

**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 German Studies in Canada through teaching and research
2. To provide a forum for discussion for all matters relevant to the Association; to stay connected with our existing and prospective members throughout the year with consistent communication that reinforces our credibility and values
3. To encourage and enable academic and professional collaboration by providing a platform for feedback and discussion among members and associations with similar academic interests
4. To publicize and promote scholarship, 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 Board of Directors may approve
6. To shape the future of German Studies in Canada and provide a transcultural bridge through intellectual engagement and participation in the international academic community
7. 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 a postsecondary institution in Ontario, as an Ontario address is required by our Charter.

### VI. MEMBERSHIP

There shall be three categories of membership: Full membership, Institutional 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 German Studies
- b. staff members and retired staff members of post-secondary foreign institutions whose major concerns are the teaching of and research in German Studies
- c. graduate students of German Studies who are registered at either Canadian or foreign post-secondary institutions
- d. staff members or retired staff members of Canadian post-secondary institutions whose major professional concern lies outside the area of German Studies

- e. any person interested in furthering the objectives of the Association and whose application for membership has been approved by the Board of Directors

2. Institutional Membership includes carrying all privileges of membership except the right to introduce motions, to vote, or to hold office. Institutional Membership shall be open to any institution interested in furthering the objectives of the Association and whose application for membership has been approved by the Board of Directors. Institutional membership shall not be assumed to substitute for Full membership of a group of individual staff as in VI.1.a

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. Boeschenstein 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-\$29000 dues are \$25
2. \$29,001-\$50,000 dues are \$50

3. \$50,001-\$80,000 dues are \$75
4. \$80,001- \$110,000 dues are \$105
5. more than \$110,001 dues are \$135

Graduate student and underemployed dues are \$25. Underemployed is defined as a person who receives an annual employment income of less than the stated minimum wage in the province of Ontario. The Association Treasurer will monitor this amount.

Of the dues paid by each member \$15.00 shall be used for support of *Seminar: A Journal of Germanic Studies*, which is the Association's journal (henceforth: *Seminar*).

The fee for Institutional members shall be \$50.00, of which \$15.00 shall be used for the support of *Seminar*.

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

The Association's membership year runs from January 1 to December 31.

Lifetime or permanent membership in the Association may be purchased for \$2,000.

## 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 or appointed officers of the Association shall consist of a President, Vice President, Past President, Secretary, Treasurer, *Seminar*

Editor(s), Graduate Student Representative, up to three Members-at-Large, Communications Committee, Program Chair, and Program Vice Chair.

All officers shall be elected by majority vote at the Annual General Meeting. The *Seminar* Editor(s) are appointed following a competitive search process chaired by the President or designate appointed by the President.

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: the *Seminar* Editor(s), who shall serve for five years.

All Directors shall be eligible for re-election.

No person shall normally hold more than two offices at the same time.

#### 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; in the case of the resignation of the President, the written resignation must be delivered to the Vice President
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 AND APPOINTED 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
- e. provide a written annual report of general activities and new developments of the Association for presentation at the Annual Meeting
- f. provide written Greetings to the Association for publication in its annual Bulletin
- g. announce the winner of the Best Graduate Paper award at the Annual Meeting
- h. keep possession of the Association gavel for the period of their tenure
- i. maintain, in conjunction with the Communications Committee, public relations with external institutional stakeholders (e.g., the Goethe-Institut, the DAAD, SSHRC, CHSSF)

3. The Past President shall

- a. in the absence or inability of the Vice President, perform all duties and exercise all powers of the Vice President
- b. perform such other duties as shall, from time to time, be required by the Board of Directors
- c. chair and coordinate the Boeschenstein Committee, including distributing the call for nominations, processing and adjudicating nominations, and announcing the recipient. In this regard, see

also XXII.6

4. The Vice President shall

- d. in the absence or inability of the President, perform all duties and exercise all powers of the President
- e. perform such other duties as shall, from time to time, be required by the Board of Directors
- f. coordinate the competition of the Innovate German Award/Prix Innover Allemand, including announcing the winner

5. 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. provide a written annual report on the financial position of the Association for presentation at the Annual Meeting
- g. prepare quarterly reconciliations to be verified by the President
- h. consult as necessary with an accountant on any questions pertaining to audit requirements, financial statement format, and correct presentation of year-end results
- i. prepare for the Board an annual estimate of income and expenses
- j. coordinate together with the board the financial planning required for the annual meeting (special speakers, banquet, registrations and membership fees, etc.)
- k. 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, Directory* and *Seminar* editor(s) to maintain current recipient lists
- f. engage regularly in membership drives
- g. provide a written annual report on the state of membership of the Association for presentation at the Annual Meeting
- h. perform other duties, under supervision of the President, as may from time to time be directed by the Board of Directors or President
- i. 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 *Seminar* Editor(s) shall

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

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 and attendance at the annual conference
- c. engage in graduate student membership drives
- d. engage in organizing graduate student gatherings, events, or workshops at the annual meeting in collaboration with the program chairs.
- e. attend the Association's annual meeting, including Board meeting
- f. provide a written annual report on the state of graduate student



- membership of the Association and membership drives for presentation at the Annual Meeting
- g. circulate a summary of the annual meeting's highlights to graduate students
  - h. organize the nomination and voting process for the following graduate student representative
  - i. perform other duties as may, from time to time, be directed by the Board of Directors.

8. Communications Committee shall

- a. maintain the CAUTG website and initiate changes and re-design as necessary
- b. support the CAUTG Executive Committee in maintaining public relations with both the CAUTG membership and its external stakeholders (Goethe-Institut, 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
- d. provide a written annual report for presentation at the Annual Meeting

9. Annual Conference Program Chair shall

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

10. Annual Conference Program Vice Chair shall

- a. coordinate and work closely with the Program Chair
- b. propose keynote speakers for pedagogy/linguistics and culture/literature
- c. propose special sessions in accordance with the annual conference theme and/or joint sessions with other associations

- d. communicate with the Goethe-Institut and other organizations about performances and readings including funding arrangements
- e. apply for funding available through external sources whenever possible (e.g., Goethe-Institut, CFHSS)

#### 11. Members-at-Large

- a. serve on standing and/or ad hoc committees as directed by the President and/or the Board of Directors
- b. assist the Secretary in membership drives

### XIV. POWER OF ELECTED AND APPOINTED 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 the President, Vice President, Past President, Secretary, Treasurer, the *Seminar* Editor(s), and Communications Committee 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 XXVII, contracts, documents, cheques or any other instruments in writing requiring the signature of the Association shall be signed by any two members of the Executive Committee 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 an Editor of the Bulletin and the CAUTG Directory, an Enrollment Officer, a Coordinator for Local Arrangements for the annual conference, an Archivist, the PAD liaison, the CSSG director, the CYF representative, liaison with the CATG, the liaison with the CFHSS, the Graduate Thesis Award co-ordinator, 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.

## XVI. DUTIES OF APPOINTED OFFICERS

1. The Editor of the *Bulletin* and the *Directory* shall
  - a. make arrangements for the publication of the *Bulletin* and the *Directory*, including contacting all Departments in Canada for up-to-date information
  - b. pay all expenses incurred; these expenses to be recovered by the Editor from the Association

2. 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, printing award certificates, catering, etc.)
- b. enlist local sponsorship
- c. communicate with local audiences

3. The Archivist shall collect and maintain and oversee access to 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.

4. The Graduate Thesis Award co-ordinator

- a. distribute the call for nominations from Departments in Canada
- b. form and coordinate the award adjudication committee of three members, including the co-ordinator and according to XXII.2.c
- c. inform the President, Secretary, and Treasurer of the winner well in advance of the Annual Meetings, providing a rationale for the committee's decision to the President
- d. See also XXII.4

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.

## 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, and preferably three times. One such meeting shall be held at the time and place of the annual conference. All members of the Board will be invited to attend these meetings, which may include other members of the Association at the request of the President. The President, Treasurer, Secretary, Graduate Student Representative, and Program Chair and Program Vice Chair each receive up to \$1,000 towards the cost of attending the meeting at the annual conference. If this amount is not required it will be extended to, in order, the Vice President and Communications Committee.

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 voting members.

1. The purpose of a General Meeting shall be
  - a. to receive the annual reports of the elected and appointed officers and committees of the Association, including financial statements
  - b. to elect members of the Board of Directors
  - c. to decide on changes in the Constitution
  - d. to decide on any matter referred to it for decision by the Board of Directors
  - e. to discuss any matter of concern to the Association pursuant to its stated purposes
  - f. 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 Secretary of the Association
  - g. report from the Treasurer of the Association
  - h. report from the *Seminar* Editor(s)
  - i. report from the Graduate Student Representative
  - j. report from the Communications Committee
  - k. report from the Program Chairs
  - l. reports from Appointed Officers as requested by the Board of Directors
  - m. reports from standing and Ad Hoc committees except the Nominating Committee
  - n. motions from the Board of Directors for decision by the General Meeting
  - o. motions of which notice has been given by members
  - p. motions accepted on the adoption of the agenda
  - q. report of the Nominating Committee and election of officers
  - r. 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. Electronic notices shall be sufficient for this purpose.

## 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 *Seminar*
- c. Graduate Theses Award Committee
- d. Boeschstein Medal Selection Committee
- e. Innovate German 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 to four years. Their chair shall be a former president appointed by the President.
- b. The Editorial Committee of *Seminar* 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 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.
- d. The Boeschstein Committee shall be chaired by the Past President and include the President, the Secretary, and two further members of the Association appointed by the committee's chair.
- e. The Innovate German Award Committee shall be chaired by the Vice President of the Association, and include another member of the Board of Directors, a previous award winner, and a DAAD representative, all of whom are appointed by the committee's chair.

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) or on a topic relevant to German Studies in a related discipline (e.g., Education, History, Musicology, Philosophy, Political Science) at a Canadian university. 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 a 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).

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

Prize: The award winner will receive an official CAUTG certificate and a cash award of \$1000. 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 the winner 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 winner 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 the winner does not present a paper at that meeting).

5. The duties of the Innovate German Award Committee shall be:

a. After ascertaining that the Award will receive continued funding by the DAAD, the chair of the committee shall normally publish a call for nominations (self-nominations or nominations by others) in the fall. The chair shall contact the nominees and request all course materials, including access to online course materials and learning platforms if necessary.

b. The committee shall adjudicate the courses nominated. The award includes a prize of \$1,000 as well as registration and a travel & accommodation bursary to attend the next annual CAUTG conference.

The award winner will have the opportunity to present the winning course materials at this conference.

6. The Boeschstein Medal Selection Committee convenes on a semi-regular basis:

a. 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 Hermann Boeschstein, to the welfare of our Association and to the advancement of the discipline in Canada.

b. Composition of the Committee

The Committee consists of the Past President (acting as Chair), the President (ex officio), the Secretary (ex officio), and two members of the Association appointed by the Chair.

c. 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 31 in order for them to be considered for the award of that year, and they should be accompanied by supporting documentation, as outlined in the Call for Nominations.

d. Award Description

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

7. 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 *Seminar* 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.

#### XXIV. BORROWING OF MONEY BY THE ASSOCIATION

The Directors may from time to time borrow money from the Bank of Montreal (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 immovable, 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.

Online 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 objectives most closely accord with those of this Association, as determined by its members at dissolution.