

## **BY-LAWS OF THE SUDBURY ASTRONOMY CLUB**

### **BY-LAW**

#### **AMENDED February 10, 2006**

A by-law relating generally to the transaction of the affairs of the Sudbury Astronomy Club.

BE IT ENACTED as a by-law of the Sudbury Astronomy Club, hereinafter referred to as the Club, as follows:

#### **HEAD OFFICE**

1. The Head Office of the Club shall be in the City of Greater Sudbury in the Regional Municipality of Sudbury in the Province of Ontario, and at such place therein as the directors may from time to time determine.

#### **BOARD OF DIRECTORS**

2. The affairs of the Club shall be managed by a board of seven directors, hereinafter referred to as the Executive, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Club. Each director shall be elected by the Club membership to hold office until the second annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole Executive shall be retired at the second annual meeting after their election but shall be eligible for re-election if otherwise qualified. The election of the Executive by members may be by a show of hands unless a ballot be demanded by any member.

#### **VACANCIES, EXECUTIVE**

3. Vacancies on the Executive, however caused, may so long as a quorum of the directors remain in office, be filled by the directors from among the qualified members of the Club. Notice of such vacancies and notice that a vacancy has been filled shall be provided to the qualified members.

#### **SEAL**

4. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Club and it shall be authenticated by the signature of the President or Vice-President and the Treasurer. A record shall be kept of all documents sealed.

#### **QUORUM AND MEETINGS, EXECUTIVE**

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Executive may hold its meetings at such place or places within 100 kilometers of the Greater City of Sudbury as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Members of the Executive shall meet regularly no less than 10 times a year at such time and place as they may from time to time determine. The Executive may appoint a day in any month or months for regular meetings at a place and time to be named. A copy of any resolution fixing the place and time of regular Executive meetings shall be sent to each member forthwith after being passed, but no other notice shall be required for any such regular meeting. Executive meetings, other than regular meetings so fixed by resolution, may be formally called by any member of the Executive. Notice of such meetings shall be delivered, telephoned or electronically mailed to each director not less than five days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. An Executive meeting may also be held, without notice, immediately following the annual meeting. The directors may consider or transact any business either special or general at any meeting of the Executive.

#### **ERRORS IN NOTICE, EXECUTIVE**

6. No error or omission in giving such notice for a meeting of the Executive shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, providing all members are present or those absent waive notice of or otherwise consent in writing to such meeting being held.

#### **VOTING, EXECUTIVE**

7. Questions arising at any meeting of the Executive shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to his original vote, shall have a second or casting vote. Voting shall be by a show of hands unless any member requests a written ballot. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the Executive may from time to time appoint for the purpose.

### **POWERS**

8. The directors may administer the affairs of the Club in all things and make or cause to be made for the Club in its name, any kind of contract or agreement which the Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Club is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Club for such consideration and upon such terms and conditions as they may deem advisable.

### **REMUNERATION OF DIRECTORS**

9. The directors, or directors serving as officers of the Club, shall receive no remuneration for acting as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

### **INDEMNIFICATION OF DIRECTORS**

10. No director or officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Executive for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Club shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty, willful neglect or default.

Every director or officer of the Club or other person who has undertaken or is about to undertake any liability on behalf of the Club and their heirs, executors and administrators and estate and effects, shall from time to time and at all times, be indemnified and saved harmless out of funds of the Club from and against:

(a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect to 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 dishonesty, willful neglect or default.

### **OFFICERS OF THE CLUB**

11. There shall be a President, a Vice-President, an Immediate Past President, a Secretary a [and a] Treasurer, [ or in lieu of a Secretary and Treasurer, a Secretary-Treasurer] a Chair of the Observatory, one director at large, and such other officers as the Executive may determine by by-law from time to time. One director may hold more than one office except the offices of President and Vice-President. The Officers of the Club shall form the Executive of the Club and shall be elected to their respective positions by a majority vote of the members, provided that, in default of such election the then incumbents, being the Executive, shall hold office until their successors are elected.

### **DUTIES OF PRESIDENT**

12a) The President shall, when present, preside at all meetings of the members of the Club and of the Executive. The President shall also be charged with the general management and supervision of the affairs and operations of the Club. The President with the Secretary or other officer appointed by the Executive for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President. If the Vice-President, or such other director as the Executive may from time to time appoint for the purpose, exercises any such duty or sign all by-laws and membership certificates, the absence or inability of the President shall be presumed with reference thereto.

### **DUTIES OF THE VICE-PRESIDENT**

12b) The Vice-President shall during the absence or inability of the President exercise the duties and powers of the President. If the Vice-President, or such other director As the Executive may from time to time appoint for the purpose, exercise any such duty or signs all the by-laws and membership certificates, the absence or inability of the President shall be presumed with

reference thereto. In the absence of the President, the Vice-President shall also be charged with the general management and supervision of the monthly meetings, arrange for speakers, assist all other directors of the Club and facilitate media and public relations on behalf of the Club. He shall perform such other duties as may from time to time be determined by the Executive.

#### **DUTIES OF SECRETARY**

12c) The Secretary shall be ex officio clerk of the Executive. He shall attend all meetings of the Executive and cause to be accurately recorded all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the club and all books, papers, records, contracts, correspondence, and other documents belonging to the Club which he shall deliver up only when authorized by a resolution of the Executive to do so and to such person or persons as may be named in the resolution. He shall monitor and update Government Ministry records with regard to the Club's corporate status, especially current titles and names of all the Executive, and he shall perform such their duties as may from time to time be determined by the Executive.

#### **DUTIES OF TREASURER**

12d) The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Executive. He shall disburse the funds of the Club under the direction of the Executive, taking proper vouchers therefore and shall render to the Executive at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Club.

#### **DUTIES OF THE IMMEDIATE PAST PRESIDENT**

12e) The Immediate Past President is a full executive position including executive voting privileges. The I.P.P. will provide continuity and guidance to the newly elected President and his Executive, (especially in the first year of the two year term of office). It is hoped that the I.P.P. will use his/her expertise by taking on other responsibilities within the club that may arise from time to time (i.e., coordinator).

#### **DUTIES OF OTHER OFFICERS**

12f) The duties of all other officers of the Club shall be such as the terms of their engagement call for or the Executive requires of them.

#### **DUTIES OF THE CHAIR OF THE OBSERVATORY**

12g) The Chair of the Observatory shall serve as Chair of the Observatory Committee. The Observatory Committee shall be composed of the Chair of the Observatory and two qualified members whose selection shall be approved by the Executive. While reporting no less than monthly to the Executive, the Observatory Committee members along with the Chair of the Observatory shall be responsible for co-ordinating all activities with regards to the Club observatory. These observatory activities include items such as training, maintenance, security, scheduling observing activities at the site, record keeping, equipment storage and maintenance and any other activities related to the operation of the Club Observatory. The Observatory Committee is also responsible for ensuring that the Club's obligations under the existing Observatory Land Lease Agreement with the City of Greater Sudbury are met.

#### **DUTIES OF THE DIRECTOR-AT-LARGE**

12h) The Director-at Large is a full member of the Executive of the Club. The duties of the Director-at-Large shall be as follows: To co-ordinate and manage all c=Club activities and events, namely star parties, public outreach programs, educational presentations, and all Club-related public service announcements. Also he shall perform such other duties as may from time to time be determined by the Executive. The Director-at-Large may at his discretion establish a committee of qualified members to assist in the aforementioned duties. The Director-at-Large shall report to the Executive not less than monthly.

#### **CLUB CO-ORDINATORS**

13. The Executive may appoint, by majority vote, members of the Club to act as Club Co-ordinators, hereinafter-called Co-ordinators. The number and term of office of such Co-ordinators shall be at the sole discretion of the Executive.

#### **REMUNERATION OF CO-ORDINATORS**

14. The Co-ordinators shall receive no remuneration for acting as such, provided that a Co-ordinator may be paid reasonable expenses incurred by him in the performance of his duties.

#### **DUTIES OF CO-ORDINATORS**

15 The duties of the Co-ordinators shall be such as the terms of their engagement call for or the Executive requires of them.

#### **EXECUTION OF DOCUMENTS**

16 Deeds, transfers, licences, contracts and engagements on behalf of the Club shall be signed by any two of the President, Vice-President, Secretary, or Treasurer under seal of the Club to such instruments as require the same. The

President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Executive may transfer any and all shares, bonds or other securities from time to time standing in the name of the Club in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Club transfers of shares, bonds, or other securities from time to time transferred to the Club and may affix the Club seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Club seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Cheques of the Club are to be signed by two of the three following executive positions; the President, Treasurer, and Secretary. Notwithstanding any provisions to the contrary contained in the by-laws of the Club, the Executive may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Club may or shall be executed.

#### **BOOKS AND RECORDS**

17. The Executive shall see that all necessary books and records of the Club required by the by-laws of the Club or by any applicable statute or law are regularly and properly kept.

#### **MEMBERSHIP**

18. Membership in the Club shall be open to all persons who are interested in astronomy and there shall be five classes of membership, namely:

- (1) Regular Members: A person may become a Regular Member by paying annual dues as hereinafter set forth and shall have full voting privileges.
- (2) Student Members: A person may become a Student Member if they are a student at an educational institution and pay the annual dues as hereinafter set forth and shall have full voting privileges.
- (3) Family Members: A family may become a Family Member by paying the annual dues as hereinafter set forth and the family shall have the full voting privileges of a Regular Member.
- (4) Honorary Life Members: A Regular Member or a Student Member may become an Honorary Life Member if appointed as such by the Executive. Such membership shall only be conferred in recognition of meritorious services rendered to the Club. An Honorary Life Member shall pay no annual dues and shall have full voting privileges.
- (5) Honorary Members: The Executive may confer an Honorary membership to any person in recognition of noteworthy scientific contributions to astronomy.

Honorary Members shall pay no dues and shall not be entitled to vote or hold office in the Club.

#### **DUES**

19. The annual dues shall be as follows:

<u>Students/ Seniors Members</u>	<u>\$30.00 annually</u>
<u>Full time students/ 65 years and older</u>	
<u>Regular Members</u>	<u>\$45.00 annually</u>
<u>Family Members</u>	<u>\$50.00 annually</u>

And thereafter the annual dues for Regular Members, Student Members and Family Members shall be an amount as determined from time to time by the Executive, subject to ratification by the membership at the next Annual Meeting.

(b) The annual dues shall be due and payable between the 1st day of October and the 31st day of December and shall entitle the person paying the same to membership in the Club for the twelve months commencing the 1st day of October and upon payment as aforesaid such member shall receive all publications of the Club until December of the following year.

(c) Each member shall pay his membership dues to the Treasurer of the Club.

(d) A new member who has paid his dues after June 30th in any year shall have the choice of:  
paying the annual dues for the current year and receiving all publications for the current calendar year, or commencing his membership from the ensuing 1st day of October and receiving all publications for the following year.

(e) A member who has not paid his annual dues on or before the 31st day of December shall cease to be a member of the Club and shall cease to receive publications of the Club.

#### **TERMINATION OF MEMBERSHIP**

20. Membership in the Club may be terminated by the member by a resignation given in writing to the Secretary of the Club and as otherwise provided for in the by-law. The unexpired portion of the member's annual dues shall be refunded if so requested in writing by the member.

A member may be expelled from the Club by a vote of at least two-thirds of all members of the Executive if in the opinion of the Executive his continued membership is not in the interests of the Club. The issue must then be brought to a vote of the general membership at the next general

meeting of the Club. If the expulsion of the member is confirmed, the unexpired portion of the member's annual dues shall be refunded.

#### **ANNUAL AND OTHER MEETING OF MEMBERS**

21. The annual or any other general meeting of the members shall be held at the head office of the Club or elsewhere in the Regional Municipality of Sudbury as the Executive may determine and on such day as the Executive shall appoint. The annual meeting of the Club members shall be the February meeting unless otherwise determined by a majority vote of the Club members.

At every annual meeting, in addition to any other business that may be transacted, the report of the Executive and the financial statements shall be presented by the Executive. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Executive or the President or Vice-President shall have the power to call at any time a general meeting of the members of the Club. No public notice nor advertisement of member's meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by telephone or by sending the notice by prepaid ordinary mail or electronic mail, posted ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Club are present thereat and at such meeting any business may be transacted which the Club at annual or general meetings may transact.

#### **ERROR OR OMISSION IN NOTICE**

22. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Club shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Club.

#### **ADJOURNMENTS**

23. Any meetings of the members or the Executive may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting

from which such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### **QUORUM OF MEMBERS**

24. A quorum for the transaction of business at any meeting of members shall consist of not less than a majority of qualified members.

#### **VOTING OF MEMBERS**

25. Each member of the Club shall at all meetings of members be entitled to one vote. No member shall be entitled to vote at meetings if the member has failed to maintain his qualifications as established in this by-law.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Club or by-law. Every question shall be decided in the first instance by a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Club shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Club in general meeting upon the matter in question. In case of an equality of votes at any annual, general or special meeting of the members, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

#### **FINANCIAL YEAR**

26. Unless otherwise ordered by the Executive, the fiscal year of the Club shall terminate on the last day of August in each year.

#### **CHEQUES, ETC.**

27. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by the officers set out in paragraph 19 of this by-law, or such other officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Executive and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Club through its bankers, and endorse notes and cheques for deposit with the Club's bankers for the

credit of the Club, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Club by using the Club's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Club and the Club's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

28. The securities of the Club shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Executive. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Club signed by such officer or officers, agent or agents of the Club, and in such manner, as shall from time to time be determined by resolution of the Executive and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Executive shall be fully protected in acting in accordance with the Executive and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **NOTICE**

29. Whenever under the provisions of the by-laws of the Club, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Club. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Club.

#### **AMENDMENT OF BY-LAWS**

30. By-laws of the Club may be enacted, and the By-laws repealed or amended by By-law enacted, by a majority of the directors at a meeting of the Executive and sanctioned by an affirmative vote of at least two-thirds of the eligible voting Members at a meeting duly called for the purpose of considering the said By-law.

#### **INTERPRETATION**

31. In these by-laws and in all other by-laws of the Club hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number and words importing the masculine gender shall include the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by the Executive and Club on this 10<sup>th</sup> day of February, 2006

Eidon Phillips

PRESIDENT (SEAL)

Dan Madden

TREASURER

The foregoing by-law is hereby passed by the voting Members of the Club pursuant to the Corporations Act, as evidenced by the respective signatures hereto of all the directors.

Dated the 10<sup>th</sup> day of February, 2006

Justin O'Gorman  
VICE-PRESIDENT

Ian Anttila  
SECRETARY

Alan Ward  
IMMEDIATE PAST PRESIDENT

Bob O'Daiskey  
DIRECTOR-AT-LARGE