

POLISH COMBATANTS' ASSOCIATION, BRANCH NO. 20, TORONTO, INC.

BY-LAW NO 1

A By-Law relating generally to the conduct of the affairs of The Polish Combatants' Association, Branch No. 20, Toronto, Inc.

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WHEREAS The Polish Combatants' Association in Canada Inc., a federal not-for-profit corporation, hereinafter referred to as PCA Canada, is an umbrella organization for unincorporated associations called branches in Canada sharing common values and common objectives,

AND WHEREAS The Polish Combatants' Association, Branch No. 20, Toronto, Inc., hereinafter referred to as PCA Branch 20, is a not-for-profit corporation that was incorporated in Ontario on February 10, 1961 by members of the unincorporated association of the same name in order to be able to hold legal title to property,

AND WHEREAS being an Ontario corporation, PCA Branch 20 is governed by its own members and its own articles and by-laws pursuant to Ontario's *Not-For-Profit Corporations Act, 2010*, SO 2010, c 15 ("ONCA") and regulations under the *ONCA*,

AND WHEREAS PCA Branch 20 and its corporate members intend to follow by-laws and regulations of PCA Canada insofar as such by-laws and regulations are compatible with the provisions of the *ONCA*,

AND WHEREAS this By-Law No 1 uses the By-Law of PCA Canada as a model by-law with modifications to make it compliant with the *ONCA*,

THEREFORE BE IT ENACTED as a By-Law No 1 of The Polish Combatants' Association, Branch No. 20, Toronto, Inc. as follows:

Chapter I: Corporate name and purpose

Article 1: Name, area of jurisdiction, head office and seal

1.1. The name of the organization is:

- in the English language: The Polish Combatants' Association, Branch No. 20, Toronto, Inc.
- in the Polish language: Stowarzyszenie Polskich Kombatantów Koło nr 20 Toronto.

The organization is referred to in this By-Law No 1 in the abbreviated form as PCA Branch 20.

1.2. The jurisdiction of PCA Branch 20 is the Province of Ontario, Canada. The area of activities is the Greater Toronto Area.

1.3. The head office of PCA Branch 20 shall be in the City of Toronto in the Province of Ontario, with municipal address 206 Beverley Street, Toronto, Ontario.

1.4. The corporate seal of PCA Branch 20 shall be such as the Board of Directors may by resolution from time to time adopt, and shall be entrusted to the Secretary for its use and safe keeping.

1.5. Documents issued by PCA Branch 20 may be certified under the corporate seal by the President or a Vice-President or the Secretary or the Treasurer.

Article 2: Nature, aims and means of activities

2.1. PCA Branch 20 is an association of former soldiers of the Polish Armed Forces and of persons accepted as members in accordance with the provisions of this by-law.

2.2. PCA Branch 20 is an independent organization. The corporate members of PCA Branch 20 are also members of PCA Canada. PCA Canada is a member of the World Federation of Polish Combatants Associations.

2.3. PCA Branch 20 is a social and mutual help organization. In its activities PCA Branch 20 is guided by laws of Canada and Ontario governing such organizations.

2.4. PCA Branch 20 strives to maintain comradely ties originating during World War II. The aims of PCA Branch 20 are:

- a. In ideology:
 - Activities aiming at strengthening Poland's independence.
 - To maintain contact with the Polish nation, defend its good name and to propagate the historic truth about Poland.
 - To propagate among the Polish community and the rest of Canadian society the concept of the rights of the Polish nation to independence and full freedom.
- b. In socioeconomic matters:
 - To defend the rights of, and to help war invalids, members of PCA Branch 20 who are sick or unable to work and the families of deceased members.
 - To develop economic means necessary for the attainment of the above objectives.
- c. In cultural matters:
 - To cultivate Polish traditions among young Canadians of Polish descent.
 - To nurture, strengthen and extend Polish culture through-out the Polish community.
 - To familiarize Canadian society with the contribution of Poles to Canadian culture.

2.5. PCA Branch 20 achieves its aims through:

- a. Cooperation with PCA Canada.
- b. Cooperation with the World Federation of Polish Combatants Associations.
- c. Cooperation of all its members, officers and institutions.
- d. Cooperation with other veterans' associations, Polish or otherwise.
- e. Cooperation with other social organizations and institutions of the Polish community whose aims are compatible with the ideology of PCA Branch 20 and PCA Canada.
- f. Participation of its members in the economic, social and political life of Canada.

2.6. The material means to achieve these aims by PCA Branch 20 are:

- a. Membership dues and fees.

- b. Donations, offerings and bequests.
- c. Income from its own assets, both real estate and other.

Article 3: Organizational structure

3.1. Being an independent corporation, PCA Branch 20 shares the ideology and objectives of PCA Canada and participates in the activities of PCA Canada.

Chapter II: Membership

Article 4: Classes of Membership

4.1. There are three classes of membership:

- a. ordinary members,
- b. associate members,
- c. honorary members.

4.2. To become an ordinary member, the applicant must be:

- of Polish ethnic background or a spouse of a person of Polish ethnic background,
- a Canadian citizen or a landed immigrant with one year's residence in Canada,
- over 18 years of age,
- supporting the ideology and aims of the PCA Branch 20,
- willing to co-operate in achieving these aims, and
- possess at least one of the following qualifications:
 - a. was a member of the Polish Armed Forces or of auxiliary units of the Republic of Poland,
 - b. served during World War I or World War II in the Allied Forces including the auxiliary units,
 - c. is a member of the immediate family of persons in (a) or (b),
 - d. has been an associate member of the PCA Branch 20 or PCA Canada for at least one year,
 - e. has been an associate member of the Youth section of the PCA Branch 20 or PCA Canada for at least one year,
 - f. has been a member of the Polish Scouting Association for at least one year,
 - g. is a spouse or a common-law partner of a member of PCA Branch 20 or PCA Canada regardless of his or her ethnic origin, or

h. is a person who participated actively in the struggle of Polish emigrants for independent Poland.

4.3. An ordinary member of the Polish Combatants Association in another country may become a member of the PCA Branch 20 after assuming permanent domicile in Canada.

4.4. To become an associate member of the PCA Branch 20, the applicant must:

- be a Canadian citizen or landed immigrant,
- be over 18 years of age,
- support the ideology and aim of the PCA Branch 20,
- be willing to co-operate in achieving these aims, and
- be unable to qualify under Paragraph 4.2 or Paragraph 4.3 of this Article.

4.5. A person who through his or her activities has exceptionally assisted in the advancement of the aims of the PCA Branch 20 or PCA Canada may become an honorary member of PCA Branch 20.

Article 5: Acceptance of members

5.1. The Board of Directors of PCA Branch 20 accepts applications for ordinary and associate membership.

5.2. The following persons can not be members of PCA Branch 20:

- a. Those whose ideology or activities are not compatible with those of PCA Branch 20.
- b. Those who act contrary to the interests of the Polish nation, Canadians of Polish origin, Canada and its democratic institutions.

Article 6: Rights and duties of members

6.1. Ordinary members have in accordance with this By-law No 1:

- a. The right to elect and the right to be elected to the authorities of PCA Branch 20.
- b. The right to the use of institutions, social and cultural activities and to the general support of PCA Branch 20.

6.2. The associate and honorary members have all of the rights of ordinary members except the right to vote or be elected.

6.3. An ordinary member who is elected an honorary member retains all the rights and obligations of an ordinary member.

6.4. The obligations of members are:

- a. Comradeship and organizational solidarity.
- b. Acting in accordance with the by-laws, resolutions and directives of the authorities of PCA Branch 20.
- c. Active support of the aims of PCA Branch 20.

Article 7: Suspension of membership

7.1. The rights of a member can be suspended:

- a. By a resolution of the Board of Directors for non-payment of dues or membership fees.
- b. On the basis of a binding decision of the Committee for the resolution of conflicts and discipline.

7.2. Any suspension of membership shall not be valid unless:

- the suspension of membership is done in good faith and in a fair and reasonable manner,
- the member is given at least 15 days notice of a suspension with reasons, and
- the member is given an opportunity to be heard by the Board of Directors or by the meeting of the members, orally or in writing, not less than five days before the suspension of membership becomes effective.

Article 8: Loss of membership

8.1. A member loses his membership or ceases to be a member if:

- a. He or she withdraws from membership in PCA Branch 20 in writing.
- b. Grounds are found invalidating acceptance of his or her membership into PCA Branch 20.
- c. The Committee for resolution of conflicts makes a resolution terminating membership.
- d. In the event of suspension of the rights of a member pursuant to Paragraph 7.1.a, the suspended member does not settle his or her membership fees and dues with PCA Branch 20 within six months.
- e. An associate member, apart from circumstances named in points a), b), c), and d) may lose his or her membership by a resolution of the Board of Directors.

8.2. Any termination of membership shall not be valid unless:

- the termination of membership is done in good faith and in a fair and reasonable manner,
- the member is given at least 15 days notice of a termination with reasons, and

- the member is given an opportunity to be heard by the Board of Directors or by the meeting of the members, orally or in writing, not less than five days before the termination of membership becomes effective.

Chapter III: Authorities

Article 9: Authorities of PCA Branch 20

9.1. The authorities of PCA Branch 20 are:

- a. meeting of its members,
- b. Board of Directors,
- c. audit committee, and
- d. committee for the resolution of conflicts and discipline (Chapter V).

Article 10: Meetings of Members

10.1. The following classes of individuals are admitted to a meeting of members:

- a. ordinary members of PCA Branch 20 with full voting rights,
- b. associate and honorary members and members of PCA Canada who may take part in the deliberations of the general meetings without the right to vote.

10.2. Participation in a meeting of members is in person only. Proxies are not allowed.

10.3. A quorum of a meeting is established upon the attendance of at least $\frac{1}{4}$ of the ordinary members but the quorum can not be less than nine (9) members.

10.4. A resolution at a meeting of members passes by a simple majority of votes except when this By-Law No 1 or the laws of the Province of Ontario require more than the simple majority of votes.

10.5. The meetings of members are:

- a. annual general meeting of members, and
- b. special meetings of members.

10.6. The Board of Directors calls an annual general meeting every calendar year not later than 15 months after holding the preceding annual meeting.

10.7. The agenda of an annual general meeting shall include:

- a. consideration of the reports of the Board of Directors, the audit committee and the committee for resolution of conflicts and discipline,
- b. consideration of the audit or review engagement report, if any, from the external auditor or accountant,
- c. acceptance of the proposed budget and the programs of activities for the subsequent term,
- d. election of directors and members of the audit committee and the committee for resolution of conflicts and discipline,
- e. election of the delegates for the general convention of PCA Canada,
- f. a vote to opt out from an audit or a review engagement by an external auditor or accountant,
- g. other matters, if any, that are pertinent to the activities of PCA Branch 20.

10.8. An ordinary member entitled to vote at an annual general meeting may:

- a. give PCA Branch 20 notice of any matter that the member proposes to raise at the annual general meeting, referred to as a “proposal”; and
- b. discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

10.9. PCA Branch 20 shall include the proposal in the notice of meeting and, upon request of the member who submits a proposal, shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal must together not exceed 500 words.

10.10. PCA Branch 20 is not required to comply with Paragraph 10.9 if,

- a. the proposal is not submitted to the corporation at least 60 days before the date of the meeting,
- b. it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against PCA Branch 20 or its directors, officers, 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 PCA Branch 20,
- d. not more than two years before the receipt of the proposal, the member failed to present in person at a meeting of the members, a proposal that had been included in a notice of meeting at the member’s request,
- e. substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated, or
- f. the rights conferred by this section are being abused to secure publicity.

10.11. A special meeting of members may be called:

- a. by the Board of Directors on its own initiative,
- b. at the request of 1/10 of the ordinary membership to the Board of Directors, or
- c. the audit committee.

10.12. In case of 10.11.b, the special meeting of members must be called no later than 15 days from the date such a request is received by the Board of Directors. The special meeting of members should take place within three weeks of its being called.

10.13. If the Board of Directors does not call a special meeting of members within 21 days after receiving the request, any member who signed the request may call the meeting.

10.14. The special meeting of members may deal only with the matters for which it was called.

Article 11: Board of Directors

11.1. The directors of PCA Branch 20 (“Board of Directors”) direct all activities of PCA Branch 20 in accordance with the provisions of this By-Law No 1 and resolutions of the meetings of members.

11.2. The annual general meeting of members establishes the number of directors, but the number of directors shall not be less than three.

11.3. The directors are elected for one or two years by the annual general meeting of members. The President, who is a director, is elected in a separate vote of the annual general meeting.

11.4. The directors may appoint other members to the Board of Directors in case of:

- a. a vacancy in the Board of Directors, or
- b. a need to increase the number of directors.

The total number of directors appointed under this paragraph cannot exceed $\frac{1}{4}$ of the number of directors elected at the previous annual general meeting.

11.5. A director is accountable to the President, the Board of Directors and the meetings of members. He or she can be suspended or removed from office by an ordinary resolution of members at a meeting of members.

11.6. The Board of Directors is accountable to the annual general meeting of members.

11.7. The directors of PCA Branch 20 receive no remuneration for their work as directors, however they may receive reimbursement for their travel and other reasonable expenses connected with their functions.

11.8. If a director of PCA Branch 20 is hired as an employee or a contractor of PCA Branch 20, his or her remuneration must be approved by the Board of Directors.

Article 12: Audit Committee

12.1. The Audit committee is the reviewing body which audits the allocation and management of the corporation's funds.

12.2. The Audit committee consists of a chair and at least two members and two deputy members.

12.3. The chair of the audit committee is selected by the annual general meeting of members in a separate vote. In the event a position of one member becomes vacant during his or her term of office, and there is no deputy member, the remaining members of the audit committee may name a new member in his or her place.

12.4. The audit committee is accountable to the annual general meeting of members.

CHAPTER V: The committee for the resolution of conflicts and discipline

Article 13: General

13.1. The committee for the resolutions of conflicts and discipline, called "the committee" in this Chapter, is autonomous in its decisions.

13.2. The committee consists of the chair and at least two other members.

13.3. The chair and members of the committee are elected by the annual general meeting of members for one or two years. The chair is elected by a separate vote of the members.

13.4. The decisions of the committee are binding on all members of PCA Branch 20.

13.5. The committee deals with the following matters:

- a. activities contrary to the ideology of PCA Branch 20 or PCA Canada,
- b. allegations of unethical dealings,
- c. activities denigrating Poles,
- d. activities denigrating PCA Branch 20 or PCA Canada, refusing to adhere to this By-Law No 1 and resolutions of meetings of members,
- e. defamation of members of PCA Branch 20 or PCA Canada, and
- f. obvious disregard for this committee.

13.6. Members who are hired employees of PCA Branch 20 are not subject to proceedings before the committee in matters arising from their employment.

13.7. The committee may assign one of the following penalties:

- a. warning,
- b. reprimand,
- c. suspension of membership rights up to 12 months, subject to provisions in Paragraph 7.2, and
- d. termination of membership, subject to provisions in Paragraph 8.2.

13.8. A decision of the committee may be appealed to the committee of PCA Canada. In case of a successful appeal of a matter concerning the suspension or termination of membership, the matter is returned back to the committee of PCA Branch 20 for reconsideration and making a final decision.

CHAPTER VI: Real property

Article 14: Disposition or encumbrance of real property

14.1. There shall not be any sale, encumbrance or disposition of the real property owned by PCA Branch 20, namely 206 Beverley Street, unless it is agreed to during a vote by 80% of ordinary members in good standing at an annual general meeting or special meeting where 90 days notice of such a meeting to vote on a resolution to sell the Beverley Street property must be provided to each member in advance. There shall also be a minimum quorum requirement of 80% of ordinary members in good standing in order to vote on any resolution to sell the Beverley Street property. The form of notice of such a proposed resolution and meeting shall be provided in accordance with this By-Law No 1.

14.2. If a vote is held in compliance with Paragraph 14.1 above and a motion for the sale of property is passed, the proceeds from the property sale shall be directed to a Polish retirement home or nursing home in the City of Toronto or immediate vicinity. The sale proceeds and the direction of the sale proceeds shall be made with the assistance and co-operation of the Curators of the PCA Branch 20.

14.3. Three Curators representing PCA Branch 20 shall be chosen at the annual general meeting of members by the membership. There shall not be more than three Curators at any given time and the term is for two years with the option to serve further terms if chosen by the membership at the annual general meeting. If a Curator resigns, dies or is unable to serve as a Curator, a replacement Curator shall be chosen at the next annual general meeting and will serve as Curator for the remaining term of the Curator that resigned, died or was removed.

14.4. If a vote is held in compliance with Paragraph 14.1 above and a motion for the encumbrance of property is passed, the mortgage proceeds shall be used only for the maintenance, repair, improvement or renovation of the property. The mortgage proceeds and the capital expenditures shall be made in consultation with the Curators of the PCA Branch 20.

14.5. If PCA Branch 20 does suffer an annual income loss of more than \$20,000.00 before depreciation and taxes or incurs annual income losses for two consecutive years, a special meeting shall be called with the audit committee and the Curators within 60 days of the presentation of the annual financial statements showing the loss to discuss the critical financial situation and explore options to rectify the problem. The audit committee and the Curators shall make a recommendation to membership regarding a plan to rectify the loss or deficit within 60 days of their special meeting.

CHAPTER VII: General

Article 15: Regulations

15.1. PCA Branch 20 adopts the Internal Regulations of PCA Canada (“Internal Regulations”) as its own regulations forming part of this By-Law No 1 insofar as the Internal Regulations are compatible with the laws of the Province of Ontario and provisions of this By-Law No 1.

15.2. Any provisions of the Internal Regulations that are not compatible or consistent with the laws of the Province of Ontario or this By-Law No 1 shall be construed in a way that makes them consistent with the laws of the Province of Ontario and this By-Law No 1.

Article 16: Amendments of this By-Law

16.1. This By-Law No 1 may be amended, repealed or re-enacted at any annual general or special meeting of the members by three quarters of the votes of ordinary members who are present at a meeting.

16.2. The ordinary members who have a right to vote at meetings of members shall be notified of the proposed amendments at least three months before the meeting of members where a vote on the proposed amendments is to take place.

16.3. Proposals to amend this By-Law No 1 not in compliance with Paragraph 16.2 may be discussed at a meeting of members if a motion to include them on the agenda is accepted by three quarters of the members voting at the meeting.

Article 17: Interpretation

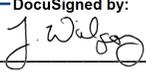
17.1. In all by-laws and special resolutions of PCA Branch 20, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations, and the masculine

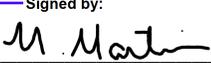
shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of PCA Branch 20 to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment or such statute or section thereof, as the case may be.

Article 18: Repeal of prior By-Laws

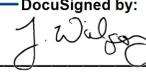
18.1. All prior By-Laws, resolutions or other enactments of PCA Branch 20 inconsistent with this By-Law No 1 are hereby repealed.

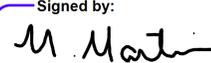
APPROVED by the Board of Directors the 24th day of March, 2025.

DocuSigned by:

A498A54CC4F340E... **JAMES WIELGOSZ** – Chair of the Board

Signed by:

F4A1AF25A66B455... **MARGARET MARTIN** – Secretary

CONFIRMED by Special Resolution of the Members entitled to vote thereon on the 6th day of April, 2025.

DocuSigned by:

A498A54CC4F340E... **JAMES WIELGOSZ** – Chair of the Board

Signed by:

F4A1AF25A66B455... **MARGARET MARTIN** – Secretary

This By-Law No 1 came into force on the 30th day of April, 2025, being the date of the Certificate of Amendment, with Articles of Amendment, issued under the Act to the Corporation.