

BY-LAWS
OF THE
ROYAL ASTRONOMICAL SOCIETY OF CANADA,
EDMONTON CENTRE



Amended: March 15, 2006

Adopted by Edmonton Centre Council: April 18, 2006

Adopted by National Council: May 20, 2006 (Motion 06212)

Adopted by Edmonton Centre: October 16, 2006 (Special Resolution)

Filed with Alberta Corporate Registry: February 9, 2007

**BY-LAWS OF THE
ROYAL ASTRONOMICAL SOCIETY OF CANADA,
EDMONTON CENTRE**

| | |
|--|-----------|
| ARTICLE 1 - DEFINITIONS | 1 |
| ARTICLE 2 - NAME OF CENTRE | 3 |
| ARTICLE 3 - SEAL | 3 |
| ARTICLE 4 - RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY | 3 |
| 4.01 ASSOCIATION OF CENTRE AND SOCIETY..... | 3 |
| 4.02 BY-LAWS OF THE SOCIETY | 3 |
| 4.03 CENTRE DEBTS | 3 |
| ARTICLE 5 - MEMBERSHIP | 4 |
| 5.01 ELIGIBILITY..... | 4 |
| 5.02 CLASSES OF MEMBERS | 4 |
| 5.03 RELATIONSHIP OF CENTRE MEMBERS AND THE SOCIETY..... | 4 |
| 5.04 MEMBERSHIP YEAR | 5 |
| 5.05 MEMBERSHIP FEES | 5 |
| 5.06 ENTITLEMENT OF MEMBERS TO CENTRE RIGHTS AND SERVICES..... | 5 |
| 5.07 CENTRE SURCHARGES | 6 |
| 5.08 DURATION OF ENTITLEMENT TO CENTRE RIGHTS AND SERVICES | 6 |
| 5.09 TRANSFER OF MEMBERSHIP..... | 7 |
| 5.10 TERMINATION OF AND EXPULSION FROM MEMBERSHIP..... | 7 |
| ARTICLE 6 - COUNCIL..... | 7 |
| 6.01 DUTIES AND COMPOSITION | 7 |
| 6.02 MEETINGS OF COUNCIL | 8 |
| ARTICLE 7 - OFFICERS..... | 10 |
| 7.01 ELECTED OFFICERS..... | 10 |
| 7.02 APPOINTED OFFICERS | 10 |
| 7.03 NATIONAL COUNCIL REPRESENTATIVE(S)..... | 11 |
| 7.04 RESTRICTIONS ON ELIGIBILITY FOR OFFICE | 11 |
| 7.05 NOMINATION OF ELECTED OFFICERS AND COUNCILLORS..... | 11 |
| 7.06 ELECTION OF OFFICERS | 12 |
| 7.07 APPOINTMENT OF OFFICERS | 12 |
| 7.08 TERMS OF OFFICE | 12 |
| 7.09 REMOVAL FROM OFFICE | 13 |
| 7.10 VACANCY OF AN OFFICE..... | 13 |
| 7.11 DUTIES OF THE PRESIDENT..... | 14 |
| 7.12 DUTIES OF THE IMMEDIATE PAST PRESIDENT | 14 |
| 7.13 DUTIES OF THE VICE-PRESIDENT | 14 |
| 7.14 DUTIES OF THE GENERAL SECRETARY | 15 |
| 7.15 DUTIES OF THE TREASURER..... | 16 |
| 7.16 DUTIES OF THE NATIONAL COUNCIL REPRESENTATIVE(S)..... | 17 |
| 7.17 DUTIES OF THE COUNCILLOR(S)-AT-LARGE | 17 |
| 7.18 DUTIES OF THE EDITOR | 17 |
| 7.19 DUTIES OF THE PUBLIC EDUCATION DIRECTOR | 18 |
| 7.20 DUTIES OF THE FUNDRAISING COORDINATOR | 18 |
| 7.21 DUTIES OF THE INTERNAL COMMUNICATIONS OFFICER | 19 |
| 7.22 DUTIES OF THE LIBRARY COODINATOR | 19 |
| 7.23 DUTIES OF THE OBSERVERS' GROUP DIRECTOR | 20 |
| 7.24 DUTIES OF THE EQUIPMENT COORDINATOR | 20 |
| 7.25 DUTIES OF THE WEB SITE COORDINATOR | 20 |
| 7.26 DUTIES OF THE MEMBERSHIP SECRETARY | 21 |

| | | |
|---|---|-----------|
| 7.27 | DUTIES OF THE NEW MEMBERS ADVISOR | 21 |
| 7.28 | DUTIES OF OTHER OFFICERS | 22 |
| ARTICLE 8 - COMMITTEES..... | | 22 |
| 8.01 | STANDING COMMITTEES | 22 |
| 8.02 | SPECIAL COMMITTEES | 22 |
| 8.03 | COMMITTEE MEMBERSHIP OF THE PRESIDENT | 23 |
| 8.04 | REPORTS TO CENTRE COUNCIL | 23 |
| 8.05 | QUORUM OF STANDING COMMITTEES | 23 |
| 8.06 | AWARDS COMMITTEE | 23 |
| 8.07 | PROPOSAL REVIEW COMMITTEE..... | 23 |
| 8.08 | BY-LAWS COMMITTEE | 24 |
| 8.09 | EXECUTIVE COMMITTEE | 24 |
| 8.10 | FINANCE COMMITTEE | 25 |
| 8.11 | NOMINATING COMMITTEE..... | 25 |
| 8.12 | OBSERVATORY PLANNING COMMITTEE..... | 26 |
| 8.13 | VACANCY ON A COMMITTEE | 26 |
| 8.14 | REMOVAL FROM OFFICE | 26 |
| ARTICLE 9 - MEETINGS OF THE CENTRE..... | | 27 |
| 9.01 | ANNUAL GENERAL MEETING | 27 |
| 9.02 | REGULAR MEETINGS | 28 |
| 9.03 | MEETINGS ON REQUISITION | 28 |
| 9.04 | SPECIAL MEETINGS..... | 29 |
| 9.05 | PRESIDING MEMBER | 29 |
| 9.06 | QUORUM | 29 |
| 9.07 | CONDUCTING OF BUSINESS | 30 |
| 9.08 | PROXIES | 30 |
| ARTICLE 10 - RECORDS | | 30 |
| 10.01 | RECORDS..... | 30 |
| ARTICLE 11 - FINANCES | | 30 |
| 11.01 | AUDITOR..... | 30 |
| 11.02 | ANNUAL FINANCIAL STATEMENTS | 31 |
| 11.03 | GENERAL FUND..... | 31 |
| 11.04 | CASINO FUND | 31 |
| 11.05 | CLASSES OF EXPENDITURES | 31 |
| 11.06 | MINOR EXPENDITURES | 32 |
| 11.07 | COUNCIL EXPENDITURES..... | 32 |
| 11.08 | CENTRE EXPENDITURES | 33 |
| ARTICLE 12 - SIGNING AUTHORITY..... | | 33 |
| 12.01 | SIGNING AUTHORITY | 33 |
| ARTICLE 13 - REMUNERATION AND EXPENSES | | 33 |
| ARTICLE 14 - CONFORMITY TO BY-LAWS | | 34 |
| 14.01 | CONFORMITY TO BY-LAWS | 34 |
| 14.02 | FAILURE TO RECEIVE NOTICE..... | 34 |
| ARTICLE 15 - REPEAL AND AMENDMENT | | 34 |
| 15.01 | AMENDMENT AND ENACTMENT OF BY-LAWS | 34 |
| 15.02 | REPEAL OF PREVIOUS BY-LAWS | 34 |

**BY-LAWS OF THE
ROYAL ASTRONOMICAL SOCIETY OF CANADA,
EDMONTON CENTRE**

Article 1 - Definitions

1.01 In all by-laws of the Centre, unless the context requires a different meaning,

- (1) “Centre” means The Royal Astronomical Society of Canada, Edmonton Centre,
- (2) “Council” means the administering body of the Centre referred to in Article 6.01,
- (3) “Councillor” means an elected officer of the Centre referred to in Article 7.01, an appointed officer of the Centre referred to in Article 7.02, or the Immediate Past President, and holds the same position as “Director” as defined in the Alberta Societies Act,
- (4) “member” means a member of the Centre under Article 5 - Membership,
- (5) “Society” means The Royal Astronomical Society of Canada – La Société Royale d’Astronomie du Canada,
- (6) “National By-laws” means the by-laws of the Society,
- (7) “National Council” means the National Council of the Society established under the National By-laws,
- (8) “ordinary resolution of the Centre” means a resolution passed by a majority of those voting members of the Centre present and voting at a meeting of the Centre,
- (9) “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,

- (10) “special resolution of the Centre” means
- (i) a resolution passed
 - (A) at a Regular Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at a Regular Meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the Regular Meeting so agree, or
 - (iii) a resolution consented to in writing by all the members who would have been entitled at a Regular Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- (11) “special resolution of the Council” means
- (i) a resolution passed
 - (C) at a Council Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - (D) by the vote of not less than 75% of those Councillors who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at a Council Meeting of which less than 21 days’ notice has been given, if all the Councillors entitled to attend and vote at the Council Meeting so agree, or
 - (iii) a resolution consented to in writing by all the Councillors who would have been entitled at a Council Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- (12) “voting member” means any ordinary, youth, life, or associate member of the Centre.

Article 2 - Name of Centre

- 2.01 The name of the Centre shall be “The Royal Astronomical Society of Canada, Edmonton Centre.”

Article 3 - Seal

- 3.01 The corporate seal of the Centre shall be such as the Council may approve from time to time by an ordinary resolution.

Article 4 - Relationship Between the Centre and the Society

4.01 ASSOCIATION OF CENTRE AND SOCIETY

- (1) The Centre is a constituent part of and associated with the Society.

4.02 BY-LAWS OF THE SOCIETY

- (1) The operation of the Centre is governed by the Centre's by-laws and by the By-Laws of the Society.
- (2) The by-laws of the Centre shall not conflict with the By-Laws 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.
- (4) Where a resolution or action of the Centre conflicts with a resolution or action of the Societies Act of the Province of Alberta, the legislation shall prevail, and the resolution or action of the Centre is inoperative to the extent of the conflict.

4.03 CENTRE DEBTS

- (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.

Article 5 - Membership

5.01 ELIGIBILITY

- (1) Membership in the Centre shall be open to all persons who are interested in astronomy, as provided by the Letters Patent of the Society.

5.02 CLASSES OF MEMBERS

- (1) There shall be five (5) classes of membership in the Centre: ordinary, youth, life, honorary and associate.
- (2) An ordinary member of the Centre is a member of the Centre who has paid the ordinary membership fee under Article 5.05(1).
- (3) A youth member of the Centre is a member of the Centre who has paid the youth membership fee under Article 5.05(1) and who is less than twenty-one years of age at the time of such payment. Eligibility for youth membership terminates at the end of the membership year in which the person becomes twenty-one (21) years of age.
- (4) A life member of the Centre is a member of the Centre who has paid the life membership fee under Article 5.05(1), 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 established under Article 5.05(3).
- (5) The Centre may, by special resolution of the Council and ordinary resolution of the Centre, confer honorary membership in the Centre on any person in recognition of noteworthy contributions to the science of astronomy, or for meritorious service to the Centre. Honorary members shall not have voting rights.
- (6) An associate member of the Centre is a member of the Centre who has paid the associate membership fee under Article 5.05(4). An associate member is a person living in the same household as an ordinary or life member. An associate member of the Centre is not a member of the Society.

5.03 RELATIONSHIP OF CENTRE MEMBERS AND THE SOCIETY

- (1) Every ordinary, youth, 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.

5.04 MEMBERSHIP YEAR

- (1) The membership year of the Centre commences when the registrar of the Society notifies the Centre of the receipt of membership fees. A life member or honorary 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 month periods as long as that person renews his or her membership in accordance with Article 3.08 of By-law Number One, of the Society.

5.05 MEMBERSHIP FEES

- (1) The annual membership fees for ordinary and youth members and the life membership fee shall be determined from time to time by ordinary resolution of the Society.
- (2) Renewal fees for existing members are due and payable sixty (60) days before the end of the membership year, in default of which a member ceases to be a member two months following the end of the membership year.
- (3) Annual membership fees, Centre surcharges if any, and life membership fees, for members attached to a Centre, shall be paid to the Society, in the method of the Society's choosing.
- (4) The annual membership fee for associate members of the Centre shall be determined from time to time by ordinary resolution of the Council and the Centre.

5.06 ENTITLEMENT OF MEMBERS TO CENTRE RIGHTS AND SERVICES

- (1) Subject to Article 5.08, every voting member is entitled to exercise the following rights:
 - (a) to attend and to vote at all Centre meetings;
 - (b) to attend all meetings of the Council, unless, in exceptional circumstances, the Council declares, by a two-thirds vote of eligible members present at the Council meeting, a meeting or a part of a meeting to be closed to the membership;
 - (c) where permitted by applicable legislation, to stand for election as an officer or councillor of the Centre; and
 - (d) where he or she is twenty-one years of age or more and is not an associate member as defined in Article 5.02(6), to stand for election as a National

Council Representative or Alternate National Council Representative under Article 7.03.

- (2) Subject to Article 5.08, every voting member is entitled to receive the following services:
 - (a) access to the Centre Library at no additional charge;
 - (b) rental of the Centre's rental telescopes for a fee established from time to time by ordinary resolution of the Council, and under such terms as described by the Council;
 - (c) access to the use of other Centre-owned and operated facilities and equipment under terms and conditions established from time to time by ordinary resolution of the Council;
 - (d) where he or she is not an associate member as defined in Article 5.02(6), receipt of the Centre Newsletter.
- (3) Every member is responsible to govern their behaviour in accordance with these By-laws and the Centre's goals.

5.07 CENTRE SURCHARGES

- (1) The Centre or the Council of the Centre may, by special resolution, establish one or more surcharges applicable to the members of the Centre or to any class thereof, in respect of any Centre right or service.
- (2) If the Centre imposes any surcharge upon its members before allowing them to exercise such rights, then this surcharge shall be designated a "basic surcharge", and this basic surcharge must be set in an amount no higher than is necessary to recover the direct costs of providing such rights, including the cost, if any, of meeting facilities for meetings of the Centre and the Council. Additional surcharges may be required for additional Centre rights and services, but entitlement to the above specified Centre rights shall not be conditional upon payment of such additional surcharges.
- (3) Council may, by special resolution, require payment of the renewal fee and a basic surcharge, if any, during the renewal period specified in Article 5.04, before a member is entitled to the Centre rights specified in Article 5.06(1).

5.08 DURATION OF ENTITLEMENT TO CENTRE RIGHTS AND SERVICES

- (1) A member who is entitled to the specified Centre rights under Article 5.06 for a membership year is so entitled for a period of sixty (60) days, after the expiration of their membership. If the Centre does not have a basic surcharge, a life member

attached to the Centre is entitled to the specified Centre rights under Article 5.06 as long as he or she remains attached to the Centre. If the Centre has a basic surcharge, a life member attached to the Centre is entitled to the specified Centre rights under Article 5.06 upon payment of this annual basic surcharge.

5.09 TRANSFER OF MEMBERSHIP

- (1) A member of another Centre may transfer his or her membership and become attached to the Centre, and an unattached member may become a member of and attached to the Centre, upon application to the Registrar of the Society. Such transfer or attachment is effective when notification of the transfer is received by the Centre's Secretary.

5.10 TERMINATION OF AND EXPULSION FROM MEMBERSHIP

- (1) A member's membership can be terminated as provided by Article 5.05(2) and by the National By-laws.
- (2) A member may terminate his or her membership in the Society by sending a notice in writing to that effect to the Society and to the General Secretary of the Centre. The notice shall take effect on the latter of the date of receipt of the notice at the National Office or the date, if any, specified in the notice.
- (3) Any member of the Centre whose continued membership in the Centre is not in the best interests of the Centre may be expelled from membership in the Centre by special resolution of the Council 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 to make representations at the meetings at which the votes are held.
- (4) Upon expulsion from membership in the Centre, a member shall be considered an unattached member of the Society.
- (5) Immediately upon a member being expelled from membership in the Centre, the Secretary of the Centre shall notify the Secretary of the Society of the expulsion and the grounds thereof.

Article 6 - Council

6.01 DUTIES AND COMPOSITION

- (1) The property and business of the Centre shall be administered by the Council, the members of which shall number up to eighteen (18), and who shall be the elected

officers of the Centre referred to in Article 7.01, the Immediate Past President, and at least one (1) and up to five (5) Councillors-at-Large.

- (2) Councillors shall carry out the duties and responsibilities as assigned to them by members of the Executive Committee, and shall make all due effort to familiarize themselves with the workings of Council, of the Centre, and of the Society. Councillors, directors and members of the Executive Committee shall not be paid.
- (3) Councillors are expected to attend seventy-five (75) percent of regularly held meetings. Any Councillor that misses two (2) or more regularly scheduled meetings annually, without issuing regrets to the General Secretary or another member of the Executive, may be deemed to have resigned.
- (4) The Council may, from time to time, by special resolution of Council and special resolution of the Centre:
 - (a) borrow money upon the credit of the Centre in such amounts and upon such terms as may be deemed necessary,
 - (b) issue bonds, debentures, debenture stock or other securities of the Centre for its lawful purposes, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Council may determine,
 - (c) hypothecate, mortgage, charge or pledge all or any of the real or personal, movable or immovable, property, undertaking and rights of the Centre to secure any such bonds, debentures, debenture stock or other securities or any money borrowed or any other liability of the Centre,
 - (d) delegate to such one or more of the officers and members of the Council as may be designated by the Council all or any of the powers conferred by clauses (a) through (c) to such extent and in such manner as the Council shall determine at the time of each such delegation, and
 - (e) 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.

6.02 MEETINGS OF COUNCIL

- (1) The Council shall meet when required to transact business of the Centre at the call of the President, but on no account less than six (6) times during the Centre year.

- (2) Subject to Articles 6.02(1) and (5), meetings of the Council shall be called by the President or acting president and shall be held at such place as is designated by the President.
- (3) Notice of every meeting of the Council shall be communicated by the General Secretary or President of the Centre to every member of the Council at least seven (7) days before the meeting.
- (4) Every meeting of the Council 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 Council 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) Upon requisition in writing signed by at least four (4) voting members of the Council, the President shall call a meeting of the Council to consider the business specified, at such place as is named in the requisition. If the President fails to call a meeting of the Council to be held within thirty-five (35) days of such requisition, then any voting member of the Council who has signed such requisition may call a meeting of the Council.
- (6) At least twenty-one (21) days before the date of such meeting by requisition, the Secretary shall communicate to every member of the Council notice of the meeting, which shall state the names of the requisitioning members and the date of and the business specified in the requisition. If the Secretary fails to send such notice, then notice of a meeting may be sent by any member who has signed such requisition, at the expense of the Centre, at least fourteen (14) days before the date of the meeting.
- (7) At any meeting by requisition of the Council, only such business as is specified in the requisition shall be conducted.
- (8) No business shall be conducted at any point during a meeting of the Council at which a quorum is not present. A quorum shall be seven (7) members of Council, one (1) of whom must be the President or in his or her absence, the Vice-President, and two (2) of whom must be from the following list of positions: General Secretary, Treasurer, Past-President, National Council Representative(s), Public Education Director, or Fundraising Coordinator.
- (9) Unless otherwise specified in the by-laws of the Centre, the Council shall act by ordinary resolution, and the conduct of Council meetings shall be governed by Robert's Rules of Order.
- (10) A voting member of the Council may be represented at any meeting by any other voting member of Council whom he or she has appointed in writing as his or her proxy.

Article 7 - Officers

7.01 ELECTED OFFICERS

- (1) The following officers shall be elected in accordance with Articles 7.05 and 7.06:
 - (a) President
 - (b) Vice-President
 - (c) General Secretary
 - (d) Treasurer
 - (e) National Council Representative(s)
 - (f) Public Education Director
 - (g) Fundraising Coordinator
 - (h) Councillor(s)-at-Large
 - (i) Internal Communications Officer
 - (j) Observers' Group Director
 - (k) Membership Secretary
 - (l) New Members Advisor

7.02 APPOINTED OFFICERS

- (1) The Council will appoint officers in accordance with Article 7.07 to the following standing portfolios:
 - (a) Editor
 - (b) Web Site Coordinator
 - (c) Library Coordinator
 - (d) Equipment Coordinator
- (2) The Council may from time to time establish other offices, the holders of which shall be appointed in accordance with Article 7.07.
- (3) Each appointed position carries with it the right to recommend to Council the expenditure of funds to further the aims of each of the respective portfolios and shall propose a budget for such expenditures by the deadline determined by Council.
- (4) Persons assigned to the appointed positions may, at their own discretion, appoint a committee to assist in the duties, but said committee members shall not be considered members of Council.
- (5) Persons assigned to positions, unless they are already elected members of Council, shall be considered non-voting members of Council.
- (6) Council may from time to time resolve by ordinary resolution that an appointed officer may be given voting rights for the duration of that meeting, where Council

believes that the vote of the appointed officer has relevance to the matter before Council.

7.03 NATIONAL COUNCIL REPRESENTATIVE(S)

- (1) The National Council Representative(s) shall be elected in accordance with Articles 7.04(1), 7.05, and 7.06.
- (2) If for any reason a National Council Representative is unable to attend a meeting of the National Council, then Council may appoint an Alternate National Council Representative, who will be entitled to exercise all the rights of the National Council Representative for whom he or she is the Alternate.

7.04 RESTRICTIONS ON ELIGIBILITY FOR OFFICE

- (1) Every voting member who is not less than twenty-one years of age and is not an associate member as defined in Article 5.02(6), has the right to stand for election or appointment as a National Council Representative or as an Alternate National Council Representative of the Centre.
- (2) An associate member as defined in Article 5.02(6), has the right to stand for election for any elected office except those in the Executive Committee as defined in Article 8.09 (1).
- (3) All persons who are elected or appointed members of Council, or Executive, must be members, in good standing, of the Centre.
- (4) No person who is an elected officer of the Society may simultaneously be the President, General Secretary, Treasurer, or a National Council Representative of the Centre.
- (5) The Immediate Past President must have completed a full term as President of the Centre. In the case where a President is appointed due to a vacancy in that office according to Article 7.10, that person is eligible to be Immediate Past President upon completion of the term as President.

7.05 NOMINATION OF ELECTED OFFICERS AND COUNCILLORS

- (1) The Nominating Committee shall be appointed by the President no later than three (3) months before the Annual General Meeting and shall prepare a list of candidates for each elected office and for each position of Councillor-at-Large and National Council Representative which will be vacant at the Annual General Meeting. This list shall be presented to the General Secretary of the Centre at least thirty days before the Annual General Meeting.

- (2) Any other eligible member of the Centre may be nominated, from the floor, for any elected office at the Annual General Meeting.

7.06 ELECTION OF OFFICERS

- (1) Where there is more than one nomination for an elected office or for each position of Councillor-at-Large or National Council Representative(s), the officer or Councillor-at-Large shall be elected by vote of the members of the Centre at the Annual General Meeting of the Centre. The candidate(s) receiving the requisite numbers of votes shall be declared elected.
- (2) The Immediate Past President shall be deemed to be elected concurrently with his or her election as President. If the President fails to complete his or her term as President the position of Immediate Past President may remain vacant.

7.07 APPOINTMENT OF OFFICERS

- (1) Within sixty (60) days of the Annual General Meeting, or within sixty (60) days of the establishment of a new office under Article 7.02(2), the Council may, by ordinary resolution, appoint a member of the Centre to each appointed office, as identified in Article 7.02.

7.08 TERMS OF OFFICE

- (1) The terms of office of elected officers and Councillors-at-Large under Article 7.01 shall be two (2) years. No person may hold the office of President or Vice-President for more than two (2) consecutive years, but any such members may be re-elected to those positions after a lapse of two years.
- (2) The term of office of a National Council Representative is two (2) years. No person may hold the office of National Council Representative for more than three (3) consecutive terms, but such person may be re-elected after a lapse of two years.
- (3) The term of office of every elected officer shall expire upon the election of a new holder of the office at the Annual General Meeting held closest in time to the anniversary of his or her election.
- (4) The term of office of appointed officers shall expire at the first Council meeting following the Annual General Meeting. A person may hold any such appointed office for any number of consecutive terms.

7.09 REMOVAL FROM OFFICE

- (1) An elected officer may be removed from office by special resolution of the Council and of the Centre. Any such person whom it is proposed to remove from office is entitled 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.
- (2) An appointed officer may be removed from office, by ordinary resolution of the Council, if, in the opinion of the Council, the actions of the member in question do not reflect the best interests of the Centre or the Society. An officer 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 Council at which the vote is taken.

7.10 VACANCY OF AN OFFICE

- (1) If an elected Office, or Council position becomes vacant by reason of death, disability, resignation, disqualification, or removal under Article 7.09(1), then another eligible member of the Centre may be elected by ordinary resolution of the Council to fill such vacancy for the remainder of the term of office. In the event that a position must be filled prior to the next regularly scheduled meeting of the Council, the Executive Committee may do so on behalf of the Council under Article 8.09(2).
- (2) If an elected office of Council is vacant due to a lack of any nominee at the Annual General Meeting, then an eligible member of the Centre may be subsequently appointed by ordinary resolution of the Council to fill such a vacancy for the remainder of the term. In the event that a position must be filled prior to the next regularly scheduled meeting of the Council, the Executive Committee may do so on behalf of the Council under Article 8.09(2).
- (3) If an appointed position becomes vacant by reason of death, resignation, disqualification, or removal under Article 7.09(2), then another eligible member of the Centre may be appointed by ordinary resolution of the Council to fill such vacancy. In such case the appointment shall be deemed to have been made under Article 7.07. In the event that a position must be filled prior to the next regularly scheduled meeting of the Council, the Executive Committee may do so on behalf of the Council under Article 8.09(2).

7.11 DUTIES OF THE PRESIDENT

- (1) The President shall:
 - (a) preside at all meetings of the Centre and the Council as provided by Articles 6.02(4) and 9.05;
 - (b) report the activities of Council and of the Centre at the meetings of the Centre;
 - (c) represent and speak for the Centre in all public affairs. The President, with the agreement of Council may designate another person;
 - (d) preside at all meetings of the Executive Committee referred to in Article 8.09; and
 - (e) have such other duties as may be prescribed by the Council.
- (2) The President shall be a member ex-officio of all committees of the Council, as prescribed in Article 8.03.

7.12 DUTIES OF THE IMMEDIATE PAST PRESIDENT

- (1) The Immediate Past President shall:
 - (a) Provide guidance to the Executive of the Centre; and
 - (b) Be a member of the Executive Committee, the Nominating Committee, the Awards Committee and the By-Laws Committee.

7.13 DUTIES OF THE VICE-PRESIDENT

- (1) The Vice-President shall:
 - (a) assist the President in the discharge of his or her duties;
 - (b) preside at meetings of the Council and of the Centre in the circumstances prescribed in Articles 6.02(4) and 9.05; and
 - (c) have such other duties as may be prescribed by the Council.
- (2) The Vice-President shall be a member of the Executive Committee as prescribed in Article 8.09.

- (3) The Vice-President shall be a member of the Nominating Committee and a member of the By-Laws Committee.

7.14 DUTIES OF THE GENERAL SECRETARY

- (1) The General Secretary shall:
 - (a) submit to the Secretary of the Society by 15 February in each membership year a list of the current officers, National Council Representative(s), and Council members of the Centre, with addresses for the officers and National Council Representative(s), and a brief report on the activities and meetings of the Centre during the past calendar year;
 - (b) submit to all relevant external agencies, including but not necessarily limited to Alberta Corporate Registry, Alberta Liquor and Gaming Commission, and Canada Revenue Agency, the list of elected officers at any time that the list changes;
 - (c) conduct the correspondence of the Centre and report thereon to Council;
 - (d) have custody of current and past approved minutes and documents of the Centre;
 - (e) have custody of the Seal of the Centre. Any person applying the seal to a document must be a member of the Executive Committee, and this must be done with the consent of the Executive Committee;
 - (f) discharge the duty prescribed in Article 9.01(2);
 - (g) be responsible for the preparation and submission of accurate minutes of all meetings of the Council and Centre;
 - (h) send to all members of the Council the minutes of all Council meetings referred to in clause (g) above;
 - (i) report, from time to time to the membership of the Centre on the spending limits of the Centre, per Article 11.05(2); and
 - (j) have such other duties as may be prescribed by the Council.
- (2) The General Secretary shall be a member of the Executive Committee as prescribed in Article 8.09.

7.15 DUTIES OF THE TREASURER

- (1) The Treasurer shall:
 - (a) prepare the annual financial statements of the Centre as specified by Article 11.02, present them to the Council for approval at a meeting prior to the next annual general meeting of the Centre, and present the approved annual financial statements for adoption by the annual general meeting of the Centre as prescribed in Article 9.01(4)(c);
 - (b) submit the financial report specified by the Society to the Executive Secretary of the Society by 15 February in each membership year in the format prescribed by the National Council;
 - (c) submit financial statements at the appropriate times in the prescribed formats to the Canadian Revenue Agency (CRA), Alberta Corporate Registry, and the Alberta Gaming and Liquor Commission;
 - (d) prepare and keep complete financial records of the business of the Centre, including the archives of financial records;
 - (e) prepare and keep complete financial records of the business of Centre, including books of receipts, disbursements, assets and liabilities, budget and statement of cash flow;
 - (f) receive and supervise the deposit of receipts for both the general and the casino accounts;
 - (g) supervise the disbursement of Centre funds from both the general and the casino accounts;
 - (h) supervise the safekeeping of the Centre's securities and other monetary assets enlisting the services of professionals when necessary;
 - (i) in general, conduct the financial business of the Centre in accordance with the direction of the Council enlisting the services of professionals when necessary;
 - (j) provide reports of the financial performance of the Centre to the membership and provide a summary financial report at every Council meeting;
 - (k) chair the Finance Committee as described in Section 8.10;
 - (l) administer the annual budget of the Centre; and

- (m) have such other duties as may be prescribed by the Council.
- (2) The Treasurer shall be a member of the Executive Committee as prescribed in Article 8.09.

7.16 DUTIES OF THE NATIONAL COUNCIL REPRESENTATIVE(S)

- (1) The National Council Representative(s) 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 Centre Council, at the National Council;
 - (c) report to the Centre and the Centre Council the business conducted by, and the activities of, the National Council; and
 - (d) submit an annual budget to the Treasurer.

7.17 DUTIES OF THE COUNCILLOR(S)-AT-LARGE

- (1) The Councillor(s)-At-Large shall:
 - (a) represent the interests of members at Council Meetings;
 - (b) make all due effort to familiarize themselves with the workings of Council, of the Centre, and of the Society; and
 - (c) have such other duties as may be prescribed by the Council.

7.18 DUTIES OF THE EDITOR

- (1) The Editor shall:
 - (a) be responsible for the publication of the Centre's official Newsletter and any other publications approved by Council, and may appoint other members of the Centre to assist him or her. Through the Newsletter, the editor shall report on the activities of the Centre and of the RASC, following the editorial policy established by the Council;
 - (b) ensure that all publications accurately reflect the will of council and the membership;

- (c) submit an annual budget to the Treasurer; and
- (d) have such other duties as may be prescribed by the Council.

7.19 DUTIES OF THE PUBLIC EDUCATION DIRECTOR

- (1) The Public Education Director shall:
 - (a) establish and carry into effect a program of public education on behalf of the Centre, to popularize the science of astronomy to the general public. In particular, he or she shall be responsible for the organization of the public observing session(s) that may held at the discretion of the Council;
 - (b) be responsible for the advertising to the general public of any Centre activities requiring publicity;
 - (c) be responsible for the inventory control, care, and maintenance of equipment purchased primarily for the purpose of public education;
 - (d) submit an annual budget to the Treasurer; and
 - (e) have such other duties as may be prescribed by the Council.

7.20 DUTIES OF THE FUNDRAISING COORDINATOR

- (1) The Fundraising Coordinator shall:
 - (a) act as Casino Manager for the purposes of the Alberta Gaming and Liquor Commission;
 - (b) upon direction from Council, submit an application to the Alberta Liquor and Gaming Commission to operate a casino with the application requiring the signatures of both the President and the Fundraising Coordinator;
 - (c) secure the contracts between the Centre and the gaming facility, the Cashier's Cage Advisor and the Count Room Advisor all of which are sanctioned by the Alberta Liquor and Gaming Commission;
 - (d) secure sufficient volunteers within the Centre or outside, where required, to run the casino granted, organize duty rosters for the casino;
 - (e) oversee the operation of the casino including all those duties required by law;

- (f) submit the cheques from the Trustee, appointed by the Gaming Commission, and the Alberta Provincial Government to the Treasurer for deposit in the Casino Account;
- (g) be the co-signator of all cheques issued under the Casino account and, in his or her absence, the President of the Centre shall co-sign cheques;
- (h) assist the Treasurer in completing any documents required by the Alberta Liquor and Gaming Commission from the Treasurer;
- (i) report to the President, as soon as possible, any general or specific communication from the Alberta Liquor and Gaming Commission;
- (j) make available to the President all communication from the Fundraising Coordinator to the Gaming Commission made on behalf of the Centre; and
- (k) have such other duties as may be prescribed by the Council.

7.21 DUTIES OF THE INTERNAL COMMUNICATIONS OFFICER

- (1) This position shall fill one of the functions of: the Web Site Coordinator, the Editor or the Library Coordinator.
- (2) The Internal Communications Officer shall:
 - (a) ensure the activities of Council are communicated to members of the portfolios that the Internal Communications Officer is responsible for;
 - (b) report to Council on the activities of the Web Site Coordinator, the Editor and the Library Coordinator;
 - (c) submit a budget to the Treasurer; and
 - (d) have such other duties as may be prescribed by the Council.

7.22 DUTIES OF THE LIBRARY COODINATOR

- (1) The Library Coordinator shall:
 - (a) have custody of and be responsible for the safekeeping of the books, publications, films and photographs, software, working records, and other library materials of the Centre;
 - (b) operate the Centre's library, including the acquisition of new books and other library materials, the lending of library materials, the maintenance of

a current catalogue of all library materials, and the exchange with other organizations of library materials, and keeping the Centre informed of the material available as well as of new material which may be of interest to the members in the field of astronomy and the allied sciences;

- (c) submit an annual budget to the Treasurer; and
- (d) have such other duties as may be prescribed by the Council.

7.23 DUTIES OF THE OBSERVERS' GROUP DIRECTOR

- (1) The Observers' Group Director shall:
 - (a) be responsible for the calling of Observers' Group meetings;
 - (b) coordinate observing programs;
 - (c) communicate the results of observing programs to the membership by way of the Centre Newsletter and/or a report at the monthly meetings;
 - (d) submit an annual budget to the Treasurer; and
 - (e) have such other duties as may be prescribed by the Council.

7.24 DUTIES OF THE EQUIPMENT COORDINATOR

- (1) The Equipment Coordinator shall:
 - (a) be responsible for the inventory control, care, and maintenance of equipment purchased primarily for the loan to or use of members;
 - (b) submit an annual budget to the Treasurer; and
 - (c) have such other duties as may be prescribed by the Council.

7.25 DUTIES OF THE WEB SITE COORDINATOR

- (1) The Web Site Coordinator shall:
 - (a) be responsible for the creation and maintenance of the Centre's web site and related information technology infrastructure under the direction of Council;
 - (b) submit an annual budget to the Treasurer; and

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

7.26 DUTIES OF THE MEMBERSHIP SECRETARY

- (1) The Membership Secretary shall:
 - (a) maintain a complete and up-to-date list of Centre members and their contact information;
 - (b) prepare labels for newsletter distribution, or for other mail outs deemed necessary by Council;
 - (c) prepare and issue membership cards to new Centre members upon enrolment, as required for legitimate Centre business;
 - (d) provide contact information for members, to Council, and other Centre members as required for legitimate Centre business;
 - (e) maintain privacy of members' contact information, to prevent it being used for other than legitimate Centre business;
 - (f) forward to the Society office any ordinary, youth or life membership applications or renewal forms with associated payment received;
 - (g) submit an annual budget to the Treasurer; and
 - (h) have such other duties as may be prescribed by the Council.

7.27 DUTIES OF THE NEW MEMBERS ADVISOR

- (1) The New Members Advisor shall:
 - (a) make welcome all new members;
 - (b) provide new members with all necessary information, written or otherwise, on the actions of the Society and the Centre;
 - (c) introduce new members to other Centre members;
 - (d) submit an annual budget to the Treasurer; and
 - (e) have such other duties as may be prescribed by the Council.

7.28 DUTIES OF OTHER OFFICERS

- (1) Other officers appointed under Articles 7.02 and 7.07 shall have such duties as may be prescribed by the Council.

Article 8 - Committees

8.01 STANDING COMMITTEES

- (1) The following shall be the standing committees of the Council:
 - (a) Awards Committee
 - (b) Proposal Review Committee
 - (c) By-Laws Committee
 - (d) Executive Committee
 - (e) Finance Committee
 - (f) Nominating Committee
 - (g) Observatory Planning Committee
 - (h) Light Pollution Committee
- (2) The chairperson and members of each standing committee, who are not prescribed by this By-law, shall be appointed by the Council at its first meeting after each Annual General Meeting for terms that expire at the first meeting of the Council following the next Annual General Meeting.

8.02 SPECIAL COMMITTEES

- (1) The Council may establish from time to time any special committee for such purposes and for such term, normally one year but not exceeding two years, as the Council shall prescribe. Such term is renewable by Council any number of times.
- (2) Each special committee shall be comprised of a chairperson appointed by Council. The chairperson shall appoint other members of the committee upon the advice and consent of the Council.

8.03 COMMITTEE MEMBERSHIP OF THE PRESIDENT

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

8.04 REPORTS TO CENTRE COUNCIL

All committees of the Centre shall be subject to the authority of the Council. Each committee shall keep a record of its operations and shall report thereon to the Council as required by the Council. Each committee that receives or expends funds of the Centre shall present annually to the Council a statement of its financial operations.

8.05 QUORUM OF STANDING COMMITTEES

No business shall be conducted at any point at a meeting of any committee consisting of two (2) or more members, at which a quorum, which shall be at least half of the members thereof, minimum of two (2), is not present.

8.06 AWARDS COMMITTEE

- (1) The Awards Committee shall consist of the President as chairperson, and no more than two additional members of the Centre.
- (2) The Awards Committee shall:
 - (a) advise the Council respecting existing and proposed Centre awards, including eligibility for such awards;
 - (b) solicit recommendations from all members of the Centre and consider and make recommendations for candidates for the Centre's awards;
 - (c) solicit nominations for the National Awards; and
 - (d) have such other duties as may be prescribed by the Council.

8.07 PROPOSAL REVIEW COMMITTEE

- (1) The Proposal Review Committee shall consist of no more than five (5) members of the Centre as appointed by Council.

- (2) The Proposal Review Committee shall:
 - (a) collect and ensure completeness of all non-budgeted spending proposals;
 - (b) present to Council all complete proposals collected, and provide a summary of the proposals;
 - (c) invite persons making the proposals to support their proposals before Council;
 - (d) ensure that persons making the proposals are informed of the decision of Council and the Centre; and
 - (e) maintain records of all previous non-budgeted spending proposals.

8.08 BY-LAWS COMMITTEE

- (1) The By-Laws Committee shall consist of at least three members of the Centre, one of whom shall be the Vice-President.
- (2) The By-Laws Committee shall:
 - (a) review the by-laws of the Centre and advise the Council respecting amendments to and consolidation thereof;
 - (b) review and advise the Council respecting all other constitutional affairs of the Centre;
 - (c) review and advise the Council and Executive on appropriate procedure pertaining to the governance of the Centre; and
 - (d) have such other duties as may be prescribed by the Council.

8.09 EXECUTIVE COMMITTEE

- (1) The Executive Committee shall consist of the President, the Vice-President, the General Secretary, and the Treasurer, and the Immediate Past President.
- (2) The Executive Committee shall transact the routine business of the Centre when the Council is not meeting and shall transact such business as requires immediate action, at the call of the President.
- (3) Meetings of the Executive Committee shall be called by the President at the request of any member of the Committee or when the business of the Centre

requires such meeting. The President shall make every reasonable effort to ensure that every member of the Executive Committee is informed of the time, location and purpose of each meeting of the Executive Committee, as far in advance of its occurrence as possible.

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

8.10 FINANCE COMMITTEE

- (1) The Finance Committee shall consist of the Treasurer, who shall be chairperson, and at least two other members of the Centre.
- (2) The Finance Committee shall:
 - (a) prepare the annual budget of the Centre for presentation to and adoption by the Council;
 - (b) recommend the investment of monies of the Centre not required for current operations in deposits in Canadian banks, or in securities authorized for insurance companies under the Canadian and British Insurance Companies Act (Canada), or with an institution insured under the Canadian Deposit Insurance Corporation Act (Canada);
 - (c) review the annual financial statements of the Centre referred to in Article 11.02 prior to their submission to the Council;
 - (d) advise the Council with respect to the financial affairs of the Centre;
 - (e) in absence of the Treasurer, provide a summary financial report at every Council meeting;
 - (f) shall conduct quarterly reviews of the Centre's books, to ensure that transactions are correct; and
 - (g) have such other duties as may be prescribed by the Council.

8.11 NOMINATING COMMITTEE

- (1) The Nominating Committee shall consist of at least three (3) Centre members, appointed by the Executive Committee, normally with the Immediate Past President as chairperson, and the Vice President and at least one additional members of the Centre.

- (2) The Nominating Committee shall:
 - (a) discharge the duties prescribed in Article 7.05(1); and
 - (b) have such other duties as may be prescribed by the Council.

8.12 OBSERVATORY PLANNING COMMITTEE

- (1) The Observatory Planning Committee shall consist of at least three (3) Centre members, including the Public Education Director or their designate.
- (2) The Observatory Planning Committee shall:
 - (a) assist in the planning and development of Centre administered observatories accessible to the public; and
 - (b) submit an annual budget to the Treasurer.

8.13 VACANCY ON A COMMITTEE

- (1) If a vacancy of a chairperson on a committee occurs by reason of death, disability, resignation, or disqualification, then another eligible member of the Council or the Centre, as the case may be, may be appointed by an ordinary resolution of the Council to fill such vacancy for the remainder of the term of office.
- (2) If a vacancy of a member on a committee occurs due to death, disability, resignation or disqualification, the Chair of the Committee shall appoint another member to the Committee, acting upon the advice and consent of Council.

8.14 REMOVAL FROM OFFICE

The chairperson and any member of any committee, except the President, may be removed from that office by ordinary resolution of the Council. 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 Council at which the vote is held.

Article 9 - Meetings of the Centre

9.01 ANNUAL GENERAL MEETING

- (1) The Annual General Meeting of the members of the Centre shall be held each year, no later than March 31, at such place as shall be designated by the Council.
- (2) At least twenty-eight (28) days before the date of the Annual General Meeting, the General Secretary or the President shall notify each voting member of the Centre of:
 - (a) the agenda for the Annual General Meeting, specifying its time and place, and
 - (b) any proposed by-law or amendment to the by-laws of the Centre adopted by special resolution of the Council under Article 15.01.
- (3) Notice shall be given in the Centre Newsletter, to be published in the previous month's edition. Notice of Meeting shall be a minimum of twenty-eight (28) days. A slate of nominated candidates recommended by the nomination committee shall be included in the notice.
- (4) The order of procedure at the Annual General 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 General Meeting and of any Special Meeting, or Meeting on Requisition since the last Annual General Meeting;
 - (c) consideration and approval of the reports of the Council, the officers of the Centre, and the committees of the Council, and presentation and adoption of the financial statements;
 - (d) consideration of any matter proposed to be adopted by special resolution of the Centre;
 - (e) election of officers and councillors of the Centre;
 - (f) election of the auditor of the Centre as prescribed in Article 11.01; and
 - (g) other business.
- (5) No business shall be conducted at any point at the Annual General Meeting of the Centre at which a quorum as described in Article 9.06(1) is not present.

9.02 REGULAR MEETINGS

- (1) The President shall call regular meetings of the members of the Centre once a month during the period of September through June inclusive. These meetings will normally be held on the second Monday of the month, or an alternative date at the discretion of the Executive.
- (2) Notice of regular meetings shall be given in the Centre Newsletter or by email, telephone, fax, or letter. Notice of Meeting shall be given a minimum of seven (7) days before the meeting.
- (3) The Executive shall, at their discretion, call meetings in July or August as the business and activities of the Centre may require. Notice of such meetings shall be given email, telephone, fax, or letter, fourteen (14) days before the meeting.
- (4) No business shall be conducted at any point at a meeting of the Centre at which a quorum as described in Article 9.06(2) is not present.

9.03 MEETINGS ON REQUISITION

- (1) Upon requisition in writing signed by at least ten percent (10%) of voting members of the Centre, the President shall call a meeting of the Centre to consider the business specified and at such place as is named in the requisition. If the President fails to call a meeting of the Centre to be held within sixty (60) days of such requisition, then any voting member of the Centre who has signed such requisition may call a meeting of the Centre.
- (2) At least twenty-eight (28) days before the date of such meeting the Secretary shall notify every voting member of the Centre by publication in the Centre Newsletter or by email, telephone, fax, or letter 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 twenty-one (21) 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.
- (4) No business shall be conducted at any point at a meeting of the Centre at which a quorum as described in Article 9.06(2) is not present.

9.04 SPECIAL MEETINGS

- (1) Upon request of the Executive, the President shall call a Special Meeting of the Centre to consider the business specified, at such place as is named in the requisition.
- (2) At least twenty-eight (28) days before the date of such meeting, the Secretary shall communicate to every member of the Centre by publication in the Centre Newsletter or by email, telephone, fax, or letter. The notice of the meeting shall state the date of and the business specified.
- (3) At any Special Meeting of the Centre, only such business as is specified in the requisition shall be conducted.
- (4) No business shall be conducted at any point at a meeting of the Centre at which a quorum as described in Article 9.06(2) is not present.
- (5) A voting member of the Centre may be represented at any meeting by any other voting member of Centre whom he or she has appointed in writing as his or her proxy.

9.05 PRESIDING MEMBER

- (1) The Annual General Meeting of the Centre 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 a member of the Council elected at the meeting. The presiding member may vote at an Annual General Meeting only to cast a deciding vote in the event of a tied vote.
- (2) Every other meeting of the Centre shall be presided over by the President or by his or her designate.

9.06 QUORUM

- (1) No business shall be conducted at any point at the Annual General Meeting of the Centre at which a quorum, which shall be ten percent (10%) of voting members of the Centre, is not present either in person or by proxy.
- (2) No vote shall be taken at any point at any Regular Meeting, Meeting on Requisition, or Special Meeting of the Centre at which ten percent (10%) of voting members of the Centre are not personally present or represented by proxy when appropriate as determined by the voting members of the Centre present in person.

- (3) Notwithstanding the provisions of Articles 9.06(1) and 9.06(2), no resolution concerning the borrowing, handling, or disbursement of monies by the Centre shall be considered unless there are twenty-five (25) adult and/or life members present for the vote, to the exclusion of youth members.

9.07 CONDUCTING OF BUSINESS

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.

9.08 PROXIES

A voting member of the Centre may be represented at an Annual General Meeting, regular meeting, meeting by requisition or special meeting by any other voting member whom he or she has appointed in writing as his or her proxy. All proxies shall be verified by the General Secretary prior to their use.

Article 10 - Records

10.01 RECORDS

- (1) The minutes and other records of the Centre, held by the General Secretary under the provisions of Article 7.14(1), may be inspected by any member of the Centre at any time upon giving reasonable notice and arranging a time satisfactory to the General Secretary.
- (2) Each member of the Council shall have access to such records within one week of such a request being made.

Article 11 - Finances

11.01 AUDITOR

At every Annual General Meeting the Centre shall elect either a duly qualified accounting professional or two voting members of the Centre to act as auditor(s) until the end of the next Annual General Meeting. The auditor(s) shall conduct an audit of the Centre's financial records and shall express an opinion on the annual financial statements to the members of the Centre at the Annual General Meeting. The auditor(s) shall not be a member of the Council. The findings of the audit shall be presented to the members at the Annual General Meeting.

11.02 ANNUAL FINANCIAL STATEMENTS

- (1) The Centre's annual financial statements shall consist of a balance sheet, a statement of revenues and expenses, and such other statements as are required in accordance with generally accepted accounting principles, by the Council, by the National Council, or otherwise by law.
- (2) The Centre's fiscal year end will be December 31.
- (3) The financial books and records of the Centre may be inspected by any member of the Centre at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
- (4) Each member of the Council shall have access to such financial books and records within one week of such a request being made.

11.03 GENERAL FUND

The General Fund of the Centre shall consist of all monies of the Centre, excluding those duly designated for the Casino Fund under Article 11.04. The General Fund shall be retained in one or more accounts and/or term certificates in a bank, trust company, or credit union in the City of Edmonton. Monies shall be drawn from this account to further the affairs of the Centre in accordance with Articles 11.05 to 11.08 of these By-Laws by the issuance of cheques authorized under the Signing Authority of Article 12.01.

11.04 CASINO FUND

A separate fund and account shall be established and shall be called the Casino Fund. This fund shall be retained in an account and/or term certificates in a bank, trust company, or credit union in the City of Edmonton. Monies shall be drawn from this account in accordance with Articles 11.05 to 11.08 of these By-Laws, and such monies shall be used only for expenses allowable under the rules of the Alberta Liquor and Gaming Commission. The cheques drawn on this account must respect the Signing Authority of Article 12.01.

11.05 CLASSES OF EXPENDITURES

- (1) Expenditures from either of the above Funds shall fall into any of three (3) classifications as defined by their respective spending limits:
 - (a) Minor Expenditures, to a limit determined from time to time by Council and the Centre membership;

- (b) Council Expenditures, to a limit determined from time to time by Council and the Centre membership; and
 - (c) Centre Expenditures, being any expenditure over the Council Expenditures limit.
- (2) The expenditure limits as determined by Council and the Centre membership will be reported to the Centre by the General Secretary at the Annual General Meeting.

11.06 MINOR EXPENDITURES

- (1) Minor Expenditures are expenditures outside of budgeted expenditures, and may be made only by elected or appointed members of the Council to further the affairs of the Centre, and can be made without prior approval of the Council or Centre membership. Upon presentation of the receipt from such an expenditure, the Council member shall be reimbursed for the amount of said purchase by a cheque drawn on either the General Fund or the Casino Fund, whichever, in the opinion of the Treasurer, is appropriate to the purchase. Purchases drawn from the Casino Account may only be refunded directly to the supplier, and in no circumstances shall a cheque be written to an individual.
- (2) The Signing Authorities on the General Fund and Casino Fund shall have the right to refuse reimbursement to any Council member for any Minor Expenditure.
- (3) Council shall be notified of minor expenditures.

11.07 COUNCIL EXPENDITURES

- (1) The Council may, by ordinary resolution of the Council, make single expenditures of up to the limit determined from time to time by the Council and the Centre membership from the General Fund or Casino Fund to further the affairs of the Centre without prior approval of the Centre membership.
- (2) Where it is intended that an expenditure be paid from the Casino Account, the Council shall instruct the Fundraising Coordinator to submit the "Application for Approval of Use of Gaming Proceeds" from the Alberta Liquor and Gaming Commission, where an expense does not fall under a previously approved category, established by the Alberta Liquor and Gaming Commission.
- (3) Written notification of such Council expenditures shall be published in the next Centre Newsletter following the Council meeting in which the expenditure was approved.
- (4) Council shall approve the budgets presented by the Finance Committee each fiscal year, and thereby approve expenditures under the budget.

11.08 CENTRE EXPENDITURES

- (1) All proposed expenditures over the limit determined from time to time by the Council and the Centre membership to be drawn from the General Fund must be approved by both ordinary resolution of Council and ordinary resolution of the Centre.
- (2) All proposed expenditures over the limit determined from time to time by the Council and the Centre membership to be drawn from the Casino Account must be approved in advance by the Alberta Liquor and Gaming Commission and must be approved by both ordinary resolution of Council and ordinary resolution of the Centre.
- (3) Written notification of such proposed Centre expenditures and of the vote required shall be sent to each Centre member not less than twenty-eight (28) days prior to the Regular Meeting at which the announced vote will be taken.

Article 12 - Signing Authority

12.01 SIGNING AUTHORITY

- (1) Contracts in writing requiring the signature of the Centre shall be signed by any two of the President, the Vice-President, the General Secretary, and the Treasurer. All contracts and documents in writing so signed shall be binding upon the Centre without further authorization or formality. The Council shall have the power from time to time by ordinary resolution to appoint an officer or officers on behalf of the Centre either to sign contracts and documents in writing generally or to sign specific contracts, and documents in writing. When required, the seal of the Centre may be affixed to contracts and documents in writing signed as aforesaid.
- (2) All cheques shall be signed by two (2) persons as authorized by ordinary resolution at the Annual General Meeting.
- (3) Every officer who, and committee that, has responsibility for the expenditure of an amount allocated under his or her budget may expend such amount and thereupon bind the Centre to that extent without further authorization.

Article 13 - Remuneration and Expenses

No member of the Council 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 Council and made by him or her on behalf of the Centre or in connection with the Centre's business.

Article 14 - Conformity to By-Laws

14.01 CONFORMITY TO BY-LAWS

Subject to Article 14.02, no action taken contrary to the By-laws of the Centre is valid.

14.02 FAILURE TO RECEIVE NOTICE

The failure of any person to receive notice of any meeting required to be given under the By-laws of the Centre does not affect the validity of any action taken at such meeting.

Article 15 - Repeal and Amendment

15.01 AMENDMENT AND ENACTMENT OF BY-LAWS

The By-Laws of the Centre may be repealed or amended, supplementary Letters Patent may be enacted and other by-laws of the Centre may be enacted, by special resolution of the Centre. No such action is effective until adopted by the National Council, as prescribed by the Society's By-Laws, and until approved in accordance with applicable legislation, if any.

15.02 REPEAL OF PREVIOUS BY-LAWS

- (1) 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.
- (2) The by-laws of the Centre may only be changed by a special resolution of the Centre and using the process described in Section 1(d) of the Alberta Societies Act.