



Deutsche Gesellschaft zu Montreal

1835

Société allemande de Montréal
German Society of Montreal

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By-Law N°1

A by-law relating generally to the conduct of the affairs of the **German Society of Montreal**

Prepared by the By-Law Review Committee
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Adopted by the Board of Directors of the German Society of Montreal on
Tuesday, January 13, 2014

Ratified at a Special Members' Meeting of the German Society of Montreal on
Wednesday, April 16, 2014

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Table of Contents

1.0	Definitions.....	1
2.0	Head Office.....	1
3.0	Purpose of the Society	1
4.0	Members	2
5.0	Members' Meeting	3
6.0	Board of Directors.....	4
7.0	Meetings of the Board of Directors	6
8.0	Officers of the Society	7
9.0	The Committees	8
10.0	Relief and Welfare Fund of the German Society of Montreal	9
11.0	Financial Dispositions	10
12.0	Banking, Documents and representations.	10
13.0	Change or creation of By-Laws.	10
14.0	Final Dispositions	11

By-Law N°1**A by-law relating generally to the conduct of the affairs of the German Society of Montreal**

adopted by the Board on January 14, 2014
ratified by the members on April 16, 2014

1.0 Definitions

In this by-law of the Society, unless the context otherwise requires:

“**Board**” means the Board of Directors of the Society and “**director**” means a member of the Board;

“**meeting of members**” includes an annual meeting of members or a special meeting of members;

“**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“**ordinary resolution**” means a resolution passed by a majority of not less than fifty per cent (50%) plus 1 of the votes cast on that resolution;

“**Society**” means the German Society of Montreal as established by the *Act to incorporate the German Society of Montréal, Statutes of the Province of Canada, Cap. LX (1865 Vict. 28)*;

“**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.0 Head Office

The Head Office of the Society is located in the District of Montreal and at which location in the district the Board may from times to times determine.

3.0 Purpose of the Society

The purposes of the Society, founded on April 21st, 1835, are:

- 3.1. To bring together the German community and any having an interest in the community and to build bridges with other German institutions and associations.
- 3.2. To foster the German language and cultural heritage and, in general, be supportive of efforts to enhance the knowledge and appreciation of German language and culture in its diversity, evolution throughout history and manifestations in North America.
- 3.3. To aid needy members and other persons, who, because of failing health, misfortune or adverse circumstances, require help.
- 3.4. To support projects of other Canadian charitable organizations and social agencies in the Greater Montreal area whose objectives are such that participation or contributions by the Society would be considered a meaningful extension of the Society's own work. However, such projects shall be managed by the Trustees of the Relief and Welfare Fund of the German Society.

4.0 Members

- 4.1. Preamble and Categories:** Membership is open to anyone wishing to further the purposes of the Society. There shall be three classes of members in the Society, namely, individual members, associate members and honorary members. The Board of Directors of the Society may, by ordinary resolution, approve the admission of the members of the Society. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.
- 4.2 Individual members:** Any physical person wishing to further the purposes of the Society.
- 4.3 Associate members:** Any corporation or legal person wishing to further the purposes of the Society. Any employee hired or remunerated by the Society shall not be a mandatory of the Society.
- 4.4 Honorary members:** Any physical or legal person designated as such by ordinary resolution of the Board by reason of outstanding contribution to the purposes of the Society.
- 4.5 Membership dues:** Annual dues shall be charged to all members at the beginning of the Society's fiscal year and must be paid sixty (60) days following the invoice date to ensure membership in good standing. Notwithstanding, all dues must be paid to allow voting at any members meetings. Members in default sixty (60) days after the invoice date shall have their membership status, rights and privileges suspended, to be reinstated upon payment of the dues. After twelve (12) months the members' membership term shall be considered expired.
- 4.6 Adjustment of membership dues:** Adjustments of such dues shall be proposed by the Board at the annual general meeting and shall require immediate ratification.
- 4.7 Suspensions and Expulsions:** By simple majority vote of the Board, a member may be suspended or expelled if he or she has repeatedly and in violation of the By-Laws, damaged the reputation of the Society, hindered or defeated the accomplishments of the Society's purposes or otherwise demonstrated by his or her conduct that he or she is not interested in promoting the purposes of the Society.

In the event that the Board determines that a member should be expelled or suspended from membership in the Society, the Board shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Board, then the Board may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4.8 Termination of Membership: A membership in the Society is terminated when:

- (1) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (2) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- (3) the member resigns by delivering a written resignation to the chair of the Board of the Society in which case such resignation shall be effective on the date specified in the resignation;
- (4) the member is expelled in accordance or is otherwise terminated in accordance with these by-laws;
- (5) the member's term of membership expires; or
- (6) the Society is liquidated or dissolved.

4.9 Conflict of Interests: A member shall declare any interest that may place him/her/it in conflict regarding the purposes of the Society. In such situation, the member shall abstain to participate in the discussion and shall not vote.

5.0 Members' Meeting

5.1 Annual Meeting: The Annual Meeting of the members may be held at any place within the province of Québec, determined by the Board. The Annual Meeting shall be held on twenty-first (21st) of April, anniversary of the founding of the Society, or as close as possible to that date, but in any event not later than the thirty-first (31st) of May.

5.2 Special Meetings: The special meeting of the members may be held at any place within the province of Québec, determined by the Board. Special meetings of the Society may be called by the President or the Board or at the written request of at least five members. The agenda of such meetings shall be announced in the notice of meeting, and the business of such meetings shall be confined to the announced agenda. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

5.3 Notice of Meeting: Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, or telephone, electronic or other communication facility, at least 10 days before the day on which the meeting is to be held.

5.4 Quorum: Nine members in good standing shall constitute a quorum at any members meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.5 Voting: All meetings shall be conducted according to parliamentary rules as determined by the chairperson. Each member in good standing and without outstanding dues, having reached the age of majority in the province of Québec is allowed to cast one vote. Voting by proxy is not allowed. At any meeting of members every question shall, unless otherwise provided by the by-laws of the Society, be determined by a simple majority (1/2 +1),

except for ratification of modifications to the by-laws or ratification of new by-laws where a majority of two thirds (2/3) of the members present shall be required, of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.0 Board of Directors

6.1 Number of Directors: The Board shall consist of the nine (9) directors. The Board shall be comprised of four (4) officers and five (5) councilors.

6.2 Duration of mandate: At the first election of directors, following the approval of this by-law, four (4) directors shall be elected for a two-year term and five (5) directors shall be elected for a one-year term.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two (2) year terms.

6.3 Elections of the Board of Directors

6.30 Qualification. Any member, having reached the age of majority in the province of Québec, in good standing and without outstanding dues wishing to further the purposes of the Society, may stand for election as a director of the Society.

6.31 Election Committee

- (1) At a meeting of the Board of Directors preceding the Annual Meeting by not less than sixty (60) days, the Board shall appoint an Election Committee consisting of three (3) members of the Society, which occupy the roles of election president, election secretary and election observer.
- (2) All members wishing to further the purposes, except those standing for election, are eligible to sit on the Election Committee.

6.32 Nomination Process

- (1) The names of members of the committee shall be transmitted to the Society's membership in a Call for Nominations notice at the latest fifty (50) days before the Annual Meeting.
- (2) The nomination form shall be submitted by all candidates. The purpose of this form is to determine the contribution that the candidate can make to the Board and the Society. The exact contents of the form may be determined and changed from time to time, by the Board as it sees fit.
- (3) Nominations must be received by the Secretary in writing at least thirty (30) days prior to the Annual Meeting. These nominations shall be mailed to the official address or e-mail address of the Society.
- (4) The Secretary shall receive and transmit to the Election Committee nominations from members and the Board, including the prescribed nomination form.
- (5) The Election Committee shall verify that the member nominated fulfills all qualifications for being elected as a director as outlined in section 6.30.
- (6) A list of names of the qualified candidates is compiled by the Election Committee and shall be sent to all members,

- together with Notice of Annual Meeting not less than ten (10) days before the Meeting.
- (7) Should the Election Committee be unable to submit at least the number of candidates required to fill the positions open for election, candidates for positions shall be nominated from the floor at the Annual Meeting and shall then be voted upon by secret ballot.

6.33 Voting Process

- (1) Members shall at each Annual Meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period.
- (2) At the Annual Meeting, the members of the Election Committee shall oversee the voting process.
- (3) Each member present at the Annual Meeting with the right to vote as defined in section 5.5 is a voter.
- (4) Each voter will have as many votes as there are positions to be filled at the election.
- (5) The ballot paper, prepared in advance by the Secretary in cooperation with the Election Committee will inform the voter in German, French and English of the number of votes he or she has and will list all qualified candidates standing for election.
- (6) The voter can give one vote per candidate that he or she wishes to elect.
- (7) The voter shall not vote for one candidate more than once, nor shall he or she vote for more candidates than he or she has votes. In both cases, the ballot shall be counted as invalid.
- (8) The vote is secret. The Election Committee shall ensure that each voter can exercise his or her right to a secret vote.
- (9) When all voters wishing to exercise their right to vote have done so, the Election Committee shall count the ballots, tallying the total number of votes, the number of votes for each candidate and the number of invalid votes. The results should be recorded by the election secretary and witnessed by the election president and observer.
- (10) The Election Committee shall announce the election results in accordance with section 6.34.

6.34 Election of the Director: A director is elected if he or she receives at least fifty per cent (50%) plus one vote of the votes cast and if he or she accepts his or her election as a director. If there are more candidates than open positions on the Board, the candidates with the highest number of votes shall be those elected as directors.

6.4 Vacancy: If a member of the Board resigns or is unable to fulfill his or her duties during the fiscal year of the Society, the Board, at its own discretion, may appoint a successor until the next Annual Meeting. This nomination is performed through a resolution of the Board.

6.5 Conflict of interests: A Board member shall declare any interest that may place him or her in conflict regarding the purposes of the Society. In such situation, the Board member shall abstain to participate in the discussion and shall not vote.

6.6 Resignation: Any Board member may resign in writing to the President, the Secretary or during a meeting of the Board.

6.7 Removal of Directors: Any Board member may be removed from

the Board when in the opinion of the Board members or by vote from two thirds (2/3) of members present in a special assembly convened for that purpose, he or she no longer possesses the qualification for membership in the Society or, has been absent, without a valid reason, to three (3) consecutive meetings during the fiscal year of the Society. His or her replacement will follow provisions under the above Section 6.4.

In all cases, before the removal can be performed, the concerned Board member shall receive a written notice to that effect of at least ten (10) days before the meeting where the removal will be discussed. At that meeting, the concerned Board member shall have the right to make representations verbally or in writing.

6.8 Remuneration: No Board member shall receive remuneration.

7.0 Meetings of the Board of Directors

7.1 Meetings: The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed.

7.2 Calling of meetings: Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time.

7.3 Notice of meetings: Notice of the time and place of a meeting of Board members shall be given to each Board member by mail, or telephone, electronic or other communication facility at least 10 days before the day on which the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.4 Quorum: Five (5) Board members shall constitute a quorum at any Boards meeting. If a quorum is present at the opening of a meeting of Board members, the Board members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.5 Voting: At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.6 Committees: The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the by-laws of the Society, with such powers as the Board shall see fit.

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors. Such committees can be permanent or temporary.

If a member of a Committee resigns or is unable to fulfill his or her duties during the fiscal year of the Society, replacement will follow provisions under the above Section 6.4 mutatis mutandis.

8.0 Officers of the Society

8.1 Designation: The Officers of the Society are the President, the Vice-President, the Secretary and the Treasurer.

8.2 Appointment of Officers: The Board may designate the officers of the Society, specify their duties and, subject to the by-laws of the Society, delegate to such officers the power to manage the affairs of the Society. A director may be appointed to any office of the Society.

8.3 Remuneration: No Officer shall receive remuneration.

8.4 Duration of mandate: The Officers shall hold office for two years.

8.5 Duties of the Officers: Unless otherwise specified by the Board, the officers of the Society shall have the following duties and powers associated with their positions:

8.51 President. The President shall conduct all meetings of the Board of Directors and of the members. In the absence of the President, the Vice-President shall assume his or her prerogatives and duties. If both are absent, the Board present shall select a Chairperson. The President shall call additional meetings of the Board whenever required. The President shall have such other duties and powers as the Board may specify.

8.52 Vice-President. If the President is absent or is unable or refuses to act, the Vice-President of the Board, shall, when present, preside at all meetings of the Board of Directors and of the members. The vice-president shall have such other duties and powers as the Board may specify.

8.53 Secretary. The secretary shall attend and be the secretary of all meetings of the Board and of the members and committees of the Board. The secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society.

8.54 Treasurer. The Treasurer shall manage the assets of the Society as the Board may specify, collect the dues and keep the membership list. The treasurer shall have such powers and duties as the Board may specify.

8.6 Resignation. Any Officer may resign in writing to the President, the Secretary or during a meeting of the Board.

8.7 Removal of Officers. Any Officer may be removed from the Board of the Society when in the opinion of the Board members, he or she no longer possess the qualification for membership or, has been absent, without a valid reason, to three (3) consecutive meetings during the fiscal year of the Society. His or her replacement will

follow provisions under the above Section 8.8.

In all cases, before the removal can be performed, the concerned Board member shall receive a written notice to that effect of at least ten (10) days before the meeting where the removal will be discussed. At that meeting, the concerned Board member shall have the right to make representations verbally or in writing.

8.8 Vacancy. If an Officer of the Board resigns or is unable to fulfill his or her duties during the fiscal year of the Society, the Board, at its own discretion, may appoint a successor until the next Annual Meeting. This nomination is performed through a resolution of the Board.

8.9 Conflict of interests. An Officer shall declare any interest that may place him/her in conflict regarding the purposes of the Society. In such situation, the Officer shall abstain to participate into the discussion and shall not vote.

9.0 The Committees

9.1 Committees. The Permanent Committees shall be:

- (1) The Activities Committee;
- (2) The Cultural Affairs and Entertainment Committee;
- (3) The Fundraising Committee.
- (4) The Welfare Committee;

9.2 Composition and Duties

9.21 Activities Committee. It shall consist of at least three members, one of whom shall be a member of the Board of the Society and one of whom shall chair the meetings.

The Committee shall also: (1) maintain regular meetings; and

(2) provide the base for special interest groups and the pursuit of their activities.

9.22 Cultural Affairs and Entertainment Committee. It shall consist of a minimum of three members, at least one of whom shall be a member of the Board of the Society and who shall chair the meetings.

The Committee shall also

(1) organize and manage social functions of the Society; and

(2) plan and organize activities designed to foster German culture and traditions.

9.23 Fundraising Committee. It shall consist of five members; the President of the Society, the respective chairpersons of the Activities and the Cultural Affairs and Entertainment Committees and two directors.

The Fundraising Committee shall execute under the direction of, and in close cooperation, with the Board of the Society all organizational and administrative duties pertaining to fundraising.

9.24 Welfare Committee. It shall consist of five members and shall include the Treasurer of the Society and two directors. The Treasurer shall chair the meetings. The Welfare Committee shall also:

(1) Examine all applications for assistance;

(2) Aid those worthy of support. Any individual member of the Welfare Committee shall have the right to make one (1) cash payment not to exceed one hundred Canadian dollars (\$100.00 CAD) for support. Further requests for assistance shall be submitted to the Board of the Society. Their decision shall be arrived at by simple majority vote;

(3) It shall be left to the discretion of the Board in liaison with the Welfare Committee to:

(3.i) make outright gifts;

(3.ii) lend money without collateral;

(3.iii) exact collateral for a loan, in which case any collateral, if not redeemed within an agreed time, shall be disposed of for the benefit of the Society.

The Welfare Committee shall execute, under the direction of and in close cooperation with the Board of the Society, all organizational and administrative duties pertaining to the Welfare activities.

9.3 Duration of mandates: Any member of a Committee listed under section 9.1 or of any Committee subsequently created by the Society shall hold office for one year. Yearly mandates can be renewed.

9.4 Termination: If a member of a Committee resigns or is unable to fulfill his or her duties during the fiscal year of the Society, his or her replacement will follow provisions under the above section 7.6 *mutatis mutandis*.

10.0 Relief and Welfare Fund of the German Society of Montreal

10.1 Purpose. The *Relief and Welfare Fund of the German Society* was established by a notarial act (the "Trust Deed") dated January 19, 1968 with the purpose of financing the Society's social work and charitable activities.

10.2 Trustees. The Society's charitable work and fundraising activities are carried out in compliance with federal and/or provincial directives governing the recognition of charitable organizations.

Observance of such regulations shall be the responsibility of the Trustees of the *Relief and Welfare Fund of the German Society of Montreal*, three of whom shall be appointed by the Board of the Society for five (5) year periods.

10.3 Treasurer. The Society's Treasurer shall serve "ex-officio" as the fourth Trustee as stipulated in the Trust Deed.

10.4 Welfare Committee. The Trustees shall be assisted in the administration of the assets of the Trust Fund by the Welfare Committee of the said Society as appointed by the Board of Directors of the latter.

11.0 Financial Dispositions

11.1 Financial Year: The financial year end of the Society shall be March 31st in each year.

11.2 Annual Financial Statements: The annual financial statements are prepared by the Treasurer at the end of each financial year and submitted to the members for approval during the Annual Meeting.

11.3 Dissolution of the Society: In the event of dissolution of the Society, the assets thereof shall be used solely for charitable purposes and be distributed to charitable organizations at the discretion of the Board of the Society.

12.0 Banking, Documents and representations.

12.1 Banking Arrangements: The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Society and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

12.2 Execution of Documents: Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

12.3 Representations: The Society can only be represented by its President. Notwithstanding Article 8.52, the President may, under exceptional circumstances and when he or she deems necessary, delegate his or her power of representation unto another member of the Board of Directors of his or her choice.

13.0 Change or creation of By-Laws.

13.1 Amendment of By-Laws: Amendments to these By-Laws may be passed at any regularly convened meeting of the Board of Directors but shall be subject to ratification by vote two-thirds of the members present at a special meeting of members duly called for that purpose and held not later than the next Annual Meeting.

13.2 Creation of By-Laws: The Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Society. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution.

If the by-law, amendment or repeal is confirmed or confirmed as

amended by the members it remains effective in the form in which it was confirmed.

The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

13.3 English version: In all cases of dispute the English text shall prevail.

14.0 Final Dispositions

14.1 Omissions and Errors: The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

14.2 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.

14.3 The by-laws adopted at the special membership meeting of September 2, 1992 are hereby revoked.

The foregoing revised By-Laws, prepared by the members of the Society's By-Law Review Committee, M^e Neville-Warren Cloutier and Mr. Nico Ahn, were adopted unanimously by the Board of Directors on the fourteenth (14th) of January, 2014 and ratified unanimously by the members of the Society at a special membership meeting held on the sixteenth (16th) of April, 2014.

Signed

(signature)

Dr. Gisela Steinle, President

(signature)

Mr. Nico Ahn, Secretary