

# **Objects and By-Laws of the North Bay Astronomy Club (as Revised, February, 2006)**

## **OBJECTS OF THE NORTH BAY ASTRONOMY CLUB**

The Objects of the North Bay Astronomy Club are as follows:

- A) To educate the public and to teach students at the primary, secondary and post-secondary levels in the science of astronomy.
- B) To foster and implement this education through public lectures, seminars, demonstrations, workshops, observation gatherings and school presentations.
- C) To work with the Municipality of Powassan, Nipissing University, District School Boards and other qualified donees as per Section 149.1(1) of the *Income Tax Act of Canada* to establish a public observatory in the area.

## **BY-LAWS OF THE NORTH BAY ASTRONOMY CLUB (As Revised)**

### **BY-LAW NO. 1**

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

BE IT ENACTED as a by-law of the North Bay 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 North Bay, in the District of Nipissing, 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 Directors consisting of a minimum of five (5) and a maximum of eleven (11) members. At a meeting called for the purpose only of nominating and electing its membership, the Club shall elect four executive members, consisting of the President, Vice-President, Treasurer and Secretary and the outgoing President shall become the Past President. Hereinafter referred to as the Board of the Whole and the Executive. Each member at the time of their election or within ten days thereafter and throughout their term of office shall be a member of the Club. Each Director shall be elected by the Club membership to hold office until the third annual meeting, after he shall have been elected or until his successor shall have been duly elected and qualified. The Board of the Whole shall be retired at the third annual meeting after their election, but shall be eligible for re-election if otherwise qualified. The election of the Executive by the Board of the Whole may be by show of hands unless a ballot be demanded by any member.

### **VACANCIES, BOARD**

3. Vacancies on the Board, however caused may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Club.

### **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 and the Secretary. A record shall be kept of all documents sealed.

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

5. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law the Board/Executive may hold its meetings at such place or places within a hundred kilometres of the City of North Bay 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/Board shall meet regularly no less than ten times a year at such time and place as they may from time to time determine. The Executive/Board 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/Board meetings shall be sent to each member forthwith after being passed, but no other notice shall be required for any such meeting. Executive/Board meetings, other than regular meetings so fixed by resolution, may be formally called by any member of the Executive/Board. Notice of such meeting shall be delivered, telephoned or faxed 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/Board 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/Board.

### **ERRORS IN NOTICE, EXECUTIVE/BOARD**

6. No error or omission in giving such notice for a meeting of the Executive/Board 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/BOARD**

7. Questions arising at any meeting of the Executive/Board 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 duty may be performed by the Vice-President or such other Director as the Executive/Board 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, land, buildings, and other property, moveable 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 to meet the Objects of the club.

The Directors may acquire, construct, maintain or alter any building or works to meet the Objects of the Club and promote, publicize and stimulate interest in itself and its related activities.

The Directors may employ and pay such representatives, agents and employees and procure, equip and maintain such facilities ancillary and incidental to attain the Objects of the Club and incur such reasonable expenses as may be necessary for this purpose.

The Directors may acquire by purchase, lease, devise, gift and other title and to hold real property necessary for the carrying on of its undertaking, and to sell, dispose of and convey the same or any part thereof as may be considered advisable, in accordance with any applicable statute or law.

## **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 Directors or officers of the Club shall be liable for the acts, receipt, neglect or default 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/Board 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 judgement 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, wilful 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 be 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, or 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 liabilities.
- (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, wilful neglect or default.

### **OFFICERS OF THE CLUB**

- 11. There shall be a President, Vice-President, Secretary and a Treasurer, or in lieu of a secretary and treasurer a Secretary-Treasurer and such other officers as the Executive/Board may determine by by-law from time to time. One Director may hold more than one office except for 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 position 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 THE PRESIDENT AND VICE-PRESIDENT**

- 12. The President shall, when present, preside at all meetings of the Club and of the Executive/Board. 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 of the President shall be presumed with reference thereto.

### **DUTIES OF SECRETARY**

- 13. The Secretary shall be ex-officio of the Executive/Board. He shall attend all meetings of the Executive/Board 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 directors. He shall perform such other duties as from time to time be determined by the Executive/Board.

### **DUTIES OF TREASURER**

- 14. The Treasurer, or the person performing the usual duties of the treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Club and proper books of account and shall deposit all monies 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/Board. He shall disburse the funds of the Club under the direction of the Executive, taking proper vouchers therefore and shall render to the Executive/Board at the regular meetings thereof or whenever required by him an account of all his transactions as Treasurer, and of the financial position of the Club. He shall be the custodian of the Seal and of all Books, Papers, Records, Contracts, Correspondence and other documents belonging to the Club which he shall deliver up only when authorized by resolution of the Executive/Board to do so and to such person or persons as may be named in the resolution, as he shall also perform such other duties as may from time to time be determined by the Executive/Board.

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

15. The duties of all other officers of the Club shall be such as the term of their engagement call for or the Executive/Board requires of them.

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

16. The Executive/Board 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/Board.

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

17. 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**

18. The duties of the Co-ordinators shall be such as the term of their engagement call for or the Executive/Board requires of them.

#### **EXECUTION OF DOCUMENTS**

19. 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/Board may transfer any and all shares, bond 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 transfer or acceptances of any such 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 may be signed by any two of the four Directors holding position within

the Executive.

Notwithstanding any provisions to the contrary contained in the by-laws of the Club, the Executive /Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Club may or shall be executed.

### **BOOKS AND RECORDS**

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

### **MEMBERSHIP**

21. 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 under eighteen (18) years of age 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) Lifetime Members: A person or family may become Lifetime Members by paying the lifetime fees as herein set forth and shall have full voting privileges.
  - 5) Honourary Life Members: A regular member or a student member may become a honourary life member if appointed as such by the Executive/Board. Such membership shall only be conferred in recognition of meritorious services rendered to the Club. An Honourary Life member shall pay no annual dues and shall have full voting privileges.
  - 6) Honourary Member: The Executive/Board may confer a honourary membership to any person in recognition of noteworthy scientific contributions to astronomy. Honourary Members shall pay no dues and shall not be entitled to vote or hold office in the Club.

### **DUES**

22. (a) The annual dues shall be as follows:
- |                  |         |
|------------------|---------|
| Regular Members: | \$25.00 |
| Student Members: | \$20.00 |
| Family Members:  | \$30.00 |

and thereafter the annual dues for regular, student and family members shall be an amount as determined from time to time by the Executive/Board, subject to ratification by the membership at the next annual meeting.

- (b) The annual dues shall be due and payable between the first 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 first 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 member who has not paid his annual dues on or before the 31st of December shall cease to be a member of the Club and shall cease to receive publications of the Club.
- (e) The fees for lifetime membership in the Club are as follows:  
Single membership: \$250.00  
Family membership: \$350.00

### **TERMINATION OF MEMBERSHIP**

23. 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 Board if in the opinion of the Board his continued membership is not in the interest 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 MEETINGS OF MEMBERS**

24. The Annual or any other general meeting of the members shall be held at the head office of the Club or elsewhere in the District of Nipissing in the Municipality of North Bay as the Executive/Board may determine and on such day as the Executive/Board 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/Board and the financial statements shall be presented by the Executive. The members may consider or transact any business either special or general without any notice thereof at any meetings of the members. The Executive or the President or the 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 members' meetings, annual; or general shall be required, but notice of the time and place of every such meeting shall be given by telephone, or sending the notice by ordinary pre-paid mail, posted ten days before the time fixed for holding such meetings; provided that any meetings of members may be held at any time or place with such notice if all the member of the Club are present and at such meeting any business may be transacted which the club at annual or general meetings may transact.

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

25. 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**

26. Any meetings of the members or the Executive/Board 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**

27. 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**

28. 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 and 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 defeated and an entry to that effect in the minutes of the Club shall be admissible as evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour 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 a poll, the President shall be entitled to a second or casting vote.

### **FINANCIAL YEAR**

29. Unless otherwise ordered by the Executive/Board, the fiscal year of the Club shall terminate on the last day of September in each year.

### **CHEQUES, ETC**

30. All cheques, bill of exchange or other orders for the payment of money, notes or other



evidence 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 or agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the executive/Board 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 "deposit" with the bankers of the Club by using rubber stamp for the purpose. Any one of such officers or agent 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**

31. 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/Board. 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/Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the executive/Board shall be fully protected in acting in accordance with the Executive/Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **DISSOLUTION OF THE CORPORATION (CLUB)**

32. Upon the dissolution of the corporation and after payments of the debts and liabilities, all of the remaining assets, if any, shall be disposed of or distributed to qualified donees as per section 149.1(1) of the Income Tax Act of Canada.

### **NOTICE**

33. Whenever under the provisions of the by-laws of the Club, notice is required to be given, such notice may be given either personally, by telephone or by depositing same in post office or a public letter box, in a pre-paid, 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 a public letter box as aforesaid.

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

34. 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 Board 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**

34. In these by-laws and in all other by-laws of the Club here and after 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 Board this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President

(SEAL)

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 \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.