

THE ROYAL ASTRONOMICAL SOCIETY OF CANADA

Calgary Centre

Calgary Centre By-law Number One

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at the General Meeting of 20 February 2003.

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1 May 2003

ROYAL ASTRONOMICAL SOCIETY OF CANADA

CALGARY CENTRE BY-LAW NUMBER ONE

(Adopted by Centre – 22 May 2003)

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) Society and R.A.S.C. both mean The Royal Astronomical Society of Canada -- La Société Royale d'Astronomie du Canada;

(b) Centre means The Royal Astronomical Society of Canada, Calgary Centre;

(c) Council of the Society or National Council means the National Council of the Society;

(d) Council of the Centre or Centre Council or Council means the administering body of the Centre referred to in Article 7;

(e) Member means a member of the Centre under Article 6.02;

(f) Voting Member means any member of the Centre referred to in Article 6.02(4);

(g) Member in Good Standing means a Member of the Centre who has paid membership fees under Article 6.06 for the current membership year, and is not in arrears with respect to any other Centre fee, surcharge, or other debts to the Centre.

(h) Resolution means any formal determination made by a body on the basis of a motion, or proposal, duly placed before a regularly constituted meeting of that body for debate and decision.

(i) Majority Vote means in a vote among two or more candidates for a position or items in a Resolution, the vote comprised of more than one half ($>1/2$) of the total of all votes cast.

(j) Ordinary Resolution of the Centre means a Resolution passed with Majority Vote by those Voting Members present and voting at a meeting of the Centre;

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(k) Ordinary Resolution of Council means a Resolution passed with Majority Vote by the members of Council present and voting at a meeting of Council;

(l) Special Resolution of the Centre means a Resolution passed by more than two-thirds ($>2/3$) of those Voting Members present and voting at a meeting of the Centre;

(m) Special Resolution of Council means a Resolution passed by more than two-thirds ($>2/3$) of the members of Council present and voting at a meeting of Council;

(n) Extraordinary Resolution of the Centre means a Special Resolution of the Centre, for which written notification must be sent to every Voting Member, at such Member's address as it appears in the records of the Centre, at least thirty (30) days prior to the meeting at which the motion will be made.

(o) The "*Centre Basic Surcharge*" is a fee charged to all *Members* of the *Centre* as provided for in the bylaws of the *Society* and described in the bylaws of the *Centre*.

(p) "*Centre Additional Surcharges*" are fees charged to those *Members* of the *Centre* who wish to receive certain optional rights and/or services of the *Centre*, if any, as provided for in the bylaws of the *Society* and described in the bylaws of the *Centre*.

ARTICLE 2 NAME OF CENTRE

2.01 The name of the Centre shall be The Royal Astronomical Society of Canada, Calgary Centre.

ARTICLE 3 OBJECTIVES

3.01 The objectives of the Centre are

(1) to stimulate interest and to promote and increase knowledge in astronomy and related sciences, and

(2) to work in conjunction with the Society and other Centres of the Society to further the progress of astronomy in Canada.

3.02 In pursuit of its objectives, the Centre may

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(1) acquire and maintain equipment, libraries, astronomical observatories and other property,

- (2) publish and distribute brochures, newsletters, books and other material containing information on the progress of astronomy and the work of the Society and the Centre,
- (3) receive and administer gifts, donations and bequests from Members of the Centre and others, and,
- (4) make contributions and render assistance to individuals and institutions engaged in the study and advancement of astronomy and related sciences.
- (5) acquire interests in land, including environmental easements as defined under the Environmental Protection and Enhancement Act (Alberta), for the purpose of preserving, or developing and preserving, an environment and facilities suitable for the enjoyment of the dark night sky by members of the *Centre* and guests of the *Centre*.

ARTICLE 4 CORPORATE SEAL

4.01 The seal of the Centre shall be such as may be approved by Ordinary Resolution of Council.

4.02 The Seal, when used in its official capacity, shall be authenticated by any two (2) of the signing Officers under Article 12.01.

ARTICLE 5 RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY

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

5.02 The operation of the Centre is governed by the By-laws of the Centre and by the Constitution of the Society.

5.03 The By-laws of the Centre shall not contravene the By-laws of the Society, and shall conform to all applicable legislation.

5.04 The Centre shall have full responsibility for all its debts, obligations and claims arising from the conduct of its affairs, and the Society shall not be liable for any such debts or obligations of, or claims against, the Centre.

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ARTICLE 6 MEMBERSHIP

6.01 ELIGIBILITY

Membership in the Centre shall be open to all persons who are interested in astronomy.

6.02 CLASSES OF MEMBERSHIP

(1) There shall be five (5) classes of Centre membership: Associate, Honorary, Life, Ordinary, and Youth. No Member may belong to more than one (1) class of Centre membership.

(2) Life, Ordinary, and Youth membership classes shall be as prescribed under the By-laws of the Society.

(3) The title Honorary Member of the Centre may be bestowed under Article 6.03(3) in recognition of noteworthy contributions to astronomy, or of

meritorious service to the Centre.

(4) Only Associate, Ordinary, Youth, and Life Members associated with the Centre are Voting Members of the Centre.

6.03 ELECTION OF MEMBERS

(1) A person who has submitted an application, accompanied by the full applicable fee under Article 6.06, may be elected as a Member of the Centre by a Special Resolution of Council.

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

(3) Recommendations for candidates to receive the title of Honorary Member of the Centre shall be made to the Council by the Nominations Committee under Article 9.06(2)(c). The title of Honorary Member of the Centre may be bestowed by Special Resolution of Council, ratified by Special Resolution of the Centre, and upon subsequent acceptance of such presentation by the nominee. No more than two (2) such titles may be presented in any membership year prescribed under Article 6.05.

6.04 RELATIONSHIP OF CENTRE AND SOCIETY MEMBERS

(1) Every Life, Ordinary, or Youth Member, attached to the Centre, is a member of the Society.

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(2) An Associate Member of the Centre is not a member of the Society except through concurrent Life, Ordinary, or Youth membership in a Centre of the Society, or as an unattached member of the Society.

(3) A person holding the title Honorary Member of the Centre is not a member of the Society except through concurrent Life, Ordinary, or Youth membership in a Centre of the Society, or as an unattached member of the Society.

6.05 MEMBERSHIP YEAR

(1) The *Centre* membership year for each Ordinary, Youth, or Life *Member* of the *Centre* is the same as the *Society* membership year for that *Member*, and is determined by the *Society* in accordance with the bylaws of the *Society*.

(2) The membership year for Associate *Members* of the *Centre* commences on 1 October and ends on 30 September in the following year.

6.06 FEES

(1) The annual membership fees for Ordinary, and Youth Members, and the Life membership fee, shall be as determined under the By-laws of the Society. The annual membership fee for Associate *Members* of the *Centre*, and the fee schedule for persons becoming new Associate *Members* at other than the beginning of the membership year, shall be

determined by *Ordinary Resolution of the Centre*.

(2) All additional Centre fees and surcharges shall be as prescribed by Special Resolution of Council ratified by Special Resolution of the Centre.

(3) The title Honorary Member of the Centre shall not in itself carry an annual membership fee.

(4) Annual membership fees and life membership fees and the annual *Centre Basic Surcharge* for Ordinary, Youth, and Life *Members*, shall be paid in full to the *Society*. The renewal date for each Ordinary, Youth, and Life *Member* shall be defined by the *Society* in accordance with the bylaws of the *Society*.

(5) Annual membership fees for Associate *Members* of the *Centre* are due and payable in full to the *Centre* before expiry of the person's membership, in default of which the person ceases to be an Associate *Member* of the *Centre*. 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 12-month period as of the previous expiry of membership, with no interruption in membership. If a

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person submits a membership fee later than four months after expiry of a previous membership, then such person shall be considered a new Associate *Member*, with a break in continuity of membership. The Associate *Member* must identify an Ordinary, Youth, or Life *Member* of the *Centre* living in the same household at the time of their application for or renewal of Associate membership, and that *Member* must be a *Member in Good Standing* at the time of such application or renewal.

(6) *Centre Additional Surcharges* entitle the *Member* to optional rights and services, if any have been defined by the *Centre*, in addition to those defined in section 6.07. *Additional Surcharges* are payable in full to the *Centre* on 1 October each year, in default of which the person loses their right to such optional rights and services. A person who had been entitled to such optional rights and services in the immediately preceding period ending 30 September, who submits an *Additional Surcharge* fee within four months after the 1 October due date, shall be considered to have renewed his or her subscription to those optional rights and services for a 12-month period commencing the previous 1 October.

(7) A *Member* who becomes a Life *Member* is not entitled to a refund of any previously paid fees for the current year or for the previous membership years.

(8) If the *Centre*, by Special Resolution of Council, imposes any surcharge upon its *Members* for allowing the *Members* to exercise the rights and services specified under Article 6.07, then this surcharge shall be designated a Basic Surcharge. 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 of Council. Additional Surcharges may be required for additional Centre rights and services, but entitlement to the rights and services under Article 6.07, shall not be conditional upon payment of such Additional Surcharges.

(9) The *Centre* may, by *Special Resolution of Council*, require payment of the renewal fee and Basic Surcharge, if any, prior to the renewal date under Articles 6.06(4) and 6.06(5), before a *Member* is entitled to the *Centre* rights specified under Article 6.07.

6.07 ENTITLEMENT OF MEMBERS TO CENTRE RIGHTS

(1) Subject to Articles 6.08 and 6.10, every or Life, Ordinary, or Youth Member is entitled to exercise the following specified rights:

(a) to attend all meetings and functions of the Centre;

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(b) to vote at all meetings of the Centre;

(c) to attend all meetings of Council, unless, in exceptional circumstances, Council declares, by Special Resolution of Council, a meeting or a part of the meeting to be closed to membership;

(d) to attend all meetings of Committees specified under Article 9, unless, in exceptional circumstances, the Committee declares, by Majority Vote of the Committee, a meeting or a part of the meeting to be closed to membership;

(e) to stand for election as an officer of the Centre and to the Council of the Centre under Article 7.02;

(f) to stand for election as a National Council Representative under Article 7.02(4); and

(g) to stand for appointment as director or member on committees under Article 9.

(2) Subject to Articles 6.08 and 6.10, every Associate Member is entitled to exercise the following specified rights:

(a) to attend all meetings and functions of the Centre;

(b) to vote at all meetings of the Centre;

(c) to attend all meetings of Council, unless, in exceptional circumstances, Council declares, by Special Resolution of Council, a meeting or a part of the meeting to be closed to membership;

(d) to attend all meetings of Committees specified under Article 9, unless, in exceptional circumstances, the Committee declares, by Majority Vote of the Committee, a meeting or a part of the meeting to be closed to membership;

(e) to stand for appointment as director or member on committees under Article 9.

(f) to stand for election to the position of Councillor of the *Centre* under Article 7.02

(3) Subject to Articles 6.08 and 6.10, every Honorary Member is entitled to exercise the following specified rights:

(a) to attend all meetings and functions of the Centre;

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(b) to attend all meetings of Council, unless, in exceptional circumstances, Council declares, by Special Resolution of Council, a meeting or a part of the meeting to be closed to membership;

(c) to attend all meetings of Committees specified under Article 9, unless, in exceptional circumstances, the Committee declares, by Majority Vote of the Committee, a meeting or a part of the meeting to be closed to membership;

(d) to stand for appointment as a member on committees under Article 9.

(4) At a meeting of the *Centre*:

(a) the Ordinary, Youth, and Life *Members* of the *Centre* eligible to vote will be determined by a list of current members of the *Society* attached to the *Centre*, obtained from the *Society* not more than 14 days before the meeting.

(b) the Associate *Members* of the *Centre* eligible to vote will be determined by a list of current Associate *Members* of the *Centre*, as maintained by the *Centre*.

6.08 DURATION OF ENTITLEMENT TO CENTRE RIGHTS AND SERVICES

(1) Subject to section 6.06(9), a *Member* who is entitled to the specified *Centre* rights under Article 6.07 for a membership year is so entitled until and including the annual renewal date of their membership, as described in sections 6.06(4) and 6.06(5). A Life member of the *Society* remains attached to the *Centre* upon payment of the *Basic Surcharge* by the renewal date described in section 6.06(4).

(2) A *Member* who is entitled to additional *Centre* rights and services, if any, administered by any applicable *Centre Additional Surcharges* under Article 6.06(6) is so entitled throughout a period ending 30 Sept of each year.

6.09 TRANSFER OF MEMBERSHIP

A member of another Centre of the Society, or an unattached member of the Society, may become a Member of, and become attached to, the Centre as provided by the By-laws of the Society. Such transfer or attachment is effective from the beginning of the membership year following that in which the transfer or attachment is so accepted.

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6.10 TERMINATION AND EXPULSION FROM MEMBERSHIP

(1) A Member's membership can be terminated as provided by Article 6.06(6).

(2) A Member may terminate his or her membership in the Centre by written notification to the national office of the Society and to the Secretary of the Centre. The notice shall take effect on the date of the receipt of the notice at the national office or the date, if any, specified in the notice, whichever is the latest.

(3) Any member of the Centre whose continued membership in the Centre is not in the best interest of the Centre may be expelled from membership in the Centre by Special Resolution of Council, ratified 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.

(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 provide the Secretary of the Society the name of any Member who has been expelled, together with the grounds for the expulsion.

ARTICLE 7 COUNCIL

7.01 COMPOSITION OF COUNCIL

(1) The business and property, if any, of the Centre shall be administered by a Council composed of the following offices:

- (a) the Executive Committee as defined by Article 9.02;
- (b) the National Council Representative(s) as prescribed under the Bylaws of the Society; and
- (c) eight (8) additional Council positions.

(2) The positions of President, Secretary, Treasurer, and one (1) National Council Representative must be filled at all times.

(3) A Member may occupy no more than one (1) of the offices of President, Calgary Centre By-Law

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Vice-President, Secretary, Treasurer, or Councillor under Article 7.01(1)(c), at the same time.

7.02 ELECTION OF COUNCIL MEMBERS

(1) The office of Past President is normally occupied by the person who is the immediate past President, provided that such person is a Voting Member in Good Standing.

(2) A list of candidates for election to each position of Council for which an

election must be held shall be presented at the Annual Meeting by the Nominations Committee. The person presiding at the Annual Meeting shall call for additional nominations from the floor. Any eligible candidate may stand for election for more than one available position. If such person is elected to a position, however, his or her name shall be removed from the rest of the ballot referred to in Article 7.02(7).

(3) Subject to Article 7.02(4), any Ordinary, Life, and Youth Member in Good Standing, is eligible to stand for election as an officer of the Centre.

(4) Any Ordinary, and Life Member in Good Standing who is at least twentyone (21) years of age is eligible to stand for election as a National Council Representative.

(5) If only one (1) candidate has been nominated for an office, such candidate shall be deemed elected by acclamation.

(6) All available positions for Councillors referred to in Articles 7.01(1)(c) and 7.03(4) shall be filled successively by the candidate receiving the greatest number of votes, followed by the candidate receiving the next greatest number of votes, and so on, until all positions are filled.

(7) Voting shall be by secret written ballot distributed at the Annual Meeting. All ballots shall be counted by two (2) scrutineers specified under Article 10.01(7). In the event of a tie for any Council position, a further secret ballot shall be held between or among only the tied candidates.

(8) The names of Council members thus elected shall be announced by the presiding officer before the close of the Annual Meeting, after which announcement all ballots shall be destroyed.

7.03 TERMS OF OFFICE

(1) Every term of office shall commence at the close of the Annual Meeting at which the Council member was elected.

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(2) The term of office of the President shall be two (2) consecutive years.

(3) The term of office of the First and Second Vice-President, Secretary, Treasurer, and National Council Representative(s) shall be one (1) year.

(4) The term of office of each Councillor specified under Article 7.01(1)(c) shall be two (2) consecutive years. The terms of office for Councillor positions shall be staggered such that elections are held for four (4) positions in each membership year.

(5) An incumbent elected by the Centre, and currently occupying the office of First Vice-President, Second Vice-President, Secretary, Treasurer, or National Council Representative may not stand for election to that office for a fourth (4) consecutive term.

(6) An incumbent elected by the Centre, to the office of President, may not stand for election to a consecutive term.

(7) A Member elected by the Centre, and currently occupying the office of

Councillor referred to in Article 7.01(1)(c), may not stand for re-election to the same office for more than one (1) consecutive term.

7.04 REMOVAL FROM OFFICE

(1) A member of Council may be removed from office by Special Resolution of Council ratified by Special Resolution of the Centre.

(2) A member of Council whose removal from office is proposed has the right to receive notice of the meetings at which such removal shall be proposed and of the intention to propose such removal, and to make representations at the meetings at which the votes are held.

7.05 VACANCY ON COUNCIL

If a Council office becomes vacant before the normal end of term for that office, because the holder has resigned, has ceased to be a Member, or has been removed from office under Article 7.04, Council may appoint, subject to Article 7.01(3), a consenting Voting Member in Good Standing to fill such vacancy. Such appointment shall last until the normal end of term for that office.

ARTICLE 8 DUTIES OF COUNCIL OFFICERS

8.01 DUTIES OF THE PAST PRESIDENT

(1) The Past President shall

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(a) assist and advise the President where applicable, and

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

8.02 DUTIES OF THE PRESIDENT

(1) The duties of the President shall be as prescribed by the By-laws of the Society, and in addition, the President shall

(a) call meetings of the Executive Committee under Article 9.02(3), meetings of Members of the Centre under Article 10.03(1), and meetings of Council under Article 10.04(2), and

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

(2) The President is an ex-officio member of all committees of the Centre.

8.03 DUTIES OF THE FIRST VICE-PRESIDENT

(1) The First Vice-President shall

(a) assist and advise the President where applicable,

(b) be a member of the Program committee;

(c) coordinate all committees, and

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

(2) The First Vice-President shall act as the President should the office of President become vacant.

8.04 DUTIES OF THE SECOND VICE-PRESIDENT

(1) The Second Vice-President shall

(a) assist and advise the President where applicable, and

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

(2) The Second Vice-President shall act as the First Vice-President should the office of First Vice-President become vacant.

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8.05 DUTIES OF THE SECRETARY

(1) The duties of the Secretary shall be as prescribed by the By-laws of the Society, and in addition, the Secretary shall

- (a) be a member of the Nominations Committee,
- (b) conduct all official correspondence for the Centre,
- (c) keep accurate minutes of all meetings of Council and of the General Meetings of the Centre,
- (d) be responsible for giving notice to the membership of meetings of Council and of General Meetings of the Centre,
- (e) have custody of the Corporate Seal of the Centre under Article 4,
- (f) submit to the Annual Meeting of members of the Centre under Article 10.02(c), a report on the membership, the meetings and other activities of the Centre for the preceding twelve (12) months,
- (g) in the event that a Member becomes expelled, discharge the duties under Article 6.10(5),
- (h) maintain a manual of policies which govern the activities of the Centre, and
- (i) have such other duties as may be prescribed by Council.

8.06 DUTIES OF THE TREASURER

(1) The duties of the Treasurer shall be as prescribed by the By-laws of the Society, and in addition, the Treasurer shall

- (a) be director of the Finance Committee, and be a member of the Membership Committee,
- (b) keep full and accurate record of accounts in which shall be recorded all receipts and disbursements of the Centre,
- (c) control, under the direction of Council, the deposit and disbursements of the funds of the Centre and the safe keeping of securities of the Centre,
- (d) provide to Council on a regular basis, or upon request from Council, a full report of his or her activities as Treasurer and of the Calgary Centre By-Law

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financial transactions and position of the Centre,

- (e) discharge the duties specified in Article 11.03(1) and (2), and
- (f) have such other duties as may be prescribed by Council.

8.07 DUTIES OF NATIONAL COUNCIL REPRESENTATIVES

The National Council Representative(s) shall have such duties as prescribed by the By-laws of the Society and, in addition, shall have such other duties as may be prescribed by Council.

8.08 DUTIES OF THE COUNCILLORS

(1) The Members in the positions referred to under Article 7.01(1)(c) shall have duties as may be prescribed by Council.

ARTICLE 9 COMMITTEES

9.01 COMMITTEES OF THE CENTRE

(1) Council shall at all times have an Executive Committee consisting of the elected officers under Article 9.02.

(2) Council may appoint, by Ordinary Resolution, from among the Members of the Centre, the directors and members of the following standing committees, as required:

- (a) Finance Committee,
- (b) Library Committee,
- (c) Membership Committee,
- (d) Nominations Committee,
- (e) Observing Group Committee,
- (f) Program Committee,
- (g) Property Committee,
- (h) Public Education Committee,
- (i) Publications Committee,
- (l) Social Activities Committee, and such other committees as Council may establish.

(3) The date, time, location, purpose, and attendance restrictions under Articles 6.07(1)(d) and 6.07(2)(d), for Committee meetings shall be given in such a manner as can provide reasonable notification to the members of the Committee and additional attendees as far in advance of the meeting as possible.

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9.02 EXECUTIVE COMMITTEE

(1) The Executive Committee shall consist of the Past President, the President, the First Vice-President, the Second Vice-President, the Treasurer, and the Secretary.

(2) The Executive Committee shall

(a) transact the routine business of the Centre when Council is not meeting and shall transact such business as requires immediate action, and

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

(3) Meetings of the Executive Committee shall be called by the President at the request of any member of the Executive Committee or when the business of the Centre requires such meeting. The President shall give notice of a meeting as prescribed for Committees under Article 9.01(3).

(4) All actions taken and decisions made by the Executive Committee shall

be reported by the President at the next meeting of Council.

9.03 FINANCE COMMITTEE

(1) The Finance Committee shall consist of the Treasurer, who shall be director, and at least two (2) other members in Good Standing.

(2) The Finance Committee shall

(a) prepare the annual budget of the Centre for presentation to, and adoption by, Council,

(b) administer and invest funds of the Centre under Article 12.01,

(c) review the annual financial statements of the Centre referred to in Article 11.03 prior to their submission to Council,

(d) advise the Treasurer and Council with respect to the financial affairs of the Centre,

(e) coordinate fund raising activities, and

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

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9.04 LIBRARY COMMITTEE

(1) The Library Committee shall consist of at least one (1) member of Council and at least one (1) other Member in Good Standing.

(2) The Library Committee shall

(a) operate the Centre 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 of library materials with other organizations, and

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

9.05 MEMBERSHIP COMMITTEE

(1) The Membership Committee shall consist of the Treasurer and at least one (1) other Member in Good Standing.

(2) The Membership Committee shall

(a) assist the Treasurer in the collection of annual dues and fees of the Centre,

(b) maintain a current list of the names and addresses of all members of the Centre,

(c) assist the Treasurer in the preparation of reports on Centre membership for submission to the National Council,

(d) present all motions for the election of Members to the Centre as prescribed under Article 6.03(1),

(e) welcome new members into the Centre, provide them with all necessary information on, and documentation concerning, the activities of the Centre and of the Society, and introduce them to other Centre members, and

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

9.06 NOMINATIONS COMMITTEE

(1) The Nominations Committee shall consist of the Secretary and at least two (2) other Voting Members in Good Standing.

(2) The Nominations Committee shall

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(a) prepare a list of all consenting nominees, under Article 7.02(2), for the offices for which an election must be held,

(b) present this list at the Annual Meeting,

(c) make nominations to the Council for candidates eligible for the title of Honorary Member of the Centre under Article 6.02(3),

supporting every nomination with a written statement, citing the nominee's qualifications under Article 6.02(3), and,

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

9.07 OBSERVING GROUP COMMITTEE

(1) The Observing Group Committee shall consist of at least one (1) member of Council and at least one (1) other Member in Good Standing.

(2) The Observing Group Committee shall

(a) organize and coordinate programs, meetings, and activities associated with astronomical observations within the Centre, and

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

9.08 PROGRAM COMMITTEE

(1) The Program Committee shall consist of the First Vice-President and at least one (1) Voting Member in Good Standing.

(2) The Program Committee shall

(a) establish the program for all meetings of the Centre as prescribed under Article 10.03(4), and

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

9.09 PROPERTY COMMITTEE

(1) The Property Committee shall consist of at least one (1) member of Council and at least one (1) other Member in Good Standing.

(2) The Property Committee shall

(a) be responsible for the supervision, construction, maintenance, and safekeeping of any property and contents thereof, owned or leased by the Centre,

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(b) be responsible for implementing the policies, as may be prescribed by Council, respecting access to, and use of, all Centre property, and

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

9.10 PUBLIC EDUCATION COMMITTEE

(1) The Public Education Committee shall consist of at least one (1) member of Council and at least one (1) other Member in Good Standing.

(2) The Public Education Committee shall

(a) be responsible for the implementation of Centre projects and activities designed to promote interest in the science of astronomy among the general public, and

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

9.11 PUBLICATION COMMITTEE

(1) The Publication Committee shall consist of at least one (1) member of Council and at least one (1) other Member in Good Standing.

(2) The Publication Committee shall

(a) determine the editorial policies of, and be responsible for, any Centre publications, and

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

9.12 SOCIAL ACTIVITIES COMMITTEE

(1) The Social Activities Committee shall consist of at least one (1) member of Council and at least one (1) other Member in Good Standing.

(2) The Social Activities Committee shall

(a) be responsible for the organization of any Centre social activity such as parties, banquets, receptions, and picnics, and

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

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ARTICLE 10 MEETINGS OF MEMBERS

10.01 CONDUCT OF MEETINGS

(1) Except as otherwise specified in these By-laws, the conduct of all meetings of the Centre and of the Council shall be governed by Robert's Rules Of Order.

(2) A quorum is required at all meetings of members where any official transaction of business is to be conducted. Should members leave in the course of a meeting that has begun with a quorum, proceedings shall cease at the point at which the number attending falls below that required.

A quorum of

(a) the Council shall be seventy-five (75) percent, or seven (7), of the Council members, whichever is the lesser,

(b) the Centre shall be ten (10) percent, or fifteen (15), of the Voting Members, whichever is greater, and

(c) a Committee shall be fifty (50) percent, or two (2), of the Committee members whichever is the greater.

(3) Any Voting Member may present a motion at a Centre meeting or the Annual meeting.

(4) With the permission of the presiding member, a person in attendance at a

Council meeting who is not a member of Council may speak during discussions or debates, but may neither vote on, nor present motions.

(5) Notwithstanding Article 10.01(4), a petition signed by at least such number of Members as constitutes a quorum of the Centre under Article 10.01 (2)(b), which is presented to Council at a Council meeting, shall be considered a properly presented and seconded motion.

(6) Unless otherwise prescribed in this By-Law or the By-Laws of the Society, all motions arising at meetings shall be decided by Ordinary Resolution of the Centre at Centre meetings, by Ordinary Resolution of Council at Council meetings, and by Majority vote at Committee meetings. Except in Committee meetings, the presiding member shall not vote.

(7) If, at any meeting, a vote requires a written ballot, two (2) people in attendance shall be nominated and elected to act as scrutineers for the duration of the meeting. The positions for scrutineers shall be filled successively by the candidate receiving the greatest number of votes, followed by the candidate receiving the next greatest number of votes. In Calgary Centre By-Law

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the event of a tie for an available position of scrutineer, a further election shall be held between or among only the tied candidates. The scrutineers shall examine all ballots cast and determine their validity, shall count all ballots, and shall report the ballot results to the person presiding at the meeting.

10.02 ANNUAL CENTRE MEETING

(1) The Centre shall hold an Annual Meeting of its members on or before 31 December in each membership year. At least thirty (30) days prior to the date of the Annual meeting, the Secretary shall send written notice of the agenda, time, date, and location of the meeting to every Voting Member, at the member's address as it appears in the records of the Centre.

(2) At every Annual Meeting the following business shall be transacted:

(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 special meeting and 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 Centre, and presentation and adoption of the audited financial statements referred to in Article 11.03(2), and;

(d) the election under Article 10.01(7), of scrutineers referred to in Article 7.02(7) for the election of Council;

(e) the election of Council as prescribed in Article 7.02.;

(f) the election of financial scrutineers of the Centre as prescribed in Article 11.02(1); and,

(g) any additional business mentioned in the agenda under Article 10.02(1).

10.03 CENTRE MEETINGS

(1) The President shall call meetings of members of the Centre at least six (6) times per year. Notice of such meetings shall be given in such a manner as can reasonably be expected to notify the members of the Centre of such meetings.

(2) The President, or in his or her absence, the First Vice-President, or in his Calgary Centre By-Law

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or her absence, the Second Vice-President, or in his or her absence, a member of Council designated by the President, shall be the presiding officer at all meetings of the Centre. If no such person is present at the Centre meeting, the membership may, by Ordinary Resolution of the Centre elect a Member in Good Standing to preside over the meeting.

(3) In the absence of the Secretary, the person presiding shall appoint a Member to record the Minutes of the meeting.

(4) The content of all Centre meetings shall be determined by the Program Committee, and shall include the approval of the minutes of the previous Centre meeting, and introduction of new members of the Centre.

(5) Upon receipt of a written petition signed by at least such number of Members as constitutes a quorum of the Centre under Article 10.01 (2)(b), the President shall call a meeting of the members of the Centre to consider that business specified in the petition. If the President (or his or her designate) fails, within fourteen (14) days of said petition, to call a meeting of the members, then any Member of the Centre who has signed said petition may call a meeting of the members of the Centre. The presiding officer at the meeting shall be as prescribed under Article 10.03(2). Notice of any such meeting of the Centre shall be as prescribed under Article 10.02(1). The notice shall also state the names of the petitioning members, the date, time, and location of the meeting, and business specified in the petition.

10.04 COUNCIL MEETINGS

(1) Council shall meet as often as the business of the Centre may require, at such place as is designated by the President, and shall hold at least six (6) meetings per year, one (1) of which shall be within the three (3) months before the Annual Meeting of members of the Centre and another of which shall be within the thirty (30) days following the Annual Meeting.

(2) Subject to Article 10.04(1) and (3), meetings of Council shall be called by the President.

(3) Upon receipt of a written petition signed by at least such number of Members as constitutes a quorum of the Council under Article 10.01

(2)(a), the President shall call a meeting of Council to consider that

business specified in the petition. If the President (or his or her designate) fails, within seven (7) days of said petition, to call a meeting of Council, then any member of Council who has signed said petition may call a meeting of Council. The presiding officer at the meeting shall be as prescribed under Article 10.04(5). Notice of any such meeting of Council shall be as prescribed under Article 10.04(4). The notice shall also state

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the names of the petitioning members, the date, time, and location of the meeting, and business specified in the petition.

(4) Notice of Council meetings shall be given to all members of Council at least seven (7) days before the meeting by the President or those members of Council who have petitioned a meeting of Council.

(5) The President, or in his or her absence, the First Vice-President, or in his or her absence, the Second Vice-President, or in his or her absence, a member of Council previously designated by the President, shall preside at the meeting. If the President fails to designate a person, then Council at the meeting may elect one of its members to preside at the meeting. The presiding member at the meeting may at any time appoint another member of Council to preside over the meeting for such a period as he or she may specify.

(6) In the absence of the Secretary, the person presiding shall appoint a member of Council to record the Minutes of the meeting.

ARTICLE 11 FISCAL YEAR AND FINANCIAL STATEMENTS

11.01 FISCAL YEAR

The fiscal year of the Centre commences on 1 October and ends on 30 September the following year.

11.02 AUDITOR/FINANCIAL RECORDS SCRUTINEERS

(1) At every Annual Meeting the Centre shall elect two (2) financial records scrutineers to hold office until the end of the next annual meeting. The scrutineers 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. These scrutineers shall be Voting Members in Good Standing and shall not be members of Council.

(2) In the event that a scrutineer is unable to carry out his or her duties, an interim scrutineer to complete the term of office may be appointed by Ordinary Resolution of Council.

(3) Should Provincial [or other] legislation require, a registered auditor shall be appointed by Ordinary Resolution of Council.

11.03 REVIEW OF FINANCIAL AND OTHER RECORDS

(1) The books, accounts, and records of the Secretary and Treasurer of the Calgary Centre By-Law

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Centre shall be examined, at least once each year, by the scrutineers and auditors specified in Article 11.02. The financial statements shall include statements of revenues and expenses, assets, liabilities, and such other statements as are required in accordance with generally accepted accounting principles or by the Council.

(2) The Treasurer shall prepare the annual financial statements with the assistance of the scrutineers and auditors, shall present them to the Finance Committee and then to the Council for approval at a meeting prior to the next annual meeting of the Centre, and shall present the approved annual financial statements to the Annual Meeting of the Centre as prescribed in Article 10.02(2)(c).

(3) The books and records of the Centre may be inspected by any Member of the Centre at the Annual Meeting, or at any other time convenient to both the Member and the Secretary or Treasurer, as the case may be.

ARTICLE 12 FINANCES

12.01 CENTRE FUNDS

The funds of the Centre shall be retained in insured deposits unless otherwise authorized by a Special Resolution of Council.

12.02 CLASSES OF EXPENDITURES

(1) There shall be three (3) classes of expenditures for Centre funds under Article 12.01; Classes I, II, and III.

(2) The dollar limit for Class II Expenditures shall be set by Special Resolution of Council ratified by Extraordinary Resolution of the Centre. The dollar limit for Class I expenditures, which shall not exceed twenty percent (20%) of the dollar limit of Class II Expenditures, shall be set by Special Resolution of Council. Any expenditure which exceeds the dollar limit of Class II expenditures shall be deemed to be a Class III expenditure.

(3) Class I Expenditures shall be administered as follows:

(a) Any member who proposes to expend funds on behalf of the Centre may apply, prior to making the expenditure, for authorization to do so to either to Council, which may authorize the expenditure by Ordinary Resolution of Council, or to the membership, which may authorize the expenditure by Ordinary Resolution of the Centre.

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(b) Any Member who expends funds on behalf of the Centre without prior authorization of Council or of the Centre membership incurs an Unauthorized Expenditure and may apply, at a Council Meeting, for reimbursement up to the limit specified in Article 12.02(2).

(c) Council may approve, defer, or refuse reimbursement for the entire

amount of an Unauthorized Expenditure, or any portion thereof.

(4) Class II Expenditures shall be administered as follows: Council may authorize an expenditure not exceeding the dollar limit under Article 12.02(2) for Class II Expenditures.

(5) Class III Expenditures shall be administered as follows: any Class III expenditure under Article 12.02(2) must be approved by Special Resolution of Council ratified by Extraordinary Resolution of the Centre.

12.03 BORROWING POWERS

The Centre may borrow money by Special Resolution of Council, ratified by Extraordinary Resolution of the Centre.

12.04 REMUNERATION OF MEMBERS OR OFFICERS

No officer or Member of the Centre shall receive remuneration for his or her services as an officer or Member of the Centre.

ARTICLE 13 SIGNING AUTHORITY

13.01 Subject to Article 12.02, contracts, documents, or any instruments in writing requiring the signature of the Centre shall be signed by any two (2) of the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer, and all contracts, documents, and instruments so signed shall be binding upon the Centre without further authorization or formality.

Council shall have the power to appoint an officer or officers on behalf of the Centre to sign contracts, documents, and instruments in writing, generally, or to sign specific contracts, documents, and instruments in writing.

ARTICLE 14 INSURANCE

14.01 The Centre shall at all times maintain adequate insurance in such amount as may be determined by Council, including liability coverage, on all Centre assets.

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ARTICLE 15 DISSOLUTION OF THE CENTRE

15.01 The Centre may undertake to dissolve itself, by unanimous vote of all members of Council referred to in Article 7.01(1), ratified by a Resolution passed by more than two-thirds (2/3) vote of all Voting Members of the Centre. Written notice of a proposal to dissolve the Centre must be sent to every Voting Member, at the Member's address as it appears in the records of the Centre, at least thirty (30) days prior to the meeting at which the vote is to be held.

15.02 The dissolution of the Centre shall not be deemed complete until all its debts, obligations, and claims arising from the conduct of its affairs have been discharged, its tangible assets disposed of, and any environmental easements as defined under the Environmental Protection and Enhancement Act (Alberta) have been transferred to another qualified organization.

15.03 The Council shall propose a plan for compliance with Article 15.02, to be approved by Special Resolution of the Centre, within sixty (60) days of the vote

of the Centre approving the dissolution of the Centre under Article 15.01.

ARTICLE 16 CESSATION OF ASSOCIATION WITH THE SOCIETY

16.01 The Centre may undertake to sever its association with the Society, by unanimous vote of all members of Council referred to in Article 7.01(1), ratified by a Resolution passed by more than two-thirds (2/3) vote of all Voting Members of the Centre. Written notice of a proposal to sever association of the Centre with the Society must be sent to every Voting Member, at the Member's address as it appears in the records of the Centre, at least thirty (30) days prior to the meeting at which the vote is to be held.

16.02 In the event that the Centre shall cease to be associated with the Society, either under Article 16.01 or otherwise,

(1) subject to Article 15, it will continue to operate as an astronomy club, retaining all responsibility for its debts, obligations, and claims arising from the conduct of its affairs, and retaining its assets, and

(2) such portions of this By-Law that impose requirements or responsibilities of the Centre to the Society shall be invalid and of no force and effect.

ARTICLE 17 CONFORMITY TO BY-LAWS

17.01 CONFORMITY TO BY-LAWS

Subject to Article 17.02, no action taken contrary to the By-Laws of the Centre is Calgary Centre By-Law

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valid.

17.02 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 shall not invalidate any business transacted at such meeting.

17.03 BINDING OF RESOLUTIONS

Every Resolution adopted is binding upon the Centre and Council, except to the extent that it is inconsistent with the By-laws of the Centre or of the Society.

ARTICLE 18 AMENDMENT AND ENACTMENT OF CENTRE BYLAWS

18.01 Subject to Article 5.03, these By-laws may be repealed or amended, supplementary Letters Patent may be enacted, and other By-laws of the Centre may be enacted, repealed or amended, by Special Resolution of Council ratified by Extraordinary Resolution of the Centre and approved by National Council. No such action is effective until approved in accordance with provincial and other applicable legislation, if any.