

By-laws (GCSH.2019) of German-Canadian Society Harmonie  
Regina, Saskatchewan

Founded 1955

Corporation No. 203986 under the Non-Profit Corporations Act

**TABLE OF CONTENTS**

**By-law No. 1 .....5**

**1. General .....5**

    1.1. Interpretation.....5

    1.2. Definitions .....5

    1.3. Purposes and Aims .....6

    1.4. Severability and Precedence .....6

**2. Administration .....6**

    2.1. Corporate Seal .....6

    2.2. Execution of Documents.....6

    2.3. Fiscal Year .....6

    2.4. Banking Arrangements .....6

    2.5. Annual Financial Statements .....6

    2.6. Votes to Govern .....7

    2.7. Parliamentary Authority .....7

**3. Memberships, Dues, Termination, and Discipline .....7**

    3.1. Membership Conditions.....7

    3.2. Memberships.....7

    3.3. Membership Dues .....8

    3.4. Rights and Duties of Members .....8

    3.5. Rights and Duties of Manager and Bartenders .....8

    3.6. Termination of Membership .....8

    3.7. Notice of Meeting of Members .....9

    3.8. Absentee Voting by Mail Ballot .....9

**4. Directors .....9**

    4.1. Number of Directors .....9

    4.2. Qualifications of a Director.....9

    4.3. Term of Office ..... 10

    4.4. Staggered Terms of Office..... 10

    4.5. Nomination ..... 10

    4.6. Conflict of Interest ..... 10

    4.7. Resolution of Conflicts in Board Matters ..... 11

    4.8. Vacancies on the Board ..... 11

    4.9. Powers and Duties of Directors ..... 12

    4.10. Gifts ..... 12

**5. Officers of the Society ..... 12**

    5.1. Election of Officers..... 12

    5.2. Removal of Officers..... 13

    5.3. Resignations of Officers ..... 13

    5.4. Duties of President..... 13

By-laws of German-Canadian Society Harmonie

5.5.	Duties of Vice-President .....	13
5.6.	Duties of Secretary .....	13
5.7.	Duties of Treasurer .....	14
5.8.	Duties of Property Steward .....	14
5.9.	Duties of Funding Acquisition .....	14
5.10.	Duties of Public Relations .....	14
5.11.	Duties of Funding Acquisition Assistant .....	14
5.12.	Duties of Director-at-Large #1 .....	15
5.13.	Duties of Director-at-Large #2 .....	15
6.	Procedure on Disciplinary Actions.....	15
7.	Meetings of Members.....	15
7.1.	Regular Meetings.....	15
7.2.	Annual General Meetings.....	15
7.3.	Special Meetings.....	16
7.4.	Persons Entitled to be Present .....	16
7.5.	Chairperson and Secretary.....	16
7.6.	Minutes of Meetings .....	16
7.7.	Quorum.....	16
8.	Meetings of Directors.....	16
8.1.	Calling of Meetings.....	16
8.2.	Regular Meetings.....	16
8.3.	Means of Participation .....	17
8.4.	Resolutions .....	17
8.5.	Quorum.....	17
8.6.	Committees .....	17
8.7.	Powers and Duties of Directors .....	17
8.8.	Gifts.....	17
9.	Voting .....	17
9.1.	Entitlement to Vote .....	17
9.2.	Voting of Members .....	17
9.3.	Show of Hands.....	18
9.4.	Ballots.....	18
9.5.	Election Committee .....	18
9.6.	Confidentiality.....	18
9.7.	Security.....	19
10.	Notices.....	19
10.1.	Service .....	19
10.2.	Notice of Meetings.....	19
10.3.	Invalidity of any Provisions of this By-law.....	20
10.4.	Omissions and Errors .....	20
10.5.	Waiver of Notice.....	20

10.6. Record Date for Notice ..... 20

11. Dispute Resolution ..... 20

    11.1. Mediation and Arbitration ..... 20

    11.2. Dispute Resolution Mechanism ..... 20

12. Sub-Groups (Member Groups) ..... 21

13. Insurance and Limitation of Liability ..... 21

    13.1. Limitation of Liability ..... 21

    13.2. Indemnity ..... 21

14. The By-law and Amendments ..... 21

    14.1. Effective Date ..... 21

    14.2. Amendments by Members ..... 22

    14.3. Amendments by the Board ..... 22

    14.4. Suspension ..... 22

    14.5. Repeal ..... 22

Revision History ..... 24

DRAFT

**BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of German-Canadian Society Harmonie (the "Society") with head office located at 1727 St. John Street, Regina, Saskatchewan, S4P 1R8.

**1. GENERAL**

**1.1. INTERPRETATION**

- a. German-Canadian Society Harmonie (the "Society") derives its duties, responsibilities, and powers from its by-laws as amended from time to time. The Society exists to further its purposes and aims without the purpose of financial gain for its members and any profits or other accretions shall be allocated by the Board of Directors.
- b. In the interpretation of this by-law, words in the singular include the plural and vice versa, and words in one gender included all genders. Further, words importing persons included individuals, body corporate partnerships, trusts and unincorporated organizations. Other than as specified above, words and expressions defined in the Act have the same meanings when used in herein.
- c. Headings are for convenience only and do not affect the interpretation of these by-laws.
- d. By-laws are to be interpreted broadly as a reasonable person would.

**1.2. DEFINITIONS**

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

**"Act"** means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**"AGM"** means the Annual General Meeting as described in Section 7.2 of this by-law;

**"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;

**"Board"** means the board of directors of the Society and "director" means a member of the board;

**"By-laws"** means this by-law and any other by-laws of the Society as amended and which are, from time to time, in force and effect;

**"Executive Committee"** means those persons elected by the Board in accordance with Section 4 herein;

**"General Meeting"** means a general meeting of the Board or Members as defined herein;

**"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;

**"Member"** means every subscriber to or holder of active membership in the Society and also includes the personal representative by Proxy of the Member;

**"Ordinary Resolution"** means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

**"Organization"** means German-Canadian Society Harmonie, the Members of which passed these by-laws;

**"Proposal"** means a proposal submitted by a member of the Society that meets the requirements of section 163 (Shareholder Proposals) of the Act;

**"Recorded Address"** means the Member's address as recorded in the member list or the latest recorded address;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;

**"Signing Officer"** means, in relation to any instrument, any person authorized to sign the same on behalf of the Society, or by special resolution passed by the Members pursuant thereto;

## By-laws of German-Canadian Society Harmonie

**“Society”** means German-Canadian Society Harmonie, the Members of which passed these by-laws;

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

**“Unanimous Members Agreement”** means a written agreement among all the Members of the Society for the purpose of approving or disapproving restricting in whole or in part, limiting or regulating in any way the powers of the Board to manage the business affairs of the Society as from time to time amended;

**“Voting Member”** means a Member entitled to vote at the meetings of the Organization as described in Section 3.2 of this by-law.

### 1.3. PURPOSES AND AIMS

The purposes and aims of the Organization are to cultivate and promote the German language culture, customs, and social activities. The Organization does not engage in politics; it sanctions and supports, however, the democratic institutions in Canada. Religious controversy is to be avoided. Christian and democratic ideals are supported.

### 1.4. SEVERABILITY AND PRECEDENCE

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. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## 2. ADMINISTRATION

### 2.1. CORPORATE SEAL

The Society may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Society shall be the custodian of the corporate seal.

### 2.2. 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.

### 2.3. FISCAL YEAR

The fiscal year of the Society may be fixed by the Board and may be changed from time to time by the Board. The fiscal year is recommended to be the calendar year, January 1 to December 31.

### 2.4. 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.

### 2.5. ANNUAL FINANCIAL STATEMENTS

The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **2.6. VOTES TO GOVERN**

At any meeting of Members or Directors, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **2.7. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall be the Parliamentary authority where applicable and where there is no conflict between said Rules and the By-laws.

## **3. MEMBERSHIPS, DUES, TERMINATION, AND DISCIPLINE**

### **3.1. MEMBERSHIP CONDITIONS**

Subject to the articles, there shall be two classes of members in the Society, namely, Class "A" members and Class "B" members. The Board of Directors of the Society may, by 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. The following conditions of membership shall apply:

#### **3.1.1. Class "A" Members**

- a. Class "A" ("Regular Membership") voting membership shall be available only to individual interested in the German culture and who have applied and have been accepted for Class "A" voting membership in the Society.
- b. The term of membership of a Class "A" voting member shall be annual, subject to renewal in accordance with the policies of the Society.
- c. As set out in the articles, each Class "A" voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class "A" voting member shall be entitled to one (1) vote at such meetings.
- d. The Organization is authorized to issue an unlimited number of Class "A" memberships.

#### **3.1.2. Class "B" Members**

- a. Class "B" non-voting membership shall be available only to a group or society ("Sub-Group Membership") whose Constitution and objectives are in alignment with those of the Society, or any group or society ("Associated Group Membership") that wishes to be affiliated with the Society at arm's length, and who have applied and have been accepted for Class "B" non-voting membership in the Society.
- b. The term of membership of a Class "B" non-voting member shall be annual, subject to renewal in accordance with the policies of the Society.
- c. Subject to the Act and the articles, a Class "B" non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Society.
- d. The Organization is authorized to issue an unlimited number of Class "B" memberships.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **3.2. MEMBERSHIPS**

There shall be three (3) categories of membership available within the Organization: Regular Membership, Sub-Group Membership, and Associated Group Membership.

The membership form for annual memberships shall be established by the Board of Directors and must be completed as part of any application for such memberships.

A completed membership form and accompanying membership dues, according to the fee schedule set by the Board of Directors, remitted to the German-Canadian Society Harmonie will entitle an individual an active membership for one (1) calendar year in which the application was submitted.

**3.2.1. Regular Membership**

Regular Membership shall be open to any individual interested in the German culture. Regular Membership will provide the individual with all of the rights as outlined for Class "A" Members in Section 3.1.1

**3.2.2. Sub-Group Membership**

Sub-Group (Member Group) membership shall be open to any group or society whose Constitution and objectives are in harmony alignment with those of the Society. Application for membership should be accompanied by a copy of the constitution or equal information of the group or society.

Sub-Groups (Member Groups) of the Society are entitled to use of the facilities. One free hall rental per fiscal year shall be granted, as well as reduced price on additional hall rentals.

Individual members Sub-Groups (Member Groups) are permitted to hold a Regular Membership, providing that individual with all of the rights as outlined for Class "A" Members in Section 3.1.1.

Voting upon the application of such group or society shall take place at the next board meeting, following the receipt of the application. A two-thirds majority of the Directors present shall be required to approve the group or society as member.

**3.2.3. Associated Group Membership**

Associate Group membership shall be open to any group or society that wishes to be affiliated with the Society at arm's length.

The Associated Groups of the Society shall not be entitled to the use of the facilities, nor to the one free hall rental per fiscal year, or the reduced rental price.

Individual members of Associated Groups are permitted to hold a Regular Membership, providing that individual with all of the rights as outlined for Class "A" Members in Section 3.1.1.

Voting upon the application of such group or society shall take place at the next board meeting, following the receipt of the application. A two-thirds majority of the Directors present shall be required to approve the group or society as member.

**3.3. MEMBERSHIP DUES**

The fee schedule for annual membership dues shall be established and maintained by a majority vote by the Board of Directors.

Membership dues shall be deemed payable on January 1 of a new calendar year and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Society. Continued membership is contingent upon being up-to-date on membership dues.

**3.4. RIGHTS AND DUTIES OF MEMBERS**

- a. Each member is required to further the interests and welfare of the Organization at all times. Disorderly conduct on the part of a member, inside and outside of the Organization, may constitute a reason for temporary or permanent expulsion.
- b. All guests must be accompanied by a member in good standing, who must also sign the Register and assume full responsibility for his/her guests. A guest may be admitted as such only three times.
- c. No member has the right to give orders to the employees. Complaints in respect to employees are to be submitted to the Executive.
- d. Every paid-up member is entitled to a reduced admission price to Organization functions.

**3.5. RIGHTS AND DUTIES OF MANAGER AND BARTENDERS**

The Manager and Bartenders are required to carry out the instructions of the Executive, or representative. It is their duty to observe all rules and regulations of the Liquor Control Act. Their directives must be followed by every member and guest. They are responsible to the Executive for law and order within the licensed premises.

**3.6. TERMINATION OF MEMBERSHIP**

A membership in the Society is terminated when:



## By-laws of German-Canadian Society Harmonie

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 3.1 of these by-laws;
- c. the member resigns by delivering a written resignation to the President, or designate, of the Society in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.6 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Society is liquidated or dissolved under the Act.

### 3.7. NOTICE OF MEETING OF MEMBERS

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of fourteen (14) to sixty (60) days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of fourteen (14) to thirty-five (35) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Society to change the manner of giving notice to members entitled to vote at a meeting of members.

### 3.8. ABSENTEE VOTING BY MAIL BALLOT

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Society has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Society to change this method of voting by members not in attendance at a meeting of members.

## 4. DIRECTORS

The Executive consists of the following persons who should be elected at the General Meeting.

All members of the Executive carry out their duties on an honorary basis. Reasonable expenses incurred by the members of the Executive on behalf of the Organization will be reimbursed. This decision rests with the Executive.

If Executive are not established or maintained for the Society, the Executive for Harmonie Holdings Ltd. may, on behalf of the Society, assume and exercise such duties and powers until such time as the Society establishes its own Executive.

### 4.1. NUMBER OF DIRECTORS

At least seven (7), but no more than ten (10), Directors should be elected to the Board of Directors at the Annual General Meeting. However, at least sixty percent (60%) of the total number of Directors must be elected at the Annual General Meeting. Up to forty percent (40%) of the total number of Directors could be appointed.

### 4.2. QUALIFICATIONS OF A DIRECTOR

The following are requirements for holding the office of a Director:

- a. Be a Member in good standing;

By-laws of German-Canadian Society Harmonie

- b. Be 18 years of age or older;
- c. Be an individual;
- d. Be mentally competent;
- e. Not be an undischarged bankrupt and if a Director becomes bankrupt s/he ceases to be a Director.
- f. Satisfy the nomination criteria (Section 4.5) as set forth herein.

**4.3. TERM OF OFFICE**

A Director is elected to serve for a term of not more than a total of two (2) years. There is no limit on the number of terms a Director shall be eligible to serve.

**4.4. STAGGERED TERMS OF OFFICE**

Elections shall be held annually at the Annual General Meeting, at which time approximately half of the Directors shall have their terms ending. To support continuity of knowledge within the Board of Directors, the following schedule will be leveraged.

Year 1 Expiring Terms	Year 2 Expiring Terms
President	Vice-President
Funding Acquisition	Funding Acquisition Assistant
Property Steward	Public Relations
Treasurer	Secretary
Director	Director

At subsequent Annual Meetings, the Directors who have been the longest in office since their election, shall retire and new Directors shall be elected to fill their place. Retiring Directors shall be eligible for re-election.

**4.5. NOMINATION**

- a. All candidates for the position of a Director to be elected at the next AGM must receive at least one (1) nomination from the floor (referred to herein as "Nominee(s)").
- b. Elections Committee shall request nominations for the positions of Directorships to be voted on at the current AGM in association with the nomination protocol set forth herein.
- c. Nominee(s) shall provide a brief verbal response about their background and desire to become a Director. Written responses may be submitted and read into the meeting by a delegate or proxy.
- d. A Director whose term is ending, may make a verbal request at the AGM to submit their name for re-election.
- e. The Elections Committee will then prepare a list of all qualified Nominees to be voted on. The Voting List shall be provided to all attendees of the AGM.
- f. The Voting List shall be presented to the Voting Members at the AGM, or in a way that will enable the members to consider and vote on the same, and then the positions to be filled on the Board shall be voted on by the Voting Members at the AGM in accordance with the membership voting rights set forth in Section 9 herein.

**4.6. CONFLICT OF INTEREST**

A Conflict of Interest exists where an individual has any pecuniary or personal interest, direct or indirect in any matter involving the Society or whereby a reasonable person would conclude that a member of the Board's personal or financial interest may affect his or her judgment or the discharge of his or her duties to the Society, or where her or his obligations to another professional association or regulatory body does or may conflict with her or his obligations to the Society. A Conflict of Interest may be real or perceived, actual or potential and may be direct or indirect.

## By-laws of German-Canadian Society Harmonie

A Director or Officer who is a party to, or who is a Director or Officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Society, shall disclose the nature and extent of his/her interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or Members for approval, even if such contract is one that in the ordinary course of the Organization's business would not require approval by the Board or Members, and a Director interested in a contract so referred to the Board, shall not be allowed to vote on any resolution to approve the same except as provided by the Act.

### 4.7. RESOLUTION OF CONFLICTS IN BOARD MATTERS

- a. A Director and/or Voting Member of the Society who believes that a Director has a Conflict of Interest shall disclose to the Board in writing as soon as practical after becoming aware of same the general nature of the Conflict of Interest prior to any consideration of the matter in any meeting; and unless a majority of the other members of the Board agree otherwise, the implicated Director shall not:
  - i. take part in the discussion of or vote on any question in respect of the matter to which the Conflict of Interest relates;
  - ii. influence or attempt to influence in any way whether before, after or during any meeting the discussion or voting involving the matter;
- b. Any Director that fails to disclose a Conflict of Interest may be subject to discipline in accordance with Section 6 herein.

### 4.8. VACANCIES ON THE BOARD

- a. Resignation of a Director - Directors may resign by submitting a resignation in writing to the President or Secretary. Resignation will take effect upon receipt, or, if a time is specified in such resignation, at the time so specified, whichever is later.
- b. Automatic - The office of Director shall be automatically vacated if:
  - i. S/He is absent from three (3) consecutive Board meetings or misses one-third or more of all duly scheduled Board meetings in a calendar year without leave of the Board;
  - ii. S/He is found to be mentally incapable in the opinion of a qualified medical professional;
  - iii. S/He is deceased; or
  - iv. S/He no longer satisfies the criteria set forth in Section 4.2 herein.
- c. Removal of a Director by the Board - Subject to Section 6, a Director who is found to be in violation of the by-laws, or Code of Ethics or of dishonorable conduct in business dealings or of acting in a manner likely to bring discredit to the Society may be suspended or removed from the Board by an affirmative vote of at least two thirds (2/3) of all of the Directors, at a meeting duly called for the purpose of considering such action, provided that the Director shall be given a reasonable opportunity to be heard by the Board prior to their making such a decision.
- d. Removal of a Director by Members - Subject to Section 6, the Members can put forth a complaint to the Elections Committee to remove any Director before the end of the Director's term. This complaint shall detail the Director's alleged violation and shall show the Director has:
  - i. Not carried out the responsibilities of a Director and/or;
  - ii. Acted in a manner contrary to the best interest of objects or policies of the Society and/or;
  - iii. Failed to adhere to the policies and principles of the Society.

Whereupon the Board may suspend or remove the Director by an affirmative vote of at least two thirds (2/3) of all of the Directors at a meeting duly called for the purpose of considering such action, provided that the Director shall be given a reasonable opportunity to be heard by the Board prior to their making such a decision in accordance with Section 6 herein.

- e. When Vacancies Occur - subject to Section 4 herein the vacant Directorship shall be filled by the next highest voted Member in the most recent Board election. If that Member declines, then the vacant Directorship will be filled by the next highest voted Member and so on.

## By-laws of German-Canadian Society Harmonie

- i. The Board shall appoint a new Director(s) to serve the remainder of the former Director(s) term based on the nominations put forward by the Elections Committee. The Board shall ensure there is a quorum within the Board when electing the approved nominee. The time served by the Director so appointed shall not be considered for the purposes of considering that Director's eligibility for further terms in accordance with Section 4.3 herein. The vacancy cannot result from an increase in the minimum number of Directors, or from a failure of the Members to elect the minimum number of Directors.
- ii. If no quorum of Directors remains in office, the remaining Directors must call a general meeting to fill the vacancies. At the meeting the Members elect Directors to serve the rest of the terms of the former Directors.

### 4.9. POWERS AND DUTIES OF DIRECTORS

The Powers and Duties of the Board of Directors of a Society are not such as are usually imposed upon such Officers of regular business corporations and as are described and required by law, and although they are not remunerated for their services, they are still required to attend to the management of the business affairs of the Society. The Directors shall in all cases act as a Board, regularly convened, by a majority, to dispatch whatever business there is. They may adopt such rules and regulations for their conduct of their meetings, and the management of the Society as they may deem proper and necessary, not inconsistent with these By-laws and the Society's Act. Directors have the power to borrow money but cannot sell any land or buildings owned by the Society without the approval of the members. The President chosen by the majority of the Directors shall chair their meetings. If the President is not available to chair the meeting, the Directors present may choose one of their number to act as the chairman of their meeting. Questions arising at such meetings shall be decided by a majority vote of show of hands.

Accurate records of all proceedings at Directors' meetings shall be kept in the Minute Book. These records shall contain the names of the Directors present at, or absent from, each meeting of the Board.

### 4.10. GIFTS

Any gifts a Director or President receives on behalf of the German Club remain the property of the Club unless the Board of Directors decides that the gift may be kept by the Director or President as a personal present.

## 5. OFFICERS OF THE SOCIETY

### 5.1. ELECTION OF OFFICERS

Subject to any unanimous Members' agreement, Officers shall be appointed by the Board. Each director must be elected to an Officer position. The Board shall elect the following Officers, annually at the first Board Meeting following the AGM, or more often as needed who together form the "Executive Committee":

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Property Steward
- f. Funding Acquisition
- g. Public Relations
- h. Funding Acquisition Assistant\*
- i. Director-at-Large #1\*
- j. Director-at-Large #2\*

The Officers denoted with an asterisk in (h), (i), and (j) are only required if more than the minimum of seven (7) Directors have been elected to the Board, as outlined in Section 4.1 herein.

## **5.2. REMOVAL OF OFFICERS**

Subject to Section 6, any Director can be removed from the Office by majority vote of the Board, or a quorum of Directors, or at the Annual General Meeting. Notice must be given to all Directors of such a proposed decision with the notice of the meeting. The Directors shall immediately choose another qualified person to fill the vacancy from the persons currently sitting as a member of the Board.

## **5.3. RESIGNATIONS OF OFFICERS**

Resignation of an Officer shall be governed by the provision outlined in Section 4.8. The resignation shall be interpreted as a resignation of the individual's Officer and Director positions.

## **5.4. DUTIES OF PRESIDENT**

The President, or his/her delegate, shall:

- a. Convene all executive, general, and all other meetings;
- b. Chair all meetings of the Members of the Society and of the Board and see to it that parliamentary procedures are being adhered to. At these meetings, the President shall only vote in the event of a tie. In the case of disturbances, the President has the right and the duty to impose silence on a person and, when necessary, to exclude a person from the meeting. This person, however, has the right to appeal such presidential decision to the Executive;
- c. Subject to the authority of the Board, have general supervision of the affairs and business of the Society;
- d. With the Secretary or other officers appointed by the Board for that purpose, sign all by-laws;
- e. Be a signing officer of bank cheques;
- f. Be an ex officio non-voting member of all committees (except the Executive);
- g. Perform such other duties as may from time to time be determined by the Board. During absence or inability of the President, the President's duties and powers may be exercised by either of the Vice President(s) or by such other director as the Board may, from time to time, appoint.

## **5.5. DUTIES OF VICE-PRESIDENT**

The Vice-President shall:

- a. Become the Acting President during the absence or inability of the President, and be responsible for exercising the duties and powers of the President;
- b. Be a signing officer of bank cheques;
- c. Perform such other duties as may from time to time be determined by the Board.

## **5.6. DUTIES OF SECRETARY**

The Secretary shall:

- a. Be responsible for the recording of all facts and minutes of all meetings and proceedings in the books kept for that purpose;
- b. Be responsible for keeping the Membership list organized, in order to keep up-to-date contact information and be able to send out statements;
- c. Responsible for the member register of German-Canadian Society Harmonie;
- d. Be responsible for ensuring that all notices required to be given to members or to the directors are duly given;
- e. Be responsible for ensuring that all books, papers, records, contracts and other documents belonging to the Society are kept in proper custody and not delivered up without authorization by a resolution of the Board;
- f. Respond to membership inquiries regarding viewing of minutes and records;
- g. Be a signing officer of bank cheques;

- h. Perform such other duties as may from time to time be determined by the Board.

#### **5.7. DUTIES OF TREASURER**

The Treasurer shall:

- a. Ensure that full and accurate accounts of all receipts and disbursements of the Society are kept in proper books of account and that all moneys or other valuable effects are deposited in the name of and to the credit of the Society in such bank or banks as may from time to time be designated by the Board;
- b. Supervise the disbursement of the funds of the Society under the direction of the Board, and shall provide an account of all the Society's financial transactions, and of the financial position of the Society to the Board at its regular meetings or upon the Board's request;
- c. Update Directors on the budgets of committees on a monthly basis by providing a report showing monthly expenditures compared to available budgets;
- d. Work with the auditor selected by the Board to ensure yearly audits are completed before an AGM;
- e. Disclose to the Membership as to where the finances are being allocated;
- f. Communicate with membership regarding questions surrounding finances;
- g. Be a signing officer of bank cheques;
- h. Perform such other duties as may from time to time be determined by the Board.

#### **5.8. DUTIES OF PROPERTY STEWARD**

The Property Steward shall:

- a. Be responsible for the coordination and/or direct involvement in the upkeep of the head office facilities of Harmonie Holding Ltd.;
- b. Inform the Board of any repairs of the Society's building and/or its assets;
- c. Be entitled to execute any repairs or purchases of \$500.00 CAD or less without Board approval. And amounts over that threshold must move through a majority resolution by the Board;
- d. Perform such other duties as may from time to time be determined by the Board.

#### **5.9. DUTIES OF FUNDING ACQUISITION**

The Funding Acquisition officer shall:

- a. Actively research suitable funding, grants and other opportunities to increase revenue for German-Canadian Society Harmonie. and presents said findings to the Board to be discussed and to be approved;
- b. Be responsible for submitting applications to funding opportunities on time, as well as any follow up reports that need to be submitted.

#### **5.10. DUTIES OF PUBLIC RELATIONS**

The Public Relations officer shall:

- a. Be responsible for all publications to the media (ex., newspaper, radio, television, social media);
- b. Be responsible for processing and responding to all letters received by the Society;
- c. Assume the Secretary's duties during the absence of the Secretary;
- d. Perform such other duties as may from time to time be determined by the Board.

#### **5.11. DUTIES OF FUNDING ACQUISITION ASSISTANT**

The Funding Acquisition Assistant officer shall:

- a. Support the Funding Acquisition officer by actively researching suitable funding, grants and other opportunities to increase revenue for German-Canadian Society Harmonie and presents said findings to the Board to be discussed and to be approved;

- b. Be responsible for submitting applications to funding opportunities on time, as well as any follow up reports that need to be submitted.

**5.12. DUTIES OF DIRECTOR-AT-LARGE #1**

The Director-at-Large #1 shall:

- a. Perform such other duties as may from time to time be determined by the Board. During absence or inability of the Executive Committee, those duties and powers may be exercised by such other directors as the Board may, from time to time, appoint.

**5.13. DUTIES OF DIRECTOR-AT-LARGE #2**

The Director-at-Large #2 shall:

- a. Perform such other duties as may from time to time be determined by the Board. During absence or inability of the Executive Committee, those duties and powers may be exercised by such other directors as the Board may, from time to time, appoint.

**6. PROCEDURE ON DISCIPLINARY ACTIONS**

The following procedure shall apply with necessary modifications to all questions of discipline, termination or suspension or other decisions that affect the rights of Directors pursuant to Section 4 and Officers pursuant to Section 5 herein.

The board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Society;
- b. carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the Board determines that a member should be expelled or suspended from membership in the Society, the President, or such other officer as may be designated by 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 President, or such other officer as may be designated by 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 President, the President, or such other officer as may be designated by 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.

**7. MEETINGS OF MEMBERS**

**7.1. REGULAR MEETINGS**

Regular meetings of the members shall be held bi-annually or other time determined by the President, at a time and place designated by the President.

**7.2. ANNUAL GENERAL MEETINGS**

An Annual General Meeting of the members shall take place at a regular date set by the Board, the specific date, time and location of which will be designated by the President.

The purpose of the Annual General Meeting is to receive and to consider the President's Annual Report, the Accountant's Financial Statements, as required by the Act to be placed before the Members; to elect by ballot the Board of Directors, as per Section 4; to submit to the Members any question requiring their approval.

## By-laws of German-Canadian Society Harmonie

The Board of Directors will choose their own Officers consisting of President, Vice-President, Secretary, Treasurer, Property Steward, Funding Acquisition, Funding Acquisition Assistant, Public Relations, Director-at-Large #1, and Director-at-Large #2.

### **7.3. SPECIAL MEETINGS**

Special meetings may be called by the President, or delegate of the President, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

### **7.4. PERSONS ENTITLED TO BE PRESENT**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **7.5. CHAIRPERSON AND SECRETARY**

The Chairperson of any meeting of Members shall be the President, or, in his/her absence, the Vice-President or other Director of the Society who is a Member. If no such officer is present within fifteen (15) minutes from the start time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairperson. If the Secretary of the Society is absent, the Chairperson shall appoint some person, who is qualified to act as Secretary of the meeting.

### **7.6. MINUTES OF MEETINGS**

Minutes are to be taken by a Secretary during the meeting. Alternatively, the meeting can be audio recorded, video recorded, or a group's appointed or informally assigned secretary may take notes, with minutes prepared later.

### **7.7. QUORUM**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the 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. If sufficient members are not present to achieve quorum, members deemed present shall constitute quorum provided that at least three (3) members are present.

## **8. MEETINGS OF DIRECTORS**

Each director is required to further the interests and welfare of the Society at all times.

### **8.1. 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; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Society has only one director, that director may call and constitute a meeting.

### **8.2. REGULAR MEETINGS**

Regular Meetings of the Board of Directors shall be held immediately following the Annual Meeting of the Members and at such other times as the Board of Directors may determine. The Directors meeting and may be formally called by the President or Vice President or by the Secretary on direction of the President or Vice President, or by the Secretary in writing by two (2) other Directors.

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, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.



### **8.3. MEANS OF PARTICIPATION**

If quorum is obtained, and the Directors of the Corporation are present or participants in the meeting consent, a meeting of Directors or of a committee of directors may be held by such a telephone, electronically, in-person, or other forms of communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in the meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office. Such meetings should be properly recorded at the next regular meeting of the Board of Directors.

### **8.4. RESOLUTIONS**

A statement by the chairperson of the meeting that a decision has been made and/or a decision is recorded in the minutes of the meeting is admissible as proof on its fact that the decision was made without proof being required of the number of voted recorded in favor of or against such decision. If the President is absent, his or her duties must be carried out by the Vice-President.

### **8.5. QUORUM**

The presence, in person and/or electronically, of a majority of current members of the Board, provided at least three (3) Directors are present, shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.

### **8.6. 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 Act, 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.

### **8.7. POWERS AND DUTIES OF DIRECTORS**

The Directors have the power to run the Society in the best possible way. They have the power to borrow money but cannot sell any land or buildings owned by the German-Canadian Society Harmonie without the approval of the members.

### **8.8. GIFTS**

Any gifts a Director or President receives on behalf of the German Club remain the property of the Club unless the Board of Directors decides that the gift may be kept by the Director or President as a personal present.

## **9. VOTING**

### **9.1. ENTITLEMENT TO VOTE**

Each voting member shall, at all general meetings and AGMs of the Society, be entitled to one vote which shall be cast either by show of hands, paper ballot, or by electronic ballot.

### **9.2. VOTING OF MEMBERS**

On a **Show of Hands**, every member present in person shall have one (1) vote, irrespective of the number of Class A memberships s/he may hold.

On a **Poll**, every member present, including Proxy Holders, shall have one (1) vote, irrespective of the number of Class A memberships s/he may hold.

In the case of joint holders of a membership, the vote of the senior, who tenders the vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the signature on the membership form.

## By-laws of German-Canadian Society Harmonie

The **Proxy** shall be in writing under the hand of the member. An instrument appointing a Proxy may be in the following form, or in any other form which the Directors shall approve.

No person shall act as Proxy, who is not a member in his/her own right.

Every Member entitled to vote at a meeting of members may appoint a member of his or her immediate family, including spouse, father, son, mother, or daughter, as a proxy holder.

All Proxies shall be lodged with the Secretary of the Society before commencement of the meeting of the members, at which s/he proposes to vote on a proxy.

Sample of Proxy Instrument:

I, M.L.A. of Regina, Sask., being a member of German-Canadian Society Harmonie., hereby appoint Mr./Mrs./Ms./ \_\_\_\_\_ of \_\_\_\_\_, Sask., as my Proxy to vote for me and on my behalf at the General Meeting (or as the case may be) of German-Canadian Society Harmonie to be held on \_\_\_\_\_ day of \_\_\_\_\_ (month) \_\_\_\_\_ (year).

Signed this \_\_\_\_\_ (day) of \_\_\_\_\_.

Signature \_\_\_\_\_

Witness of signature \_\_\_\_\_

Note: A Proxy instrument shall be deemed to confer a demand for a "Poll" vote.

### 9.3. SHOW OF HANDS

Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to effect in the Minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the vote recorded in favor of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

### 9.4. BALLOTS

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member or Proxy holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which s/he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot so taken shall be the decision of the Members upon the said question.

### 9.5. ELECTION COMMITTEE

Prior to voting activities requiring a ballot, typically during elections of Directors during an AGM, the Board of Directors may by resolution establish and appoint persons to create an Election Committee.

An Election Committee shall consist of three (3) to seven (7) members, with one being the Chair and one being the secretary. The criteria to sit as a member of the Elections Committee when dealing with potential candidates is that the member cannot be running for any position on the Board of Directors at the present AGM, if so they must step down from the Elections committee. Candidates for the Election Committee may be selected from attendees of the meeting. The mandate of the Elections Committee is:

- a. To ensure correct voting procedures are in place and communicated to voters;
- b. To communicate and be a liaison between the Society, represented by the Board of Directors and the voters;
- c. To vet potential candidates who are interested in running for positions on the Board of Directors;
- d. To announce elections to be held or special membership meetings.

### 9.6. CONFIDENTIALITY

The Society shall take steps to ensure that reasonable confidentiality, non-disclosure and non-use protections, terms and conditions are in place related to any confidential information and data ("Voting

Data”) retained by the Society from any voting activities in which completed paper ballots were submitted or for any electronically recorded voting data.

## **9.7. SECURITY**

Voting Data related to a physical paper ballot or an electronic vote must be retained securely and confidentially throughout the election dispute period as set out in these by-laws and for as long as necessary thereafter, including as may be required by law, in the event that a petition for questioning the election is duly filed. All Voting Data related to a paper ballot or an electronic vote must be destroyed or deleted following a vote to do so by members present.

## **10. NOTICES**

### **10.1. SERVICE**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a.** if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b.** if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c.** if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d.** if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **10.2. NOTICE OF MEETINGS**

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Society not less than fourteen (14) days before the time when the meeting is to be held by one of the following methods:

- a.** delivered personally to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b.** mailed by prepaid ordinary mail to the director's address as set out in (a);
- c.** by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d.** by an electronic document in accordance with Part 17 of the Act.

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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice

of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

**10.3. INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW**

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.

**10.4. 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.

**10.5. WAIVER OF NOTICE**

Any Member, Director, Officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him/her under any provision of the Act, the regulations thereunder, the Articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board which may be given in any manner.

**10.6. RECORD DATE FOR NOTICE**

The record date for the determination of the Members entitled to notices of the meeting shall be the close of business on the day immediately preceding the day on which the notice was given.

**11. DISPUTE RESOLUTION**

**11.1. MEDIATION AND ARBITRATION**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Society are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 11.2 of this by-law.

**11.2. DISPUTE RESOLUTION MECHANISM**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Society arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Society is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Society as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Society) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **12. SUB-GROUPS (MEMBER GROUPS)**

The Organization may have zero, one, or many Sub-Groups (Member Groups) at a given time.

Each Sub-Group (Member Group) is responsible for electing its own executive. Each member of a Sub-Group (Member Group) should be a member of the German-Canadian Society Harmonie. Each Sub-Group (Member Group) can use the facilities of the Society. Regular monthly meetings shall be fixed by agreement with the Manager and the Board of Directors. All events for a group should be recorded and booked no later than November 1 for the coming calendar year in the Events Calendar of the Society. Special regulation for the use of the hall for the various events are to be worked out.

In the event of an affiliated group being dissolved, all assets of such a group shall be property of the German-Canadian Society Harmonie.

## **13. INSURANCE AND LIMITATION OF LIABILITY**

### **13.1. LIMITATION OF LIABILITY**

The Organization shall purchase and maintain an insurance for liabilities.

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or Employee, or for joining in any receipt for other act for conformity, or for any loss, damage or expenses happening to the Society through the insufficiency of deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency of deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person within whom any of the monies, securities, or effects of the Society shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office of in relation thereto, unless the same are occasioned by their own willful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

### **13.2. INDEMNITY**

Subject to the limitations contained in the Act, the Society shall indemnify a Director or Officer, a former Director or Officer, a person who acts or acted at the Society's request as a Director or Officer of a body corporate of which the Society is or was a Member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Society or any such body corporate) and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which s/he is made a party by reason of being or having been a Director or Officer of the Society or such body corporate, if:

- a. S/He acted honestly and in good faith with a view to the best interests of the Society; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, s/he had reasonable grounds for believing that this conduct was lawful.

## **14. THE BY-LAW AND AMENDMENTS**

### **14.1. EFFECTIVE DATE**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Directors.

**14.2. AMENDMENTS BY MEMBERS**

Except as otherwise provided by law, new by-laws may be adopted or these by-laws may be amended or repealed by a two-thirds (2/3) vote of the Members present and voting at any regular meeting of the Society, a quorum being present, provided the text of the proposed amendment has been submitted to the membership in writing at least fourteen (14) days prior to the meeting date.

**14.3. AMENDMENTS BY THE BOARD**

Subject to the rights of members to adopt, amend or repeal this by-law, other than a by-law or amendment thereof changing the authorized number of directors, a by-law may be adopted, amended or repealed by a majority vote of the Board, unless doing so would:

- a. materially and adversely affect the Voting Members' rights as to voting, dissolution, redemption, or transfer;
- b. increase or decrease the number of Members authorized in total or for any type;
- c. effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- d. authorize a new class of membership.

**14.4. SUSPENSION**

A by-law of the Society may be suspended in case of emergency by the vote of members comprising a majority of the voting members of the Society.

**14.5. REPEAL**

All previous Articles of Association or by-laws of the Society, if any, are repealed as of the coming into force of this by-law provided that such repeal shall not affect the previous operation of any Articles of Association or by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All Officers and persons acting under any Article of Association or by-laws so repealed shall continue to act if appointed under the provisions of this by-law and all resolutions of the Members or Board with continuing effect passed under any repealed Articles of Association or by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

By-laws of German-Canadian Society Harmonie

CERTIFIED to be By-law No. 1 of the Society, as enacted by the Board of the Society by resolution on

the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(President)

\_\_\_\_\_  
(Secretary)

CONFIRMED by the members of the Society by special resolution in accordance with the Act on

the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(Secretary)

**REVISION HISTORY**

<b>Version</b>	<b>Description</b>	<b>Date</b>
GCSH.1955	First release of by-laws Authored by: Founding members	1955
GCSH.2018	Major re-alignment of by-laws, leveraging current practices, and technologies. Re-organized sections to improve readability. Added new sections to improve clarity and add updated clauses.	2018
GCSH.2019	Re-organized sections and headings with consistent numbering scheme. Added dynamic cross-references when referring to different Sections within this document.	2019

DRAFT