

BY -LAW NUMBER ONE

OF

THE ROYAL ASTRONOMICAL SOCIETY OF CANADA, NIAGARA CENTRE

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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" means The Royal Astronomical Society of Canada - La Societe Royale d' Astronomic du Canada,
- (b) "Centre" means The Royal Astronomical Society of Canada, Niagara Centre,
- (c) "Constitution" means the Letters Patent and all of the by-laws of the Society,
- (d) "Constitution of the Centre" means the Letters Patent and all of the by-laws of the Centre,
- (e) "National By-laws" means all of the by-laws of the Society,
- (f) "National Council" means the Council of the Society as established under the National by-laws,
- (g) "Board" or "Board of Directors" means the administering body of the Centre referred to in Article 7.01,
- (h) "member" means a member of the Society under Article 6,
- (i) "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,
- (j) "ordinary resolution of the Board" means a resolution passed by a majority of those members of the Board of Directors present and voting at a meeting of the Board,
- (k) "special resolution of the Centre" means a resolution passed by two-thirds of those voting members present and voting at a meeting of the Centre, and
- (l) "special resolution of the Board" means a resolution passed by two-thirds of those members of the Board of Directors present and voting at a meeting of the Board.

ARTICLE 2 NAME OF CENTRE

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

ARTICLE 3 HEAD OFFICE AND SEAL

3.01 The head office of the Corporation shall be in the Regional Municipality of Niagara, in the Province of Ontario.

3.02 The corporate seal of the Centre shall be such as the Board may by an ordinary resolution from time to time approve

ARTICLE 4 OBJECTIVES

4.01 The objectives of the Centre are

- (a) to stimulate interest and to promote and increase knowledge in astronomy and related sciences
- (b) to work in conjunction with the Society and other Centres of the Society to further the progress of astronomy in Canada,
- (c) to acquire and maintain equipment, libraries, an astronomical observatory and other property necessary for the pursuit of its objectives,
- (d) to publish journals, books and other material containing information on the progress of astronomy and the work of the Society and the Centre,
- (e) to receive and administer gifts, donations and bequests from members of the Society and others, and
- (f) to make contributions and render assistance to individuals and institutions engaged in the study and advancement of astronomy

ARTICLE 5 RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY

5.01 Association of Centre and Society

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

5.02 Constitution of the Society

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

5.03 Centre Debts

The Society shall be responsible for its own debts, obligations and claims and shall not incur any debt, obligation or claim on behalf of the Centre or be liable for any debt, obligation or claim incurred by 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, 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: honorary, ordinary, youth, life and associate. Every member of the Centre shall be elected to membership under Article 6.03.
- (2) An honorary member may be elected at any time and from time to time by a majority of all the members. An honorary member shall have all Centre privileges and receive all Centre services to which an ordinary member is entitled, but shall have no voting privileges and pay no fees.
- (3) An ordinary member of the Centre is a member of the Centre who has paid the ordinary membership fee under Article 6.06(1).
- (4) 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.
- (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 or youth has paid the life membership fee under Article 6.06(1), and has been accepted by National Council; or a member of the Centre upon whom the National Council has conferred life membership in recognition of specified meritorious service to the Centre. A life member shall not pay any annual fee other than any applicable surcharge established under Article 6.07.
- (6) An associate member of the Centre is a family member of an ordinary, youth, or life member of another Centre who has been elected to associate membership of the Centre by special resolution of the Centre's Board of Directors, and who has paid the associate membership fee referred to in Article 6.06(2).

6.03 Election of Members

- (1) A person who has submitted an application and the fee under Article 6.06(1) may be elected as a member of the Centre by a special resolution of the Board of Directors.

- (2) Any person whose nomination for membership is defeated shall be entitled to immediate repayment of the fee submitted with her or his application.

6.04 Relationship of Centre Members and the Society

Every ordinary, youth, and life member of the Centre is also a member of the Society. 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 and youth members shall be as determined from time to time by ordinary resolution of the Society.
- (2) The annual membership fee for associate members shall be determined from time to time by ordinary resolution of the Centre.
- (3) A person who applies for membership and pays the applicable fee before 31 July shall normally have rights of membership shall commence immediately upon election. A person who applies for membership and pays the applicable fee after 31 July shall have the fee applied to the following membership year, in which case her or his 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) Subject to Article 6.07(1), the Centre or the Board of Directors may by special resolution establish one or more surcharges applicable to the members of the Centre or to any class thereof, in respect to any right or service.

6.07 Centre Surcharges and Entitlement of Members to Centre Rights and Services

- (1) Subject to Article 6.07(2), the Centre or the Board of Directors may by special resolution establish one or more surcharges applicable to the members of the Centre or to any class thereof, in respect of any Centre right or service.

(2) Subject to Article 6.07(3), every voting member is entitled to exercise the following rights:

(a) to attend and to vote at all Centre meetings;

(b) to attend all meetings of the Board of Directors, unless, in exceptional circumstances, the Board declares, by special resolution, a meeting or a part of a meeting to be closed to the membership;

(c) where the member is twenty-one years of age or more, to stand for election as an officer or Director of the Centre, or as a National Council Representative under Article 8.03.

If the Centre imposes any surcharges 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 facilities for meetings of the Centre and the Board of Directors.

(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 6.06(4), before a member is entitled to the Centre rights specified in Article 6.07(1).

(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 or the Board of Directors

6.08 Duration of Entitlement to Centre Rights and Services

Subject to Article 6.07(3), a member who is entitled to the specified Centre rights under Article 6.07(2) 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(2) as long as she or he remains attached to the Centre. If the Centre has a basic surcharge, a life member attached to the Centre is entitled to the Centre rights under Article 6.07(2) upon payment of this annual basic surcharge.

6.09 Transfer of Membership

A member of another Centre may transfer her or his membership and become attached to the centre, and an unattached member may become a member of and attached to the Centre, upon application to and acceptance by special resolution of the Board. 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

(1) A member's membership can be terminated as provided by Article 6.06(4) and by the National by-laws.

- (2) A member may terminate her or his membership in the Society by sending a notice in writing to that effect to the National Office of the Society and to the Secretary of the Centre, if any, to which she or he is attached. The notice shall take effect on the later of the date of receipt of the notice at the National Office and the date, if any, specified in the notice.
- (3) Any member of the Centre whose continued membership in the Centre is not in the best interests of the Centre may be expelled from membership in the Centre by special resolution of the Board and of the Centre. A member whose expulsion is proposed has the right to make representations at the meetings at which the votes are held.
- (4) Upon expulsion from membership in the Centre, a member shall be considered an unattached member of the Society.
- (5) Immediately upon a member being expelled from membership in the Centre, the Secretary of the Centre shall notify the Secretary of the Society of the expulsion and the grounds therefore.

ARTICLE 7 BOARD OF DIRECTORS

7.01 Duties and Composition

- (1) The property and business of the Centre shall be administered by the Board, the members of which shall, subject to Article 9.06(2), be the elected officers of the Centre referred to in Article 8.01, and four Directors.
- (2) The Board may from time to time
 - (a) borrow money upon the credit of the Centre in such amounts and 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 Board may determine,
 - (c) hypothecate, mortgage, charge or pledge all or any of the real, 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 Board as may be designated by the Board, all or any of the powers conferred by clauses (a) through (c) to such extent and in such manner as the Board shall determine at the time of such delegation, and
 - (e) give indemnities to any member of the Board or other person who has undertaken or is about to undertake any liability on behalf of the Centre, and to secure such member of the Board or other person against loss by giving to her or him a mortgage or charge upon the whole or any part of the real or personal property of the Centre.

7.02 Meetings of the Board of Directors

- (1) The Board of Directors shall meet as often as the business of the Centre shall require, but at least four times in each membership year.
- (2) Subject to Article 7.02(5), meetings of the Board shall be called by the President and shall be held at such place as is designated by the President.
- (3) To ensure a quorum, meetings of the Board may be called by the President or by the Secretary on behalf of the President, by telephone, provided that all directors are called and unanimous consent obtained to hold the meeting at the time and place specified; the Secretary shall enter this consent in the minutes of the meeting as part of the business transacted.
- (4) Every meeting of the Board shall be presided over by the President, in her or his absence by the Vice-President, and in the absence of both of them by another member of the Board elected at the meeting. The presiding member may vote at a meeting only to cast a deciding vote in case of a tied vote
- (5) Upon requisition in writing signed by at least five voting members of the Board, the President shall call a meeting of the Board 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 Board to be held within sixty days of such requisition, then any voting member of the Board who has signed such requisition may call a meeting of the Board.
- (6) At least thirty days before the date of such meeting by requisition the Secretary shall send to every member of the Board 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 thirty days before the date of the meeting.
- (7) At any meeting by requisition of the Board, only such business as specified in the' requisition shall be conducted.
- (8) No business shall be conducted at any point at a meeting of the Board at which a quorum, which shall be four members of the Board, is not present.
- (9) Unless otherwise specified in the by-laws of the Centre, the Board shall act by ordinary resolution, and the conduct of Board meetings shall be governed by Robert's Rules of Order.

ARTICLE 8 OFFICERS

8.01 Elected Officers

The President, the Vice-President, the Secretary and the Treasurer shall be elected in accordance with Article

8.02 Appointed Officers

The Editor, the Librarian, the Observatory Director, the Public Relations Director and the Observers' Group Director shall be appointed in accordance with Article 8.07. The Board of Directors may from time to time establish other offices, the holders of which shall be appointed in accordance with Article 8.07.

8.03 National Council Representative(s)

The National Council Representative(s) shall be elected in accordance with Article 8.06.

8.04 Eligibility for Office

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

8.05 Nomination of Elected Officers and Members of the Board of Directors

- (1) The Nominating Committee shall prepare a list of one or more candidates for each elected office and for each position of Director and National Council Representative for which an election must be held. This list shall be presented to the Secretary of the Centre at least thirty days before the annual meeting.
- (2) Any other eligible member of the Centre may be nominated for any such office at or before such annual meeting.

8.06 Election of Officers

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

8.07 Appointment of Officers

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

8.08 Terms of Office

- (1) The terms of office of elected officers and Directors under Article 8.01 shall be two years. No person may hold the office of President or Vice-President for more than two consecutive terms.
- (2) The term of office of a National Council Representative is one year. No person may hold the office of National Council Representative for more than three consecutive terms, but such person may be re-elected after a lapse of one year.
- (3) The term of office of other appointed officers shall be one year. A person may hold any such office for any number of consecutive terms.
- (4) 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 her or his election.
- (5) The term of office of every other appointed officer shall expire at the meeting of the Board held closest in time to the anniversary of her or his appointment.

8.09 Duties of the President

- (1) The President shall
 - (a) preside at all meetings of the Centre and the Board of Directors as provided by Articles 10.04 and 7.02(4),
 - (b) represent and speak for the Centre when appropriate,
 - (c) preside at all meetings of the Executive Committee referred to in Article 9.06(3), and
 - (d) have such other duties as may be prescribed by the Board.
- (2) The President is a member of all committees of the Board, as prescribed in Article 9.03.

8.10 Duties of the Vice-President

- (1) The Vice-president shall assist the President in the discharge of her or his duties, shall preside at meetings of the Board and of the Centre in the circumstances prescribed in Articles 7_2(4) and 10.04, and shall have such other duties as may be prescribed by the Board.

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

8.11 Duties of the Secretary

- (1) The Secretary shall
- (a) discharge the duties prescribed by the National by-laws,
 - (b) conduct the correspondence of the Centre and report thereon to the Board of Directors,
 - (c) have custody of the seal and the current minutes and documents of the Centre,
 - (d) discharge the duty prescribed in Article 10.01(2),
 - (e) be responsible for the preparation and submission of accurate minutes of all meetings of the Board,
 - (f) send to all members of the Board the minutes of all meetings of the Board referred to in clause (e),
and
 - (g) have such other duties as may be prescribed by the Board.

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

8.12 Duties of the Treasurer

- (1) The Treasurer shall
- (a) discharge the duties prescribed by the National by-laws,
 - (b) prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements, assets and liabilities,
 - (c) receive and supervise the deposit of receipts,
 - (d) supervise the disbursement of Centre funds,
 - (e) supervise the safekeeping of the Centre's securities and other monetary assets,
 - (f) discharge the duties specified in Article 11.03(2),
 - (g) in general conduct the financial business of the Centre in accordance with the directions of the Board, and
 - (h) have such other duties as may be prescribed by the Board.

- (2) The Treasurer shall be a member of the Executive Committee as prescribed in Article 9.06.
- (3) The Treasurer shall prepare and shall present to each meeting of the Board a statement of the Centre's revenues and expenses for the period of the fiscal year elapsed since the presentation to the Board of the previous statement.
- (4) The Treasurer shall, in consultation with and on authorisation from the Board of Directors, invest monies of the Centre not required for current operations in deposits in Canadian banks, or with an institution insured under the Canadian Deposit Insurance Corporation Act (Canada).
- (5) The Treasurer shall prepare the annual budget of the Centre for presentation to and adoption by the Board.

8.13 Duties of the Editor

The Editor shall

- (a) be responsible for the publications of the Centre.
- (b) the Editor may appoint members of the Centre to assist her or him, and
- (c) have such other duties as may be prescribed by the Board.

8.14 Duties of the Librarian

The Librarian shall

- (a) have custody of and be responsible for the safekeeping of the books, publications, photographs, films, audio- and video-tapes, archives and other library materials of the Centre,
- (b) operate the Centre's library, including the acquisition of new books and other library materials, the lending of library materials, the maintenance of a current catalogue of all library materials, and the exchange with other organizations of library materials, and
- (c) have such other duties as may be prescribed by the Board.

8.15 Duties of the Observatory Director

The Observatory Director shall

- (a) have custody of and be responsible for the safekeeping and operation of the Centre's observatory, including the observatory property, building and premises, and all astronomical or other equipment of the Centre associated or used in connection therewith",
- (b) be responsible for the maintenance and repair of the observatory, the premises and the equipment referred to in clause (a),

(c) recommend to the Board, from time to time where appropriate, the acquisition or disposal of observatory equipment, and

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

8.16 Duties of the Observers' Group Director

The Observers' Group Director shall

(a) establish and carry out a programme for the use of the Centre's equipment by members,

(b) assist the Public Relations Director in setting up the programme(s) mentioned in Article 8.17(b), and

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

8.17 Duties of the Public Relations Director

The Public Relations Director shall

(a) establish and carry out a programme of advertising the Centre's objectives and activities to the public at large,

(b) in cooperation with the Observers' Group Director, establish and carry out a programme of public education on behalf of the Centre, and

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

8.18 Duties of Other Officers

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

8.19 Removal from Office

(1) An elected officer, director or National Council Representative may be removed from office by special resolution of the Board and of the Centre. Any such person whom it is proposed to remove from office is entitled to make representations on her or his behalf at the meetings of the Board and the Centre at which the votes are taken.

(2) An appointed officer may be removed from office by special resolution of the Board. An officer whom it is proposed to remove from office is entitled to make representations on her or his behalf at the meeting of the Board at which the vote is taken.

(3) An elected officer, Director or National Council Representative may be asked to resign if she or he misses more than one out of three consecutive meetings of the Board.

8.20 Vacancy of an Office

- (1) If an elected office or Director's or National Council Representative position becomes vacant by reason of death, resignation, disqualification or removal under Article 8.19(1), then another eligible member of the Centre may be elected by special resolution of the Board to fill such vacancy for the remainder of the term of office. In the event that a position must be filled before the next regularly scheduled meeting of the Board, the Executive Committee may do so on behalf of the Board under Article 9.06(2).
- (2) If an appointed office becomes vacant by reason of death, resignation, disqualification or removal under Article 8.19(2), then another eligible member of the Centre may be appointed by ordinary resolution of the Board to fill such vacancy. In such case the appointment shall be deemed to have been made under Article 8.07. In the event that a position must be filled before the next regularly scheduled meeting of the Board, the Executive Committee may do so on behalf of the Board under Article 9.06(2).

ARTICLE 9 COMMITTEES

9.01 Standing Committees

The following shall be standing committees of the Council:

- (1) Executive Committee
- (2) Nominating Committee; and
- (3) Public Relations Committee

9.02 Special Committees

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

9.03 Committee Membership of the President

The President shall be a voting member of all committees of the Board, but may vote at a meeting of the Executive Committee only to cast a deciding vote in case of a tied vote. The President shall not be considered a member of any committee for the purpose of reckoning the number of members of the committee or a quorum of the committee.

9.04 Reports to the Centre's Board

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

9.05 Quorum

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

9.06 Executive Committee

- (1) The Executive Committee shall consist of the elected officers of the Centre referred to in Article 8.01.
- (2) The Executive Committee shall transact the routine business of the Centre when the Board is not meeting and shall transact such business as requires immediate action.
- (3) Meetings of the Executive Committee shall be called by the President at the request of any member of the Committee or when the business of the Centre requires such meeting. The President shall make every reasonable effort to ensure that every member of the Executive Committee is informed of the time, location and purpose of each meeting of the Executive Committee, as far in advance of its occurrence as possible.
- (4) All actions taken and decisions made by the Executive Committee shall be reported by the President at the next meeting of the Board.

9.07 Nominating Committee

- (1) The Nominating Committee shall consist of the immediate past President as chairperson, and no more than two additional members of the Centre.
- (2) The Nominating Committee shall
 - (a) discharge the duties prescribed in Article 8.05(1), and
 - (b) have such other duties as may be prescribed by the Board.
- (3) The Public Relations Committee shall
 - (a) assist the Public Relations Director and the Observers' Group Director in discharging the duties prescribed in Article 8.17, and
 - (b) have such other duties as may be prescribed by the Board.

9.08 Vacancy on a Committee

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

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 Board.
- (2) At least thirty days before the date of the annual meeting, the Secretary shall notify each voting member of
 - (a) the agenda for the annual meeting, specifying its time and place, and
 - (b) any proposed by-law or amendment to the Constitution of the Centre, adopted by special resolution of the Centre under Article 15.01.
- (3) The order of procedure at the annual meeting shall be as follows:
 - (a) consideration and approval of the agenda for the meeting,
 - (b) consideration and approval of the minutes of the last annual meeting and of any meeting by requisition held since the last annual meeting,
 - (c) consideration and approval of the reports of the officers of the Centre, and the committees of the Board, and presentation and adoption of the financial statements,
 - (d) consideration of any matter proposed to be adopted by special resolution of the Centre,
 - (e) election of officers, directors and the National Council Representative(s) of the Centre,
 - (t) election of the auditor of the Centre as prescribed in Article 11.02, and
 - (g) other business.

10.02 Regular Meetings

The President shall call all regular monthly meetings of members of the Centre. Notice of such meetings shall be given in the Centre's newsletter, which shall be published in time for the announcement of the meeting to reach all members.

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 her or his absence by the Vice-President, and in the absence of both of them by a member of the Board of Directors elected at the meeting. The presiding member may vote at the meeting only to cast a deciding vote in case of a tied vote.
- (2) Every other meeting of the Centre shall be presided over by the President or by her or his 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 one third of the voting members of the Centre, is not present in person or by proxy.

10.06 Conducting of Business

Unless otherwise prescribed in these by-laws, by applicable legislation, or by 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

Any voting-member who cannot be present at any regular or special meeting of the Centre may designate in writing another voting member of the Centre as her or his representative at that meeting to vote in her or his place.

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 financial statements to the members of the Centre. The auditor shall not be a member of the Board of Directors.

11.03 Annual Financial Statements

- (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 or by the Board.
- (2) The Treasurer shall prepare the annual financial statements with the assistance of the auditor, and shall present them to the Board for approval, at a meeting prior to the next annual meeting of the Centre, and shall present the approved financial statements to the annual meeting of the Centre as prescribed in Article 10.01(3)(c).

ARTICLE 12 SIGNING AUTHORITY

12.01 Signing Authority

- (1) Contracts, or any instruments in writing requiring the signature of the Centre, shall be signed by any two of the President, the Vice-President, the Secretary and the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Centre without further authorization or formality. The Board of Directors 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
- (2) Every officer who, and committee that, has responsibility for the expenditure of an amount allocated under the budget may expend such amount and thereupon bind the Centre to that extent without further authorization.

ARTICLE 13 REMUNERATION AND EXPENSES

- 13.01 No member of the Board of Directors or of a committee shall receive any remuneration for her or his services, but each member shall be entitled to be reimbursed for all expenditures authorised by the Board and made by her or him 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 adopted 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 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 appointed under the provisions of this By-law and all resolutions of the Centre or of the Board or a committee of the Board 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.