

BY-LAWS
OF THE
ROYAL ASTRONOMICAL SOCIETY
OF CANADA
-
OTTAWA CENTRE

As Approved by the RASC National General Assembly
2004-07-02

And by the Ottawa Centre Annual Meeting
2004-12-03

10.06 Conducting of Business
10.07 Proxies

ARTICLE 11

FINANCES

11.01 Auditor
11.02 Annual Financial Statements

ARTICLE 12

SIGNING AUTHORITY

12.01 Signing Authority

ARTICLE 13

REMUNERATION AND EXPENSES

13.01 Remuneration of Councillors
13.02 Remuneration of Members

ARTICLE 14

CONFORMITY TO BY-LAWS

14.01 Conformity to By-laws
14.02 Failure to Receive Notice

ARTICLE 15

REPEAL AND AMENDMENT

15.01 Amendment and Enactment of Constitution
15.02 Repeal of Previous By-laws

**BY-LAWS OF THE
ROYAL ASTRONOMICAL SOCIETY OF CANADA - OTTAWA CENTRE**

ARTICLE 1 - DEFINITIONS

1.01 In this By-law, and in all other by-laws of the Centre, unless the context requires a different meaning,

- (a) "Centre" means The Royal Astronomical Society of Canada - Ottawa Centre / La Société Royale d'Astronomie du Canada - Centre d'Ottawa,
- (b) "Constitution" in relation to the Centre means the Letters Patent, Articles of Incorporation or other charter document, if any, together with all of the by-laws of the Centre,
- (c) "Council" means the administering body of the Centre referred to in Article 7.01,
- (d) "member" means a member of the Centre under Article 6,
- (e) "National By-laws" means all of the by-laws of the Society,
- (f) "National Council" means the National Council of the Society established under the National By-laws,
- (g) "ordinary resolution of the Centre" means a resolution passed by a majority of the votes cast by voting members of the Centre either in person or by proxy at a meeting of the Centre,
- (h) "ordinary resolution of the Council" means a resolution passed by a majority of those voting members of the Council present and voting at a meeting of the Council,
- (i) "Society" means The Royal Astronomical Society of Canada - La Société Royale d'Astronomie du Canada,
- (j) "special resolution of the Centre" means a resolution passed by two-thirds of the votes cast by voting members of the Centre either in person or by proxy at a meeting of the Centre,
- (k) "special resolution of the Council" means a resolution passed by two-thirds of those voting members of the Council present and voting at a meeting of

the Council, and

- (l) "voting member" means any ordinary, youth, or life member of the Centre.

ARTICLE 2 - NAME OF CENTRE

2.01 The name of the Centre shall be "The Royal Astronomical Society of Canada - Ottawa Centre / La Société Royale d'Astronomie du Canada - Centre d'Ottawa".

ARTICLE 3 - SEAL

3.01 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

4.01 The objectives of the Centre are

- (a) to stimulate interest and to promote and increase knowledge in 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, astronomical observatories and other property necessary for the pursuit of its objectives,
- (d) to publish newsletters, books and other material containing information on the progress of astronomy and the work of the Society and the Centre,
- (e) to receive and administer gifts, donations and bequests from members of the Centre and others, and
- (f) 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

5.01 ASSOCIATION OF CENTRE AND SOCIETY

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

5.02 CONSTITUTION OF THE SOCIETY

(1) The operation of the Centre is governed by the Centre's Constitution and by the Constitution of the Society.

(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.

(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.

5.03 CENTRE DEBTS

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

6.01 ELIGIBILITY

Membership in the Centre shall be open to all persons who are interested in astronomy, as provided by the Letters Patent of the Society.

6.02 CLASSES OF MEMBERS

(1) There shall be four classes of membership in the Centre: ordinary, youth, life, and associate. Every member of the Centre shall be elected to membership under Article 6.03.

(2) An ordinary member of the Centre is a member of the Centre who has paid the ordinary membership fee under Article 6.05(1).

(3) A youth member of the Centre is a member of the Centre who has paid the youth membership fee under Article 6.05(1) and who is less than twenty-one years of age at the beginning of the year for which such payment is made.

(4) A life member of the Centre is a member of the Centre who has been elected either directly as a life member or previously as an ordinary, youth, or senior member, and has paid the life membership fee under Article 6.05(1), or a member of the Centre upon whom the National Council has conferred life membership in recognition of specified meritorious service to the Society or to a Centre. A life member shall not pay any annual membership fee other than any applicable surcharge established under Article 6.06.

(5) An associate member of the Centre is a member of the same family as an ordinary, youth, or life member of the Centre, or an ordinary, youth, or life member of another Centre who has been elected to associate membership in the Centre by special resolution of the Centre Council, and who has paid the associate membership fee referred to in Article 6.05(2).

6.03 ELECTION OF MEMBERS

(1) A person who has submitted an application and the fee under Article 6.05(1) may be elected as a member of a Centre by a special resolution of the Council of the Centre.

(2) Any person whose nomination for membership is defeated shall be entitled to immediate refund of all fees submitted with his or her application.

6.04 RELATIONSHIP OF CENTRE MEMBERS AND THE SOCIETY

Every ordinary, youth, and life 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. An associate member of the Centre is not a member of the Society, except through membership in another Centre.

6.05 MEMBERSHIP FEES

(1) The annual membership fees for ordinary and youth members and the life membership fee shall be determined from time to time by ordinary resolution of the Society.

(2) The annual membership fees for associate members shall be determined from time to time by special resolution of the Centre Council.

(3) Annual membership fees, Centre surcharges if any, and life membership fees, for members attached to the Centre, shall be paid to the Treasurer of the Society. Associate membership fees, if any, shall be paid to the Treasurer of the Centre.

6.06 CENTRE SURCHARGES AND ENTITLEMENT OF MEMBERS TO CENTRE RIGHTS AND SERVICES

- (1) Subject to Article 6.06(2), 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.
- (2) Subject to Article 6.06(3), every voting member is entitled to exercise the following rights:
- (a) to attend and to vote at all Centre meetings;
 - (b) to attend all meetings of the Council, unless, in exceptional circumstances, the Council declares, by special resolution of Council, a meeting or a part of a meeting to be closed to the membership;
 - (c) where permitted by applicable legislation, and where the member is at least 18 years of age, to stand for election as an officer or councillor of the Centre;
 - (d) where he or she is twenty-one years of age or more, to stand for election as a National Council Representative under Articles 8.03 and 8.04; and
 - (e) inspect the Books and Records of the Centre. A time and place for such inspection shall be mutually agreeable to the requestor and the person in charge of the Books and Records.

If the Centre imposes any surcharge upon its members before allowing them to exercise such rights, then this surcharge shall be designated a "basic surcharge", and this basic surcharge must be set in an amount no higher than is necessary to recover the direct costs of providing such rights, including the cost, if any, of meeting facilities for meetings of the Centre and the Council. Additional surcharges may be required for additional Centre rights and services, but entitlement to the above specified Centre rights shall not be conditional upon payment of such additional

surcharges.

(3) Associate members of the Centre shall be entitled to exercise such rights as are determined from time to time by ordinary resolution of the Council.

6.07 DURATION OF MEMBERSHIP

- (1) A life member shall be a member for life. 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 this article 6.07. A person may pay the membership fee for any multiple of twelve months, to a maximum of thirty-six months, in which case the duration of his or her membership is extended accordingly. 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.
- (2) Renewal fees for existing members are due and payable before expiry of the person's membership, in default of which (subject to Article 6.07(3)) the person ceases to be a member of the Society and of the Centre.
- (3) Notwithstanding Article 6.07(2), a person who submits a membership fee within four months after the expiry of his or her membership shall be considered to have renewed his or her membership for a twelve-month period (or multiple thereof, if applicable) as of the previous expiry of membership, with no interruption in membership. If a person submits a membership fee later than four months after expiry of a previous membership, then such person shall be considered a new member, with a break in continuity of membership.

6.08 DURATION OF ENTITLEMENT TO CENTRE RIGHTS AND SERVICES

- (1) A member who is entitled to the specified Centre rights under Article 6.06(2) is so entitled during the period provided under Article 6.07(1). If the Centre does not have a basic surcharge, a life member attached to the Centre is entitled to the specified Centre rights under Article 6.06(2) as long as he or she remains attached to the Centre. If the Centre has a basic surcharge, a life member attached to the Centre is entitled to the specified Centre rights under Article 6.06(2) upon payment of this annual basic surcharge.
- (2) Where a person fails to renew his or her membership by paying the required renewal fee before expiry of the person's membership and thereby ceases to be a member of the Society, the person's entitlement to all rights and services of the

Centre specified in Article 6.06(2), is suspended. Further, if such a person is a member of the National Council, the holder of any office or position within the Society, a member of the Council of the Centre, or the holder of any office or position within the Centre, then that person is suspended from such a position. If the person subsequently renews his or her membership within the four-month period referred to in Article 6.07(3), then

- (i) the suspension of the person's entitlement to rights and services shall be removed,
- (ii) that person's suspension from all Society and Centre positions shall be removed, and
- (iii) the person shall be entitled to receive all back issues of all Centre publications that the person did not receive during the period of suspension.

If the person does not renew his or her membership within the four-month period referred to in Article 6.07(3), then

- (iv) the person's entitlement to all rights and services of the Centre specified in Article 6.06(2), terminates,
- (v) if such a person is a member of the National Council, the holder of any office or position within the Society, a member of the Council of the Centre, or the holder of any office or position within the Centre, then that person is thereupon removed from each such position, and
- (vi) Article 8.21 (Vacancy of an Office) thereupon applies to such person.

6.09 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 special resolution of the Council. Such transfer or attachment is effective from the beginning of the month following that in which the transfer or attachment is so accepted.

6.10 TERMINATION OF AND EXPULSION FROM MEMBERSHIP

(1) A member's membership can be terminated as provided by Article 6.08(2) and by the National By-laws.

(2) A member may terminate his or her membership in the Society by sending a notice in writing to that effect to the National Office of the Society and 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 National Office and the date, if any, specified in the notice.

(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 and of the Centre. A member whose expulsion is proposed has the right to receive notice of the meetings at which such expulsion shall be proposed and of the intention to propose such expulsion, and to make representations at the meetings at which the votes are held.

(4) Upon expulsion from membership in the Centre, a member shall be considered an unattached member of the Society.

(5) Immediately upon a member being expelled from membership in the Centre, the Secretary of the Centre shall notify the Secretary of the Society of the expulsion and the grounds therefor.

ARTICLE 7 - COUNCIL

7.01 DUTIES AND COMPOSITION

(1) The property and business of the Centre shall be administered by the Council, the members of which shall, subject to Article 7.02(4), be the elected officers of the Centre referred to in Article 8.01, plus 3 councillors, the Centre Meeting Chair and the immediate Past President.

(2) The Council may from time to time

- (a) borrow money upon the credit of the Centre in such amounts and upon such terms as may be deemed necessary,
- (b) issue bonds, debentures, debenture stock or other securities of the Centre for its lawful purposes, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Council may determine,
- (c) hypothecate, mortgage, charge or pledge all or any of the real or personal, movable or immovable, property, undertaking and rights of the Centre to secure any such bonds, debentures, debenture

stock or other securities or any money borrowed or any other liability of the Centre,

- (d) delegate to such one or more of the officers and members of the Council as may be designated by the Council all or any of the powers conferred by clauses (a) through (c) to such extent and in such manner as the Council shall determine at the time of each such delegation, and
- (e) give indemnities to any member of the Council or other person who has undertaken or is about to undertake any liability on behalf of the Centre, and to secure such member of Council or other person against loss by giving to him or her a mortgage or charge upon the whole or any part of the real or personal property of the Centre.

7.02 MEETINGS OF COUNCIL

- (1) The Council shall meet as often as the business of the Centre shall require, but at least three times in each year.
- (2) Subject to Articles 7.02(1) and (5), meetings of the Council shall be called by the President or the Vice-President or by the Secretary on direction of the President or the Vice-President and shall be held at such place as is designated by the officer calling the meeting.
- (3) Notice of every meeting of the Council shall be given by the Secretary of the Centre orally or by telephone or e-mail to every member of the Council at least 7 days before the meeting. No formal notice of any such meeting shall be necessary if all the members of Council are present, or if those absent have signified their consent to a meeting being held in their absence.
- (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.
- (5) Upon requisition in writing signed by at least 2 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 30 days of such requisition, then any voting member of the Council who has signed such requisition may call a meeting of the

Council.

- (6) At least 20 days before the date of such meeting by requisition the Secretary shall give orally or by telephone or e-mail to every member of the Council notice of the meeting, which shall state the names of the requisitioning members and the date of and the business specified in the requisition. If the 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 20 days before the date of the meeting.
- (7) At any meeting by requisition of the Council, only such business as is specified in the requisition shall be conducted.
- (8) No business shall be conducted at any point at a meeting of the Council at which a quorum, which shall be 5 voting members of the Council, is not present.
- (9) Unless otherwise specified in the by-laws of the Centre, the Council shall act by ordinary resolution, and the conduct of Council meetings shall be governed by Robert's Rules of Order. In case of conflict of editions, the latest edition available of Robert's shall be used.

ARTICLE 8 – OFFICERS AND DIRECTORS

8.01 ELECTED OFFICERS AND DIRECTORS

The President, the Vice-President, the Secretary, and the Treasurer shall be elected in accordance with Articles 8.05 and 8.06. Each person who is elected to one of these offices shall automatically be a Director of the Centre for the same term.

8.02 APPOINTED OFFICERS

- (1) The Editor, the Librarian, the Webmaster, and the Observatory Director shall be appointed in accordance with Article 8.07. The Council may from time to time establish other offices, the holders of which shall be appointed in accordance with Article 8.07.
- (2) The Council may appoint in accordance with article 8.07 an Honorary President to serve as a non-voting member of Centre Council.

8.03 NATIONAL COUNCIL REPRESENTATIVE(S)

- (1) The National Council Representative(s) shall be elected in accordance with

Articles 8.05 and 8.06.

(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 only upon presentation to the National Council of proof in writing from the President or Secretary of the Centre as to the due appointment of the alternate.

8.04 RESTRICTIONS ON ELIGIBILITY FOR OFFICE

(1) Every Centre member who is also a member of the Society and who is not less than twenty-one years of age has the right to stand for election or appointment as a National Council Representative of the Centre.

(2) No person who is an elected officer of the Society may simultaneously be the President, Secretary, Treasurer, or a National Council Representative of the Centre.

8.05 NOMINATION OF ELECTED OFFICERS AND COUNCILLORS

(1) The Nominating Committee shall prepare a list of one or more candidates for each elected office and Centre Meeting Chair and for each position of councillor and 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 meeting.

(2) In addition, the Nominating Committee shall invite members of the Centre to submit nominations at least 30 days before the annual meeting. Any such nominations should be in writing and signed by at least two Centre members other than the nominee, and must be received by the Secretary at least five days before the annual meeting.

8.06 ELECTION OF OFFICERS

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

8.07 APPOINTMENT OF OFFICERS

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

8.08 TERMS OF OFFICE

(1) The terms of office of elected officers and Directors under Article 8.01, Centre Meeting Chair and councillors shall be one year. No person may hold the office of President, Vice-President, or Centre Meeting Chair for more than two consecutive terms.

(2) The term of office of a National Council Representative is one year. No person may hold the office of National Council Representative for more than three consecutive terms, but such person may be re-elected after a lapse of one year.

(3) The term of office of every elected officer shall expire upon the election of a new holder of the office at the annual meeting held closest in time to the anniversary of his or her election.

(4) The term of office of appointed officers shall be one year. A person may hold any such appointed office for any number of consecutive terms.

(5) The term of office of every appointed officer shall expire at the Council meeting held closest in time to the anniversary of his or her appointment.

8.09 DUTIES OF THE PRESIDENT

(1) The President shall

- (a) preside at all meetings of the Centre and the Council as provided by Articles 10.04 and 7.02(4),
- (b) represent and speak for the Centre when appropriate,
- (c) preside at all meetings of the Executive Committee referred to in Article 9.06, and
- (d) have such other duties as may be prescribed by the Council.

(2) The President is a member of all committees of the Council, as prescribed in Article 9.03.

8.10 DUTIES OF THE VICE-PRESIDENT

(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 7.02(4) and 10.04, and shall have such other duties as may be prescribed by the Council.

(2) The Vice-President shall be a member of the Executive Committee as prescribed in Article 9.06.

8.11 DUTIES OF THE SECRETARY

(1) The Secretary shall

- (a) submit for adoption at the annual meeting of the Centre a report on the number of members in each class of membership at the beginning of the month preceding the meeting,
- (b) submit to the Secretary of the Society by 15 January in each year the report referred to in clause (a), a list of the current officers, National Council Representatives, and Centre Council members of the Centre, with addresses for the officers and National Council Representatives, and a brief report on the activities and meetings of the Centre during the past calendar year,
- (c) conduct the correspondence of the Centre and report thereon to Council,
- (d) have custody of the seal and the current minutes and documents of the Centre,
- (e) discharge the duty prescribed in Article 10.01(2),
- (f) be responsible for the preparation and submission of accurate minutes of all meetings of the Council,
- (g) send to all members of the Council the minutes of all Council meetings referred to in clause (f), and
- (h) have such other duties as may be prescribed by the Council.

(2) The Secretary shall be a member of the Executive Committee as prescribed in Article 9.06.

8.12 DUTIES OF THE TREASURER

(1) The Treasurer shall

- (a) prepare the annual financial statements of the Centre as specified by Article 11.02, present them to the Council for approval at a meeting prior to the next annual meeting of the Centre, and present the approved annual financial statements for adoption by the annual meeting of the Centre as prescribed in Article 10.01(3)(c),
- (b) submit the financial statements referred to in clause (a) to the Treasurer of the Society by 15 January in each year,
- (c) prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements, assets and liabilities,
- (d) receive and supervise the deposit of receipts,
- (e) supervise the disbursement of Centre funds,
- (f) supervise the safekeeping of the Centre's securities and other monetary assets,
- (g) invest moneys of the Centre not required for current operations in deposits in Canadian banks, or in securities authorized for insurance companies under the Canadian and British Insurance Companies Act (Canada), or with an institution insured under the Canadian Deposit Insurance Corporation Act (Canada),
- (h) review the annual financial statements of the Centre referred to in Article 11.02 prior to their submission to the Council,
- (i) in general conduct the financial business of the Centre in accordance with the direction of the Council,
- (j) provide a written report to each meeting of the Council outlining the status of the Centre financial situation, and

(k) have such other duties as may be prescribed by the Council.

(2) The Treasurer shall be a member of the Executive Committee as prescribed in Article 9.06.

8.13 DUTIES OF THE CENTRE MEETING CHAIR

The Centre Meeting Chair shall

- (a) arrange for and schedule speakers for each Centre meeting,
- (b) act as the master of ceremonies at each Centre meeting as delegated by the President,
- (c) liaise with meeting site representatives during the meeting to ensure the smooth running of the meeting,
- (d) make the President of the Centre aware of any significant deficiencies with arrangements for Centre meetings, and
- (e) have such other duties as may be prescribed by the Council.

8.14 DUTIES OF THE NATIONAL COUNCIL REPRESENTATIVE(S)

The National Council Representative(s) and alternate(s) shall

- (a) attend all meetings of the National Council for which he or she is so authorized and as may be reasonably practicable,
- (b) represent the Centre's interests, subject to the direction of the Centre Council, at the National Council, and
- (c) report to the Centre Council and to the appropriate Centre officers the business conducted by and the activities of the National Council.

8.15 DUTIES OF THE EDITOR

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

8.16 DUTIES OF THE LIBRARIAN

The Librarian shall

- (a) have custody of and be responsible for the safekeeping of the books, publications, films and photographs, archives and other library materials of the Centre,
- (b) 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
- (c) have such other duties as may be prescribed by the Council.

8.17 DUTIES OF THE OBSERVATORY DIRECTOR

The Observatory Director shall

- (a) 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,
- (b) establish and carry into effect a program for the use of the observatory by Centre members,
- (c) be responsible for the maintenance and repair of the observatory, the premises and the equipment referred to in clause (a),
- (d) recommend to the Council, from time to time where appropriate, the acquisition or disposal of observatory equipment, and
- (e) have such other duties as may be prescribed by the Council.

8.18 DUTIES OF THE WEBMASTER

The WebMaster shall be responsible for the maintenance of the Centre's web site and other internet or electronic publishing, may appoint other members of the Centre to assist him or her, and shall have such other duties as may be prescribed by the Council.

8.19 DUTIES OF OTHER OFFICERS

Other officers appointed under Articles 8.02 and 8.07 shall have such duties as may be prescribed by the Council.

8.20 REMOVAL FROM OFFICE

An elected officer and Director, councillor, National Council Representative, or appointed officer may be removed from office by special resolution of the Centre. Any such person whom it is proposed to remove from office is entitled to receive notice of the meeting at which such removal shall be proposed and 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.

8.21 VACANCY OF AN OFFICE

(1) If an elected office or Council or National Council Representative position becomes vacant by reason of death, resignation, disqualification or removal under Article 8.20, 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 Executive Committee may do so on behalf of the Council under Article 9.06(2).

(2) If an appointed office becomes vacant by reason of death, resignation, disqualification or removal under Article 8.20, 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 8.07. In the event that a position must be filled prior to the next regularly scheduled meeting of the Council, the Executive Committee may do so on behalf of the Council under Article 9.06(2).

ARTICLE 9 - COMMITTEES

9.01 STANDING COMMITTEES

(1) The following shall be the standing committees of the Council:

- (a) Executive Committee; and
- (b) Nominating Committee.

(2) The chairperson and members of each standing committee, who are not prescribed by this By-law, shall be appointed by the Council at its first meeting after each annual meeting for terms that expire at the first meeting of the Council following the next annual meeting.

9.02 SPECIAL COMMITTEES

(1) The Council may establish from time to time any special committee for such purposes and for such term, not exceeding two years, as the Council shall prescribe. Such term is renewable by Council any number of times.

(2) Each special committee shall be comprised of a chairperson appointed by the Council, together with such other members as are appointed by the Council, or if the Council does not appoint other members or appoints some but not all of the other members, then by the chairperson of the committee in such additional number as shall be specified by the Council.

9.03 COMMITTEE MEMBERSHIP OF THE PRESIDENT

The President shall be a voting member of all committees of the Council with the exception of the Nominating Committee, but may vote at a meeting of the Executive Committee only to cast a deciding vote in the event of a tied vote. 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.

9.04 REPORTS TO CENTRE COUNCIL

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.

9.05 QUORUM

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

9.06 EXECUTIVE COMMITTEE

(1) The Executive Committee shall consist of the elected officers of the Centre

referred to in Article 8.01 and any other persons elected to the Executive Committee by ordinary resolution of the Centre.

(2) The Executive Committee shall transact the routine business of the Centre when the Council is not meeting and shall transact such business as requires immediate action.

(3) Meetings of the Executive Committee shall be called by the President at the request of any member of the Committee or when the business of the Centre requires such meeting. The President shall make every reasonable effort to ensure that every member of the Executive Committee is informed of the time, location and purpose of each meeting of the Executive Committee, as far in advance of its occurrence as possible.

(4) All actions taken and decisions made by the Executive Committee shall be reported by the President at the next meeting of the Council.

9.07 NOMINATING COMMITTEE

(1) The Nominating Committee shall consist of the most immediate Past President available as chairperson, and two additional members of the Centre.

(2) The Nominating Committee shall

- (a) discharge the duties prescribed in Articles 8.05(1) and 8.05(2),
- (b) solicit recommendations from all members of the Centre and consider and make recommendations for candidates for Centre and Society awards,
- (c) advise the Council respecting existing and proposed Centre awards, including eligibility for such awards.
- (d) have such other duties as may be prescribed by the Council.

(3) Members of the Nominating Committee shall not be eligible for inclusion on the list of candidates referred to in Article 8.05 (1).

9.08 VACANCY ON A COMMITTEE

If a vacancy on a committee occurs by reason of death, resignation, or disqualification, then another eligible member of the Council or the Centre, as the

case may be, may be appointed by an ordinary resolution of the Council to fill such vacancy for the remainder of the term of office.

9.09 REMOVAL FROM OFFICE

The chairperson and any member of any committee, except the President, may be removed from that office by ordinary resolution of the Council. Any such person whom it is proposed to remove from office is entitled to receive notice of the meeting at which such removal shall be proposed and 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.

ARTICLE 10 - MEETINGS OF THE CENTRE

10.01 ANNUAL MEETING

(1) The annual meeting of the members of the Centre shall be held between 1 October and 31 December in each year at such place as shall be designated by the Council.

(2) At least thirty days before the date of the annual meeting, the Secretary shall notify each voting member of the Centre individually by prepaid mail of

- (a) the agenda for the annual meeting, specifying its time and place, and
- (b) any proposed By-law or amendment to the Constitution of the Centre adopted by special resolution of the Council under Article 15.01.

(3) The order of procedure at the annual meeting shall be as follows:

- (a) consideration and approval of the agenda for the meeting;
- (b) consideration and approval of the minutes of the last annual meeting and of any meeting by requisition held since the last annual meeting;
- (c) 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;

- (d) consideration of any matter proposed to be adopted by special resolution of the Centre;
- (e) election of officers and Directors, councillors and the National Council Representative(s) of the Centre,
- (f) election of the auditor of the Centre as prescribed in Article 11.01; and
- (g) other business.

10.02 REGULAR MEETINGS

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 made to each member of the Centre individually by prepaid mail at least 10 days prior to the date of the meeting.

10.03 MEETINGS ON REQUISITION

(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.

(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.

(3) At any such meeting of the Centre, only such business as is specified in the requisition shall be conducted.

10.04 PRESIDING MEMBER

(1) The annual 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. The presiding member may vote at a

meeting only to cast a deciding vote in the event of a tied vote.

(2) Every other meeting of the Centre shall be presided over by the President or by his or her designate.

10.05 QUORUM

No business shall be conducted at any point at the annual 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 25 voting members of the Centre, is not personally present or represented by proxy .

10.06 CONDUCTING OF BUSINESS

Unless otherwise prescribed in the By-laws, by applicable legislation, or by the National By-laws, the Centre shall act by ordinary resolution, and the conduct of Centre meetings shall be governed by Robert's Rules of Order. In case of conflict of editions, the latest edition available of Robert's shall be used.

10.07 PROXIES

A voting member of the Centre may be represented at an annual, regular, or special meeting by any other voting member whom he or she has appointed in writing as his or her proxy. All proxies must include the name of the voting member, the date the proxy was written, the date of the meeting for which the proxy is given, and the voting member's signature. Any and all proxies must be received by the Secretary prior to the beginning of the meeting for which the proxy is given.

ARTICLE 11 - FINANCES

11.01 AUDITOR

At every annual meeting the Centre shall elect an auditor to hold office until the end of the next annual 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 during his or her term as auditor.

11.02 ANNUAL FINANCIAL STATEMENTS

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 in

accordance with generally accepted accounting principles, by the Council, by the National Council, or otherwise by law.

ARTICLE 12 - SIGNING AUTHORITY

12.01 SIGNING AUTHORITY

(1) 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.

(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

13.01 REMUNERATION OF COUNCILLORS

No member of the Council or of a committee shall receive any remuneration from the Centre for his or her services in such capacity, but 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.

13.02 REMUNERATION OF MEMBERS

No member of the Centre may receive any remuneration from the Centre for any work performed on behalf of or in representation of the Society or the Centre, but each member shall be entitled to be reimbursed for all expenditures authorized by the Council and made by him or her in connection with such work.

ARTICLE 14 - CONFORMITY TO BY-LAWS

14.01 CONFORMITY TO BY-LAWS

Subject to Article 14.02, no action taken contrary to the By-laws of the Centre is valid.

14.02 FAILURE TO RECEIVE NOTICE

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

15.01 AMENDMENT AND ENACTMENT OF CONSTITUTION

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. No such action is effective until adopted by the National Council, as prescribed by the Society's By-laws, and until approved in accordance with applicable legislation, if any.

15.02 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.