

**CANADIAN ASSOCIATION OF UNIVERSITY TEACHERS
OF GERMAN**

**ASSOCIATION DES PROFESSEURS D'ALLEMAND DES
UNIVERSITÉS CANADIENNES**

I. NAME

The name of the organization shall be the Canadian Association of University Teachers of German (CAUTG)/Association des Professeurs d'Allemand des Universités Canadiennes (APAUC), hereinafter referred to as the Association.

II. OBJECTIVES

1. To promote Germanic studies in Canada through teaching and research
2. To provide a forum for discussion for all matters relevant to the Association
3. To collaborate with other associations whose interests may be similar; in particular, the Humanities and Social Science Federation of Canada
4. To publicize and promote scholarships, as well as the exchange of students and scholars
5. To publish, either alone or in co-operation with others, a journal as well as any other such publications the Directors may approve
6. To organize an annual conference in furtherance of the above objectives

The work of the Association shall be carried out without the purpose of personal gain for its members and any profits or other monies accrued shall be used solely in promotion of the objectives set out above.

III. LANGUAGES

The official languages of the Association shall be English and French. Oral and written communication in German shall be permissible.

IV. CORPORATE SEAL

The corporate seal of the Association shall be in such form as prescribed by the Board of Directors of the Association and shall contain the words Canadian Association of University Teachers of German/Association des Professeurs d'Allemand des Universités Canadiennes.

V. HEAD OFFICE

The head office of the Association shall be located at the institutional address of the current President of the Association.

VI. MEMBERSHIP

There shall be three categories of membership: Full membership, Associate membership, and Honorary membership.

1. Full Membership includes the right to speak in debate, to introduce motions, to vote on all matters and to hold office. Full Membership shall be open to

- a. staff members and retired staff members of post-secondary institutions in Canada whose major professional concerns are the teaching of and research in Germanic studies
- b. staff members and retired staff members of post-secondary foreign institutions whose major professional concerns are the teaching of and research in Germanic studies
- c. graduate students of Germanic studies who are registered at either Canadian or at foreign post-secondary institutions
- d. any person or institution interested in furthering the objectives of the Association and whose application for membership has been approved by the Board of Directors

2. Associate Membership includes carrying all privileges of membership except the right to introduce motions, to vote, or to hold office. Associate Membership shall be open to

- a. staff members or retired staff members of Canadian and foreign post-secondary institutions whose major professional concern lies outside the area of Germanic studies
- b. any person or institution interested in furthering the objectives of the Association and whose application for membership has been approved by the Board of Directors

Rationale

1. Currently non-Canadian members cannot be full members of the Association, although we require them to become full members, for example, if they want to present at the annual conference.

2. Need to open-up the profession beyond Canada to more international participation in the CAUTG

3. Honorary Membership includes carrying all the privileges of full membership in the Association, and may be bestowed by a majority vote at any duly convened General Meeting, on any person who is deemed to have made an outstanding contribution to Germanic studies. Boeschstein recipients receive Honorary Membership status.

Any member of the Association may be required to resign from the Association, based on a resolution passed by a three-quarters majority vote at any duly convened General Meeting.

In any case of a dispute with regard to eligibility for membership, or membership classification of any individual or institution, the decision of the Board of Directors shall be final.

VII. MEMBERSHIP FEES

Fees in the various categories of membership shall be such as the members of the Association decide, from time to time, by a majority vote of those present at a duly convened Annual or Special General Meeting.

VIII. RULES AND REGULATIONS OF FEES

Fees for Full members shall be on the following scale:

for an annual income of

1. \$0-\$20,000 dues are \$25
2. \$20,001-\$40,000 dues are \$40
3. \$40,001-\$60,000 dues are \$60
4. \$60,001- \$80,000 dues are \$75
5. more than \$80,001 dues are \$90
6. more than \$100,000 dues are \$105

Graduate student dues are \$25

Rationale: The loss of SSHRC funding has affected our ability to support graduate student travel. The introduction of one further income and dues tier will facilitate the support of our financially weakest members.

Of the dues paid by each member \$15.00 shall be used for support of the Association's journal.

The fee for Associate members shall be \$40.00, of which \$15.00 shall be used for the support of the Association's journal

Honorary members shall not be assessed a fee, and the Association shall pay \$15.00 for each honorary member towards the cost of the Association's journal.

Rationale: Currently, the fee for Associate Membership does not cover the costs to the association. This increase is intended to be cost-covering.

IX. FISCAL YEAR

The fiscal year of the Association shall terminate on December 31.

X. BOARD OF DIRECTORS/ELECTED OFFICERS

The property and business of the Association shall be managed by a Board of Directors consisting of no less than ten and no more than fifteen elected officers. All elected officers must be Full Members of the association.

The elected officers of the Association shall consist of a President,

Vice-President, Past President, Secretary, Treasurer, Journal Editor, Graduate Student Representative, and three Member Representatives. Criteria for representation shall include different regions, program sizes, program types, and departmental structures.

Rationale: The notion of regional representatives seems increasingly untenable as the only criteria for electing reps. Other factors are: larger/smaller programs; graduate/undergraduate programs; amalgamated/stand alone departmental structures.

All officers shall be elected by majority vote at the Annual General Meeting.

Directors shall be entitled to one vote at meetings. Decisions shall be made based on the majority of the votes of those present. Proxy votes shall not be permitted.

XI. TERM OF ELECTED OFFICE

The term of office for all Board of Directors members shall commence on July 1 and shall be for a period of two years, except:

1. The Journal Editor, who shall serve for five years
2. Representatives, who shall be staggered so that only one or two representatives are elected in any one year

All Directors shall be eligible for re-election.

No person shall normally hold more than two offices.

XII. VACANCY OF ELECTED OFFICE

The office of Director shall be vacated

1. if the office holder resigns by delivering a written resignation to the President of the Association
2. if the office holder is unable, through illness or other reasons, to fulfill the functions of office
3. if at a General Meeting a resolution is passed, by a three-quarter majority of votes, that an office holder be removed from office
4. on the death of the office holder

Vacancies on the Board of Directors occurring between General Meetings shall be filled by the Board of Directors, for the balance of

the term of the Director.

XIII. DUTIES OF ELECTED OFFICERS

1. All elected officers shall be ex officio Directors of the Association and shall cease to be officers if

- a. they cease to be a Director
- b. they have completed their term
- c. they are removed by a majority vote of the Board of Directors

2. The President shall

- a) be the Chief Executive Officer of the Association
- b) preside at all meetings of the Association, of the Board of Directors, and of the Executive Committee
- c) have the general and active management of the affairs of the Association
- d) ensure that all directives and resolutions of the Board of Directors are carried into effect

3. The Vice President shall

- a. in the absence or disability of the President, perform all duties and exercise all powers of the president
- b. perform such other duties as shall, from time to time, be required by the Board of Directors

4. The Treasurer shall

- a. have custody of the fund and securities of the Association
- b. keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association
- c. deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time
- d. disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements
- e. render to the President and Directors at the General Meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial

- position of the Association
- f. coordinate together with the board the financial planning required for the annual meeting (special speakers, banquet, registrations and membership fees, etc.)
 - g. perform other duties as may, from time to time, be directed by the Board of Directors

5. The Secretary shall

- a. attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the designated books
- b. give, or be designated to give, notice of all meetings to the members of the Board of Directors and/or the Executive Committee
- c. ask for and prepare reports for the annual meeting
- d. maintain and update the membership system
- e. communicate with the *Bulletin* and *Seminar* editors to maintain current recipient lists
- f. engage regularly in membership drives
- g. perform other duties, under supervision of the President, as may from time to time be directed by the Board of Directors or President
- h. be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Association generally under the supervision of the officers thereof

6. The Journal Editor shall

- a. have sole responsibility for the contents and management of the Association's journal
- b. report on the previous year's activities and render a financial statement at each Annual General Meeting

The duties of all other officers of the Association shall be such as the terms of their engagement calls for or the Board of Directors requires of them.

7. The Graduate Student Representative shall

- a. represent the association's graduate student members in and outside of Canada
- b. promote the Association and encourage graduate student membership
- c. engage in graduate student membership drives

- d. organize a graduate student workshop/panel/theme for the annual meeting. Duties include coordinating the program committee and president and promoting the event to graduate students
- e. attend the Association's annual meeting, including board and executive meetings
- f. circulate a summary of the annual meeting's highlights to graduate students and announce graduate student award recipients
- g. organize the nomination and voting process for the following graduate student representative
- h. perform other duties as may, from time to time, be directed by the Board of Directors.

8. The Member Representatives shall each assume one of the following duties:

A. of Communications Officer, and in that role shall

- a. maintain the CAUTG website and initiate changes and re-design as necessary
- b. Maintain and improve public relations with both the CAUTG membership and its external stakeholders (Goethe, DAAD, SSHRC, CHSSF, national press, public at large, etc.)
- c. consult with the Board of Directors regarding the public presence and advocacy of the CAUTG

B. of Annual Conference Program Chair, and in that role shall

- a. issue the Call for Papers
- b. determine a schedule for their submission
- c. determine a procedure for their evaluation
- d. notify panelists
- e. function as the point-person for the CFHSS on matters concerning the annual conference
- f. coordinate and liaise with the Coordinator for Local Arrangements
- g. coordinate and work closely with the Program Vice Chair

C. of Annual Conference Program Vice Chair, and in that role shall

- a. propose keynote speakers for pedagogy/linguistics and culture/literature

- b. propose special sessions in accordance with the annual conference theme and/or joint sessions with other associations
- c. communicate with the Goethe Institute and other organizations about performances and readings including funding arrangements
- d. apply for funding available through external sources whenever possible (e.g. Goethe Institut, CFHSS)
- e. work and coordinate closely with the Program Chair

XIV. POWER OF ELECTED OFFICERS

The Board of Directors shall have the power to decide on all matters of policy and practice concerned with the affairs of the Association except such matters as are reserved to the General Meeting, and to appoint such officers as are necessary to carry out the functions of the Association.

The Board of Directors shall have the power to receive such funds as may be voted by the Association in the form of membership fees or dues, or as may accrue to the Association from other sources, and shall have the power to expend such funds on behalf of the Association.

The Board of Directors shall have the power to delegate authority to an Executive Committee comprising of the President, Vice-President, Past President, Secretary, Treasurer, and the Journal Editor, or to such other committees, directors or officer(s) as may be appointed by the Board.

1. RESIDUAL POWERS

The Board of Directors may exercise all such powers of the Association as are not by the Canada Corporations Act or by this Constitution exercised by the General Meeting.

2. SIGNING AUTHORITY

Unless otherwise designated under paragraph 38, contracts, documents, cheques or any other instruments in writing requiring the signature of the Association shall be signed by any two members of the Board of Directors, and all contracts, documents, cheques and other instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have the power by resolution to appoint an officer, a

member of the Board of Directors, or a member of the Association, on behalf of the Association either to sign contracts, cheques and other documents in writing generally or to sign specific contracts, other documents, cheques and other instruments in writing.

3. REMUNERATION

Directors shall receive no remuneration for their duties as Directors however, while conducting business on the behalf of the Association, they may be reimbursed for any reasonable expenses incurred.

XV. APPOINTED OFFICERS

The Board of Directors shall appoint a General Editor of the CAUTG Publications Series, a Director of the Work Student Program, an Editor of the Bulletin, an Editor of the CAUTG Directory, an Enrollment Officer, a Communications Officer, a Program Chair and a Program Vice Chair for the annual conference, a Coordinator for local arrangements for the annual conference, an Archivist, and such other officers as it deems necessary, for such terms as the Board of Directors decides. Appointed officers may concurrently serve as elected representatives on the Board of Directors. All appointed officers must be Full members of the Association

DUTIES OF APPOINTED OFFICERS

1. The General Editor of the CAUTG Publications Series shall
 - a. supervise and be responsible for publications in the CAUTG Publications Series
 - b. maintain a stock of publications in the CAUTG Publications Series and sell these at prices to be approved by the Board of Directors
 - c. maintain adequate records of all financial transactions connected with the publications in the CAUTG Publications Series
 - d. report annually to the Association on activities associated with this, and include a full financial statement
 - e. represent the Association where appropriate, for example vis-a-vis agencies concerned with the support of scholarly publication
 - f. perform other duties related to the CAUTG Publication Series as determined by the Board of Directors
2. The Director of the Work Student Program shall

- a. be responsible for planning and carrying out the work student program as directed by the Board of Directors
- b. maintain full records of all correspondence and financial transactions and report annually to the Board of Directors

3. The Editor of the Bulletin shall

- a. make arrangements for the publication of the Bulletin
- b. pay all expenses incurred; these expenses to be recovered by the Editor from the Association

4. The Editor of the CAUTG Directory shall

- a. make arrangements for the publication of the Directory
- b. pay all expenses incurred; these expenses to be recovered by the Editor from the Association

5. The Coordinator for Local Arrangements for the annual conference shall, in consultation with the Annual Conference Program Chair, the Program Vice Chair, and the Board of Directors

- a. coordinate such arrangements as will facilitate the successful meeting of the CAUTG (space, A/V, catering, etc)
- b. enlist local sponsorship
- c. communicate with local audiences

6. The Archivist shall collect all records, which originate from the business of the organization including, but not limited, to the business transacted by the Board of Directors and Appointed Officers.

7. All of the Appointed Officers named above, and such other officers as may be appointed upon the request of either party, shall attend the meetings of the Board of Directors but are not eligible to vote at such meetings. They shall, upon the request of the Board of Directors, report to the Board of Directors and the Annual General Meeting.

XVI. ASSOCIATION AUDITOR

At each Annual General Meeting an auditor shall be appointed to audit the accounts of the Association and to hold office until the next Annual General Meeting provided that the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

XVII. INDEMNITY

All Directors and members of the Association and their heirs, executors or administrators of estate and effects shall be indemnified from the funds of the Association for or against

1. all costs, charges and expenses that such member sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against them, for or in respect of any act, deed or matter made, done or permitted by them in or about the execution of the duties of their offices
2. all other costs, charges and expenses that they sustain or incur in relation to the affairs of the Association, except such costs, charges or expenses occasioned by their own willful neglect or default

XVIII. ASSOCIATION MEETINGS

The Board of Directors shall convene (in person, by phone or electronically) at least twice each year. One such meeting shall be held at the time and place of the annual conference.

Special meetings may be called, for any purpose, if requested by at least five members of the Board of Directors or full members of the Association. The President shall give every member of the Association at least 21 days notice of the meeting, including the purpose.

The quorum for meetings of only the Board of Directors shall be five voting members. The quorum at any General Meeting shall be 25 members.

Rationale: Considering the lower membership numbers of our association as well as decreased support for travel, a quorum of 30 members is no longer achievable for each annual meeting, esp. when Congress is held in less central locations.

1. The purpose of a General Meeting shall be
 - a. to receive the annual reports of the officers and committees of

- the Association, including financial statements
- b. to elect members of the Board of Directors
- c. to appoint auditors
- d. to decide on changes in the Constitution
- e. to decide on any matter referred to it for decision by the Board of Directors
- f. to discuss any matter of concern to the Association pursuant to its stated purposes
- g. to act as the final authority of the Association

2. The agenda of the Annual General Meeting shall be as follows:

- a. adoption of the agenda
- b. approval of minutes of the previous Annual General Meeting and of any special General Meeting(s) held in the interim
- c. matters arising from the minutes
- d. reports from Elected Officers
- e. report from the President of the Association
- f. report from the Vice-President of the Association
- g. report from the Secretary of the Association
- h. report from the Treasurer of the Association
- i. report from the Editor of the Journal
- j. report from the Graduate Student Representative
- k. reports from Appointed Officers as requested by the Board of Directors
- l. reports from standing and Ad Hoc committees except the Nominating Committee
- m. motions from the Board of Directors for decision by the General Meeting
- n. motions of which notice has been given by members
- o. motions accepted on the adoption of the agenda
- p. report of the Nominating Committee and election of officers
- q. any other business

At special General Meetings the agenda shall be confined to those matters for the consideration of which the meeting was called, except for informal discussion and information as noted above.

XIX. MEETING MOTIONS

All motions to amend the Constitution must be submitted in writing to the President of the Association in time for presentation to the Annual General Meeting. Such motions, if they receive the required two-thirds majority vote as cast by the Board of Directors, shall then be

circulated to all members of the Association at least 21 days prior to the Annual General Meeting.

Recommendations on matters affecting the financial obligations of members of the Association may be brought to the Annual General Meeting on motion of the Board of Directors. Motions from members on this subject must be referred to the Board of Directors for preliminary study before being brought to the Annual General Meeting.

All other motions by members of the Association for consideration by the Annual General Meeting shall be submitted in writing to the President of the Association in time to be circulated as part of the agenda to be received by members at least 21 days prior to the date of the Annual General Meeting.

In case of urgency a motion of which notice has not been given may be brought forward as an amendment to the agenda at the time that the motion for approval of the agenda is made. A two-thirds majority vote cast is required to approve any motion to add to the agenda.

Any matter of concern to the Association may be brought up for information or discussion under other business without notice, but no motion concerning such business shall be acceptable except a motion requesting the Board of Directors to consider the matter further at its discretion.

XX. NOTICE OF AMENDMENT

Written notice of any proposed amendment shall be presented to members of the Association at least 21 days prior to the meeting at which it is to be considered.

XXI. ASSOCIATION COMMITTEES

The Board of Directors shall set up any committees as it sees fit.

Members of committees shall not receive any remuneration for carrying out their duties, but may be reimbursed as funds permit for expenses incurred in carrying out the duties of committee.

The quorum of any committee shall be a majority of its members.

The members of any committee may be removed by simple resolution of the Board of Directors.

XXII. STANDING COMMITTEES

1. There shall be the following standing committees of the Association:

- a. Nominating Committee
- b. Editorial Committee of the Association's Journal
- c. Annual Meeting Program Committee
- d. Graduate Theses Award Committee

2. The membership of standing committees shall be constituted as follows:

- a. The Nominating Committee shall be formed of those Representatives of the Association who have retired from office in the preceding two years. Their chair shall be appointed by the Board of Directors
- b. The Editorial Committee of the Association's Journal shall be appointed by the Board of Directors upon recommendation of the Editor. The term of office shall normally be for five years
- c. The Annual Meeting Program Committee consists of the Program Chair, the Program Vice Chair, the Coordinator for Local Arrangements, and one elected board member
- d. The Chair of the Graduate Theses Award Committee shall be appointed by the board of directors on a two-year basis. The committee consists of its chair and two other members who are currently active faculty members in German programs at Canadian universities. They will be appointed after the submission deadline in consultation between the chair of the committee and the president.

3. The duties of the Nominating Committee shall be:

- a. to prepare a slate of nominations for officers and members of the Board of Directors in place of those due to retire. The slate shall fairly reflect, wherever possible, the diversity of Association membership
- b. to report to the Annual General Meeting, at which meeting the presiding officer shall call for further nominations from the floor

4. The duties of the Graduate Theses Award Committee shall be:

The committee awards two prizes, the prize for best MA thesis and the prize for best PhD thesis, awarded in alternating years. Both prizes are sponsored by *Seminar: A Journal of Germanic Studies*, the CAUTG's

scholarly publication.

Objectivity: The committee will ensure that the procedure will be as objective as a competitive award selection can be. The decision of the committee will be wholly based on the quality of the written dissertation; neither the 'name' of the degree granting institution nor of the dissertation advisor will play a role in the selection process.

Field of Research: Dissertations from all fields that have been defended at a German department or program in Canada (Cultural Studies, Linguistics, Literature, Second Language Acquisition). Dissertations written in English, French, or German can be nominated.

Nomination Process: Self-application for the award is not possible. Candidates must be nominated by the Department/Program whose decision will be communicated by the Graduate chair/coordinators (or department head/chair or her/his designate) to the chair of the committee by October 15 of the year prior to the Annual Association Meeting. For the dissertation award: Each department/program of one university can suggest up to two candidates for the Dissertation Award. For the MA award: A major research paper of no fewer than 13,000 words (excluding bibliography) forming a constitutive part of the requirements for the MA may be accepted as equivalent of an MA thesis. Each department/program can nominate one candidate for every 10 students completing their degree in the specified time period.

Procedure: The committee requests theses to be submitted electronically (as pdf-, word- or rtf-files). In unusual circumstances, the committee also accepts the submission of one paper copy, but electronic copies are clearly preferred.

a. Prize for Best Canadian Dissertation in German Studies

The CAUTG Dissertation Prize is usually awarded every other year (up to two awards[1]).

Nomination Criteria: The dissertation itself must be publishable and a significant contribution to its field.

Prize: The award winners will receive an official CAUTG certificate and a cash award of \$ 500. Further, the award winner is eligible for the defraying of transportation costs to the annual CAUTG meeting at which the award is granted at the lowest available cost (even if she/he does not present a paper at that meeting).

b. Prize for Best Canadian MA Thesis in German Studies

The CAUTG Masters Prize is usually awarded every other year (up to two awards).

Nomination Criteria: The MA thesis should demonstrate original and strong scholarship.

Prize: The award winners will receive an official CAUTG certificate and a cash award of \$250. Further, the award winner is eligible for the defraying of transportation costs to the annual CAUTG meeting at which the award is granted at the lowest available cost (even if she/he does not present a paper at that meeting).

5. All standing committees shall report to every meeting of the Board of Directors and to the annual General Meeting.

The terms of reference and rules and regulations of standing committees other than the Nominating Committee and Editorial Committee of the Association's Journal shall be at the discretion of the Board of Directors.

XXIII. AD HOC COMMITTEES

The Board of Directors may at any time set up ad hoc committees and determine their terms of reference. The chair and members of ad hoc committees shall be appointed by the Board of Directors and shall serve for such terms as the Board of Directors decides.

Among the Ad Hoc Committees, the Boeschstein Medal Selection Committee convenes on a semi-regular basis:

1. Terms of Reference of the Committee

The medal is awarded occasionally and not necessarily every year, at the discretion of the Selection Committee. The medal is awarded to a person (normally a Germanist at a Canadian university) who has made exceptional contributions, in the humanitarian spirit of Herman Boeschstein, to the welfare of our Association and to the advancement of our discipline in Canada.

2. Composition of the Committee

The Committee consists of the Past President (acting as Chair), the President (ex officio), the Secretary-Treasurer (ex officio), and two

members-at-large appointed by the Chair.

3. Selection Procedures

The Chair of the Committee will normally publish a "Call for Nominations" in the fall issue of the *Bulletin*. Nominations may be made by one person, though a nomination made by more than one person is preferred. Any member of the CAUTG, except for current members of the Selection Committee, may nominate a candidate. Nominations should reach the Chair by March 31st in order for them to be considered for the award of that year, and they should be accompanied by supporting documentation, which is to include a curriculum vitae.

4. Award Description

The recipients of the Boeschstein Medal are honoured by receiving the medal itself as well as honorary membership in the CAUTG.

XXIV. BORROWING OF MONEY BY THE ASSOCIATION

The Directors may from time to time borrow money from the Bank of _____ (hereinafter called the Bank) upon the credit of the Association on cheques, promissory notes, bills of exchange or otherwise in such amounts, subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the Bank any property of the Association, real or personal, moveable or immoveable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Association's own debentures as security for the fulfillment of any liabilities or obligations, present or future, of the Association to the Bank, and may empower any person to sell by public or private sale, assign, transfer or convey from time to time any such property; and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money by any other banking business of the Association.

The Directors may authorize any one or more Directors, officers, employees or agents of the Association to exercise any of the rights,

powers and authorities conferred by this By-law upon the Directors.

The borrowing of money from the Bank from time to time heretofore under the authority of the Directors of the Association and the giving of security therefore are hereby ratified and confirmed.

This Bylaw shall continue in force as between the Association and the Bank until a Bylaw repealing this Bylaw shall have been validly passed and confirmed and a copy thereof, duly certified under the seal of the Association, shall have been delivered to the Bank, and receipt thereof is acknowledged by the Bank.

XXV. ASSOCIATION RULES AND REGULATIONS

The General Meeting and the Board of Directors may establish such rules, regulations, procedures and amendments thereto, not inconsistent with this Constitution, relating to the management and operation of the Association, as they deem expedient. The Board of Directors' rules, regulations, procedures and amendments thereto shall have force and effect only until the next General Meeting when they shall be confirmed, and in default of confirmation shall at and from that time cease to have force and effect.

The rules, regulations, procedures and amendments thereto of the Board of Directors and the General Assembly require a two-thirds majority vote at any meeting. Any motion for enactment, repeal and amendment must be circulated as part of the agenda at least 21 days prior to the meeting at which it is to be discussed.

Enactments, repeals and amendments to any article of this Constitution must first be approved by a two-thirds majority vote at a meeting of the Board of Directors, and thereafter by a two-thirds majority vote at a General Meeting provided that any repeal or amendment to this Constitution shall not be enforced or acted upon until approval has been obtained from the Minister of Consumer and Corporate affairs.

On-line voting or other electronic aids to facilitate discussion of and decisions on bylaw changes are considered membership meetings.

XXVI. INTERPRETATION OF CONSTITUTION

In this Constitution, unless the context otherwise requires, the singular shall include the plural and the plural the singular. The words German/Germanic shall be understood as including all Germanic languages other than English. German/Germanic Studies shall be understood as professional research in and teaching of Germanic languages, literatures, linguistics, and cultures. The term post-secondary institution shall include institutions whose courses are accepted as equivalent at degree-granting universities or requiring a high-school graduation certificate or its equivalent as an entrance requirement.

In this context Constitution means the Bylaws, the letters patent of the Association and such rules and regulations as may be enacted by a General Meeting.

XXVII. DISSOLUTION OF ASSOCIATION

It is the unalterable provision of this Constitution that members of the Association shall have no interest in the property and assets of the Association, and that upon dissolution or winding up of the Association any funds or assets of the Association remaining after satisfaction of its debts and liabilities shall be distributed to its successor organization or to the recognized charitable organization in the area whose objects most closely accord with those of this Association, as determined by its members at dissolution.