

Amended: 11 Mar 2004

Constitution and Bylaws of The Ad Astra Science Fiction Society

Article I - Constitution

Section 1.1: The organisation shall officially be known as “The Ad Astra Science Fiction Society,” hereinafter called ‘Ad Astra’, The Society or the Organisation. ‘Ad Astra’ is an incorporated organisation without share capital in the Province of Ontario (Registration # 410306)

1.1.1

The Organisation shall maintain its head office in the city of Toronto, in the Province of Ontario as such address as determined by the Board of Directors, subject to the approval of the following Annual General Meeting. The primary mailing address shall be at:

2925 Bathurst Street
Toronto,
Ontario, M6B 3B1

1.1.2

All written communications and contractual agreements shall use the primary mailing address.

Section 1.2:

The primary objectives of The Ad Astra Science Fiction Society are to:

1.2.1

- A) To promote interest in the study and enjoyment of Science Fiction, Fantasy and Horror, particularly, but not exclusively through the medium of Film
- B) To hold such film performances and other events so as to advance the knowledge of, and stimulate interest in, the genre of Science Fiction, Fantasy and Horror Film
- C) To provide occasional facilities for education and instruction in the art of the Science Fiction, Fantasy and Horror Film
- D) To advance the development of the art of the Science Fiction, Fantasy and Horror Film in Canada.
- E) To conduct such festival as from time to time may be deemed appropriate to advance the above objects
- F) To collect monies by way of donations, or otherwise, to accept gifts, legacies, devises and bequests, and to hold, invest, spend or deal with the same in furtherance of the objects of the corporation.
- G) To carry on the corporation without the purpose of gain for its members, and to use any profits or accretions to the corporation in promoting its objects.

1.2.2

The Corporation shall also have the following additional primary objects:

H) Promote the appreciation of the literary genres of science fiction, fantasy and speculative fiction literature by hosting seminars, forums, conferences and other related events.

I) Plan, organise and conduct the annual ‘Ad Astra Convention’ in the Greater Toronto Area (GTA), Ontario, Canada.

J) Provide a forum for aspiring or new authors to showcase their work in the fields of science fiction, fantasy and speculative fiction literature.

K) Provide a venue for established and new authors to develop their creative skills and bring these authors into contact with literary agents, publishers, and writer’s groups

L) Provide a forum and gathering place for members and prospective members of Ad Astra to gather and discuss topics related to the stated genres including other media and sub-culture interests.

Section 1.3: Membership

1.3.1 Membership in The Ad Astra Science Fiction Society is defined as an annual membership which shall include the period from the opening Friday of the annual Convention until the commencement of the following year’s convention. This said, where membership is purchased, such membership shall not be active until receipt of transaction has occurred. In all cases official voting membership shall require confirmation by completed registration or receipt of purchase at the annual convention.

1.3.2 Membership Categories

Membership within Ad Astra is defined in the following categories with associated responsibilities:

- Board of Directors
- Convention Committee
- Vendors
- Presenters
- Volunteers
- Guests of Honour
- Special Convention Guests
- Supporting Members
- Convention Members

1.3.2.1 Voting Rights

Voting rights are divided into the categories of Board Resolutions and General Membership based on the requirements of operations of the organisation.

1.3.2.2 Eligibility to Vote

Voting rights are accorded to those members who can provide proof that they are 18 years of age or older. Photo ID is required. In the Province of Ontario, Canada, on the Age of Majority card, a Drivers License, a Passport or other similar government issued documentation will be deemed acceptable.

1.3.3

Board of Directors – Those elected members charged with conducting the administrative affairs of the organisation.

1.3.3.1

Board members have voting rights related to Board resolutions.

1.3.3.2

Board members also have voting rights for general resolutions.

1.3.4

Convention Committee – Those members of the Society, who plan, organise and conduct the annual convention. These members have general membership voting rights.

1.3.5

Vendors and Dealers – Those members whose businesses are represented in the vendor's room at the annual convention. These members have general membership voting rights.

1.3.5.1 Vote Entitlement

Vendors and Dealers will be entitled to voting rights equal to the number of memberships purchased.

1.3.6

Presenters – Those people who are invited by the Convention to present panels/ presentations to the larger community at the annual convention. These members have general membership voting rights.

1.3.7

Volunteers – Those individuals who volunteer to participate in the running of the annual convention and achieve the stated requirements for volunteer hours (which shall be set annually by the Convention). These members have general membership voting rights.

1.3.7.1 Hours and Duties

Hours and duties of volunteers shall be established by the department head and are further defined in the Bylaws.

1.3.8

Guests of Honour – Those prominent individuals of the science fiction and fantasy genre (both literary and artistic) invited by the society to participate in the annual convention at the expense of the convention. **No voting rights are accorded to the Guests of Honour.**

1.3.9

Special Convention Guests – Those individuals invited to the annual convention by the board of directors in recognition of special contributions to the advancement of the aims of the society. **These members have no assigned voting rights.**

1.3.10

Convention Members – Those individuals who purchase a membership to attend the annual convention or other such functions hosted by The Ad Astra Science Fiction Society as deemed appropriate by the Board of Directors. These members have general membership voting rights subject to the requirements of Article 1.3.2.2.

1.3.11 Supporting Members

Supporting members are those individuals or organisations that provide support to Ad Astra through contributions of materials or services. These members will be assigned general membership voting rights for the year in which the contributions are provided.

Section 2 – Annual Convention

The annual convention is the primary forum of the Society and is used to educate the public with regard to the medium of and changes in the genre of science-fiction, fantasy and speculative fiction literature, as well as to provide a forum for the membership in which they may gather and discuss topics related to the stated genres including other media and sub-culture interests.

2.1

The annual convention shall be held at such time and at such venue as selected by the Board of Directors.

2.2

The convention site will be selected to provide the greatest degree of access possible while maintaining a fiscally responsible operation.

2.3

The Convention will be run by the Convention Chairperson (hereafter called the ‘Chair’). The Chairperson or person’s shall be chosen by the Board of Directors, and shall report to them directly. Where no chairperson exists, the Board of Directors shall act in place of a Chair until such time as a chair may be found. The selection of a Chairperson shall be seen as a primary duty of the Board.

2.3.1

The Convention Chairperson shall be responsible for the administration, planning and on-site co-ordination of the annual Convention. The Chairperson shall be responsible for the overall planning of the convention, and all convention committee members shall report to the chair, either through department heads or directly. The Chair shall report to and is responsible for taking direction from the Board of Directors.

2.3.1.1

The Chair shall be an annual position and may be renewed by the Board.

2.3.2

The Chair shall, in consultation with the Board, select such department heads as are required for the successful implementation of the annual convention

2.3.2.1

Department Heads shall include, but are not limited to:

- Operations
- Hospitality (Green Room and ConSuite)
- Programming
- Registration
- Marketing
- Guests Liaison and Hotel Liaison
- Volunteer Co-ordination (Gophers/Security/etc)
- Such others as the Chair and Board deem necessary

2.3.2.2

Department Heads shall be responsible for the enacting of such duties as described by the Chair, and as based on historical precedent. Where possible, a job description shall be created and kept on file for all department heads

2.3.2.3

Department heads shall, in consultation with and approval by the Chair and Board, decide what annual requirements shall be deemed necessary for volunteers in their departments with regard to membership benefits.

Section 3 – Annual General Meeting

3.1

The annual general meeting shall be held during the annual convention.

3.2

Any proposed amendments to the constitution and bylaws must be presented to the membership at least thirty (30) days prior to the beginning of the annual convention in writing. This notice may be distributed in an electronic format (e-mail) to registered members or posted at the convention web site. Members may request notice of any meeting in writing, by post, at any time.

3.3

To be adopted, amendments require a majority vote by members attending the annual general meeting in favour of the proposal.

3.4

A financial statement shall be presented to the membership by the Treasurer of the Board at each annual Meeting.

3.5

Elections of the Board shall occur at the Annual General Meeting

Article 2 - Bylaws

The following are the operational bylaws of The Ad Astra Science Fiction Society detailing the conduct of all aspects of the organisation.

Section 1: Board of Directors

1.1

The Board of Directors for The Ad Astra Science Fiction Society will be comprised of the President, Vice President, Secretary, Treasurer, and three members at large.

1.2

No member of the Board of Directors shall receive remuneration for their work with the Society, and must report or state any conflict of interest.

1.3

Board members may only be compensated for expenses incurred in the operation of the organisation such as travel to and from the convention and board meetings if these are

extraordinary. Such expenses must be authorised by a quorum of the board and receipts must be provided before being reimbursement shall occur.

1.4

At no time may the Board of Directors have two or more of its members from the same family, including spouses or in a common law relationship. This shall be deemed conflict of interest.

1.5

The Board shall be responsible for the overall administration and financial well being of the Society.

1.6

The Board shall be responsible for the annual appointment, discipline and termination of a Convention Chairperson or Persons. Such person(s) shall be responsible for the successful production and promotion of the annual convention.

1.7

The Board of Directors shall be responsible for the Notice and Organisation of the Annual General Meeting

Section 2: Elections

2.1

All positions on the Board of Directors to be filled in any given year shall be elected at the annual general meeting. Where vacancies exist due to resignation, death, etc, the Board may appoint, through a majority vote of a quorum of the board, a replacement who may hold the position until the following annual general meeting, where such a replacement may be ratified by the membership.

2.1.1

In such cases where the appointed member is ratified by the general membership, the term shall be considered to be completed in the following year. (That is, that the term shall be as per the original Board member).

2.2

Nominations for positions on the Board of Directors shall be seconded by a member in good standing.

2.3

A person nominated for a position on the board of directors shall require a simple majority vote by those members attending the annual general meeting to be elected.

2.4

Where there is more than one person standing for the same position on the board of directors, the President shall assign a member not standing for election to conduct an election.

2.4.1

The election shall be by simple majority, with one vote per member per open slot.

2.5

The Board of Directors shall meet within sixty (60) days of the general election to select the members who shall represent the Society as the President, Vice President, Treasurer and Secretary if these positions are required to be filled.

Section 3 – Board of Directors Term in Office

All positions on the Board of Directors are for a term of two years.

3.1

For the sake of continuity, Board terms are intended to be staggered such that in any one year either three or four of the seven members are to have their term expire at the same time.

3.2

No Board of Directors member may serve more three consecutive terms or five terms within their lifetime. This requirement may be waived by a 66% vote of the General membership

3.2.1

In the extraordinary case where less than 33% of the Board will continue from one term to the next, the Board may request a special dispensation of the membership for an extension of term for a Board member, in order to achieve the 33%. Such persons shall be chosen by a quorum of the Board prior to the election. The extension shall require agreement by 66% of the membership and shall not be seen as an additional term.

Section 4 – Responsibilities of the Board of Directors

The Board of Directors are responsible for the operation of the Ad Astra Society in accordance with the Constitution and Bylaws and in accordance with the Federal and Provincial laws of Canada and the Province of Ontario.

4.1

The Board of Directors shall meet at least six times annually.

4.1.1

The Board of Directors shall appoint a Chairperson for the annual Convention. Such a person shall not be a member of the Board. Such appointment requires a quorum of the Board.

4.2

All meetings of the Board of Directors shall be governed by Roberts Rules of Order (Revised) where such rulings are required

4.3

The following are the assigned duties to each position on the Board of Directors.

4.3.1 - President

The President is responsible for the conduct of the business of the organisation. S/he is also an “ex officio” member of all committees of the organisation.

The President shall chair all board meetings and the annual general meeting.

The President, along with the other members of the board, is responsible for the establishing of the annual budget and distribution of the funds of the organisation.

4.3.2 – Vice President

The Vice President, in the absence of the President, shall chair all board meetings or the annual general meeting. The Vice President is an “ex officio” member of all committees of the organisation.

The Vice President participates in the development of the annual budget.

4.3.3 - Secretary

The Secretary is responsible for maintain the records of all board meetings and the annual general meeting. In the absence of the President and Vice President, the Secretary shall have the responsibility to chair any meetings of the board.

The Secretary, or the Board in absence of this position, shall ensure that a copy of the annual minutes, the Constitution and the Bylaws is available at every Annual General Meeting.

4.3.4 - Treasurer

The Treasurer is responsible for maintaining the financial affairs of the organisation and reports these to the entire board of directors at each meeting. The financial records shall be maintained in accordance with generally accepted accounting principles.

4.3.4.1

The Treasurer shall be responsible for maintaining of the corporate bank account and shall ensure that sufficient signing authorities exist.

4.3.5 – Board Members at Large

Members of the board without specific titles are responsible for chairing committees and sub-committees of the organisation. These three positions are responsible, along with the remainder of the board, for the conduct of the affairs of the organisation in accordance with the legal requirements of Canada and the Province of Ontario,

Section 5 – Financial Affairs of the Organisation

5.1

The financial affairs of the Society shall be conducted in accordance with sound accounting practices.

5.2

The annual financial statement for the previous year, as prepared and approved by the Board of Directors, shall be presented at the annual convention to the membership for approval.

5.3

No board member may expend funds greater than \$15 without approval of at least one other board member. Expenditures greater than \$100 require the approval of a quorum of the board.

Section 6 – Dissolution of the Organisation

In the event that The Ad Astra Science Fiction Society is dissolved, all assets are the organisation are to be liquidated and the proceeds to be donated to another non-profit or charitable organisation working in the field of literacy, within Canada, after all debts have been paid.