



**The Constitution of the
German-Canadian Congress (Manitoba) Inc.**

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Part A: Vision, Mission, & Values

Article 1: Treaty and Traditional Territory Acknowledgement

The German-Canadian Congress meets on the ancestral lands of the Anishinaabeg, Cree, Oji-Cree, Dakota, and Dene Peoples, and on the homeland of the Métis Nation. We respect the Treaties that were made on these territories, we acknowledge the harms and mistakes of the past, and we dedicate ourselves to move forward in partnership with Indigenous communities in a spirit of reconciliation and collaboration.

Article 2: Truth and Reconciliation and the United Nations Declaration on the Rights of Indigenous Peoples

We acknowledge that Indigenous peoples have suffered under colonial and postcolonial policies. We believe that to work respectfully with Indigenous nations, our staff needs to be aware of the collective impact that intergenerational trauma continues to have on Indigenous children, youth, and families.

We are guided by the United Nations Declaration on the Rights of Indigenous Peoples, which establishes the individual and collective rights of Indigenous peoples and protects them from discriminatory policies and practices.

We are also guided by the Truth and Reconciliation Commission of Canada's final report, and in response to their Calls to Action, we will:

Provide education for management, staff, and members on the history of Aboriginal peoples, including the history and legacy of residential schools, the United Nations Declaration on the Rights of Indigenous Peoples, Treaties and Aboriginal rights, Indigenous law, and Aboriginal-Crown relations. This will require skills-based training in intercultural competency, conflict resolution, human rights, and anti-racism.

Article 3: Aims and Objectives of the Congress

- a) To cultivate and promote the German language, culture and customs of German-Canadians in Canada within the scope of Canadian multiculturalism;
- b) To foster cooperation among German-Canadians, and to promote a better understanding of their cultural heritage among Canadians;
- c) To inform Canadians relating to the many positive contributions by German-Canadians to Canadian Society;
- d) To promote and encourage the participation and contribution of German-Canadians in public affairs and civic life;

- e) To facilitate business and cultural relations between Canada and German Speaking Countries;
- f) To establish a fund for charitable purposes dedicated to the cultivation and promotion of German-Canadian cultural heritage and the advancement of a flourishing German-Canadian community for the enrichment of Canada;
- g) To support German speaking immigrants during immigration and during integration into the Canadian Society; and
- h) To investigate, clarify and, if necessary, take action against false and/or negative images concerning people of German origin.

Article 4: Nature of the German-Canadian Congress

The Congress is a non-profit, non-partisan and non-sectarian organization, supporting democratic institutions without engaging in political or religious controversy. The German-Canadian Congress has no political affiliations and stands firmly against any radical or controversial views, which may be held by individual Members. Such views are the personal views of Members and are not those of the Congress. Therefore, the German-Canadian Congress assumes no responsibility for any individual member(s) who may express or promote such views.

Part B: By-Laws

The By-laws of the Constitution of the German-Canadian Congress (Manitoba) Inc. (hereafter called the “**Congress**”) are as follows:

Article 5: Name

The name of the Congress shall be:

“German-Canadian Congress (Manitoba) Inc.” in the English language;.

“Deutsch-Kanadischer Kongress (Manitoba) e.V.” in the German language; and,

“Congrès Allemand-Canadien (Manitoba) Inc.” in the French language.

Article 6: Seal

The seal, an impression of which is stamped at the end of the By-laws, shall be the seal of the Congress.

Article 7: Definitions

The term “German-Canadian” as used throughout these by-laws shall be defined as follows:

A resident of Canada whose ancestry originates in that part of Europe that had and/or continues to have German as its common language, and who values German culture and traditions.

The terms “contract, document, or any instrument in writing”, as used herein shall include bank documents, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts, and conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

The singular shall include the plural, the word “person” shall include firms and corporations.

Article 8: Aims and Objectives of the Congress

To cultivate and promote the German language, culture and customs of German-Canadians in Canada within the scope of Canadian multiculturalism; To foster cooperation among German-Canadians, and to promote a better understanding of their cultural heritage among Canadians; To inform Canadians relating to the many positive contributions by German-Canadians to Canadian Society; To promote and encourage the participation and contribution of German-Canadians in public affairs and civic life; To facilitate business and cultural relations between Canada and German Speaking Countries; To establish a fund for charitable purposes dedicated to the cultivation and promotion of German-Canadian cultural heritage and the advancement of a flourishing German-Canadian community for the enrichment of Canada; To support German speaking immigrants during immigration and during integration into the Canadian Society.

Nature of the Congress

The Congress is a non-profit, non-partisan and non-sectarian organization, supporting democratic institutions without engaging in political or religious controversy.

Membership

- a) Membership in the Congress shall consist of
 - i) Members:
Every German-Canadian as herein defined, as well as every other Canadian, who has reached the age of majority and supports the Aims and Objectives of the Congress, may become a member of the Congress and is qualified to one vote at any membership meeting. Every organization, which serves the German-Canadian Community and supports the Aims and Objectives of the Congress may become a member of the Congress and is qualified to one vote at any membership meeting.
 - ii) Youth Members:
Persons, who are not of the age of majority but over 15 years old and who support the Aims and Objectives of the Congress, may become a Youth member of the Congress and are qualified to one vote at any membership meeting.
 - iii) Honorary Members:
Persons, associations, partnerships or corporations, who or which have made an outstanding contribution to the German-Canadian Community may be given Honorary Membership by the Board of Directors.
- b) Any member or honorary member of the Congress shall automatically, upon becoming a member of the Congress, also become a member of the National Organization of which the Congress is a provincial chapter.
- c) All members in good standing shall be eligible to hold office in the Congress.
- d) Membership fees shall be set by the Executive and reviewed annually. Late payment fee of 10% will become effective for every three (3) months of not paying the membership fee.
- e) Application for membership shall be made in writing to the Executive, who shall have the discretion to accept or reject any application for membership.
- f) A member may be expelled from the Congress by reason of non-adherence to the aims and objectives of the Congress, for acts that could reasonably bring the Congress into disrepute by majority vote of the members at any General Meeting or for not paying the membership fee after a twelve (12) months' grace period.
- g) Membership in the Congress shall cease in the following cases:
 - i) - death of a member;
 - ii) - through written notice by the member; or

- iii) - failure to qualify for membership in accordance with this constitution.
- h) Membership fees are non-refundable.
- i) Membership in the Congress shall cease if membership payment is not received prior to the start of the AGM of the current fiscal year.

Article 9: Annual and General Meetings

- a) Every member in good standing shall have one vote at an Annual General Meeting or any other General Meeting and there shall be no proxy voting.
- b) The Annual General Meeting or any other General Meeting shall be held on a day to be named by the Board of Directors, and twenty-one (21) days written notice of such a meeting shall be given to every member of the Congress. The notice must specify the date, place and time of the meeting and in case of special business, the nature of the business shall be given to the members.
- c) Such notice is to be given to the members by means deemed by the Directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, email and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any General Meeting.
- d) Resolutions arising at any meeting of the Congress shall be decided by a simple majority of votes. In case of an equality of votes, the Chair shall call for a second vote. In the event the second vote results in an equality of votes the resolution shall fail.
- e) The President or the designate shall chair the meeting. The Chair shall have a vote as any other member. The Chair shall not have a tie-breaking vote.
- f) Five percent (5%) of the members of the Congress may requisition the Directors to call a General Meeting.
- g) Every notice of a General Meeting shall state the purpose of the meeting.
- h) The quorum for transaction of business of any General Meeting of the Congress shall be five percent (5%) of the members.
- i) The rules of procedure at General Meetings of the Congress may be amended by ordinary resolution.
- j) The Annual General Meeting shall be held on or prior to the 31st day of December of each year.
- k) A Director or member may consent to participate in a meeting by means of such telephone, internet video, video conference, or audio call, or other communications

facilities, which permit all persons participating in the meeting to hear each other. Director or member participating in such a meeting by such 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 held while a Director holds office.

Article 10: Special Meetings

- a) A Special Meeting of the Board of Directors may also be held from time to time if fifty percent (50%) of the Board of Directors vote for the need for such a meeting to take place to discuss and attend to significant issues facing the Congress.
- b) The Quorum for a Special Meeting shall be a minimum of fifty percent (50%) of the Board of Directors. A quorum shall be required at all times during Special Meetings. In the event of no quorum present at any Special Meeting, the meeting shall be adjourned and recorded as adjourned for lack of quorum. Voting shall be by simple majority and can be conducted in person or virtually.
- c) The rules of procedure at Special Meetings of the Congress may be amended by ordinary resolution.
- d) A Director or member may participate in a Special Meeting by means of such telephone, internet video or audio call, or other communications facilities which permit all persons participating in the meeting to hear each other. A Director or member participating in such a meeting by such means is deemed to be present at the meeting. Voting at Special Meetings may be held via telephone, internet video, video conference, audio call, or voting.

Article 11: Organizational Structure

The organizational structure of the Congress shall consist of:
"The Board of Directors" and "The Executive"

- a) A Board of Directors consisting of a minimum of ten (10) and a maximum of twelve (12) members, each having one vote and there shall be no proxy voting, shall manage the affairs of the Congress. A majority shall constitute a quorum.
- b) Once elected a Director shall hold office for a two (2) year term.
- c) A minimum of six (6) members, or that number which is required to complete the ten (10) to twelve (12) members of the Board of Directors, shall be elected at the Annual General Meeting.
- d) The Directors shall be elected from candidates nominated by a nominating committee of the Executive and the membership. To qualify for nomination, the candidate must be a member in good standing of the Congress. Reasonable efforts shall be made to ensure that at least two Directors are thirty (30) years of age or younger.

- e) Nominations for Director must be sponsored by at least two members in good standing and must be received in the office of the Congress at least fourteen (14) days prior to the date set for elections. Any position left vacant after elections can be filled by a motion from the floor.
- f) The Board of Directors shall be elected from the nominated candidates by way of secret ballot to be conducted at the Annual General Meeting. Candidates will be elected to the Board of Directors on the basis of the number of votes each candidate received, such that the candidate receiving the highest number of votes will be elected, the candidate receiving the second highest number of votes will be elected, and this procedure will continue until the ten (10) to twelve (12) Directors positions are filled.
- g) If a vacancy in the Board of Directors occurs, the Directors may, by resolution, fill the vacancy with any person who could qualify as a Director. The person so chosen shall hold office for the balance of the unexpired term of the vacating Director.
- h) The Directors shall serve without remuneration. No Director shall directly or indirectly receive any profit from this position. A Director may be paid reasonable expenses incurred in the performance of duties, after the Board of Directors has approved such expenses.

Article 12: Duties of Directors

- a) The Board of Directors shall be responsible for the coordination of the work of the Congress and for carrying out the policies and directives of the Congress.
- b) The Board of Directors shall be responsible for ensuring that funds of the Congress are accounted for, that Minutes of meetings of the Congress are maintained, and that one member chairs the meetings of the Congress.
- c) The Directors may exercise all such powers of the Congress as are not by the Manitoba Corporations Act or by the By-laws required to be exercised by the members at General Meetings. Furthermore, the Directors shall have power to authorize expenditures on behalf of the Congress and may delegate by resolution to an officer or officers of the Congress the right to employ and pay salaries to the employees.
- d) The President shall seek approval from the Board of Directors for work to be done. The Board of Directors may decide to call for tenders with sealed bids. The first approval of such bids rests with the Board of Directors. Major expenditures (20% of the average bank balance for the last six months) must be approved by the members at a General Meeting before work is started.
- e) The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Congress, as they deem expedient. Such rules and regulations shall have force and effect only until the next General Meeting, when they shall be confirmed, and in default of confirmation at such

General Meetings shall at all times and from that time cease to have force and effect.

- f) The Board of Directors may require such employees or officers of the Congress as the Directors may so designate to give security to the Congress and to maintain same in such form amount and consideration as they deemed satisfactory for keeping, accounting for money or other assets of the Congress which may come into its hands.
- g) The Board of Directors may appoint such agents and engage such employees, as it shall deem necessary. Such persons shall have authority and shall perform duties as shall be prescribed by the Board of Directors at any time of such appointment.
- h) The Board of Directors shall take such steps as they deem necessary to enable the Congress to receive donations and benefits for the purpose of furthering the aims and objectives of the Congress.
- i) Any Director must attend a minimum of seven (7) Board of Directors meetings in a one year term. If a Director is remiss in appearing at 7 of 13 meetings the remaining Board has the option to replace that member of the Board of Directors. The new Director's position will come up for vote at the next Annual General meeting to be officially instated by the membership.
- j) Whenever a Director has a financial or personal interest in any matter coming before the Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Congress to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 13: Executive

- a) The Executive of the Congress shall be the President, Vice-President, Secretary, Treasurer and Past-President, and such other directors as the Board of Directors may determine.
- b) The members at the Annual General Meeting shall elect all vacant Executive positions.
- c) The Executive of the Congress shall hold office until their successors are elected or appointed in their stead; with the exception of the President, who must always be elected by members at a General Meeting, Annual or Special Meeting.
- d) All members of the Executive must also be members of the Board of Directors.
- e) No two 'related persons' ("related persons", as defined within the *Income Tax Act* (Canada) (R.S.C., 1985, c. 1 (5th Supp.))) may both simultaneously serve as an Executive.
- f) The President shall be the chief executive officer of the Congress, shall preside at all meetings of the Congress and Board of Directors, and shall have the general and active

management of the business of the Congress. In addition, the President shall see that all orders and resolutions of the Board of Directors are carried out, shall be a non-voting member of all committees, and shall prepare and submit to the members at the Annual General Meeting a statement and report of the preceding year for its approval. The President shall also represent Manitoba on the Council of the National German-Canadian Congress.

- g) The Vice-President shall act in the absence or disability of the President and shall exercise the powers and duties of the President, and shall perform such other duties as shall from time to time be imposed upon the Vice President by the Board of Directors. Should both the President and the Vice-President be absent or incapacitated, the performance of their powers shall be designated to a chairperson appointed by the Board of Directors.
- h) The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, shall be the custodian of the Seal of the Congress, and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision the Secretary shall be.
- i) The Treasurer shall have the custody of all funds and securities. The Treasurer shall keep complete and accurate accounts of receipts and disbursements in books belonging to the Congress and shall deposit all monies and other valuables in the name and to the credit of the Congress at such depositories as may be designated by the Board of Directors. Such accounts shall be in the name of the German-Canadian Congress (Manitoba) Inc. The Treasurer shall disburse the funds of the Congress ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at the meetings of the Board of Directors, or whenever the Board of Directors may require it, an account of all transactions as Treasurer and of the financial position of the Congress. All payments must be made by cheque, and must be countersigned by the President or an assigned member of the Board of Directors Member. At Annual General Meetings the Treasurer shall submit to the members of the Congress a financial statement containing income and expenses, assets and liabilities. This financial statement shall be audited formally or informally depending on the wishes of the members of the Congress. The Treasurer shall also perform such other duties as may be determined by the Board of Directors.
- j) In all cases of death, resignation, retirement or removal from office of an Executive Member, all books, papers, vouchers, money and other property of whatever kind in possession or under control of that person belonging to the Congress shall be returned to the Board of Directors immediately, but not later than four (4) weeks in case of death.

The Chairperson may, with the consent at any meeting, adjourn the same and no notice of such adjournment need be given to all Directors. Any business may be brought before or dealt with at any meeting, which might have been brought before or dealt with at the original meeting in

accordance with the notice calling the same.

- k) Three (3) members of the Executive shall constitute a quorum and be necessary for the transaction of business at any executive meeting.
- l) All Executives have a term limit of six (6) years. After their six-year term, each Executive must vacate their role as an Executive for at least one (1) year commencing from the end of their term; after this one-year period, the Executive may be elected for another six-year term. Notwithstanding the foregoing, the six-year term limits do not apply to the Treasurer, who may hold office indefinitely.

Article 14: Amendments of By-laws

- a) A motion to amend the By-laws can be made at any General Meeting.
- b) All members entitled to vote must be notified in writing at least twenty-one (21) days' notice of the exact wording of the amendment, and of the location, date, and time of the special meeting of the amendment.
- c) A quorum of at least five percent (5%) of the members is required to discuss and vote on the motion.
- d) A two-thirds majority of the members present is required to pass any amendments.
- e) As soon as amendments take effect, they must be issued to all members in writing.

Article 15: Signature and Certificate of Documents

- a) Contracts, documents, or other instruments in writing requiring a signature of the Congress shall be signed by any two of the President, Vice-President, Secretary, or Treasurer; and all contracts, documents, and instruments in writing so signed shall be binding upon the Congress without further authorization or formality.
- b) A 2/3 majority of the Directors shall have power to appoint an officer or officers on behalf of the Congress to sign contracts, documents, and instruments in writing. The Seal of the Congress, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by an officer or officers appointed by a resolution of the Board of Directors.

Article 16: Indemnities to Directors and Others

Every Director or officer of the Congress or other person who has express and implied authority under these By-laws and who has undertaken or is about to undertake any liability on behalf of the Congress and their heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Congress from and against:

- a) All costs, charges, and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought

or prosecuted against that person for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by that person on or about the execution of the duties of their office except such costs, charges or expenses as are occasioned by that person's willful neglect.

- b) All other costs, charges or expenses, which that person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that person's own willful neglect.

Article 17: Resolutions

- a) All previous resolutions of the Board of Directors, which are not in conflict with these By-laws, shall remain in force.
- b) Any resolution of the Board of Directors involving borrowing shall require the approval of 2/3 of the members present at a General Meeting of the members of the Congress.

Article 18: Interpretation

Whenever references are made in any By-law or any special resolution of the Congress or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such by-law, statute or section thereof as the case may be.

Article 19: Books and Records

The books and records of the Congress shall be open to inspection by members at all General Meetings, whether called by the Board of Directors or by the members themselves, at the office of the Congress.

Article 20: Fiscal Year

The fiscal year of the Congress shall terminate on the 31st of December of that year, in each and every year or on such other date as the Board of Directors may by resolution determine.

Article 21: Privacy

The Board of Directors has a commitment to protecting members' privacy and will respect all relevant legislation.

Article 22: Dissolution of the Congress

- a) It is the unalterable provision of these By-laws that members of the Congress shall have

no interest in the property and assets of the Congress. Upon dissolution of the Congress, any funds and assets of the Congress remaining after satisfaction of its debts and liabilities, shall be distributed to one or more recognized organizations as determined by the members of the Congress, subject to any applicable provisions of the laws of Canada and Manitoba.

- b) If at dissolution time the Board of Directors were not able to make a decision, then any funds and assets of the Congress remaining after satisfaction of its debts and liabilities, shall be distributed in equal proportion to any Manitoba German language schools existing at that time. If no Manitoba German language schools exist, then the funds shall be distributed to the Winnipeg Foundation.