

BY-LAWS

PART I. -

INTERPRETATION

1. (1) In these By-Laws, unless the context otherwise requires,
- (a) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (b) The Royal Astronomical Society of Canada means National Society;
 - (c) National Council means Council of The Royal Astronomical Society of Canada;
 - (d) National Secretary means secretary of The Royal Astronomical Society of Canada;
 - (e) National Treasurer means treasurer of The Royal Astronomical Society of Canada;
 - (f) Parent Organization means The Royal Astronomical Society of Canada.
 - (g) For these By-Laws. "The Centre" means a local branch association of the National Society under Article 4 of By-Law Number One of The Royal Astronomical Society of Canada, and will be referred to as the RASC, Okanagan Centre,
 - (h) "Council of a Centre" or "Centre Council" means the administering body of a Centre referred to in Article 4.07 of By-Law Number One of The Royal Astronomical Society of Canada, and for these By-Laws mean the Council of the RASC, Okanagan Centre
 - (i) "Directors" means the Directors of the RASC, Okanagan Centre, for the time being;
 - (j) "Member" means a member of The RASC, Okanagan Centre under Article 3, of By-Law Number One of The Royal Astronomical Society of Canada, and a person is a member during the periods specified by Article 3.08 (1) of By-Law Number One of The Royal Astronomical Society of Canada,
 - (k) "registered address" of a member means his address as recorded in the register of members at National Office;
 - (l) "ordinary resolution" means:
 - (a) a resolution passed in a general meeting by the members of The RASC, Okanagan Centre by a simple majority of the votes cast in person or, if proxies are allowed, by proxy,

(b) a resolution that has been submitted to the members of the RASC, Okanagan Centre and consented to in writing by over 50 percent of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the RASC, Okanagan Centre, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the RASC, Okanagan Centre, or

(c) if the RASC, Okanagan Centre has adopted a system of indirect or delegate voting or voting by mail or by electronic e-mail, a resolution passed by a simple majority of votes cast in respect of the resolution;

(m) “special resolution” is used to make changes to the By-Laws, borrow money, or remove a Director from his office, and means

(a) a resolution passed in a general meeting by a majority of more than 75 percent of the votes of those members of the RASC, Okanagan Centre who, being entitled to do so, vote in person or, if proxies are allowed, by proxy

(i) of which the notice that the By-Laws provide, and not being less than 14 day’s notice, specifying the intention to propose the resolution as a special resolution has been given, or

(ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 day’s notice has been given,

(b) a resolution consented to in writing by every member of the RASC, Okanagan Centre who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the RASC, Okanagan Centre, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the RASC, Okanagan Centre,

(c) if the RASC, Okanagan Centre has adopted a system of indirect or delegate voting or voting by mail, or by electronic e-mail, a resolution passed by at least 75 percent of the votes cast in respect of the resolution, or

(d) an extraordinary resolution passed before January 5, 1978;

(n) “ordinary resolution of the Centre” means a resolution passed by a majority of those voting members of the RASC Okanagan Centre present and voting at a meeting of the Centre,

(o) “ordinary resolution of the Council of a Centre” means a resolution passed by a majority of those members of the Council of a Centre present and voting at a meeting of the Council of RASC Okanagan Centre,

- (p) “special resolution of the Centre” means a resolution passed by more than 75 percent of those voting members of the Centre present and voting at a meeting of the Centre,
 - (q) “special resolution of the Council of a Centre” means a resolution passed by more than 75 percent of those members of the Council of the RASC Okanagan Centre present and voting at a meeting of the Centre Council. A notice of not less than 14 days must be given for a vote on a Special Resolution.
 - (r) the quorum for the transaction of business at a Council meeting of the Centre is six (6) persons.
- (2) The definitions in the Society Act on the date these By-Laws become effective apply to these By-Laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2.- MEMBERSHIP

3. The members of the RASC, Okanagan Centre are the applicants for incorporation of the RASC, Okanagan Centre, and those persons who subsequently have become members, in accordance with these By-Laws and, in either case, have not ceased to be members.
4. Membership in the RASC, Okanagan Centre shall be open to all persons who are interested in astronomy and there shall be five classes of membership, namely:
- (a) **ORDINARY MEMBERS.** An ordinary member is a member who has paid the ordinary membership fee under Article 7(a) of By-Law Number One of The Royal Astronomical Society Of Canada.
 - (b) **YOUTH MEMBERS.** A youth member is a member who has paid the youth membership fee under Article 7(a) of By-Law Number One of The Royal Astronomical Society Of Canada and who is less than twenty-one years of age at the time of such payment. Eligibility for youth membership terminates when the person becomes twenty-one years of age.
 - (c) Only ordinary and youth members are voting members of the RASC, Okanagan Centre.
 - (d) An ordinary or youth member shall be a member for twelve (12) months after becoming a member, and thereafter for successive twelve- (12) month periods, as long as that person renews his membership in accordance with this Article 4. A person may not pay the Youth membership fee for any period that extends more than the twelve (12) months beyond the time that the member becomes twenty-one (21) years of age.

- (e) An affiliate member of a Centre is a member of the Centre who is a member in good standing of another RASC Centre and the RASC, Okanagan Centre, who has specially applied for this class of membership, and who has paid the prescribed affiliate membership fee. Eligibility for affiliate membership is subject to the approval of the prospective member's home Centre.
 - (f) An associate member of the Centre is a person who shares a household with an ordinary, youth, or affiliate member of the Centre who has made application for such membership and who has paid the associate membership fee referred to in Article 7. (c) of these By-Laws.
5. An applicant for membership in the RASC, Okanagan Centre shall submit his application, accompanied by the annual fee, to the RASC, Okanagan Centre or National Society. Such application shall be presented at a regular meeting of the Directors of the RASC, Okanagan Centre, and, if accepted by the Directors, the applicant shall become a member of the RASC, Okanagan Centre. If an application for membership is rejected by the Directors, the fee paid by the applicant shall thereupon be returned to him.
6. Every member shall uphold the constitution and comply with the By-Laws both of the RASC, Okanagan Centre and of The Royal Astronomical Society of Canada.
7. (a) The Annual Fee of Members of the RASC, Okanagan Centre is set by the Parent Organization. The Okanagan Centre Directors may set an annual surcharge in addition to the Annual Fee if deemed necessary.
- (b) The annual membership fees for associate and affiliate members shall be determined from time to time by special resolution of the Centre or the Centre Council.
- (c) Annual membership fees for members attached to the RASC, Okanagan Centre shall be collected by the National Society, or instead by the Centre if it so chooses. The National Society shall submit to the RASC, Okanagan Centre, monthly, that Centre's portion of membership fees collected, together with a report listing the names and addresses of the members who paid membership fees during that period, the amounts so paid, and such other related information as the National Council may determine.
- (d) 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.
8. Upon payment of fees, a copy of the Constitution and By-laws of the RASC, Okanagan Centre and of the Parent Organization will be made available on request to a newly accepted member by the Secretary of the RASC, Okanagan Centre. The RASC, Okanagan Treasurer shall forward to the Treasurer of the Parent Organization the name and address of each new member.
9. In the event that a member fails to pay the Annual Fees as provided for in these By-Laws, he shall cease to be a member in good standing.

10. A person shall cease to be a member of the RASC, Okanagan Centre
 - (a) by delivering his resignation in writing to the Secretary of the RASC, Okanagan Centre or by mailing or delivering it to the address of the RASC, Okanagan Centre, or
 - (b) on his death, or
 - (c) on being expelled from the RASC, Okanagan Centre or from the Parent Organization, or
 - (d) on expiry of the person's membership.
11.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
12. In the event that a member ceases to be a member of the RASC, Okanagan Centre, the Centre Directors shall advise the Parent Organization of the circumstances within 30 days of cessation.

PART 3.-

MEETINGS OF MEMBERS

13. The Annual Meeting of the RASC, Okanagan Centre shall be held between October 1 and December 31 each year at such time and place, in accordance with the Society Act, as the Directors decide.
14. The Centre Directors may, whenever they think fit, convene a general meeting.
15.
 - (1) Notice of a general meeting shall specify the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. Other meetings of the RASC, Okanagan Centre, for the presentation of papers, lectures, or other matters of interest to the members, shall be arranged by the Centre Directors, and due notice of such meetings shall be given to each member of the RASC, Okanagan Centre.

PART 4. -

PROCEEDINGS AT GENERAL MEETINGS

17. Special business is
 - (a) all business at a general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an Annual Meeting, except,
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the Directors,
 - (iv) the report of the auditor, if any,
 - (v) the election of Directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) such other business as, under these By-Laws, ought to be transacted at an Annual Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
18.
 - (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is six (6) members present, or such greater number as the members may determine at a general meeting.
19. If within thirty (30) minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
20. Subject to Article 22, the President of the RASC, Okanagan Centre, a Vice-President, or in the absence of both, one of the other Directors present shall preside as chairman of a general meeting.
21. If at a general meeting
 - (a) there is no President, Vice-President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or

- (b) the President and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 22.
 - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a general meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 23.
 - (1) The chairman of a meeting may vote, move, or propose a resolution.
 - (2) In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he is entitled as a member, and the proposed resolution shall not pass.
- 24.
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is only permitted at an Annual Meeting.

PART 5.-

DIRECTORS AND OFFICERS

- 25. The officers of the RASC, Okanagan Centre shall be Directors and shall consist of a President, a 1st Vice-President, a 2nd Vice-President, a 3rd Vice-President, a Secretary, a Treasurer, a Librarian, a Director of Okanagan Observatory, the Past President, and a National Council Representative. One Officer may hold the positions of Secretary and Treasurer, and be known as the Secretary-Treasurer.
- 26. The Board of Directors hereinafter called the Okanagan Centre Council shall be comprised of the officers and six (6) additional elected Directors, together with the immediate Past President;
- 27.
 - (1) The Directors may exercise all such powers and do all such acts and things as the RASC, Okanagan Centre may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the RASC, Okanagan Centre in general meeting, but subject, nevertheless, to the provision of:
 - (a) all laws affecting the RASC, Okanagan Centre,
 - (b) these By-Laws, and

- (c) rules, not being inconsistent with these By-Laws, which are made from time to time by the RASC, Okanagan Centre in general meeting.
- (2) No rule made by the RASC, Okanagan Centre in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
28. (1) The Directors shall retire from office at each Annual Meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled, except the Past President.
- (3) An election may be by acclamation, otherwise it shall be by ballot.
- (4) If no successor is elected, the person previously elected or appointed continues to hold office.
29. (1) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- (2) A Director so appointed holds office only until the conclusion of the next following Annual Meeting of the RASC, Okanagan Centre, but is eligible for re-election at the meeting.
30. (1) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
- (2) No act or proceedings of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
31. The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
32. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the RASC, Okanagan Centre.
33. A nominating committee shall be appointed in September of each year to draw up the official ballot for Council for ratification by the Council and presentation to the general membership at the first meeting thirty (30) days before the Annual Meeting.
34. Further nominations for any office or for Council membership may be made by three (3) members in good standing, in writing to the Secretary, at or before the Annual Meeting in November. The nomination must bear the signature of the nominee indicating willingness to stand for election. Nominations may be accepted from the floor of the Annual Meeting and the nominee must be present and willing to stand for election.

35. If there is more than one (1) nominee for any office, or more than six (6) nominees for the additional Directors, voting shall be by ballot at the Annual Meeting.
36. If there is only one (1) nominee for any office, or only six (6) or fewer for additional members of Council, such nominees shall be declared elected by acclamation, at the Annual Meeting. Further, not all Director Positions have to be filled at that time if not enough members run for Director positions.
37. In case of an equality of votes for any office, the members present at the Annual Meeting shall choose between the two (2) candidates for that office having the highest number of votes; in case of an equality of votes for members of the Council, the members with a clear majority will be automatically elected, and the members present at the Annual Meeting shall choose between the remaining tied candidates.

PART 6.-

PROCEEDINGS OF DIRECTORS

38. (1) The Directors may meet together at such places as they think fit, which includes conducting a meeting via electronic communications, for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be five (5) of the Directors then in office.
- (3) The President shall be chairman of all meetings of the Directors; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, a Vice-President shall act as chairman, but if neither is present, the Directors present may choose one of their numbers to be chairman at that meeting. The chairman may vote, move, or propose a resolution.
- (4) A Director may at any time, and the secretary, on the request of a Director, shall, convene a meeting of the Directors.
39. (1) The Directors may delegate any, but not all, of their powers to committees consisting of such Director, Directors, or members as they think fit.
- (2) A committee so formed, in the exercise of the powers so delegated, shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
40. A Committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting that chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are

members of the committee shall choose one of their number to be chairman of the meeting.

41. The members of a committee may meet and adjourn as they think proper.
42. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual Meeting or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
43. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the RASC, Okanagan Centre a waiver of notice, which may be by letter, telegram, telex, cable, or electronic communication, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
 - (a) no notice of meetings of Directors shall be sent to that Director, and
 - (b) any and all meetings of the Directors of the RASC, Okanagan Centre, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
44. (1) Resolutions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
 - (2) In case of an equality of votes, the chairman does not have a second or casting vote, and the resolution does not pass.
45. No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the chairman of a meeting may move or propose a resolution.
46. A resolution in writing, signed by all Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

PART 7.-

DUTIES OF OFFICERS

47. It shall be the duty of the President to take the chair at the meetings of the RASC, Okanagan Centre and of the Council; and in his absence a Vice-President or other authorized member shall act instead. The President may vote, move, or propose a resolution at any meeting of the RASC, Okanagan Centre or Council.
48. The President shall ex-officio be a member of every committee of the Council, and may vote as such member.

49. It shall be the duty of the Treasurer to receive all monies due to the RASC, Okanagan Centre, to keep all books and records pertaining to his office as are necessary to comply with the Society Act, to make all payments, to prepare the case and balance sheets and have them duly audited, and generally to act under the instructions of the Council. He shall make no payment on behalf of the RASC, Okanagan Centre unless such payment is first authorized by the Council, or unless such payment is of a necessary or routine nature. He shall, on receipt, deposit to the credit of the RASC, Okanagan Centre, in some Financial Institution approved by the Council, all monies which come into his possession as such Treasurer. He shall pay only by cheque, signed and countersigned by any two of the following officers: the President, a Vice-President, the Secretary, or the Treasurer. He may have at his disposal a Petty Cash Imprest Fund, of an amount set by the Council, from which sundry disbursements may be made and for which payment vouchers must be received. When necessary, this fund shall be reimbursed by the issuance of a cheque, duly signed and countersigned, to the amount of the expenditures covered by the current vouchers.
50. It shall be the duty of the Secretary to conduct the official correspondence of the RASC, Okanagan Centre and to report such to the Council at the first meeting thereafter; to issue notices calling meetings of the RASC, Okanagan Centre or of the Council as required, to have custody of all records and documents of the RASC, Okanagan Centre, except those required to be kept by the Treasurer, to have custody of the common seal of the RASC, Okanagan Centre, and to maintain a register of members.
51. It shall be the duty of the Secretary to keep accurate minutes of the meetings of the RASC, Okanagan Centre and of the Council.
52. Subject to regulations approved by the Council, the Librarian shall have charge and be responsible for the safekeeping and proper condition of the books and publications, maps, photographs, and such property of the RASC, Okanagan Centre, located at the place of storage. He shall report the names of publications, donations, etc. received. He shall see that the rules of governing the issue and return of books are obeyed.
53. The Director of the Okanagan Observatory shall have charge of the telescopes, and also shall supervise the maintenance of the Observatory.
54. The Board of Trustees shall be appointed, by the Council, consisting of a minimum of four (4) members, including the President and Director of the Okanagan Observatory. The Board of Trustees shall have charge of all property of the RASC, Okanagan Centre, including the telescopes and shall make a report of its transactions to the Annual Meeting of the RASC, Okanagan Centre.
55. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.
56. The reports of the Secretary and Treasurer, after presentation to and approval by the members at the Annual Meeting shall be sent to the National Secretary and National Treasurer of the Parent Organization before the 15th of January of the year following the Annual Meeting.

PART 8.-

COMMITTEES

57. STANDING COMMITTEES

- (1) The following shall be the standing committees of the Council:
 - (a) Executive Committee; chaired by the President and consisting of the three (3) Vice-Presidents, the Secretary, and the Treasurer.
 - (b) Finance Committee; chaired by the Treasurer, plus two other Society members
 - (c) Nominating Committee; chaired by the Past President, and two other Society members
 - (d) Observatory Committee; chaired by the Director of the Okanagan Observatory, and with other Society members as required
- (2) The chairpersons and members of each standing committee, who are not prescribed by this By-Law, shall be appointed by the Council at its first meeting after each Annual Meeting, for terms that expire at the first meeting of the Council following the next Annual Meeting.

58. SPECIAL COMMITTEES

- (1) The Council may establish from time to time any special committee for such purposes and for such term, not exceeding two (2) 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.

59. COMMITTEE MEMBERSHIP OF THE PRESIDENT

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

PART 9. -

SEAL

60. The Directors may provide a common seal for the RASC, Okanagan Centre, and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
61. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or, if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

PART 10.-

BORROWING

62. In order to carry out the purposes of the RASC, Okanagan Centre, the Directors may, on behalf of and in the name of the RASC, Okanagan Centre, raise or secure the payment or repayment of money in such manner as they decide, and in particular but without limiting the generality of the foregoing, by the issue of debentures.
63. No debenture shall be issued without the sanction of a special resolution.
64. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual Meeting.

PART 11.-

AUDITOR

65. This Part applies only where the RASC, Okanagan Centre is required or has resolved to have an auditor.
66. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
67. At each Annual Meeting the RASC, Okanagan Centre shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual Meeting.
68. An auditor may be removed by ordinary resolution.
69. An auditor shall be informed forthwith in writing of appointment or removal.
70. No Director and no employee of the RASC, Okanagan Centre shall be auditor.
71. The auditor may attend general meetings.

PART 12.-

NOTICE TO MEMBERS

72. A notice may be given to a member, either personally, by mail, or by electronic communication to him at his registered address.
73. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in Canadian post office receptacle.
74. (1) Notice of a general meeting shall be given to
- (a) Every member shown on the register of members to the day notice is given, and
 - (b) No other person is entitled to receive a notice of general meeting.

PART 13.-

BY-LAWS

75. On being admitted to membership, each member is entitled to, and the RASC Okanagan Centre shall give him without charge, a copy of the Constitution and By-Laws of the RASC, Okanagan Centre.
76. These By-Laws shall not be altered or added to except by special resolution.
77. These By-Laws shall be consistent with the Constitutions and By-Laws of the Parent Organization. Any part of these By-Laws that does so conflict is inoperative to the extent of the conflict.
78. Where a resolution or action of the RASC, Okanagan Centre conflicts with a resolution or action of the Parent Organization, the resolution or action of the Parent Organization shall prevail and the resolution or action of the RASC, Okanagan Centre is inoperative to the extent of the conflict.

PART 14.-

DISSOLUTION OF THE RASC, OKANAGAN CENTRE

79. In the event of the winding up and dissolution of the RASC, Okanagan Centre, no assets will be distributed among the members. All payment, transfer, and delivery of assets shall be transferred to another RASC Centre in B.C. with charitable status, or to a qualified Education Facility within B.C. with charitable status, after all debts have been paid or provision for payment has been made, to a charitable institution, or to trustees on trust for a charitable purpose. Any remaining assets will be paid, transferred, or delivered to the Minister of Finance and Corporate Relations.