



**POLISH INSTITUTE OF ARTS AND SCIENCES IN CANADA AND THE POLISH
LIBRARY – L'INSTITUT POLONAI DES ARTS ET DES SCIENCES AU CANADA
ET LA BIBLIOTHÈQUE POLONAISE**

GENERAL OPERATING BY-LAW
(Under the *Canada Not-for-Profit Corporations Act*)

GENERAL OPERATING BY-LAW

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

**POLISH INSTITUTE OF ARTS AND SCIENCES IN CANADA AND THE POLISH
LIBRARY – L’INSTITUT POLONAIS DES ARTS ET DES SCIENCES AU CANADA
ET LA BIBLIOTHEQUE POLONAISE**

(a federal corporation)
(the "Corporation")

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SECTION 1

GENERAL

1.01 Definitions

In this By-law and all other By-Laws and resolutions of the Corporation, 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.
- (b) "Annual Meeting" means an annual meeting of the Members of the Corporation, held during the interval described in section 6.01.
- (c) "Articles" means the original or restated articles of incorporation or articles of amendment of the Corporation.
- (d) "By-law" or "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Board" or "Board of Directors" means the board of directors of the Corporation as defined in section 8.01.
- (f) "Board Meetings" means any meetings of the Board of Directors of the Corporation.
- (g) "Chairman" means the Chairman of the Board of Directors, elected by Members of the Corporation, as defined in section 10.02 a.

(h) "Corporation" means the Polish Institute of Arts and Sciences in Canada and the Polish Library, a federal corporation working to fulfill its Purposes

(i) "Director of Library" means the Head of the Library, elected by Board of Directors, as defined in section 10.02 d.

(j) "General Secretary" means the General Secretary of the Corporation, elected by the Board of Directors, as defined in section 10.02b.

(k) "Library" refers to the Polish Library.

(l) "Meeting" or "Meeting of Members" means any annual or special meetings of the Members as set out in this By-Law.

(m) "Member" means a member of the Corporation.

(n) "Nominating Committee" means the Nominating Committee of the Corporation, in charge of presenting a list of candidates eligible to be Members of the Board and the Chairman, as described in sections 8.01 and 8.05.

(o) "Officer" means an officer of the Corporation, as defined in Section 10.01 of this By-law.

(p) "Ordinary Resolution" means a resolution passed by a simple majority (50%+1) of the votes cast on that resolution.

(q) "Public Accountant" means the public accountant appointed to audit the financial statements of the Corporation in accordance with the Act and this By-Law.

(r) "Purposes" means the purposes of the Corporation set out in the Articles, to which all Directors, Officers and Members are required to adhere.

(s) "Qualifying Committee" means the committee charged with the reviewing and assessing applications for membership, as further described in Section 5.

(t) "Section" means a section of this By-law.

(u) "Special Meeting" is a Meeting of the Members of the Corporation, held for the purpose of dealing with a well-defined and specified urgent agenda, called in the manner described in section 6.03.

(v) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution

(w) "Treasurer" means the Treasurer of the Corporation, elected by the Board of Directors, as defined in section 10.02c.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa and words in one gender include both genders.

Other than specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

In such a case or if the present by-law is silent, the Canada Not-for-profit Corporations Act will prevail.

SECTION 2

HEADQUARTERS

The headquarters of the Corporation are in the city of Montreal.

SECTION 3

PURPOSES AND ACTIVITIES

The purposes and activities of the Corporation are as follows:

- (a) To maintain, develop and promote Polish culture and scholarly research and education, particularly in the field of history, literature and arts; to spread knowledge of Poland and her culture in Canada;
- (b) To appropriately assist Canadian and Polish scholars, research workers, writers and artists;
- (c) To maintain and develop the Library as a public library for the benefit of the entire community;
- (d) To maintain and develop the Library as an academic library affiliated with McGill University, for the benefit of the entire Canadian research community;
- (e) To facilitate the contact between Canadian and Polish scholars;
- (f) To maintain art and other collections, and the archives of the Corporation;
- (g) To maintain a research center specializing in Central and Eastern European studies;
- (h) To organize public lectures, conferences, exhibitions and concerts.
- (i) To foster Polish-Canadian cooperation and maintain constructive relationships with other ethnic communities.

SECTION 4

REGIONAL SECTIONS

4.01 Opening and closing of regional sections

Regional sections may be established, upon the decision of the Board of Directors of the Corporation, to advance the purposes of the Corporation in specific geographic areas.

Regional sections must conform to the By laws and the Articles of the Corporation.

The Board of Directors may close any regional section in the case of non-compliance with the Corporation By laws, inactivity or any other reason supported by the vote of 2/3 of its members.

4.02 Regional Sections are overseen by the Board of Directors

Regional Sections are integral parts of the Corporation and conduct activities consistent with the general aims and purposes of the Corporation.

Regional sections must coordinate their administrative affairs with the Corporation's Board of Directors.

The Board of Directors shall oversee the financial affairs of the Regional Section in order to ascertain that Canadian financial regulations are followed and the non-profit, registered charity status of the Corporation is not jeopardized.

4.03 Express approval needed

Regional Sections shall not affiliate, negotiate or conduct relations with outside groups and/or organizations, make public pronouncements in the press or elsewhere without the prior, express approval of the Board of Directors.

SECTION 5

MEMBERS

5.01 Conditions for Membership

Members of the Corporation and candidates for membership shall:

- (A) hold a degree of an institution of higher learning;
- (B) have recognized accomplishments in the field of arts, science, technology, or education
- (C) have significantly contributed to the maintenance or popularization of Polish culture.

The Board of Directors may waive any of these qualifications in individual cases.

5.02 Admission to Membership

The prospective member must submit to the Board of Directors a written application, endorsed by two Members of the Corporation.

The application must then be approved by the Qualifying Committee, and the Board of Directors must lend its support by a majority of two thirds, for the prospective member to be admitted.

The new member and the endorsing members shall be advised, in writing, as to the decision of the Board of Directors.

5.03 Annual Dues

The annual dues of members of the Corporation shall be for such amounts as may be determined each year by its Board of Directors and approved by an Ordinary Resolution at the following Annual Meeting or Special Meeting of Members of the Corporation.

Members shall be notified in writing of the membership fees payable by them in the applicable year.

The Board of Directors may, for valid reason, waive the payment of dues for any member.

5.04 Termination of Membership

The Board of Directors may terminate a membership for good and sufficient cause. Such a decision must be approved by a Resolution supported by a majority of two-third at the following Annual or Special Meeting of Members of the Corporation.

The following reasons are deemed to be good and sufficient cause;

- a) The member acts in a matter that is inconsistent and contrary to the policies and Purposes of the Corporation, as defined in the Articles and By-laws.
- b) The member misappropriates the name and logo of the Corporation.
- c) The member acts in a way recognized as being derogatory to the good name of the Corporation.
- d) These reasons are not exhaustive.

5.05 Honorary Members of the Corporation

The Board of Directors may elect honorary Members of the Corporation by a Special Resolution adopted by a majority of two thirds of Members of the Board, provided that notice of the nomination for election is given to the Members of the Board no less than ten (10) days prior to the date of the meeting.

5.06 Patron or Donor Titles of the Corporation

The Board of Directors may at its discretion confer the title of Patron or Donor upon an individual or institution. The Board will determine the extent of privileges granted to them.

5.07 Resignation of Membership

Any Member, including any Director of the Board, may resign from membership by giving notice in writing to the Chairman of the Board of Directors or, in his/her absence, to the Vice-Chairman.

No resignation shall relieve any Member from his/her obligation to pay any dues or any other amounts then owing and unpaid.

5.08 Unpaid Dues

If a Member has not paid annual dues for two (2) consecutive years, and there are no known and adequate reasons, then the membership is suspended, subject to reinstatement after payment of outstanding dues.

If circumstances warrant and/or if so requested, the Board of Directors, at its discretion, may extend the two years limit, or reduce dues, in individual cases.

When dues are not paid for three (3) consecutive years, membership is automatically revoked.

SECTION 6

MEETINGS OF MEMBERS

6.01 Annual Meetings

The Annual Meeting of Members of the Corporation shall be held between the 15th of March and the 31st of May of each year, at a place and time to be determined by the Board of Directors.

6.02 Purpose of the Annual Meeting

The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting.

It shall also be held for the purpose of electing Directors, appointing the Public Accountant and transacting other business as may properly be brought before the meeting or is required under the Act.

At the Annual Meeting at which the Directors are to be elected, members shall elect Directors and the Chairman of the Board of the Corporation, and at every General Meeting they shall receive and act upon the annual report of the Board of Directors; shall discuss and approve the budget and general plan of activities; and shall take such other action as may properly come before General Meeting pursuant to law and to the By-Laws of the Corporation.

6.03 Special Meetings

A Special Meeting must be called by the Board of Directors, upon the written request of at least twenty (20) Members of the Corporation who have acquitted their Membership dues, for the purpose of dealing with a well defined and specified urgent agenda.

6.04 Notice of a Meeting

Notice of the time, place and purpose of a Meeting of the Members, Annual or Special, shall be in writing. The notice shall be mailed to all members of the Corporation by regular mail or delivered personally, to the address of each Member as it appears in the books, not less than twenty-one (21) days prior to the date of the Meeting.

Notice of a Meeting may also be communicated by e-mail or other electronic communication 21 days before the Meeting.

A non-electronic option is available to Members requesting a non-electronic copy of the notice of the Meeting.

Biographic summaries of candidates for the Office of Chairman and the Directors shall either be sent with the Notice of the Meeting or submitted at the Meeting.

The Notice of the Meeting shall include the names of members of the Nominating Committee.

6.05 Omissions and Errors in a Notice

The accidental omission to give notice to any Member, Director, Officer or Public accountant, or the non-receipt of any notice where the Corporation has provided notice in accordance with the by-laws shall not invalidate any action taken at any Meeting to which the notice pertained or otherwise founded on such notice.

Any error on any notice not affecting its substance shall not invalidate any action taken at a Meeting.

6.06 Attendance by Proxy

Attendance of Members by proxy, in writing, is permitted. Proxy may be given only to another Member of the Corporation. No member may act as proxy for more than three other Members.

SECTION 7

VOTING AT MEETINGS OF MEMBERS

7.01 Chairman of the Meeting

Every Meeting, Annual or Special, must elect a Chairman of the Meeting. His responsibility is to preside over the Meeting and designate a Member to take the minutes of the Meeting. Any Member may be elected as Chairman of the Meeting, except for Meetings during which the Chairman of the Board is elected, in which case no Member of the Board can be elected as Chairman of that Meeting.

7.02 Vote Counting Committee

Every Meeting, Annual or Special, must elect a Vote Counting Committee.

The Vote Counting Committee is composed of three Members present at the Meeting.

The Vote Counting Committee is responsible for verifying proxies, counting votes and seeing that all Members are eligible to vote.

7.03 Right to Vote

Only Members of the Corporation who have acquitted their dues, or Members with respect to whom the payment of dues was waived by the Board of Directors, are entitled to vote at Meetings of Members of the Corporation.

7.04 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.

A declaration by the Chairman of the Meeting as to whether or not the question or motion has been approved, and a corresponding entry to that effect in the minutes of the Meeting, shall be evidence of the fact.

7.05 Equality of Votes

In the case of an equality of votes, the Chairman of the Meeting shall have a second and deciding vote.

7.06 Quorum

Fifteen (15) voting Members of the Corporation shall constitute a quorum for all Annual and Special Meetings.

If the number of Members of the Corporation shall be thirty (30) or less the quorum for Annual and Special Meetings shall be the majority, rounded off to the nearest whole number.

SECTION 8

THE BOARD OF DIRECTORS

The Board of Directors, headed by its Chairman, shall direct all current activities of the Corporation, including the Library, archives, collections, supervise bookkeeping, decide on expenditures within the limits of the budget, accept gifts and bequests, make decisions upon all other financial matters, prepare the budget and a yearly report of the Corporation's activities and plans for the succeeding year.

8.01 The Composition of the Board

The Board shall consist of the following:

- i. The Chairman of the Board, elected in a separate ballot from that of the other members of the Board;
- ii. Five (5) to ten (10) Members of the Board elected from a list of candidates presented by the Nominating Committee of the Corporation and/or from among candidates nominated from the Members present at the Annual Meeting;

If number of candidates nominated for Membership on the Board of Directors exceeds the number of openings for the positions, the candidates obtaining most votes will be the ones elected.

Regardless of the candidates proposed by the Nominating Committee, each Member present at the Meeting may propose other candidates for the Board of Directors and for the Office of Chairman.

8.02 Lifetime Member of the Board

In addition, one (1) person who renders exceptional meritorious services to the Corporation, may be elected a lifetime member of the Board, at an Annual Meeting by the Members of the Corporation.

8.03 The Term

The Board of Directors and the Chairman of the Board of Directors are elected at the Annual Meeting by the Members of the Corporation, for a three (3) year term.

8.05 The Nominating Committee

The members of the Nominating Committee are appointed by the Board of Directors from amongst the Members of the Corporation, before the Annual Meeting of Members at which members of Board of Directors and Chairman are to be elected.

The names of the members of the Nominating Committee are sent out to all the Members of the Corporation, along with the Notice of the Meeting, as specified in section 6.04.

SECTION 9

MEETINGS OF DIRECTORS

9.01 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of votes cast on the question. If the vote is split evenly and if the Chairman of the Board is present and so chooses, the Chairman's vote shall prevail.

The act of the majority of Directors present at duly assembled Meeting of the Board shall be an act of the Board.

9.02 Quorum at Board Meetings

If the Board consists of ten (10) or more persons, including the Chairman of the Board, then the required quorum at Board Meetings will be six (6) persons.

Should the number of persons who are members of the Board be less than ten (10) then the required quorum will consist of the nearest whole number from among half of the consisting membership of the Board.

9.03 Vacancy in the Office of Chairman of the Board

Any vacancy that may occur in the Office of the Chairman of the Board shall be filled automatically by the Vice-Chairman. If the latter is not able or not willing to accept the position, the Office of the Chairman of the Board shall be filled by a Member of the Board, elected by the remaining Directors.

At the next Annual or Special Meeting, the Office of Chairman of the Board may be confirmed. If not confirmed, a new Chairman should be elected from amongst the Members.

The term of the Office should be the remainder of the original three year term.

9.04 Vacancy on the Board

Any vacancy on the Board of Directors, except of that of the Chairman of the Board as dealt with in section 9.03, may be filled by a Member of the Corporation, by a majority vote of the remaining Directors, at the first Meeting of the Board after the office has been vacated or not filled, or later.

Once the vacancy has been filled, it should be confirmed at the next Annual Meeting.

The term of the Office should be the remainder of the original three year term.

9.05 Attendance by Proxy

Attendance of Directors at a Board Meeting, by proxy, in writing, is permitted. Proxy may be given only to another Director of the Corporation. No Director may act as proxy for more than one other Director.

SECTION 10

OFFICERS

10.01 The Officers of the Corporation

The Officers of the Corporation, who are all Directors, shall be its Chairman, Vice-Chairman, General Secretary, Treasurer and Director of Library.

Any two (2) offices, except those of the Chairman and the Treasurer, may be held by the same person.

10.02 Description of Offices

a) The Chairman

The Chairman of the Board of Directors of the Corporation shall be its Chief Executive Officer and shall exercise general charge and, supervision of its affairs and activities and shall be responsible for the current activities of the Corporation. The Corporation shall be represented by him. He appoints and dismisses employees, if any, with approval of the Board. In his/her temporary absence, the Vice-Chairman or, in the case of the latter's disability, one of the Directors designated by the Board of Directors, shall perform all duties of the Chairman during his/her absence.

b) The General Secretary

The General Secretary shall direct the scholarly and research activities as well as the administration of the corporation.

c) The Treasurer

The Treasurer shall have the care and custody of the funds of the Corporation, shall keep records of all its receipts, disbursements, assets and liabilities, and shall prepare financial statements and reports on request of the Board of Directors or that of other authorities.

d) The Director of Library

The Director of the Library directs the Library and submits to the Board of Directors relevant plans, propositions and the budget of the Library.

10.03 The Term of the Officers

The Officers are elected for the term of three (3) years. They shall hold their offices until the election of their successors.

10.04 The Election of Officers

The Officers, except the Chairman of the Board who shall be elected at the General Meeting, shall be elected by the Board of Directors from among its Members.

10.05 The Removal of Officers

The Officers may be removed from their respective offices by an Ordinary Resolution of the Board of Directors.

The Ordinary Resolution is adopted by a majority of the Board of Directors, at a meeting of the Board of Directors, provided that notice of motion to remove has been given not less than fourteen (14) days prior to the date of the meeting of the Board of Directors.

The Board of Directors may appoint from time to time additional Officers either from among the members of the Board of Directors or from among other Members of the Corporation.

SECTION 11

THE QUALIFYING COMMITTEE

The Board of Directors shall appoint a Qualifying Committee consisting of at least three (3) Members who are not Directors and who shall perform the duties prescribed under Section 5-02.

The Members of the Qualifying Committee, including its Chairman, are appointed for the term of three (3) years, beginning in the year of the election for the Directors.

SECTION 12

CEASING TO HOLD OFFICE

Any Director, including any Officer, of the Corporation and any Member of the Qualifying Committee, including its Chairman, shall cease to hold office if he/she;

i) dies

ii) becomes bankrupt or makes a general assignment for the benefit of his/her creditors or is declared insolvent.

iii) resigns

iv) Is removed from office by a Special Resolution passed by a vote of two thirds (2/3) of the members voting at an Annual or Special Meeting of Members, provided that notice of such proposed Special Resolution is given with the notice calling any such Meeting.

SECTION 13

THE REMUNERATION OF DIRECTORS

The Members of the Board of Directors, including its Officers, and the Members of the Qualifying Committee, including its Chairman, shall not be remunerated for their services.

However, if the Librarian or Librarians are Members of the Board of Directors, they may receive a salary for their work. However they may not be an Officer of the Board of Directors.

No Director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties.

SECTION 14

COMMITMENTS

No Officer or Director of the Board of Directors shall have power to make an agreement or to incur any obligation on behalf of the Corporation outside of the ordinary course of his/her duties, without the written approval of the Board of Directors.

All contracts, cheques and other commitments of the Corporation shall bear the signature of the Chairman or Vice-Chairman and the Treasurer of the Board or that, with approval of the Board of Directors, of another Officer or Director of the Board.

SECTION 15

FINANCIAL MATTERS

15.01 Public Accountant

The Corporation shall be subject to the requirements relating to the appointment of a Public Accountant and level of financial review required by the Act.

The Public Accountant, if one is required, must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the Public Accountant to hold office until the next following Annual Meeting.

The remuneration of the Public Accountant shall be fixed by the Board.

15.02 Donations

The Corporation may receive donations from any sources which shall form part of its general funds, unless the use thereof is specified by the Donor, in which case the Board of Directors may accept or reject the donation but shall use the funds only in accordance with the directions of the Donor and guided by the Purposes of the Corporation and in accordance with the applicable tax legislation, to preserve its Registered Charity designation.

SECTION 16

AMENDMENTS OF BY-LAWS

These By-Laws may be amended, altered or repealed at a Meeting of the Members of the Corporation by the vote of a majority of two thirds (2/3) of those present, provided that the proposed action, including the text of any and all proposed changes, must have been inserted in the notice of the Meeting, in conformity with Section 6.04 of this By-Law.

SECTION 17

AMENDMENT OF ARTICLES

The Articles of the Corporation may only be amended if the amendment is sanctioned by the vote of a majority of two thirds (2/3) of those present, provided that the proposed action, including the text of any and all proposed changes, must have been inserted in the notice of the Meeting, in conformity with Section 6.04 of this By-Law.

SECTION 18

EFFECTIVE DATE

General Operating By-Laws No. 1, enacted in Montreal on April 30th 1998, are repealed and replaced by these By-Laws, after approval by a majority of 2/3 of Members at a Special Meeting.

They shall come into effective immediately upon the issuance of a certificate of continuance by the federal Government under the Canada Not-for-Profit Corporations Act.

All Officers and persons acting under the repealed By-Laws shall continue to act as if appointed under the provisions of these By-Laws.

ENACTED by the Directors of the Corporation this _____ day of _____, 2015.

Chairman - _____

General Secretary - _____

CONFIRMED by the Members of the Corporation this 8th day of March 2015.

General Secretary - _____