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CONSTITUTION

1. The name of this Society is "**The Royal Astronomical Society of Canada, Sunshine Coast Centre.**"
2. The purposes of this Society are:
 - a) **to establish, maintain and operate a resource library with literature on astronomy and astronomy equipment for use by members and the public.**
 - b) **to provide instructional and educational seminars, lectures and presentations to the public on astronomy and special astronomical events.**
 - c) **to build and operate a public observatory to be used for research and education.**
3. The purposes of the association shall be carried out without purpose of gain for its members and any profits or other accretion to the association shall be used for promoting its purposes.
4. In the event of the dissolution of the association, funds and assets of the association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such association or associations with similar purposes in British Columbia, as may be determined by the members of the association at this time, dissolution provided that such organization or organizations shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to a suitable level of local Government.
5. The association guarantees access to any recreation facility owned or operated by the association to any person or persons who wish to use it in accordance with the purpose of the facility, and that charges for the use of the facility shall be neither restrictive nor discriminatory to non-members.
6. Paragraphs 3, 4, 5 and 6 of this Constitution are unaltered in accordance with the Society Act.

BY- LAWS

PART I. - INTERPRETATION

- 1.1 1) In these by-laws, unless the context otherwise requires,
 - a) "directors" means the directors of the The Royal Astronomical Society of Canada, Sunshine Coast Centre, for the time being;
 - b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) "registered address" of a member means his or her address as recorded in the register of members, including both postal and email addresses where applicable.
 - d) "Council" means Board of Directors of the Sunshine Coast Centre.
 - e) "National Council" means Council of The Royal Astronomical Society of Canada;
 - f) "National Society" means The Royal Astronomical Society of Canada;
 - g) "National Secretary" means Secretary of The Royal Astronomical Society of Canada;
 - h) "National Treasurer" means treasurer of The Royal Astronomical Society of Canada;
 - i) "Parent Organization" means The Royal Astronomical Society of Canada;
 - j) "Mail" refers to Canada Post and "e-mail" refers to electronic data transmission via the internet.
 - k) "requisitionists" means the voting members who requisition a general meeting of the society
- 2) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.

- 1.2 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. – Relationship between the Sunshine Coast Centre and the National Society

- 2.1 The relationship of the **Royal Astronomical Society of Canada – Sunshine Coast Centre**, (a Provincially registered society) to **The Royal Astronomical Society of Canada**, (a Federally registered society) is that this Society is a constituent part of and is associated with the National Society.
- 2.2 The operation of this Society is governed by this Centre's Constitution and the constitution of the National Society.
- 2.3 The By-laws of this Society shall not conflict with the Constitution and By-laws of the National Society and if a By-law does so conflict it is to be considered inoperative to the extent of the conflict.
- 2.4 Where a resolution or action of this Society conflicts with a resolution or action of the National Society, the resolution or action of the National Society shall prevail and the resolution or action of the Centre is inoperative to the extent of the conflict.
- 2.5 Any changes to the Constitution and Bylaws of this Society are subject to the approval of the **Provincial Registrar of Societies** and the **Canadian Revenue Agency, Charities Directorate** as far as they apply to this Society's Charitable Tax status is concerned.

Centre Debts

- 2.6 This Society 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 Royal Astronomical Society of Canada.

PART 3 - MEMBERSHIP

- 3.1 The members of The Royal Astronomical Society of Canada, Sunshine Coast Centre are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
- 3.2 Membership in the Society shall be open to all persons who are interested in astronomy and there shall be seven (5) classes of membership, namely:
- a) **ORDINARY MEMBERS.** An ordinary member is a member who has paid the ordinary membership fee under Article 3.7.(1).
 - b) **YOUTH MEMBERS.** A youth member is a member who has paid the youth membership fee under Article 3.7.(1) and who is less than twenty-one (21) years of age at the time of such payment. Eligibility for youth membership terminates when the person becomes twenty-one (21) years of age.
 - c) **LIFE MEMBERS.** A life member is a member who has paid the life membership fee under Article 3.7.(1), or a member upon whom the National Council has conferred life membership in recognition of specified meritorious service to The Royal Astronomical Society of Canada, or to a Centre. A life member shall not pay any annual membership fee other than any applicable surcharge established under Article 3.7.(1).
 - e) **AFFILIATE MEMBERS.** An Affiliate member of the Sunshine Coast Centre is a member

in good standing of another RASC Centre and this Society and, who has specially applied for this class of membership, having paid the prescribed affiliate membership fee under Article 3.7.(2). Eligibility for affiliate membership is subject to the approval of the prospective member's home Centre.

- f) **ASSOCIATE MEMBERS.** An Associate member of the Sunshine Coast Centre is a person who shares a household with an **Ordinary, Youth, Affiliate** or **Life** member of the Centre who has made application for such membership and who has paid the associate membership fee referred to in Article 3.7.(2). Associate members are not members of the parent organization.

3.3 Only **Ordinary, Youth, Affiliate** and **Life** members are voting members of this Society.

3.4 A Life Member shall be a member for life. Any other person 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 & 5. A person may pay the membership fee for any multiple of 12 months, to a maximum of thirty-six (36) months, in which case the duration of his or her membership is extended accordingly. 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.

3.5 **APPLICATION for MEMBERSHIP.**

A person applying for membership in the The Royal Astronomical Society of Canada, Sunshine Coast Centre shall submit his or her application, accompanied by the annual fee, to this Society or the National Society. Such application shall be presented at a regular meeting of the directors of the The Royal Astronomical Society of Canada - Sunshine Coast Centre and if accepted by the directors, the applicant shall become a member of The Royal Astronomical Society of Canada - Sunshine Coast Centre. If an application for membership is rejected by the directors the fee paid shall thereupon be returned to the applicant.

3.6 Every member shall uphold the constitution and comply with the by-laws of both this Society and of The Royal Astronomical Society of Canada.

- 3.7
- 1) The Annual Fees for **Ordinary, Youth, and Life** memberships are set by the Parent Organization. The Sunshine Coast Centre directors may set an **annual surcharge** in addition to the annual Fee, if deemed necessary.
 - 2) The annual Fees for **Associate** and **Affiliate** memberships shall be determined from time to time by special resolution of the Sunshine Coast Centre.
 - 3) The method of collecting dues will be consistent with the bylaws of the National Society.
 - 4) **Affiliate and Associate Members** of this Centre shall be entitled to exercise such rights as are determined from time to time by the Council.

3.8 The Treasurer shall forward to the Treasurer of the National Society the name, address and any other pertinent information of each new member.

3.9 In the event that a member fails to pay the Annual Fees as provided for in these By-Laws he or she shall cease to be a member in good standing.

3.10 A person shall also cease to be a member of the Society

- 1) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
- 2) on his or her death, or
- 3) on being expelled from the Society or from the parent organization, or

- 4) on expiry of the person's membership.
- 3.11
- 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.
- 3.12
- In the event that a member ceases to be a member of the Society the Council shall advise the Parent Organization of the circumstances within 30 days of cessation.

PART 4. - MEETINGS OF MEMBERS

- 4.1
- The Annual General Meeting of this Society 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.
- 4.2
- Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4.3
- The Centre Council may, whenever they think fit, convene an extraordinary general meeting.
- 4.4
- Procedure for members to Requisition a general meeting**
- 1) The directors of this Society, on the requisition of 10% or more of the voting members of the society shall convene a general meeting of the society without delay.
 - 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must;
 - a) state the purpose of the general meeting,
 - b) be signed by the requisitioner, and
 - c) be delivered or sent by registered mail to the address of this Society.
 - 3) If, within twenty-one days after the date of the delivery of the requisition, the directors have not convened a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within four months after the date of the delivery of the requisition.
 - 4) A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the directors.
 - 5) In the case of a reporting society, unless the members otherwise resolve at a general meeting called by the requisitionists,
 - a) the society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding the meeting, and
 - b) each director, who was in default in not calling the meeting as required under article 4.4 (1) must pay this Society his or her prorated share of the amount paid by the society to reimburse the requisitionists under article 4.4.(5).(a).
 - 6) For the purposes of this section, a member who has the right to vote, whether at a general meeting or in a system of delegate or indirect voting or voting by mail allowed under this Act, is a voting member.
- 4.5
- 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.

4.6 Other meetings of this Society, for the presentation of papers, lectures, or other matters of interest to the members, shall be arranged by the Centre Council, and due notice of such meetings shall be given to each member of the Society.

PART 5. - PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business is;

- 1) all business at an extraordinary general meeting except the adoption of rules of order, and
- 2) all business that is transacted at an annual general meeting, except;
 - a) the adoption of rules of order,
 - b) the consideration of the financial statements,
 - c) the report of the directors,
 - d) the report of the auditor, if any,
 - e) the election of directors,
 - f) the appointment of the auditor, if required, and
 - g) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 5.2 1) No business, other than the election of a chairperson 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 eight (8) members present or such greater number as the members may determine at a general meeting.

5.3 If within 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

5.4 Subject to Article 5.5 the President of the Society, the Vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

5.5 If at a general meeting

- 1) there is no President, Vice-President, or other director present within 15 minutes after the time appointed for holding the meeting, or
- 2) the President and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

- 5.6 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 meeting is adjourned for 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.
- 5.7
- 1) No resolution proposed at a meeting need be seconded and 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 or she is entitled as a member and the proposed resolution shall not pass.
- 5.8
- 1) A member in good standing present at a meeting of members is entitled to one vote.
 - 2) Voting is by show of hands, except when members present elect to have a secret ballot.
 - 3) Voting by proxy maybe permitted, but only when done so in writing on an approved form.

PART 6. - DIRECTORS AND OFFICERS

- 6.1
- 1) The **Officers** of the Society shall be directors and shall consist of a President, a Vice-President, a Secretary and a Treasurer.
 - 2) The number of officers and directors shall not be less than five (5).
- 6.2
- The Council shall be comprised of the officers listed in Article 6.1 and any additional elected directors as deemed necessary, together with the immediate Past President.
- 6.3
- 1) The directors may exercise all such powers and do all such acts and things as the Society 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 Society in general meeting, but subject, nevertheless, to the provision of:
 - a) laws affecting the The Royal Astronomical Society of Canada - Sunshine Coast Centre,
 - b) these by-laws, and
 - c) rules, not being inconsistent with these by-laws, which are made from time to time by this Society in general meeting.
 - 2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 6.4
- 1) Those officers whose term will expire shall retire from office at the Annual General meeting, when their successors shall be elected. All officer positions are considered to be two year terms, but with the terms of President and Secretary being offset by one year from the positions of Vice President and Treasurer.
 - 2) All directors shall retire from office at each annual general meeting when their successors shall be elected.
 - 3) All Directors shall be a "members in good standing" of this Society.
- 6.5
- 1) The Council may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - 2) The Council may appoint additional Director(s) mid-term if additional duties of the Council require it.
 - 3) A director, so appointed, holds office only until the conclusion of the next following annual general meeting of this Society, but is eligible for re-election at the meeting.

- 6.6 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 6.7 The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 6.8 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 or her while engaged in the affairs of the Society. All expenditures shall be approved by the Council and receipts will be submitted.

Election Procedures

- 6.9 A nominating committee, chaired when possible by the immediate Past President shall be appointed in September of each year to seek out members who are willing and able to stand for election at the next annual general meeting.
- 6.10 Nominations for election will be accepted from the floor if the proposed member is willing to have his name added to the ballot. If the proposed member will not be in attendance the proposer shall have obtained in writing from the nominee his consent to stand for election.
- 6.11 Separate elections shall be held for each office to be filled.
- 1) An election may be by acclamation, otherwise it shall be by ballot.
 - 2) Balloting, when required shall be secret and at the conclusion of the elections all ballots shall be destroyed
- 6.12 If there is more than one nominee for any office, or more nominees than vacancies for the additional director positions, the candidates will be selected by vote at the Annual General Meeting.
- 6.13 If there is only one nominee for any vacant Office, or the appropriate number of nominees for Director vacancies, such nominees shall be declared elected by acclamation. .
- 6.14
- 1) In case of a tie in the votes for any office, the members present at the Annual Meeting shall choose by further balloting between those members receiving the highest votes in the primary ballot.
 - 2) In the case of a tie in the election for Directors (members of the Council) those nominees with a clear majority will be automatically elected, and the members present at the Annual Meeting shall choose by further balloting for the remaining position(s) between those nominees having tied votes.
 - 3) If no successor is elected, the person previously elected or appointed continues to hold office.

PART 7. - PROCEEDINGS OF DIRECTORS

- 7.1
- 1) The directors may meet together at such places as they think fit 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 a majority 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 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting. The President 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.

7.2

1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors 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.

7.3

A Committee shall elect a chairperson of its meetings; but if no chairman is elected, or if at any meeting that chairman is not present within 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 chairperson of the meeting.

7.4

The members of a committee may meet and adjourn as they think proper.

7.5

For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual 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.

7.6

A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, or e-mail, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

1) no notice of meetings of directors shall be sent to that director, and

2) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

7.7

1) Questions 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.

7.8

No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.

7.9

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 8. - DUTIES OF OFFICERS & DIRECTORS

8.1

President

It shall be the duty of the President to take the chair at the meetings of this Society and of the Council; and in his or her absence the Vice-President or other authorized member shall act instead. The President may vote, move or propose a resolution at any meeting of this Society or Council.

- 1) The President presides at all meetings of the society and of the directors.
- 2) The President is the Chief Officer of this Society and must supervise the other officers in the execution of their duties.

8.2 1) The President shall ex-officio be a member of every committee of the Council, and may vote as such member.

- 2) The President, unless pre-arranged shall be the spokesperson for this Society.

8.3 **Vice-President**

The Vice-President shall carry out the duties of the President during his absence.

8.4 **Secretary**

The Secretary shall;

- 1) Conduct the official correspondence of the Society and to report such to the Council at the first meeting thereafter;
- 2) Issue notices of meetings of the association and Directors;
- 3) Keep accurate minutes of all meetings of the Society and the Council;
- 4) Have custody- of all records and documents of the association except those required to be kept by the Treasurer;
- 5) Have custody of the common seal of the association; [and]
- 6) Maintain the register of members.

8.5 **Treasurer**

It shall be the duty of the Treasurer to receive all monies due to the Society, to keep all books and records pertaining to the office of Treasurer 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. The Treasurer shall make no payment on behalf of the Society unless such payment is first authorized by the Council, or unless such payment is of a necessary or routine nature. The Treasurer shall, on receipt, deposit to the credit of the Society, in some Financial Institution approved by the Council, all monies which come into his or her possession as such Treasurer. The Treasurer shall pay only by cheque, signed and countersigned by any two of the following officers: the President, the Vice-President, the Secretary, or the Treasurer. The Treasurer shall have at their 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.

The treasurer shall prepare a financial statement of the Society's assets and liabilities covering the period identified in Article 11.1 for presentation to the auditor (if Part 12 applies) and to the members of this Society at the Annual General Meeting.

8.6 1) The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

- 2) Other officers, if any, shall perform such duties as the Centre Council decide.

8.7 **Other Duties of Directors:**

The Council may add additional duties to any Director or Officer or transfer duties among Directors or Officers. A non-exclusive list identifying some other duties of the Centre that may be assumed by, but not limited to, the Directors are given in Articles 8.8 thru 8.13

8.8 **National Council Representative**

Each Centre is entitled to have one National Council Representative except that if the Centre membership exceeds two hundred then two representatives will allowed.

The National Council Representative(s) and/or an alternative(s) shall

- 1) attend all meetings of the National Council as may be reasonably practical,
- 2) represent the Centre's interests at the National Council, and
- 3) report to the Centre Council and to the appropriate Centre Officers the business conducted by and the activities of the National Council,
- 4) be selected by the Centre Council from currently elected Directors of this Society,
- 5) the names and contact information of the primary and alternate representatives shall be submitted to the National Society.

8.9 **Membership**

The Membership secretary shall assist the executive Secretary in keeping the Register of Members by receiving membership applications, introducing new and prospective members to the Centre's facilities and to other members who may be of assistance.

8.10 **Librarian**

Subject to guidelines established 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 Society, located at the place of meeting. He or she shall report the names of publications, donations, etc. received. He or she shall see that the rules governing the issue and return of books are obeyed.

8.11 **Equipment Director**

Subject to guidelines established by the Centre Council, the Equipment Director shall have charge and be responsible for the safekeeping and proper condition of telescopes, accessories and other such property of the Society; to be located at the place of meeting or some other suitable location. He or she shall report the names of optical equipment donations, etc. received. He shall see that the rules governing the issue and return of telescopes and accessories are obeyed.

8.12 **Publicity**

Subject to guidelines established by the Centre Council, the Publicity Director shall have charge and be responsible for the preparation of notices regarding the Society's activities and for the distribution of such notices to members, the public and media.

8.13 **Public outreach and Education**

Subject to guidelines established by the Centre Council, the Public outreach and Education Director shall have charge and be responsible for the preparation of Centre meetings educational presentations, organizing public "viewing events" and liasoning with the general public in their interests in astronomy.

8.14 **Webmaster**

Subject to guidelines established by the Centre Council, the Webmaster shall oversee the operation of the Centre's web site. This will include ensuring that the Society's domain name is renewed when necessary, that the Centre's web site content is kept up to date, that external links are verified from time to time, and that inquiries about the site are dealt with in a timely manner.

8.15 In the absence of the Secretary from a meeting, the directors shall appoint another person to act as recording secretary at the meeting.

8.16 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 9. - SEAL

9.1 The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

9.2 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

10.1 In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, 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.

10.2 No debenture shall be issued without the sanction of a special resolution.

10.3 The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

Part 11. - FISCAL PERIOD

11.1 The fiscal period for the Society will commence on the first day of September and will conclude on the thirty-first day of August of the following year.

PART 12. - AUDITOR

12.1 This Part applies only where the Society is required or has resolved to have an auditor.

12.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

12.3 At each annual general meeting the Society shall appoint an auditor to hold office until he or she is reelected or his or her successor is elected at the next annual general meeting.

12.4 An auditor may be removed by ordinary resolution.

- 12.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 12.6 No director and no employee of the Society shall be auditor.
- 12.7 The auditor may attend general meetings.

PART 13. - NOTICE TO MEMBERS

- 13.1 A notice may be given to a member, either personally, by mail (Canada Post) to his/her registered postal address, or by email to his/her registered email address.
- 13.2 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; email notification will be sent with "request read receipt" and acknowledgement of the such notification will be considered adequate.
- 13.3 Notice of a general meeting shall be given to;
- 1) Every member shown on the register of members on the day notice is given, and
 - 2) the auditor, if Part 12 applies
 - 3) No other person is entitled to receive a notice of general meeting.

PART 14. - BY-LAWS

- 14.1 On being admitted to membership, each member is entitled to and this Society shall provide without charge, (either electronically or in printed form) a copy of the constitution and by-laws of the Society,
- 14.2 These by-laws shall not be altered or added to except by special resolution.
- 14.3 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.
- 14.4 Where a resolution or action of the The Royal Astronomical Society of Canada, Sunshine Coast 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 The Royal Astronomical Society of Canada, Sunshine Coast Centre is inoperative to the extent of the conflict.
- 14.5 **Amendment and Enactment of Constitution**
- The By-laws of this Society 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, But no such action is effective until adopted by the National Council, as prescribed by the National Society's By-laws, and until approved in accordance with applicable legislation, if any.
- 14.6 **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 if appointed under the provisions of this By-law and all resolutions of the Centre or of the Council or a committee of

the Council with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this By-law and until amended or repealed.

Dated the _____ AD 2008

WITNESS:

APPLICANTS FOR INCORPORATION

Original signed by

Original signed by

Original signed by

Original signed by

Original signed by

Original signed by

Original signed by

Original signed by
