



THE ROYAL ASTRONOMICAL SOCIETY OF CANADA
ANNUAL GENERAL MEETING 2021

MOTION BY THE BOARD OF DIRECTORS

The amendments to By-Law No. 1 of the Society, passed by the Board of Directors of the Society on 2021 March 20, are hereby approved by the members of the Society, pursuant to s. 51 of the By-Law, in the form attached hereto as Appendix A (blacklined, showing the amendments).

PASSED by the members of the Society on 2021 June 27.

Explanation for the proposed amendments:

These proposed amendments are minor, and address specific issues as described in the notes in Appendix A.

Appendix A

Explanation: This amendment will permit the Executive Director (which is a position that did not exist when this provision was written many years ago) to be one of the two persons authorized to sign documents for the Society. This will facilitate the signing of such documents, while still maintaining control by the Board of Directors.

Article 2 – Execution of Documents and Society Finances

2.1 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any two (2) of **the following: (i) the Society's officers; (ii) the Society's Directors; and (iii) the Executive Director.** In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law, or other document of the Society to be a true copy thereof.

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Explanation: These minor amendments are for consistency in terminology within the By-Law.

3.2 Membership Transferability

A membership may only be transferred to the Society. Pursuant to **sub**section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change, or delete this section of the By-Law.

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4.3 Absentee Voting at Members' Meetings

Pursuant to **sub**section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Society has a system that:

- (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (ii) permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-Law of the Society to change this method of voting by members not in attendance at a meeting of members.

Explanations: See below for each amendment.

Article 5 – Annual General Meeting

5.1 Annual General Meeting

5.1 The annual general meeting (AGM) of the members of the Society shall be held once each calendar year, at such time and place within Canada as shall be designated by the Board. The AGM shall take place not more than fifteen months after the previous AGM and in no case later than nine (9) months after the end of the financial year.

5.2 At least thirty days before the date of the AGM, the Secretary shall give to each voting member of the Society, in accordance with section 4.1.1: **Explanation: Subsection 162(1) of the Canada Not-for-profit Corporations Act provides that a corporation shall “give” (not send) notice of a meeting of members. Section 10 of the Regulations under the Act provides for the giving of notice “by posting it on or making it available through a generally accessible electronic source, such as a website, and by providing the addressee with notice in writing of the availability and location of that electronic document”. The Society did that for the 2020 AGM, in accordance with s. 4.1.1 of the By-law, which provides for electronic notice of meetings.**

- (a) notice of and an agenda for the AGM, specifying its time and place;
- (b) copies of the annual financial statements and auditor’s report for the previous fiscal year;
- (c) a copy of the annual report of the President;
- (d) copies of the annual reports of the Centres and the financial reports of the Centres;
- (e) any member proposal made under section 163 of the Act and section 5.2 of this By-Law; **Explanation: Under the Canada Not-for-profit Corporations Act, the election of directors must take place at the**

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annual meeting; mail-in ballot voting is nor permitted. This amendment deletes the “ballot / notice of acclamation” provision that is no longer applicable and that has been in the Society’s By-Law for decades.

Under the Act, members are now permitted to put proposals before an annual meeting (with advance notice, in accordance with the requirements of the Act), and therefore this item must be added to the items to be sent to members before the AGM.

- (f) copies of any proposed By-Law or amendment to a By-Law of the Society adopted by special resolution of the Board.

5.3 The order of procedure at the AGM shall be as follows:

- (a) consideration and approval of the minutes of the last AGM and of any special meeting and meeting by requisition held since the last AGM;
- (b) consideration and approval of the reports of the Board, the officers of the Society, any committees, and presentation of the audited financial statements;
- (c) consideration of any matter proposed to be adopted by special resolution of the Society;
- (d) election of Directors of the Society;
- (e) election of the auditor of the Society;

(f) consideration of any member proposal made under section 163 of the Act and section 5.2 of this By-Law; and Explanation: See above with respect to member proposals.

- (g) other business.

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Explanation: See below for each amendment.

Article 8 – National Council

(Sections 8.1 – 8.3 are omitted.)

8.4 The National Council shall normally meet in person **and by electronic means** once a year at the General Assembly, and **at other times** throughout the year by electronic means. **Explanation: This amendment provides for both in-person and electronic meeting at the AGM, and removes the unnecessary and confusing word “informally”.**

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8.5 The chair **and vice-chair** of **the** National Council **for the forthcoming year** will be elected by the National Council Representatives **at the meeting of the National Council at the General Assembly**. **Explanation: It has been inconvenient and time-wasting for the National Council to elect a chair for each of its many meetings throughout the year. This amendment provides for the more sensible and convenient election of both a chair and a vice-chair for an entire year.**

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Explanation: The Board noticed that existing s. 9.4.14 in the By-Law differs in wording from Art. 10.2 of the Society’s Articles of Continuance, with takes precedence. This amendment makes the two identical.

9.4 Board of Directors

(Subsections 9.4.1 – 9.4.13 are omitted.)

9.4.14 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his **or her** position as such; provided that a Director may be reimbursed for reasonable expenses incurred in the performance of his **or her** duties. **A Director shall not be prohibited from receiving compensation for services provided to the corporation** in **an** other capacity.

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