

## CONSTITUTION AND BY-LAWS

### COMMITTEE FOR RELIEF TO POLISH CHILDREN

#### CONSTITUTION

##### **Name and Location**

Name: The Committee for Relief to Polish Children (Hereinafter called CRPC).

Location: Montréal, Qc., Canada.

##### **Purposes:**

1. To aid Polish children in Canada and abroad through:
  - Help child-care facilities in Poland
  - Supporting Polish youth organizations in Québec
  - Awarding educational grants through the “Fundusz Lisowskich-Smykowskich” and until it is exhausted, to level the educational opportunities of the Polish youth.
2. To assist Polish non-profit institutions for chronically ill and disabled people.

### **By-Law No. 3**

#### **PART I – General**

##### **1.1 Definitions**

In these by-laws, unless the context otherwise requires,

1. “**Committee**” means Committee for Relief to Polish Children, an organization first incorporated under a Letter of Patent, libro 1136, on the 22<sup>nd</sup> of August, 1962.
2. “**Executive**” mean members of the Executive of CRPC at a given time.
3. “**By-law**” means this by-law and any other by-laws of CRPC, as amended and which are, from time to time, in force and effect.
4. “**Ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution.

##### **1.2 Interpretation**

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

## **PART II – Membership**

1. The organization consists of volunteers: members and sympathizers.
2. Each volunteer can become a member after a year of internship as a sympathizer, completing the CRPC form with the recommendation of two members and the approval of the Executive.
3. Members have the right to vote and the obligation to take an active part in the work of the Committee that allows them to achieve their goals, maintain their good name and comply with the provisions of the statute.
4. For failure to respect the statute, regulations or resolutions of the Annual General Meeting, violation of the good name of the Committee, a member may be suspended by the Executive in membership. From the resolution of the Executive, he is entitled to appeal to the Annual General Meeting, which has the right to approve the disciplinary suspension.
5. The status of an Honorary Member is given to Ordinary Members who belonged to the Committee for 25 years or to other persons on a special request of the Executive.
6. Each Ordinary and Honorary Member has the right to take a position in the organization, express an opinion and have one vote at the General Annual Meeting of Members.
7. The membership fees are set by the Annual General Meeting. Honorary members are exempt from contributions.
8. Ordinary members cease to be members:
  - a) by submitting a letter of resignation ,
  - b) by non-payment of dues for two years,
  - c) after receiving a disciplinary suspension,
  - d) by death.

## **PART III – Meetings**

1. Regular of the Executive - a minimum of three meetings in the period from January to December of the same year should take place at a time and place specified by the Executive.
2. The Secretary shall send each member a written notice informing him of the date, time and place of the Annual General Meeting. Members are required to provide their e-mail and mail addresses to the members' register
3. The Annual General Meeting of Members shall be held once in the period from January to December of the same year not later than 15 months from the date of the last Annual General Meeting of Members.
4. An Extraordinary Meeting of the Executive - it may be released by the President. The President sends an e-mail notification to each member at least 7 days before the date.
5. The Extraordinary General Meeting of Members may also be released by the Executive or by the Audit Commission. The person who releases the meeting sends a written notification to each member at least 14 days before the date.

6. Quorum - At the General Meeting of Members, 1/3 of the number of CRPC members and at the Executive meeting, the majority of the number of members of the Executive. For the decision to liquidate the CRPC at the General Meeting, the quorum represents 2/3 of the Committee members.
7. PROXY - Any vote or representation by proxy is strictly prohibited - in any event - in the company, including, but not limited, to any meeting, election, commission or assembly.

#### PART IV – Elections and Nominations

1. Elections - Members of the Executive and the Commissions are elected at the Annual General Meeting every two years. The elections are carried out with the use of Voting Cards, which are received by the Members at the meeting. The majority of validly cast votes decide. Vote is important if it is devoted to only one candidate. The chairman of the meeting is the President or Vice-President. In the event that the President and Vice-President are absent, the members who are present and entitled to vote at the meeting, shall choose one of their number to chair meeting.
2. Voting - The chairman of the meeting at the beginning selects the Voting Committee composed of at least three persons, who counts the votes and certifies the results of the vote in signing. Copies of these signatures are attached to the meeting record.
3. The Nominating Committee consists of five members of the Recruitment Commission.
4. Obligations of the Nominating Committee:
  - Inform members on vacancies three months before the Annual General Meeting;
  - Proposes candidates with impeccable opinions. Each candidate must agree to stand for election;
  - Additional candidates may be invited during the General Meeting, but before that they must agree to stand for election.
  - Prepare and write out the Voting Cards with the explanation of the voting rules.

#### PART V – Committee bodies

Committee bodies are: Annual General Meeting, Executive of CRPC, Aid, Grant, Audit and Recruitment Commissions.

1. **The Annual General Meeting** is a decision-making body of the Committee and is convened by the Executive of CRPC once a year, but not later than 15 months from the date of the last Annual General Meeting.
2. **The Executive of CRPC** is the executive body of the Committee. Defines the members of the board elected at the Annual General Meeting in a given term of office.
3. **The Donation and Scholarship Commissions** are consultative and advisory bodies of the Executive. The Commission's expenditure proposals are approved by the Executive, and the Commissions then deal with their implementation.
4. **The Audit Commission** is a supervisory and control body.



5. **The Recruitment Commission** is a supervisory and advisory body.

1. **The Annual General Meeting**

1. The Executive may call Extraordinary General Meeting to deal with specific issues.
2. The date of the General Meeting and the proposed agenda shall notify Members at least 14 days before its convocation.
3. The presence of at least one third of the members is necessary for the approval of the Annual General Meeting. After half an hour of waiting, when this condition is not met, the Annual General Meeting may be approved regardless of the number of present members.
4. The Annual General Meeting's competences include:
  - proposing an organizational plan of action,
  - adoption of reports of members of the Executive,
  - adoption of the Commission's reports,
  - approving Statutory changes,
  - election of the Executive for the next term,
  - election of the Audit Commission,
  - election of the Donation Commission,
  - election of the Scholarship Commission,
  - election of the Recruitment Commission.
3. The Annual General Meeting has the right to appoint a **Special Commission to Resolve a Problem** that occurred in the Committee for a specific period.

2. **The Executive of CRPC**

1. The Executive is elected by the Annual General Meeting for a period of two years or until the official election of successors.
2. The Executive consists of the following persons:
  - (I) President
  - (Ii) Vice President
  - (Iii) Treasurer
  - (Iv) Secretary
  - (v) Event Director
  - (vi) Delegates of Work Teams.
4. The Executive reserves the right to supplement its composition and appoint persons needed to implement the organization's projects.
5. The Executive has the right to appoint a **Special Commission to Resolve a Problem** that occurred in the Committee for a specific period.
6. In the event that a member of the Executive is unable to fulfill his mandate, or resigns, the Executive appoints a member of the Committee who will execute the mandate until the next Annual General Meeting.

## 2.1 Duties of the Executive

The Executive elected in the election during the Annual General Meeting has a mandate to manage the Committee and represents the Committee outside. The scope of competence of the Executive is to take all decisions, and in particular those concerning the implementation and objectives of the Committee, resolutions of the Annual General Meeting, determine the criteria for choices made by the Donation and Scholarship Commissions, responsible for administering and defending the Committee's reputation.

- (1) **President** has insight into all matters of the Committee, represents the Committee outside, creates conditions that ensure the good functioning of the Committee and checks whether the organization's base documents such as the General Ledger, protocols, resolutions, statutes and member register are properly stored.
- (2) **Vice President** cooperates with the President and fulfills the duties of the President in his absence.
- (3) **Treasurer** is responsible for: keeping the Main Book, accounting of expenses and expenditures of the Committee, providing data to the Annual Accounts for annual financial statements for the Executive and relevant government instances at the end of the accounting year, keeping bank accounts and settling them, issuing checks together with another member of the Executive, preparation of financial documents for the Audit Commission, cooperation with the Scholarship Commission for the invoice settlement, cooperation with the Scholarship Commission and the Executive in transactions related to the payment of scholarships.
- (4) **Secretary** prepares documents for meetings of the Executive, draw up and store protocols, resolutions, send notifications of meetings to all participants of the meeting. He conducts correspondence of the management office. It deals with updating the member register. It stores the Committee's seal. He is also responsible for the promotion of the Committee's activities, promotion of events and scholarship activities, as well as the maintenance of the Website and Facebook.
- (5) **Event Director** he is responsible for opening, efficient running and closing of events. He organizes the preparation of the Event, coordinates the work of the Work Teams and exhibitors, the sale of tables, the supply of necessary raw materials, and also organizes a meeting after the autumn bazaar. The purpose of this meeting is to summarize the bazaar activities in a given year and to thank all members and supporters for taking part.
- (6) **Delegates of Work Teams**, they are responsible for the correct operation of Work Teams during the Event leading to the final success. Three delegates indicated by the Annual General Meeting sit on the Executive.



### **3.1 Donation Commission**

It is responsible for gathering information about the needs of care and education centers in Poland, the subsidy chapter in accordance with the criteria previously set by the Executive or the Annual General Meeting and invoice settlement. The Dotation Commission consists of seven (7) members. Three (3) of them are members of the Executive, including the Treasurer, who takes part in banking operations. Four (4) members of the Commission are elected at the Annual General Meeting.

### **3.2 Scholarship Commission**

It is responsible for the selection of partners in Poland, recruitment of scholars in Poland and Québec in accordance with the criteria previously set by the Executive or the Annual General Meeting and recommendations for the Executive. The Scholarship Commission consists of seven (7) members. Two (2) of them are members of the Executive, including the Treasurer, who takes part in banking operations. Five (5) members of the Commission are elected at the Annual General Meeting.

### **4. Audit Commission**

It is a supervisory and control body of the Committee, separate from the Executive and not subject to internal control. It supervises compliance with the Statute and the Regulations. The Audit Commission consists of three members (3) elected at the Annual General Meeting. No member of the Executive may be part of the Audit Commission. The Audit Commission is entitled to:

1. Demand from the Executive of all documents regarding the Committee's activities.
2. Audit of the assets and financial control of the Committee.
3. Ongoing control of the Committee's activities for the last year and many years in the back.
4. Control of the Committee in terms of content.
5. Call of the Extraordinary General Meeting of Members.

### **5. – Recruitment Commission**

It is the body that verifies the list of active members organizes the recruitment of new supporters and prepares of the candidates to the members for the Executive before the Annual General Meeting. The Recruitment Committee consists of five members (5) elected at the Annual General Meeting.

### **PART VI – Resignation and Dispute Resolution**

Each member of the Executive may at any time resign from the position send a written resignation to the President. Resignation becomes effective on the day of sending the letter of resignation or on the date specified in the letter, if it takes place.

In the event of a dispute or controversy between members, directors, officials, commission members or volunteers, the General Meeting or the Executive may call the **Special Committee to Resolve a Dispute** over a specified period of time.

#### PART VII – Finances

1. The budget year and reporting year runs from: 1st January to December 31st of each year.
2. The Executive shall take decisions on matters related to the expenditure of the Committee.
3. The Executive is obliged to present the Financial Statements at the end of each budget year.
4. The checks require signatures from at least two persons among the members of the Executive: the President, the Vice President, the Treasurer or the Secretary.

#### PART VIII – Amendments

These by-laws may be amended, changed or supplemented with a majority of 2/3 of the votes of members present at the Annual General Meeting, provided that the notice of change is made available to members at least two weeks in advance.

#### PART IX – Liquidation of the Committee for Relief to Polish Children

1. If for any reason the Committee for Relief to Polish Children finishes its activity, decisions on liquidation are taken by the Committee members with a majority of 2/3 votes at the Extraordinary General Meeting of Members.
2. The Executive, after receiving the motion of the Annual General Meeting on liquidation, is obliged to draw up a financial plan for the liquidation, distribution of the Committee's resources and cancellation of the REQ registration of the Committee.
3. The Final General Meeting is released in order to determine the correctness of the process of liquidation and closure of the Committee's activities.
4. The liquidator will determine to which charitable organisation the remaining assets of the company will be devoted.

**Certified to be By-Law No. 3** of The Committee for Relief to Polish Children, as enacted by the directors of the Corporation by resolution on the 27 day of April 2018 and confirmed by the members of the Committee for Relief to Polish Children by special resolution on

the 5 day of May 2018

Dated as of the 5 day of May 2018



Kazimierz Zaras,

President of the CRPC