

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

GENERAL BY-LAWS

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

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SECTION 1. GENERAL

1.1. NAME

The name of the association is:

ASSOCIATION OF POLISH ENGINEERS IN CANADA

ASSOCIATION DES INGENIEURS POLONAIS AU CANADA

hereafter called "the Association".

The following is the name of the Association translated into Polish:

STOWARZYSZENIE INZYNIEROW POLSKICH W KANADZIE

1.2. FOUNDERS

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

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

1.3. OBJECTIVES

The objectives of the Association shall be:

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

1.3.1. To attain its objectives the Association shall:

- a) Design and carry out suitable programs, courses, lectures, seminars, etc.
- b) Maintain contact with and co-operate with kindred organizations in Canada and abroad.
- c) Publish a periodical, bulletin or other publication serving the needs of the members and the Association as a whole.

1.4. HEAD OFFICE

The Head Office of the Association shall be in the City of Toronto, Province of Ontario.

1.5. SEAL

1.5.1. The seal of the Association shall be in such form as shall be prescribed by the Board of Directors and shall show the words:

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

1.5.2. The seal shall be kept by the President of the Association.

1.6. FISCAL YEAR

1.6.1. The fiscal year of the Association covers twelve months.

1.6.2. The fiscal year end of the Association shall be determined by the board of directors.

1.7. PUBLIC ACCOUNTANT

The appointment, rights and duties of the Public Accountant of the Association shall be regulated by Canada Not-for-profit Corporations Act.

1.8. FINANCIAL CONTROL

1.8.1. The Board of Directors shall determine the official depository or depositories.

1.8.2. In case of the inability of persons designated to sign cheques or perform their functions, the Board of Directors shall designate those who shall act as substitutes.

1.8.3. The Treasurer shall be bonded in such amount as the Association may determine and in the absence of any such determination by the Association, then in such amount as the Board of Directors may deem advisable.

1.8.4. At least once in every fiscal period the accounts of the Association shall be examined and the correctness of the statement of income and expenditures and of the balance sheets shall be ascertained by auditors or by The Audit Committee.

1.8.5. The Board of Directors or the Head Executive Board shall have no control over the financial matters of the Branches of the Association.

1.9. BANKING ARRANGEMENT

The Association shall open an account in such bank or banks or trust companies or with such bankers as the Board of Directors may approve. All funds of the Association shall be deposited in said account.

SECTION 2. MEMBERSHIP

2.1. CLASSES OF MEMBERSHIP

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

- a. Voting members
 - i. Persons who have graduated from a school of engineering recognized by the Board of Directors, or who are members of an institute or association whose membership qualifications are recognized by the Board of Directors;
 - ii. Persons with at least high school education, who are associated with engineering in the pursuit of a common technical activity.
- b. Sustaining Members
Associations, Corporations and all other persons who do not meet the requirements or who are not interested in becoming voting members, and who desire to support the Association are eligible to be Sustaining Members. Sustaining Members are non-voting members.
- c. Honorary Members
Honorary membership may be awarded by the Association in recognition of special services to the association or special services in the promotion of its objectives. Honorary Members shall be elected by majority vote at the GM upon motion of the Board of Directors, moved after previous consultation with the Councils of the Branches. Honorary Members are non-voting members.

2.2. ADMISSION TO MEMBERSHIP

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

2.3. TERMINATION OF MEMBERSHIP

- 2.3.1. Membership in the Association shall terminate:
 - a) On a written resignation by a member;
 - b) On the failure to pay membership fees as prescribed by the Board of

Directors;

- c) In case of an action unworthy of the dignity of a member of the Association, by resolution of the Board as recommended by the Ethics Committee.

2.3.2. In case referred to in 2.3.1 c) , such member has a right to appeal the resolution of the Board of Directors to the General Meeting of members which may reinstate him.

SECTION 3. MEETINGS OF MEMBERS

3.1. ANNUAL GENERAL MEETING

3.1.1. The General Meeting of the Association shall be held annually, called by the Board of Directors.

3.1.2. The Annual General Meeting (AGM) shall:

- a) Consider the report of the Board of Directors, Head Executive Board and receive tabled reports from the branches;
- b) Consider the report of the Auditing Committee;
- c) Accept or reject the report of the Board of Directors;
- d) Vote budget, admission and annual fees, if required;
- e) Every second year elect the President and other members of the Board of Directors and Officers for a two year term of office;
- f) Elect members Ethics Committee for a two year term of office;
- g) Appoint public accountants for the next year, if required;
- h) Accept the business plan for the next year;
- i) Consider motions and miscellaneous business.

3.2. SPECIAL GENERAL MEETING

3.2.1. A Special General Meeting of the Members shall be called by the Board of Directors:

- a) by the resolution of the Board of Directors;
- b) upon a written request by at least 5% of the voting members of the Association;

- c) upon request of the Audit Committee.

3.3. NOMINATION FOR DIRECTORS

- 3.3.1. Six months before the AGM the Board of Directors shall appoint from among the members of the Association a three (3) member Nomination Committee.
- 3.3.2. The Nominating Committee shall send out a notice to all members of the Association soliciting nominations for candidates for: Directors and Officers including the position of President, Audit Committee members, members of the Ethics Committee.
- 3.3.3. The Nominating Committee shall review all received proposals and prepare a list of candidates for the following:
 - a) Five (5) positions of Directors, members of the Board of Directors;
 - b) Four (4) positions of Director Officers including the position of President;
 - c) One (1) Branch representative Director for each Branch of the Association;
 - d) Three (3) positions of Audit Committee, its Chair and alternates;
 - e) Five (5) positions of Ethics Committee.
- 3.3.4. The list of candidates may be appended at the General Meeting with additional nomination form the floor.

3.4. NOTICE OF MEETING

- 3.4.1. Notice of the time and place of the meeting shall be sent by the Board of Directors to members and to the Councils of Branches not later than two months before the GM and two weeks before a Special General Meeting.
- 3.4.2. The Councils of the Branches shall promptly notify its members.
- 3.4.3. Members shall be notified by one or more of the following methods:
 - a) sending the notice by prepaid mail to the recorded address of the member; or
 - b) sending the notice by electronic mail to the recorded electronic address of the member; or
 - c) publishing the notice on Association web-site.
- 3.4.4. The order of business of the meeting shall be furnished to the members and Councils of the branches not later than four weeks before the GM, and not later than two weeks before a Special General Meeting.

3.4.5. AT the General Meeting, Members shall revise if required, and approve the meeting agenda.

3.5. ORGANIZATION OF A GENERAL MEETING

3.5.1. Any member of the Association may be present at the General Meeting.

3.5.2. Any voting member may vote at the AGM in person or by proxy submitted in writing.

3.5.3. Voting members may be represented by proxy. One voting member may not represent more than 4 other members by proxy.

3.5.4. A meeting of the members of a Branch located outside the city where the GM is held may empower in writing voting members as delegates of the Branch. Each delegate may represent up to 25 voting members present in person or by proxy at the Branch meeting.

3.5.5. A Verification Committee shall be established at the GM consisting of one member of the Board of Directors and one delegate of each Branch. The Verification Committee shall review and endorse all proxies.

3.5.6. All proxies shall be received by the Verification Committee before the opening of the meeting.

3.5.7. The Verification Committee shall establish the number of votes present at the Meeting and shall verify the presence or lack of a quorum.

3.5.8. A Scrutiniser Committee of three active members shall be established to count votes.

3.5.9. The Chairman of the Board shall open the meeting. The first order of business shall be the selection by those present of a chair person and recording secretary for the meeting.

3.6. QUORUM

3.6.1. A quorum, constituted by twenty-five percent of all voting members being present in person or by proxy, is required at the opening of a General Meeting, and for the election of Directors, even if the quorum is not present throughout the General Meeting.

3.6.2. If a quorum is not present the meeting shall be rescheduled.

3.6.3. No quorum is required at a rescheduled meeting. The opening time of a rescheduled meeting shall be no less than half an hour later than the time announced of the general meeting.

3.7. VOTING AT GM

3.7.1. Voting shall be by show of hands, except if a ballot is demanded by a member entitled to vote at the meeting.

3.7.2. A member may demand a ballot either before or after any vote by show of hands.

3.8. MINUTES

3.8.1. Minutes of an AGM or General Meeting shall be circulated to the Board of Directors no later than 30 days following the meeting.

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

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

SECTION 4. BOARD OF DIRECTORS

4.1. GOVERNING BODY

The governing body of the Association is the Board of Directors.

4.2. SIZE AND ELECTION

4.2.1. The Board of Directors shall consists of

a) Four (4) elected Officer-Directors

b) Five (5) elected -Directors

c) One (1) elected Branch representative Director for each Branch of the Association

d) Three (3) elected Directors designated as Audit Committee members.

4.2.2. The Directors, each of whom shall be a member of the Association, are elected at the General Meeting for a two-years term.

4.3. QUALIFICATIONS OF DIRECTORS

The following persons are disqualified from being a director of a corporation:

- a) anyone who is less than 18 years of age;
- b) anyone who is a member of the Association for less than 2 years;
- c) anyone who has been declared incapable by a court in Canada or in another country;
- d) a person who is not an individual; and
- e) a person who has the status of a bankrupt.

4.4. APPOINTMENT OF DIRECTORS

4.4.1. The directors may appoint one or more additional directors between annual meetings, up to the maximum number of directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.

4.5. REMOVAL OF DIRECTORS

- 4.5.1. The members of the Association may by ordinary resolution at a special meeting remove any director or directors from office.
- 4.5.2. A director elected by the members of the Association may only be removed by an ordinary resolution of those members.

4.6. POWERS OF DIRECTORS

- 4.6.1. The Directors shall manage or supervise the management of all the activities and affairs of the Association.
- 4.6.2. The Board of Directors shall delegate some of their powers to the Head Executive Board Officers.

4.7. FIRST MEETING

4.7.1. The newly elected members of the Board shall meet immediately after the close of the General Meeting and shall elect the following positions on the Board if there is a quorum:

- a) Chairman of The Board;
- b) Vice-chairman;
- c) Board Secretary.

4.7.2. Half of all elected Directors shall constitute a quorum

4.8. VALID MEETING

Any meeting of Directors, at which a quorum is present, shall be competent to exercise all or any of the authorities, power and discretions by or under the By-Laws of the Association for the time being vested in or exercisable by the Directors generally.

4.9. VALIDITY OF ACTIONS

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

4.10. REGULAR MEETINGS

There shall be at least two regular meetings of the Board of Directors each year, such meetings to be held at a time and place determined by the Board. All member of the Board shall be notified about said meeting with at least two weeks notice.

4.11. PARTICIPATION

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

4.12. VOTING

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

4.13. NO PROXIES

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

4.14. OTHER PARTICIPANTS

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

4.14.2. The Chairmen or Vice-Chairmen of branches may be present and participate in the activities of the Board of Directors on all matters concerning their respective branches - without a right to vote.

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

4.15. NOTICE OF SPECIAL MEETING

Special Meetings of the Board may be called at any time by the Chairmen and must be called if the Chairman receives a request from a majority of Board members. Notice specifying the place, day and hour of such Meeting shall be served to each of the Directors at least one (1) full day prior to the date fixed for such meeting.

4.16. NOTICE WAIVED

Special Meetings of the Board of Directors may be held at any time and place for any purpose without notice, when all of the Directors are present in person, or when all the Directors not present shall have, in writing, waived notice of the holding of any such meeting. All or any of the Directors may waive notice of any meeting either before or after the meeting is held.

4.17. COMMITTEE OF DIRECTORS

The Board may appoint a special committee of directors, however designated, and delegate to such committee any of the powers as set out by the Board except those which pertain to items which, under the Act, a committee of directors has no authority to exercise.

4.18. AUDIT COMMITTEE

4.18.1. The Board shall appoint, from among its members, not being Officers of the

Association, an Audit Comment composed of at least three directors.

- 4.18.2. The Audit Committee shall examine the activities of the Head Executive Board and safeguard the correct application of the charter and By-Laws both by the Head Executive Board and by the Councils of the Branches.

SECTION 5. OFFICERS

5.1. EXECUTIVE OFFICERS

- 5.1.1. The Executive Officers shall be members of the Head Executive Board
- 5.1.2. The Head Executive Board shall manage all activities and affairs of the Association

5.2. HEAD EXECUTIVE BOARD

- 5.2.1. The Head Executive Board of the Association shall consists of:
 - a) the President,
 - b) First Vice-President,
 - c) Secretary
 - d) Treasurer.
 - e) Seven to nine (3 - 9) officers nominated by the Board of Directors
- 5.2.2. The President, First Vice-President, Secretary, and treasurer, shall be Directors of the Association elected at the AGM
- 5.2.3. Positions of the President, First Vice-President, Secretary, and treasurer, can be held by the Chairman, Vice-Chairman and Board Secretary respectively.
- 5.2.4. Officers nominated by The Board of Directors shall be members of the Association

5.3. OTHER OFFICERS

There may also be appointed other Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other Officers as the Board of Directors may from time to time deem necessary. Such Officers shall respectively perform such duties in addition to those specified in these By-Laws as from time to time shall be prescribed by the Board of Directors. The same person may hold more than one office in the Association but the President and

Treasurer of the Association shall not be members of a Council of a Branch.

5.4. THE PRESIDENT

The President shall be the Chief Executive Officer of the Association and shall exercise general control of and supervision over its affairs. He shall be an ex-officio member of all standing and special committees. He shall have such power and duties as the Board of Directors may from time to time determine.

5.5. VICE- PRESIDENT

The First Vice-President shall be chosen from among the Directors and shall have such powers and perform such duties as may be assigned to him by the Board of Directors. In case of absence or disability of the President, the First Vice-President shall exercise the powers and perform the duties of the President.

5.6. THE SECRETARY

5.6.1. The Secretary shall be chosen from among the Directors.

5.6.2. The Secretary shall:

- a) have charge and custody and be responsible for the keeping of books of account, preparing returns, etc.;
- b) keep an accurate record of the membership of the Association;
- c) attend to the giving and service of all notices of the Association;
- d) keep the minutes of all meetings of the members and of the Board of Directors in a book or books to be kept for that purpose;
- e) have charge of the records of the Association together with copies of all reports made by the Association and such other books and papers as the Board may direct;
- f) prepare and file and shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Association;

5.6.3. He shall perform all the acts incident to the office of Secretary.

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

5.7. THE TREASURER

5.7.1. The Treasurer shall have general charge of the finances of the Head Executive Board of the Association.

5.7.2. The Treasure shall:

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

5.8. REMOVAL OF OFFICERS

The Board of Directors, by an affirmative vote of the majority of the Board, may remove any or all of the Officers either with or without cause at any meeting called for that purpose and may elect and appoint others in their place or places.

5.9. OFFICERS REMUNERATION

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

5.10. MEETINGS OF THE HEAD EXECUTIVE BOARD

5.10.1. Meetings of the Executive shall be held on a regular basis and as required by circumstances.

5.10.2. At least seven days notice shall be provided to members of the Executive of a meeting

5.10.3. Minutes shall be recorded of all meetings

5.11. SIGNING OF DOCUMENTS

Documents involving obligations of the Association and documents sealed with the seal of the Association shall be signed by the President or First Vice-President and a second member of the Board. Cheques and other documents ordering payment from the funds of the Association shall be signed by two persons authorized by the Board.

5.12. LEGAL REPRESENTATION

The President, First Vice-President, Secretary or Treasurer, General Counsel or any of them are authorized and empowered to appear and make answer for the Association to all writs, orders and interrogatories upon articulated facts issued out of any Court and to declare for

and on behalf of the Association any answers to writs of attachment by way of garnishment in which the Association therewith or in any connection with any and all judicial proceedings to which the Association is a party and to make demands of abandonment or petition for winding up or bankruptcy orders upon any debtor of the Association and to attend and to vote at all meetings of creditors of the Association's debtors and grant proxies in connection therewith.

5.13. CLERICAL PERSONNEL

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

SECTION 6. BRANCHES OF THE ASSOCIATION

6.1. FORMATION OF BRANCHES

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

6.2. COUNCIL OF A BRANCH

The governing body of any Branch is a Council of the Branch.

6.3. COMPOSITION OF BRANCH COUNCIL

The Council of the Branch is composed of the:

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

6.4. FEES

Branches shall pay a fee to the Head Office for each of its members, the amount determined

at the GM of the members. Each member shall pay annual fees to the Branch as determined by the General Meeting of the Branch. Each Branch has the right to collect admission fees.

6.5. BRANCH GENERAL MEETING

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

6.6. BRANCH GENERAL MEETING BUSINESS

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

- a) Report of the activities of the previous year;
- b) Report of the Audit Committee of the Branch;
- c) Acceptance or rejection of the report of the last Council of the Branch;
- d) Vote on the budget of the Branch;
- e) Election of the members of the Branch Council;
- f) Election of the Audit Committee composed of three voting members of the Branch;
- g) Motions.

6.7. SPECIAL GENERAL MEETING OF THE BRANCH

A Special General Meeting shall be called by the Council of the Branch;

- a) On the Branch Council's initiative;
- b) Upon written request by at least 5 % of the voting members of the Branch;
- c) Upon request of the Board of Directors;
- d) Upon request of the Audit Committee.

6.8. AFFILIATION OF KINDRED GROUPS

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

6.9. DISSOLUTION OF THE BRANCH

6.9.1. The Branch shall be dissolved:

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

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

SECTION 7. FUNDAMENTAL CHANGES, DISSOLUTION

7.1. AMENDMENTS OF BY-LAWS

7.1.1. These By-Laws may be amended by a majority vote of the Members present at an AGM or Special Meeting provided written notice of the proposed action has been given each member at least two weeks before such meeting.

7.1.2. The Board of Directors shall include motions concerning amendments to the By-Laws in the order of business of a GM of the members

- a) whether arising from the request of the GM; or
- b) on its own initiative; or
- c) upon written request of at least 5% of the voting members of the Association.

7.2. SURRENDER OF THE CHARTER

7.2.1. The GM or Special Meeting may, by a majority of two-thirds of those members having Member status present or represented, apply for the surrender of the Charter, provided that at least fifty percent of the members are present in person or by proxy at such a meeting.

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

7.3. TRANSFER OF ASSETS

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