

**By-Laws of**  
**The Montreal Centre**  
**of**  
**The Royal Astronomical Society of Canada**

Adopted by the Board of Directors on August 24, 1995

**Table of Contents**

ARTICLE 1 DEFINITIONS

1.01 Definitions

ARTICLE 2 NAME OF CENTRE

2.01 Name of Centre

ARTICLE 3 SEAL

3.01 Seal

ARTICLE 4 OBJECTIVES

4.01 Objectives

ARTICLE 5 RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY

5.01 Association of Centre and Society

5.02 Constitution of the Society

5.03 Centre Debts

ARTICLE 6 MEMBERSHIP

6.01 Eligibility

6.02 Classes of Members

6.03 Election of Members

6.04 Relationship of Centre Members and the Society

6.05 Membership Fees

6.06 Entitlement of Members to Centre Rights and Services

6.07 Termination of and Expulsion from Membership

ARTICLE 7 THE BOARD OF DIRECTORS

7.01 Duties and Composition

7.02 Meeting of the Board of Directors

7.03 Meetings by requisition

- 5.02 Constitution of the Society
- 5.03 Centre Debts

#### ARTICLE 6 MEMBERSHIP

- 6.01 Eligibility
- 6.02 Classes of Members
- 6.03 Election of Members
- 6.04 Relationship of Centre Members and the Society
- 6.05 Membership Fees
- 6.06 Entitlement of Members to Centre Rights and Services
- 6.07 Termination of and Expulsion from Membership

#### ARTICLE 7 THE BOARD OF DIRECTORS

- 7.01 Duties and Composition
- 7.02 Meeting of the Board of Directors
- 7.03 Meetings by requisition

#### ARTICLE 8 DIRECTORS

- 8.01 Nomination and Election of Directors
- 8.02 Terms of Office
- 8.03 Obligations of the Directors
- 8.04 Duties of the President
- 8.05 Duties of the Vice-President
- 8.06 Duties of the Secretary
- 8.07 Duties of the Recording Secretary
- 8.08 Duties of the Treasurer
- 8.09 Duties of the Librarian
- 8.10 Duties of the Director of the Observatory
- 8.11 Duties of the Director of Observational Activities
- 8.12 Duties of the Immediate Past President
- 8.13 National Council Representative
- 8.14 Removal from Office
- 8.15 Vacancy of an Office
- 8.16 Honorary President

#### ARTICLE 9 NEWSLETTER

- 9.01 Skyward

#### ARTICLE 10 COMMITTEES

- 10.01 Standing Committees
- 10.02 Special Committees
- 10.03 Committee Membership of the President
- 10.04 Quorum
- 10.05 Executive Committee
- 10.06 Finance Committee
- 10.07 Removal from Office

#### ARTICLE 11 MEETINGS OF THE CENTRE

- 11.01 Annual Meetings
- 11.02 General Meetings
- 11.03 Meetings on Requisition
- 11.04 Quorum
- 11.05 Procedures

#### ARTICLE 12 FINANCES

- 12.01 Auditor

12.02 Annual Financial Statements

ARTICLE 13 SIGNING AUTHORITY

13.01 Signing Authority

ARTICLE 14 REMUNERATION AND EXPENSES

14.01 Remuneration and Expenses

ARTICLE 15 CONFORMITY TO BY-LAWS

15.01 Conformity

ARTICLE 16 REPEAL AND AMENDMENT

16.01 Amendment and Enactment of By-laws

16.02 Repeal of Previous By-Laws

## **ARTICLE 1 - DEFINITIONS**

- 1.01 In this By-law, and in all other by-laws of the Centre,
- a. "Centre" means The Montreal Centre of the Royal Astronomical Society of Canada / La Societe Royale d'Astronomie du Canada, Section de Montreal.
  - b. "Constitution" means the Letters Patent together with all of the by-laws of the Centre,
  - c. "Board of Directors" means the administering body of the Centre,
  - d. "member" means a member of the Centre,
  - e. "voting member" means any ordinary, youth, honorary, or life member of the Centre.
  - f. "ordinary resolution of the Centre" means a resolution passed by a majority of the members of the Centre present and voting at a meeting of the Centre,
  - g. "ordinary resolution of the Board of Directors" means a resolution passed by a majority of those members of the Board of Directors present and voting at a meeting of the Board of Directors,
  - h. "special resolution of the Centre" means a resolution passed by two-thirds of the members of the Centre present and voting at a meeting of the Centre,
  - i. "special resolution of the Board of Directors" means a resolution passed by two-thirds of the members of the Board of Directors present and voting at a meeting of the Board of Directors,
  - j. "the membership year" begins on October 1 and ends on September 30.
  - k. "the fiscal year" begins on October 1 and ends on September 30.
  - l. "Society" means The Royal Astronomical Society of Canada / La Societe Royale d'Astronomie du Canada,
  - m. "National Council" means the National Council of the Society established under the National By-laws,
  - n. "National By-laws" means the by-laws of the Society,

## **ARTICLE 2 - NAME OF CENTRE**

- 2.01 The name of the Centre shall be "The Montreal Centre of the Royal Astronomical Society of Canada / La Societe Royale d'Astronomie du Canada, Section de Montreal".

## **ARTICLE 3 - SEAL**

- 3.01 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 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, astronomical observatories and other property necessary for the pursuit of its objectives,
- d. to publish newsletters, books and other material containing information on the progress of astronomy and the work of the Centre and the Society,
- e. to receive and administer gifts, donations and bequests from members of the Centre 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 Centre's Constitution and by the Constitution of the Society.
  - 2) The by-laws of the Centre shall not conflict with the Constitution of the Society, and any Centre by-law that does 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 Centre shall be responsible for its own debts, obligations, and claims and shall not incur or be liable for any debt, obligation, or claim incurred by the Society.

## **ARTICLE 6 - MEMBERSHIP**

- 6.01 Eligibility
- Membership in the Centre shall be open to all persons sixteen years of age and over who are interested in astronomy.
- 6.02 Classes of Members
- 1) There shall be five classes of membership in the Centre: ordinary, youth, honorary, life and associate. Every member of the Centre shall be elected to membership.
  - 2) An ordinary member is a member of the Centre who has paid the ordinary membership fee.
  - 3) A youth member is a member of the Centre who has paid the youth membership fee and who is less than twenty-one years of age at the time of such payment.
  - 4) An honorary member is a member of the Centre who has been voted into honorary membership by special resolution of the Board of Directors and whose fee to the Society is paid by the Centre.

- 5) A Life member is a member of the Centre who has been elected either directly as a life member or previously as an ordinary, youth, or honorary member, and has paid the life membership fee, or a member of the Centre upon whom the National Council has conferred life membership in recognition of specified meritorious service to the Society or to a Centre. A life member shall not pay any annual membership fee other than any applicable surcharge.
- 6) An associate member is a family member of an ordinary, youth, honorary or life member of the Centre, or an ordinary, youth, honorary or life member of another Centre who has been elected to associate membership in the Centre by special resolution of the Board of Directors, and who has paid the associate membership fee. An associate member is not a member of the Society (except through membership in another Centre) nor a voting member of the Centre.

#### 6.03 Election of Members

- 1) A Person who has submitted an application and the fee 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 refund of all fees submitted with his or her application.

6.04 Relationship of Centre Members and the Society Every ordinary, youth, honorary, and life member of the Centre is also a member of the Society. A person who for any reason ceases to be a member of the Society thereupon ceases to be a member of the Centre.

#### 6.05 Membership Fees

- 1) Fees for all classes of members shall be determined from time to time by the board of Directors and approved by an ordinary resolution of the Centre at a general or annual meeting of the members.
- 2) The fee shall include the fee for membership in the Centre and the fee for membership in the Royal Astronomical Society of Canada, the latter fee to be forwarded to the Society.
- 3) New members to the Centre whose membership fee is received before July 1 of the current membership year shall have the Society fee forwarded to the National Office and shall receive all back issues of Society publications which are available. New members whose membership fee is received between July 1 and September 30 of the current membership year shall have the Society fee applied to the following membership year.
- 4) Life members shall be liable for any surcharge established by the Board of Directors.
- 5) Renewal fees for current 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.

#### 6.06 Entitlement of Members to Centre rights

- 1) Every voting member is entitled to exercise the following rights:
  - a. to attend and to vote at all Centre meetings provided that the fees for the current membership year have been paid;
  - b. to attend all meetings of the Board of Directors as an observer, 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. to stand for election as a member of the Board of Directors;
- d. where he or she is twenty-one years of age or more, to stand for election as a National Council Representative;
- e. to be informed of the Board of Directors' intention to dispose of any Centre property and to have first bid on such property;
- f. to consult Centre By-laws; and
- g. to consult the minutes of the meetings of the Board of Directors.

#### 6.07 Termination of and expulsion from Membership

- 1) A member may terminate his or her 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. The notice shall take effect on the later of the specified date of receipt of the notice at the national Office and the date, if any, specified in the notice.
- 2) 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 of Directors and of the Centre. A member whose expulsion is proposed has the right to receive notice of the meetings at which such expulsion shall be proposed and of the intention to propose such expulsion and the grounds thereof and to make representations at the meetings at which the votes are held.
- 3) Upon expulsion from membership in the Centre, a member shall be considered an unattached member of the Society.
- 4) 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 thereof.

## **ARTICLE 7 - THE BOARD OF DIRECTORS**

#### 7.01 Composition and Duties

- 1) The Board of Directors shall consist of the following twelve positions:
  - a. President, Vice-President, Secretary, Treasurer, Recording Secretary, Director of Observational Activities, Director of the Observatory, Librarian, and three Directors without Portfolio; and
  - b. a fourth Director without Portfolio, unless the Centre elects a new President in which case the outgoing president shall serve as the Immediate Past President during the new President's first year in office.
- 2) One of the Directors shall also hold the position of National Council Representative.
- 3) The Board of Directors shall have full power and authority to administer and shall have the management of the business, property, and affairs of the Centre, and may from time to time appoint such committees from among the members of the Board or the membership of the Centre and delegate to the same with such powers as they may deem advisable.

## 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 three times in each membership year.
- 2) Subject to Article 7.03, meetings of the Board of Directors shall be called by the President and shall be held at such place as is designated by the President.
- 3) The agenda of every meeting of the Board of Directors shall be sent by the Secretary of the Centre to every member of the Board of Directors and to the editor of SKYWARD at least seven days before the meeting. A meeting may be held anytime without notice by unanimous consent of the members of the Board.
- 4) Every meeting of the Board shall be presided over by the President, in his or her 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 the event of a tied vote.
- 5) No business shall be conducted at any point at a meeting of the Board of Directors at which a quorum, which shall be seven members of the Board, is not present.
- 6) Unless otherwise specified in the by-laws of the Centre, the Board of Directors shall act by ordinary resolution, and the conduct of the Board of Directors shall be governed by Robert's Rules of Order.

## 7.03 Board meeting by requisition

- 1) Upon requisition in writing signed by at least four members of the Board, the President shall call a meeting of the Board to consider the business specified, at such place as is named in the requisition. If the President fails to call a meeting of the Board to be held within fourteen days of such requisition, then any number of the Board who has signed such requisition may call a meeting of the Board of Directors.
- 2) At any meeting by requisition of the Board, only such business as is specified in the requisition shall be conducted.

# **ARTICLE 8 - DIRECTORS**

## 8.01 Nomination and election of Directors

- 1) Nomination to the Board of Directors shall be proposed by the retiring Board and/or by any five members of the Centre, providing the nomination paper is received by the Secretary on or before September 25. The names of those nominated for positions on the Board of Directors, including the one who shall also serve as the National Council Representative, shall be shown on the notice calling the meeting at which the election shall be held.
- 2) The Board of Directors shall be elected at the Annual Meeting of the members of the Centre or at any general meeting called for such purpose.
- 3) To be elected a candidate must receive a majority of the votes of the members present.

## 8.02 Terms of Office

- 1) The terms of office of members of the Board of Directors shall be one year.

- 2) No person shall hold the office of President, Vice-President, or Director without portfolio for more than three consecutive terms.
- 3) The term of office of a National Council Representative is one year. No person may hold the office of the National Council Representative for more than three consecutive terms.

#### 8.03 Obligations of the Directors

All directors shall

- a. Act with prudence, honesty, and loyalty in the best interests of the Centre;
- b. never mingle the property of the Centre with their own property nor use for their own profit any property of the Centre;
- c. avoid placing themselves in any situation where their personal interests would be in conflict with their obligations as directors; and
- d. have a personal copy of these By-laws.

#### 8.04 Duties of the President

1) The President shall

- a. chair all meetings of the Centre, the Board of Directors, and the Executive Committee;
- b. represent and speak for the Centre when appropriate; and
- c. have such other duties as may be prescribed by the Board of Directors.

2) The President is a member of all committees of the Board of Directors.

#### 8.05 Duties of the Vice-President

The Vice-President shall

- a. assist the President in the discharge of his or her duties;
- b. assume the functions of the President in his or her absence; and
- c. have such other duties as may be prescribed by the By-laws and by the Board of Directors.

#### 8.06 Duties of the Secretary

The Secretary shall

- a. submit for adoption at the annual meeting of the Centre a report on the number of members in each class of membership at the end of the previous membership year;
- b. submit to the Secretary of the Society by 15 January in each membership year the report referred to in clause (a); a list of the current members of the Board of Directors and the National Council Representative, with their addresses, and a brief report on the activities and meetings of the Centre during the past calendar year;
- c. inform the National Office of the names and addresses of new members as they join;

- d. conduct the correspondences of the Centre and report thereon to Board of Directors;
- e. have custody of the seal;
- f. have such other duties as may be prescribed by the Board of Directors.

#### 8.07 Duties of the Recording Secretary

##### 1) The Recording Secretary shall

- a. keep minutes of the meetings of the members, the Board of Directors, and the Executive Committee;
- b. send to each member of the Board of Directors a complete set of minutes as soon as possible after each meeting of the Board of Directors;
- c. read the minutes of general and annual meetings at the following annual meeting; and
- d. post the minutes of recent meetings of the members and of the Board of Directors.

- ##### 2) The minutes shall include: the time, date, and location of the meeting, the final approved agenda of the meeting, the exact wording of each motion, the names of its author and seconder, and statement if the motion carried or was defeated. If requested, the number of votes for the motion, against the motion and abstentions shall be recorded. In the case of meetings of the Board of Directors and the Executive Committee, the minutes shall state the names of the members present and absent. All minutes shall be signed by the Recording Secretary.

#### 8.08 Duties of the Treasurer

The Treasurer shall

- a. conduct the financial business of the Centre in accordance with the direction of the Board of Directors;
- b. receive and supervise the deposit of receipts;
- c. supervise the safekeeping of the Centre's securities and other monetary assets;
- d. supervise the disbursement of Centre funds;
- e. prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements, assets and liabilities;
- f. prepare the annual financial statements of the Centre, present them to the Board of Directors for approval at a meeting prior to the next annual meeting of the Centre, and present the approved annual financial statements for adoption by the annual meeting of the Centre;
- g. submit the financial statements required by the Treasurer of the Society by 15 January in each membership year;
- h. on or before 15 January, 15 April, 15 July and 15 October in each year, remit to the Treasurer of the Society the life membership fees and sixty percent of annual Society membership fees for all ordinary, youth, and honorary members attached to the Centre and received by the Centre during the three months ended on the last day of the previous month, together with a report, in such form as may be prescribed by the National Council from time to time, listing the names of the members who paid membership fees during that period, the amounts so paid, and such other information as may be prescribed by the National Council from time to time;

- i. submit the financial statements and all necessary documents to the auditor; and
- j. have such other duties as may be prescribed by the Board of Directors.

#### 8.09 Duties of the Librarian

The Librarian shall

- a. have custody of and be responsible for the safekeeping of the books, publications, films and photographs, 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;
- c. report on all acquisitions;
- d. insure that any property of the Centre under the librarian's control which is on loan be returned at the time agreed upon;
- e. insure that a copy of the Centre's By-laws be readily available for the members to consult; and
- f. have such other duties as may be prescribed by the Board of Directors.

#### 8.10 Duties of the Director of the Observatory

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. establish and carry into effect a program for the use of the observatory by Centre members;
- c. be responsible for the maintenance and repair of the observatory, the premises and the equipment;
- d. recommend to the Board of Directors, when appropriate, the acquisition or disposal of observatory equipment;
- e. maintain an inventory list of Centre assets; and
- f. have such other duties as may be prescribed by the Board of Directors.

#### 8.11 Duties of the Director of the Observational activities

The Director of Observational Activities shall supervise all observational activities and shall appoint such members as may be considered necessary to assist in carrying out the duties.

#### 8.12 Duties of the Immediate past President

The Immediate Past President shall assist the new President and facilitate the transition from the previous to the present Board of Directors.

### 8.13 National Council Representative

- 1) The National Council Representative shall be elected in accordance with article 8.01.
- 2) If for any reason a National Council Representative is unable to attend a meeting of the National Council, then the Board of Directors may appoint another member of the Centre as an alternate National Council Representative. The Alternate will be entitled to exercise all the rights of the National Council Representative only upon presentation to the National Council of proof in writing from the President or Secretary of the Centre as to the due appointment of the alternate.
- 3) The National Council Representative or alternate shall
  - a. attend all meetings of the National Council for which he or she is so authorized and as may be reasonably practicable;
  - b. represent the Centre's interests, subject to the direction of the Board of Directors, at the National Council; and
  - c. report to the Board of Directors on the business conducted by and the activities of the National Council.
- 4) Every voting member who is not less than twenty-one years of age has the right to stand for election or appointment as a National Council Representative of the Centre.
- 5) No person who is an elected officer of the Society may simultaneously be the President, Secretary, Treasurer, or a National Council Representative of the Centre.

### 8.14 Removal from Office

Any Director may be removed from office by special resolution of the Centre. Any such person whom it is proposed to remove from office is entitled to receive notice of the meeting at which such removal shall be proposed and of the intention to propose such removal, and to make representations on his or her behalf at the meeting of the Centre at which the vote is held.

### 8.15 Vacancy of an office

If a position becomes vacant, then another eligible member of the Centre may be elected by special resolution of the Board of Directors to fill such vacancy for the remainder of the term of office.

### 8.16 Honorary President

The Board of Directors may name, by special resolution, an Honorary President.

## **ARTICLE 9 - NEWSLETTER**

### 9.01 Skyward

- 1) The Montreal Centre shall publish a newsletter called SKYWARD.
- 2) The editor of SKYWARD shall be elected by special resolution of the Board of Directors.
- 3) The editor shall be invited to all meetings of the Board of Directors.

## **ARTICLE 10 - COMMITTEES**

### 10.01 Standing Committees

1) The following shall be the standing committees of the Board of Directors:

- a. Executive Committee;
- b. Finance Committee;

2) The chairperson and members of each standing committee, who are not prescribed by this By-law, shall be appointed by the Board of Directors at its first meeting after each annual meeting for terms that expire at the first meeting of the Board of Directors following the next annual meeting.

### 10.02 Special Committees

1) The Board of Directors may establish from time to time any special committee for such purposes and for such term, not exceeding two years, as the Board of Directors shall prescribe. Such term is renewable by the Board of Directors any number of times.

2) Each special committee shall be comprised of a chairperson appointed by the Board of Directors, together with such other members as are appointed by the Board of Directors.

### 10.03 Committee Membership of the President

The President shall be a voting member of all committees, 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.

### 10.04 Quorum

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

### 10.05 Executive Committee

1) The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Recording Secretary, and the Treasurer.

2) The Executive Committee shall transact the routine business of the Centre when the Board of Directors 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 business of the Centre requires such meeting.

4) All actions taken and decisions made by the Executive Committee shall be reported by the President at the next meeting of the Board of Directors.

### 10.06 Finance Committee

1) The Finance Committee shall consist of the Treasurer, who shall be chairperson, and two other members of the Board of Directors.

2) The Finance Committee shall

- a. prepare the annual budget of the Centre for presentation to and adoption by the Board of Directors;
- b. invest moneys of the Centre not required for current operations in deposits in institutions insured under the Canadian Deposit Insurance Corporation Act (Canada);
- c. review the annual financial statements of the Centre prior to their submission to the Board of Directors;
- d. advise the Board of Directors on the financial affairs of the Centre; and
- e. have such other such duties as may be prescribed by the Board of Directors.

10.07 Removal from Office

Any member of any committee, except the President, may be removed from that office by ordinary resolution of the Board of Directors. Any such person whom it is proposed to remove from office is entitled to receive notice of the meeting at which such removal shall be proposed and of the intention to propose such removal, and to make representation at the meeting of the Board of Directors at which the vote is held.

## **ARTICLE 11 - MEETINGS OF THE CENTRE**

11.01 Annual Meeting

- 1) The annual meeting of the members of the Centre shall be held between 1 October and November 30 in each membership year at such place as shall be designated by the Board of Directors.
- 2) At least 15 days before the date of the annual meeting, the Secretary shall mail to the last known address of each voting member notification of
  - a. the agenda for the annual meeting, specifying its time and place;
  - b. any proposed By-law or amendment to the Constitution of the Centre adopted by special resolution of the Board of Directors; and
  - c. the names of the candidates for the positions on the Board of Directors and National Council Representative.
- 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 general meetings held since the last annual meeting;
  - c. consideration and approval of the reports of the Board of Directors, and the committees of the Board of Directors, 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 Directors and the National Council representative(s) of the Centre;

f. election of the auditor of the Centre; and

g. other business.

#### 11.02 General Meetings

General Meetings may be held at any time upon the call of the President or at the request of the majority of the Board of Directors. Notice of such meetings shall be mailed to each member in writing, addressed to his last known address, at least 15 days before the meeting and the notice shall specify the nature of the business to be transacted.

#### 11.03 Meetings on Requisition

- 1) Upon requisition in writing signed by at least 15 voting members of the Centre, the President shall call a general 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 general meeting of the Centre to be held within 30 days of such requisition, then any voting member of the Centre who has signed such requisition may call a general meeting of the Centre.
- 2) At least 15 days before the date of such meeting the Secretary shall notify in writing 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 10 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.

#### 11.04 Quorum

No business shall be conducted at any point at any annual or general 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 20 members or 1/5 of the membership, whichever is the larger, is not personally present.

#### 11.05 Procedures

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

## **ARTICLE 12 - FINANCES**

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

#### 12.02 Annual Financial Statements

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

## **ARTICLE 13 - SIGNING AUTHORITY**

### 13.01 Signing Authority

- 1) At the first meeting of the Board of Directors after the annual meeting, it shall be decided who has signing authority for the Centre.
- 2) Every Director who, and committee that, has responsibility for the expenditure of an account allocated under the budget may expend such amount and thereupon bind the Centre to that extent without further authorization.

## **ARTICLE 14 - REMUNERATION AND EXPENSES**

- 14.01 No member of the Board of Directors or of a committee shall receive any remuneration from the Centre for his or her services, but each member shall be entitled to be reimbursed for all expenditures authorized by the Board and made by him or her on behalf of the Centre.

## **ARTICLE 15 - CONFORMITY TO BY-LAWS**

- 15.01 No action taken contrary to the By-laws of the Centre is valid.

## **ARTICLE 16 - REPEAL AND AMENDMENT**

### 16.01 Amendment and enactment of By-Laws

The By-laws of the Centre may be repealed or amended, and other by-laws of the Centre may be enacted, by special resolution of the Centre.

### 16.02 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 Directors or persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of the By-law and all resolutions of the Centre or of the Board of Directors 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.