

# German Canadian Club, Inc. Constitution and By-Laws

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Approvals	
Jürgen Belle – Constitution Committee chairman	Ratified by GCC members during the annual general meeting on February 24, 2014.

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### **Article 1: NAME**

The name of this Club shall be the German Canadian Club London, Inc. (1933), hereinafter referred to as the "Club" or "GCC". The headquarters of the "Club" shall be located on the property of the German Canadian Club Inc., within the boundaries of the City of London.

### **Article 2: OBJECTIVES**

The "Club" shall have the following objectives:

1. To preserve and promote to its members and to the City of London and area German heritage, culture and customs through language, education, sports, charitable, social and civic purposes.
2. To promote mutual respect, understanding and friendship among German and Canadian people.
3. The "Club" shall be carried on without purpose of personal gain to any of its members, and any profits or other accretions to the "Club" shall be used solely for the purposes of the "Club" and the promotion of its objectives. THIS PROVISION IS UNALTERABLE

### **Article 3: AFFILIATIONS**

The "Club" may affiliate with organizations, associations and societies having similar aims and objectives.

### **Article 4: MEMBERSHIP**

- i. The membership of the "Club" shall consist of any person or Member Society that subscribes to the objectives of the "Club" and complies with Constitution and By-laws of the "Club". No discrimination shall be made for reasons of race, creed or class.
- ii. An individual may qualify for and be registered under more than one of the categories in this article.
- iii. Members shall consist of:
  - a. Regular Member
  - b. Honorary/Life Member
  - c. Member Societies, and members in good standing of Member Societies
- iv. A regular (voting) Member is any person of good character, eighteen years (18) of age or older who is granted a membership to the "Club". Membership may be acquired by submitting a written application to the Board of Directors of the "Club". The application shall carry the signature of one (1) regular member of the "Club", in good standing, as sponsor. Acceptance shall require a 2/3 vote of the "Board".
  - a) An immediate family member, living in the regular members house, eighteen years (18) or older may become a regular (voting) member if they pay the Associate Member fee.

**Article 4: MEMBERSHIP (cont'd)**

- v. An Honorary or Life Member is:
- a. An individual nominated for this position by the Board of Directors of the Club.
  - b) An individual nominated by the membership at the Annual General Meeting and accepted by a vote of 2/3 majority.
  - c) An Honorary/Life member is afforded all the rights of Membership including the right to attend and speak at Members meetings but is not entitled to vote.
- vi. Member Societies are any non-profit society that subscribes to the objectives of the "Club" and are subject to the Constitution of the "Club" All Society adult members shall pay the prescribed associate membership fees to the "Club" unless otherwise mandated by the "Council". The society shall apply in writing for membership to the "Club". Membership shall be granted upon a 2/3 majority vote at a Special General Meeting or Annual General Meeting of the "Club". The following conditions apply to all Member Societies:
- a) Member Societies shall be administered by an Executive Board of no less than three (3) persons. The mandatory positions shall be:
    - President/Chairperson
    - Secretary
    - Treasurer
  - b) Additional positions may be included to enable the Society to conduct the day-to-day operations of that Society.
  - c) Member Societies are entitled to hold events on the "Club" premises provided they do not create a financial burden upon the "Club" and do not interfere with the regular "Club" activities.
  - d) The Member Society shall administer all Society financial records and bank accounts. All financial records shall be submitted to the "Club" Auditors at least two (2) weeks prior to the "Club" AGM.
  - e) The Member Society shall present a written year-end financial report and year-end activity report at the "Club" Annual General Meeting.
  - f) Dissolution of a Member Society shall receive approval from the "Club Council" by a vote of 3/4 of the "Council" present.
  - g) Upon dissolution, all assets, after payment of all debts and obligations, shall become the property of the "Club"

#### **Article 4: MEMBERSHIP (cont'd)**

vii. Membership may be terminated voluntarily, or by administrative procedure as the "Council" may determine:

- a) The member submits a signed letter of resignation to the "Club".
- b) The member has no longer paid dues with the "Club".
- c) The member is expelled by a special written resolution by the "Council", for activities considered detrimental to the objectives, purposes or best interests and repute of the "Club".

- A member shall be notified by registered letter detailing the reasons for expulsion. The member shall be afforded one month to respond to the expulsion order. A Special General meeting shall be held to deal with this issue. A 2/3 secret ballot shall determine the outcome of the issue.

#### **Article 5: MEMBERSHIP FEES & DUES**

- i. All membership fees shall be established, by a simple majority vote, by the membership of the "Club" at the Annual General Meeting. Established fees shall be effective in the next fiscal year.
- ii. Regular Members fees for the current year are due no later than on the day of the "Club" Annual General Meeting.
- iii. An individual who is a full-time student, unemployed or is experiencing financial hardship may, upon written request, ask to have their dues waived or reduced. A vote of 2/3 majority, by the "Council" shall decide this issue.
- iv. Member Society fees, payable to the "Club", shall be due no later than June 30<sup>th</sup> of the current fiscal Year.
- v. All Member Society Directors shall become regular members of the "Club" unless they are honorary/life members of the "Club"
- vi. New Regular Members shall be required to pay full dues, if accepted, during the first half of the business year. Half dues are payable if accepted during the second half of the business year.
- vii. If any Regular Member or Society Member is in arrears for membership fees for any year, such member may have all rights and privileges revoked by the "Club".

### **Article 6: REFUND POLICY**

Any member of the "Club" may apply, in writing, for a refund, less administrative fees, within one (1) month of becoming a member, or within one (1) week of the Club's first official event, if:

- a. There has been a misinterpretation of the Club's mandate and proposed activities as specified to the member when signing for membership.
- b. There are serious organizational issues with the Executive members that lead to a lack of communication with the Club's member/members.
- c. Lack of programs/activities as promoted to the member/members.
- d. Any circumstance that seriously hampers the member's ability to enjoy membership at the Club.

### **Article 7: EXECUTIVE COUNCIL**

- i. The Executive Council, hereinafter called "Council" shall conduct the day-to-day business affairs of the "Club". The "Council" may exercise all powers, as are noted by the Ontario Corporations Act, the articles of incorporation or these By-laws.
- ii. To plan, arrange, and conduct programs for all activities of the "Club". To determine the date, place and time of all "Club" related activities.
- iii. To review and approve monthly financial statements by the Treasurer, subject to future audit.
- iv. To execute the disbursement of funds upon the recommendation of the Treasurer. Extraordinary disbursements require the approval of the general membership at a Special General Meeting.
- v. To review and act on applications for membership and recommendations for expulsion.
- vi. To propose amendments to the By-Laws of the "Club" when deemed necessary.
- vii. The "Council" may from time to time appoint agents as it deems necessary to carry out the objectives of the "Club".
- viii. The "Council" may from time to time recommend the employment of other persons to carry out the objectives or the day-to-day business of the "Club". A Special General Meeting shall be called to approve the recommendation. A vote of 2/3 shall determine this issue.
- ix. The "Council" may appoint committees to carry out the objectives of the "Club". Committee members may, but need not be, from the "Council". Committee members not elected to the "Council" are not eligible to vote at "Council" meetings.

### **Article 7: Executive Council (cont'd)**

- x. The "Council" shall consist of:
- President
  - Vice-President
  - Secretary
  - Assistant Secretary
  - Treasurer
  - Assistant Treasurer
  - Cashier
  - No fewer than 5 Directors at large
- xi. Director's at Large portfolios shall be assigned at the first "Council" meeting convened by the new "Council". A Director may hold more than one portfolio.

### **Director Vacancy**

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.

A vacancy shall be made known, by publication in the "Club" newsletter, to the General membership immediately.

A Regular Member, wishing to fill a vacancy on the "Council" shall submit a written request within 1 month of the date of publication of the vacancy.

A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by direct appointment of the "Council".

The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

### **Removal of Director**

No Member of the "Council" shall be removed for arbitrary reasons but may be removed if the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- The Director becomes incapable of performing the duties of the "Club"
- The Director is absent from two or more meetings of the "Council" without satisfactory reason.
- The Director becomes or is discovered to be bankrupt.
- The Director has compromised the integrity of the "Club" due to, but not limited to:
  - Harassment
  - Violence
  - Failure to properly account for monies/property belonging to the "Club".
  - Found guilty of a criminal offense regardless of whether the offence directly affected the "Club".

## **Article 7: Executive Council (cont'd)**

### **Removal of Director (cont'd)**

A Member of the Executive Council holding his or her respective position(s), as Director or other position(s) may be removed from office by the Executive Council for good and sufficient cause by a 2/3 vote of the Executive Council present provided notice to remove the Director has been given to all the Executive Council. If a Director is removed by the "Council", the "Council" may appoint a successor to the position(s) for the remainder of the term(s).

A Member of the "Council" may also be removed from office for good and sufficient cause at a Special General Meeting by a 2/3 vote of the Members. The Members entitled to vote may elect a successor to fill all position(s) held by the removed Director(s) for the remainder of the term(s).

## **Article 8: DUTIES OF EXECUTIVE COUNCIL**

### **President:**

- i. Shall preside over all meetings of the "Club" and the "Council" and be official spokesperson for the "Club".
- ii. Shall have signing authority for all "Club" transactions.
- iii. Shall be the chief executive officer of the "Club" and will supervise the members of the "Council" in the execution of their duties, except the nominations/election Committee.
- iv. Is a member ex officio of all committees of the "Club".
- v. Shall have veto authority. If this privilege is used, then a Special General Meeting of the "Club" membership shall be convened within two (2) weeks.
- vi. Shall, or appoint an approved agent, to supervise all staff employed by the "Club".
- vii. Shall have served as a "Club" "Council" member for at least one (1) year to be nominated for the position of President.
- viii. Shall serve for a two (2) year term and be elected in even numbered years.
- ix. Shall serve as Past President until replaced by an incoming Past President. The Past President shall only be in an advisory capacity and shall not have a vote.

### **Vice-President:**

- i. Shall preside at all meetings and perform all duties in the absence of the President. The Vice-President shall perform all duties asked of him by the President.
- ii. May share signing authority for any bank account or financial papers.
- iii. Shall be elected for a two (2) year term in odd numbered years.



## **Article 8: DUTIES OF EXECUTIVE COUNCIL (Cont'd)**

### **Secretary:**

- i. The Secretary shall take roll call and maintain a record of all minutes of the "Club" and maintain copies of all committee reports.
- ii. The Secretary shall maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting. These records shall be kept in an archive file for no less than ten (10) years.
- iii. The secretary shall inform the Membership of each general meeting, send to the "Council" notices of each meeting, conduct the general correspondence of the organization that is not the proper function of another office or committee, prepare, prior to each meeting in consultation with the presiding officer an order of business.
- iv. In the absence of the President and Vice-president the Secretary shall preside until the immediate election or appointment of a new presiding officer.
- v. The Secretary may share signing authority for any bank account or financial papers.
- vi. The Secretary shall be elected for a one (1) year term.

### **Assistant Secretary:**

- i. Shall in the absence of the Secretary perform the duties and exercise the powers of the Secretary.
- ii. Shall assist the Secretary in the performance of the Secretary's duties.
- iii. Shall be elected for a one (1) year term.

### **Treasurer:**

- i. Shall have the responsibility for all funds and securities of the "Club" and shall have a working understanding of spreadsheets and basic accounting practices;
- ii. Shall share signing authority for all "Club" transactions and ensure that all invoices are paid in a timely fashion;
- iii. Shall receive all monies paid to the "Club" and deposit the same to the credit of the "Club" in a "Council" approved Bank, Trust Company, Credit Union or Treasury Branch;
- iv. Shall properly account for all receipts and disbursements of the "Club" and shall keep and/or supervise the keeping of the books and records as are necessary for proper and good accounting;
- v. Shall present financial statements to the "Council" and Members of the "Club" at monthly "Council" meetings and at all General Meetings, or when requested, an account of all transactions and a statement of the financial position of the "Club";

## **Article 8: DUTIES OF EXECUTIVE COUNCIL (Cont'd)**

### **Treasurer (cont'd):**

- vi. Shall have the books of the "Club" audited as prescribed by the "Club" Constitution and present an audited financial statement at the Annual General Meeting;
- vii. Shall make the financial records of the "Club" available, for inspection, to any member of the "Council" or membership upon reasonable notice and at a reasonable time and place;
- viii. Shall prepare an annual budget in consultation with the "Council". This budget shall be presented and approved by the membership at the Annual General Meeting;
- ix. Shall be elected for a two (2) year term in odd numbered years.

### **Assistant Treasurer:**

- i. Shall in the absence of the 1<sup>st</sup> Treasurer perform the duties and exercise the powers of the Treasurer.
- ii. Shall assist the Treasurer in the performance of the Treasurer's duties.
- iii. Shall assist the Cashier in the timely collection of all membership dues and initiation fees
- iv. Shall be elected for a one (1) year term.

### **Cashier:**

- i. Shall collect membership dues and initiation fees in a timely fashion;
- ii. Shall collect admission fees at all Club functions and/or appoint qualified persons to assist in the duties of Cashier.
- iii. Shall submit all new membership applications immediately to the "Council" for review at the next "Council" meeting;
- iv. Shall submit a monthly report to the "Council" regarding membership increase/decline, failure to submit membership fees and any other concerns that effect membership;
- v. Shall submit all names of fully paid Members and Society Members to ensure timely issue of membership cards;
- vi. Shall ensure that fully paid members at the Annual General Meeting and have registered to validate their privilege to vote;
- vii. Shall be elected for a one (1) year term.

## **Article 8: DUTIES OF EXECUTIVE COUNCIL (Cont'd)**

### **Directors at Large:**

- i. The portfolios of all Directors shall be determined by the Board of Directors.
- ii. Shall be actively involved in the management of the "Club" as set forth in the Objectives of the "Club";
- iii. Shall make every effort to attend "Council" and membership meetings;
- iv. Shall be actively involved as chairpersons or members of committees;
- v. Shall represent and further the cause of the "Club";
- vi. Shall perform other duties as may be requested by the "Council";
- vii. Shall be elected for a one (1) year term.

## **Article 9: MEETINGS**

### **Council Meetings:**

- i. "Council" meetings shall be held at least once a month, the day to be determined at the 1<sup>st</sup> Board Meeting following the AGM. More frequent meetings may be called at the discretion of the President or at least 4 "Council" members.
- ii. At "Council" meetings  $\frac{1}{2} + 1$  of the elected officials shall constitute a quorum. In event of a lack of a quorum the "Council" meeting shall be postponed to the next Wednesday. In event a quorum is not achieved any business requiring a motion and ratification is prohibited.
- iii. Notification of non-scheduled "Council" meetings shall be by email or phone at least three (3) days prior to the meeting, except in the case of an emergency.
- iv. The President/Chairperson of a Member Society may attend any "Council" meeting and is entitled a voice at these meetings.
- v. The Order of Business shall be:
  - Call to Order/Roll Call
  - Reading and Approval of Previous Minutes
  - Treasurers Report
  - Cashier Report
  - Correspondence
  - Committee Reports
    - Standing Committees
    - Special Committees
  - Unfinished Business
  - New Business
  - Adjournment

## **Article 9: MEETINGS (cont'd)**

### **Annual General Meeting:**

- i. Shall be held no later than the last Sunday in March. Ensure no conflict with Easter.
- ii. Official notice of the Annual General Meeting shall be given to all Members at least fourteen (14) business days prior to the meeting. Such notification shall be by the following methods:
  - o regular mail, email and/or fax
  - o website notice
  - o "Club" newsletter
  - o posting at "Club"
  - o any other method determined by the "Council"
- iii. The Order of Business shall be:
  - Call to Order/Roll Call
  - Confirmation of quorum
  - Approval of previous AGM Minutes
  - Presidents annual report
  - Secretary annual report
  - Treasurers annual report
  - Auditors report
  - Committee reports
  - Member Society annual reports
  - Correspondence
  - Unfinished business
  - Constitutional Amendments
  - Withdrawal of all expired Board positions
  - Confirmation of Quorum
  - Election of Executive
  - Appointment of Auditors
  - Establishment of Club membership and initiation fees
  - New Business
  - Adjournment
- iv. The newly elected "Council" shall start their administrative duties immediately following the Annual General Meeting.
- v. A minimum of twenty (20) percent voting Members, in good standing, including the "Council", shall constitute a quorum at all General Meetings of the "Club". Any motion shall be decided by a simple majority of the votes unless otherwise required by these By-Laws.
- vi. If no quorum is present within ½ hour from the start of any General Meeting the meeting is automatically adjourned to the same day, time and place two (2) weeks later.
- vii. If there is no quorum on the second meeting date within ½ hour from the start of the meeting, then the eligible voters present constitute a quorum.

## **Article 9: MEETINGS (Cont'd)**

### **Annual General Meeting (cont'd)**

- viii. Newly established Club Membership and initiation fees shall become effective in the next fiscal year.

### **Special General Meeting:**

- i. May be called by the "Council";
- ii. Shall be called by the "Council" upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 10 Members or 10% of the voting Membership, whichever is less, setting out the items of business to be conducted at the Special General Meeting;
- iii. Shall be held within fifteen (15) days of receipt of the written request from the Members. Only the business set out in the notice of the Special General Meeting shall be considered and debated.

### **Voting at General Meeting:**

Every regular Member aged 18 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

### **Nominations and Elections**

Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting or at a Special General Meeting called for that purpose.

Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.

Elections shall be by secret ballot, but in the event only one candidate is nominated, no vote is required, and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

A Regular Member in good standing may be nominated, in absentia, on condition that he/she declares their intention in writing. This declaration shall be submitted at the Special General Meeting called for that purpose.

## **Article 10: REMUNERATION**

1. The membership may determine the total amount of an honorarium designated for the Executive Council at the Annual General Meeting. The division of the honorarium shall be determined by the Executive Council at the first "Council" meeting convened by the new "Council". A Director may be awarded more than one share of the honorarium if he/she accepts more than one position.

### **Article 10: REMUNERATION (cont'd)**

2. The Membership at any general meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

### **Article 11: COMMITTEES**

1. The Club may have, among others, the following committees:
  - a. Membership Committee
  - b. Communications/Promotions Committee
  - c. Special Events Committee
  - d. Soccer Committee
  - e. Website Committee
  - f. Newsletter Committee
2. Any member may become a member of a committee
3. Committees shall not exceed ten (10) members.

### **Article 12: PARLIAMENTARY AUTHORITY**

The rules contained in the most current addition of *Robert's Rules of Order* shall govern the organization in all instances when they are applicable and not inconsistent with these bylaws and any other special rules the "Club" may adopt.

### **Article 13: BY-LAWS AND AMENDMENTS**

- (a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member, to the "Club", in writing at least thirty (30) days prior to the Annual General Meeting of the "Club". Amendments shall be approved by a 2/3's vote of the Membership voting in person at the AGM.
- (b) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By-Law amendments. Such notification shall be by the following methods:
  - o regular mail, email and/or fax
  - o website notice
  - o newspaper announcement
  - o public notice
  - o posting at Club office
  - o any other method determined by the "Council"
- (c) New amendments shall become effective immediately upon ratification unless stipulated elsewhere in the Constitution.

### **Article 14: INDEMNITY**

Members of the Board of Directors or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

### **Article 15: FINANCES**

1. The "Council" will approve and direct the handling of all finances of the Club under the responsibility of the Treasurer, who will be responsible for maintaining full and proper accounting records.
2. A current operating account shall be maintained in any Canadian chartered bank, credit union or trust company as designated by the "Council". All current operating receipts received by the "Club" will be deposited in this account out of which normal operating expenses will be paid.
3. Special accounts may be created for specific purposes at the discretion of the "Council".
4. The "Council" will ensure that all conditions of the deposit are adhered to and shall approve all expenditures or withdrawals related to savings and trust accounts.
5. The "Council" shall be empowered to invest any excess funds of the "Club" in securities designated by the Trustee Act.
6. Any two of the President, Vice-President, Treasurer or Secretary shall be signing authorities for any bank account or financial papers held by the Club.
7. The financial records and/or other records of the Club may be inspected by a member of the Club upon giving reasonable written notice to the Secretary.
8. No person other than the "Council" shall commit the Club to any expenditure.
9. Two Auditors shall be elected at the "Club" Annual General Meeting and shall be designated as employees of the "Club". Auditors shall not be a Club Council Member. Auditor's fees shall be established by the "Council" at the first "Council" meeting following the AGM. Their duties shall be to audit all books and source documentation of the Club and Member Societies. Audits shall be performed at least once a year and a written report shall be submitted to the "Council" within fifteen (15) days of the completion of the audit. A final Auditors written report shall be submitted at the Annual General Meeting.
10. The fiscal year of the Club shall end on December 31<sup>st</sup> of each year, unless otherwise ordered by the Board of Directors.

### **Article 16: BONDING**

All officers of the "Club" responsible for money matters may be bonded. A fidelity bond may be furnished for the faithful performance of their duties in an amount established by the Board. The "Club" may pay for the cost of the bonds.

### **Article 17: HONOURS**

Any member paying full membership dues for 25, 40 and 50 consecutive years shall be presented with a special recognition award at a special awards event organized by the "Council".

### **Article 18: DISPUTE RESOLUTION**

The "Club" shall adhere to the Dispute Resolution process as published and approved by the "Club" membership.

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to the "Club", with a copy to all parties named in the dispute, the nature and facts of the dispute. The "Club", at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

The Dispute Resolution process shall not to be used for financial, political or personal gain.

The "Club" shall make available to any Member the Dispute Resolution process when requested.

### **Article 19: HARASSMENT**

The "Club" shall adhere to the Harassment Policy as published and approved by the "Council" from time to time. This policy shall be in compliance with Provincial legislation

The Harassment Policy shall apply to all employees, directors, officers, volunteers, Members and registrants of the "Club".

Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

The "Club" shall make available to any Member the Harassment Policy when requested.

### **Article 20: APPEALS**

1. Any Member or registrant of the "Club" directly affected by a decision of the "Club" may appeal such decision. The denial or termination of Membership in the "Club" may be appealed by a non-Member.



**Article 20: APPEALS (cont'd)**

2. A decision of the "Club" may be appealed to an independent organization with which the "Club" is affiliated. The appeal shall be conducted in accordance with the "Clubs" published rules.
3. An individual shall not appeal a decision made by the Board of Directors regarding the Appointment, non-appointment, re-appointment or revocation of an appointment within the "Club's" operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.

**Article 21: DISSOLUTION**

1. As long as there are at least ten (10) regular members or one (1) Member Society comprising of at least ten (10) Society members committed to the continued existence of the "Club", the "Club" cannot be dissolved. THIS PROVISION IS UNALTERABLE
2. In the event of dissolution of the "Club", and after payment of all debts and liabilities, its remaining assets shall be donated to a charity. This shall be determined by the "Club's" final "Council".

**Article 22: EFFECTIVE DATE**

This Constitution and By-Laws becomes effective, when ratified by the membership at the Annual General Meeting (AGM) or a Special General Meeting (SGM).