ROYAL ASTRONOMICAL SOCIETY OF CANADA, VANCOUVER CENTRE

RESOLUTION - AMENDMENT TO BYLAWS

WHEREAS the Council for the Royal Astronomical Society of Canada – Vancouver Centre has considered the wording of the Bylaws and recommends amendments to update the wording of the Bylaws; and

WHEREAS the Council requires ratification of the proposed amendments through a special resolution;

THEREFORE BE IT RESOLVED that the Bylaws be amended by deleting them in their entirety and replacing them in the form attached hereto as Appendix "A".

Dated: this 15th day of December, 2016

THE ROYAL ASTRONOMICAL SOCIETY OF CANADA, VANCOUVER CENTRE

By:

Signature of the President

BY-LAWS OF THE ROYAL ASTRONOMICAL SOCIETY OF CANADA, VANCOUVER CENTRE

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Article 1	<u>Definitions</u>	
1.1	In this By-law, and in all other by-laws of the Centre, unless the crequires a different meaning,	ontext
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- 1.1.11 "Society" means The Royal Astronomical Society of Canada La Société Royale d'Astronomie du Canada,
- 1.1.12 "Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it,
- 1.1.13 "special resolution of the Centre" means a resolution passed by two-thirds of those members of the Centre present and voting at a meeting of the Centre,
- "special resolution of the Council" means a resolution passed by two-thirds of those members of the Council present and voting at a meeting of the Council,
- The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

Article 2 Name of Centre

The name of the Centre shall be "The Royal Astronomical Society of Canada, Vancouver Centre".

Article 3 Seal

3.1 The corporate seal of the Centre shall be such as the Council may by an ordinary resolution from time to time approve.

Article 4 Objectives

4.1 The objectives of the Centre are

- 4.1.1 to stimulate interest and to promote and increase knowledge in astronomy and allied sciences,
- 4.1.2 to work in conjunction with the Society and other Centres of the Society to further the progress of astronomy in Canada,
- 4.1.3 to acquire and maintain equipment, libraries, astronomical observatories, and other property necessary for the pursuit of its objectives,
- 4.1.4 to publish newsletters, books, and other material containing information on the progress of astronomy and the work of the Society and the Centre,
- 4.1.5 to receive and administer gifts, donations, and bequests from members of the Centre and others, and
- 4.1.6 to make contributions and render assistance to individuals and institutions engaged in the study and advancement of astronomy.

Article 5 Relationship between the Centre and the Society

5.1 Association Of Centre And Society

5.1.1 The Centre is a constituent part of and associated with the Society.

5.2 Constitution of the Society

- 5.2.1 The operation of the Centre is governed by the Centre's Constitution and by the Constitution of the Society.
- 5.2.2 The By-laws of the Centre shall not conflict with the Constitution of the Society, and any Centre By-law that does so conflict is inoperative to the extent of the conflict.

5.2.3 Where a resolution or action of the Centre conflicts with a resolution or action of the Society, the resolution or action of the Society shall prevail and the resolution or action of the Centre is inoperative to the extent of the conflict.

5.3 Centre Debts

5.3.1 The Centre shall be responsible for its own debts, obligations, and claims, and shall not incur or be liable for any debt, obligation, or claim incurred by the Society.

Article 6 Membership

6.1 Eligibility

6.1.1 Membership in the Centre shall be open to all persons who are interested in astronomy, as provided by By-Law #1 of the Society.

6.2 **Types Of Members**

- There shall be various types of membership in the Centre including but not limited to: Regular, Youth, Family, Associate, Affiliate, Life, and Honorary Centre President. Types of membership may change from time to time by ordinary resolution of the Society. Every member of the Centre shall be accepted into membership under Article 6.3 upon paying the designated membership fee under Article 6.6.1.
- 6.2.2 A Life member of the Centre is one who has been elected directly as a Life member and has paid the life membership fee under Article 6.6 prior to 2004. Life memberships have since been discontinued.

6.2.3 Honorary Centre President

An Honorary Centre President is a person upon whom special recognition has been conferred by the Centre in recognition of noteworthy contributions to astronomy at the Centre level.

Candidacy

A person may be appointed as an Honorary Centre President by special resolution of the Council for the Centre and upon subsequent acceptance of such appointment by the nominee.

Number of Honorary Centre Presidents

Each Centre may have only one Honorary Centre President at any time.

Membership Fees

The Society shall pay the National Fee applicable for the Honorary Centre President. The Centre shall pay any Centre-specific fees that may be applicable for the Honorary Centre President's membership.

Rights of Honorary Centre President

The Honorary Centre President has the right to attend all meetings of the Centre and the Society, and to receive the publications of the Society as may be determined from time to time by the Society. A person may simultaneously hold both Honorary Centre President membership and other forms of membership in the Society.

Duties of an Honorary Centre President

The Honorary Centre President may not hold any elected office within the Centre

but may act in an ex-officio capacity as provided for by the Centre. The Honorary Centre President shall have such other duties as may be determined by the Centre's Council.

Duration of Membership

The Honorary Centre President shall hold the position for the lesser of the time specified in the resolution made by the Centre or four years. The Honorary Centre President can be reappointed without limit.

Revocation of Honorary Centre President Membership

All Honorary Memberships in the Society are subject to the Society's disciplinary policy and any such membership may be suspended or terminated by the Society in accordance with the Society's disciplinary policy in cases where the continued membership of an individual is not in the best interests of the Society.

6.3 Acceptance into Membership

- 6.3.1 A person who has submitted an application and the fee under Article 6.6 may be elected as a member of a Centre by a special resolution of the Council of the Centre.
- Any person whose nomination for membership is defeated shall be entitled to immediate refund of all fees submitted with his or her application.

6.4 Relationship Of Centre Members And The Society

- 6.4.1 Every member of the Centre is also a member of the Society. A person who for any reason ceases to be a member of the Society thereupon ceases to be a member of the Centre.
- 6.4.2 Every member shall uphold the constitution and comply with the By-Laws both of the Society and of the Centre.

6.5 Duration of Membership

A life member shall be a Centre member for life, provided he or she remains attached to the Centre. Any other person shall be a member for twelve months after becoming a member and thereafter for successive twelve-month periods as long as that person renews his or her membership in accordance with Article 6.6. A person may not pay the youth membership fee for any period that extends more than twelve months beyond the time when the member becomes twenty-one years of age.

6.6 Membership Fees

- 6.6.1 The annual membership fees shall be determined from time to time by ordinary resolution of the Society.
- Renewal fees for existing members are due and payable before expiry of the person's membership, in default of which the person ceases to be a member of the Centre.
- 6.6.3 Annual membership fees and Centre surcharges, if any for members attached to a Centre, shall be paid to the Society Treasurer.

6.7 Centre Surcharges And Entitlement Of Members To Centre Rights And Services

6.7.1 The Centre or the Council of the Centre may by special resolution establish one

or more surcharges applicable to the members of the Centre or to any class thereof, in respect of any Centre right or service.

- 6.7.2 Every member is entitled to exercise the following rights:
- 6.7.2.1 to attend and to vote at all Centre meetings;
- 6.7.2.2 to attend all meetings of the Council, unless, in exceptional circumstances, the Council declares, by special resolution, a meeting or a part of a meeting to be closed to the membership;
- 6.7.2.3 where permitted by applicable legislation, to stand for election as an officer of the Centre.

6.8 Duration Of Entitlement To Centre Rights And Services

6.8.1 A member who is entitled to the specified Centre rights under Article 6.7 for a membership year is so entitled during that membership year. The Centre surcharge is waived for a Life member.

6.9 Transfer Of Membership

A member of another centre may transfer his or her membership and become attached to the Centre, and an unattached member may become a member of and attached to the Centre, upon application to and acceptance by the Executive Director of the Society. Such transfer or attachment is effective from the first day of the month following that in which the transfer or attachment is so accepted.

6.10 Termination of Membership

- 6.10.1 A member's membership can be terminated as provided by Article 6.5 and by the Society's By-laws.
- A member may terminate his or her membership in the Society by sending a notice in writing to that effect to the Society Office and/or to the Secretary of the Centre, if any, to which he or she is attached. The notice shall take effect on the later of the date of receipt of the notice at the office of the Society and the date, if any, specified in the notice.

6.11 Disciplinary Action and Expulsion from Membership

- 6.11.1 All members of the Centre and the Society are expected to conduct themselves in a manner respectful of other members and the general public, and not to act in such a manner as to bring the Centre and the Society into disrepute.
- Any member whose actions cause disruption or prevent other members from participating fully in the activities of the Centre may be subject to disciplinary action by the Centre Council in the form of a written reprimand, a requirement for restitution, a fine, a period of suspension, or probation. Any such disciplinary action must be approved by a Special Resolution of the Council in accordance with a Code of Conduct that is published annually by the Society and available to all members.
- 6.11.3 Any member of the Centre whose continued membership in the Centre is not in the best interests of the Centre may be expelled from membership in the Centre by special resolution of the Council or of the Centre. A member whose expulsion is proposed has the right to receive notice of the meeting at which such expulsion shall be proposed and of the intention to propose such

- expulsion, and to make representations at the meeting at which the votes are held.
- 6.11.4 Upon expulsion from membership in the Centre, a member shall be considered an unattached member of the Society.
- 6.11.5 Immediately upon a member being expelled from membership in the Centre, the Secretary of the Centre shall notify the Executive Director of the Society of the expulsion and the grounds therefore.

Article 7 Council

7.1 Duties

- 7.1.1 The property and business of the Centre shall be administered by the Council, the members of which shall be the elected officers of the Centre referred to in Article 8.
- 7.1.2 The Council may from time to time withdraw from the Legacy Fund amounts not to exceed \$10,000 per calendar year for expenses or capital acquisitions as may be deemed necessary for the business of the Centre. Any withdrawal over \$10,000 must be approved in advance by a special resolution of the members of the Centre. The figure of \$10,000 per year shall increase annually pursuant to Canadian inflation rates or the Consumer Price Index for Canada.

7.2 Meetings Of Council

- 7.2.1 The Council shall meet as often as the business of the Centre shall require, but at least three times in each calendar year.
- 7.2.2 Subject to Articles 7.2.1 and 7.2.5, meetings of the Council shall be called by the President and shall be held at such place as is designated by the President.
- 7.2.3 The President or Secretary of the Centre shall send notice of every meeting of the Council to every member of the Council at least seven days before the meeting.
- 7.2.4 Every meeting of the Council shall be presided over by the President, in his or her absence by the Vice-President, and in the absence of both of them by another member of the Council elected at the meeting. The presiding member may vote at a meeting only to cast a deciding vote in the event of a tied vote. Business arising shall be decided by a majority of votes.
- 7.2.5 Upon requisition in writing signed by at least two voting members of the Council, the President shall call a meeting of the Council to consider the business specified, at such place as is named in the requisition. If the President fails to call a meeting of the Council to be held within sixty days of such requisition, then any voting member of the Council who has signed such requisition may call a meeting of the Council.
- 7.2.6 At least thirty days before the date of such meeting by requisition, the President or Secretary shall send to every member of the Council notice of the meeting, which shall state the names of the requisitioning members, the date of, and the business specified in the requisition. If the President or Secretary fails to send such notice, then notice of a meeting may be sent by any member who has signed such requisition, at the expense of the Centre, at least thirty days before the date of the meeting.

- 7.2.7 At any meeting by requisition of the Council, only such business as is specified in the requisition shall be conducted.
- 7.2.8 No business shall be conducted at any point at a meeting of the Council at which a quorum, which shall be 50% voting members of the Council, is not present.
- 7.2.9 Unless otherwise specified in the By-laws of the Centre, the Council shall act by ordinary resolution, and Robert's Rules of Order shall govern the conduct of Council meetings.
- 7.2.10 In the absence of the Secretary from a meeting, the Council shall appoint another person to act as Secretary at the meeting.

Article 8 Officers

8.1 Elected Officers

8.1.1 The officers shall be elected in accordance with Articles 8.4 and 8.5. Every member who is not less than nineteen years of age has the right to stand for election or appointment as an officer of the Centre.

8.2 National Council Representative(s)

- 8.2.1 The National Council Representative(s) shall be elected in accordance with Articles 8.4 and 8.5 but may also be appointed by the Centre Council.
- 8.2.2 If for any reason a National Council Representative is unable to attend a meeting of the National Council, then the Centre Council may appoint another member of the Centre as an alternate for the National Council Representative. The alternate will be entitled to exercise all the rights of the National Council Representative for whom he or she is the alternate.

8.3 Restrictions On Eligibility For Office

- 8.3.1 Every voting member who is not less than nineteen years of age has the right to stand for election or appointment as a National Council Representative of the Centre.
- 8.3.2 The President, Vice-President, Secretary, or Treasurer may not simultaneously be the National Council Representative of the Centre.

8.4 Nomination Of Elected Officers

- 8.4.1 The Nominating Committee shall prepare a list of one or more candidates for each elected office and for National Council Representative for which an election must be held. This list shall be presented to the Secretary of the Centre at least thirty days before the annual general meeting.
- Any other eligible member of the Centre may be nominated for any such office at or before such annual general meeting by submitting the nomination in writing to the Secretary of the Centre. The nomination must bear the signature of the nominee indicating willingness to stand for election.

8.5 Election Of Officers

8.5.1 Where there is more than one nomination for an elected office or National Council Representative, the officer shall be elected by vote of the members of the Centre at the annual general meeting of the Centre. The candidate receiving the greatest number of votes shall be declared elected.

8.5.2 An election may be by acclamation; otherwise it shall be by ballot.

8.6 Appointment Of Officers

The Council shall, by ordinary resolution, appoint a member of the Centre to each appointed office when there is a vacancy.

8.7 Terms Of Office

- The terms of office of the elected President, Vice-President, Secretary, and Treasurer under Article 8.1 shall be two years. Except for the President, a person may hold any such office for any number of consecutive terms.
- 8.7.2 No person may hold the office of President for a consecutive term. However, if a successor for President is not elected, the person previously elected continues to hold office.
- 8.7.3 The terms of all other elected officers under Article 8 shall be one year. A person may hold any such office for any number of consecutive terms.
- 8.7.4 The term of office of a National Council Representative is one year. A person may hold any such office for any number of consecutive terms.
- 8.7.5 The term of office of every elected officer shall expire upon the election of a new holder of the office at the annual general meeting held closest in time to the anniversary of his or her election.

8.8 Duties Of The President

- 8.8.1 The President shall
- 8.8.1.1 preside at all meetings of the Centre and the Council as provided by Articles 10.5 and 7.2.4,
- 8.8.1.2 represent and speak for the Centre when appropriate, and
- 8.8.1.3 have such other duties as may be prescribed by the Council.
- 8.8.2 The President is a member of all committees of the Council, as prescribed in Article 9.2.

8.9 Duties Of The Vice-President

8.9.1 The Vice-President shall assist the President in the discharge of his or her duties, shall preside at meetings of the Council and of the Centre in the circumstances prescribed in Articles 7.2.4 and 10.5, and shall have such other duties as may be prescribed by the Council.

8.10 Duties Of The Secretary

- 8.10.1 The Secretary shall
- 8.10.1.1 submit for adoption at the annual general meeting of the Centre a report on the number of members in each class of membership at the end of the past calendar year,
- 8.10.1.2 submit to the Secretary of the Society by February 28 in each calendar year the report referred to above, a list of the current officers and National Council Representative(s) with addresses for the officers and National Council Representative(s), and a brief report on the activities and meetings of the Centre during the past calendar year,
- 8.10.1.3 conduct the correspondence of the Centre and report thereon to Council,

- 8.10.1.4 have custody of the seal and the current minutes and documents of the Centre,
- 8.10.1.5 be responsible for the preparation and submission of accurate minutes of all meetings of the Council,
- 8.10.1.6 send to all members of the Council the minutes of all Council meetings referred to in Article 8.10.1.5, and
- 8.10.1.7 have such other duties as may be prescribed by the Council.

8.11 Duties Of The Treasurer

- 8.11.1 The Treasurer shall
- 8.11.1.1 prepare the annual financial statements of the Centre as specified by Article 11.2, present them to the Council for approval at a meeting prior to the next annual general meeting of the Centre, and present the approved annual financial statements for adoption by the annual meeting of the Centre as prescribed in Article 10.1.3.3,
- 8.11.1.2 submit the financial statements referred to in Article 8.11.1.1 to the Treasurer of the Society by January 15th in each calendar year,
- 8.11.1.3 prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements, assets, and liabilities,
- 8.11.1.4 receive and supervise the deposit of receipts,
- 8.11.1.5 supervise the disbursement of Centre funds,
- 8.11.1.6 supervise the safekeeping of the Centre's securities and other monetary assets,
- 8.11.1.7 in general conduct the financial business of the Centre in accordance with the direction of the Council, and
- 8.11.1.8 have such other duties as may be prescribed by the Council.

8.12 Duties Of The National Council Representative(s)

- 8.12.1 The National Council Representative(s) and alternate(s) shall
- 8.12.1.1 attend all meetings of the National Council for which he or she is so authorized and as may be reasonably practicable,
- 8.12.1.2 represent the Centre's interests, subject to the direction of the Centre Council, at the National Council, and
- 8.12.1.3 report to the Centre Council and to the appropriate Centre officers the business conducted by and the activities of the National Council.

8.13 Duties Of The Editor

- 8.13.1 The Editor shall
- 8.13.1.1 be responsible for the publication of the Centre's publications and may appoint other members of the Centre to assist him or her, and
- 8.13.1.2 have such other duties as may be prescribed by the Council.

8.14 Duties Of The Librarian

- 8.14.1 The Librarian shall
- 8.14.1.1 have custody of and be responsible for the safekeeping of the books, publications, films, photographs, archives, and other library materials of the Centre,

- 8.14.1.2 operate the Centre's library, including the acquisition of new books and other library materials, the lending of library materials, the maintenance of a current catalogue of all library materials, and the exchange with other organizations of library materials, and
- 8.14.1.3 have such other duties as may be prescribed by the Council.

8.15 Duties Of The Observatory Director

- 8.15.1 The Observatory Director shall
- 8.15.1.1 have custody of and be responsible for the safekeeping and operation of the Centre's observatory, including the observatory property, building and premises, and all astronomical or other equipment of the Centre associated or used in connection therewith,
- 8.15.1.2 establish and carry into effect a program for the use of the observatory by Centre members,
- 8.15.1.3 be responsible for the maintenance and repair of the observatory, the premises, and the equipment referred to in Article 8.15.1.1,
- 8.15.1.4 recommend to the Council, from time to time where appropriate, the acquisition or disposal of observatory equipment, and
- 8.15.1.5 have such other duties as may be prescribed by the Council.

8.16 Duties Of The Education Director

- 8.16.1 The Education Director shall
- 8.16.1.1 establish and carry into effect a program of youth astronomy education on behalf of the Centre, and
- 8.16.1.2 have such other duties as may be prescribed by the Council.

8.17 Duties of the Membership Director

- 8.17.1 The Membership Director shall
- 8.17.1.1 be responsible for maintaining the membership roll of the Centre referred to in Article 6.3, and
- 8.17.1.2 have such other duties as may be prescribed by the Council.

8.18 Duties Of Other Officers

8.18.1 Other Officers elected shall have such duties as may be prescribed by the Council.

8.19 Removal From Office

- 8.19.1 An elected officer or National Council Representative may be removed from office by special resolution of the Centre. Any such person whom it is proposed to remove from office is entitled receive notice of the meeting at which such removal shall be proposed, of the intention to propose such removal, and to make representations on his or her behalf at the meeting of the Centre at which the vote is held.
- 8.19.2 An appointed officer may be removed from office by special resolution of the Council. An officer whom it is proposed to remove from office is entitled to receive notice of the meeting at which such removal shall be proposed, of the intention to propose such removal, and to make representations on his or her behalf at the meeting of the Council at which the vote is held.

8.20 Vacancy Of An Office

- 8.20.1 If an elected officer or National Council Representative position becomes vacant by reason of death, resignation, disqualification, or removal under Article 8.19.1, then another eligible member of the Centre may be elected by special resolution of the Council to fill such vacancy for the remainder of the term of office. In the event that a position must be filled prior to the next regularly scheduled meeting of the Council, the President, Vice President, Secretary, and Treasurer may do so on behalf of the Council.
- 8.20.2 If an appointed office becomes vacant by reason of death, resignation, disqualification, or removal under Article 8.19.2, then another eligible member of the Centre may be appointed by ordinary resolution of the Council to fill such vacancy. In such case, the appointment shall be deemed to have been made under Article 8.6. In the event that a position must be filled prior to the next regularly scheduled meeting of the Council, the President, Vice President, Secretary, and Treasurer may do so on behalf of the Council.

Article 9 Committees

9.1 Committees

9.1.1 The Council may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and with such powers as the Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Council may from time to time make. Any committee member may be removed by resolution of the Council.

9.2 Committee Membership Of The President

9.2.1 The President shall be a voting member of all committees of the Council. The President shall not be considered a member of any committee for the purpose of reckoning the number of members of the committee or a quorum of the committee.

9.3 Reports To Centre Council

9.3.1 All committees of the Centre shall be subject to the authority of the Council. Each committee shall keep a record of its operations and shall report thereon to the Council at every meeting of the Council and otherwise as required by the Council. Each committee that receives or expends funds of the Centre shall present annually to the Council a statement of its financial operations.

9.4 Quorum

9.4.1 No business shall be conducted at any point at a meeting of any committee at which a quorum, which shall be at least half of the members thereof, is not present.

Article 10 Meetings Of The Centre

10.1 Annual General Meeting

10.1.1 The annual general meeting of the members of the Centre shall be held between October 1st and December 31st in each calendar year at such place as shall be designated by the Council and in accordance with the Society Act.

- 10.1.2 At least thirty days before the date of the annual general meeting, the Secretary shall notify each voting member of the Centre of
- 10.1.2.1 the agenda for the annual general meeting, specifying its time and place, and
- 10.1.2.2 any proposed By-law or amendment to the Constitution of the Centre.
- 10.1.3 The order of procedure at the annual general meeting shall be as follows:
- 10.1.3.1 consideration and approval of the agenda for the meeting;
- 10.1.3.2 consideration and approval of the minutes of the last annual general meeting and of any meeting by requisition held since the last annual general meeting;
- 10.1.3.3 consideration and approval of the reports of the Council, the officers of the Centre, and the committees of the Council, and presentation and adoption of the financial statements;
- 10.1.3.4 consideration of any matter proposed to be adopted by special resolution of the Centre;
- 10.1.3.5 election of officers and the National Council Representative(s) of the Centre,
- 10.1.3.6 election of the auditor of the Centre as prescribed in Article 11.1; and
- 10.1.3.7 other business.

10.2 Notice to Members

- 10.2.1 A notice may be given to a member either personally, by mail at his or her registered address, or by email at his or her registered email address.
- 10.2.2 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 is sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle.
- 10.2.3 A notice sent by email shall be deemed to have been given on the day following which the notice was emailed, and in proving that notice has been given is sufficient to prove that the notice was properly addressed.
- 10.2.4 Notice of a meeting shall be given to every member shown on the register of members to the day notice is given.

10.3 Regular and Extra-ordinary General Meetings

- 10.3.1 The President shall call regular meetings of the members of the Centre as often as the business and activities of the Centre may require. Notice of such meetings shall be given in such manner as can reasonably be expected to bring the calling of such meetings to the attention of the members of the Centre and must specify the place, day, and hour of the meeting.
- The Centre Council may, whenever they think fit, convene an extraordinary general meeting. Notice of an extra-ordinary general meeting shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business.

10.4 Meetings on Requisition

- 10.4.1 Upon requisition in writing signed by at least ten voting members of the Centre, the President shall call a meeting of the Centre to consider the business specified and at such place as is named in the requisition. If the President fails to call a meeting of the Centre to be held within sixty days of such requisition, then any voting member of the Centre who has signed such requisition may call a meeting of the Centre.
- 10.4.2 At least thirty days before the date of such meeting the Secretary shall notify every voting member of the Centre of the meeting, stating the names of the requisitioning members, the location and time of the meeting, and the business specified in the requisition. If the Secretary fails to give such notice, the notice of the meeting may be given by any voting member who has signed such requisition, at the expense of the Centre, at least thirty days before the date of the meeting.
- 10.4.3 At any such meeting of the Centre, only such business as is specified in the requisition shall be conducted.

10.5 Presiding Member

- 10.5.1 The annual general meeting of the Centre shall be presided over by the President, in his or her absence by the Vice-President, and in the absence of both of them by a member of the Council elected at the meeting.
- 10.5.2 Every other meeting of the Centre shall be presided over by the President or by his or her designate.

10.6 Quorum

- 10.6.1 No business shall be conducted at any point at the annual general meeting of the Centre, and no vote shall be taken at any point at any meeting of the Centre at which a quorum, which shall be voting members of the Centre, is not personally present.
- 10.6.2 A guorum is 3 members present.

10.7 Conducting Of Business

- 10.7.1 Unless otherwise prescribed in the By-laws, the Society Act, by applicable legislation, or by the National By-laws, the Centre shall act by ordinary resolution, and Robert's Rules of Order shall govern the conduct of Centre meetings.
- 10.7.2 A member in good standing present at a meeting of members is entitled to one vote.
- 10.7.3 Voting is by show of hands.

10.8 Proxies

10.8.1 Voting by proxy is not permitted at any meeting of the Centre.

Article 11 Finances

11.1 Auditor

11.1.1 At every annual general meeting, the Centre shall elect an auditor to hold office until the end of the next annual general meeting. The auditor shall conduct an audit of the Centre's financial records and shall express an opinion

on the annual financial statements to the members of the Centre. The auditor shall not be a member of the Council.

11.1.2 This article applies only if the Centre or Society is required or has resolved to have an auditor.

11.2 Annual Financial Statements

11.2.1 The Centre's annual financial statements shall consist of a balance sheet, a statement of revenues and expenses, and such other statements as are required.

Article 12 Signing Authority

- Contracts, or any instruments in writing requiring the signature of the Centre, shall be signed by any two of the President, the Vice-President, the Secretary, and the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Centre without further authorization or formality. The Council shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Centre either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Centre, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid.
- 12.2 Every officer who, and committee that, has responsibility for the expenditure of an amount allocated under the budget may expend such amount and thereupon bind the Centre to that extent without further authorization.

Article 13 Remuneration And Expenses

13.1 Remuneration

13.1.1 No member of the Council or of a committee shall receive any remuneration from the Centre for his or her services.

13.2 Expenses

13.2.1 Each member shall be entitled to be reimbursed for all expenditures authorized by the Council and made by him or her on behalf of the Centre or in connection with the Centre's business.

Article 14 Conformity To By-Laws

14.1 Conformity To By-Laws

14.1.1 No action taken contrary to the By-laws of the Centre is valid.

14.2 Failure To Receive Notice

14.2.1 The failure of any person to receive notice of any meeting required to be given under the By-laws of the Centre does not affect the validity of any action taken at such meeting.

Article 15 Repeal And Amendment

15.1 Amendment And Enactment Of Constitution

15.1.1 The By-laws of the Centre may be repealed or amended, supplementary Letters Patent may be enacted, and other By-laws of the Centre may be enacted, by special resolution of the Centre.

15.2 Repeal Of Previous By-Laws

All previous By-laws of the Centre are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any action done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any charter or documents of the Centre obtained pursuant to, any such By-law prior to its repeal. All officers or persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Centre or of the Council or a committee of the Council with continuing effect passed under any repealed By-law shall continue good and valid except to the extent inconsistent with this By-law and until amended or repealed.

Article 16 Dissolution

16.1 Upon dissolution and after the payment of all debts and liabilities, all remaining assets will be given to a qualified donee described in subsection 149.1(1) of the *Income Tax Act*. This provision was previously unalterable.