

**ROYAL ASTRONOMICAL SOCIETY OF CANADA,
HALIFAX CENTRE**

(Incorporated under the Nova Scotia Societies Act
on 28 April 1995 — registry number 2442751)

BY-LAW # 1

**(Initial Approval: 16 March 1991)
(Amended: 17 November 1995)**

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) "attached member" means a member of the Society who is a member of the Centre under Article 3.04(1), of the By-law #1 of the Royal Astronomical Society of Canada,
- (b) "Centre" means The Royal Astronomical Society of Canada, Halifax Centre,
- (c) "Constitution" means the Letters Patent and all of the by-laws of the Society,
- (d) "Council" means the administering body of the Centre referred to in Article 7.01,
- (e) "member" means a member of the Centre under Article 6,
- (f) "National By-laws" means all of the by-laws of the Society,
- (g) "National Council" means the Council of the Society established under the National By-laws,
- (h) "ordinary resolution of the Centre" means a resolution passed by a majority of those voting members of the Centre present and voting at a meeting of the Centre,
- (i) "ordinary resolution of the Council" means a resolution passed by a majority of those voting members of the Council present and voting at a meeting of the Council,
- (j) "Society" means The Royal Astronomical Society of Canada - La Société Royale d'Astronomie du Canada,
- (k) "special resolution of the Centre" means a resolution passed by two-thirds of those voting members of the Centre present and voting at a meeting of the Centre,
- (l) "special resolution of the Council" means a resolution passed by two-thirds of those voting members of the Council present and voting at a meeting of the Council,

- (m) "unattached member" means a member of the Society who is not a member of a Centre, and
- (n) "voting member" means an ordinary, youth, senior or life member of the Centre in good standing.

ARTICLE 2 - NAME OF CENTRE

2.01 The name of the Centre shall be "The Royal Astronomical Society of Canada, Halifax Centre" (or "La Société Royale d'Astronomie du Canada, Centre d'Halifax").

ARTICLE 3 - SEAL

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

ARTICLE 4 - OBJECTIVES

4.01 The objectives of the Centre are:

- (1) to stimulate interest and to promote and increase knowledge in astronomy and related sciences,
- (2) to work in conjunction with the Society and other Centres of the Society to further the progress of astronomy in Canada,
- (3) to acquire and maintain equipment, libraries, astronomical observatory and other property necessary for the pursuit of its objectives,
- (4) to publish newsletters, books and other material containing information on the progress of astronomy and the work of the Society and the Centre,
- (5) to receive and administer gifts, donations and bequests from members of the Centre and others, and
- (6) to make contributions and render assistance to individuals, groups and institutions engaged in the study and advancement of astronomy.

ARTICLE 5 - RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY

5.01 ASSOCIATION OF CENTRE AND SOCIETY

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

5.02 CONSTITUTION OF THE SOCIETY

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

- (2) The by-laws of the Centre shall not conflict with the Constitution of the Society, and any Centre by-law that does conflict is inoperative to the extent of the conflict.
- (3) Where a resolution or action of the Centre conflicts with a resolution or action of the Society, the resolution or action of the Society shall prevail and the resolution or action of the Centre is inoperative to the extent of the conflict.

5.03 CENTRE DEBTS

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

ARTICLE 6 - MEMBERSHIP

6.01 ELIGIBILITY

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

6.02 CLASSES OF MEMBERS

- (1) There shall be five classes of membership in the Centre: ordinary, youth, senior, life, and associate. Every member of the Centre shall be elected to membership under Article 6.03.
- (2) An ordinary member of the Centre is a member of the Centre who has paid the ordinary membership fee under Article 6.06 (1).
- (3) A youth member of the Centre is a member of the Centre who has paid the youth membership fee under Article 6.06 (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.
- (4) A senior member of the Centre is a member of the Centre who is at least sixty-five years of age, who has specifically applied for this class of membership, and who has paid a fee equal to the youth membership fee. Eligibility for senior membership commences at the beginning of the membership year following the person's sixty-fifth birthday.
- (5) A life member of the Centre is a person who has been elected to membership in the Centre, whether directly as a life member or previously as an ordinary, youth, or senior member, and has paid the life membership fee under Article 6.06(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 the Centre. A life member shall not pay any annual membership fee other than any applicable surcharge established under Articles 6.06(6), and 6.08.

- (6) An associate member of the Centre is a family member of an ordinary, youth, senior or life member of the Centre, or an ordinary, youth, senior or life member of another Centre who has been elected to associate membership in the Centre by special resolution of the Centre Council, who has paid the associate membership fee referred to in Article 6.06 (2).

6.03 ELECTION OF MEMBERS

Subject to Article 3.11 of the National By-law #1, a person becomes a member of the Centre by submitting an application and the appropriate fee as provided for in Article 6.06 (1).

6.04 RELATIONSHIP OF CENTRE MEMBERS AND THE SOCIETY

Every ordinary, youth, senior, and life member of the Centre is also a member of the Society. A person who for any reason ceases to be a member of the Society thereupon ceases to be a member of the Centre. An associate member of the Centre is not a member of the Society, except through membership in another Centre.

6.05 MEMBERSHIP YEAR

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

6.06 MEMBERSHIP FEES AND SURCHARGES

- (1) The annual membership fees for ordinary, youth and senior members and the life membership fee shall be as determined from time to time by ordinary resolution of the Society, and may include an additional "basic surcharge" as specified in Article 6.06 (6) and 6.07(2).
- (2) The annual membership fee for associate members shall be determined from time to time by ordinary resolution of the Council.
- (3) A person who applies for membership and whose annual membership fee is received at the national Office of the Society on or before 31 July shall have the fee applied to that membership year, in which case his or her membership and the entitlement to exercise the rights of membership shall commence immediately. A person who applies for membership and whose annual membership fee is received at the National Office after 31 July shall have the fee applied to the following membership year, in which case his or her membership and the entitlement to exercise the rights of membership shall commence on 1 October next.
- (4) Renewal fees for existing members are due and payable between 1 October and 31 December in respect of the membership year commencing 1 October, in default of which a member ceases to be a member as of 1 January following.

- (5) Annual membership fees, associate membership fees if any, Centre surcharges if any, and life membership fees for members attached to a Centre, shall be paid to the Treasurer of the Centre.
- (6) The Centre or the Council of the Centre may by special resolution establish one or more surcharges applicable to the members of the Centre or to any class thereof, in respect of any Centre right or service.

If the Centre imposes any surcharge upon its members before allowing them to exercise the rights specified in Article 6.07 (1), 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, included 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.

6.07 ENTITLEMENT OF MEMBERS TO CENTRE RIGHTS AND SERVICES

- (1) Every voting member is entitled to exercise the following rights:
 - (a) to attend and to vote at all Centre meetings;
 - (b) to attend all meetings of the Council, unless, in exceptional circumstances, the Council declares, by special resolution, a meeting or a part of a meeting to be closed to the membership;
 - (c) where permitted by applicable legislation, to stand for election as an officer or councillor of the Centre; and
 - (d) where he or she is twenty-one years of age or more, to stand for election as a National Council Representative under Article 8.02.
- (2) 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 6.06(4), before a member is entitled to the Centre rights specified in Article 6.07(1).
- (3) Associate members of the Centre shall be entitled to exercise such rights as are determined from time to time by ordinary resolution of the Centre or the Council.

6.08 DURATION OF ENTITLEMENT TO CENTRE RIGHTS AND SERVICES

Subject to Article 6.07 (2), a member who is entitled to the specified Centre rights under Article 6.07 (1) for a membership year is so entitled until and including 31 December following 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 6.07 (1) 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 6.07 (1) upon payment of this annual basic surcharge.

6.09 TRANSFER OF MEMBERSHIP

A member of another Centre may transfer his or her membership and become attached to the Centre, and an unattached member may become a member of and attached to the centre, upon application. Such transfer or attachment is effective from the beginning of the membership year following that in which the transfer or attachment is so accepted.

6.10 TERMINATION OF AND EXPULSION FROM MEMBERSHIP

A member's membership can be terminated as provided by Article 6.06(4) and/or by the National By-law #1, Article 3.11.

ARTICLE 7 - COUNCIL

7.01 DUTIES AND COMPOSITION

- (1) The property and business of the Centre shall be administered by the Council, the members of which shall, subject to Article 7.02(3), be the elected officers of the Centre referred to in Article 8.01 and any number of councillors the number of whom shall be determined by an ordinary resolution of Council.
- (2) The Council may from time to time
 - (a) borrow money upon the credit of the Centre in such amounts and upon such terms as may be deemed necessary,
 - (b) issue bonds, debentures, debenture stock or other securities of the Centre for its lawful purposes, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Council may determine,
 - (c) hypothecate, mortgage, charge or pledge all or any of the real or personal, movable or immovable, property, undertaking the rights of the Centre to secure any such bonds, debentures, debenture stock or other securities or any money borrowed or any other liability of the Centre,
 - (d) delegate to such one or more of the officers and members of the Council as may be designated by the Council all or any of the powers conferred by clauses (a) through (c) to such extent and in such manner as the Council shall determine at the time of each such delegation, and
 - (e) give indemnities to any member of the Council or other person who has undertaken or is about to undertake any liability on behalf of the Centre, and to secure such member of Council or other person against loss by giving to him or her a mortgage or charge upon the whole or any part of the real or personal property of the Centre.

7.02 MEETINGS OF CENTRE COUNCIL

- (1) The Council shall meet as often as the business of the Centre shall require, but at least three times in each membership year.

- (2) Subject to Article 7.02(1) and (4), meetings of the Council shall be called by the President and shall be held at such place as is designated by the President.
- (3) Every meeting of the Council shall be presided over by the President, in his or her absence by the 1st Vice-President, in his or her absence by the 2nd Vice-President, and in the absence of all 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.
- (4) Upon requisition in writing signed by at least four voting members of the Council, the President shall call a meeting of the Council 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 Council to be held within thirty days of such requisition, then any voting member of the Council who has signed such requisition may call a meeting of the Council.
- (5) 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.
- (6) No business shall be conducted at any point at a meeting of the Council at which a quorum, which shall be five members of the Council, is not present.
- (7) Unless otherwise specified in the by-laws of the Centre, the Council shall act by ordinary resolution, and the conduct of Council meetings shall be governed by Robert's Rules of Order.

ARTICLE 8 - OFFICERS

8.01 ELECTED OFFICERS

The President, the 1st Vice-President, the 2nd Vice-President, the Secretary, the Treasurer, the Editor, the Librarian and the Observing Chairperson shall be elected in accordance with Article 8.05. The Council may from time to time establish other offices, the holders of which shall be elected in accordance with Articles 8.04 and 8.05.

8.02 NATIONAL COUNCIL REPRESENTATIVE(S)

The National Council Representative(s) shall be elected in accordance with Articles 8.04 and 8.05.

8.03 ELIGIBILITY FOR OFFICE

- (1) Every member has the right to stand for election or appointment as an officer or councillor. A member must be not less than twenty-one years of age to stand for election as National Council Representative of the Centre.
- (2) No person who is an elected officer of the Society may simultaneously be the President, Secretary, Treasurer, or a National Council Representative of the Centre.

8.04 NOMINATION OF ELECTED OFFICERS AND COUNCILLORS

- (1) A 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 prior to the annual meeting
- (2) The Nominating Committee shall call for nominations before 1 October of each year.

8.05 ELECTION OF OFFICERS

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 vote shall be by ballot mailed out to each member not less than thirty days prior to the Annual meeting (as per Article 10.01). The candidate receiving the greatest number of votes shall be declared elected.

8.06 TERMS OF OFFICE

- (1) The terms of office of elected officers and councillors under Article 8.01 and the term of office of a national Council Representative shall be one year. No person may hold the office of President or 1st Vice-President for more than two consecutive terms.
- (2) No person may hold the office of Secretary, Treasurer or National Council Representative for more than five consecutive terms, but such person may be re-elected after a lapse of one year. (*amended November 1995*)
- (3) The term of office of every elected officer shall commence on the 1 January and expire on 31 December.

8.07 DUTIES OF THE PRESIDENT

- (1) The President shall
 - (a) preside at all meetings of the Centre and the Council as provided by Articles 10.04 and 7.02(3),
 - (b) represent and speak for the Centre when appropriate, and
 - (c) have such other duties as may be prescribed by the Council.
- (2) The President is a member of all committees of the Council, as prescribed in Article 9.02

8.08 DUTIES OF THE 1st VICE-PRESIDENT

The 1st Vice-President shall assist the President in the discharge of his or her duties, shall preside at meetings of the Council and of the Centre in the circumstances prescribed in Articles 7.02(3) and 10.04, and shall have such other duties as may be prescribed by the Council.

8.09 DUTIES OF THE 2nd VICE-PRESIDENT

The 2nd Vice-President shall assist the President in the discharge of his or her duties, shall preside at meetings of the Council and of the Centre in the circumstances prescribed in Articles 7.02(3) and 10.04, and shall have such other duties as may be prescribed by the Council.

8.10 DUTIES OF THE SECRETARY

The Secretary shall

- (1) at the annual meeting of the Centre, submit for adoption at the meeting a report on the number of members in each class of membership at the end of the previous membership year,
- (2) submit to the Secretary of the Society by 15 January in each membership year: the report mentioned in clause (1); a list of 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.
- (3) conduct the correspondence of the Centre and report thereon to Council,
- (4) have custody of the seal and the current minutes and documents of the Centre,
- (5) discharge the duty prescribed in Article 10.01(2),
- (6) be responsible for the preparation and submission of accurate minutes of all meetings of the Council,
- (7) send to all members of the Council the minutes of all Council meetings referred to in clause (6), and
- (8) have such other duties as may be prescribed by the Council.

8.11 DUTIES OF THE TREASURER

The Treasurer shall:

- (1) with the assistance of the auditor, prepare the annual financial statement of the Centre as specified by Article 11.03, 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 statement for adoption by the annual meeting of the Centre as prescribed in Article 10.01(3)(a),
- (2) submit the financial statement referred to in clause (1) to the treasurer of the Society by 15 January in each membership year,
- (3) on or before 15 January, 15 April, 15 July and 15 October in each year, remit to the Treasurer of the Society the life membership fees and sixty percent of annual Society membership fees for all ordinary, youth and senior members attached to the Centre and received by the Centre during the three months ended on the last day of the previous month, together with a report, in such form as may be prescribed by the National Council

from time to time, listing the names of members who paid membership fees during that period, the amounts so paid, and such other information as may be prescribed by the National Council from time to time,

- (4) prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements, assets and liabilities,
- (5) receive and supervise the deposit of receipts,
- (6) supervise the disbursement of Centre funds,
- (7) supervise the safekeeping of the Centre's securities and other monetary assets,
- (8) prepare and present to each meeting of the Council a statement of the Centre's revenues and expenses for such previous quarters of the fiscal year as have ended since the presentation to the Council of the previous quarterly statement hereunder,
- (9) in general conduct the financial business of the Centre in accordance with the direction of the Council, and
- (10) have such other duties as may be prescribed by the Council.

8.12 DUTIES OF THE EDITOR

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

8.13 DUTIES OF THE LIBRARIAN

The Librarian shall:

- (1) be responsible for the safekeeping of the books, publications, audio-visual materials, computer software, archives and other library materials of the Centre,
- (2) operate the Centre's library, including the acquisition of new books and other library materials, the lending of library materials, the maintenance of a current catalogue of all library materials, and the exchange with other organizations of library materials, and
- (3) have such other duties as may be prescribed by the Council.

8.14 DUTIES OF THE OBSERVING CHAIRPERSON

The Observing Chairperson shall

- (1) have custody of and be responsible for the safekeeping, maintenance and operation of the Centre's telescopes, observing equipment, observatory, including the observatory property, building and premises, and other equipment of the Centre associated or used in connection therewith,
- (2) establish and carry into effect a program for the use of the Centre's telescopes, observing equipment and observatory by Centre members,
- (3) maintain an inventory of the Centre's equipment for the purpose of loans and insurance
- (4) recommend to the Council, from time to time where appropriate, the acquisition or disposal of observatory equipment, and
- (5) have such other duties as may be prescribed by the Council.

8.15 DUTIES OF OTHER OFFICERS

Other officers elected or appointed under Article 8.01 shall have such duties as may be prescribed by the Council.

8.16 REMOVAL FROM OFFICE

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

8.17 VACANCY OF AN OFFICE

If an elected or appointed office or Council or National Council Representative position becomes vacant by reason of death, resignation, disqualification or removal under Article 8.16, then another eligible member of the Centre may be elected by special resolution of the Council to fill such vacancy for the remainder of the term of office. In the event that a position must be filled prior to the next regularly scheduled meeting of the Council, the President may do so on behalf of the Council.

ARTICLE 9 - COMMITTEES

9.01 SPECIAL COMMITTEES

- (1) The Council may establish from time to time any special committee for such purposes and for such term, not exceeding two years, as the Council shall prescribe. Such term is renewable by Council any number of times.
- (2) Each special committee shall be comprised of a chairperson appointed by the Council, together with such other members as are appointed by the Council, or if the Council does not appoint other members or appoints some but not all of the other members, then by the chairperson of the committee in such additional number as shall be specified by the Council.

9.02 COMMITTEE MEMBERSHIP OF THE PRESIDENT

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

9.03 REPORTS TO CENTRE COUNCIL

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

9.04 QUORUM

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.

9.05 VACANCY ON A COMMITTEE

If a vacancy on a committee occurs by reason of death, resignation or disqualification, then another eligible member of the Council or the Centre, as the case may be, may be appointed by an ordinary resolution of the Council to fill such vacancy for the remainder of the term of office.

9.06 REMOVAL FROM OFFICE

The chairperson and any member of any committee, except the president, may be removed from that office by ordinary resolution of the Council. Any such person whom it is proposed to remove from office is entitled to receive notice of the meeting at which such removal shall be proposed and of the intention to propose such removal, and to make representation on his or her behalf at the meeting of the Council at which the vote is held.

ARTICLE 10 - MEETINGS OF THE CENTRE

10.01 ANNUAL MEETING

- (1) The annual meeting of the members of the Centre shall be held between 1 October and 31 December in each membership year at such place as shall be designated by the Council.
- (2) At least ten days before the date of the annual meeting, the secretary shall notify each voting member of the Centre
 - (a) specifying the time and place of the annual meeting, and
 - (b) any proposed By-law or amendment to the Constitution of the Centre adopted by special resolution of the Council under Article 15.01.
- (3) The order of procedure at the annual meeting shall be as follows:
 - (a) consideration and approval of the reports of the Council, the officers of the Centre, and the committees of the Council, and presentation and adoption of the financial statements;
 - (b) consideration of any matter proposed to be adopted by special resolution of the Centre;
 - (c) election of officers, councillors and the National Representative(s) of the Centre;
 - (d) election of the auditor(s) of the Centre as prescribed in Article 11.02; and
 - (e) other business.

10.02 REGULAR MEETINGS

The President shall call regular meetings of 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.

10.03 MEETINGS ON REQUISITION

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

10.04 PRESIDING MEMBER

- (1) The annual meeting of the Centre shall be presided over by the President, in his or her absence by the 1st Vice-President, in his or her absence by the 2nd Vice-President, and in the absence of all of them by a member of the Council elected at the meeting. The presiding member may vote at a meeting only to cast a deciding vote in the event of a tied vote.
- (2) Every other meeting of the Centre shall be presided over by the President or by his or her designate.

10.05 QUORUM

No business shall be conducted at any point at the annual meeting of the Centre, and no vote shall be taken at any point at any meeting of the Centre at which a quorum, which shall be fifteen voting members of the Centre, is not personally present or represented by proxy.

10.06 CONDUCTING OF BUSINESS

Unless otherwise prescribed in the By-laws, by applicable legislation, or by the National By-laws, the Centre shall act by ordinary resolution, and the conduct of Centre meetings shall be governed by Robert's Rules of Order.

10.07 PROXIES

A voting member of the Centre may be represented at an annual, regular, or special meeting by any other voting member whom he or she has appointed in writing as his or her proxy.

ARTICLE 11 - FINANCES

11.01 FISCAL YEAR

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

11.02 AUDITOR

At every annual meeting the Centre shall elect an auditor to hold office until the end of the next annual meeting. The auditor shall conduct an audit of the Centre's financial records and shall express an opinion on the annual financial statements to the members of the Centre. The auditor shall not be a member of the Council.

11.03 ANNUAL FINANCIAL STATEMENTS

The Centre's annual financial statements shall consist of a balance sheet, a statement of revenues and expenses, and such other statements as are required in accordance with generally accepted accounting principles, by the Council, or by the National Council.

ARTICLE 12 - SIGNING AUTHORITY

12.01 SIGNING AUTHORITY

- (1) Contracts, or any instruments in writing requiring the signature of the Centre, shall be signed by any two of the President, the 1st Vice-President, the Secretary and the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Centre without further authorization or formality. The Council shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Centre either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Centre when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.
- (2) Every officer who and every committee that has responsibility for the expenditure of an amount allocated under the budget may expend such amount and thereupon bind the Centre to that extent without further authorization.

ARTICLE 13 - REMUNERATION AND EXPENSES

13.01 No member of the Council or of a committee shall receive any remuneration from the Centre for his or her services, but each member shall be entitled to be reimbursed for all

expenditures authorized by Council and made by him or her on behalf of the Centre or in connection of the Centre's business.

ARTICLE 14 - CONFORMITY TO BY-LAWS

14.01 CONFORMITY TO BY-LAWS

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

14.02 FAILURE TO RECEIVE NOTICE

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

ARTICLE 15 - REPEAL AND AMENDMENT

15.01 AMENDMENT AND ENACTMENT OF CONSTITUTION

The By-laws of the Centre may be repealed or amended, supplementary Letters Patent may be enacted and other by-laws of the Centre may be enacted, by special resolution of the Centre. No such action is effective until approved by the National Council, as prescribed by the National By-laws, and until approved in accordance with applicable legislation, if any.

15.02 REPEAL OF PREVIOUS BY-LAWS

All previous by-laws of the Centre are repealed as of the coming into force of this By-law. Such repeal shall not effect 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 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.

— *End of By-Law # 1* —