

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

S-21222



Province of British Columbia
Ministry of Consumer and Corporate Affairs
REGISTRAR OF COMPANIES

SOCIETY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

THE ROYAL ASTRONOMICAL SOCIETY OF CANADA, VANCOUVER CENTRE

HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

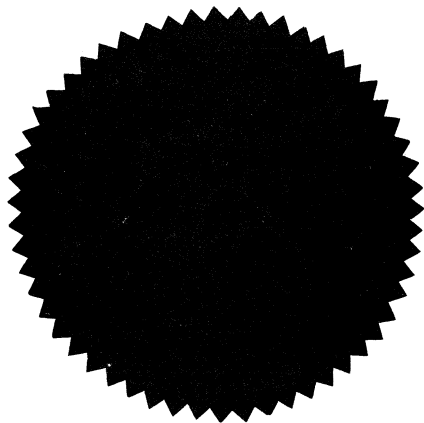
GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 18TH DAY OF APRIL, 1986

A handwritten signature in cursive script, reading 'B. Beckwith'.

B. BECKWITH
ASST. DEPUTY REGISTRAR OF COMPANIES



FORM 5

FILED AND REGISTERED

DEC 10 1986

M. A. Jones & St. John
REGISTRAR OF COMPANIES

Certificate of
Incorporation No. S-21222

SOCIETY ACT

NOTICE OF ADDRESS OF SOCIETY

The address of the society is c/o Macaulay McColl,
Barristers and Solicitors, Sixth Floor - 840 Howe Street,
Vancouver, B.C. V6Z 2L2 [the day after this is filed with
you] until the day after the Next Notice of Address of this
society is filed by the society.

Dated the 1st day of December, 1986

THE ROYAL ASTRONOMICAL SOCIETY OF CANADA, VANCOUVER CENTRE

NAME OF SOCIETY

by

HUGH S. McLELLAN

Solicitor

(Relationship to Society)

To the Registrar of Companies,
Victoria, B.C.

CERTIFIED A TRUE COPY OF A DOCUMENT
ON FILE WITH THE REGISTRAR OF
COMPANIES.

December 10, 1986

Assistant Deputy Registrar of Companies
FOR THE PROVINCE OF BRITISH COLUMBIA

RECEIVED

DEC 2 - 1986

REGISTRAR OF COMPANIES

SOCIETY ACT

APR 18 1986

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CONSTITUTION

REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

1. The name of the Society is "The Royal Astronomical Society of Canada, Vancouver Centre."
2. The purpose of the Society is:-
 - (a) to stimulate interest in and to promote and increase knowledge of astronomy and related sciences;
 - (b) to work in conjunction with the Society and other centres of the Society to further the progress of astronomy in Canada;
 - (c) to acquire and maintain equipment, libraries, an astronomical observatory and other property necessary for the pursuit of its objects;
 - (d) to promote interest in amateur telescope-making.

BY-LAWS

PART I. -

INTERPRETATION

1. (1) In these by-laws, unless the context otherwise requires,
 - (a) "directors" means the directors of the Society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his address as recorded in the register of members.

- (2) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2.-

MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.

4. Membership in the Society shall be open to all persons who are interested in astronomy and there shall be five classes of membership, namely:

- (a) ORDINARY MEMBERS. A person may be elected as an Ordinary Member and an Ordinary Member shall pay an annual fee as may from time to time be set and shall have full voting privileges.
- (b) YOUTH MEMBERS. A person may be elected as a Youth Member. A Youth Member must be under eighteen years of age and shall pay an annual fee as may from time to time be set and shall have full voting privileges.
- (c) LIFE MEMBERS. An Ordinary Member or a Youth Member may become a Life Member upon payment of a fee. A Life Member shall pay no annual fees and shall have full voting privileges.
- (d) HONORARY MEMBERS. Honorary membership may be conferred by the Society in the recognition of noteworthy scientific contributions to astronomy. Honorary

Members shall pay no fee and shall not be entitled to vote or hold office in the Society.

- (e) ASSOCIATE MEMBERS. The spouse and children of age 18 years and younger of any member in good standing may be elected as an Associate Member. Such Associate Member shall be entitled to attend meetings of the Society and shall pay an annual fee as may from time to time be set, but shall not be entitled to vote or hold office and shall not receive any publications of the Society.

5. An applicant for membership in the Society shall submit his application, accompanied by the annual fee, to the Secretary of the Society. Such application shall be presented at a regular meeting of the directors of the Society and if accepted by the directors, the applicant shall become a member of the Society. If an application for membership is rejected by the directors the fee paid by the applicant shall thereupon be returned to him.

6. Every member shall uphold the constitution and comply with the by-laws both of the Society and of "The Royal Astronomical Society of Canada", hereinafter called the parent organization.

7. (a) The Annual Fee of Members of the Society shall be set by the directors, and shall be at least equal to the amount required to be remitted to the parent organization in each case. The Life Membership Fee shall be that set by the parent organization.

(b) Fees of members shall be collected by the Treasurer, who shall remit to the Treasurer of the Parent Organization the portion required by the parent organization according to their By-Laws.

- (c) The Annual Fees shall be due and payable on the 1st day of October, and shall entitle the person paying the same to membership in the Society and the parent organization for twelve months commencing on the 1st day of October and upon payment as aforesaid such member shall receive all publications of the Society and parent organization for the ensuing calendar year. A new member who has filed his application for membership after June 30th in any year may either pay the full fee and receive all the publications for that year, or request that his membership becomes effective on the first day of October next.

8. Upon payment of fees, the Secretary of the Society shall supply the newly accepted Member with a copy of the Constitution and By-laws of the Society and of the parent organization. The Treasurer shall forward to the Treasurer of the parent organization the name and address of each new member quarterly.

9. In the event that a member fails to pay the Annual Fees as provided for in these By-Laws he shall cease to be a member in good standing.

10. A person shall cease to be a member of the Society

- (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
- (b) on his death, or
- (c) on being expelled from the Society or from the parent organization, or
- (d) on having been a member not in good standing for 2 consecutive months.

11. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
12. In the event that a member ceases to be a member of the Society the directors shall advise the parent organization of the circumstances within 30 days of cessation.

PART 3.-

MEETINGS OF MEMBERS

13. The Annual General Meeting of the Society shall be held on or before the last day of December in each year at such time and place, in accordance with the Society Act, as the directors decide.
14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
15. The Directors may, whenever they think fit, convene an extraordinary general meeting.
16. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members

entitled to receive notice does not invalidate proceedings at that meeting.

17. Other meetings of the Society, for the presentation of papers, lectures, or other matters of interest to the members, shall be arranged by the directors, and due notice of such meetings shall be given to each member of the Society.

PART 4.- PROCEEDINGS AT GENERAL MEETINGS

18. Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except,

- (i) the adoption of rules of order,
- (ii) the consideration of the financial statements,
- (iii) the report of the directors,
- (iv) the report of the auditor, if any,
- (v) the election of directors,
- (vi) the appointment of the auditor, if required, and
- (vii) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

19. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or such greater number as the members may determine at a general meeting.

20. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

21. Subject to By-Law 23, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

22. If at a general meeting

- (a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.

23. (1) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

24. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

25. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

PART 5.-

DIRECTORS AND OFFICERS

26. The officers of the Society shall be directors and shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Librarian and a Director of Telescopes and a Representative to the National Council. One Officer may hold the positions of Secretary and Treasurer, and be known as the Secretary-Treasurer. One Officer may also hold the position of National Representative.

27. The Board of Directors hereinafter called the Council shall be comprised of the officers and six additional elected directors, together with the immediate Past President;

28. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and

which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provision of

- (a) all laws affecting the Society,
- (b) these by-laws, and
- (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

(2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

29. The number of directors shall be 12 or such greater number as may be determined from time to time at a general meeting.

30. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.

(2) Separate elections shall be held for each office to be filled.

(3) An election may be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

31. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

32. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

(2) No act or proceedings of the directors is invalid only by reason or there being less than the prescribed number of directors in office.

33. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

34. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

35. A nominating committee shall be appointed in September of each year to draw up the official ballot for the officers and additional directors and to suggest nominees for each position, for ratification by the Council and presentation to the general membership at the first meeting in October.

36. Further nominations for any office or for Council membership may be made by five members in good standing, in writing to the Secretary, at or before the first meeting in November. The nomination must bear the signature of the nominee indicating willingness to stand for election.

37. If there is more than one nominee for any office, or more than six nominees for the additional directors, voting shall be by ballot at the Annual General Meeting.

38. If there is only one nominee for any office, or only six for members of council, such nominees shall be declared

elected by acclamation, and the members shall be notified by the Secretary two weeks prior to the Annual Meeting.

39. In case of an equality of votes for any office, the members present at the Annual Meeting shall choose between the two candidates for that office having the highest number of votes; in case of an equality of votes for members of the Council, the members with a clear majority will be automatically elected, and the members present at the Annual Meeting shall choose between the remaining tied candidates.

PART 6.-

PROCEEDINGS OF DIRECTORS

40. (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

41. (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every

act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

42. A Committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting that chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

43. The members of a committee may meet and adjourn as they think proper.

44. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

45. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meetings of directors shall be sent to that director, and

(b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

46. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

47. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

48. A resolution in writing, signed by all directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7.-

DUTIES OF OFFICERS

49. It shall be the duty of the President to take the chair at the meetings of the Society and of the Council; and in his absence the Vice-President or other authorized member shall act in his stead. The President shall not vote at any meeting of the Society or Council, except where a casting vote is necessary to decide a question, in which case he shall give such casting vote.

50. The President shall ex-officio be a member of every committee of the Council, any may vote as such member unless he is in the chair, when he shall exercise the right of giving, if necessary, a casting vote.

51. It shall be the duty of the Treasurer to receive all monies due to the Society, to keep all books and records pertaining to his office as are necessary to comply with the Society Act, to make all payments, to prepare the case and balance sheets and have them duly audited, and generally to act under the instructions of the Council. He shall make no payment on behalf

of the Society unless such payment is first authorized by the Council, or unless such payment is of a necessary or routine nature. He shall, on receipt, deposit to the credit of the Society, in some Financial Institution approved by the Council, all monies which come into his possession as such Treasurer. He shall pay only by cheque, signed and countersigned by any two of the following officers: the President, the Vice-President, the Secretary, or the Treasurer. He shall have at his disposal a Petty Cash Imprest Fund, of an amount set by the Council, from which sundry disbursements may be made and for which payment vouchers must be received. When necessary, this fund shall be reimbursed by the issuance of a cheque, duly signed and countersigned, to the amount of the expenditures covered by the current vouchers.

52. It shall be the duty of the Secretary to conduct the official correspondence of the Society and to report such to the Council at the first meeting thereafter; to issue notices calling meetings of the Society or of the Council as required, to have custody of all records and documents of the Society except those required to be kept by the Treasurer, to have custody of the common seal of the Society and to maintain a register of members.

53. It shall be the duty of the Secretary to keep accurate minutes of the meetings of the Society and of the Council.

54. Subject to regulations approved by the Council, the Librarian shall have charge and be responsible for the safe-keeping and proper condition of the books and publications, maps, photographs, and such property of the Society, located at the place of meeting. He shall report the names of publications, donations, etc. received. He shall see that the rules of governing the issue and return of books are obeyed.

55. The Director of Telescopes shall have charge of the telescopes, and also shall supervise the maintenance of the

Observatory. He shall direct all activities of the Society relating to the observation of the heavenly bodies.

56. The Board of Trustees shall be appointed by the Council, consisting of four members, including the President and Director of Telescopes. The Board of Trustees shall have charge of all property of the Society including the telescopes and shall make a report of its transactions to the Annual Meeting of the Society.

57. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

58. The reports of the Secretary and Treasurer, after presentation to and approval by the members at the Annual Meeting shall be sent to the National Secretary and National Treasurer of the parent organization before the 15th of January of the year following the Annual Meeting.

PART 8.-

SEAL

59. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

60. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

PART 9.-

BORROWING

61. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

62. No debenture shall be issued without the sanction of a special resolution.

63. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

PART 10.-

AUDITOR

64. This Part applies only where the Society is required or has resolved to have an auditor.

65. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

66. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

67. An auditor may be removed by ordinary resolution.

68. An auditor shall be informed forthwith in writing of appointment or removal.

69. No director and no employee of the Society shall be auditor.

70. The auditor may attend general meetings.

PART 11.-

NOTICE TO MEMBERS

71. A notice may be given to a member, either personally or by mail to him at his registered address.

72. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in Canadian post office receptacle.

73. (1) Notice of a general meeting shall be given to

(a) Every member shown on the register of members to the day notice is given, and

(b) No other person is entitled to receive a notice of general meeting.

PART 12.-

BY-LAWS

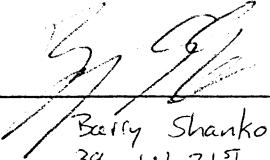
74. On being admitted to membership, each member is entitled to and the Society shall give him without charge, a copy of the constitution and by-laws of the Society.

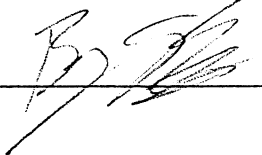
75. These by-laws shall not be altered or added to except by special resolution.

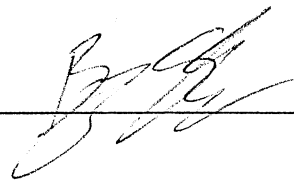
76. Any proposed amendment shall be consistent with the Constitution and By-Laws of the parent organization.

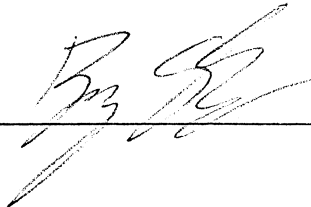
Dated the 2nd day of April, A.D. 1986.

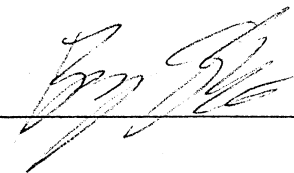
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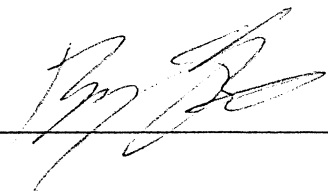

Barry Shanko
39 W. 21st
Vancouver, B.C.



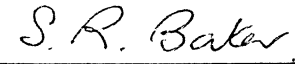


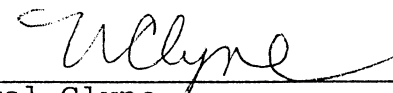


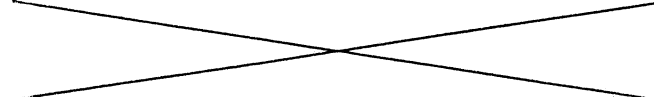


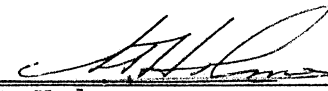


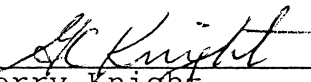
APPLICANTS FOR INCORPORATION

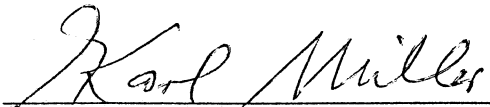

Sally Baker
2063 W. 61st Avenue
Vancouver, B.C. V6P 2C6

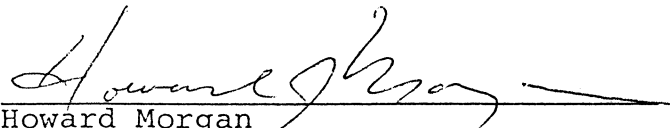

Norval Clyne
3288 W. 21st Avenue
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Art Holmes
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Gerry Knight
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Vancouver, B.C. V5V 2B4


J. Karl Miller
4690 Sardis Street
Burnaby, B.C. V5H 1L3


Howard Morgan
6075 171st Street
Surrey, B.C. V3S 5P8

~~_____~~
Jim MacGuigan
159 Centennial Park W.
Tsawwassen, B.C. V4L 1K6

~~_____~~
Dale McNabb
4577 56A Street
Delta, B.C. V4K 3C7

~~_____~~
Ken Nelson
5620 Marine Drive
West Vancouver, B.C. V7W 2R6

[Signature]
~~_____~~
Sherry Shavaga
1265 E. 24th Avenue
Vancouver, B.C. V5V 2B4

[Signature]
~~_____~~
Greg Soderling
1790 Medwin Place
North Vancouver, B.C. V7H 2K4

~~_____~~
Tom Tothill
#1 - 6347 W. Boulevard
Vancouver, B.C. V6M 3X5

[Signature]
~~_____~~
Gary Wolanski
6276 Berwick Street
Burnaby, B.C. V5H 1W2

[Signature]
~~_____~~
Barry Shanko
39-W-215
Van, BC, V5Y 2E1