

Royal Astronomical Society of Canada, Halifax Centre

(Incorporated under the Nova Scotia Societies Act
on 28 April 1995 - Registry Number 2442751)

Bylaw #1

(Initial Approval: February 24, 2017)

SECTION 1 – DEFINITIONS

1.1 Definitions

In this Bylaw, and in all other Bylaw of the Centre, unless the context requires a different meaning:

1.1.1 "Act" means the Societies Act, R.S., c 435, s. 1, including the regulations made pursuant to the Act, and any statute or regulation that may be substituted, or amended from time to time.

1.1.2 "Attached member" means a member of the Society who is a member of a Centre as requested by the member,

1.1.3 "Board" means the administering body of the Centre referred to in Article 6.1,

1.1.4 "Bylaw" means this Bylaw and its related policies, and no other,

1.1.5 "Centre" means the Royal Astronomical Society of Canada, Halifax Centre,

1.1.6 "Director" refers to a member of the Centre elected or appointed to the Board of Directors,

1.1.7 "Member" means a member of the Society under Article 5,

1.1.8 "Members' Meeting" includes Centre meetings, the Annual General Meeting (AGM), or a special meeting of members,

1.1.9 "National Bylaw" means all of the Bylaw and related policies of the Society, and no other,

1.1.10 "National Council" means the advisory body of the Society comprised of members from each Centre,

1.1.11 "Officer" refers to the elected positions on the Board of President, Vice-President, Treasurer and Secretary,

1.1.12 "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,

1.1.13 "Ordinary Resolution of the Board" means a resolution passed by a majority of those voting members of the Board present and voting at a meeting of the Board,

1.1.14 "Registrar" means the Registrar of the Joint Stock Companies appointed under the Nova Scotia Companies Act, and includes the Deputy registrar and a person authorized under that Act to perform the duties of the Registrar in his/her absence.

1.1.15 "Society" means the Royal Astronomical Society of Canada - La Société Royale d'Astronomie du Canada,

1.1.16 "Special Resolution of the Centre" means a resolution passed by not less than three-fourths of such members present or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

1.1.17 "Unattached Member" means a member of the Society who is not a member of a Centre.

SECTION 2 – NAME OF CENTRE

2.1 The name of the Centre shall be the "Royal Astronomical Society of Canada, Halifax Centre" (or "La Société Royale d'Astronomie du Canada, Centre d'Halifax").

SECTION 3 – CORPORATE SEAL & PROPRIETARY SYMBOLS

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

SECTION 4 – RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY

4.1 Association of the Centre and Society

4.1.1 The Centre is a constituent part of and associated with the Society.

4.2 Constitution of the Society

4.2.1 The operation of the Centre is governed by the Centre's Bylaw, and by the Constitution of the Society.

SECTION 5 – MEMBERSHIP

5.1 Membership Conditions

5.1.1 Membership in the Centre shall be open to all persons who are interested in astronomy, as provided by the Bylaw #1 of the Society.

5.1.2 Membership shall consist of:

5.1.2.1 the minimum of 5 subscribers to the Memorandum of Association;

5.1.2.2 those who support the objects of the Society and Centre;

5.1.2.3 those whose name and address is written in the Registrar of Members; and

5.1.2.4 those members who pay the annual fee to the Society Treasurer in an amount under the terms and conditions determined by the Board and the Society.

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

5.1.4 Every member of the Centre is also a member of the Society. A person who for any reason ceases to be a member of the Society thereupon ceases to be a member of the Centre.

5.1.5 Every member of the Centre has the right to and is welcome to attend all meetings of the Board, unless, in exceptional circumstances, the Board declares, by ordinary resolution, a meeting or part of a meeting to be closed to the membership.

5.1.5.1 The member(s) must make a request to the President to make a presentation to the Board.

5.1.5.2 Their presence as a guest is not counted towards quorum.

5.2 Transfer of Membership

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

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

5.3 Termination of Membership

5.3.1 Members are expected at all times to conduct themselves appropriately and with due regard to the best interests of the Centre, the Society, and their fellow members. Failure to comply to any of the Bylaw or policies of the Centre or the Society may result in discipline, or eventual expulsion in accordance with the disciplinary action and expulsion policy.

5.3.1.1 Upon expulsion from membership in the Centre, a member shall be considered an unattached member of the Society.

5.3.1.2 Within 15 days of a member being expelled from membership in the Centre, the Secretary of the Centre shall notify the Society of the expulsion and the grounds thereof.

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

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

5.3.3.1 the member dies;

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

5.3.3.3 if, by a vote of the majority of members of the Centre or a majority vote of the directors of the Centre at a meeting duly called and for which notice of the proposed action has been given, the member's membership in the Centre has been terminated; or

5.3.3.4 the Centre has been liquidated or dissolved under the Act.

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

SECTION 6 – Board of Directors

6.1 Duties of the Board of Directors

6.1.1 The property and business of the Centre shall be administered by the Board, the members of which shall, subject to Article 6.2.2, be the elected officers of the Centre referred to in Article 7.1 and directors.

6.1.2 The Board shall not make loans, guarantee loans or advance funds to any director.

6.1.3 The powers and duties of all directors and officers of the Centre shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, and or limit the powers and duties of any officer.

6.2 Composition of the Board of Directors

6.2.1 The Board of Directors shall be comprised of no less than 5 and no more than 10 directors elected by members of the Centre.

6.2.2 Four of the elected directors will be elected as officers by members of the Centre.

6.3 Meetings of Halifax Centre Board of Directors

6.3.1 The Board shall meet as often as the business of the Centre shall require, but at least three times in each membership year.

6.3.2 Subject to Article 6.3.1 and 6.4.1, meetings of the Board shall be called by the President and shall be held at such date, place and time as is designated by the President.

6.3.3 The Secretary of the Centre shall send notice of every meeting of the Board to every member of the Board at least 7 days before the meeting, by a means of communication in common use.

6.3.4 The non-receipt of notice by any elected or appointed officer shall not invalidate the proceedings of the Board meeting.

6.4 Meetings of the Board of Directors by Requisition

6.4.1 Upon requisition in writing signed by at least 50% of the members of the Board, the President shall call a meeting of the Board to consider the business specified, at such place as is named in the requisition. If the President fails to call a meeting of the Board to be held within 30 days of such requisition, then any voting member of the Board who has signed such requisition may call a meeting of the Board.

6.4.2 At least 20 days before the date of such meeting by requisition the Secretary shall send to every member of the Board 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 director who has signed such requisition, at the expense of the Centre, at least 20 days before the date of the meeting.

6.4.3 At any meeting by requisition of the Board, only such business as is specified in the requisition shall be conducted.

6.4.4 The non-receipt of notice by any elected or appointed officer shall not invalidate the proceedings of the Board meeting.

6.5 Voting at Board of Director Meetings

6.5.1 Every meeting of the Board shall be presided over by the President, in his or her absence by the Vice-President, and in the absence of both of them by another member of the Board elected at the meeting.

6.5.2 Voting at a meeting of the Board shall proceed as follows:

6.5.2.1 The presiding director may vote at a Board meeting only to cast a deciding vote in the event of a tied vote.

6.5.2.2 All other elected or appointed directors shall have one vote.

6.6 Quorum at Board of Director Meetings

6.6.1 No business shall be conducted at any meeting of the Board unless a quorum, which shall be 50% members of the Board, is present to open the meeting and, upon request, before any vote. Participation in the meeting by electronic means will count towards quorum.

SECTION 7 – OFFICERS AND DIRECTORS

7.1 Officers

7.1.1 The President, the Vice-President, the Secretary, and the Treasurer shall be elected by the members of the Centre.

7.1.2 The Board may from time to time establish other officers, the holders of which shall be elected in accordance with Article 7.4.

7.1.3 No person who is elected to the Board of Directors may simultaneously occupy two or more of the positions of President, Vice-President, Secretary, or Treasurer.

7.2 National Council Representative(s)

7.2.1 The National Council Representative(s) must be a director, and will be appointed by the Board.

7.2.2 If for any reason a National Council Representative is unable to attend a meeting of the National Council, then the Board may appoint another member of the Centre as an alternate for the National Council Representative. The alternate will be entitled to exercise all the rights of the National Council Representative for whom he or she is the alternate.

7.3 Nomination of Officers and Directors

7.3.1 Every member in good standing who is not less than 19 years of age has the right to stand for election or appointment as an officer or director of the Centre.

7.3.2 A Nominating Committee shall prepare a list of candidates for each elected office and each position of director for which an election must be held. The list is to be presented to the Secretary of the Centre at least 30 days prior to the AGM.

7.3.3 Any eligible member of the Centre may be nominated as a director or officer at or before such AGM.

7.3.4 The nominating Committee shall call for nominations before October 1 of each year.

7.4 Election of Officers and Directors

7.4.1 Where there is more than one nomination for an elected officer or for each position of director, there shall be an election by vote of the members of the Centre at the AGM of the Centre. The Candidate receiving the greatest number of votes shall be declared elected.

7.4.2 If the number of candidates nominated and confirmed to run for the Board does not exceed the maximum number of directors by the Close of Nominations, the then confirmed candidates shall be deemed elected by acclamation.

7.4.3 In the case where there is a tie vote for a position then the tie shall be broken by a coin toss. The President will announce the elected members of the Board at the AGM of the Centre.

7.4.4 Should one or more vacancies remain on the Board after the election process, then the Board may appoint a qualified member of the Centre to the Board.

7.4.5 Within 14 days of their election, the Secretary shall file the list of elected officers and directors with the Registrar that includes their addresses, occupations and the date of election.

7.5 Terms of Office

7.5.1 The term of office for all officers and directors elected under Article 7.4 shall be one year.

7.5.2 No one person may hold the office of President or Vice-President for more than 3 consecutive years. A member of the Centre may be re-elected as President or Vice-President after a lapse of one year.

7.5.3 No one person may hold the office of Secretary or Treasurer for more than 5 consecutive years. A member of the Centre may be re-elected as Secretary or Treasurer after a lapse of one year.

7.5.4 No person may be a director for more than 10 consecutive terms. A member of the Centre may be re-elected as a director after a lapse of one year.

7.5.5 The term of office of all officers and directors shall commence on January 1 and expire on December 31.

7.6 Duties of the President

7.6.1 The President shall:

7.6.1.1 be responsible for the effectiveness of the Board, and be responsible for implementing the strategic plans and policies of the Centre,

7.6.1.2 preside as chair at all meetings of the Centre and the Board,

7.6.1.3 represent and speak for the Centre when appropriate, and

7.6.1.4 have other such duties as prescribed by the Board.

7.7 Duties of the Vice-President

7.7.1 The Vice-President shall:

7.7.1.1 assist the President in the discharge of his or her duties,

7.7.1.2 perform the duties of the Chair during their absence, illness or incapacity of the President, or when when the Chair may request him/her to do so,

7.7.1.3 have other such duties as prescribed by the Board.

7.8 Duties of the Secretary

7.8.1 The Secretary shall:

- 7.8.1.1 conduct the correspondence of the Centre and report thereon to the Board.
- 7.8.1.2 have custody of the Seal,
- 7.8.1.3 send to all members of the Board the minutes of all Board meetings,
- 7.8.1.4 be responsible for the preparation and custody of all books and records including the accurate minutes of Members' and Board meetings, the register of members, and the filing of the annual requirements with the office of the Registrar and with the Society,
- 7.8.1.5 make available the books and records of the Centre for inspection upon request by members or for legal purposes,
- 7.8.1.6 file with the Registrar a copy of every special resolution within 14 days after the resolution is passed,
- 7.8.1.7 have other such duties as may be prescribed by the Board.

7.9 Duties of the Treasurer

7.9.1 The Treasurer shall:

- 7.9.1.1 have the responsibility for custody of all financial books and records of the Centre,
- 7.9.1.2 prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements and deposits, assets and liabilities,
- 7.9.1.3 in general conduct the financial business of the Board in accordance with the direction of the Board, and
- 7.9.1.4 have other such duties as may be prescribed by the Board.

7.10 Duties of the National Council Representative(s)

7.10.1 The National Council Representative(s) and their alternate(s) shall:

- 7.10.1.1 attend all meetings of the National Council for which he or she is so authorized and as may be reasonably practicable,
- 7.10.1.2 represent the Centre's interests, subject to the direction of the Board, at the National Council, and
- 7.10.1.3 report to the Board and to the appropriate Centre officers the business conducted by and the activities of the National Council.

7.11 Duties of Other Directors

7.11.1 Other directors may be elected or appointed under Articles 7.4 and shall have such duties as may be prescribed by the Board.

7.12 Removal of Officers and Directors

7.12.1 An officer or director may be removed from office by special resolution of the Centre.

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

7.13 Vacancy of an Office

7.13.1 If an officer or director position becomes vacant by reason of death, resignation, disqualification, or removal under Article 7.12, then another eligible member of the Centre may be elected by ordinary resolution of the Board to fill such a vacancy for the remainder of the term.

7.13.2 In the event that a position must be filled prior to the next regularly scheduled meeting of the Board, the President may do so on behalf of the Board.

7.13.3 A director who ceases to be a member of the Centre also ceases to be a director, and loses the right to participate in any meeting or act related to such position.

7.14 Conflict of Interest

7.14.1 An elected or appointed officer or director who has, or could reasonably be seen to have, a conflict of interest has a duty to declare this interest. The declaration should be made to the members:

7.14.1.1 upon nomination, and

7.14.1.2 when the possibility of conflict is realized.

7.14.2 A conflict of interest does not prevent a member from serving as an elected or appointed director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes of meeting.

SECTION 8 – COMMITTEES

8.1 Committees

8.1.1 The Board may establish from time to time any task force, working group, special committee, or other advisory body, as it is deemed necessary or appropriate to carry out, review and manage the delivery of Centre programs and services, with such powers as the Board shall see fit.

8.1.2 Ordinary Committees (special and standing) shall:

8.1.2.1 have only members of the Centre in good standing serving on the committee,

8.1.2.2 be chaired by a member of the Centre designated by the Board, and

8.1.2.3 have at least one director as a member of the committee who serves as liaison with the Board.

8.1.3 Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make and ensuring compliance with applicable legislation, Bylaw and policies,

8.1.4 The chairperson and any member of any committee, except the President, may be removed by ordinary resolution of the Board,

8.1.5 If a vacancy on a committee occurs by reason of death, resignation, disqualification, or removal under Article 7.12 or Article 7.13, then another eligible member of the Centre or the Board may be elected by ordinary resolution of the Board to fill such a vacancy for the remainder of the term, and

8.1.6 Such committees shall have a term limit as determined by the Board.

8.2 Committee Membership of the President

8.2.1 The President is a member of the Nominating Committee.

8.2.2 The President shall be an ex-officio member of all other committees of the Board, and has the same rights as other committee members but shall not be considered a member of any committee for the purpose of reckoning the number of members of the committee or a quorum of the committee.

8.3 Reports to the Board

8.3.1 All committees of the Centre shall be subject to the authority of the Board.

8.3.2 Each committee shall keep a record of its minutes and financial operations and shall report thereon to the Board through an appointed liaison and as required by the Board.

8.4 Committee Quorum

8.4.1 No business shall be conducted at any point at a meeting of any committee at which a quorum, which shall be at least half of the members thereof, is not present. Participation in the meeting by telephonic, electronic, or other communication facility will count towards quorum.

SECTION 9 – MEETINGS OF THE CENTRE

9.1 Annual General Meeting (AGM)

9.1.1 The AGM shall take place not more than 3 months after the end of the financial year.

9.1.2 At least 30 days before the date of the AGM, the secretary shall notify each member of the Centre by a means of communication in common use of:

9.1.2.1 the agenda for the AGM, specifying its date, time and place, and

9.1.2.2 any proposed Bylaw or amendment to the Memorandum of Association of the Centre adopted by ordinary resolution of the Board under Article 13.1.

9.1.3 The President or his/her designate shall preside over the AGM.

9.1.4 The order of procedure at the AGM that shall be deemed as ordinary business shall be as follows:

- a) consideration and approval of the minutes of the last AGM and of any meeting by requisition held since the last AGM
- b) consideration and approval of the annual reports of the Board, the directors of the Centre, and the committees of the Board, and presentation and adoption of the annual financial statements;
- c) consideration of any matter proposed to be adopted by special resolution of the Centre;
- d) election of officers and directors of the Centre; and
- e) appointment of the auditor(s) of the Centre as prescribed in Article 10.2.

9.1.5 Other business may be transacted and shall be deemed special business.

9.1.6 The non-receipt of notice by any member shall not invalidate the proceedings.

9.1.7 At the AGM, where there is an equality of votes, the Chair will have a second and deciding vote.

9.1.8 Every member who is personally present or represented by proxy, subject to bylaw 9.5, shall have one vote and no more.

9.1.9 Quorum shall consist of 15 members who are personally present or represented by proxy. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

9.2 Halifax Centre Members' Meetings

9.2.1 The President shall call regular meetings of members of the Centre as often as the business and activities of the Centre may require.

9.2.2 Notice of date, time and place of such meetings shall be given by a means of communication such as mail, email, website, or other social media to bring the calling of such meetings to the attention of the members of the Centre during a period of at least 7 days before the day on which the meeting is to be held.

9.2.3 Meetings of the members may be held at any place within Nova Scotia determined by the Board.

9.2.4 The nature of the business must be specified, such as the intention to propose a special resolution.

9.2.5 The non-receipt of notice by any member shall not invalidate the proceedings.

9.2.6 The Halifax Centre Members' Meeting shall be presided over by the President or by his/her designate.

9.2.7 At a meeting of the Centre, where there is an equality of votes, the Chair will have a second and deciding vote.

9.2.8 Every member who is personally present or represented by proxy, subject to article 9.5, shall have one vote and no more.

9.2.9 Quorum shall consist of 15 members who are personally present or represented by proxy. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

9.2.10 If a members' meeting is convened as per bylaw 9.2.1 and quorum is not present within 30 minutes from the appointed time for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide.

9.3 Members' Meetings on Requisition

9.3.1 Upon request by the Chair, a majority of the directors, or by requisition in writing signed by at least 10 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 member of the Centre who has signed such requisition may call a meeting of the Centre.

9.3.2 At least 30 days before the date of such meeting, the Secretary shall notify every member of the Centre of the meeting, stating the names of the requisitioning members, the location and time of the meeting, and the business specified in the requisition. If the Secretary fails to give such notice, the notice of the meeting may be given by any member who has signed such requisition, at the expense of the Centre, at least 30 days before the date of the meeting.

9.3.3 At any such meeting of the Centre, only such business as is specified in the requisition shall be conducted.

9.3.4 The Members' Meeting shall be presided over by the President or by his/her designate.

9.3.5 Every member who is personally present shall have one vote and no more.

9.3.6 At a meeting on requisition, where there is an equality of votes, the Chair will have a second and deciding vote.

9.3.7 The non-receipt of notice by any member shall not invalidate the proceedings.

9.3.8 Quorum shall consist of 15 members who are personally present or represented by proxy.

9.3.9 If a meeting is convened by the requisition in writing signed by at least ten (10) voting members of the Centre and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

9.3.10 If a meeting is convened by the chair or by the directors and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purposes of winding up the Centre.

9.4 Conducting of Business

9.4.1 Unless otherwise prescribed in the Bylaw, by applicable legislation, or by the Society Bylaw, the Centre and the Board shall act by ordinary resolution, and the conduct of the Centre and Board meetings shall be governed by Robert's Rules of Order.

9.4.2 The President or his/her designate may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to members.

9.4.3 At any meeting, a declaration by the President or his/her designate that a resolution has been carried is sufficient unless a poll is demanded by at least 3 members. If a poll is demanded, it shall be held by a show of hands or by secret ballot as the President may decide.

9.4.4 At any meeting of members every question shall, unless otherwise provided by the articles or bylaw, be determined by a majority of the votes cast on the question(s).

9.4.5 No action taken contrary to the Bylaw of the Centre is valid.

9.5 Proxies

9.5.1 A member of the Centre may be represented at an annual, regular or special meeting of the Centre by any other voting member whom he or she has appointed in writing as her/his proxy.

9.5.2 Proxies entitling any person or member of the Centre to vote at other than one meeting or any adjournment thereof shall be void.

SECTION 10 – FINANCES

10.1 Fiscal Year

10.1.1. The fiscal year of the Centre shall be October 1 to September 30.

10.2 Auditor

10.2.1 At every AGM, the members shall appoint an auditor to hold office until the end of the next AGM. The auditor 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. The auditor shall not be a member of the Board.

10.2.2 If an auditor fails to be appointed at the AGM, the Board may do so.

10.3 Annual Financial Statements

10.3.1 The Board shall annually present to the members a written report on the financial position of the Centre.

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

10.3.3 A copy of the financial report shall be signed by the auditor or by 2 directors, and filed with the Registrar within 14 days after each AGM.

10.3.4 The members may inspect the annual financial statements and minutes of membership and Board meetings with one week's notice. All other books and records of the Centre may be inspected by any member at any reasonable time within 2 days prior to the AGM. Such requests must be made in writing to the President or Secretary of the Centre.

10.4 Financial Duties of the Board

10.4.1 The Board may from time to time:

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

10.4.1.2 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 Board may determine,

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

10.4.1.4 delegate to one or more officers or other directors as may be designated by the Board all or any powers conferred by clauses 10.4.1.1 through 10.4.1.3 to such extent and in such manner as the Board shall determine at the time of each such designation, and

10.4.1.5 give indemnities to any member of the Board or other person who has undertaken or is about to undertake any liability on behalf of the Centre, and to secure such member of Board 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.

SECTION 11 – SIGNING AUTHORITY

11.1 Signing Authority

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

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

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

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

SECTION 12 – REMUNERATION AND EXPENSES

12.1 Remuneration

12.1.1 No member of the Board or of a committee shall receive any remuneration from the Centre for his or her services.

12.2 Expenses

12.2.1 Each member shall be entitled to be reimbursed for all expenditures authorized by the Board and made by him or her on behalf of the Centre or in connection to the Centre's business.

SECTION 13 – REPEAL AND AMENDMENT

13.1 Amendment and Enactment of the Bylaw

13.1.1 The Bylaw of the Centre may be repealed or amended, and other Bylaw of the Centre may be enacted, by special resolution of the Centre.

13.1.2 No bylaw or amendment to the Bylaw shall take effect until approved by the Registrar.

13.2 Repeal of Previous Bylaw

13.2.1 All previous Bylaw of the Centre are repealed as of the coming into force of this Bylaw. Such repeal shall not affect the previous operation of any bylaw so repealed or affect the validity of any action 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 bylaw prior to its repeal.

13.2.2 All officers or persons acting under any Bylaw so repealed shall continue to act as appointed under the provisions of this Bylaw and all resolutions of the Centre or of the Board or a committee of the Board with continuing effect passed under any repealed bylaw shall continue good and valid except to the extent inconsistent with this Bylaw and until amended or repealed.

- end of Bylaw #1 -