **Disclosure of Interest**

Every Member of the Board shall disclose to the Congress the nature and extent of any interest that the Member of the Board has in a material contract or material transaction, whether made or proposed, with the Congress, in accordance with the manner and timing provided.

#### 5.15 **Confidentiality**

Every Board Member, Committee Member, if present, the chair of the Audit Committee, if present, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Congress.

### **SECTION VI EXECUTIVE**

#### 6.01 **Offices, Election and Vacancy**

There shall be five (5) Executive Members, each of whom is designated to hold one of the five (5) Executive positions (President, First Vice-President, Second Vice-President, General Secretary and Treasurer). The election of the five (5) Executive Members shall be deemed to be their election to the Executive position designated.

#### 6.02 **Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Congress, if

designated and if Executives are elected thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall, when present, preside at all meetings of the Executive and Board Members, if any. The President shall represent the Congress on a provincial level in accordance with the Purposes and the resolutions of the Board and Members from time to time.
- (b) **First Vice-President** - The First Vice-President shall function in place of the President if the latter is absent or is unable to perform the duties of office. The First Vice-President may be given responsibility by the Board for either the Polish Affairs or the Canadian Affairs portfolio within the Congress. The First Vice-President shall carry out such other duties, which may be assigned by the President or the Board from time to time.
- (c) **Second Vice-President** - The Second Vice-President shall function in place of the President and the First Vice-President if both are absent or unable to perform the duties of office. The Second Vice-President may be given responsibility by the Board for either the Polish Affairs or the Canadian Affairs portfolio within the Congress. The Second Vice-President shall carry out such other duties, which may be assigned by the President or the Board from time to time.
- (d) **General Secretary** – The General Secretary shall attend and be the secretary of all meetings of the Executive, Members of the Board and Committees of the Board. The General Secretary shall: (i) enter or cause to be entered in the Congress's minute book, minutes of all proceedings at such meetings; (ii) maintain an updated list of the Members; (iii) give, or cause to be given, as and when instructed, notices to Members, and Committee Members; (iv) be the custodian of all books, papers, records, documents and other instruments belonging to the Congress; and (v) ensure that the activities of the Congress at its registered office are in order.
- (e) **Treasurer** - The Treasurer shall be responsible for: (i) the maintenance of proper accounting records in compliance with the Act as well as the deposit of money; and (ii) the safekeeping of securities and the disbursement of funds of the Congress. Whenever required, the Treasurer shall render to the Board an account of all of his transactions as Treasurer and of the financial position of the Congress.

The duties of all other Officers of the Congress shall be such as the terms of their engagement call for, or the Members of the Board or the President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Executive or Member of the Board either in this By-law or the applicable Policies of the Congress.

### 6.03 **Term of Office**

Members of the Board who are not employees of the Congress, shall hold their position for a period of two (2) years calculated from the date of the annual Meeting of Members at which they are elected until the close of the second (2<sup>nd</sup>) annual Meeting of Members next following or until their successors are elected. There shall be no maximum number of terms for Executive Members save and except for the President who shall have a maximum of three (3) terms of two (2) years (the 3 terms may be maintained or waived providing everyone is in agreement). Executive Members who are employees of the Congress shall have no set term of office and shall hold office at the discretion of the Executive and Members of the Board.

## **SECTION VII PROTECTION OF BOARD MEMBERS**

### 7.01 **Duties of Board members**

Every Executive or Board Member in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Congress and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Member of the Executive and Members of the Board of the Congress shall comply with the Act, the Regulations, Articles, By-laws and Policies of the Congress.

### 7.02 **Limitation of Liability**

No Members of the Board in this Section 7.02 to include former Members, shall be liable for the acts, receipts, neglects or defaults of any other Member or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Congress through the insufficiency or deficiency of title to any property acquired for or on behalf of the Congress, or for the insufficiency or deficiency of any security in or upon which any of the money of the Congress shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the money, securities or effects of the Congress shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Member of the Board's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Member of the Board own wilful neglect or default or otherwise result from the Member of the Board failure to act in accordance with the Act and the Regulations.

### 7.03 **Indemnity of Executive and Members of the Board**

Subject to the Act, the Congress may indemnify an Executive or Member of the Board of the Congress, a former Members of the Board of the Congress or



another individual who acts or acted at the Congress's request as a Member of the Board or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Congress or other entity if,

- a. the individual acted honestly and in good faith with a view to the best interests of the Congress or, as the case may be, to the best interests of the other entity for which the individual acted as Member of the Board or in a similar capacity at the Congress's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- c. The Congress may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Laws.

#### 7.04 **Insurance**

Subject to the Act, the Congress may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Congress pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- a. in the individual's capacity as a Member of the Board of the Congress; or
- b. in the individual's capacity as a Member of the Board, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Congress's request.

#### 7.05 **Advances**

The Congress may advance money to a Member of the Board or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Congress pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 4.13.

## **SECTION VIII PRESIDENTS OF ORGANIZATIONS**

### **8.01 Presidents of organizations**

#### Duties

The Presidents of the organizations are responsible for providing counsel and advice to the Congress and serving as a resource tool for the Executive and Members of the Board on governance and administrative matters. The specific duties of the Organization Presidents shall be as follows:

- (i) making recommendations to the Executive concerning the overall long-term direction of the Congress in achieving its Purposes;
- (ii) providing observations and recommendations on any matters referred to it by the Members of the Board, including proposed changes to the proposed Policies and changes thereto;
- (iii) serving as the nominating committee in accordance with Section 8.02 and any applicable Policies of the Congress in place from time to time;
- (iv) serving as a final route of appeal of any decision of the Executive and members of the Board to reject an application for Membership in the Congress in accordance with Section 2.05(e), suspend Member for non-payment of fees in accordance with Section 2.10(a), or remove a member in accordance with Section 4.07(a)(iv), which appeals shall be conducted in accordance with any applicable Policies of the Congress;
- (v) electing individuals to the Honorary Distinctions Committee in accordance with Section 11.04(a);
- (vi) in accordance with Section 3.09, attending Meetings of Members through its individual members; and
- (vii) carrying out such duties assigned in accordance with this By-law.

### **8.02 Nominations Process**

- (a) In accordance with Section 8.01(b)(iii), one of the duties of the Organization Presidents is to act as the Nominating Committee of the Congress. The Organization Presidents role as the Nominating Committee shall be carried out in accordance with this Section and any nominations Policies of the Congress in place from time to time.

- (b) The purpose of the Nominating Committee is to prepare a list of recommended candidates for election to the Executive Board and, Audit Committee which elections shall be carried out in accordance with this By-law. In order to carry out its work in a timely manner, the Nominating Committee shall meet at least four (3) months prior to the annual Meeting of Members at which elections will be held.
- (c) The chair of the Nominating Committee shall be one of the organizations Presidents. In advance of the meeting of the Nominating Committee for the purpose set out in Section 8.02(a) above, the chair shall send out a notice to all Members soliciting nominations for candidates for election to the office of President, executive, and nominations for candidates to the Board. The procedures, timing and other related matters to this solicitation of candidates for these positions shall be set out in the Policies of the Congress.
- (d) Following the receipt of any nominations in accordance with Section 8.02(b) above, and taking into account any proposals or representations received from the Local Organizations, as applicable, the Nominating Committee shall meet to review and identify the following:
1. recommended candidate for President;
 

The nominating committee shall consider any candidates brought forward by the President elect to the Executive or Members of the Board.
  2. a recommended slate of Executives Members and Members of the Board
  3. recommended candidate for Regional Representative
  4. recommended candidates for the Audit Committee, its chair and alternates,
  5. recommend candidate for the Millennium Foundation
  6. All of the Nominating Committee's recommendations shall, together with a report thereon, be distributed to the Executive Boards and the Members at least thirty (30) days prior to the annual Meeting of Members at which elections will be held. A copy of the said report shall also be provided to the chair of the annual Meeting of Members at the opening of the said meeting.
  7. Unless otherwise determined by the Members, the Presidents or this By-law, the Nominating Committee shall have the power to regulate the procedure to be followed at its meetings.

- (e) Any organization in Congress shall have the right to nominate a candidate for the office of the President at the elections meeting providing that the nominating organization obtains written support of at least two other member organizations in Congress.

## **SECTION IX REGIONS**

### 9.01 **Purpose of Regions**

The main purpose of Regions will be to ensure, as much as possible, equal territorial/geographic representation across Canada on the Board of Directors (through the Regional-Representative Directors) and on the Dispute Resolution Committee.

### 9.02 **Current Regions**

As of the date of passing this By-law, the current Regions are as follows: (i) Eastern Region, comprised of Ottawa, Quebec and the Maritime provinces; (ii) Ontario Region, save and except for Ottawa and Thunder Bay; (iii) Central Region, comprised of Thunder Bay, Manitoba and Saskatchewan; and (iv) Western Region, comprised of Alberta and British Columbia.

## **SECTION X DISTRICTS**

### 10.01 **Purpose of Districts**

Subject to the Act, Head Office of CPC may give such duties in a particular District to the District Executive Board of the said District, provided that such District Executive Board remains at all times accountable to the Board in relation to the powers and/or duties that have been so delegated. As of the date of passing this By-law, the powers and/or duties that have been delegated by the Board of Directors to the District Members of the Board as follows:

- a. to promote the Purposes and represent the interests of the Congress within the particular geographical boundaries of the District;
- b. to co-ordinate the local activities of Members located within its particular geographical boundaries in furtherance of the Purposes of the Congress;
- c. to act as a resource and provide recommendations to the Board of Directors on prospective Members of the Congress, particularly in relation to the nature and frequency of their activities within the District and their suitability to the Purposes of the Congress;

- d. to organize events in the name of the Congress in the geographical boundaries of the District which are in furtherance of the Purposes of the Congress;
- e. to organize events in the name of the Congress in the geographical boundaries of the District which are in furtherance of the Purposes of the Congress;
- f. to raise funds for its local activities, programs and events, and to incur expenses in relation to such local activities, programs and events, manage its own budget and finances, providing that it submits a statement of profit and loss and a statement of assets and liabilities to the Executive and Members of the Board on an annual basis, does not borrow monies without the prior approval of the Congress and does not otherwise expose the Congress to financial risk as a result of its activities, programs and/or events;
- g. to open and operate a bank account or accounts in the name of the Congress, Manitoba District, providing it reports annually all the account information (bank, location, account name and number and authorized signatures) to the Executive.
- h. to perform such other duties as may be determined by the Board of Directors from time to time.

#### 10.02 **Governance of Manitoba District**

Subject to the Act and this By-law, Manitoba District shall be governed by its own by-laws in a form that is consistent with the Governing Documents and any applicable Policies of the Congress. Each District's by-laws shall be approved by the Executive and Members of the Board by Ordinary Resolution. The minimum mandatory governance provisions to be included in the by-laws of Manitoba are as follows:

- (a) The District's operating name shall be one of the following: Canadian Polish Congress - Manitoba District or the Manitoba District of the Canadian Polish Congress. The operating name shall appear on all publications and any documentation of the District that is in the public domain.
  - 1. The purposes of a Manitoba District shall be one and the same as the Purposes of the Congress, and the programs and activities undertaken by the District in furtherance of its purposes must not be contrary to the Governing Documents of the Congress in place from time to time.
  - 2. District shall hold a minimum of 6 (six) meetings per year 3 (three) with delegates and 3 (three) with Executive and Members of the

Board. Each Member shall have 1 vote. All Members allocated to the District by the Congress shall have one vote(s) at any District members meetings, which vote(s) shall be exercised by delegates appointed by the said Members. In addition, the District may in its by-laws provide that a branch of a Multi-Level Organization Member which: (i) does not meet the minimum number of members to qualify for a vote at a Meeting of Members of the Congress or (ii) is a branch of a Multi-Level Organization Member that has been recognized as a Youth Organization with reduced fees be given the right to vote at a District members meeting and/or that delegates representing such branches may be elected to the District Executive Board.

3. The Manitoba District may, in its by-laws, provide for participation without vote in District meetings to persons representing organizations that co-operate locally with the District and whose purposes, programs and activities are consistent with those of the Congress, and/or other individuals.
4. The affairs and activities of the Manitoba District shall be managed by a District Executive Board. A District Executive Board shall be elected at the annual District meeting of members in alternate years, which Executive Board shall consist of a District president (chair), at least one District vice-president (vice-chair), a secretary, a treasurer and such other members as the District determines is appropriate from amongst the delegates representing the Members allocated to the District by the Congress and such other persons as the District by-laws permit. Each member of the District Executive Board shall be elected for a two (2) year term of office to run from the date of the District meeting at which they are elected, until the close of the District meeting which is two (2) years next following. Unless the District by-laws provide otherwise, there shall be no maximum term of office for the members of the District Executive Board, except in the case of the District president, who may hold the office for no longer than three (3) consecutive terms of two (2) years.
5. As much as possible, the District Executive Board shall hold regular meetings every three (3) months, provided that there is a District Executive Board meeting held not less than every four (4) months. All District Executive Board meetings shall be called by the District president. All District Executive Board members shall participate in all meetings in person.
6. A majority of the District Executive Board members shall constitute a quorum at any meeting of the District Executive Board. For the

purpose of determining quorum, a District Executive Board member must be present in person.

7. Each District Executive Board member may exercise one (1) vote. At all meetings of the District Executive Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.
8. Unless otherwise determined by the Board, the District Executive Board shall have the power to regulate the procedure to be followed at its meetings.

## **SECTION XI COMMITTEES**

### **11.01 Delegation by Executive or Members of the Board**

- a. Subject to the Bylaws Executive and Members of the Board may elect from their number a managing chair and delegate to the managing member or Committee any of the powers of the Board.
  - I the President shall automatically be a member of any committee. In his absence he may delegate an alternate.
- b. Submit to the Members any question or matter requiring the approval of Members of the Board; by a vote of simple majority of present members plus 1 vote.
  - I fill a vacancy among the committee's members by filling the vacancy at the first meeting following the resignation.
- c. the board may approve any financial statements referred to in section 172 of the Act;
- d. adopt, amend or repeal By-laws; or
- e. The Executive may, from time to time and in its sole discretion, also appoint any Board Committee or other operational Committee, as it deems necessary or appropriate, with such purposes and, subject to the Bylaws, such powers as the Board may set out in the Policies of the Congress from time to time. Any Committee Member may be removed by the Board, save and except those Committee Members who were elected or appointed by the Members and who may only be subsequently removed by the Members. Unless otherwise determined by the Board, a Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. The

Board may fix, by Ordinary Resolution, the remuneration to be paid to any Committee Member.

## 11.02 **Audit Committee**

### a. **Establishment, Composition and Election**

Audit Committee shall be elected at the Annual General Meeting for a term of 2 years and be comprised of three (3) members, who are not Members of the Board or employees of the Congress.

### b. **Duties**

1. In accordance with the Act, the Audit Committee shall review the financial statements of the Congress before they are approved by the Board and thereafter presented to the Members at the annual Meeting of Members. In carrying out its duties, the Audit Committee shall satisfy itself that:
  2. The financial statements present fairly the financial position and results of operations.
  3. There are adequate procedures for the timely preparation and review of the interim statements and other financial information.
  4. There are adequate internal management and financial information systems.

### c. **Chair**

The members of the Audit Committee shall elect by Ordinary Resolution the chair from amongst themselves, which chair shall serve a two (2) year term of office. The chair of the Audit Committee shall have the right to receive notification of and to attend all meetings of the Board Members as a non-member thereof without the right to vote, save and except when the Board enters into in camera sessions at its meetings in accordance with Section 5.15.

## 11.03 **Honorary Distinctions Committee**

### a. **Establishment, Composition and Appointment**

There shall be an Honorary Distinctions Committee to be comprised of the Chair together with two (2) additional persons and two (2) alternates who are each members of the Board at the time of their election and are elected by the Members of the Board, in any even-numbered year, at its meeting held the day before the annual Meeting of Members in such year. A person elected to service on the Honorary Distinctions Committee remains a Committee Member of the said Committee until the end of the



Committee's term, notwithstanding that he may cease to be a member of the CPC Council during the said term.

b. Duties

The Honorary Distinctions Committee is responsible for reviewing nominations and selecting or approving recipients of such honorary awards and distinctions as may be established by the Members or the Board, in accordance with the criteria prescribed by the Members or the Board, as the case may be. The conferring of such honorary awards or distinctions shall be done by the President or as authorized by the Members or in the case of an award established by the Board from time to time.

c. Term and Maximum Term

The term of office of an Honorary Distinctions Committee Member shall be two (2) years, which term shall run concurrently with the term of office of the Members of the Board. The term of office of an Honorary Distinctions Committee Member shall commence as of the close of business of the Members of the Board meeting at which he was elected. There shall be no maximum term of office for an Honorary Distinctions Committee Member.

d. Removal

Any member of the Honorary Distinctions Committee may be removed for failing to carry out his responsibilities by an Ordinary Resolution of the CPC or the Members duly called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the Honorary Distinctions Committee shall be filled by an appointment by the Members of the Board

#### 11.04 **Dispute Resolution Committee**

##### Establishment, Composition and Appointment

The Dispute Resolution Committee shall be comprised of a chair, together with three (3) additional members. The chair, the three (3) additional Committee Members shall be elected by the Executive and Members of the Board when required at any ordinary meeting of Members.

The Dispute Resolution Committee is responsible for resolution of any disputed matters which may arise either within and/or otherwise involve the Congress as set out below:

- (i) between two or more Members;

- (ii) between a Member and a governance body of the Congress;
- (iii) between two governance bodies within the Congress, save and except for the Members and the Dispute Resolution Committee; and

The Dispute Resolution Committee shall review such matters as are submitted to it by a Member or by a governance body within the Congress, and may make recommendations related to the resolution of such matters to the Board or to a Meeting of Members. The processes to be followed by the Dispute Resolution Committee in carrying out its above-referenced duties shall be set out in Policies to be put in place by the Members from time to time.

The Dispute Resolutions Committee shall not review complaints or matters that are related solely to the internal operations or administration of a Member, or that are within the sole discretion of another governance body of the Congress pursuant to this By-law.

#### Term and Maximum Term

The term of office of a Dispute Resolution Committee Member shall be effective only for the duration of the resolution of the dispute. The term of office of a Dispute Resolution Committee Member shall commence as of the close of business of the Meeting of Members at which it was elected by the Executive and Members of the Board. The Committee term expires after resolution of the dispute.

#### Removal

Any member of the Dispute Resolution Committee may be removed for failing to carry out his responsibilities by an Ordinary Resolution of the Members at a Meeting of Members duly called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the Dispute Resolution Committee shall be filled by an appointment by the Members.

## **SECTION XII GENERAL**

### 12.01 Registered Office

The registered office of the Congress shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. Members of the Board may change the registered office to another place within the province or territory specified in the Articles.

#### 12.02 **Corporate Seal**

The Congress may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the General Secretary of the Congress shall be the custodian of the corporate seal.

#### 12.03 **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Congress may be signed by any two (2) of its Members of the board. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Member of the Board may certify a copy of any instrument, resolution, By-law or other document of the Congress to be a true copy thereof.

#### 12.04 **Policies**

The Board may adopt, amend, or repeal such Policies that are not inconsistent with By-laws of the Congress relating to the management and operation of the Congress as the Board may deem appropriate from time to time. Prior to adopting, amending or repealing a Policy, the Board shall consult Any Policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

#### 12.05 **Use of Polish, English and French Languages**

Meetings of Members, may be held in Polish and/or English and/or French, as the individuals present may determine, provided that all motions in relation to changes to the Governing Documents of the Congress and all documents required by the Act, Regulations or the Governing Documents shall be prepared and presented in English, or alternatively in French in the case of Districts and District Executive Boards located in the Province of Quebec.

### **SECTION XIII FINANCIAL MATTERS**

#### 13.01 **Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Congress shall be the 31<sup>st</sup> day of December in each year.

#### 13.02 **Banking Arrangements**

The banking business of the Congress shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2)

Members of the Board of the Congress and/or other persons as the Board may from time to time designate, direct or authorize.

### 13.03 **Annual Financial Statements**

The Congress shall send copies (electronic or mail) of the annual financial statements and other documents referred to between seven (7) to (14) fourteen days before the day on which an annual Meeting of Members is held.

## **SECTION XIV NOTICES**

### 14.01 **Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, member of a Committee of the Board, or the Public Accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Congress or in the case of notice to a Member of the Board to the latest address as shown in the last notice that was filed by the Congress in accordance with the Act and received by Corporations Canada; or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. The secretary may change or cause to be changed the recorded address of any Member, Public Accountant, or member of a Committee of the Board in accordance with any information believed by the General Secretary to be reliable. The declaration by the General Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Member of the Board of the Congress to any

notice or other document to be given by the Congress may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### 14.02 **Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

#### 14.03 **Undelivered Notices**

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Congress shall not be required to give any further notices to such Member until such Member informs the Congress in writing of his or her new address.

#### 14.04 **Omissions and Errors**

The accidental omission to give any notice to any Executive or Member of the Board, member of a Committee or the non-receipt of any notice by any such person where the Congress has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION XV AMENDMENTS**

#### 15.01 **Amendment of Articles**

The Articles of the Congress may only be amended if the amendment is sanctioned by Special Resolution at a Meeting of Members called for the purpose of considering the said amendment, provided that notice of such Meeting of Members shall, in addition to the notice provisions for Meeting of Members set out in this By-law, be given two (2) month prior to such Meeting of Members and provided further that the notice shall state the proposed amendment and the purpose thereof. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

#### 15.02 **Amendment of By-laws**

The Board may from time to time enact By-laws relating in any way to the Congress or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution at a Meeting of Members called for the purpose of considering the said amendment, provided that notice of such Meeting of Members shall, in addition to the notice provisions for Meeting of

Members set out in this By-law, be given two (2) months prior to such Meeting of Members and provided further that the notice shall state the proposed amendment and the purpose thereof. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

**SECTION XVI  
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

**17.01 Repeal of Former General Operating By-law**

- a. General Operating By-law No. 9 is hereby repealed and replaced by General Operating By-law herein effective immediately upon the issuance of certificate of continuance by the Federal Government under the *Canada Not-for-Profit Corporations Act*.
- b. The said repeal of By-law No. 9 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Members of the Board and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

**AMENDMENTS Section 2.08a, 2.08b, 8.02e ENACTED** at the annual elections meeting of the Canadian Polish Congress MB District on January 24<sup>th</sup>, 2017.

President: Grazyna Galezowski      *Grazyna Galezowski*

Vice President: Joasia Ksizek      *Joasia Ksizek*

**CONFIRMED** by the Members of the Canadian Polish Congress MB District on the 24<sup>th</sup> day of January, 2017.