

ASSOCIATION OF CANADIAN UNIVERSITIES FOR RESEARCH IN ASTRONOMY-
ASSOCIATION CANADIENNE D'UNIVERSITÉS POUR LA RECHERCHE EN
ASTRONOMIE

BY-LAW No. 1

being a By-law relating generally to the transaction of
the business and affairs of the Corporation.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of Association
of Canadian Universities for Research in Astronomy – Association Canadienne
d'Universités pour la Recherche en Astronomie (herein referred to as the
"Corporation") as follows:

INTERPRETATION

1. In this by-law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural; words importing the masculine gender shall include the feminine and neuter genders; references to persons shall include firms, companies and corporations; "Board" shall mean the Board of Management of the Corporation; "Letters Patent" shall include Supplementary Letters Patent; and "the Canada Corporations Act" shall mean the Canada Corporations Act as amended from time to time or any Act that may be substituted therefor.

OFFICES

2. The head office of the Corporation shall be located at such address within the place designated as the situation thereof in the Letters Patent incorporating the Corporation as the Board may from time to time determine by resolution.

3. The Corporation may establish such other offices and agencies elsewhere in Canada and outside Canada as the Board may determine by resolution.

CORPORATE SEAL

4. The seal(s) of the Corporation shall be in such form as shall be prescribed by resolution of the Board and shall have inscribed thereon the name of the Corporation in either the English or French form or in both forms. The seal(s) shall be kept in the custody of the Secretary/Treasurer or such other officer of the Corporation as the Board may from time to time determine by resolution.

MEMBERSHIP

5. Membership in the Corporation shall be open and limited to Canadian universities which are degree-granting members of the Association of Universities and Colleges of Canada having a commitment to astronomical research and interested in furthering and assisting in the achievement of the objects of the Corporation.

6. The first members of the Corporation shall be the Canadian universities listed in Schedule "A" hereto, and additional qualified Canadian universities which subscribe to the purposes and objects of the Corporation may be admitted to membership therein by and with the approval of at least two-thirds of the members of the Corporation for the time being, to be expressed by the votes cast at a meeting of the Institutional Council hereinafter referred to, or by the consent in writing of the Representatives of at least two-thirds of such members. The members of the Corporation from time to time are hereinafter sometimes referred to as the "Member Institutions" and individually as a "Member Institution".

7. Each Member Institution shall be entitled to all the rights and privileges of membership in the Corporation and shall be entitled to appoint one individual, to be

known and hereinafter referred to as a "Member Representative", to act on its behalf, by an instrument in writing signed on behalf of the Member Institution and lodged with the Secretary/Treasurer of the Corporation. A Member Institution may remove its Member Representative and appoint another individual in his or her place and stead, by an instrument in writing lodged with the Secretary/Treasurer.

8. Each Member Institution shall pay an annual fee in advance, in such amount and at such time as may be determined by the Board of Management and approved by a majority of the Member Institutions represented at a meeting of the Member Representatives.

9. A Member Institution which fails to pay the fees determined under clause 8 hereof within sixty (60) days from the date when they become payable shall, upon the majority vote of the Member Representatives entitled to vote, forfeit its membership in the Corporation and shall thereupon cease to have any rights to participate in the activities of the Corporation or under its by-laws.

10. A Member Institution may at any time resign and withdraw from membership in the Corporation by giving sixty (60) days notice in writing addressed and mailed or delivered to the President or the Secretary/Treasurer of the Corporation.

11. The membership of any Member Institution may be terminated, and a Member Institution may be removed and expelled from membership, by a resolution passed by at least two-thirds of the votes cast at a special meeting of the Member Representatives of which notice specifying the intention to pass such a resolution has been given.

12. Upon resignation under clause 10 hereof or removal under clause 11 hereof, the Member Institution shall cease to have any rights to participate in the activities of the Corporation or under its by-laws.

13. Member Institutions shall not be liable for the debts, obligations or liabilities of the Corporation.

14. The interest of a Member Institution in the Corporation is not transferable and lapses and ceases to exist upon the dissolution, resignation or withdrawal of the Member or by the termination of its membership or when its membership expires and is not renewed, or otherwise in accordance with the by-laws of the Corporation.

MEMBER REPRESENTATIVES AND INSTITUTIONAL COUNCIL

15. There shall be a body of Member Representatives, to be known as the "Institutional Council", that shall constitute a forum for the annual review of the activities of the Corporation, for policy direction, for policy approval and for other issues that the Member Representatives consider worthy of consideration in the management and governance of the Corporation.

16. The Institutional Council shall consist of the Member Representatives appointed by the Member Institutions. Each Member Institution shall designate its Member Representative from among its senior administrative officers or its astronomical scientific staff. Each Member Representative is expected to represent effectively the interests of his or her Member Institution in the conduct of the affairs of the Corporation.

17. Each Member Representative so appointed shall serve for a term of three (3) years; provided that of the initial Member Representatives appointed by the Member Institutions listed in Schedule "A" hereto, one-third will be selected by lot to serve for a term of two (2) years and one-third will be selected by lot to serve for a term of one (1) year, and thereafter, the Member Representatives shall be appointed and shall retire in rotation so that the terms of approximately one-third of the Member Representatives shall expire each year.

18. There is no limitation on the number of consecutive terms that a Member Representative may serve on the Institutional Council.

19. It is the goal of the Corporation that the Institutional Council will consist of senior administrative officers, such as the Vice-President (Research) or his or her designate, representing their respective Member Institutions.

MEETINGS OF THE INSTITUTIONAL COUNCIL

20. The Institutional Council shall hold its annual meeting in the Spring of each year, normally in May, at the time and place determined at the previous annual meeting or at any intervening special meeting thereof.

21. Written notice of the annual meeting of the Institutional Council shall be mailed or sent electronically to each Member Representative at least sixty (60) days before the meeting by the Chair of the Institutional Council. Any Member Representative may waive notice in writing of any meeting of the Institutional Council before, at or after the meeting.

22. A majority of the Member Representatives shall constitute a quorum for the transaction of business at all meetings of the Institutional Council, except as otherwise provided in the by-laws.

23. The Institutional Council shall elect a Chair from among the Member Representatives, who shall preside at the meetings of the Institutional Council and serve for a term of one (1) year.

24. Unless otherwise required by the provisions of the Canada Corporations Act, the Letters Patent or the by-laws of the Corporation, all questions at meetings of the Institutional Council shall be decided by a majority of the votes of the Member Representatives present.

25. At each annual meeting, the Institutional Council shall:
- (a) elect one of the Member Representatives to serve as Chair of the Institutional Council from a slate of candidates recommended by the Nominating Committee or by nomination at the meeting;
 - (b) elect the Chair and members of the Board of Management so as to fill vacancies thereon, from a slate of candidates recommended by the Nominating Committee or by nomination at the meeting;
 - (c) elect the Chair and members of the Nominating Committee for the ensuing year from a slate of candidates recommended by the Chair of the Institutional Council or by nomination at the meeting;
 - (d) elect the Chair of each Scientific Advisory Committee from a slate of candidates recommended by the Nominating Committee;
 - (e) appoint an independent auditor to perform an audit of the financial management and financial statements of the Corporation during the following year;
 - (f) consider and if deemed appropriate, approve the annual financial statements of the Corporation;
 - (g) conduct a forum for receipt and consideration of the annual report of the Board of Management;
 - (h) provide comment upon the activities of the Corporation and other issues that any Member Representative considers worthy of consideration in the management and governance of the Corporation, including policy approval and giving such direction to the Board of Management as deemed fit by the Council;
 - (i) approve the admission to membership in the Corporation of such additional institutions as it may determine in accordance with the by-laws;
 - (j) review and determine the annual fees payable by each Member Institution for the support of the Corporation; and

- (k) transact such other business as may properly be brought before the meeting.

26. A special meeting of the Institutional Council may be called for any purpose by the Chair of the Institutional Council or the Executive Director of the Corporation whenever deemed appropriate, and they shall call such meetings when requested in writing to do so by one-quarter or more of the Member Representatives. Such requests must state the business or purposes of the special meeting. Written notice of a special meeting shall be mailed or sent electronically by the Chair of the Council or the Executive Director to each Member Representative at least twenty (20) days before the special meeting.

27. Business transacted at any special meeting shall be confined to the purposes stated in the notice.

BOARD OF MANAGEMENT

28. There shall be a Board of Management, sometimes herein referred to as the Board, consisting of eight (8) members to be elected (subject to clause 29 hereof) for three (3) year terms, the Executive Director of the Corporation as an ex-officio non-voting member, the Chairs of any Scientific Advisory Committees as ex-officio non-voting members, the President of the Canadian Astronomical Society (CASCA) as an ex-officio non-voting member and the Director-General of the Herzberg Institute for Astrophysics (HIA) as an ex-officio non-voting member. The Past Chair of the Board shall be an ex-officio non-voting member of the Board for a one-year term. The elected members of the Board of Management shall be Member Representatives.

29. The applicants for incorporation named in the Letters Patent shall be the first members of the Board of Management of the Corporation. William Ernest Jones and Rainer Knopff, two of such applicants, shall hold office until the first annual meeting of the Institutional Council; Katherine Mary Bergman, David Scott Hanna and Raymond Leblanc, three of such applicants, shall hold office until the second annual

meeting of the Institutional Council; and Donald Elliott Brooks, Paul Douglas Guild and Stuart Martin Taylor, the remaining three of such applicants, shall hold office until the third annual meeting of Institutional Council. Thereafter, the elected members of the Board of Management shall be elected and shall retire in rotation so that the terms of approximately one-third of the members thereof shall expire each year.

30. The Board may exclude the Executive Director from any meeting or part of a meeting at which matters concerning his or her employment, performance or terms of engagement are to be discussed.

31. The Board of Management shall fill vacancies occurring on the Board between annual meetings of the Institutional Council provided that a quorum remains in office, and if there is not a quorum in office, the Chair of the Board shall call a special meeting of the Institutional Council for the purpose of filling the vacancies. Any individual appointed to fill such a vacancy shall be a Member Representative and shall serve until the next annual meeting of the Institutional Council as a non-voting member of the Board.

32. The Board shall meet at least twice in each calendar year and at places determined by the Board. Meetings may be called by the Chair of the Board or the Executive Director, and shall be called by them when requested in writing to do so by at least one-third of the elected members of the Board.

33. If all the members of the Board or of any committee thereof (as the case may be) consent, a meeting of the Board or of any committee thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously, and a person participating in such meeting by such means is deemed to be present at the meeting. The Chair of any such meeting shall be responsible for establishing procedures designed to ensure that security issues concerning the meeting are adequately addressed and shall ensure that the Secretary of the meeting establishes

that a quorum is participating in accordance with the by-laws and records the votes taken.

34. A quorum for the transaction of business at any meeting of the Board shall be at least one-half of the total number of members of the Board in office and at least one-half of the voting members of the Board in office.

35. Unless otherwise specified in the by-laws, decisions of the Board shall be made by majority vote, and each member of the Board present at a meeting thereof shall be entitled to one (1) vote.

36. The Board shall be responsible for the general management of the affairs of the Corporation and shall determine and act on all matters of policy. The Board shall be responsible to the Member Representatives for the effective management of the Corporation and the achievement of its purposes. The Board shall report at each annual meeting of the Institutional Council upon all significant actions of the Corporation and decisions of the Board since the last annual meeting. Minutes of meetings of the Board shall be made available to all Member Representatives upon their approval by the Board.

37. Without limiting the powers and duties of the Board, the Board shall, among other actions:

- (a) elect a Vice-Chair from among the voting members of the Board, who shall act as deputy for the Chair of the Board;
- (b) promulgate Corporation policy for approval by the Institutional Council;
- (c) consider and approve amendments to the by-laws in accordance with clause 57 hereof;

- (d) receive and, if deemed appropriate, approve the annual audit report and transmit it to the Institutional Council for consideration at its annual meeting;
- (e) approve budgets for the Corporation;
- (f) elect members of Scientific Advisory Committees;
- (g) approve minutes of preceding meetings;
- (h) conduct searches for and select, recommend for appointment, negotiate the terms of employment and annually review the performance of the Executive Director, and take necessary supervisory action, including recommending suspension or termination of employment. Recommendations for appointment, suspension or termination will be made to the Institutional Council for its approval; and
- (i) promulgate, issue and from time-to-time amend the terms of reference of the Scientific Advisory Committees, and delegate, where deemed appropriate, additional functions and responsibilities to these Committees.

38. Any member of the Board may be removed from office at any time and another appointed in his or her place by a resolution passed by at least two-thirds of the votes cast at a special meeting of the Member Representatives of which notice specifying the intention to pass such a resolution has been given. A person so appointed shall hold office until the next annual election of Board members.

NOMINATING COMMITTEE

39. The Institutional Council at each annual meeting shall elect a Nominating Committee, including the Chair thereof, as provided in sub-clause 25(c) hereof. The Nominating Committee shall consist of five (5) members drawn from the Member Representatives of the Corporation. This Committee shall continue to serve until a new Committee is appointed at the next annual meeting.

40. The Nominating Committee shall convene as many times as necessary before the annual meeting of the Institutional Council of the Corporation to prepare a slate of nominees for election by the Institutional Council as (a) Chair of the Institutional Council, (b) members of the Board of Management, (c) Chair of the Board of Management, and (d) Chairs of the Scientific Advisory Committees. The Nomination Committee shall report this slate to the Member Representatives prior to the next annual meeting of the Institutional Council.

41. Any vacancy in the Nominating Committee occurring between annual meetings of the Institutional Council may be filled by the Chair of the Institutional Council. Members of the Nominating Committee may serve no more than three (3) consecutive one-year terms.

42. Decisions of the Nominating Committee shall be made by majority vote. Each member shall be entitled to one (1) vote.

SCIENTIFIC ADVISORY COMMITTEES

43. The Board of Management may from time to time strike Scientific Advisory Committees to provide advice to the Board of Management, or to oversee a specific scientific project. The terms of reference of each Scientific Advisory Committee shall be approved by the Board and it shall appoint the first Chair of each such Committee, to hold office until the next annual meeting of the Institutional Council.

44. Each Scientific Advisory Committee shall consist of not less than three (3) members, drawn from the Canadian astronomical and university community.

OTHER COMMITTEES

45. The Board may from time to time constitute and appoint such other committees and advisory councils as it may determine, to assist the Board in managing and directing the property, business and affairs of the Corporation and in carrying out its objects. The Chair of any such committee shall be a member of the

Board. The other persons appointed to any such other committee or council may be members of the Board, Members Representatives or others, and the Board may from time to time remove a member or members of any such committee or council and fill any vacancy or vacancies in any such committee or council, and the members of any such committee or council shall continue in office until removed or until their successors are appointed by the Board. The Board may define and limit the powers of any such committee or council and unless otherwise expressly provided by the Board, the role of any such other committee or advisory council shall be advisory to the Board and it shall have no decision-making power. Such committees or councils may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit, subject to any regulations or restrictions imposed from time to time by the directors. Any such committee or council may invite such officers, directors, employees and members of the Corporation and such consultants and professional advisers as it may see fit from time to time to attend at meetings of such committee or council and to assist thereat in the discussion and consideration of the affairs of the Corporation. The Chair of the Board of the Corporation shall be a member ex officio of each such committee or council, unless the Board otherwise provides. A majority of the members of each such committee and advisory council of the Board shall constitute a quorum for the transaction of business at any meeting of the committee or council.

OFFICERS

46. The officers of the Corporation shall be the Chair of the Board, the Vice-Chair, an Executive Director and a Secretary/Treasurer.

47. The Chair of the Board shall be elected by the Institutional Council at its annual meeting. The Vice-Chair shall be elected by the Board from among its members at the meeting immediately following the annual meeting of the Institutional Council. The Executive Director is recommended by the Board for appointment according to sub-clause 37(h) hereof, is appointed by the Institutional Council and

shall serve at the will of the Council. The Secretary/Treasurer is selected by the Board of Management and need not be a member of the Board.

48. No Member of the Board shall serve as Chair of the Board for more than three (3) consecutive one-year terms.

49. The Chair of the Board, the Vice-Chair and the Secretary/Treasurer shall have the powers and perform the duties that usually pertain or are incident to their respective offices, with such limitations or additions as may be prescribed by the Board.

50. The Chair of the Board, or in his or her absence, the Vice-Chair shall preside at all meetings of the Board. In the event of the absence of both the Chair and Vice-Chair, the Executive Director shall preside at the meeting.

51. The Executive Director shall be the chief executive officer of the Corporation. In that capacity, the Executive Director shall have overall management responsibility for the Corporation and shall perform his or her duties in accordance with the policies and directions established by the Corporation.

52. In the event of incapacity or a vacancy in the office of the Executive Director, the Board may appoint an Interim Executive Director, who shall serve as chief executive officer of the Corporation until a permanent appointment is made.

53. The Secretary/Treasurer shall:

- (a) supervise the receipt of all money belonging to the Corporation, the issuing of receipts therefore and the deposit of all such money in the name of the Corporation in such bank or banks as the Board of Management may direct;

- (b) pay all orders approved by the Board drawn upon funds in his or her own hands, provided that all cheques shall be signed by signing officers as set out in clause 54 hereof;
- (c) provide semi-annual reports to the Board on the condition of the treasury, present the auditor's financial report at the first meeting after the end of the fiscal year and prepare the annual budget and submit it to the Board for consideration and approval;
- (d) perform such other duties as his or her office requires or as instructed by the Board;
- (e) at the expiration of his or her term, deliver to his or her successor, when duly qualified, all money and other properties of the Corporation in his or her custody or control, statements of his or her accounts, and all books and papers pertaining to his or her office; and
- (f) attend all meetings of the Board and of the Institutional Council, read the minutes, reports, communications, and keep or cause to be kept accurate minutes of all proceedings at all such meetings in books kept for that purpose.

SIGNING POWERS

54. The Executive Director, together with the Secretary/Treasurer, or such person or persons as may be authorized by resolution of the Board from time to time, shall have power to sign deeds, contracts and agreements on behalf of the Corporation and to sign all documents required to be signed by the Corporation from time to time. The same signing officers shall be authorized to sign cheques and all banking documents required by the bankers for the Corporation.

BORROWING POWERS

55. The Board of Management of the Corporation may from time to time,

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;

- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

The Board may delegate these borrowing powers to such members of the Board or officers of the Corporation to such extent and in such manner as may be determined by resolution of the Board.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

AUDITOR

56. The Board of Management shall nominate and the Institutional Council shall appoint an auditor to review and report upon the financial statements of the Corporation for the each fiscal year. The Board shall determine the remuneration for these services.

AMENDMENTS

57. The by-laws of the Corporation shall not be altered or amended except by a two-thirds majority vote of the members of the Corporation represented at an annual or special meeting of the Member Representatives called in accordance with the by-laws. No such alteration or amendment shall be enforced or acted upon until the approval of the Minister of Industry of Canada has been obtained.

FISCAL YEAR

58. Until otherwise determined by the Institutional Council on the recommendation of the Board, the fiscal year of the Corporation shall end on the 30th day of June in each year.

INDEMNITIES TO DIRECTORS AND OTHERS

59. Every member of the Board and every officer of the Corporation and his or her heirs, executors, administrators and other legal personal representative shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceedings that is proposed or commenced against him or her for or in respect of the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Corporation;

except such liability, costs, charges or expenses as are occasioned by his or her own wilful neglect or wilful default.

60. Except as otherwise provided in the Act, no Board member or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Board member, officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by, for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects of the Corporation shall be lodged

Chair of the Board

Secretary/Treasurer

ENACTED AND PASSED by the directors of the Corporation and sealed with the corporate seal this _____ day of _____, 2005.

61. The Corporation may purchase and maintain such insurance for the benefit of any person referred to in clause 59 hereof as the Board may from time to time determine, against any liability incurred by him or her in his or her capacity as a Board member or officer of the Corporation, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Corporation.

or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own willful neglect or willful default. The Board members and officers for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation except such as shall have been submitted to and authorized or approved by the Board or approved by an officer or officers of the Corporation duly authorized by or under this by-law.