

The Royal Astronomical Society of Canada, Winnipeg Centre Incorporated

Bylaw Number One

Approved by Council July 4, 2022

Ratified by the Centre September 9, 2022

1. Definitions

- 1.1** In this Bylaw, and in all other bylaws of the Centre, unless the context requires a different meaning,
- 1.1.1** "Act" means the Corporations Act, (CCSM, c. C225) of the Province of Manitoba including the regulations made pursuant to the Act, and any statute or regulation that may be substituted, or amended from time to time,
 - 1.1.2** "Centre" means The Royal Astronomical Society of Canada, Winnipeg Centre Incorporated, a non-profit non-share capital corporation registered in the Province of Manitoba,
 - 1.1.3** "Council" means the administering body of the Centre referred to in Article 7 comprised of the 8 Directors and 4 Councillors
 - 1.1.4** "Bylaw" means this Bylaw and its related policies, and no other,
 - 1.1.5** "Director" refers to a member of the Centre elected or appointed to the Council to meet the requirements of 1.1.1 above under section 8
 - 1.1.6** "Councillor" refers to a member of the Centre elected under section 8. Councillors are not reported on the annual report to the Province of Manitoba. A Councillor does not qualify as a Director under the Act.
 - 1.1.7** "Society" means The Royal Astronomical Society of Canada - La Société Royale d'Astronomie du Canada,
 - 1.1.8** "Member" means a member of the Centre,
 - 1.1.9** "Members' Meeting" includes Centre meetings, the Annual General Meeting (AGM), and any special meeting of members. Unless otherwise specified, the meetings of Council and the Centre shall act by ordinary resolution, and Robert's Rules of Order In Brief (3rd edition) shall be used to govern the conduct of those meetings,
 - 1.1.10** "National Bylaw" means all of the Bylaws and related policies of the Society, and no other,
 - 1.1.11** "National Council" means the advisory body of the Society comprised of members from each Centre,

- 1.1.12 "Officer" refers to the elected positions on the Council: President, Vice-President, Treasurer and Secretary,
- 1.1.13 "Ordinary resolution of the Centre" means a resolution passed by a simple majority of those voting members of the Centre, who are present and voting at a meeting of the Centre,
- 1.1.14 "Ordinary resolution of the Council" means a resolution passed by a majority of those voting members of the Council present and voting at a meeting of the Council,
- 1.1.15 "Special resolution of the Centre" means a resolution passed by not less than two-thirds of such members present at a general meeting or special meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given,
- 1.1.16 "Special resolution of the Council" means a resolution passed by two-thirds of those voting members of the Council present and voting at a meeting of the Council.,
- 1.1.17 "A member in good standing" means a member that has no dues in arrears and no disciplinary action in effect at the time.
- 1.1.18 The financial year of the Centre shall be a calendar year from January to December.

2. Name of the Centre

- 2.1 The name of the Centre shall be "The Royal Astronomical Society of Canada, Winnipeg Centre Incorporated."

3. Objectives of the Centre

- 3.1 The objectives of the Centre are:
 - 3.1.1 to stimulate interest in, and the study, knowledge, and enjoyment of astronomy and related sciences, by members and the public,
 - 3.1.2 to work in conjunction with the Society and other Centres of the Society to further the progress of astronomy and observing in Canada,
 - 3.1.3 to acquire and maintain equipment, libraries, astronomical observatories and other property necessary for the pursuit of its objectives,
 - 3.1.4 to publish newsletters, books and other material containing information on the progress of astronomy and the work of the Society and the Centre,
 - 3.1.5 to receive and administer gifts, donations and bequests from members of the Centre and others, and
 - 3.1.6 to make contributions and render assistance to individuals and institutions engaged in the study and advancement of astronomy.

4. Corporate Seal & Proprietary Symbols

- 4.1** The Centre may have a corporate seal or proprietary symbols in the form approved from time to time by the Council. If a corporate seal is approved by the Council, the Secretary of the Centre shall be the custodian of the corporate seal and the proprietary symbols.

5. Relationship between the Centre and the Society

- 5.1** The Centre is a constituent part of, and associated with the Society.

5.2 Constitution of the Society

- 5.2.1** The operation of the Centre is governed by the Centre's Bylaws and by the Bylaws of the Society.
- 5.2.2** The Bylaws of the Centre shall not conflict with the Bylaws of the Society, and any Centre bylaw that does so conflict is inoperative to the extent of the conflict.
- 5.2.3** 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.

5.3 Centre Debts

- 5.3.1** 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.

6. Membership

6.1 Membership Conditions

- 6.1.1** Membership in the Centre shall be open to those who are interested in astronomy, as provided by in the Society's Bylaw.
- 6.1.2** Members are expected at all times to conduct themselves appropriately and with due regard to the best interests of the Centre, the Society, and their fellow members. Inappropriate conduct includes such behaviour as: bullying, harassment, sexual harassment, general discrimination of any nature, failure to comply with Public Health orders, etc. This expectation is outlined in the Code of Conduct document in the Policy and Procedures Manual.
- 6.1.3** Every 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.

6.1.4 Membership shall consist of those who support the objectives of the Society and Centre and who pay the annual fee to the Society treasurer in an amount under the terms and conditions determined by the Council and Society. Proof of payment may be required to access Centre services.

6.2 Transfer of Membership

6.2.1 A member of a Centre may transfer membership and become attached to another Centre, and an unattached member may become a member of, and become attached to, a Centre, subject to approval by the Centre to which attachment is sought. An attached member may choose to become an unattached member at any time.

6.2.2 A member of the Centre may not transfer his or her membership to another person for the remaining term of their membership in the Society.

6.3 Termination of Membership

6.3.1 A member may terminate his or her membership in the Society by sending a notice in writing to that effect to the Society office and/or to the Secretary of the Centre, if any, to which he or she is attached. The notice shall take effect on the date specified in the resignation.

6.3.2 A membership in the Centre may also be terminated when:

6.3.2.1 the member dies;

6.3.2.2 the member is in default of payment for 60 days past due;

6.3.2.3 the member fails to maintain any qualifications for membership in accordance with this Bylaw or those of the Society;

6.3.2.4 the member's membership in the Centre has been terminated as a result of a special resolution of the Centre at a meeting duly called and for which notice of the proposed action has been given;

6.3.2.5 the Centre has been liquidated or dissolved under the Act;

6.3.2.6 the member is expelled from the Centre under the Centre's Disciplinary Policy.

6.3.3 Upon any termination of membership, the rights of the member, including any rights in the property of the Centre, automatically ceases to exist.

6.4 Entitlement of Members to Centre Rights and Services

6.4.1 Every member in good standing is entitled to attend and vote at any meeting of Centre members.

- 6.4.2 Every member in good standing is entitled to stand for election as an Director or Councillor of the Centre (where permitted by applicable legislation).
- 6.4.3 Every member of the Centre has the right to, and is welcome to attend all meetings of the Council, unless, in exceptional circumstances, the Council declares, by special resolution of the Council, a meeting or part of a meeting to be closed to the membership.
 - 6.4.3.1 A member of the Centre who is present as a non-voting guest, may not participate in the meeting.
 - 6.4.3.2 Guests may make presentations to Council by the invitation of the President, request to the President in advance of the meeting, or by ordinary resolution of the Council.
 - 6.4.3.3 Any member of the Centre can request the schedule of upcoming Council meetings.
 - 6.4.3.4 Their presence as a guest is not counted towards quorum.
- 6.4.4 Every member is entitled to the Centre's publications and benefits as are determined from time to time by ordinary resolution of Council and as defined in the Centre Policy and Procedure Manual as described in Article 10.

7. Council

7.1 Duties And Composition

- 7.1.1 The property and business of the Centre shall be administered by the Council, the members of which shall be the elected Directors and Councillors of the Centre referred to in Article 8.

7.2 Meetings of the Council

- 7.2.1 The Council shall meet and be subject to the rules as set forth in this Bylaw.
- 7.2.2 The Council shall meet as required to administer the regular business of the Centre, a minimum of 8 times per calendar year.
- 7.2.3 No business shall be conducted at any meeting of the Council unless a quorum is present to open the meeting, and upon request, before any vote. Participation in the meeting by real-time electronic means will count towards quorum.
- 7.2.4 A quorum for meetings of the Council shall be defined as fifty percent plus one (50% + 1) of positions that are normally filled by election (four members of the Executive, four At-Large Directors, and four Councillors).

7.2.5 Every meeting of the Council shall be presided over by the President, in their absence by the Vice-President, and in the absence of both of them, by another member of the Council elected at the meeting.

7.2.5.1 The presiding member has the right to vote at a meeting of Council.

7.2.5.2 The presiding member of Council may not make or second motions at meetings of the Council.

7.2.6 Voting at a meeting of the Council shall proceed as follows:

Each Director and Councillor has one vote. In the case of a tie vote, the President has an extra vote to break a tie. The Past-president and those who hold non-elected appointed positions on the Council do not have a vote.

7.2.7 From time to time, the Council may choose to conduct business via online technology according to a procedure determined by the Council. Such procedure shall set out rules for making, seconding, discussing, and voting on motions. The Secretary shall record successful motions made in this manner, and minutes will be published as if the business were conducted at an in-person Council meeting.

7.3 Duties of a Directors and Councillor

7.3.1 Any Director or Councillor shall:

7.3.1.1 Attend Council meetings as called by the President, either in person or via electronic means

7.3.1.2 Attend all Council meetings unless he or she provides advance notice of a valid reason for missing a meeting, to the President or Secretary.

7.3.1.3 Have other such duties as may be prescribed by the Council.

7.3.1.4 A Director is named on the annual report to the Province of Manitoba and holds the fiduciary responsibilities of complying with the Incorporation Act.

7.3.1.5 A Director or Councillor who fails to attend more than 3 regular meetings of Council without being excused by the President, must discuss the issue with the Executive Committee before the next Council meeting.

7.4 Appointed Positions

7.4.1 The Council may, from time to time, create an appointed position.

7.4.2 Appointed positions shall be reviewed by the Council not less than one time per calendar year.

7.4.3 Appointed positions of Council are non-voting members of Council unless the appointee also holds an elected position.

- 7.4.4 The duties of the appointed position shall be as determined by the Council at the time of appointment and as described in the Centre Policy Manual (see Article 10).

8. Election Of Directors and Councillors

8.1 Directors and Councillors

- 8.1.1 The Centre members will elect 8 Directors to Council, as follows:
 - 8.1.1.1 President, Vice-President, Secretary, and Treasurer, as Council Executive
 - 8.1.1.2 Four additional members, as At-Large Directors, and
- 8.1.2 The Centre members will elect 4 Councillors to Council.
- 8.1.3 No person who is elected to the Council may hold more than one position on Council.

8.2 Nomination of Directors and Councillors

- 8.2.1 Every member who is qualified under the Act has the right to stand for election or appointment as a Director of the Centre subject to the Act.
- 8.2.2 Every member has the right to stand for election or appointment as a Councillor of the Centre.
- 8.2.3 The Nominating Committee shall call for nominations 60 days before the AGM.
- 8.2.4 The Nominating Committee as defined in Article 9.1 shall prepare a list of candidates for each of the positions of Director and Councillor for which an election must be held. The list is to be presented to the Secretary of the Centre at least 30 days prior to the AGM.
- 8.2.5 Any eligible member of the Centre may be nominated as a Director or Councillor at or before such AGM.

8.3 Election of Directors and Councillors

- 8.3.1 If there is only one confirmed nominee for any position, that nominee shall be deemed elected by acclamation.
- 8.3.2 Where there is more than one confirmed nominee for a position, there shall be an election by vote of the members of the Centre at the AGM. The Candidate receiving the greatest number of votes shall be declared elected.
- 8.3.3 In the case where there is a tie vote for a position, then the tie shall be broken by a coin toss.
- 8.3.4 The President will announce the elected members of the Council at the AGM of the Centre.

- 8.3.5 The newly elected Directors and Councillors will have their positions take effect at the close of the AGM.
- 8.3.6 Should one or more vacancies remain on the Council after the election process, then the Council may appoint a qualified member of the Centre to the Council by an ordinary motion of the Council members.
- 8.3.7 Within 14 days of their election, the Secretary shall file an Annual Return reflecting elected Directors, including the four At-Large Directors with the Companies Office for Manitoba.
- 8.3.8 In the event that the President or Vice-President is no longer willing or able to complete their term of office, Council will call on the Nominating Committee to nominate a replacement for President or Vice-President, and members will be called by Council to vote at a Special Meeting of the Centre, to elect a replacement to complete the term.
 - 8.3.8.1 A President or Vice-President who is elected under this special circumstance, will not have the partial term count toward the term limitations, under Article 8.11.2.

8.4 Duties of the President

- 8.4.1 The President shall:
 - 8.4.1.1 be responsible for the effectiveness of the Council, in conducting its work and strategic planning, in accordance with the policies of the Centre,
 - 8.4.1.2 call meetings of Council and the Centre,
 - 8.4.1.3 preside as a voting Chair, at all meetings of the Centre and the Council,
 - 8.4.1.4 serve as a voting ex officio member of all committees of the Council,
 - 8.4.1.5 represent and speak for the Centre, when appropriate,
 - 8.4.1.6 have other such duties as prescribed by the Council, and
 - 8.4.1.7 be eligible to cast a second, deciding vote in the case where there is a tied vote at meetings of Council and the Centre membership.

8.5 Duties of the Vice-President

- 8.5.1 The Vice-President shall:
 - 8.5.1.1 assist the President in the discharge of his or her duties,
 - 8.5.1.2 perform the duties of the President during their absence, illness or incapacity of the President, or when the President as Chair may request him/her to do so,
 - 8.5.1.3 have other such duties as prescribed by the Council.

8.6 Duties of the Secretary

8.6.1 The Secretary shall:

- 8.6.1.1** conduct the internal and external correspondence of the Centre, including ensuring the necessary correspondence and electronic communications, and report thereon to the Council.
- 8.6.1.2** have custody of the Seal, if there is an official Seal for the Centre.
- 8.6.1.3** send notice of every meeting of the Council to every Council member at least 7 days before the meeting, by appropriate means of communication such as mail, email, telephone, or other social media. Non-receipt of notice by any elected or appointed officer, shall not invalidate the proceedings of the Council meeting.
- 8.6.1.4** confirm that Council has reached quorum, as defined under Article 7.2.4.
- 8.6.1.5** record minutes of all Council and AGM meetings and send minutes to all members of the Council, including any decisions taken between meetings, as provided in article 7.2.7.
- 8.6.1.6** be responsible for the preparation and custody of all non-financial books and records including the accurate minutes of Members' and Council meetings, the register of members, and the filing of the annual requirements with the Companies Office and with the Society,
- 8.6.1.7** make available the books and records of the Centre for inspection upon request by members or for legal purposes, and
- 8.6.1.8** have other such duties as may be prescribed by the Council.

8.7 Duties of the Treasurer

8.7.1 The Treasurer shall:

- 8.7.1.1** have the responsibility for custody of all financial books and records of the Centre,
- 8.7.1.2** prepare and keep complete accurate financial records of the business of the Centre, including books of receipts, disbursements and deposits, assets and liabilities, and any other materials related to finance.
- 8.7.1.3** in general, conduct the financial business of the Centre in a timely manner, and in accordance with the direction of the Council,
- 8.7.1.4** prepare the annual financial statements of the Centre, present them to the Council for approval at a meeting prior to the AGM

of the Centre, and present the approved annual financial statements for adoption by members at the AGM,

8.7.1.5 serve as a voting member of the Finance Committee *ex officio*, and

8.7.1.6 have other such duties as may be prescribed by the Council.

8.8 Duties of At-Large Directors and Councillors

8.8.1 At-Large Directors and Councillors shall:

8.8.1.1 have the responsibility to attend Council meetings, either in person or by electronic means,

8.8.1.2 prepare for meetings of Council using appropriate means,

8.8.1.3 provide timely input and feedback to the President and members of Council, on matters under discussion by the Council during meetings and between meetings by email and other means of communication,

8.8.1.4 in general, facilitate the conduct the regular business of the Council, and

8.8.1.5 have other such duties as undertaken on behalf of Council or prescribed by the Council.

8.9 Removal of a Director or Councillor

8.9.1 Any Director or Councillor may be proposed for removal from office by a special resolution of the Council that will then be provided as a motion for discussion at a meeting of the Centre.

8.9.2 After discussion, Centre members in attendance at the meeting will vote by secret ballot, whether to approve the removal.

8.9.3 Any such person who is proposed for removal from office is entitled to receive notice of the meeting(s) at which such removal shall be proposed and of the intention to propose such removal, and to make representations on their behalf at the respective meetings of the Council and Centre at which the vote is held.

8.10 Vacancy of an Office

8.10.1 If a Director position other than President or Vice-President, or a Councillor position becomes vacant by reason of resignation, disqualification, non election, removal under Article 8.8, or unfortunate circumstances, then another eligible member of the Centre may be elected by ordinary resolution of the Council to fill such a vacancy for the remainder of the term.

8.10.2 A Director or Councillor who ceases to be a member of the Centre for any reason, also ceases to be a Director or Councillor, and loses the right to participate in any meeting or act related to such a position.

8.11 Conflict of Interest

8.11.1 A Director or Councillor who has, or could reasonably be seen to have, a conflict of interest has a duty to declare this interest. The declaration should be made to the members:

8.11.1.1 upon nomination, and/or

8.11.1.2 when the possibility of conflict is realized.

8.11.2 A conflict of interest does not prevent a member from serving as an elected or appointed Director or Councillor provided that such a member withdraws from the decision-making process on matters pertaining to that interest. The withdrawal should be recorded in the minutes of the meeting.

8.12 Terms of Office

8.12.1 The term of office of all elected and appointed Directors and Councillors shall be two years.

8.12.2 No person may hold the office of President or Vice-President for more than two consecutive terms for each position.

8.12.2.1 In the event that there are no nominations for either a President or Vice-President position, an outgoing President or Vice-President who has already served 2 consecutive terms for each position, may stand for election to one of those positions, as an exception to Article 8.11.2.

9. Committees

9.1 Committees as Advisory

9.1.1 As bodies established by the Council, all committees are advisory in bringing recommendations to the Council.

9.1.2 In the event that there is a tie vote at any committee decision, the Chair of the committee may have a second vote in order to bring the discussion to the Council as a whole.

9.2 Nominating Committee

9.2.1 The Nominating Committee must be appointed by the Council a minimum of 90 days prior to the AGM.

9.2.2 The Nominating Committee shall be composed of three members of the Centre, one of whom shall be the past-President or either a past or current member of the Council.

9.2.2.1 A member of the Nominating Committee cannot be currently seeking election to Council.

9.2.3 The Nominating Committee shall conduct the activities prescribed in section 8.2 above, and may be requested to conduct other activities as approved by Council.

- 9.2.4 The Nominating Committee must inform Centre members, if any nominees for Council positions have resigned from Council during the previous two years.
- 9.2.5 Present the slate of nominations assembled by the Nominating Committee, at the AGM.
 - 9.2.5.1 The presentation of nominees will be in three groups, in the following order: for those open positions on the Executive, for those open positions for At-Large Directors, and for those open Councillor positions.
 - 9.2.5.2 For each group of nominees, additional nominations will be sought from the members attending the AGM, before votes are cast by the members.

9.3 Finance Committee

- 9.3.1 The Finance Committee shall be composed of a minimum of the Treasurer and two more Directors or Councillors appointed by the Council.
- 9.3.2 The Finance Committee is responsible for preparing the annual budget and financial report for the AGM.

9.4 Ad Hoc Committees

- 9.4.1 From time to time, Council can strike one or more additional committees to conduct the business of the Centre.
- 9.4.2 Such an ad hoc committee can be struck to address a particular issue or group of issues that need to be addressed.
- 9.4.3 Council will appoint the chair of such a committee, and recommend members (from Council and/or the Centre).
- 9.4.4 The Chair of an ad hoc committee will report on the committee's progress at regular meetings of Council.
- 9.4.5 The committee will bring recommendations to Council via a written report.
- 9.4.6 Ad hoc committee recommendations will not be binding on Council to approve. Council may make additional suggestions to the committee's consideration.
- 9.4.7 Council will vote on whether to accept recommendations from an ad hoc committee.
- 9.4.8 Where a recommendation from an ad hoc committee is accepted by Council and requires substantive action, that recommendation must be taken to the membership at a meeting of the Centre, for approval by a vote, before any action is taken.
- 9.4.9 Council may disband the committee if and when the work of the committee is no longer required.
- 9.4.10 An ad hoc committee can be long-standing or short-lived, depending on the matters under review.

10. Centre Policy and Procedures Manual

- 10.1** A document of the policies and procedures of the Centre shall be maintained by the Secretary of the Centre. The Policy and Procedures document approved by Council, shall contain all policy and procedures referred to in the Centre's Bylaws, and such other procedures as are deemed relevant by Council.
- 10.2** This document shall be available to all members of the Centre by reasonable means, as determined appropriate by Council.
- 10.3** This document shall be amended by ordinary resolution of Council.

11. Meetings of the Centre

11.1 Membership Meetings

- 11.1.1** General membership meetings shall be held a minimum of 8 times per year. Meetings will be open to the public and advertised in such a manner as determined by the Council.
- 11.1.2** The purpose of general membership meetings will be to further the Objectives of the Centre as set out in Article 3.1.

11.2 Annual General Meeting of the Centre

- 11.2.1** The Annual General Meeting (AGM) of the Centre shall be held not more than three months after the end of the Centre's financial year as defined in Article 1.1.19, at a place designated by the Council. At this Annual General Meeting, reports shall be submitted by the President, Secretary, and Treasurer, and the final financial statements of the Centre's previous fiscal year shall be approved by the Centre.
- 11.2.2** Quorum at the AGM shall consist of the larger of twenty-five (25) members who are present in person or by electronic means or fifteen percent (15%) of the total membership as at the previous year's AGM, as appropriate to that meeting. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote, not including the presiding Chair of the meeting.
- 11.2.3** At least 30 days before the date of the AGM, the secretary shall notify each member of the Centre by a means of direct communication such as mail or email of:
 - a) the agenda for the AGM (including motion of elections to Council), specifying its date, time and place, and
 - b) the complete text of any proposed changes to the Centre's Bylaws.
 - c) Additional indirect communication methods may be utilised to enhance the notification.

- 11.2.4** The President or the President's designate shall preside over the AGM.
- 11.2.5** The order of procedure at the AGM that shall be deemed as ordinary business shall be as follows:
- a) consideration and approval of the minutes of the last AGM and of any Special Meeting(s) held since the last AGM;
 - b) consideration and approval of the annual reports of the Council, the Directors of the Centre, and the committees of the Council, and presentation and adoption of the annual financial statements;
 - c) consideration of any matter proposed to be adopted by special resolution of the Centre; and
 - d) election of Executive Officers, At-Large Directors, and Councillors of the Centre.
- 11.2.6** Other business arising from the minutes or the members in attendance, may be transacted.
- 11.2.7** The non-receipt of notice by an individual member shall not invalidate the proceedings, as long as the meeting has quorum.
- 11.2.8** Every member who is personally present at the AGM, shall have one vote and no more, except for the President, as stipulated in the case of a tie under Articles 7.2.5 and 8.4.1.7.

11.3 Special Meeting of the Centre

- 11.3.1** Special Meetings of the Centre may be called by:
- 11.3.1.1** the President, acting on behalf of the Council. Fifteen (15) days' notice of such a Special Meeting shall be given to each voting member by direct communication to members.
 - 11.3.1.2** . Written petition to Council, signed by the larger of: fifty (50) members in good standing or thirty percent (30%) of the total Centre membership as at the date of the previous year's AGM. Any petition of this nature must be aligned with the Code of Conduct of the Centre before it will be considered by the general membership. The President, on behalf of Council, must then call the Special Meeting using direct communication to the members of the Centre, to be held within the following 50 days, giving 15 days' notice of the meeting date and posting an agenda for the meeting.
- 11.3.2** Special meetings will be conducted according to the same rules as an AGM of the Centre membership, according to Article 11.2. A quorum for a Special Meeting of the Centre will be defined as the larger of fifteen percent (15%) of the total Centre membership as at the date of the previous year's AGM, or twenty-five (25) members in good standing.

12. Amendment of the Bylaws

12.1.1 This Bylaw may be amended by:

12.1.1.1 a special resolution of the Council. In this case, that amendment must then be approved by a special resolution of the Centre at the Annual General Meeting or Special Meeting of the Centre, or

12.1.1.2 A special resolution of the membership that is approved at a Special Meeting of the Centre.

12.1.2 A proposal to amend the Bylaw must be submitted in writing to the President and Secretary at least sixty (60) days before the Annual General Meeting or any Special Meeting of members that is called specifically for this purpose. Council must include the resolution for amendment in direct communication to members a minimum of thirty days before the meeting is held to vote on the proposal.

12.1.3 . A vote by secret ballot may be requested to determine the outcome of the proposed amendment, and must then be employed.

13. Finances

13.1 Fiscal Year

13.1.1 The fiscal year of the Centre shall be January 1 to December 31 of one calendar year.

13.2 Annual Financial Statements

13.2.1 The Treasurer, on behalf of Council, shall annually present to the members a written report on the financial position of the Centre at the Annual General Meeting.

13.2.2 The Centre's annual financial statements shall consist of a balance sheet showing its assets, liabilities and equity, a statement of revenues and expenses in the preceding fiscal year, and such other statements as are required by the Council, by the Society, or otherwise by law.

13.2.3 A copy of the financial report shall be signed by 2 Directors or Councillors and publicly posted on the Centre Website.

13.2.4 The members may inspect the financial statement and minutes of membership and Council meetings by giving one week's notice of a request to do so, providing the request is provided in writing to the Secretary or President of the Centre at least one week prior to the AGM.

13.2.5 Members of the Centre may require that the Council undertake a detailed review of the Centre's finances including bank statements, by special resolution of the Centre at the AGM or at a Special Meeting called for the purpose. The review must be presented to the members at a

subsequent meeting no longer than 60 days following the special resolution.

14. Financial Duties of the Council

14.1.1 The Council may only expend or commit Centre funds by approving by a majority, a motion from a member of Council or a request for future reimbursement or indemnification of a member of Council or the Centre. Such approval will be provided prior to the expenditure of funds.

14.1.2 The Council may from time to time:

14.1.2.1 borrow money upon the credit of the Centre in such amounts and upon such terms as may be deemed necessary and as approved by a special resolution of the Centre,

14.1.2.2 hypothecate, mortgage, charge or pledge all or any of the real or personal, movable or immovable property, undertaking the rights of the Centre to secure any such bonds, debentures, or other securities or any money borrowed or any other liability of the Centre, and

14.1.2.3 give indemnities to any member of the Council or other person who has undertaken or is about to undertake any liability on behalf of the Centre, and to secure such member of Council or other person against loss by giving to him or her a mortgage or charge upon the whole or any part of the real or personal property of the Centre.

15. Signing Authority

15.1 Signing Authority

15.1.1 Contracts, deeds, transfers, obligations, and any instruments and documents in writing requiring execution by the Centre, may be signed by any two of its Officers. All contracts, documents and instruments in writing approved by a motion in Council so signed, shall be binding upon the Centre without further authorization or formality.

15.1.2 The Council may from time to time, direct the manner in which a particular document or type of document shall be executed by a person or persons charged to do so.

15.1.3 Every Director or Councillor who, and every committee that has responsibility for the expenditure of an amount allocated under the budget, may expend such amount and thereupon bind the Centre to that extent, without further authorization.

15.1.4 All expenditures by Council, including discretionary spending, will be approved by Council in advance.

15.1.5 The seal of the Centre, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid.

16. Remuneration and Expenses

- 16.1 No member of the Council, or of any committee of the Centre, shall receive any remuneration from the Centre for their Council duties.
- 16.2 Each member shall be entitled to be reimbursed for all expenditures authorized in advance by Council and made on behalf of the Centre.
- 16.3 The Centre shall be carried on without purpose of financial gain for its members.
- 16.4 Any profits or other gains to the Centre and shall be used in promoting its objectives.

17. Conformity to Bylaws

- 17.1 Subject to Article 5.2.2, no action taken contrary to the Bylaws of the Centre is valid.
- 17.2 The failure of any person to receive notice of any meeting required to be given under the By-laws of the Centre does not affect the validity of any action taken at such meeting.

18. Repeal of Previous Bylaws

- 18.1 All previous bylaws of the Centre are repealed upon the coming into force of this Bylaw. Such repeal shall not affect the previous operation of any bylaw so repealed, or affect the validity of any action taken under any such previous bylaw. All resolutions of the Centre and of the Council with continuing effect passed under any previous bylaw shall continue good and valid except to the extent inconsistent with this Bylaw.

End of Bylaw Number One