

"SOCIETIES ACT"

CONSTITUTION

1. The name of the Society is POLISH VETERANS ASSOCIATION  
IN B.C.

I hereby certify that a duplicate original  
of this document has been filed with me  
pursuant to the Societies Act.

Dated this 7<sup>th</sup> day of October 1954

2. The object of the Society is:

*[Signature]*  
Deputy Registrar of Companies

- (a) To organize former Polish combatants now resident in  
Canada and to maintain and further among them the  
spirit of comradeship and the close ties forged in  
times of active service and to provide for the welfare  
of the members of the Corporation;
- (b) To co-operate and affiliate with Canadian and foreign  
associations with similar objects and purposes;
- (c) To provide facilities for Polish War Veterans residing  
in British Columbia or visiting British Columbia from  
other parts of Canada or elsewhere;
- (d) To organize ladies auxiliaries to the Society;
- (e) To do all such things as are incidental or conducive  
to the attainment of the above objects.

3. The operations of the Society are to be chiefly carried  
on in the Province of British Columbia, with headquarters in  
the City of Vancouver, in the Province of British Columbia.

BY-LAWS

1. There shall be three classes of Membership:

- (a) Ordinary members.  
(b) Associate members.  
(c) Honourary members.

2. The applicants for incorporation and the first directors  
shall be members of the corporation and shall be designated as  
ordinary members.

FILED and REGISTERED

3. Such persons who apply and were members of the Polish armed forces, their dependents or members of the auxiliary services of the Polish armed forces, and as are recommended by the Board of Directors may be from time to time elected as ordinary members and shall be members of the Society and shall be designated as ordinary members.

4. Such persons who accept and support the purposes and objects of the Society and who have assisted in the advancements of these purposes and objects in the past and who make application for membership in the Society as associated members and whose applications are approved by the Board of Directors shall be members of the Society and shall be designated as associate members. Associate members shall not be eligible for election to the Board of Directors or to be sent as a delegate to any convention.

5. Such persons who accept and support the purposes and objects of the Society and who have assisted in the advancement of these purposes and the objects and who are recommended by the Board of Directors may from time to time be elected as Honourary Members of the Society and shall be designated as honourary members. Honourary members shall not be eligible for election to the Board of Directors or to be selected as a delegate to conventions.

6. Membership in the Society shall not be transferable but shall lapse and cease to exist upon the death of such member or upon the resignation of the member. Any member may resign from membership in the Society upon notice in writing to the Society. Any member may be required to resign by a vote of three-quarters of the members at an annual meeting.

7. Each ordinary member shall pay to the Society the sum of Three Dollars (\$3.00) as an annual fee payable yearly in advance. Each associate member shall pay to the Society the sum of One Dollar and fifty cents (\$1.50) as an annual fee payable yearly in advance. The Board of Directors of the Society may

from time to time by By-law change the Annual Fee payable by Ordinary Members and the Annual Fee payable by Associate Members. If any ordinary member or associate member neglects or refuses to pay the fee stipulated in the By-laws of the Society within thirty (30) days after due notice by the Secretary, such member may be excluded from all privileges of membership.

#### BOARD OF DIRECTORS

8. The affairs of the Society shall be managed by a Board of ten (10) directors.

9. The term of office of a Director shall be for one (1) year but a Director shall hold office until such time as his successor is elected or appointed. The person appointed by the Directors as remain in office to fill a vacancy on the Board shall hold office for the balance of the unexpired term of the vacating Director. The office of a Director shall automatically be vacated if by notice in writing to the Society, he resigns his office.

10. Election of Directors shall take place at the Annual Meeting of the Society and shall not be by ballot unless demanded. The whole Board shall retire at the Annual Meeting at which Directors are to be elected but shall be eligible for re-election. A retiring Director, subject as hereinafter provided, shall retain office until dissolution or adjournment of the Annual Meeting at which his Successor is elected. Provided that any Director or Directors may at any time be removed from office and one or others appointed in his or their stead at a special meeting called for that purpose or by resolution passed by the affirmative vote of a majority in number of the Directors in office. Any vacancy arising by reason of the removal of a Director or Directors by resolution of the Directors as aforesaid shall be filled at the next meeting of the Society. Sub-

ject as aforesaid, so long as a quorum of Directors remain in office, any vacancy occurring in the Board of Directors may be filled by such Directors as remain in office.

11. Meetings of the Board of Directors shall be held at the office of the Society or elsewhere as may be determined by the Board of Directors. The President or a Vice-president or any two directors may at any time, and the Executive Secretary by direction of the President or a Vice-president, or of any two Directors shall convene a meeting of the Board of Directors. Notices of meeting of the Board of Directors shall be delivered or mailed to each Director at least one (1) week, exclusive of the day on which the notice is delivered or mailed, but inclusive of the day for which notice is given before the meeting is to take place. Notice of any meeting of the Board of Directors may be waived by any Director before or after the meeting is held. After the election of Directors at the Annual Meeting for the first meeting of the Board of Directors to be held immediately following such meeting, or, in the case of a director appointed by the directors to fill a vacancy on the Board, no notice of such meeting shall be necessary to the newly elected Director or Directors in order to legally constitute the meeting providing a quorum of the Directors be present.

12. Five (5) Directors shall form a quorum for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes and, in the case of an equality of votes, the Chairman shall have a second or casting vote.

13. All acts done at any meeting of the Board of Directors or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person so acting, shall be as valid as if every such person had been duly appointed. The Directors may exercise all such powers of the Society as are not

by The Societies Act or by these By-laws required to be exercised by a meeting of the Society.

14. Directors shall not be entitled to receive any remuneration as such but by resolution of the Members at any Annual Meeting an amount may be authorized to be paid for their attendance at each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Society as an officer or in any other capacity and receiving compensation therefor.

#### OFFICERS

15. There shall be a President, a First Vice-president, a Second Vice-president, an Executive Secretary, and a Treasurer. The office of Executive Secretary and Treasurer may be held by the same person, in which event he may be known as the Secretary-treasurer. None of the officers except the President and the Vice-presidents need be a member of the Board of Directors. The President and Vice-president shall be elected at the Annual Meeting. The other officers of the Society shall be elected at the first meeting of the Board of Directors following each annual meeting. If the office of the President or Vice-president, Secretary or Treasurer shall be or become vacant by reason of death, resignation or otherwise, the Directors by resolution may elect or appoint an officer to fill such vacancy.

16. The President shall preside at all meetings of the Society and of the Board of Directors and shall perform all the duties incidental to his office.

17. The Vice-presidents shall perform the duties assigned to them by the Board of directors or delegated to them by the President, and, in order of seniority, in the absence of the President shall perform as well the duties of his office.

18. The Executive Secretary shall issue all notices of



all meetings of the Board of Directors and of the Society, shall have charge of the Minute Book, keep or cause to be kept all records and perform such other duties as the Board may from time to time require of him.

19. The Treasurer, unless otherwise, determined by the Board of Directors, by by-law shall have charge of all the funds and securities of the Society and shall cause the same to be deposited in the name of the Society in such bank or banks or with such other depository or depositories as the Board of Directors may direct. He shall, at all reasonable times, exhibit his books and account to any member of the Board of Directors, upon application at the office of the Society during business hours.

20. Any officer or officers of the Society may be required to give such bonds for the faithful performance of his or their respective duties as the Board of Directors in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Society to receive any indemnity thereby provided.

#### BY-LAWS

21. By-laws may be enacted from time to time by the Board of Directors. The Directors may from time to time repeal, amend or re-enact by-laws provided that the enactment, repeal, amendment or re-enactment of by-laws not embodied in the original by-laws shall not be enforced or acted upon until confirmed at the annual meeting of the Society or at a special meeting duly called for that purpose.

#### ORGANIZATION

22. Upon the application of fifteen (15) or more ordinary members, the Board of Directors, after being satisfied that such

members are able to maintain a satisfactory branch, may issue a consent to the incorporation of such proposed branch.

23. The annual meeting of the Society shall be held on such day in each year as the Board of Directors may appoint. Other meetings may be convened by the Board of Directors at any time. A special meeting must be called by the Board of Directors at any time on a request therefor by one-fifth in number of the members. All meetings shall be held at the office of the Society or elsewhere in British Columbia, as may be determined by the Board of Directors.

24. In the event that branch societies are formed, each branch shall be entitled to send to a convention as representing its members one (1) delegate for every thirty (30) members or fraction thereof. On a vote by show of hands, each delegate to such convention shall have one (1) vote. Any delegate accredited by his branch and attending a convention may carry in addition to his own credentials, not more than four (4) proxy credentials from his own or any other branch. Such proxies must be registered at the opening of the convention and may only be used when a poll vote is demanded. Individual members of the Society as such shall have no right to vote or take part in any convention, but all votes thereat being cast only by delegates duly accredited by the various branches. Irrespective of whether they are elected as delegates, the members of the Board of Directors as such shall be entitled to be present at and take part in any convention during their term of office but as such shall not be entitled to vote.

25. No public advertisement or notice of a convention annual or special shall be required but a printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served by sending such notice to each branch through the post in a prepaid wrapper or letter two (2) weeks exclusive

is given before the date of every convention at such address as appears on the books of the society or, if no address be given therein, then the last address of such branch known to the Executive Secretary. Any convention may be held without notice if all the delegates are present or those absent have signified their assent in writing to the convention being held in their absence. Notice of any convention or any irregularity in any convention or in the notice thereof may be waived by any delegate or the duly appointed proxy of any delegate. The accidental omission to give notice of any convention or the non-receipt of any notice by any branch shall not invalidate any resolution passed or any proceeding taken at any convention.

26. A majority of the delegates present in person or by proxy at a convention shall be the quorum of any meeting of a convention. No business shall be transacted at a meeting of a convention unless the quorum requisite be present at the commencement of the business.

27. In the absence of the president and a vice-president, the delegates present shall choose another director as chairman and, if no director is present, or if all the directors present decline to take the chair, the delegates present shall choose one of their number to be chairman. Every question submitted to every meeting of a convention shall be decided in the first instance by a show of hands of the delegates. A poll vote shall only be granted on demand supported by twenty percent (20%) of the delegates on the floor of the convention. At any meeting, unless a poll is demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority, shall be conclusive evidence of the fact. If at any meeting a poll is demanded on the election of a chairman or on the question

of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question, it shall be taken in such a manner and either at once or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. Votes may be given either personally or by proxy. The instrument appointing a proxy which may be in any form which the Directors may approve shall be in writing under the hand of the appointer or his attorney duly authorized in writing. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as a proxy. Questions arising at any meeting of the members shall be decided by a majority of votes of the delegates and, in the case of an equality of votes the chairman shall, both on a show of hands and on a poll, have a second or casting vote in addition to any vote to which he is entitled as a delegate to the convention.

28. The chairman may, with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with a notice calling the same.

#### SEAL

29. The seal of the Society shall be in such form as shall be prescribed by the provisional directors of the Society and shall have the words "Polish Veterans Association in B.C." endorsed thereon and shall be in the custody of the Secretary. Documents issued by the Society may be certified under the corporate seal by the President or a Vice-president or the Secretary or the Treasurer.

### BANK ACCOUNT

30. The bank account of the Society shall be kept in such bank or banks, trust company or trust companies, or other depository as the Directors may from time to time determine and cheques thereon by the way of overdrafts, or otherwise, shall be signed by any two of the following, on behalf of the Society:- The President, a Vice-president, the Secretary, the Treasurer or by any one of the foregoing and a Director or by any two directors. Any two of the foregoing officers or any one of the foregoing officers and a Director or any two Directors may from time to time draw, accept, sign, make, endorse, execute, issue and agree to pay bills of exchange, promissory notes, cheques, orders for the payment of money and other negotiable or transferable instruments and securities, and the same and all renewals thereof or substitutions therefor so signed, shall be binding on the Society.

### EXECUTION OF INSTRUMENTS

31. Contracts, documents or any instruments in writing requiring the signature of the Society may be signed by the President or a Vice-president and by the Secretary or the Treasurer and all contracts, documents and instruments in writings so signed shall be binding upon the Society without any further authorization or formality. The Seal of the Society may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.

### AUDIT AND ACCOUNTS

32. There shall be an annual examination of the accounts of the Society by an auditor or auditors.

33. The voting members at each annual meeting shall appoint an auditor or auditors to hold office until the next

annual meeting. The first auditors of the Society may be appointed by the Directors before the first annual meeting and if so appointed shall hold office until the first annual meeting unless previously removed by a resolution of the voting members at a special meeting in which case the members at that meeting may appoint auditors. The Directors may fill any casual vacancy in the office of auditor but while any such vacancy continues, the surviving or continuing auditors, if any, may act. The remuneration of the auditors shall be fixed by the Directors. The auditors shall make a report to the annual meeting on the accounts examined by them and on every financial statement required to be laid before the Society in accordance with these By-laws at any annual meeting during their tenure of office and the report shall state:

- (a) Whether or not they have obtained all the information and explanations which they have required; and
- (b) Whether in their opinion the financial statement referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs according to the best of their information and the explanation given to them as shown by the books of the Society.

34. The Auditors in respect of their duties shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society and shall be entitled to require from the Directors and Officers of the Society such information and explanation as may be necessary for the performance of their duties. The auditor shall be entitled to attend any meeting at which any financial statements which have been examined or reported on by them are to be laid before the meeting for the purpose of making any statement or explanation they desire with respect to the financial statements.

35. At each annual meeting the Directors shall lay before the members a financial statement made up to the end of the last fiscal year terminating before the date of the meeting. Such financial statement shall be in such form as shall from time to time be determined by the Directors and approved by the Auditors and shall contain a summary of the assets and liabilities of the Society and a general statement of receipts and expenditures for such fiscal year.

36. The Auditor's report shall be attached to the financial statement or there shall be inserted at the foot of the financial statement a reference to the report and the report shall be read at the annual meeting at which the financial statement is submitted and shall be open to the inspection of any voting member.

37. Any member shall be entitled to be furnished within fifteen (15) days after he has made a request in that behalf to the Society with a copy of the financial statement and the auditor's report at a charge not exceeding ten cents (10¢) for every one hundred (100) words.

#### FISCAL YEAR

38. The first fiscal period of the Society shall terminate on the 31st day of December, A.D. 1954, and thereafter the fiscal year of the Society shall terminate on the 31st day of each year.

#### BORROWING POWERS

39. The Directors of the Society may from time to time:-

- (a) Borrow money upon the credit of the Society.
- (b) Limit or increase the amount to be borrowed.

- (c) Issue debentures or other securities of the Society.
- (d) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient.
- (e) Mortgage, hypothecate, charge or pledge all or any of the real or personal property undertaking and rights of the Society to secure any such debentures or other securities or any money borrowed or any other liability of the Society.
- (f) By resolution delegate to any two or more officers of the Society from time to time all or any of the powers conferred on the Directors by clauses (a), (b), (c), (d) and (e) of this By-law to the full extent thereof or to such lesser extent as the Directors may in such resolution provide.

#### RECORDS

40. A record shall be kept of all proceedings of the Directors and of the Society by the Secretary and shall be kept at the office of the Society where the same may be inspected by members of the Society.

#### ALTERATION OF BY-LAWS

41. These By-laws may be amended by extraordinary resolution at any annual meeting of the Society or at any special meeting of the Society called for such purpose. Extra-ordinary resolution means a resolution passed by a majority of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a general meeting or special meeting of which notice specifying the intention to propose the resolution as an extraordinary resol-

ution has been duly given such majority being two-thirds.

DATED the 2<sup>nd</sup> day of October, A.D.

1954:

WITNESS:

*Franciszek Jan Lindert*  
1104 E 11<sup>th</sup> Ave Vancouver B.C.  
Civil Engineer  
OKs to all ten signatures

*Walter Zakrzewski*  
\_\_\_\_\_  
(Walter Zakrzewski)  
4349 Victoria Dr., Vancouver, B.C.  
School Teacher

*W. Hardy*  
\_\_\_\_\_  
(William Ryback Hardy)  
2018 Charles St., Vancouver, B.C.  
Advertising Manager

*A. Kalinowski*  
\_\_\_\_\_  
(Alexander Kalinowski)  
4349 Victoria Dr., Vancouver, B.C.  
Farmer

*H. Pazik*  
\_\_\_\_\_  
(Henry Pazik)  
6777 Raleigh Street, Vancouver, B.C.  
Stock Keeper

*J. Stawicki*  
\_\_\_\_\_  
(Joseph Stawicki)  
1718 Victoria Dr., Vancouver, B.C.  
School Teacher

*R. Okinczyk*  
\_\_\_\_\_  
(Romuald Okinczyk)  
42 West 10th Ave., Vancouver, B.C.  
Forest Engineer

*J. Kamionka*  
\_\_\_\_\_  
(John Kamionka)  
2137 West 5th Ave., Vancouver, B.C.  
Labourer

*K. Bomba*  
\_\_\_\_\_  
(Kazimierz Roman Bomba)  
886 East 16th Ave., Vancouver, B.C.  
Businessman

*K. Wasowicz*  
\_\_\_\_\_  
(Kazimiera Wasowicz)  
2425 Douglas Road, South Burnaby, B.C.  
Farmer

*B. Wilinski*  
\_\_\_\_\_  
(Boleslaw Wilinski)  
816 West 7th Ave., Vancouver, B.C.  
Shipper.