

Humboldt Association of Canada

REG 3028 (99/12)

Society By-Laws of the Humboldt Association of Canada, hereinafter referred to as the Association

PREAMBLE

The purpose of the Association is to foster the aims of the Alexander von Humboldt Foundation by making the Foundation's programs more visible to young researchers in Canada. It is further the purpose of the Association to nurture scholarly exchanges with Germany by, for example, encouraging Canadian scholars to invite Lynen fellows to do research in Canada and by periodic invitations to German scholars to visit Canada to present their work.

MEMBERSHIP

1. Any former or current Alexander von Humboldt Foundation award holder residing in Canada may become a member by registration.
2. Membership fees, if any, in the Association shall be determined, from time to time, by the members at the Annual General Meeting.
3. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
4. If any member is in arrears for fees for any year, such member shall be suspended at the expiration of six months after the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association unless reinstated.
5. Any member, upon a majority vote among members of the Board, may be expelled from membership for any cause which the Board may deem reasonable.

BOARD OF DIRECTORS

6. Board of Directors, or Board, shall mean the Board of Directors of the Association.
7. The Board shall be comprised of a President, Vice-President, Past-President, Secretary, Treasurer, and Members-at-large, as determined at a General Meeting of the Association.
8. Board membership, except for the Executive Officers, shall reflect the membership of the Association on a regional, proportional basis, as determined by the Association at a General meeting.
9. The Executive officers of the Board shall be elected by the general membership, by secret ballot.
10. Members of the Board shall be appointed by their constituencies, which are, unless otherwise determined by the Annual General Meeting, 1) the Atlantic provinces, 2) Quebec, 3) Ontario, 4) Manitoba and Saskatchewan, and 5) Alberta and British Columbia.
11. The Board shall, subject to the by-laws or directions given to it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
12. Meetings of the Board shall be held as often as may be required, but at least once every year, and shall be called by the President.
13. Meetings of the Board shall be held in person or via communication media such as telephone conferencing or video conferencing.
14. A special meeting of the Board may be called on the instructions of any 4 Board members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.

15. Meetings of the Board shall be called by 30 days notice in writing mailed to each member or by 15 days notice by fax, e-mail or telephone. Any 6 members shall constitute a quorum.
16. Any business transactions at a special meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
17. Any director or officer, upon a majority vote taken among all members in good standing, may be removed from office for any cause which the Association may deem reasonable.
18. Directors are not paid salaries or honoraria, but may, upon explicit instruction from the Association at the Annual General Meeting, be reimbursed for specified expenses related to the execution of their duties.

EXECUTIVE OFFICERS OF THE BOARD

President

19. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Association and of the Board.
20. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
21. The term of office of the Presidency is two years.

Vice-President

22. The Vice-President shall undertake all duties of the President in the event that the President cannot perform the duties of office.
23. The Vice-President shall be the president-elect.
24. The term of office of the Vice-Presidency is two years.

Past-President

25. The President becomes the Past-President upon completion of his/her term of office.
26. The term of office of the Past-President is two years.

Secretary

27. It shall be the duty of the secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of such meetings and to preserve the Association's records.
28. The Secretary shall have charge of the Seal of the Association which, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death, or inability of either to act, by the Vice-President.
29. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.
30. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
31. The Secretary shall also keep a record of all the members of the Association and their addresses (Register of Members), send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Association. Such monies shall be promptly turned over to the Treasurer for deposit in the Association's account.
32. The Secretary shall file the Annual Return as required under the Societies' Act.
33. The term of office of the Secretary shall be 4 years.

Treasurer

34. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of the same in the account of the Association.
35. The Treasurer shall properly account for the funds of the Association and keep such books as may be directed.

36. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall present to the Annual General Meeting a duly audited financial statement of the Association, and submit a copy of the same to the Secretary for the records of the Association.
37. The Office of the Secretary and Treasurer may be filled by one person if the Annual General Meeting shall so decide.
38. The term of office shall be 4 years.

ELECTION OF BOARD MEMBERS

39. Nominations for election to the Board shall be invited by the President at the time of the announcement of the date of the Annual General Meeting.
40. Nominations for election must be in writing, by e-mail or FAX, and signed by any two Association members in good standing.
41. The closing date for nominations shall be fourteen days prior to the Annual General Meeting
42. Election of Board members shall be by secret ballot, using regular mail ballots, FAX ballots or e-mail ballots, as approved by the Association at the Annual General Meeting preceding an election. Ballots will be received for a four-week period following close of nominations.
43. Members can vote only in person. Vote by proxy is not permitted.

AUDITING

44. The books, accounts and records of the Secretary and Treasurer shall be audited at least once every year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual General Meeting.
45. A complete and proper statement regarding the financial status of the Association for the period since the previous audit shall be submitted by any such auditor to the Annual General Meeting of the Association.
46. The fiscal year of the Association shall be the Calendar year.
47. The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.
48. Each member of the Board shall at all times have access to such books and records.

MEETINGS

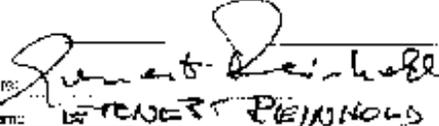
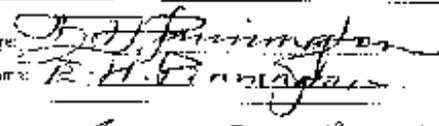
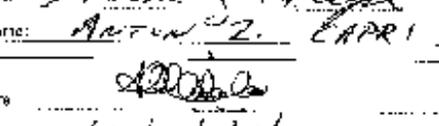
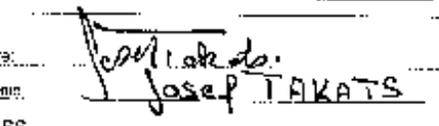
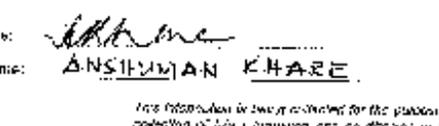
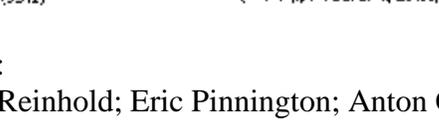
49. The Annual General Meeting shall be called by the President at a time and place most appropriate for the membership.
50. Notice of the meeting shall be given to the members by mail, e-mail or fax, not less than forty days in advance of such meeting, and such notice shall include the proposals to be put to the meeting by the Board.
51. The purpose of the Annual General Meeting shall be to receive the reports of the Executive Officers, to vote on issues affecting the membership in general, and to confirm the election of the Board.
52. Individual members may submit to the Annual General Meeting propositions for discussion and decision, but such propositions must be submitted to the Board not less than seven days in advance of the meeting. No proposal may be introduced at the meeting, unless the members present agree by a two-thirds majority that the issue one of urgency.

53. The quorum at the Annual General Meeting shall be one tenth of the members in good standing. In the absence of a quorum, the members present may decide to proceed with business, but any decisions taken which affect the membership as a whole must be ratified by a ballot of all members conducted by mail, e-mail, or fax.
54. Any ten members in good standing may require that the Board arrange a special General Meeting at a given time and place for the purpose of discussion and decision on an issue of significance to the membership as a whole, such issue being of such urgency that it cannot be delayed until the Annual General Meeting.
55. The quorum at a special General Meeting shall be one tenth of the members in good standing. In the absence of a quorum, the members present may decide to proceed with business, but any decisions taken which affect the membership as a whole must be ratified by a ballot of all members conducted by mail, e-mail, or fax.

OTHER MATTERS

56. The Association shall not have borrowing powers.
57. The Seal of the Association shall be in the custody of the Secretary, for use by the President (or the Vice-president) and/or Secretary of the Association.
58. In the future, the By-laws can be changed only by a special resolution of the members, as defined in Section 1(d) of the Societies Act, at the Annual General Meeting.
59. In the event that the Association ceases to exist, any monies and documents in the possession of the Association shall be donated to the Alexander von Humboldt-Stiftung in Bonn-Bad Godesberg.

Date:

Signature: 	Address: 1802, 99 29 GASK. ST, Edmonton
Print Name: ERNEST REINHOLD	City/Town: EDMONTON Province: AB Postal Code: T6E 5S4
Signature: 	Address: 12515 67 Ave
Print Name: E. H. Pinnington	City/Town: EDMONTON AB Postal Code: T6H 0P3
Signature: 	Address: 14316 48 Ave
Print Name: ANTON Z. CAPRI	City/Town: EDMONTON AB Postal Code: T6H 0C4
Signature: 	Address: 11022 38 Ave
Print Name: L. L. Wiebe	City/Town: Edmonton AB Postal Code: T6G 0W6
Signature: 	Address: 3535 105A St.
Print Name: JOSEF TAKATS	City/Town: Edmonton Alberta Postal Code: T6J 2M6
Signature: 	Address: 22 St. Winston Churchill Apartment # 301 Avenue
Print Name: ANSHUMAN KHARE	City/Town: St. Albert Province: Alberta Postal Code: T8N 1S4

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This Association is not a charity for the purposes of corporate income tax and is not eligible for the benefits of the Income Tax Act. Therefore, the collection of this information can be done in the absence of information and knowledge of the Association's financial position for Alberta Registered Members and Program Support, Board of Directors, Alberta 2007, 1995 (10/07/07)

Signed:
Ernest Reinhold; Eric Pinnington; Anton Capri; Leonard Wiebe; Josef Takats; Anshuman Khare