

December 15, 2014

Polish Canadian Association of Calgary  
3015 – 15 Street N.E.  
Calgary AB  
T2E 7L8

Dear Sirs/Madams:

**Re: Polish Canadian Association of Calgary  
Corporate Access Number: 506365162**

The special resolution and the amended bylaws for the above received by Corporate Registry on November 19, 2014 cannot be filed due to the following reasons:

- (1) You have listed goals and objectives in your Bylaws. You must remove this information from your bylaws, as they are not rules the society follows.

If you are changing your objectives, you are required to submit a separate Special Resolution passed by the members when they change the society's Objects. You must also state what changes you will be making on your special Resolution. Any time your society alters, adds or changes its objectives it must pay a filing fee of \$25.00, made payable to the Minister of Finance. I am enclosing a sample copy of a Special Resolution.

- (2) Under the *Societies Act* there are two types of Membership Meetings that need to be addressed in your bylaws:

- (1) General Meetings and
- (2) Special Meetings.

Each meeting must address how will members be notified of annual, general & special meetings? By mail, fax, email, etc? By telephone? How many days' notice will the members receive for general & special meetings? What will the quorum be at these meetings?

You have provided the provisions for the general meeting, but you have not provided the provisions for a special meeting.

There is no provision for an "extraordinary meeting" in the *Societies Act*. You may change the words "extraordinary meeting" to "special meeting" in the bylaws.

- (3) The books of the society must be audited once a year. Your bylaws must state this. When addressing this provision please use the term "audit" or "audited" as the term "review" or "reviewed" is not acceptable.
- (4) Article 6.1 of your bylaws for amending the bylaws is not correct. Bylaws can only be amended by a special resolution of the members and according to Section 1(d) of the *Societies Act* a Special Resolution can only be done at a General Meeting (not extraordinary meeting) and you can only give your members 21 days or more notice of this meeting. At this meeting only a minimum of 75% of the members must vote in favour of this Special Resolution. Please reword your bylaw to meet these requirements.

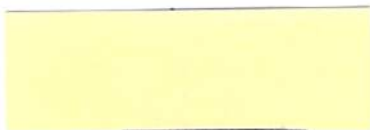
- (5) Section 9(4)(d) of the *Societies Act* requires the provisions for the appointment, removal, duties and remuneration for the officer and directors. If the Executive Board will consist of directors and officers, please provide the definition of an Executive Board in your bylaws. If the officers will not be part of the Executive Board, then the provisions for the appointment, removal, duties and remuneration must be provided for the officers.

The provision for the remuneration for the executive board must be provided. Please use the term "remuneration" when addressing this provision.

- (6) Borrowing money. Will the society be able to borrow money? Your by-laws must address this issue.

The documents are returned. Please re-submit these documents once the above issues have been addressed. Your response within 60 days will be appreciated. If I do not hear from you within 60 days, I will close your file.

Yours truly,

A rectangular area of the document is redacted with a solid yellow color, obscuring the signature and name of the sender.

Encl.