

**BY-LAWS OF**  
**THE ROYAL ASTRONOMICAL SOCIETY OF CANADA,**  
**TORONTO CENTRE**



## **Revision History**

<b>Date</b>	<b>Version</b>	<b>Revised by</b>	<b>Comments</b>
December 1, 2004	0.5	Denis Grey / Ralph Chou	Initial exposure draft for Centre Council
December 29, 2004	1.0	Denis Grey / Ralph Chou	Addition of Bylaw #2, Update of Objectives
December 31, 2004	1.1	Denis Grey	Legal review comments incorporated.
January 14, 2005	1.2	Denis Grey	Council approved version
March 6, 2005	1.3	Denis Grey	Gender reference changes and edits
March 9, 2005	Final	Denis Grey	Final version as approved by Council

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# **BY-LAWS OF THE ROYAL ASTRONOMICAL SOCIETY OF CANADA, TORONTO CENTRE**

## **By-law Number One**

### **Article 1 Definitions**

- 1.1 In this By-law, and in all other by-laws of the Centre, unless the context requires a different meaning,**
- 1.1.1 "Centre" means The Royal Astronomical Society of Canada, Toronto Centre,
  - 1.1.2 "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,
  - 1.1.3 "Council" means the administering body of the Centre referred to in Article 7.1,
  - 1.1.4 "member" means a member of the Centre under Article 6 and "members" means all such members of the Centre,
  - 1.1.5 "National By-laws" means all of the by-laws of the Society,
  - 1.1.6 "National Council" means the National Council of the Society established under the National By-laws,
  - 1.1.7 "notice" means a notification delivered either in writing by hand, mail, facsimile or electronically to the member's then-current address of record,
  - 1.1.8 "ordinary resolution of the Centre" means a resolution passed by a majority of those voting members of the Centre present and voting at a properly constituted meeting of the Centre,
  - 1.1.9 "ordinary resolution of the Council" means a resolution passed by a majority of those voting members of the Council present and voting at a properly constituted meeting of the Council,
  - 1.1.10 "Society" means The Royal Astronomical Society of Canada - La Société Royale d'Astronomie du Canada,
  - 1.1.11 "special resolution of the Centre" means a resolution passed by two-thirds of those voting members of the Centre present and voting at a properly constituted meeting of the Centre,
  - 1.1.12 "special resolution of the Council" means a resolution passed by two-thirds of those voting members of the Council present and voting at a properly constituted meeting of the Council, and
  - 1.1.13 "voting member" means any ordinary, youth, affiliate, or life member of the Centre.

## **Article 2 Name of Centre**

### **2.1 Name of Centre**

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

## **Article 3 Seal**

### **3.1 Head Office and Corporate Seal**

3.1.1 The head office of the Centre shall be in the City of Toronto, Province of Ontario, and at such place therein as the Council may from time to time determine.

3.1.2 The corporate seal of the Centre shall be as follows:



3.1.3 The corporate seal may be modified from time to time by an ordinary resolution of Council.

## **Article 4 Objectives**

### **4.1 The objectives of the Centre (as noted in the Corporation's letters patent) are**

- 4.1.1 to stimulate interest and to promote and increase knowledge in astronomy and related sciences,
- 4.1.2 to acquire and maintain equipment, libraries and other property necessary for the pursuit of the aims of the Corporation;
- 4.1.3 to publish journals, books and other material containing information on the progress of astronomy and the work of the Corporation,
- 4.1.4 to render assistance to individuals and institutions engaged in the study and advancement of astronomy;
- 4.1.5 to purchase, acquire or take by gift, devise, bequest or donation for the objects of the Corporation and the furtherance of its objects, but for no other objects, and for such objects to sell, mortgage, lease or otherwise dispose of any real or personal property, and
- 4.1.6 to invest the moneys of the Corporation not immediately required for the objects of the Corporation in any securities in which, under the Trustee Act or any other act, trustees may invest funds.

## **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**

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

### **6.2 Classes Of Members**

- 6.2.1 There shall be five classes of membership in the Centre: ordinary, youth, affiliate, life, and associate. Every member of the Centre shall be accepted into membership under Article 6.3.
- 6.2.2 An ordinary member of the Centre is a member of the Centre who has paid the ordinary membership fee under Article 6.6.1.
- 6.2.3 A youth member of the Centre is a member of the Centre who has paid the youth membership fee under Article 6.6.1 and who is less than twenty-one years of age at the time of such payment. Eligibility for youth membership terminates at the end of the membership year in which the person becomes twenty-one years of age.
- 6.2.4 An affiliate member of the Centre is a member of the Centre who is a member in good standing of another RASC Centre and the Society, who has specifically applied for this class of membership, and who has paid the prescribed affiliate membership fee. Eligibility for affiliate membership is subject to the approval of the prospective member's home Centre.
- 6.2.5 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 6.6.1, 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 6.8.
- 6.2.6 An associate member of the Centre is a family member of an ordinary, youth, affiliate or life member of the 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 6.6.2.

### **6.3 Acceptance Into Membership**

- 6.3.1 Council may from time to time appoint a Membership Officer who will be responsible for maintaining the membership roll of the Centre.
- 6.3.2 A person who has submitted an application and the fee under Article 6.6.1 may be accepted as a member of the Centre by the Membership Officer.
- 6.3.3 Any person whose application for membership is not judged to be in the best interest of the Centre shall be referred to the Executive Committee who shall make a final

determination. Any member who is not accepted into membership 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 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. An affiliate member is a full member of the Centre but holds membership in the Society only through his or her primary Centre membership.

#### **6.5 Duration of Membership**

**6.5.1** A life member shall be a 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..

**6.5.2** Notwithstanding Article 6.5.1, 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. The Centre shall keep a record of expired memberships for at least one year following expiry.

#### **6.6 Membership Fees**

**6.6.1** 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.

**6.6.2** The annual membership fees for associate and affiliate members shall be determined from time to time by special resolution of the Council.

**6.6.3** Renewal fees for existing members are due and payable before expiry of the person's membership, in default of which [subject to Article 6.5.2] the person ceases to be a member of the Centre.

**6.6.4** Annual membership fees, affiliate membership fees, associate membership fees if any, Centre surcharges if any, and life membership fees, for members attached to the Centre, shall be paid to the Treasurer of the Centre or the Society as determined from time to time by Council.

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

**6.7.1** Subject to Article 6.7.2, 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.

**6.7.2** Subject to Article 6.7.3, every voting 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 or councillor of the Centre; and
- 6.7.2.4 where he or she is twenty-one years of age or more, to stand for election as a National Council Representative under Article 8.3.
- 6.7.2.5 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.
- 6.7.3 The Centre may, by special resolution, require payment of the renewal fee and a basic surcharge, if any, during the renewal period specified in Article 6.6.3, before a member is entitled to the Centre rights specified in Article 6.7.2.
- 6.7.4 Associate members of the Centre shall be entitled to exercise such rights as are determined from time to time by ordinary resolution of the Centre.

## **6.8 Duration Of Entitlement To Centre Rights And Services**

- 6.8.1 Subject to Article 6.7.3, a member who is entitled to the specified Centre rights under Article 6.7.2 for a membership year is so entitled during that membership year. 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 6.7.2 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 6.7.2 upon payment of this annual basic surcharge.

## **6.9 Transfer Of Membership**

- 6.9.1 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 Membership Officer or Executive Secretary of the Society as the case may be. 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 and Expulsion from Membership**

- 6.10.1 A member's membership can be terminated as provided by Article 6.6.3 and by the National By-laws.
- 6.10.2 A member may terminate his or her membership in the Society by sending a notice in writing to that effect to the Membership Officer and/or to the Secretary of the Centre.

The notice shall take effect on the later of the date of receipt of the notice by the Centre and the date, if any, specified in the notice.

- 6.10.3 Any member of the Centre whose membership in the Centre is not in the best interests of the Centre may be suspended from membership in the Centre by special resolution of the Council for a period of up to six months. A member whose suspension is proposed has the right to receive notice of the meetings at which such suspension shall be proposed and of the intention to propose such suspension, and to make representations at the meetings at which the votes are held.
- 6.10.4 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 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.
- 6.10.5 Upon suspension from membership in the Centre, a member shall be considered an unattached member of the Society for the duration of such suspension and not entitled to receive Centre benefits.
- 6.10.6 Upon expulsion from membership in the Centre, a member shall be considered an unattached member of the Society.
- 6.10.7 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 therefore.

## **Article 7 Council**

### **7.1 Composition of Council**

- 7.1.1 The property and business of the Centre shall be administered by the Council, the members of which shall, subject to Article 7.3.4, be the elected officers of the Centre referred to in Article 8.1 and councillors.
- 7.1.2 Until altered by special resolution, the Council of the Centre ("The Council") shall consist of nine (9) officers (i.e. President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, Treasurer, Recorder, 2 immediate Past Presidents per 7.1.5 and Honorary President) and nine (9) councillors, of whom eight (8) shall constitute a quorum for the transaction of business at any meeting.
- 7.1.3 Each councillor shall be or within ten days after his election or appointment become a member of the Centre, eighteen (18) years or more of age and not an undischarged bankrupt.
- 7.1.4 At annual meetings of the Centre, vacancies then occurring or existing on the Council shall be filled pursuant to Articles 8.5 and 8.6:
- 7.1.5 The two immediate Past Presidents then available shall be members of the Council;
- 7.1.6 The terms for which officers and councillors shall be elected shall be as follows:

- 7.1.6.1 Honorary President - one year - eligible for re-election any number of successive terms;
- 7.1.6.2 President and Vice-Presidents - two years - eligible for re-election for one successive term;
- 7.1.6.3 Secretary, Treasurer, and Recorder - three years - eligible for re-election for two successive terms;
- 7.1.6.4 Councillors-at-large - three years - eligible for re-election for any number of successive terms.
- 7.1.7 If any member of the Council should cease to be a member of the Centre before his or her term of office expires, his or her successor shall be appointed by the Council to serve until the next annual meeting at which time a successor shall be elected for the balance only of the unexpired term.
- 7.1.8 The members of the Centre ("the members") may, by a resolution, passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to submit such resolution has been given, remove any councillor before the expiration of this term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his term.
- 7.1.9 The office of a councillor shall ipso facto be vacated:
  - 7.1.9.1 if he or she ceases to be qualified as such;
  - 7.1.9.2 if he or she resigns or refuses to act;
  - 7.1.9.3 if he or she becomes bankrupt;
  - 7.1.9.4 if he or she is found by competent authority to be mentally incompetent or physically unable to carry out his or her duties;
  - 7.1.9.5 if he or she shall have absented himself or herself without leave from meetings for three successive meetings and the council shall have resolved that said office shall be vacated.
- 7.1.10 Any councillor may resign his or her office as a councillor by filing his or her written resignation with the Secretary or other officer of the Centre. Such resignation shall take effect either upon the acceptance thereof by the Council or at the expiration of five days after the filing thereof as aforesaid or according to its terms, whichever shall be the earlier.
- 7.1.11 Vacancies on the Council however caused, may, so long as a quorum of councillors remain in office, be filled by the councillors from among the qualified members of the Centre, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the councillors for the ensuing year are elected, but if there is not a quorum of councillors, the remaining councillors shall forthwith call a meeting of the members to fill the vacancy. If the number of councillors is increased between annual meetings, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

## **7.2 Authority of Council**

*This section replaces the former Bylaw Number Two by providing for Council's authority to borrow money.*

### **7.2.1 The Council may from time to time**

- 7.2.1.1 borrow money upon the credit of the Centre in such amounts and upon such terms as may be deemed necessary,
- 7.2.1.2 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,
- 7.2.1.3 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,
- 7.2.1.4 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
- 7.2.1.5 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.

## **7.3 Meetings Of Council**

- 7.3.1 The Council shall meet as often as the business of the Centre shall require, but at least three times in each year. Council members may participate in person or by such electronic means as may be adopted by Council from time to time.
- 7.3.2 Subject to Articles 7.3.1 and 7.3.5, meetings of the Council shall be called by the President and shall be held at such place as is designated by the President.
- 7.3.3 The Secretary of the Centre shall send notice of every meeting of the Council to every member of the Council by mail or electronic means at least 10 days before the meeting.
- 7.3.4 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.
- 7.3.5 Upon requisition in writing signed by at least 3 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 14 days of such requisition, then any voting member of the Council who has signed such requisition may call a meeting of the Council.
- 7.3.6 At least 10 days before the date of such meeting by requisition the Secretary shall send 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 10 days before the date of the meeting.

- 7.3.7 At any meeting by requisition of the Council, only such business as is specified in the requisition shall be conducted.
- 7.3.8 No business shall be conducted at any point at a meeting of the Council at which a quorum, which shall be 8 voting members of the Council, is not present.
- 7.3.9 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.

## **Article 8 Officers**

### **8.1 Elected Officers**

- 8.1.1 The President, the 1<sup>st</sup> Vice-President, the 2<sup>nd</sup> Vice-President, the Secretary, the Treasurer and the Recorder shall be elected in accordance with Articles 8.5 and 8.6.

### **8.2 Appointed Officers**

- 8.2.1 The Editor, the Property Director, the Membership Officer, the Observatory Director, and the Public Education Director shall be appointed in accordance with Article 8.7. The Council may from time to time establish other offices, the holders of which shall be appointed in accordance with Article 8.7.

### **8.3 National Council Representative(s)**

- 8.3.1 The National Council Representative(s) shall also be appointed in accordance with Article 8.7.
- 8.3.2 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.

### **8.4 Restrictions On Eligibility For Office**

- 8.4.1 Every voting member 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.
- 8.4.2 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.

## **8.5 Nomination Of Elected Officers And Councillors**

- 8.5.1 The Nominating Committee shall prepare a list of one or more candidates for each elected office 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 and shall accompany the notice of the Annual Meeting where the elections are to be held.
- 8.5.2 Additional nominations to any or all of the respective vacancies signed by two members of the Centre and accompanied by the consent of the nominee(s) to act, if elected, may be filed with the Secretary of the Centre not less than two weeks prior to the annual meeting.

## **8.6 Election Of Officers**

- 8.6.1 Where there is more than one nomination for an elected office or for the position of councillor or National Council Representative, the officer or councillor 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.

## **8.7 Appointment Of Officers**

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

## **8.8 Terms Of Office**

- 8.8.1 The terms of office of elected officers and councillors under Article 8.1 shall be as stipulated in Article 7.1.6. No person may hold the office of President or 1<sup>st</sup> Vice-President for more than 2 consecutive terms.
- 8.8.2 The term of office of a National Council Representative is two years. 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.
- 8.8.3 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.
- 8.8.4 The term of office of other appointed offices shall be one year. A person may hold any such appointed office for any number of consecutive terms.
- 8.8.5 The term of office of every other appointed officer shall expire at the Council meeting held closest in time to the anniversary of his or her appointment.

## **8.9 Duties Of The President**

- 8.9.1 The President shall
- 8.9.1.1 preside at all meetings of the Centre and the Council as provided by Articles 10.4 and 7.3.4,
- 8.9.1.2 represent and speak for the Centre when appropriate,

- 8.9.1.3 preside at all meetings of the Executive Committee referred to in Article 9.8, and
- 8.9.1.4 have such other duties as may be prescribed by the Council.
- 8.9.2 The President is a member of all committees of the Council, as prescribed in Article 9.3.

#### **8.10 Duties Of The 1<sup>st</sup> Vice-President**

- 8.10.1 The 1<sup>st</sup> 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 7.3.4 and 10.4, and shall have such other duties as may be prescribed by the Council.
- 8.10.2 The 1<sup>st</sup> Vice-President shall be a member of the Executive Committee as prescribed in Article 9.8.

#### **8.11 8.10.3 The 1<sup>st</sup> Vice-President shall be the Chair of the Finance Committee. Duties of the 2<sup>nd</sup> Vice-President**

- 8.11.1 The 2<sup>nd</sup> 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 7.3.4 and 10.4, in the absence of the President and 1<sup>st</sup> Vice President, and shall have such other duties as may be prescribed by the Council.
- 8.11.2 The 2<sup>nd</sup> Vice-President shall be a member of the Executive Committee as prescribed in Article 9.8.
- 8.11.3 The 2<sup>nd</sup> Vice-President shall be the Chair of the Program Committee.

#### **8.12 Duties Of The Secretary**

- 8.12.1 The Secretary shall
  - 8.12.1.1 submit for adoption at the annual meeting of the Centre a report on the number of members in each class of membership at the end of the previous membership year,
  - 8.12.1.2 submit to the Secretary of the Society by January 15<sup>th</sup> in each membership 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,
  - 8.12.1.3 conduct the correspondence of the Centre and report thereon to Council,
  - 8.12.1.4 have custody of the seal and the current minutes and documents of the Centre,
  - 8.12.1.5 discharge the duty prescribed in Article 10.1.2,
  - 8.12.1.6 act as the Privacy Commissioner for the Centre in accordance with the Privacy Act, and
  - 8.12.1.7 have such other duties as may be prescribed by the Council.
- 8.12.2 The Secretary shall be a member of the Executive Committee as prescribed in Article 9.8.

### **8.13 Duties Of The Treasurer**

#### 8.13.1 The Treasurer shall

- 8.13.1.1 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 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,
- 8.13.1.2 submit the financial statements referred to in clause (a) to the Treasurer of the Society by January 15<sup>th</sup> in each membership year,
- 8.13.1.3 prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements, assets and liabilities,
- 8.13.1.4 receive and supervise the deposit of receipts,
- 8.13.1.5 supervise the disbursement of Centre funds,
- 8.13.1.6 supervise the safekeeping of the Centre's securities and other monetary assets,
- 8.13.1.7 in general conduct the financial business of the Centre in accordance with the direction of the Council, and
- 8.13.1.8 have such other duties as may be prescribed by the Council.

8.13.2 The Treasurer shall be a member of the Executive Committee as prescribed in Article 9.8.

### **8.14 Duties of the Recorder**

- 8.14.1 be responsible for the preparation and submission of accurate minutes of all meetings of the Council,
- 8.14.2 send to all members of the Council the minutes of all Council meetings referred to in clause 7.3,
- 8.14.3 The Recorder shall be a member of the Executive Committee as prescribed in Article 9.8.

### **8.15 Duties Of The National Council Representative(s)**

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

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



## **8.16 Duties Of The Editor**

8.16.1 The Editor shall be responsible for the publication of the Centre's 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.

## **8.17 Duties of the Membership Officer**

8.17.1 The Membership Officer shall

8.17.1.1 accept prospective members into membership on behalf of Centre Council,

8.17.1.2 have custody of and be responsible for the safekeeping of the membership roll of the Centre,

8.17.1.3 liaise with the Society to ensure that such records are transferred to the Society on a timely basis, and

8.17.1.4 have such other duties as may be prescribed by the Council.

## **8.18 Duties Of The Observatory Director**

8.18.1 The Observatory Director shall

8.18.1.1 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,

8.18.1.2 establish and carry into effect a program for the use of the observatory by Centre members,

8.18.1.3 be responsible for the maintenance and repair of the observatory, the premises and the equipment referred to in clause 8.18.1.1,

8.18.1.4 recommend to the Council, from time to time where appropriate, the acquisition or disposal of observatory equipment, and

8.18.1.5 have such other duties as may be prescribed by the Council.

## **8.19 Duties Of The Public Education Director**

8.19.1 The Public Education Director shall

8.19.1.1 establish and carry into effect a program of public education on behalf of the Centre, and

8.19.1.2 have such other duties as may be prescribed by the Council.

## **8.20 Duties Of Other Officers**

8.20.1 Other Officers Appointed Under Articles 8.2 and 8.7 shall have such duties as may be prescribed by the Council.

## **8.21 Removal From Office**

8.21.1 An elected officer, councillor 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 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.

- 8.21.2 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 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 taken.

## **8.22 Vacancy Of An Office**

- 8.22.1 If an elected office or Council or National Council Representative position becomes vacant by reason of death, resignation, disqualification or removal under Article 8.20.1, 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 Executive Committee may do so on behalf of the Council under Article 9.8.2.
- 8.22.2 If an appointed office becomes vacant by reason of death, resignation, disqualification or removal under Article 8.21.2, 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 8.7. 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 9.8.2.

## **Article 9 Committees**

### **9.1 Standing Committees**

9.1.1 The following shall be the standing committees of the Council:

- 9.1.1.1 Awards Committee;
- 9.1.1.2 Program Committee;
- 9.1.1.3 Executive Committee;
- 9.1.1.4 Finance Committee;
- 9.1.1.5 Nominating Committee; and
- 9.1.1.6 Observatory Site Management Committee.

9.1.2 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.

## **9.2 Special Committees**

- 9.2.1 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.
- 9.2.2 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.

## **9.3 Committee Membership Of The President**

- 9.3.1 The President shall be a voting member of all committees of the Council, 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.

## **9.4 Reports To Centre Council**

- 9.4.1 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.

## **9.5 Quorum**

- 9.5.1 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.

## **9.6 Awards Committee**

- 9.6.1 The Awards Committee shall consist of the immediate Past President as chairperson, and no more than two additional members of the Centre.
- 9.6.2 The Awards Committee shall
  - 9.6.2.1 solicit recommendations from all members of the Centre and consider and make recommendations for candidates for the Centre's awards,
  - 9.6.2.2 advise the Council respecting existing and proposed Centre awards, including eligibility for such awards, and
  - 9.6.2.3 have such other duties as may be prescribed by the Council.

## **9.7 Program Committee**

- 9.7.1 The Program Committee shall consist of at least two members of the Centre, one of whom shall be the 2<sup>nd</sup> Vice-President, who shall be Chair.

9.7.2 The Program Committee shall

9.7.2.1 arrange a suitable program for the general meetings of the Centre, and

9.7.2.2 have such other duties as may be prescribed by the Council.

## **9.8 Executive Committee**

9.8.1 The Executive Committee shall consist of the elected officers of the Centre referred to in Article 8.1 and any other persons elected by ordinary resolution of the Centre.

9.8.2 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.

9.8.3 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.

9.8.4 The President, at the next meeting of the Council, shall report all actions taken and decisions made by the Executive Committee.

9.8.5 The Executive Committee may authorize the expenditure of any single amount not exceeding an amount which shall be determined by Council through ordinary resolution from time to time, for any purpose,

9.8.5.1 where it is of the view that such expenditure is necessary,

9.8.5.2 where the circumstances are such that Council cannot practically be assembled to consider a request under Article 7.3, and

9.8.5.3 where Council has not previously rejected a request for the same or a similar purpose, and has not previously prohibited such expenditure.

## **9.9 Finance Committee**

9.9.1 The Finance Committee shall consist of the 1<sup>st</sup> Vice-President, who shall be Chair, the Treasurer, and one other member of the Council.

9.9.2 The Finance Committee shall

9.9.2.1 prepare the annual budget of the Centre for presentation to and adoption by the Council,

9.9.2.2 invest monies 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),

9.9.2.3 review the annual financial statements of the Centre referred to in Article 11.2 prior to their submission to the Council,

9.9.2.4 advise the Treasurer and the Council with respect to the financial affairs of the Centre, and

9.9.2.5 have such other duties as may be prescribed by the Council.

## **9.10 Nominating Committee**

9.10.1 The Nominating Committee shall consist of the immediate Past President as chairperson, and no more than two additional members of the Centre.

9.10.2 The Nominating Committee shall

9.10.2.1 discharge the duties prescribed in Article 8.5.1, and

9.10.2.2 have such other duties as may be prescribed by the Council.

## **9.11 Observatory Site Management Committee**

9.11.1 The Observatory Site Management Committee shall consist of the Observatory Director as Chairperson, the 1<sup>st</sup> Vice-President, and no more than three additional members of the Centre.

9.11.2 The Observatory Site Management Committee shall

9.11.2.1 Maintain the observatory site and facilities;

9.11.2.2 Develop and administer procedures for observatory access and use;

9.11.2.3 Set from time to time access fees for the use of the facilities;

9.11.2.4 Develop appropriate policies for the long-term use and development of the facility, and

9.11.2.5 have such other duties as may be prescribed by the Council.

## **9.12 Vacancy On A Committee**

9.12.1 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.

## **9.13 Removal From Office**

9.13.1 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**

## **10.1 Annual Meeting**

10.1.1 The annual meeting of the members of the Centre shall be held between October 1<sup>st</sup> and December 31<sup>st</sup> in each membership year at such place as shall be designated by the Council.

- 10.1.2 At least thirty days before the date of the annual meeting, the Secretary shall notify each voting member of the Centre of
- 10.1.2.1 the agenda for the annual meeting, specifying its time and place, and
  - 10.1.2.2 any proposed By-law or amendment to the Constitution of the Centre adopted by special resolution of the Council under Article 15.1.
- 10.1.3 The order of procedure at the annual 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 meeting and of any meeting by requisition held since the last annual 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, Councillors 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 Regular Meetings**

- 10.2.1 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.

## **10.3 Meetings on Requisition**

- 10.3.1 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.
- 10.3.2 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.
- 10.3.3 At any such meeting of the Centre, only such business as is specified in the requisition shall be conducted.

## **10.4 Presiding Member**

- 10.4.1 The annual meeting of the Centre shall be presided over by the President, in his or her absence by a 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.
- 10.4.2 Every other meeting of the Centre shall be presided over by the President or by his or her designate.

## **10.5 Quorum**

- 10.5.1 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.

## **10.6 Conducting Of Business**

- 10.6.1 Unless otherwise prescribed in the By-laws, 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.

## **Article 11 Finances**

*This section is not addressed in the 1979 bylaw. The stipulation that the Centre's financial year end on September 30<sup>th</sup> has been removed for flexibility.*

### **11.1 Auditor**

- 11.1.1 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.

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

## **Article 12 Signing Authority**

### **12.1 Signing Authority**

- 12.1.1 Contracts, or any instruments in writing requiring the signature of the Centre, shall be signed by any two of the President, the 1<sup>st</sup> 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.

- 12.1.2 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

### **13.3 Liability of Councillors and Officers**

- 13.3.1 Except to the extent required by the Corporations Act and any applicable legislation enacted in amendment of or substitution for it, no Councillor or Officer of the Centre shall be liable for the acts, receipts, neglects or defaults of any other councillor or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Centre through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Centre or for the insufficiency or deficiency of any security in or upon which any of the money of the Centre shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Centre shall be deposited or for any loss occasioned by an error of judgement or oversight on his or her part or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.

### **13.4 Indemnification of Councillors and Officers**

- 13.4.1 Except as may be forbidden by the Corporations Act or any applicable legislation enacted in amendment of or substitution for it, every Councillor and Officer of the Centre and his or her heirs, executors, administrators, and other legal personal representatives may, from time to time be indemnified or saved harmless by the Corporation from and against:



- 13.4.1.1 any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit, or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him in respect of the execution of the duties of his or her office; and
- 13.4.1.2 all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Centre.

## **Article 14 Conformity To By-Laws**

### **14.1 Conformity To By-Laws**

- 14.1.1 Subject to Article 14.2, 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. 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.

### **15.2 Repeal Of Previous By-Laws**

- 15.2.1 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.

## **BY-LAW Number Two**

A By-law respecting the financial operations of the Royal Astronomical Society of Canada, Toronto Centre.

### **Article 1 Budget & Estimates**

#### **1.1 Budget Process**

- 1.1.1 The Centre shall operate under a budget to be adopted annually, which budget shall contain allocations for all anticipated regular operating expenses and anticipated extraordinary expenses for the financial year. In general, anticipated capital expenses shall not be included in the budget but shall be authorized from time to time by Council as it sees fit.
- 1.1.2 A draft budget shall be prepared by the new Finance Committee immediately following the first meeting of the new Council in each financial year, and shall be presented to Council as soon as practicable in the new financial year.

#### **1.2 Accounts and Estimates**

- 1.2.1 Each officer and committee chairperson responsible for the expenditure of any amount under the budget, or receiving or expending any moneys in connection with the discharge of his or her duties, shall submit to Council an itemized account of all such expenditures and any revenues received prior to within 15 days following the end of the relevant financial year.
- 1.2.2 Each officer and committee chairperson requiring an allocation from the budget for a financial year shall submit to Council an itemized estimate of the amount required, and an itemized estimate of revenues anticipated prior to the end of the relevant financial year.
- 1.2.3 The Finance Committee shall not recommend, and Council shall not approve the allocation of any budget amount to any officer or committee unless the officer or committee chairperson(s) has (have) complied with sections 1.1.1, if applicable, and 1.2.2 of this By-law Number Two.
- 1.2.4 Where an officer or the chairpersonship of a committee changes during the financial year, the outgoing officer or chairperson shall submit to Council an interim itemized account of expenditures and revenues, covering the period during which he or she was the officer or chairperson, within two weeks of the change.
- 1.2.5 Each officer and chairperson shall maintain an up-to-date account of expenditures and revenues for which he or she has been responsible, and report thereon to Council from time to time as required by any member of Council.

## **Article 2 Budget Expenditures**

### **2.1 Normal Budget Expenditures**

- 2.1.1 Except as is permitted by this By-law, no person shall expend Centre moneys.
- 2.1.2 Each officer and committee chairperson responsible for the expenditure of any amount under the budget is permitted, without prior authorization, to expend any amount on account of the applicable budget allocation, except that
  - 2.1.2.1 no amount shall be expended if the aggregate of that amount and all previous expenditures in the financial year totals more than the applicable budget allocation, and
  - 2.1.2.2 no amount shall be expended for a purpose not authorized by the budget.
- 2.1.3 Council may:
  - 2.1.3.1 inquire into and review any expenditure made by an officer or committee chairperson in the discharge of Centre business, and
  - 2.1.3.2 place or remove any restriction on the expenditure of moneys from budget allocations.
- 2.1.4 Unless otherwise determined by Council, following the expiration of a financial year, each officer and committee shall be permitted to expend up to 33% on account of the budget of that officer or committee for the following year pending the adoption by Council of a budget for the following year.

### **2.2 Extra-budget Expenditures**

- 2.2.1 An officer or committee chairperson may request Council to allocate an amount from the financial resources of the Centre for any purpose.
- 2.2.2 Council shall allocate such amount only if
  - 2.2.2.1 the officer or chairperson requesting such amount has established the need for such allocation,
  - 2.2.2.2 the officer or chairperson requesting such amount has presented to Council an itemized proposal for the expenditure of the amount requested, and
  - 2.2.2.3 Council is satisfied that the requested allocation will not adversely affect the financial health of the Centre.
- 2.2.3 The Executive Committee may authorize the expenditure of any single amount as provided for in By-law One, Section 9.8.5.

## **Article 3 Disbursements**

### **3.1 Disbursements by the Treasurer**

- 3.1.1 The following rules apply to the disbursement of funds by the Treasurer unless their application is impracticable:
  - 3.1.1.1 Where a debt has been incurred and payment has been made, the person making payment shall be reimbursed by cash or by cheque payable to him or her;
  - 3.1.1.2 Where a debt has been incurred and payment has not been made, payment thereof shall be made by cheque payable to the creditor;
  - 3.1.1.3 Where a debt has been proposed but has not yet been incurred, no disbursement shall be made other than by cheque payable to the proposed creditor in an amount not exceeding the amount of the proposed debt;
- 3.1.2 Before making any disbursements the Treasurer shall require an itemized account of the expenditure made or proposed;
  - 3.1.2.1 The Treasurer shall not make any disbursement where the effect thereof would be to exceed the relevant budget allocation or for a purpose not authorized by the budget;
  - 3.1.2.2 A person incurring a debt or making an expenditure on behalf of the Centre shall submit a receipt therefore to the Treasurer as soon as is practicable.

## **Article 4 Cash Management**

### **4.1 Fund Raising**

- 4.1.1 All revenues received in connection with Centre business or activities constitute general operating revenues and shall be remitted to the Treasurer who shall deposit them in the Centre's general account.
- 4.1.2 Where an officer or committee chairperson has raised revenue on behalf of the Centre, and requests an allocation under section 4.01, the raising of such revenue is a factor to be considered by Council in its decision whether to allocate such amount.

### **4.2 Miscellaneous**

- 4.2.1 Unless authorized by Council, no Centre moneys shall be deposited in any bank, trust or other account other than the Centre's general operating account.
- 4.2.2 Any member in possession of Centre moneys shall promptly remit them to the Treasurer unless
  - 4.2.2.1 authorized by Council to the contrary; and
  - 4.2.2.2 such moneys are intended for immediate expenditures for Centre purposes.