

**THE ROYAL ASTRONOMICAL
SOCIETY OF CANADA**

CALGARY CENTRE

BY-LAW NUMBER ONE

Amended by Council 2020-10-08
Ratified by Membership 2020-11-19

ARTICLE 1 DEFINITIONS

- 1.1 In this by-law and in all other by-laws and policies of the Centre, unless the context requires a different meaning:
- (a) “**Centre**” means The Royal Astronomical Society of Canada, Calgary Centre;
 - (b) “**Council of the Society**” or “**National Council**” means the National Advisory Council of the Society or any other name as it may be called;
 - (c) “**Council of the Centre**”, “**Centre Council**” or “**Council**” means the administering body of the Calgary Centre referred to in Article 5;
 - (d) “**Councillor**” means a member of the Centre Council other than the members of the Executive committee and the National Council Representative(s).
 - (e) “**Director**” means any member of the Centre Council;
 - (f) “**Extraordinary Resolution of Council**” is a resolution passed at a Meeting of Council by a Qualified Majority Vote of the Council members present and voting;
 - (g) “**Extraordinary Resolution of the Centre**” is a resolution passed at a Meeting of the Centre by a Qualified Majority Vote of those present and voting;
 - (h) “**Meeting of the Centre**” or “**Centre Meeting**” means any meeting of the Centre as defined in Article 4;
 - (i) “**Meeting of Council**” or “**Council Meeting**” means any meeting of Council as defined in Article 4;
 - (j) “**Member**” means a member of the Centre under Article 3 Membership;
 - (k) “**Member in Good Standing**” means a Member of the Centre who has paid membership fees for the current membership year, and is not in arrears with respect to any other Centre fee, surcharge, or other debts to the Centre;
 - (l) “**Majority**” vote means a vote determined where the affirmative vote comprises of 50%+1 of the votes cast;
 - (m) “**Ordinary Resolution of Council**” means a resolution passed at a Meeting of Council by a majority vote of Council members present and voting;
 - (n) “**Ordinary Resolution of the Centre**” means a resolution passed at a Meeting of the Centre by a majority vote of those members present and voting;
 - (o) “**Plurality Vote**” means a vote where the person or option with the greatest number of votes is the selected person or option;

- (p) **“Qualified Majority Vote”** means a vote where the number of affirmative votes is twice the number of negative votes;
- (q) **“Resolution”** means any formal determination made by a body on the basis of a motion or proposal duly placed before a properly constituted meeting of that body for debate and decision;
- (r) **“Sequential Plurality Vote”** means a vote where more than one person needs to be selected. The person with the greatest number of votes is elected to the first position, followed by the candidate with the next greatest number of votes and so on until all the positions are filled;
- (s) **“Society”, “RASC” and “R.A.S.C.”** all mean The Royal Astronomical Society of Canada / La Société Royale d’Astronomie du Canada;
- (t) **“Special Majority Vote”** means a vote where the affirmative votes are 75% of the vote;
- (u) **“Special Resolution of the Centre”** means
 - (i) a resolution of the Centre passed at a Meeting of the Centre with a **Special Majority Vote of those members present and voting in person or by proxy** of which members have been given no less than 21 days notification of the intention to propose the resolution has been duly given,
 - (ii) a resolution proposed and passed as a special resolution at a Meeting of the Centre which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the Meeting of the Centre so agree, or
 - (iii) a resolution consented to in writing by all the members who would have been entitled at a Meeting of the Centre to vote on the resolution in person or by proxy.

**ARTICLE 2
NAME OF THE CENTRE**

- 2.1 The name of the Centre shall be The Royal Astronomical Society of Canada, Calgary Centre.

**ARTICLE 3
MEMBERSHIP**

- 3.1 Eligibility:
- (a) Membership in the Centre shall be open to all persons who are interested in astronomy and subject to 3.1 (b).

- (b) Every Member of the Centre must also be a member of the Society. Any Member who for any reason ceases to be a member of the Society thereupon automatically ceases to be a Member of the Centre.

3.2 Term:

- (a) Membership in the Society and the Centre is on an annual basis commencing on the date membership fees are paid in full.
- (b) Members will receive e-mail notification in advance of the anniversary date and will be given the opportunity to renew their membership for another term.

3.3 Fees:

- (a) The Centre may charge fees and surcharges over and above any fees charged by the Society for membership in the Centre.
- (b) Centre fees and surcharges shall be prescribed by Extraordinary Resolution of Council ratified by Extraordinary Resolution of the Centre.

3.4 Rights of Members in Good Standing:

- (a) Every Member in Good Standing is entitled to:
 - (i) attend all meetings and functions of the Centre;
 - (ii) excluding Honorary Members, vote at all meetings of the Centre, provided that (A) the Member must be present to cast a vote on any motion, and (B) voting by proxy is permitted only for special resolutions of the Centre;
 - (iii) attend all meetings of Council unless, in exceptional circumstances, Council declares, by Extraordinary Resolution of Council, a meeting or part of a meeting be closed to members;
 - (iv) attend all meetings of committees unless, in exceptional circumstances, the committee declares, by Majority vote of the committee, a meeting or part of a meeting be closed to members;
 - (v) stand for election as an officer of the Centre;
 - (vi) stand for election to the Centre's Council;
 - (vii) stand for election as a Director or appointment as a member of a committee; and
 - (viii) public liability insurance coverage at public events under the existing insurance policy for that event.

3.5 Resignation of Members:

- (a) A Member may terminate his or her membership in the Centre:
 - (i) by written notification to the Society office and to the Secretary of the Centre; or
 - (ii) by allowing his or her membership to expire.

3.6 Expulsion of Members:

- (a) A Member whose continued membership in the Centre is not in the best interest of the Centre may be expelled from membership in the Centre by Extraordinary Resolution of Council, ratified by Extraordinary Resolution of the Centre. A Member whose expulsion is proposed has the right to receive notice of the meetings at which such expulsion shall be proposed and of the intention to propose such expulsion, and to make representations at the meetings at which the votes are held.
- (b) Immediately upon a Member being expelled from membership in the Centre, the Secretary of the Centre shall provide the Secretary of the Society the name of any Member who has been expelled, together with the grounds for the expulsion.

ARTICLE 4 MEETINGS

4.1 Conduct of Meetings:

- (a) Except as otherwise specified in these By-laws, the conduct of all Meetings of the Centre and of the Council shall be governed by Robert's Rules Of Order.
- (b) A quorum is required at all Meetings of the Centre where any official business is to be conducted. Should members leave in the course of a meeting that has begun with a quorum, proceedings shall cease at the point at which the number attending falls below the required quorum.
- (c) A quorum of:
 - (i) the Council shall be seventy-five (75) percent, or seven (7), of the Council members, whichever is the lesser;
 - (ii) the Centre shall be ten (10) percent, or twenty five (25), of the Members in Good Standing, whichever is lesser; and
 - (iii) a committee shall be fifty (50) percent, or two (2), of the committee members, whichever is the greater.
- (d) Any Member in Good Standing may present a motion at a Meeting of the Centre or the Annual meeting.

- (e) With the permission of the presiding member, a person in attendance at a Council meeting who is not a member of Council may speak during discussions or debates, but may neither vote on nor present motions.
- (f) Notwithstanding Section 4.01(e), a petition signed by at least such number of Members as constitutes a quorum of the Centre under Section 4.1(c)(ii), which is presented to Council at a Council Meeting, shall be considered a properly presented and seconded motion.
- (g) Unless otherwise prescribed in this By-Law or the By-Laws of the Society, all motions arising at meetings shall be decided by Ordinary Resolution of the Centre at Centre Meetings, by Ordinary Resolution of Council at Council Meetings, and by Majority vote at committee meetings. Except in committee meetings, the presiding Member shall not vote.
- (h) If, at any meeting, a vote requires a written ballot, two (2) people in attendance shall be nominated and elected to act as scrutineers for the duration of the meeting. The positions for scrutineers shall be filled by a Sequential Plurality Vote. The scrutineers shall examine all ballots cast and determine their validity, shall count all ballots, and shall report the ballot results to the person presiding at the meeting.

4.2 Annual Meeting:

- (a) The Centre shall hold an Annual Meeting of its members on or before 31 December in each membership year. At least thirty (30) days prior to the date of the Annual Meeting, the Secretary shall send notice of the agenda, time, date, and location of the meeting to every Member in Good Standing, at the Member's electronic address (or physical as specified) as it appears in the records of the Society for the Centre.
- (b) At every Annual Meeting the following business shall be transacted:
 - (i) consideration and approval of the agenda for the meeting;
 - (ii) consideration and approval of the minutes of the last Annual Meeting and of any special meeting and meeting by requisition held since the last annual meeting;
 - (iii) consideration and approval of the reports of the Council, the officers of the Centre, and the committees of the Centre, and presentation and adoption of the audited financial statements referred to in Section 8.3(b),
 - (iv) the election, under Section 4.1(h), of scrutineers referred to in Section 5.2(g), refer to Council definitions of roles and responsibilities of Council;
 - (v) the election of Council as prescribed in Section 5.2(g);
 - (vi) the election of two (2) scrutineers of the Centre as prescribed in Section

4.01(h); and

- (vii) Any additional business matters mentioned in the agenda under Section 4.2(b)(i).

4.3 Meetings of the Centre:

- (a) The President shall call meetings of members of the Centre at least six (6) times per year. Notice of such meetings shall be given in such a manner as can reasonably be expected to notify the members of the Centre of such meetings.
- (b) The President, or in his or her absence, the First Vice-President, or in his or her absence, the Second Vice-President, or in his or her absence, a member of Council designated by the President, shall be the presiding officer at all Meetings of the Centre. If no such person is present at the Centre Meeting, the membership may, by Ordinary Resolution of the Centre, elect a Member in Good Standing to preside over the meeting.
- (c) In the absence of the Secretary, the person presiding shall appoint a Member to record the Minutes of the meeting.
- (d) Upon receipt of a written petition signed by at least such number of Members as constitutes a quorum of the Centre under Section 4.1(c)(ii), the President shall call a meeting of the Members of the Centre to consider that business specified in the petition. If the President (or his or her designate) fails, within fourteen (14) days of said petition, to call a meeting of the members, then any Member in Good Standing who has signed said petition may call a Meeting of the Centre. The presiding officer at the meeting shall be as prescribed under Section 4.3(b).
- (e) Notice of any such Meeting of the Centre shall be as prescribed under Section 4.2(a). The notice shall also state the names of the petitioning members, the date, time, and location of the meeting, and the business specified in the petition.

4.4 Council Meetings:

- (a) Council shall meet as often as the business of the Centre may require, at such place as is designated by the President, and shall hold at least six (6) meetings per year, one (1) of which shall be within the three (3) months before the Annual Meeting of members of the Centre and another of which shall be within the thirty (30) days following the Annual Meeting.
- (b) Subject to Sections 4.4(a) and 4.4(c), Meetings of Council shall be called by the President.
- (c) Upon receipt of a written petition signed by at least such number of Members as constitutes a quorum of the Council under Section 4.1(c)(i), the President shall call a Meeting of Council to consider that business specified in the petition. If the President (or his or her designate) fails, within seven (7) days of said petition, to

call a Meeting of Council, then any Member of Council who has signed said petition may call a Meeting of Council. The presiding officer at the meeting shall be as prescribed under Section 4.3(b). Notice of any such Meeting of Council shall be as prescribed under Section 4.4(d). The notice shall also state the names of the petitioning Members, the date, time, and location of the meeting, and business specified in the petition.

- (d) Notice of Council Meetings shall be given to all Members of Council at least seven (7) days before the meeting by the President or those Members of Council who have petitioned a Meeting of Council.
- (e) The President, or in his or her absence, the First Vice-President, or in his or her absence, the Second Vice-President, or in his or her absence, a Member of Council previously designated by the President, shall preside at the meeting. If the President fails to designate a person, then Council at the meeting may elect one of its Members to preside at the meeting. The presiding Member at the meeting may at any time appoint another Member of Council to preside over the meeting for such a period as he or she may specify.
- (f) In the absence of the Secretary, the person presiding shall appoint a member of Council to record the Minutes of the meeting.

ARTICLE 5 COUNCIL, DIRECTORS AND OFFICERS

5.1 Composition of Council:

- (a) The business and property of the Centre shall be administered by a Council composed of the following offices:
 - (i) the Executive Committee as defined by Section 7.2;
 - (ii) the National Council Representative(s) as prescribed under the By-Laws of the Society; and
 - (iii) up to eight (8) additional Councillors.
- (b) The offices of President, Secretary, Treasurer, and one (1) National Council Representative must be filled at all times.
- (c) A Member may occupy no more than one (1) of the offices of President, Vice-President, Secretary, Treasurer, or Councillor at the same time.
- (d) The Executive Committee 7.2 (a) must be filled by individuals who are at least eighteen (18) years of age.

5.2 Election of Council Members:

- (a) The office of Past President is normally occupied by the person who is the

immediate past President, provided that such person is a Member in Good Standing.

- (b) A list of candidates for election to each position of Council for which an election must be held shall be presented at the Annual General Meeting by the Nominations Committee. The person presiding at the Annual Meeting shall call for additional nominations from the floor. Any eligible candidate may stand for election for more than one available position. If such person is elected to a position, however, his or her name shall be removed from the rest of the ballot referred to in Section 5.2(g).
- (c) Subject to Section 5.2(d), any Member in Good Standing is eligible to stand for election as an officer of the Centre.
- (d) Any Member in Good Standing who is at least eighteen (18) years of age is eligible to stand for election as a National Council Representative.
- (e) If only one (1) candidate has been nominated for an office, such candidate shall be deemed elected by acclamation.
- (f) Election of Council members where there can be only one (1) office holder are to be done by Plurality Vote.
- (g) All available positions for Councillors referred to in Sections 5.1(a)(iii) and 5.3(d) shall be elected by a Sequential Plurality Vote.
- (h) All available positions for National Council Representative shall be elected by a Sequential Plurality Vote.
- (i) Voting shall be by secret written ballot distributed at the Annual Meeting. All ballots shall be counted by two (2) scrutineers specified under Section 4.2(b)(iv). In the event of a tie for any Council position, a further secret ballot shall be held between or among only the tied candidates.
- (j) The names of Council members thus elected shall be announced by the presiding officer before the close of the Annual Meeting, after which announcement all ballots shall be destroyed.

5.3 Terms of Office:

- (a) Every term of office shall commence at the close of the Annual Meeting at which the Council member was elected.
- (b) The term of office of the President and Treasurer shall be two (2) consecutive years.
- (c) The term of office of the First and Second Vice-President, Secretary, and National Council Representative(s) shall be one (1) year.

- (d) The term of office of each Councillor specified under Section 5.1(a)(iii) shall be two (2) consecutive years. The terms of office for Councillors shall be staggered such that elections are held for four (4) positions in each membership year.

5.4 Removal from Office:

- (a) A member of Council may be removed from office by Special Resolution of Council ratified by Special Resolution of the Centre.
- (b) A member of Council whose removal from office is proposed has the right to receive notice of the meetings at which such removal shall be proposed and of the intention to propose such removal, and to make representations at the meetings at which the votes are held.

5.5 Vacancy on Council:

- (a) If a Council office becomes vacant before the normal end of term for that office, because the holder has resigned, has ceased to be a Member, or has been removed from office under Section 5.4, Council may appoint, subject to Section 5.1(c), a consenting Member in Good Standing to fill such vacancy. Such appointment shall last until the normal end of term for that office.

**ARTICLE 6
DUTIES OF COUNCIL OFFICERS**

6.1 Duties of the Past President:

- (a) The Past President shall assist and advise the President where applicable; and
- (b) have such other duties as may be prescribed by Council.

6.2 Duties of the President:

- (a) The duties of the President shall be as prescribed by the By-laws of the Society, and in addition, the President shall:
 - (i) call meetings of the Executive Committee under Section 7.2, meetings of Members of the Centre under Section 4.3, and meetings of Council under Section 4.04; and
 - (ii) have such other duties as may be prescribed by Council.
- (b) The President is an ex-officio member of all committees of the Centre.

6.3 Duties of the First Vice-President:

- (a) The First Vice-President shall:

- (i) assist and advise the President where applicable;
 - (ii) be a member of the Program committee;
 - (iii) coordinate all committees; and
 - (iv) have such other duties as may be prescribed by Council.
- (b) The First Vice-President shall act as the President should the office of President become vacant.

6.4 Duties of the Second Vice-President:

- (a) The Second Vice-President shall:
- (i) assist and advise the President where applicable; and
 - (ii) have such other duties as may be prescribed by Council.
- (b) The Second Vice-President shall act as the First Vice-President should the office of First Vice-President become vacant.

6.5 Duties of the Secretary:

- (a) The duties of the Secretary shall be as prescribed by the By-laws of the Society, and in addition, the Secretary shall:
- (i) be a member of the Nominations Committee,
 - (ii) conduct all official correspondence for the Centre,
 - (iii) keep accurate minutes of all meetings of Council and of the General Meetings of the Centre,
 - (iv) be responsible for giving notice to the membership of meetings of Council and of General Meetings of the Centre,
 - (v) have custody of the Corporate Seal of the Centre under Section 9.1,
 - (vi) submit to the Annual Meeting of Members of the Centre under Section 4.2, a report on the membership, the meetings and other activities of the Centre for the preceding twelve (12) months,
 - (vii) in the event that a Member becomes expelled, discharge the duties under Section 3.7(a),
 - (viii) maintain a manual of policies which govern the activities of the Centre, and

- (ix) have such other duties as may be prescribed by Council.

6.6 Duties of the Treasurer:

- (a) The duties of the Treasurer shall be as prescribed by the By-laws of the Society, and in addition, the Treasurer shall:
 - (i) be director of the Finance Committee, and be a member of the Membership Committee,
 - (ii) keep full and accurate record of accounts in which shall be recorded all receipts and disbursements of the Centre,
 - (iii) control, under the direction of Council, the deposit and disbursements of the funds of the Centre and the safe keeping of securities of the Centre,
 - (iv) provide to Council on a regular basis, or upon request from Council, a full report of his or her activities as Treasurer and of the financial transactions and position of the Centre,
 - (v) discharge the duties specified in Section 8.3(b), and
 - (vi) have such other duties as may be prescribed by Council.

6.7 Duties of the National Council Representative(s):

- (a) The National Council Representative(s) shall have such duties as prescribed by the By-laws of the Society and, in addition, shall have such other duties as may be prescribed by Council.

**ARTICLE 7
COMMITTEES**

7.1 Committees of the Centre:

- (a) Council shall at all times have an Executive Committee consisting of the officers under Section 7.2.
- (b) Council may establish, by ordinary resolution of Council, any such standing and *ad hoc* committees as are required for the efficient operation of the Centre.
- (c) Council may appoint, by ordinary resolution of Council, from among the members of the Centre, the directors and members of any Centre committee.
- (d) The Centre President is an *ex-officio* member of all Centre committees.

7.2 Executive Committee:

- (a) The Executive Committee shall consist of the Past President, the President, the

First Vice-President, the Second Vice-President, the Treasurer, and the Secretary.

- (b) The Executive Committee shall:
 - (i) transact the routine business of the Centre when Council is not meeting and shall transact such business as requires immediate action, and
 - (ii) have such other duties as may be prescribed by Council.
- (c) Meetings of the Executive Committee shall be called by the President at the request of any member of the Executive Committee or when the business of the Centre requires such meeting.
- (d) All actions taken and decisions made by the Executive Committee shall be reported by the President at the next Meeting of Council.

ARTICLE 8 FINANCES

8.1 Fiscal Year:

- (a) The fiscal year of the Centre commences on 1 October and ends on 30 September the following year.

8.2 Auditor/Financial Records Scrutineers:

- (a) At every Annual Meeting the Centre shall elect two (2) financial records scrutineers to hold office until the end of the next annual meeting. The scrutineers 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. These scrutineers shall be Members in Good Standing and shall not be members of Council.
- (b) In the event that a scrutineer is unable to carry out his or her duties, an interim scrutineer to complete the term of office may be appointed by Ordinary Resolution of Council.
- (c) Should Provincial (or other) legislation require, a registered auditor shall be appointed by Ordinary Resolution of Council.

8.3 Review of Financial and Other Records:

- (a) The books, accounts, and records of the Secretary and Treasurer of the Centre shall be examined, at least once each year, by the scrutineers and auditors specified in Section 8.2. The financial statements shall include statements of revenues and expenses, assets, liabilities, and such other statements as are required in accordance with generally accepted accounting principles or by the Council.

- (b) The Treasurer shall prepare the annual financial statements with the assistance of the scrutineers and auditors, shall present them to the Finance Committee and then to the Council for approval at a meeting prior to the next annual Meeting of the Centre, and shall present the approved annual financial statements to the Annual Meeting of the Centre as prescribed in Section 4.2(b)(iii).
- (c) The books and records of the Centre may be inspected by any Member of the Centre at the Annual Meeting, or at any other time convenient to both the Member and the Secretary or Treasurer, as the case may be.

8.4 Centre Funds:

- (a) The funds of the Centre shall be retained in insured deposits unless otherwise authorized by an Extraordinary Resolution of Council.

8.5 Expenditures:

- (a) Limits to the expenditure of Centre funds may be set by Extraordinary Resolution of Council, ratified by Special Resolution of the Centre.

8.6 Borrowing Powers:

- (a) The Centre may borrow money by Extraordinary Resolution of Council, ratified by Special Resolution of the Centre.

8.7 Remuneration of Members or Officers:

- (a) No officer or Member of the Centre shall receive remuneration for his or her services as an officer or Member of the Centre.

**ARTICLE 9
SIGNING AUTHORITY**

9.01 Subject to Section 8.5, contracts, documents, or any instruments in writing requiring the signature of the Centre shall be signed by any two (2) of the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer, and all contracts, documents, and instruments so signed shall be binding upon the Centre without further authorization or formality. Council shall have the power to appoint an officer or officers on behalf of the Centre to sign contracts, documents, and instruments in writing, generally, or to sign specific contracts, documents, and instruments in writing.

**ARTICLE 10
CENTRE RECORDS**

10.1 Minutes of all Council and General Meetings, November 2003 onward, shall be stored on the secure Centre Website. Older minutes shall be archived in the Centre's Library.

10.2 Annual Financial Reports shall be stored on the secure Centre Website.

10.3 All Members in Good Standing will have access to the secure Centre Website.

ARTICLE 11 OTHER

11.1 Corporate Seal:

- (a) The seal of the Centre shall be such as may be approved by Ordinary Resolution of Council.
- (b) The Seal, when used in its official capacity, shall be authenticated by any two (2) of the signing Officers under Section 9.1.

11.2 Insurance:

- (a) The Centre shall at all times maintain adequate insurance in such amount as may be determined by Council, including liability coverage, on all Centre assets.

11.3 Dissolution of the Centre:

- (a) The Centre may undertake to dissolve itself, by unanimous vote of all members of Council referred to in Section 5.1, ratified by a Special Resolution of the Centre.
- (b) The dissolution of the Centre shall not be deemed complete until all its debts, obligations, and claims arising from the conduct of its affairs have been discharged, its tangible assets disposed of, and any environmental easements as defined under the *Environmental Protection and Enhancement Act* (Alberta) have been transferred to another qualified organization.
- (c) All remaining funds and assets will be donated to a registered charitable organization.
- (d) The Council shall propose a plan for compliance with Section 11.3(b), to be approved by Special Resolution of the Centre, within sixty (60) days of the vote.

11.4 Cessation of Association with the Society:

- (a) The Centre may undertake to sever its association with the Society, by unanimous vote of all members of Council referred to in Section 5.1, ratified by a Special Resolution of the Centre.
- (b) In the event that the Centre shall cease to be associated with the Society, either under Section 11.4 or otherwise,
 - (i) subject to Section 11.3, it will continue to operate as an astronomy club, retaining all responsibility for its debts, obligations, and claims arising from the conduct of its affairs, and retaining its assets, and
 - (ii) such portions of this By-law that impose requirements or responsibilities

of the Centre to the Society shall be invalid and of no force and effect.

11.5 Conformity to Bylaws:

- (a) Subject to Section 11.6, no action taken contrary to the By-Laws of the Centre is valid.

11.6 Failure to Receive Notice:

- (a) The failure of any person to receive notice of any meeting required to be given under the By-laws of the Centre shall not invalidate any business transacted at such meeting.

11.7 Binding of Resolutions:

- (a) Every Resolution adopted is binding upon the Centre and Council, except to the extent that it is inconsistent with the By-laws of the Centre or of the Society.

11.8 Amendment and Enactment of Centre Bylaws:

- (a) Subject to Section 4.3, these By-laws may be repealed or amended, supplementary Letters Patent may be enacted, and other By-laws of the Centre may be enacted, repealed or amended, by Extraordinary Resolution of Council ratified by **Special Resolution of the Centre** by a **Special Majority Vote**. No such action is effective until approved in accordance with provincial and other applicable legislation, if any.