



—SASKATCHEWAN—
GERMAN COUNCIL
LANGUAGE. CULTURE. TRADITION.

Saskatchewan German Council Inc.

By-Laws

Last updated: June, ~~2021~~ 2026

ARTICLE 1: NAME, LOCATION, DEFINITION

- 1.1 The name of this Corporation shall be the "Saskatchewan German Council Inc.", a province-wide organization incorporated in the Non-Profit Corporations Act of the Province of Saskatchewan (hereinafter called the "Council").
- 1.2 The registered office of the Council shall be located in the City of Saskatoon, in the Province of Saskatchewan.
- 1.3 "Constitution" shall mean the Articles of Incorporation, the By-laws, or any other similar document governing the organization of the Council or any other incorporated or unincorporated association, group, society, etc.

ARTICLE 2: OBJECTIVES

- 2.1 To promote and preserve the heritage, language, culture and customs of people from German speaking countries and German ethnic groups now living in Saskatchewan.
- 2.2 To make available to ~~Saskatchewan residents~~ information concerning the backgrounds, contributions and achievements of German ethnic groups.

2.2 new: To make available to all people in Saskatchewan information concerning the backgrounds, contributions and achievements of German ethnic groups.

- 2.3 ~~To promote and facilitate provincial, national and international cultural exchange programs.~~

2.3 new: To support SGC member organizations to have a thriving German community in Saskatchewan.

SGC By-Laws

- 2.4 To investigate, clarify and, if necessary, take action against false and/or negative images concerning people of German origin. The Council has no political interests or affiliations and disassociates itself from any radical or controversial views which may be held by ~~individual~~ its members. Such views are the personal views of members and not those of the Council. The Council therefore assumes no responsibility for any ~~individual~~ member(s) who may express or promote such views.

2.4 new: To investigate, clarify and, if necessary, take action against false and/or negative images concerning people of German origin. The Council has no political interests or affiliations and disassociates itself from any radical or controversial views which may be held by its members. Such views are the personal views of members and not those of the Council. The Council therefore assumes no responsibility for any member(s) who may express or promote such views.

ARTICLE 3: MEMBERSHIP

- 3.1 There shall be four categories of membership available in the Council: Organization, Individual, Honorary and Associate.
- 3.2 Organization Membership shall be open to any group or society whose Constitution or aims and objectives are in harmony with those of the Council. Application for membership shall be accompanied by a copy of the Constitution or equivalent information of the group or society, such as a list of aims and objectives, a list of officers, a brief history and description of projects and activities. Voting upon the application of such group or society shall take place at the next board meeting or general meeting following receipt of the application of the group or society. A two-thirds majority of the Directors present at such a meeting shall be required to approve the group or society as a member. A group or society so approved shall be declared an organization member of the Council upon payment of the annual fees for the current year.
- 3.3 Individual Membership shall be open to any reputable person, interested in the preservation of German culture and who accepts the Constitution of the Council. An individual shall be declared an individual member of the Council upon payment of the annual fees for the current year.

SGC By-Laws

- 3.4 Honorary Membership may be conferred upon any individual who has rendered notable service to the Council, or anyone else on whom the Council wishes to confirm that status. ~~A two-thirds majority vote in favour by ballot is necessary of those present at an Annual Meeting of the Council upon recommendation signed by one voting member and seconded by another voting member.~~ An Honorary Member shall have the right to vote and to hold office.

~~3.4 new: Honorary Membership may be conferred upon any individual who has rendered notable service to the Council, or anyone else on whom the Council wishes to confirm that status. A two third majority vote in favor is necessary by the SGC board upon recommendation by one of the directors of the SGC board. An Honorary Member shall have the right to vote and to hold office.~~

- 3.5 Associate Membership shall be open to any reputable business, association or individual interested in the preservation of German culture and who accepts the Constitution of the Council. Voting upon admission of such businesses, associations and/or individuals shall take place at the next board meeting or general meeting following receipt of the application for membership. A two-thirds majority of the Directors present at such a meeting shall be required to approve the business, association, or individual member. Such business, association or individual so approved shall be declared an associate member upon payment of annual fees for the current year.
- 3.6 Membership may be revoked for non-payment of fees or for just reason indicated to the member by a two-thirds majority vote at any board meeting or general meeting; however, membership fees shall be non-refundable.
- 3.7 Members may resign at any time, by so indicating in writing to the [Secretary](#); however, membership fees shall be non-refundable.

~~3.7 new: Members may resign at any time, by so indicating in writing to the SGC office; however, membership fees shall be non-refundable.~~

ARTICLE 4: VOTING RIGHTS

- 4.1 Each group or society having Organization Membership may appoint two voting delegates to the AGM.
- 4.2 Individual members elected to the Board of Directors shall have voting rights.

SGC By-Laws

- 4.3 Honorary members shall have voting rights.
- 4.4 Individual members not elected to the board, and Associate members shall not have voting rights.
- 4.5 Each voting delegate shall have one vote only on each decision.

ARTICLE 5: FEES

- 5.1 ~~Fees for each category of membership shall be determined at the Annual Meeting of the Council.~~

5.1 new: At the AGM, membership shall be informed of any changes in membership fees as approved by the board.

- 5.2 Membership fees shall be due on April 1 of each calendar year and are non-refundable.

ARTICLE 6: BOARD OF DIRECTORS

- 6.1 The property and business of the Council shall be managed by a ~~board of a minimum of seven (7) and a maximum of ten (10) Directors~~ ~~board of ten (10) directors~~. The Executive officers are President, Vice-President, Secretary and Treasurer.

6.1 new: The property and business of the Council shall be managed by a board of a minimum of seven (7) and a maximum of ten (10) Directors. The Executive officers are President, Vice-President, Secretary and Treasurer.

- 6.1.1 The terms of office of the Directors shall be two (2) years and shall be staggered. Members of the Board of Directors of the Council with exception of the Treasurer can serve on the ~~SGC Board~~ ~~of Directors of the Council~~ for no more than eight (8) consecutive years. A person elected as ~~The president~~ ~~President~~ can serve three (3) two-year terms regardless of the previous time on the board. A former Board member may be re-elected to a ~~director's~~ ~~Director~~ position after being retired for at least one (1) year from the Board.

SGC By-Laws

6.1.1 new: The terms of office of the Directors shall be two (2) years and shall be staggered. Members of the Board of Directors with exception of the Treasurer can serve on the Board of Directors of the Council for no more than eight (8) consecutive years. A person elected as President can serve three (3) two-year terms regardless of the previous time on the board. A former Board member may be re-elected to a Director position after being retired for at least one (1) year from the Board.

6.1.2 No more than ~~two~~ three (3) individual members shall serve on the Board of Directors at any time.

6.1.2 new: No more than three (3) individual members shall serve on the Board of Directors at any time.

6.1.3 The Board of Directors of the Council may appoint committees from the general membership as ~~may be~~ required. Each committee is to be chaired by a Member of the Board.

6.1.3 new: The Board of Directors of the Council may appoint committees from the general membership as required. Each committee is to be chaired by a Member of the Board.

6.1.4 Should a vacancy occur on the Board of Directors of the Council, the President in consent with the Directors shall be empowered to fill that vacancy. Such replacement shall remain in effect until the next AGM, when a replacement shall be elected.

6.1.5 The Board of Directors of the Council shall be responsible for supervision of the affairs of the Council between its business meetings, fix the hour and the place of meetings, make recommendations to the Council and shall perform such other duties as are specified in these By-laws. The Board of Directors shall be subject to the direction of the membership of the Council and none of its acts shall conflict with directions given by the Council membership.

6.1.6 The Past President shall aid the Board and President in an advisory position for one (1) year following the election of a new President. The Past President has the right to attend all meetings of the Board for this time and may serve on committees. **The Past President shall have no voting right.**

SGC By-Laws

6.2 The President

6.2.0 The President of the Council shall be the Chief Executive Officer and shall preside at all meetings.

Addition 6.2.1: The president shall be part of the executive and a standing member of the finance committee.

6.2.1 **6.2.2** The President shall appoint chair people of all Standing Committees and Ad-Hoc Committees.

6.2.2 **6.2.3** The President shall appoint all representatives to such other organizations and/or joint committees as may be deemed advisable by the Board of Directors.

6.2.3 **6.2.4** The President shall be an ex-officio member of all Council Committees.

6.2.4 **6.2.5** In order to be elected President of the Council a candidate must have first been elected to the Council Board and have served for at least 18 months. In the absence of such a person, a current or former board member may be considered. A 2/3 majority vote of the Directors is required for such a nomination.

6.3 The Vice President

6.3.0 The Vice President shall perform the duties of the President, if the President is absent.

Addition 6.3.1: The Vice President shall be part of the executive and a standing member of the finance committee.

6.4 The Secretary

6.4.0 ~~The Secretary shall record the proceedings of all Annual, General, Board of Directors and such meetings as may be requested by the Board of Directors. Minutes of Annual and General Meetings shall be distributed to all voting members of the Council; and those of the Board of Directors and other meetings to all Directors.~~6.4.1 ~~The Secretary shall give notice in writing of the Annual~~

SGC By-Laws

~~Meeting to all members in good standing, at least 15 calendar days prior to the date of the Annual Meeting.~~

- ~~6.4.2 The Secretary shall give notice in writing of General Meetings to all voting members and Directors, at least 15 calendar days prior to the date of such General Meetings.~~
- ~~6.4.3 The Secretary shall give notice in writing of meetings of the Board of Directors to all Directors, at least one (1) week prior to the date of such meetings.~~
- ~~6.4.4 The Secretary shall be responsible for all correspondence, as requested by the Board of Directors, and any other correspondence as may be required for the day-to-day business of the Council.~~
- ~~6.4.5 The Secretary shall maintain a master file of all records, reports of proceedings, and documents of the Council.~~
- ~~6.4.6 Some or all of the above duties may be assigned to the Executive Director and/or the Executive Secretary.~~

Addition 6.4.0: The Secretary shall be part of the executive and a standing member of the finance committee.

Addition 6.4.1: The Secretary shall keep records at all in camera sessions of board meetings.

6.5 The Treasurer

- 6.5.0 The Treasurer shall keep complete and accurate records of the financial affairs of the Council.

Addition 6.5.1: The Treasurer shall be part of the executive and a standing member of the finance committee.

Addition 6.5.2: The Treasurer shall chair all financial meetings.

SGC By-Laws

- 6.5.1 ~~The Treasurer shall receive and record payment of membership fees and shall periodically provide an accurate membership list to the Secretary, to the Editor of the newsletter, and to those persons who from time to time may be authorized by the Board of Directors to receive a copy. This list shall NOT be given, sold or rented to any other organization or commercial enterprise for the purpose of solicitation of members.~~

Addition 6.5.3: The treasurer shall oversee and review the annual financial statements prepared by the auditor.

- 6.5.2 ~~The Treasurer shall prepare in writing an annual financial statement that shall be made available to the Annual Meeting of the Council.~~

6.5.4 New: The Treasurer shall prepare in writing a financial report that shall be made available to the AGM of the Council.

- 6.5.3 ~~The Treasurer shall provide a financial report to each General Meeting of the Council and to other meetings, as required by the Board of Directors.~~

Addition 6.5.5.: The Treasurer receives monthly Financial Statements from the office for review.

Addition 6.5.6: The treasurer shall present the most recent financial statements at every board meeting.

- 6.5.4 ~~The Treasurer shall submit to the Director of Corporations the Annual Return required under Article 236 of the Non-Profit Corporations Act of the Province of Saskatchewan, together with the prescribed fee and any other submissions as~~

6.5.4, new as 6.5.7: The Treasurer shall oversee the submission of the Annual Return, which is prepared and filed by the SGC Office with the Director of Corporations.

Addition 6.5.8: The treasurer shall assist the office in all questions regarding the finances of the Council, shall assist in bookkeeping questions and best practices.

SGC By-Laws

~~6.5.5 — Some or all of the above duties may be assigned to the Executive Director and/or the Executive Secretary.~~

6.6 Signing Authority

6.6.0 Signing authority shall be vested in **three (3) directors**, ~~the President, Treasurer, and a third person, either the Secretary or Vice President. The third person is to be chosen~~ **and approved** by the Board of Directors at the first Board meeting after the AGM, any ~~two~~ **three** of whom are empowered to sign in the name of the Council.

6.6.0 New: Signing authority shall be vested in three (3) directors, chosen and approved by the Board of Directors at the first Board meeting after the AGM, any three of whom are empowered to sign in the name of the Council.

6.6.1 Limited signing authority may also be vested in the Executive Director by resolution of the Board of Directors.

6.7 Voting Procedure

6.7.0 Candidates for election to the Board of Directors of the Council shall be members in good standing of the Organization of which they are delegates and that Organization member shall be in good standing with the Council. An individual member shall be in good standing with the Council.

6.7.1 All members of the Board and voting delegates shall be allowed to vote.

6.7.2 Each member association can substitute another person for one of its regular delegates. If the second delegate also is unable to attend, their vote will be lost.

6.7.3 Resolutions at all meetings shall be decided by a simple majority. The President is not expected to vote. In the event of a tie the President may cast the deciding vote. If they decide not to vote, the motion is defeated.

6.7.4 Election voting procedures: ~~Candidates shall be elected by simple majority. If no simple majority is achieved after any ballot, additional ballots shall be required. If on any given ballot, no candidate receives a simple majority, the candidate with the fewest votes shall be eliminated.~~

6.7.4: new: In the case when there are more candidates than the required number of Director position, an election by secret ballot must take place. The candidates with the highest number of votes will be deemed elected to the position. In the case of a tie vote for any position, there will be a run-off election by secret ballot between the tying candidates.

6.8 Nominating Procedure

6.8.0 The Nominations Committee shall seek, by public notice and through consultation with the membership, qualified individuals for each of the positions to be filled based on general criteria developed by the Board from time to time.

6.8.1 The Nominations Committee shall bring forth a list of nominees for each position to be filled.

6.8.2 Notwithstanding anything contained herein, nominations will be accepted up to 14 days prior to the AGM.

6.8.3 A slate of candidates will be sent to all voting members prior to the AGM.

ARTICLE 7: MEETINGS

All meetings shall be conducted according to Robert's Rules of Order.

7.1 Meetings of the Board of Directors

7.1.0 The Board of Directors of the Council shall meet at least ~~twice annually~~ **twice annually per year** and more often if required.

7.1.1 ~~A total of six (6) Directors~~ shall constitute a quorum for all meetings of the Board of Directors. Decisions at such meetings shall require a simple majority vote.

7.1.1 new: Quorum for all meetings of the Board of Directors shall be 50% of the total number of voting directors plus one. Decisions at such meetings shall require a simple majority vote.

SGC By-Laws

7.1.2 All meetings of the Board of Directors, as well as the AGM of the Council may be conducted partially or entirely by means of communications technology based on internet connections. In such a case, the Council shall make available adequate communication facilities so as to permit participation in discussions and votes.

7.1.3 Meetings that are held online shall be treated in the same manner as in-person meetings.

7.2 Annual General Meeting (AGM) of the Council

7.2.0 The Council shall hold an AGM prior to June 30 in every calendar year.

7.2.1 ALL members of the Council shall be notified of date, time and place of AGM and shall be provided with the agenda of that meeting, 15 days prior to that meeting.

7.2.2 Voting shall take place at the AGM by show of hands, except where a ballot is requested by any four voting delegates. Decisions at such meetings shall require a simple majority.

7.2.3 At each AGM, the voting delegates shall appoint an auditor to verify the financial accounts of the Council. A simple majority of voting delegates present shall be required to carry any resolution with regard to auditor services.

7.2.4 The quorum requirement is 25% of members eligible to vote.

7.3 General Meetings of the Council

7.3.0 One or more General Meetings, other than the AGM, may be called by the Board of Directors.

7.3.1 At the General Meeting, voting shall take place by show of hands, except where a ballot is required by any four voting delegates, and decisions shall require a simple majority.

7.3.2 The quorum requirement is 25% of members eligible to vote.

SGC By-Laws

ARTICLE 8: COMMITTEES

- 8.1 The Board of Directors of the Council shall establish and dissolve Committees as is deemed necessary.
- 8.2 Such Committees shall present a report on activities of these Committees at each AGM of the Council and to the Board of Directors as often as requested by the President.

ARTICLE 9: PUBLICATIONS

- 9.1 The Council shall publish a newsletter ~~at least four (4)~~ **several** times a year.
- 9.2 The name of the newsletter shall be "POSTILLION".
- 9.3 The Editor of the Postillion and/or of any future publications of the Council shall be appointed by the President of the Council in consultation with the Board of Directors.

ARTICLE 10: FISCAL YEAR

- 10.1 The fiscal year of the Council shall be from April 1 in one calendar year to March 31 of the calendar year following.

ARTICLE 11: AMENDMENTS OF BY-LAWS

- 11.1 Amendments to the Constitution shall be decided at any AGM or General Meeting.
- 11.2 Amendments may be proposed by any voting member in good standing.
- 11.2 Proposed amendments in writing shall be circulated by the **Secretary SGC office** to all voting members in good standing, 15 days prior to the AGM or General Meeting at which they are to be considered, together with the agenda for that meeting.
- 11.3 Proposed amendments shall require a two-thirds majority of the votes of voting members to carry.

SGC By-Laws

ARTICLE 12: DISSOLUTION

- 12.1. A motion for dissolution shall require a two-thirds majority vote of the voting members present at an AGM, at which this item has been included in the agenda.
- 12.2 Upon liquidation and dissolution, the remaining property of the Council shall be distributed to one or more recognized charitable organizations in Canada, that has as its objective the promotion of the SGC language and culture.

ARTICLE 13: COMPLIANCE

- 13.1 In all areas not specifically designated in the By-laws of the Council, the Council shall maintain its conduct in compliance with the provision of the Non-Profit Corporations Act of the Province of Saskatchewan.

November 1986
Amended July 1988
Amended June 1990
Amended Sept 1991
Amended June 1992
Amended June 2000
Amended December 2000
Amended June 2003
Amended June 2007
Amended June 2011
Amended June 2012
Amended June 2013
Amended June 2026