

By-laws relating generally to the conduct of the affairs of The Canadian Astronomical Society

BE IT ENACTED as by-laws of the Corporation as follows:

Section 1. General

1.1 Definitions

In these by-laws and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-laws**" means these by-laws and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Comment [nm1]: This section is NEW and does not exist in the current by-laws.

1.2 Interpretation

The business of the Corporation may be conducted and papers may be presented in either of the official languages of Canada. The English version of these by-laws will be used as the basis for interpreting the rights and obligations of the Corporation and its members. In these by-laws the singular shall include the plural and the plural the singular; the masculine shall include the feminine, and the feminine the masculine. The word “written” shall include “electronic”, and the word “electronic” shall include “written”.

Comment [nm2]: Verbatim from current by-laws, 17.2 and 18.1. Also added 4.10 here.

1.3 Corporate Seal

The seal of the Corporation shall be in such form as shall be prescribed by the Directors of the Corporation and shall have the words

CANADIAN ASTRONOMICAL SOCIETY -
SOCIÉTÉ CANADIENNE D'ASTRONOMIE.

The seal of the Corporation shall be in the custody of the Secretary of the Corporation.

Comment [nm3]: Verbatim from current by-laws, section 1.

1.4 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint a member or members on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The Directors by resolution may give the Corporation's Power of Attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Directors.

Comment [nm4]: Except for explicit list of officers, this is verbatim from current by-laws, section 11.1.

1.5 Financial Year

The fiscal year of the Corporation shall commence from and include the 1st day of April, or be such other period as shall from time to time be determined by resolution of the Directors.

Comment [nm5]: Verbatim from current by-laws, section 12.1 (called Fiscal year).

1.6 Borrowing Powers, Expenditures, Employees

The Directors shall not borrow or raise or secure the payment or repayment of any monies on behalf of the Corporation, save pursuant to the provisions of the Act.

The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Directors by resolution shall have the

Comment [nm6]: Verbatim from current by-laws, section 13.1, 6.7, 6.8, 6.9

power to enter into a trust arrangement with a Trust Company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Directors may prescribe.

The Directors may by resolution appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment.

The remuneration of all agents and employees shall be fixed by resolution of the Directors. Such resolution shall have force and effect only until the next meeting of members when it shall be confirmed by resolution of members, and in the absence of such confirmation by the members, then the remuneration of such agents or employees shall cease to be payable from the date of such meeting of members.

1.7 Annual Financial Statements

The Treasurer shall present to the annual meeting a full and true account of the revenue, disbursements and finances of the Corporation.

Section 2. Membership and Matters Requiring Special Resolution

2.1 Membership Conditions

2.1.1 The Directors by resolution may elect persons to the Corporation as Ordinary members, Associate members, Honorary members, Student members, or Corporate members. Ordinary, Associate and Student members are entitled to vote at annual and specially-convened meetings of the Corporation.

2.1.2 Ordinary members of the Corporation must be professionally engaged in research or teaching in astronomy or a related science. To be considered as professionally engaged a person must hold at least a master's degree awarded by a recognized university for work related to astronomy or astrophysics, or else have equivalent experience. Ordinary members shall have a publication record indicating participation in professional astronomy. The Directors by resolution shall have discretion to waive these requirements in individual cases by a unanimous vote of the Directors entitled to vote thereon, if in the opinion of the Directors they produce a manifest anomaly. Full members of the Canadian Association of Physicists are deemed to meet the criterion of being professionally engaged in a related science and automatically qualify for membership in CASCA.

2.1.3 The Directors by resolution may elect distinguished astronomers as Honorary members of the Corporation at any time, provided that at no time are there more than ten Honorary members, or more than three Canadian Honorary members. Honorary members are entitled to all the privileges of the Corporation except to take part in the election of Officers and Directors.

Comment [nm7]: Mix of new text and what is in section 7.5.

Comment [nm8]: Items grouped together because they all require a special resolution to be changed.

Comment [nm9]: Verbatim from current by-laws, sections 3.1 to 3.13.

2.1.4 Persons currently enrolled in a program of graduate studies in astronomy or astrophysics at a recognized university, and continuing therein, may be elected as Student members, regardless of whether they meet the criteria for full membership. They shall be entitled to attend the Corporation meetings and to present papers.

2.1.5 Associate members of the Corporation must be professionally engaged in work related to astronomy such as, but not restricted to, instrumentation or software engineering, teaching, or employment as a professional staff member at a museum, planetarium or science center. To be considered as professionally engaged a person must hold at least a bachelor's degree awarded by a recognized university for study in a discipline appropriate to their occupation or else have equivalent experience. The Directors by resolution shall have discretion to waive these requirements in individual cases by a unanimous vote of the Directors entitled to vote thereon, if in the opinion of the Directors they produce a manifest anomaly.

2.1.6 Election to membership shall be by resolution of the Directors, acting in accordance with the above criteria, on the nomination of any two Ordinary members for Ordinary or Associate membership, or any one Ordinary member for Student membership. Such support may be sent electronically in cases where the applicant is remote from other members. Honorary members may be nominated, in written form, by any Director to the Board of Directors.

2.1.7 The Directors by resolution may elect as Corporate members organizations whose activities are related to astronomy. Corporate members may advertise the fact of their membership, and hold exhibitions during Corporation meetings. Their representatives may attend scientific meetings, but may take part in the governance of the Corporation only if they are individually Ordinary members.

2.1.8 A Student member, having completed all requirements for her doctorate, shall be required to submit an application for Ordinary membership by the next annual meeting or her membership shall lapse.

2.1.9 Any person who has rendered conspicuous service to the Canadian astronomy community beyond purely scientific contributions may be elected by resolution of the Directors to be a Patron of the Corporation.

2.1.10 Every member of the Corporation shall from the date of the acceptance of his or its application for membership be bound by and will abide by, conform and submit to the by-laws of the Corporation from time to time, and all rules and regulations from time to time made by resolution of the Directors.

2.1.11 The duties and obligations of a member set out in these by-laws are contractual obligations of that member of the Corporation and every other member of the Corporation jointly and severally to the same extent as if the by-laws have been signed, sealed and delivered for good and valuable consideration by, between and among the Corporation and the members. The contractual obligations

of a member commence on the date of acceptance of the application for membership and terminate on the date of being declared lapsed from membership or the effective date of her or its resignation from membership, as the case may be.

2.1.12 The Corporation may expel any member for conduct contrary to the best interests of the Corporation, by a resolution passed at a meeting called under these by-laws. Such resolution must be passed by a majority of not less than 75% of the votes cast by members entitled to vote thereon at such a meeting. The member concerned shall be given the same notice as all other members of the meeting at which the vote is to be taken and shall be entitled to appear and to address the meeting.

2.1.13 A member may withdraw from membership by giving written notice of resignation to the Corporation, which resignation shall be effective upon receipt thereof by the Secretary of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Membership Transferability

A membership may only be transferred to the Corporation.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.3 Notice of Members' Meetings

The annual meeting of members of the Corporation shall be held within Canada in the first six months of the calendar year, at a time and place to be determined by resolution of the Directors. Except where otherwise specifically provided by these by-laws, thirty (30) days prior written notice shall be given to each member of any meeting of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4 Absentee Voting at Members' Meetings

A member entitled to vote at any meeting of the Corporation may appoint in writing as her proxy any other member entitled to vote.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Comment [nm10]: NEW, mandatory item, using the default rule of the Act.

Comment [nm11]: NEW text using Section 4 of current by-laws.

Comment [nm12]: Verbatim from current by-laws Section 4.7

Section 3. Membership Dues, Termination

3.1 Membership Dues

3.1.1 The Directors by resolution may from time to time determine the amount payable by each member as annual dues, which dues may be different for each class of membership. Any such determination shall be unenforceable if not sanctioned by an affirmative vote of a majority of the votes cast by members entitled to vote thereon at the next annual meeting of the Corporation.

3.1.2 Ordinary members shall pay such dues or other assessments as shall be determined in accordance with these by-laws. Those Ordinary members who are engaged in graduate studies shall pay the same reduced dues or other assessments as do Student members. Student members shall pay such reduced dues or other assessments as shall be determined in accordance with these by-laws. When an Ordinary member of CASCA is also a Full member of CAP in a given membership year, the CASCA dues shall be 70% of the Ordinary member dues. Honorary members shall be exempt from annual dues or other assessments. Associate members shall pay such dues or other assessments as shall be determined in accordance with these by-laws. The annual dues or other assessments of Corporate members shall be determined by the Board of Directors.

3.1.3 The Directors by resolution may from time to time determine the amount of money to be assessed against each of the members in addition to the annual dues and the total assessment so determined by the Directors will be payable by the said members. Any such determination shall be unenforceable if not sanctioned by an affirmative vote of a majority of the votes cast by members entitled to vote thereon at the next annual meeting of the Corporation.

3.1.4 Any member who has not paid within three (3) months of it becoming due and owing, any sum of money by way of dues or assessment, shall be suspended from membership in the Corporation unless exempted by resolution of the Directors. Notice of suspension shall be given to the member in written form. If a suspended member fails to pay any such sum within six (6) months after it became due and owing, the Directors may by resolution declare the member lapsed from membership. A suspended member will be considered not in good standing and may not vote or exercise any rights of membership or otherwise participate in the affairs of the Corporation unless the Directors by resolution so direct. A suspended member remains liable for all dues and assessment. A lapsed member must re-apply for membership and pay a reinstatement fee as from time to time established by the Board of Directors.

3.2 Termination of Membership

A membership in the Corporation is terminated when:

- 3.2.1 The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

Comment [nm13]: Verbatim from various subsections of current by-laws, section 3.

Comment [nm14]: Mix of new text and what is found in current by-laws, section 3.

- 3.2.2 A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- 3.2.3 The member's term of membership expires;
- 3.2.4 The member resigns by delivering a written resignation to the Corporation, which resignation shall be effective upon receipt thereof by the Secretary of the Corporation;
- 3.2.5 If a suspended member fails to pay any such sum within six (6) months after it became due and owing, the Directors may by resolution declare the member lapsed from membership;
- 3.2.6 The Corporation may expel any member for conduct contrary to the best interests of the Corporation, by a resolution passed at a meeting called under these by-laws. Such resolution must be passed by a majority of not less than 75% of the votes cast by members entitled to vote thereon at such a meeting. The member concerned shall be given the same notice as all other members of the meeting at which the vote is to be taken and shall be entitled to appear and to address the meeting; or
- 3.2.7 The Corporation is liquidated or dissolved under the Act.

3.3 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Comment [nm15]: NEW item, mandatory, using the default rule.

Section 4. Meetings of Members

4.1 Place of Members' Meeting

The annual meeting of the Corporation shall be held within Canada in the first six months of the calendar year, at a time and place to be determined by resolution of the Directors.

Comment [nm16]: Verbatim from current by-laws, section 4.1

4.2 Scientific and Professional Programme

4.2.1. The annual meeting will ordinarily be complemented by sessions which will allow members to report on their scientific and professional contributions.

4.2.2 The Directors by resolution shall confirm a local organizing committee (LOC) to have charge of the scientific and professional programme. From the list of contributions proposed by eligible members, the LOC shall select those to be presented. In case of doubt, they may seek advice from the Board of Directors.

Comment [nm17]: Verbatim from current by-laws, 4.1, 4.2, 4.3.

4.2.3 The items of business at the annual meeting of the Corporation shall include:

- (a) Consideration and adoption of minutes;
- (b) Consideration of correspondence;
- (c) Consideration of reports of the Directors, Officers and committees;
- (d) Amendments and additions to the By-Laws of the Corporation;

- (e) Election of Directors including Officers of the Corporation;
- (f) Election of auditors;
- (g) Election of Nominating Committee;
- (h) General business.

4.3 Members Calling a Members' Meeting

The President, or the Directors by resolution, shall call a special meeting of members of the Corporation for a specifically designated purpose whenever requested to do so in written form by at least ten percent of the total number of members eligible to vote, who shall in their request state the purpose of the special meeting. Such a special meeting shall be held not later than sixty days from the date on which the President or the Directors receive the request. Written notice of a special meeting of members specifying the time, place and purpose of such special meeting shall be sent not less than thirty days before the date of the special meeting to each member in good standing. At any special meeting of members, only such business shall be transacted as specifically stated in the notice calling the meeting.

Comment [nm18]: Verbatim from current by-laws 4.8.

4.3 Chair of Members' Meetings

The President and Secretary of the Corporation shall serve respectively as Chair and Secretary of the Directors. In the event that the chair of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Comment [nm19]: Mix of new text and section 5.4 in current by-laws.

4.4 Quorum at Members' Meetings

At all meetings of the Corporation, including annual and special meetings, forty (40) members present shall constitute a quorum.

Comment [nm20]: Verbatim from 4.5.

4.5 Votes to Govern at Members' Meetings

Each member entitled to vote shall have one vote on each resolution put to a vote at any meeting. At all meetings of the Corporation, all questions shall be decided by a majority of the votes cast by the members entitled to vote thereon unless otherwise specifically provided by the Canada Corporations Act or by these By-Laws. All voting shall be upon and by a show of hands unless the Chair directs or any person entitled to vote requests a poll vote. A poll vote shall be taken in such manner as the Chair shall direct. In all meetings of the Corporation, the member presiding as Chair shall not be entitled to vote, except where there is an equality of votes, in which case the member presiding as Chair shall have a casting vote.

Comment [nm21]: Verbatim from 4.6.

4.6 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Comment [nm22]: NEW item, using the default rule.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.7 Members' Meeting Held Entirely by Electronic Means

Comment [nm23]: NEW item, default rule.

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

4.8 Cost of Publishing Proposals for Annual Members' Meetings

Comment [nm24]: NEW item, mandatory, using the default rule.

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

Section 5. Directors

5.1 Number of Directors

Comment [nm25]: MODIFIED sections 5.2 and 5.4 of current by-laws, adding 6.1

The elected Officers of the Corporation shall be a President, a **Vice-President**, a Secretary and a Treasurer, all of whom shall, ex officio, be Directors. The Directors shall consist of the elected Officers and not less than two, nor more than six, elected members.

The immediate past President shall have the right to be present as an advisor at all meetings of the Directors, but shall not have the right to vote on questions raised thereat. The immediate past Secretary and Treasurer shall have the same right for one year after the expiry of their terms of office.

The management and the administration of the affairs of the Corporation is vested in the Directors. The Directors may exercise all such powers of the Corporation as are not by the Act or by these by-laws required to be exercised by the membership at meetings. The management of all affairs of the Corporation not otherwise provided for shall be entrusted to the Directors. The President and Secretary of the Corporation shall serve respectively as Chair and Secretary of the Directors. Each Officer of the Corporation shall be responsible to the Directors and shall administer his office in accordance with their instructions.

5.2 Election of Directors

Comment [nm26]: MODIFIED sections 5.3, 5.4, 5.8, 5.9 (modifications in RED).

5.2.1 Only Ordinary and Associate members of the Corporation shall be eligible to become Directors or Officers of the Corporation.

5.2.2 The elected Officers of the Corporation shall be a President, a **Vice-President**, a Secretary and a Treasurer, all of whom shall, ex officio, be Directors, who, in addition to the duties specifically

assigned to them by these by-laws shall discharge the other duties usually incident to their respective offices.

5.2.3 The Nominating Committee shall consist of two elected members and the immediate past president of the Corporation who shall serve as Chair of the Committee. Any two members of the Corporation may nominate members for election to the Nominating Committee at the annual meeting of the Corporation, provided such nominated members are in good standing, that their consent has been obtained, and that they are not serving as Directors. Should more than two members be nominated to the Nominating Committee, a secret ballot shall be held following the close of nominations at the meeting and the two members with the largest vote shall be elected to the Committee. If insufficient nominations are received, the Directors by resolution shall appoint the necessary number of members, but not from among their own number. If the past President is unable to perform this duty, the Directors by resolution shall appoint a Chair for the Nominating Committee from their own number. The term of elected members lasts until the first annual meeting of the Corporation after their election. No one shall serve on the Nominating Committee for more than three consecutive terms.

5.2.4 In accordance with the provisions of these by-laws, the Directors shall determine, and shall inform the Nominating Committee of, the number of vacancies amongst the Directors or Officers of the Corporation due to be filled at the annual meeting, such notice to be given not less than six months before that meeting. **At the same time, and not less than six months before the annual meeting, the Secretary shall invite nominations coming from the Corporation's members, and each nomination must be supported in written form by at least five members eligible to vote.** The Nominating Committee shall prepare a list of candidates for the vacant positions, and secure the consent of the candidates. This list shall contain at least one name for each vacant position as Officer of the Corporation and at least one more name than there are vacancies for the position as a Director of the Corporation. The Nominating Committee shall give this list to the Secretary in time for him to transmit it in written form to the membership not less than sixty days before the annual meeting. **Nominations received from the membership more than forty days before the meeting must be added to the ballot sheet, provided that the nominee is otherwise eligible under the terms of these by-laws, and that his consent has been secured.** The final ballot form must be provided in written form to all voting members at least twenty-one days before the annual meeting. Only those ballots returned to the Secretary before the beginning of the annual meeting will be submitted to the scrutineers. **The Directors shall by resolution appoint scrutineers for the ballots for elections or for any other matters balloted for at the meetings of the Corporation.** If an unexpected vacancy arises after the ballot form has been mailed, nominations for that position may be received at the annual meeting and a written ballot of all members shall be arranged within thirty days of that annual meeting.

5.3 Term of Office of Directors

The term of office of the President shall be two years. She shall not be eligible for re-election as an Officer or Director for two years after the expiry of her term of office, although she may sit as an advisor to the Directors, during this period. **The Vice-President shall hold office for two years, and**

Comment [nm27]: Squeezed in 4.9 here.

Comment [nm28]: MODIFIED section 5.5 in current by-laws. Modifications in RED.

thereafter shall not be eligible for re-election to the same office or as Director for two years after the expiry of her term of office. The term of office of the Secretary and Treasurer shall each be three years. Either Officer is eligible for a second term, but thereafter will not be eligible for re-election to the same office for at least three years. The terms of those Directors who are not Officers shall be three years. At the expiry of a term, such Directors who are not Officers shall not be eligible for re-election as a Director for a period of one year, except as an Officer of the Corporation.

5.4 Indemnities to Directors and Others

Every Director of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

(a) all costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Section 6. Meetings of Directors

6.1 Calling of Meetings of Board of Directors

The President shall call a meeting of the Directors whenever the affairs of the Corporation require it, or when requested to do so, in written form, by at least three (3) Directors. The Directors may regulate their meetings as they shall see fit and determine the quorum necessary for the transaction of business and unless so determined, four (4) Directors shall constitute a quorum. Questions raised at any meeting of the Directors shall be decided by a majority of the votes cast by Directors entitled to vote thereon unless otherwise specifically provided by the Act or by these by-laws. In all meetings of the Directors, the Director presiding as Chair shall not be entitled to vote, except where there is an equality of votes, in which case, the Director presiding as Chair shall have a casting vote.

6.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of these by-laws to every director of the Corporation not less than 2 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-laws otherwise provides, no

Comment [nm29]: MODIFIED section 5.5 in current by-laws. Modifications in RED.

Comment [nm30]: Verbatim section 6.3.

Comment [nm31]: NEW item.

notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings

There shall be a meeting of the Directors at the time and place of each meeting of the members of the corporation, except where specifically cancelled by resolution of the Directors at the previous meeting.

Directors may participate in meetings of the Directors by means of conference telephone or other communication facilities by means of which all Directors participating in the meeting can hear one another and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with these by-laws shall be deemed to be present at the meeting and to have so agree and shall be counted in the quorum therefor and be entitled to speak and vote thereat.

The Directors may conduct business and in particular pass resolutions without having a meeting in person. Proposals requiring a vote of the Directors shall be circulated by the President, as far as possible to all Directors, by any expedient means of communication. Each proposal shall include a date and time by which the vote of the Directors must be received by the Secretary in order to be counted. Questions raised in this manner shall be decided by a majority of the votes received before the deadline from Directors entitled to vote thereon unless otherwise specifically provided by the Act or by these by-laws. A vote thus taken shall be valid only if votes are received by the deadline from at least four (4) Directors.

6.4 Votes to Govern at Meetings of the Board of Directors

Questions raised at any meeting of the Directors shall be decided by a majority of the votes cast by Directors entitled to vote thereon unless otherwise specifically provided by these by-laws. In all meetings of the Directors, the Director presiding as Chair shall not be entitled to vote, except where there is an equality of votes, in which case, the Director presiding as Chair shall have a casting vote.

6.5 Committees of the Board of Directors

6.5.1 The Directors may by resolution appoint an executive committee to consist of such Director or Directors as they think fit and may assign to any such committees such powers exercisable on such terms as the Directors may specify by resolution. The President shall be a member of the executive committee, ex officio. The executive committee shall keep regular minutes of their transactions and shall cause these to be recorded in books kept for that purpose and shall report the same to the Directors at such times as the Directors may from time to time require. The Directors shall by resolution have the power at any time to revoke or override any authority given to or acts to be done by the executive committee (except as to acts done before such revocation or overriding) and power to terminate the appointment or change the membership of such committee and to fill vacancies therein. The executive committee may make rules for the conduct of their business and may appoint

Comment [nm32]: Verbatim from section 6.2.

Comment [nm33]: Verbatim from section 6.3.

Comment [nm34]: Verbatim sections 8.1. and 8.2.

such assistants as they may deem necessary. A majority of the members of the executive committee shall constitute a quorum thereof. The members of the executive committee shall not receive any remuneration for their services but by resolution of the Directors allowance may be made for out-of-pocket expenses incurred for their attendances at such functions as the Directors may determine.

6.5.2 The Directors may by resolution appoint one or more other committees consisting of such member or members of the Corporation or other persons as they think fit and may assign to any such committee such powers exercisable on such terms as the Directors may specify by resolution. In all such committees, members of the Corporation shall constitute the majority. The President shall be a member of all such committees, ex officio. All committees so appointed shall report their activities to the Directors at such times as the Directors may from time to time require. The Directors shall by resolution have power at any time to revoke or override any authority given to or acts to be done by any such committee (except as to acts done before such revocation or overriding) and the power to terminate the appointment or change the membership of any such committee and to fill vacancies therein. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of the members of any such committee shall constitute a quorum thereof. The members of such committee shall not receive any remuneration for their services but by resolution of the Directors allowance may be made for out-of-pocket expenses incurred for their attendance at such functions as the Directors may determine.

Section 7. Officers

7.1 Election of Officers

The elected Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall, ex officio, be Directors.

7.2 Description of Offices

7.2.1 The President shall be the chief executive Officer of the Corporation. She shall preside as Chair at all meetings of the Corporation and of the Directors. She shall have the general and active management of the affairs of the Corporation subject to the policy established by and under the supervision of the Directors. She shall see that all orders and resolutions of the Directors are carried into effect. The President at the meeting at which her term of office is completed shall deliver an address to the Corporation on an astronomical topic of his own choosing.

7.2.2 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon him by resolution of the Directors.

Comment [nm35]: MODIFIED current by-laws.

Comment [nm36]: Verbatim from section 7 of current by-laws.

7.2.3 The Secretary shall attend all sessions of the Directors and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. She shall give or cause to be given notice of all meetings of members and the Directors and shall perform such other duties that may be prescribed by resolution of the Directors or the President under the supervision of the Directors. She shall be the custodian of the seal of the Corporation, which she shall deliver only when authorized by a resolution of the Directors to do so and to such person or persons as may be named in the resolution.

7.2.4 The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by resolution of the Directors from time to time. He shall disburse the funds of the Corporation as may be ordered by resolution of the Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at their regular meetings, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Corporation and shall present to the annual meeting a full and true account of the revenue, disbursements and finances of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by resolution of the Directors.

7.3 Vacancy in Office

If the President of the Corporation should die or resign before the expiration of his term of office, the Vice-President shall be acting President for the remainder of that term. If the offices of Secretary or Treasurer become vacant during a term of office, the Directors by resolution may appoint an acting Secretary or Treasurer for the remainder of that term. Vacancies in the office of Vice-President or among the Directors who are not Officers of the Corporation shall be filled by an election at the next annual meeting of the Corporation for the balance of the unexpired term. Persons elected or appointed to any such vacancy shall be eligible for re-election to the same position at the end of the previous incumbent's term, as if they had not served at all.

Notwithstanding the provisions of Paragraph 5.1, concerning terms of office, a Director who does not perform the duties of her office to the satisfaction of the Corporation may be required to resign before the expiry of her term. To request such a resignation at least ten members in good standing must give written notice of their intention to the Secretary, stating the reasons for their request. The Secretary must give this notice to all members within thirty days together with any statement the affected Director may wish to make in reply, and with a ballot sheet on which each member can indicate whether or not she supports the request. The Director shall be required to resign only if two-thirds of the members returning ballots support the request. If the Director thus to be censured is the Secretary, the request for resignation must be sent to the President who is then responsible for transmitting it to the members in accordance with the above requirements.

Comment [nm37]: Verbatim from section 5.6 and 5.7

Section 8. Notices

8.1 Method of Giving Any Notice

Except where otherwise specifically provided by the Act or by these by-laws, whenever under the provisions of these by-laws notice is required to be given, such notice may be given either personally or sent by electronic mail or by depositing same in a post office or public letterbox, postage prepaid, addressed to a member, a Director or Officer, or by publishing the same for two (2) consecutive days in a newspaper or newspapers circulating throughout Canada. A notice or other document so sent by post shall be deemed to be given at the time the same was deposited in a post office or public letterbox as aforesaid, or, if sent by electronic mail, shall be deemed to be given when sent, or, if published in a newspaper or newspapers circulating throughout Canada, shall be deemed to be given on the second day of such publication. For the purpose of giving any notice, the address of any member, Director or Officer shall be her last address as recorded on the books of the Corporation.

Comment [nm38]: Verbatim from section 15 of current by-laws.

Section 9. By-laws and Effective Date

The Directors by resolution may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect. By-laws of the Corporation may be enacted, and the by-laws repealed or amended by by-laws enacted, by a majority of the votes cast by the Directors entitled to vote thereon at a meeting of the Directors and sanctioned by an affirmative vote of at least two-thirds of the votes cast by the members entitled to vote thereon at a meeting of the Corporation duly called for the purpose of considering the said by-laws.

Comment [nm39]: Verbatim from 17.1 and 10.1

Written notice of the proposed enactment, repeal or amendment of any by-law shall be provided to each member entitled to vote with the notice of the meeting to be called for the purpose of considering the said by-Law, and each member entitled to vote may do so under the terms specified in these by-laws.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.