

**YUKON ASTRONOMICAL SOCIETY
CONSTITUTION AND BY-LAWS**

Approved by Special Resolution

at the

Annual General Meeting

of the

Yukon Astronomical Society

December 11, 2017

INTERPRETATION

- 1.1. In these by-laws, unless the context otherwise requires,
 - (a) "directors" means the directors of the Society for the time being;
 - (b) "Societies Act" means the Societies Act of the Yukon Territories from time to time in force and all amendments
 - (c) "Societies Regulations" means the Societies Regulations of the Yukon from time to time in force and all amendments
 - (d) "registered address" of a member means the address as recorded in the register of members.
- 1.2. The definitions in the Societies Act and in the Societies Regulations apply to these bylaws.
- 1.3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

CONSTITUTION

- 2.1. The name of the Society is: YUKON ASTRONOMICAL SOCIETY
- 2.2. The purposes of the Society are:
 - (a) to popularize the science of astronomy by offering astronomical education programs, workshops and opportunities for astronomical observations with real astronomical telescopes to the population of Whitehorse and other Yukon communities.
 - (b) to provide accessible astronomical observatory to the general public.
- 2.3. Upon dissolution of the Society, the assets of the Society are to be transferred to any similar registered astronomical society residing either in the Yukon, or in other province/territory within Canada.

SOCIETY BY-LAWS

- 3.1. The by-laws of the Society are those set out in this document.
- 3.2. If this by-law and the Schedule A of the Societies Regulations of the Yukon are in conflict, then the Societies Regulations of the Yukon prevails.
- 3.3. On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.
- 3.4. These by-laws shall not be altered or added to except by special resolution.
- 3.5. Any changes in the By-laws of the Society to be voted upon by members during a general meeting.
- 3.6. The arbitration or mediation of disputes: as per Schedule A of the Societies Regulations of the Yukon.

The terms of admission of members and their rights and obligations

- 4.1. A person may apply to the directors for membership in the Society, and upon payment of membership fee, shall be a member.
- 4.2. A person who submits a membership fee within two months after the expiry of membership shall be considered to have renewed membership for a 12-month period as of the previous expiry of membership, with no interruption in membership. If a person submits a membership fee later than two months after expiry of a previous membership, then such person shall be considered a new member, with a break in continuity of membership.
- 4.3. Every member shall uphold the constitution and comply with these by-laws.
- 4.4. The amount of the annual membership dues shall be determined at the annual general meetings of the Society.
- 4.5. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
- 4.6. All members, including all Directors, shall follow the current version of the Society's Communication Policy when representing the Society in communications with the media or in public statements.
- 4.7. Any member may examine the records of the society:
 - (a) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld, or
 - (b) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice.

The conditions of withdrawal of members and the manner of expulsion

- 5.1. Members are expected at all times to conduct themselves appropriately and with due regard to the best interests of the Society and their fellow members.
- 5.2. A person shall cease to be a member of the Society
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on his death or in the case of a corporation on dissolution, or
 - (c) on being expelled, or (d) on having been a member not in good standing for three (3) consecutive calendar months.
- 5.3. A member may be expelled by a special resolution of the members passed at a general meeting.
- 5.4. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 5.5. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

General and special meetings

Meetings of Members

- 6.1. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
- 6.2. Every general meeting, other than an annual general meeting, is a special meeting.
- 6.3. The directors may, whenever they think fit, convene a special meeting.
- 6.4. Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

Notice to members

- 6.5. A notice may be given to a member, either personally, e-mail or by mail to him at his registered address.
- 6.6. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 6.7. Notice of a general meeting shall be given to

- (a) Every member shown on the register of members on the day notice is given and
- (b) the professional accountant, if applies
- (c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (d) No other person is entitled to receive a notice of general meeting.

Proceedings at General Meetings

6.8. Special business is

- (a) all business at a special meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except,
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the directors,
 - (iv) the election of directors,
 - (v) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

6.9. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(1) Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A **quorum** is,

- (i) where the number of registered members is 15 or less, 3 members;
- (ii) where the number of registered members is 16 or more, at least 20% of the registered members

6.10. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 6.11. The president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
- 6.12. If at a general meeting
- (a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 6.13. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.14. Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 6.15. Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 6.16. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 6.17. (1) **A member in good standing present at a meeting of members is entitled to one vote.**
- (2) Voting is by show of hands
 - (3) Voting by proxy is not permitted

The appointment and removal of directors

- 7.1. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
- (a) all laws affecting the Society,
 - (b) these by-laws, and
 - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- 7.2. No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 7.3. The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the Society.

- 7.4. The number of directors shall be three (3) or such greater number as may be determined from time to time at a general meeting.
- 7.5. The directors shall retire from office at each annual general meeting when their successors shall be elected.
- 7.6. Separate elections shall be held for each office to be filled.
- 7.7. An election may be by acclamation, otherwise it shall be by ballot.
- 7.8. If no successor is elected the person previously elected or appointed continues to hold office.
- 7.9. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next following general meeting of the Society, but is eligible for re-election at the meeting.
- 7.10. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- 7.11. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 7.12. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

Proceedings of Directors

- 8.1. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- 8.2. The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 8.3. The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- 8.4. The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
- 8.5. A director may at any time, and the secretary/treasurer or secretary on the request of a director, shall, convene a meeting of the directors.
- 8.6. The directors may delegate power to committees consisting of one or more directors; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the

- directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
- 8.7. A committee shall elect a chairperson of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- 8.8. The members of a committee may meet and adjourn as they think proper.
- 8.9. For the first meeting of directors held after the appointment or election of a director or directors, it is not necessary to give notice of the meeting to the newly elected or newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 8.10. A director may by letter, telegram, telex or other telecommunication send or deliver to the address of the society a written waiver of notice of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) no notice of meeting of directors need be sent to that director; and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 8.11. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairperson does not have a second or casting vote.
 - (3) No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 8.12. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Duties of Officers

- 9.1. (1) The president shall, except where these by-laws provide otherwise, preside at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
 - (3) The vice president shall carry out the duties of the president during the president's absence.
- 9.2. Where the society has a secretary, the secretary shall
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) prepare and keeps custody of minutes of all meetings of the society and directors;

- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the seal of the society; and
 - (f) maintain the register of members
- 9.3. Where the society has a treasurer, the treasurer shall
- (a) keep the financial records, including books of accounts; and
 - (b) render financial statements to the directors, members and others when required.
- 9.4. When the society has a secretary-treasurer, that person shall carry out the duties in both subsection 9.2. and 9.3.
- 9.5. In the absence of the secretary or secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary or secretary-treasurer at the meeting.

The exercise of borrowing powers

- 10.1. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 10.2. All members, including directors, shall abide by the Society's current Fiscal Accountability Policy.
- 10.3. No debenture shall be issued without a special resolution by the Board of Directors.
- 10.4. The members may by special resolution restrict the borrowing powers of the directors, and a restriction so imposed expires at the next annual general meeting.

The appointment of accountants

- 11.1. This part applies only where
- (a) the Societies Regulations requires the society to have a professional accountant, or
 - (b) the Society has resolved to appoint a professional accountant.
- 11.2. At each annual general meeting the society shall appoint a professional accountant.
- 11.3. The directors shall appoint a professional accountant to serve until the first annual general meeting.
- 11.3. The directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
- 11.4. A professional accountant may be removed by ordinary resolution.
- 11.5. No director and no employee of the society shall act as a professional accountant.

The custody and use of the society's seal

- 12.1. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 12.2. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

The arbitration or mediation of disputes

- 13.1. Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the Arbitration Act of the Yukon.