

**THE ROYAL ASTRONOMICAL SOCIETY OF CANADA
LA SOCIÉTÉ ROYALE D'ASTRONOMIE DU CANADA**

**Policy Manual 2023
Version 8.2**



Revised: 2023 May 29

Acknowledgements

The RASC Policy Manual is a community effort, which reflects our Society's collective memory as well as our goals and aspirations. The Policy Manual was developed primarily in 2013 as part of the Society's governance renewal project, however, it must be acknowledged that this document is built upon a strong foundation of prior editions of this document, particularly the version first assembled by Dr. David Tyndall, and revised extensively by National Secretary Kim Hay in 2003. In addition, the invaluable contributions of National Secretary James Edgar in the preparation of this document have also been critical.

Finally, we must also acknowledge you, the Society volunteers, who is seeking to further the Society's mandate and who wishes to ensure that our collective work is done in a manner that promotes cooperation and ensures that the needed documentation, procedures, and practices are followed. Suggestions for improvements to this document are always welcome and should be directed to the attention of the National Secretary.

Revision History

Version	Date	Effective	Update By	Comments
3.1	2013-07-01	Final	J. Edgar	Change committee terms of reference "support"; time restrictions for chairs and members.
3.2	2013-07-09	Final	J. Edgar	Edits to chart p. 38, wording p. 51.
3.3	2013-12-15	Final	J. Edgar	Change to Awards Committee Terms of Reference; addition of Travel Policy G19
3.4	2014-01-12	Final	J. Edgar	Insert in Policy C9 re: Board Elections
3.5	2014-02-10	Final	J. Edgar	Revise Travel Policy G19; NAC Membership C12
3.6	2014-03-22	Final	J. Edgar	Add Northcott lecturer travel restriction (p. 35)
3.7	2014-03-23	Final	D. Grey	Change fees Policy G3; G9
3.8	2014-05-13	Final	J. Edgar	Addition to Hogg Lecture requirements
3.9	2014-05-27	Final	J. Edgar	Revise B1 Election of Officers; President <i>ex officio</i>
4.0	2014-07-07	Final	J. Edgar	Revise G20 & G21: Travel Policies GA Accommodation
4.1	2014-08-25	Final	K. Finstad	Revise G20, G21, G19: Travel Policies
4.2	2014-11-03	Final	K. Finstad	Revise G15: Public Speaker Program
4.3	2015-02-09	Final	K. Finstad	Revise G1: Object, Vision and Mission
4.4	2015-03-11	Final	K. Finstad	Revise G6, G10, G16, G21, G23, G24 (new), G25 (renumbered), Committees Terms of Reference – Permanent Committee Summary, C11
4.5	2015-04-15	Final	K. Finstad	Revise G15: Public Speaker Program - Administration
4.6	2015-05-13	Final	K. Finstad	Revise G21, add G26: Special Projects Program
4.7	2015-10-25	Final	K. Finstad	Replace references to National Advisory Council with National Council, update web links, update fee table and committee terms of reference to agree with previous revisions, G4 Membership Benefits, G26 Special Projects, C12 National Council Terms of Reference, B2 Officer's Responsibilities, B8 Transition Policies deleted, Appendix D Expense Form deleted.
4.8	2015-12-7	Final	K. Finstad	G23 (allow mediator in board disputes to come from outside the Society), G12 (remove specific exclusion of Centre observatories from liability insurance) and C12 (add collection of reports to NC Recorder job description).
4.9	2016-05-04	Final	K. Finstad	Add C13 Astroimaging Committee, C14 Fundraising Committee, modify Committee Summary Table, Add B8 Board Voting Procedures, B9 Executive Director Terms of Reference
5.0	2017-01-25	Final	C. Ennis	Add Awards Terms of Reference to C1.
5.1	2017-05-30	Final	C. Ennis	Revise G.25 Conflict of Interest, Appendix A. Board of Directors Code of Conduct, Committees Terms of Reference. Add B.10 Board of Directors Compensation, G.27 Gifts.
5.2	2017-06-05	Final	C. Ennis	Revise C10 to increase Observing Committee membership. Revise Appendix A changed "complainer" to "respondent".
5.3	2017-06-12	Final	C. Ennis	Revise G10 to add Reimbursement for Revenue-Generating Publications
5.4	2017-09-17	Final	C. Ennis	Revise G7 General Assembly to include 60-day reporting limit and G25 Conflict of Interest to include committees and volunteers
5.5	2018-03-23	Final	C. Ennis	Revise G24 Anti-Harassment Policy
5.6	2018-05-14	Final	C. Ennis	Revise G24 Anti-Harassment Policy, add committee chair provision to Committee Terms of Reference.
5.7	2018-06-06	Final	C. Ennis	Revise Travel Expenses for driving
5.8	2018-12-19	Final	R. Nelson	Revisions to G26 (Approved BOD 18-9); G24; G23 & G13 (Approved BOD18-14). Reformatted to incorporate a proper Table of Contents
5.9	2019-03-21	Final	C. Ennis	Revisions to G.15 Public Speaker Program and Special Projects (approved BOD 18-13), Centre limits amended.
6.0	2019-04-04	Final	C. Ennis	Revisions to C2 and Committee Terms of Reference (approved BOD 19-3)
7.0	2020-03-08	Final	P. Groff E. Briggs	Revisions to G3, G9, B1, B7, C1 and Removal of Appendices A and B
8.0	2021-02-10	Final	M. Watson	Revised G9 Nomination and Election of Directors
8.1	2022-07-12	Final	E. Briggs	Revised G4, B8 section on Email voting, added R policies on Restricted Funds (R1, R2, R3.) Replaced C11 (Editorial Committee) with C10 (Editorial Board.) Deleted C8 (Marketing and Communications Committee) and renumbered the former C9 to C14 policies accordingly.
8.2	2023-05-29	Final	E. Briggs	Revised G3 (Schedule of Membership Fees), G9 (concerning Eligibility for Election of Directors), G10 (Concerning Reimbursement of Editors), G11 (Membership fee revenue to be recognized on a monthly

				basis), B1 (Membership of the Board of Directors), and C4 (Composition of the Finance Committee). Corrected Table of Contents.
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Society Governing Documents

This Policy Manual is to be interpreted in conjunction with the following governing documents:

Canada Not-for-profit Corporations Act (2011)

The Society is incorporated under the CNCA Act 2011 and provisions of that law apply to the Society.

Articles of Continuance

In compliance with the Canada Not-for-Profit Corporations Act 2011, the most recent incorporation of the Society is in the Articles of Continuance, recorded with the Minister of Consumer and Corporate Affairs Canada and dated 2013 January 08:

www.rasc.ca/constitution .

The Society is incorporated as:

**THE ROYAL ASTRONOMICAL SOCIETY OF CANADA
LA SOCIÉTÉ ROYALE D'ASTRONOMIE DU CANADA**

The full text of these incorporation documents, including the objects of the corporation are available at:

www.rasc.ca/society-constitution-%E2%80%93-law-1

By-Law No. 1

This document was adopted at the Annual General Meeting of the Society on 2013 June. It came into legal force on that date.

The most recent revision is available at
www.rasc.ca/system/files/By-Law_1.pdf

In addition, this Policy Manual is available at
www.rasc.ca/rasc-policy-manual
along with background and explanatory material.

Policy G1: Objects, Vision and Mission

Adopted: 2013 June 30

Amended: 2015 February 9

The following statements summarize the Objects, Vision, and Mission of the Society.

Object

“THE object of The Royal Astronomical Society of Canada is to extend and popularise the study of Astronomy, Astro-physics and related branches of science. It hopes to be a bond uniting workers in this field of knowledge in all parts of the land, whether professionals or amateurs.”

Clarence Augustus Chant

RASC President 1904–1908

Editor, Observer’s Handbook 1907–1957

Excerpt from the Journal of The Royal Astronomical Society of Canada,
January-February 1907, Vol. 1, No.1.

Vision

To be Canada's premiere organization of amateur and professional astronomers, promoting Astronomy to all.

Mission

To enhance understanding of and inspire curiosity about the Universe, through public outreach, education, and support for astronomical research.

Values

- Sharing knowledge and experience
- Collaboration and fellowship
- Enrichment of our community through diversity
- Discovery through the scientific method

Mandate

- to promote Astronomy to students and the public through meetings, presentations, night-sky viewing and other outreach events;
- to acquire and maintain equipment, libraries and other property necessary for the pursuit of our aims;
- to publish journals, books and other material containing information on the progress of Astronomy and the work of the Society;
- to receive and administer gifts, donations and bequests from members of the Society and others;
- to make contributions and render assistance to individuals and institutions engaged in the study and advancement of Astronomy

Policy G2: Corporate Seal and Proprietary Symbols

Adopted: 2013 June 30

The following graphical symbols are proprietary symbols of the Society. Their use and application is subject to the approval of the Board of Directors.

The RASC Seal

The Seal of the Society shows Urania (the muse of Astronomy) with Ursa Major in the background. Originally designed by RASC member John Ellis, the Seal was updated in 2004 as part of the Society's Royal Centenary. The Society's Motto "QUO DUCIT VRANIA" means "where Urania leads".



The RASC Logo

The Logo of the Society is a simplified version of the RASC Seal that is designed for use when the Seal cannot be displayed at an appropriate minimum resolution.



The RASC Wordmark

The Wordmark uses the Society’s designated typeface (Garamond Small Caps) with a layout that spells out “RASC” or “SRAC” in a diagonal format. The wordmark can be used as an alternative to the Society Seal when a less formal treatment is appropriate. It also reproduces well at lower resolutions when recognition of the Society is appropriate.



Corporate Seal

The Corporate Seal is the responsibility of the National Secretary and any alterations in its design, or to its graphic elements, shall be as approved from time to time by the Board.

Policy G3: Membership Types and Fees

Proposed: 2013 March 23

Adopted: 2013 July 01

Amended: 2015 October 25

Amended: 2022 March 26

Attached and National Members

An Attached Member is a member of the Society who has been accepted as a Member of a Centre of the Society and who has paid the applicable Centre Fee. A National Member is a member of the Society who is not also a member of a Centre of the Society.

Membership Types and Fees

The following table sets out the membership types and fees available to persons who wish to become members of the Society effective 2022 Mar 26.

	Membership Types and Fees Applicable															
	Life			Regular			Youth			Family			Affiliate ³			Honorary
Description	A member of the Society who has paid the prescribed life membership fee prior to 2004.			A member who has paid the Society's annual membership fee.			A member under 21 years of age or, a member under 25 years of age who is enrolled in a full-time post-secondary education program.			A group of at least one Regular or Life member along with other Regular, Life or Youth members who share a common domicile			A member in good standing of the Society who may be attached to more than one Centre.			The Society may offer honorary memberships to persons who have made significant contributions to astronomy.
Zone or Member Subtype	CA	IN	US	CA	IN	US	CA	IN	US	1st REG ₂	+REG	+YTH	CA	IN	US	ALL
Society Fee / National Fee	\$ -	\$ -	\$ -	\$101.00	\$149.00	\$119.00	\$61.10	\$108.10	\$78.10	\$95.50 CA \$137.50 US \$138.50 IN	\$13.00 CA \$13.00 US \$13.00 IN	\$8.00 CA \$8.00 US \$8.00 IN	\$ -	\$ -	\$ -	n/a
Centre Incentive Discount ¹	\$ -	\$ -	\$ -	-\$23.00	-\$23.00	-\$23.00	-\$13.70	-\$13.70	-\$13.70	-\$23.00	-\$5.00	-\$2.50	\$ -	\$ -	\$ -	n/a
Net Fee Paid by Attached Members	\$ -	\$ -	\$ -	\$78.00	\$126.00	\$96.00	\$47.40	\$94.40	\$64.40	\$72.5 CA \$114.50 US \$115.5 IN	\$8.00 CA \$8.00 US \$8.00 IN	\$5.50 CA \$5.50 US \$5.50 IN	\$ -	\$ -	\$ -	n/a
Centre Fee ³	Per Centre Policy ₄			Per Centre Policy			Per Centre Policy			Per Centre Policy			Per Centre Policy			n/a
Notes	No longer open to new applications.			Any person who is interested in astronomy and who is accepted into membership by the Society.			Any person who is interested in astronomy and who is accepted into membership by the Society.			Each additional Regular or Youth member will attract the applicable fee.			Affiliate Memberships are available to Centres. This Membership Type allows a single person to hold two or more Centre memberships while holding one Society Membership.			Up to 15 Honorary Memberships are available at one time. See Honorary Membership Policy for details.

Notes:

1. The *Centre Incentive Discount* is a discount applied to the Society Fee for members who are attached to a Centre of the Society. This discount roughly equalizes membership fees between Attached and National Members.
2. If this member is located in the US or International zone, then the applicable fees will apply as shown.
3. Centre Fees are set by local Centres and are then aggregated into the overall "Fee" paid by the member. For example, if a Centre Fee is \$25.00 for a Regular member, then the overall fee for membership will be set to Society Fee - Centre Incentive Discount + Centre Fee = Total Fee (e.g. \$86.00 - 23.00 + 25.00 = \$89.00).

4. Centres are free to apply additional fees to Life Members, if such members wish to support local Centre programs and initiatives. Life Members who do not pay such fees where required will become National.

Currency

Members whose addresses of record are in Canada will remit their membership fees in Canadian currency. Members whose addresses of record are outside Canada will remit their membership fees in US currency.

Policy G4: Membership Benefits

Revised: 2022 July 12

Membership Benefits

The following table shows the benefits provided to members of each type as of the effective date of this policy:

	Life	Regular	Youth	Family	Affiliate	Honorary
Society Publications						
Annual <i>Observer's Handbook</i> (printed and mailed)	Included	Included	Included	One copy	Included	Included
Six issues of <i>SkyNews</i> per Year (printed and mailed)	Included	Included	Included	One copy	Included	Included
<i>Journal</i> of the RASC (electronic edition ²)	Included	Included	Included	Included	Included	Included
Twelve issues of the <i>Bulletin</i> (electronic publication)	Included	Included	Included	Included	Included	Included
Discount Programs						
Member discounted rate for printed and mailed <i>Journal</i> subscriptions	Included	Included	Included	One per family	Included	Included
Discounted pricing on annual RASC <i>Observer's Calendar</i>	Included	Included	Included	Included	Included	Included
Group Home and Auto Insurance Program	Included	Included	Included	Included	Included	Included
Hotel / Car-Rental Discount Programs	Included	Included	Included	Included	Included	Included
Society Participation						
Voting in Society elections and Annual General Meetings	Included	Included	Included	Included	Included	Included
Participation in Society social networks and discussion groups	Included	Included	Included	Included	Included	Included
Extended Annual Report (electronic publication)	Included	Included	Included	Included	Included	Included

Notes 1. Benefits delivered electronically require a valid email address and/or a login to the Society's Website to access.

Policy G5: Membership Policies

Adopted: 2013 June 30

Amended:

Membership Term and Termination

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. The Society shall keep a record of expired memberships for at least one year following expiry.

Transfer of Membership Between Centres

A member of a Centre may transfer membership and become attached to another Centre, and a national member may become a member of, and become attached to, a Centre, subject to approval by the Centre to which attachment is sought. An attached member may choose to become a national member at any time.

When a member chooses to transfer to, or become attached to a new Centre, the new Centre is not entitled to receive any Centre fee for the remaining membership period. However, the transferred member will be billed in accordance with the membership fees of their new Centre upon the expiry of their membership period.

Disciplinary Policy

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. Failure to comply may result in discipline, or eventual expulsion in accordance with By-Law #1, Section 15.

Termination of Centre Membership

A Centre may expel a member from the Centre in accordance with their By-Laws. In such cases, the Centre shall, within fifteen days, notify the Executive Director of the change in the member's status and the circumstances of the expulsion.

Upon notification, the Executive Director will apprise the Board of said termination of Centre membership and convert the membership type to National. The Board will then determine if further action is required in accordance with the Society's disciplinary policy.

Policy G6: Centres of the Society

Adopted: 2013 June 30

Amended: 2015 March 8

Role of Centres in the Society

Each RASC Centre is a constituent part of and is associated with the Society. The Society recognizes and acknowledges that the Centres are integral to the effective and vital functioning of the Society. The Centres play a key role in direct interactions between the Society and the public, in the space where observing, education, and outreach happen. They are critical for membership recruitment and the mentoring of future leaders for the Society. The Society in turn works to provide services and resources to support the vitally important activities that happen at the local level in the Centres.

Legal Status of Centres

A Centre can be either:

- An unincorporated association of Society members
- An incorporated association of Society members

A Centre can also be a registered charity if it applies for and maintains such status.

Annual Reporting

Each Centre is required to provide an Annual Financial Report summarizing its financial activities, as well as an Annual Activity Report summarizing its current governance, activities, and legal framework. These annual reports are due by February 28th of each year and are a constituent part of the Society's Annual Report.

Maintenance of Centre Status

A Centre shall be considered viable as long as the Centre is able to consistently maintain the vital functions of a Centre (meet, have officers consisting of not less than President, Treasurer, Secretary, provide an annual report, provide a member to the National Advisory Council, and provide public outreach). Attestation that these functions have been met is provided in the Annual Report of the Centre.

The Executive Director will review the Annual report of each Centre and where, in his/her opinion, a Centre's viability is potentially compromised he/she will alert the Board. The Board will then work with the Centre in its development of a recovery plan.

Withdrawal of Recognition of Centres

Recognition of Centres may be withdrawn in accordance with the provisions of Section 7 of By-Law #1.

Centre Fee Collection Services

A portion of membership fees for members who choose to belong to a Centre is paid to the Centre as part of the Fee Collection Agreement duly signed by each Centre. This is known as a "Centre Fee." The Society deducts a Centre Fee Processing fee for the portion of monies remitted to Centres at a rate determined by the Board from time to time.

Centre Fees can be established by Centres for any type of Society membership where a Centre Incentive Discount is available. The Society will also collect and remit donations and incidental fees paid by Centre members to Centres upon request. Such additional fees are collected and distributed in accordance with the Fee Collection Agreement.

Society Services to Centres

Services provided to Centres include: collecting and distributing fees to Centres; maintaining Centre membership records in the Society's database system; generating membership reports to Centres; handling General Assembly payments for registration; distribution of membership publications and other goods and services, e.g. Commercial General Liability insurance coverage, discounted rates on additional insurances as needed, web-based information resources, Society observing and awards programs, and other administrative assistance as available.

Participation in the National Council

Each Centre of the Society shall be represented on the National Council as provided for in the Terms of Reference for the National Council (see Policy C11).

Access to Society Publications and Promotional Items

Centres of the Society are encouraged to make use of Society publications and resources for the conduct of local programs and operations. Centres receive preferred access to Society publications and promotional items at the lowest available bulk purchase price plus the cost of shipping to the Centre. Minimum quantities may be applicable for certain items.

Centres that wish to take advantage of these incentives should contact the Society Office directly. Incentive pricing is not available through the Society's Web store.

Policy G7: General Assembly

Adopted: 2013 Jun 30

Amended: 2017 September 13

General

Except in unusual circumstances, in every membership year the Society shall hold a convention of its members, known as a “General Assembly” or “GA.” The general guidelines for hosting a General Assembly are found on the Society’s Website at www.rasc.ca/policy/ga-guidelines.

Awarding of the General Assembly

The GA to be held in a given year shall be hosted by such Centre, Centres, or group of members as is determined by the Board at some point during the second (or prior) calendar year preceding the year of the proposed GA.

Every Centre or group of members that proposes to host a GA shall submit to the Board at least two years in advance a written proposal, which shall contain the following information:

- the names of the proposed host Centre, Centres, or group of members;
- the proposed dates and locations of the GA;
- a plan for the accommodation of members of the Society attending the GA; and
- a proposed schedule of events.

Financial Statements and Profit Sharing

Within 60 days of the end of a GA, the host shall submit to the Board a financial statement of the revenues and expenses associated with the GA, and shall remit to the Society the amount, if any, by which the gross revenues exceeded the expenses by more than five percent.

General Assembly Website

The Society shall host and maintain a Website (www.rasc.ca/2015-rasc-general-assembly) capable of managing the registration of members and guests for the Society’s General Assembly. This Website shall be managed by the local organizing committee in conjunction with this Society’s Information Technology Committee.

Policy G8: Annual General Meeting of the Society

Adopted: 2013 June 30

Amended:

Notice Requirements

The Society's Annual General Meeting (AGM) is normally held in conjunction with the General Assembly. Notice shall be sent to all voting members of the Society as follows:

- For members without a valid email address on file with the Society a Notice shall be sent by mail no more than 60 days and no fewer than 21 days before the meeting date.
- For members with a valid email address on file notice shall be forwarded via email no more than 35 days and no fewer than 21 days before the meeting date.
- Notice of the Annual General Meeting shall also be published in the Essential Annual Report.

Policy G9: Nomination and Election of Directors

Adopted:	2013 June 30
Amended:	2014 March 23
Amended:	2021 February 9
Amended:	2022 June 24

A. General

The Society shall hold an election of directors at every Annual General Meeting (AGM). The Nominating Committee is responsible for the organization of the nomination and election process and the proper conduct of the election in accordance with this policy and the *Canada Not-for-Profit Corporations Act* (the “**Act**”).

B. Eligibility to be Elected as a Director

As is provided in Section 126 of the Act, the following persons are disqualified from being a director of the Society:

- anyone who is less than 18 years of age;
- anyone who is incapable;
- a person who is not an individual; and
- a person who has the status of a bankrupt.

Any other member of the Society is eligible to be nominated and elected as a director.

In BOD2022-09-01, it was resolved by the Board that:

1. Any person (an “Ineligible Person”) who is not a member of the Society, including any person whose membership in the Society has been suspended or terminated, is not eligible to be nominated for, or to be elected or appointed to, the position of director of the Society.
2. Any proposed nomination or proposed appointment of any Ineligible Person for the position of director shall be deemed to be ineffective as contrary to By-Law No. 1.
3. No Ineligible Person may be elected or appointed as a director of the Society.

C. Nominations for the Position of Director

There are three methods of nominating a person to stand for election as a director of the Society, as described below.

1. **Method 1:** A member may be nominated by at least five other members of the Society before the AGM, as provided below.
2. **Method 2:** Any member of the Society may make a written proposal for the nomination of one or more members as directors, but such proposal:
 - (i) must be made in accordance with the requirements of (A) Section 163

of the Act, and (B) the Regulations (SOR/2011-223) under the Act;

- (ii) must be signed by at least five per cent of the members of the Society; and
- (iii) must be received at the Society's office between 90 and 150 days before the anniversary of the last AGM, in accordance with the Act and the Regulation under the Act, in order to allow the proposal to be included in the notice of and agenda for the AGM.

3. **Method 3:** A member may also be nominated by any other member at the AGM, as provided under the heading "**Election Procedure at Annual General Meeting**" below.

Procedure for Method 1: Nominations before the AGM

Nominations before the AGM may be made in accordance with the following procedure, subject to such modifications as the Nominating Committee may determine are appropriate in the circumstances of a particular election:

- **Between the last AGM and the end of the calendar year** – The Nominating Committee will determine (i) the number of positions on the Board of Directors that will likely be vacant as of the next AGM, and (ii) the appropriate and desired skills and attributes of nominees for the election of directors to fill the expected number of vacancies.
- **January in the year of the election** – A notice asking members for nominations for the expected Board vacancies will be made to the National Council, will be published on the Society's website, and will be sent to all members electronically. The notice shall state the last day (the "**Nominations Close Date**") when nominations must be received at the Society's office, as determined by the Nominating Committee. The notice will state (i) the number of positions on the Board of Directors that will likely be vacant as of the next AGM, and (ii) the appropriate and desired skills and attributes of nominees for the election of directors to fill the expected number of vacancies, as determined by the Nominating Committee.
- Any otherwise qualified member of the Society may stand as a nominee for election as a director at the forthcoming election.
- **Mandatory Statements of Support for every Nominee:** Every nominee must file with the Society's office, by regular mail or e-mail, (i) a request to be a nominee for director at the upcoming AGM, and (ii) written statements of support for such nomination **from five members of the Society**. Each statement of support must (i) state that the supporting person is a member of the Society, (ii) identify the supporting member by name, and (iii) be dated and signed by the supporting member.
- **Candidate's Statement:** Every nominee is encouraged to include with the nominee's nomination a Candidate's Statement of up to 500 words, including:
 - the nominee's previous experience with councils, committees and any other governance or service bodies of the Society at both the National and Centre levels;

- any work and experience outside the Society that may be relevant to the Society;
 - the candidate's goals for the Society, how the candidate would contribute to the Board if elected, and why the candidate should be elected as a director; and
 - a suitable photograph in electronic format and contact information for the candidate.
- **Nominating Committee review of candidates:** Immediately after the Nominations Close Date, the Nominating Committee will (i) review the proposed nominations of all candidates, (ii) ensure that all nominations are proper and in accordance with this Policy. If any nomination is deficient, the Committee will inform the candidate of the deficiency, and give the candidate an opportunity immediately to rectify the deficiency, if it is capable of being rectified.
 - All candidates who are approved as nominees by the Nominating Committee will be considered to have been nominated as directors.
 - The Nominating Committee will then determine which of the confirmed nominees it will recommend for election as directors. In determining which nominees to recommend, the Committee will consider (i) the skills and attributes that it has identified as being appropriate and desired for directors, (ii) each Candidate's Statement, and (iii) any other factor that the Committee considers appropriate.
 - The Nominating Committee will ensure that the following information is included in the notice of the AGM that will be given to all Society members:
 - the name and Candidate's Statement of each nominee who has been nominated before the AGM under this provisions; and
 - those nominees whom the Nominating committee recommends be elected as directors.

D. Election Procedure at Annual General Meeting

1. The election will be conducted by a presiding member of the Society, who shall be the Chair of the AGM, or in the event that the Chair is a nominee for director in the election, such other person as the Board selects. The presiding member may be assisted by up to two members who are not directors or nominees, and may also be assisted by the Society's Executive Director and office staff.
2. The presiding member will read the names of nominees who have been nominated by the Nominating Committee, and any nominees who have been nominated by member proposal before the AGM.
3. The presiding member will ask whether the members wish to make any additional nominations. In accordance with subsection 128(9) of the Act, an individual may not be elected as a director unless:
 - “(a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office as a director; or

- (b) the individual was not present at the meeting when the election or appointment took place and
- (i) consented to hold office as a director in writing before the election or appointment or within the prescribed period, or
 - (ii) has acted as a director after the election or appointment”.
4. If the total number of nominees does not exceed the number of vacant director positions, then all nominees will be acclaimed as directors of the Society.
5. If the total number of nominees exceeds the number of vacant director positions, then members of the Society who are present at the AGM in person or electronically will be entitled to vote for their preferred nominee, in accordance with the following:
- a. Each member may cast a vote for a nominee for each vacant position on the Board of Directors (example: If there are three vacant position to be filled at the election, and four or more nominees, each member may vote for up to three nominees).
 - b. The presiding member will state the name of each nominee in random order. After each name is called, members attending at the AGM electronically will be given sufficient time to cast their votes, and members attending the AGM in person will be asked for a show of hands in favour of that nominee. The show of hands will be counted and announced, and will be added to the number of affirmative electronic votes, yielding the total number of votes for that nominee.
 - c. After the votes have been cast and counted for all of the nominees, the presiding member will announce the total number of votes case for each candidate, and will declare elected as directors those nominees who received the greatest number of votes required to fill the vacancies on the Board.
 - d. In the event of a tie vote for the last available vacancy, a second run-off vote will be held between only the tied nominees, and the nominee with the greatest number of votes will be declared elected. In the event of a tie vote, the tie shall be broken by a coin toss.

Policy G10: Editors' Leadership Roles and Responsibilities

Adopted: 2013 June 30
Amended: 2017 June 12
Amended: 2022 March 26

Editor Appointments

Editors of Society publications shall be appointed by the Board. Editorial positions are for a term of five years, however, this term may be extended by mutual consent.

Editor Positions and Responsibilities

- The **Journal Editor** shall be responsible for the Journal of the Society; the Editor may appoint members of the Society to assist with the Journal; the Editor shall be a member of the Editorial Board, and shall have such other duties as may be prescribed by the Board.
- The **Observer's Handbook Editor** shall be responsible for the *Observer's Handbook* of the Society; the Editor may appoint other individuals as contributors and advisors to the *Observer's Handbook*; the Editor shall be a member of the Editorial Board, and shall have such other duties as may be prescribed by the Board.
- The **Observer's Calendar Editor** shall be responsible for the *Observer's Calendar* of the Society; the Editor may appoint other individuals as contributors and advisors to the *Observer's Calendar*; the Editor shall be a member of the Editorial Board, and shall have such other duties as may be prescribed by the Board.
- The **Bulletin Editor** shall be responsible for the monthly Bulletin of the Society; the Editor may solicit other individuals as contributors and advisors; the Editor shall be a member of the Editorial Board, and shall have such other duties as may be prescribed by the Board.
- The **Special Publications Editor** shall be responsible for supervisory editing of any special publications of the Society, in collaboration with the contributors to the special publications; the Editor may appoint members of the Society to assist with the special publication; the Editor shall be a member of the Editorial Board, and shall have such other duties as may be prescribed by the Board or Committee Chair.
- In the case of any other publications, an editor position may be created, although it would not be a standing position like the other editors, as it is not an annual/periodical.

Editor's Reimbursement for Travel

The editors of the Society's publications may be invited to attend meetings of the Board, with expenses reimbursed at the same rate as members of the Board.

Reimbursement for Revenue-Generating Publications

The Board decided at BOD14-12-3 that from 2015 on, an annual honorarium be paid to the Editors of revenue-generating publications of the Society (*Observer's Handbook*, *Calendar*, *Journal*), and that these Editors be provided with an annual budget for the purpose of purchasing tangible gifts for substantive contributors to these same publications, at each Editor's discretion. Further, that the Editorial Board be directed to consider and report back to the Board on what are appropriate amounts for these honoraria and recognition budgets.

Further to the 2014 process, the Board decided at BOD22-05-13 to increase the

honoraria by \$500/a each to the editors of the Journal of the RASC, the Observer's Handbook and the Observer's Calendar, leading to the schedule as follows:

Publication	Honorarium	Contributor Recognition Budget
Observer's Handbook	\$4500	\$2000
Observer's Calendar	\$2500	\$500
Journal of the RASC	\$3500	\$2000

Policy G11: Financial Management

Adopted: 2013 June 30

Amended: 2022 July 20

Auditor

At every Annual General Meeting the Society shall elect an auditor to hold office until the end of the next Annual General Meeting.

The auditor shall conduct an audit of the Society's financial records and shall express an opinion on the annual financial statements to the members of the Society. The auditor shall not be a member of the Board.

In the event that the auditor is unable to carry out his or her duties, the Board may appoint an interim auditor to complete the term of office.

Financial Statements

The Society's annual financial statements shall consist of a balance sheet, a statement of revenues and expenses, and such other statements as are required in accordance with generally accepted accounting principles or by the Board.

The Treasurer shall prepare the annual financial statements following the recommendations of the auditor, shall present them to the Finance Committee, and then to the Board for approval at a meeting prior to the next Annual General Meeting of the Society, and shall present the approved annual financial statements to the Annual General Meeting of the Society.

Fiscal Year

The fiscal year of the Society commences on January 1 and ends on December 31.

It was agreed by the Board in BOD22-10-04 to implement a change to accounting policy, to recognize membership fee revenue on a monthly basis instead of on a semi-annual basis, starting July 1st, 2022.

Funds

The Society shall maintain the following funds as internally segregated assets within its balance sheet. The Treasurer shall be responsible for allocating and reporting on these funds as part of the Society's annual financial reporting, however, these funds will only appear on the Society's financial statements as required by Generally Accepted Accounting Principles.

Peter Millman Endowment Fund

The income of this fund shall be used for the promotion and advancement of the objects of the Society. It shall be reported upon separately on the Society's financial statements and share in the gains and losses of the Society's investments. Donations directed to this fund shall increase its capital. (See www.rasc.ca/donations/millman)

Ruth Northcott Education Fund

The Ruth Northcott Education Fund shall be used for special projects related to the Society's astronomical education activities and purposes. It shall be reported upon separately on the Society's financial statements and share in the gains and losses of the Society's investments. Donations directed to this fund shall increase its capital. (See www.rasc.ca/donations/northcott)

Sustaining Membership Fund

The Sustaining Membership Fund shall capture donations directed by members who will be recognized as Sustaining Members of the Society. This fund shall be used to support the Policy G15: Public Speaker Program of the Society and encourage astronomical outreach and education through this program. Annual donations in excess of \$10,000 shall be used for the general purposes of the Society; otherwise, donations directed to this fund shall increase its capital.

Life Membership Fund

The Life Membership Fund will allocate 1/20 of its original value annually which will be brought into the overall revenue of the Society to service Life Members. This fund does not receive donations and once exhausted will cease to exist.

Policy G12: Liability Insurance

Adopted: 2013 June 30

Amended:

Preamble

The Society provides liability insurance to cover members and the general public at events sponsored by the Society or by a Centre of the Society. This includes publicly advertised events.

Proof of Insurance

Centres holding events in public parks, malls, etc. and which are required to provide proof of insurance coverage should contact the Society Office (nationaloffice@rasc.ca) for a copy of the Certificate of Insurance. Full information on the Society's policy and its applicability are available at www.rasc.ca/public-liability-insurance-information.

Directors' and Officers' Insurance

Centres may participate in the Society's Directors' and Officers' Insurance plan by paying an appropriate premium and upon successful application to the Society's insurance carrier. For more information on this program, contact the Society Office.

Loss and Claim Prevention

Centres that use the Society's group insurance to cover public events and activities are encouraged to employ good safety measures, loss-prevention, and risk-reduction practices to minimize current and future insurance costs to the Society.

See www.rasc.ca/sites/default/files/private/IBC_LLIP_info.pdf

Policy G13: Society Discussion Lists and Social Media

Adopted: 2013 June 30
Amended: 2018 December 17

Preamble

The Society and Society members make use of numerous discussion lists and social media sites (“Social Channels”), which are open to all members in good standing and are designed to promote active communication between members and the general public concerning the activities of the Society, astronomical discovery and other topics of interest.

All Social Channels that use the Society’s name and are established on behalf of the Society are covered by this policy. Social Channels that are supported by a Centre are the responsibility of that Centre.

Moderation

The Chair of the applicable Supervising Committee or, in the absence of a Committee Chair, the Information Technology Committee Chair, shall appoint such moderators as are needed to ensure the smooth and appropriate operation of each RASC Social Channel. Moderators should ensure that the Society’s Information Technology Committee has administrator access to all Social Channels.

Responsibility for Social Channels

The following table outlines the committees that are responsible for supervising the various Social Channels of the Society:

Social Channel	Type	Supervising Committee
Announce	Discussion List	Information Technology Committee
Astrosketchers	Discussion List	History Committee
EPO	Discussion List	Education and Public Outreach Committee
LPA	Discussion List	Light-Pollution Abatement Committee
National Council	Discussion List	National Council Co-Chairs
RASCals	Discussion List	Information Technology Committee
RASC-Astro-photography Group (RASC-AG)	Discussion List (Yahoo)	Information Technology Committee
Committee and Working Group Lists	Discussion Lists	Committee Chairs
Facebook	Social media platform	Membership and Promotion Committee
Twitter	Social media platform	Membership and Promotion Committee

Authority of a Moderator

The moderator of a Social Channel has the responsibility to establish and publicize appropriate guidelines and etiquette for participation by RASC members in that Social Channel.

Each moderator has the following authority in respect of inappropriate behaviour of any user, in order to ensure that the guidelines and etiquette are followed with respect to the Social Channel, and that the Social Channel operates smoothly and appropriately:

- (i) to issue warnings to any user about such inappropriate behaviour;
- (ii) to restrict a user's access to or use of the Social Channel on such terms as the moderator may specify;
- (iii) to temporarily suspend a user from the Social Channel; and
- (iv) as a last resort, to ban a user from the Social Channel either permanently or for an appropriate period.

In the absence of the moderator of a Social Channel, the Chair of the applicable Supervising Committee, the President of the Society, or another member of the Board designated by the President, may exercise the authority set out in subparagraphs (i) – (iv) above.

The authority of the moderator of each Social Channel is subject to the overriding supervisory authority of the applicable Supervising Committee and the ultimate authority of the Board.

Appeal of Moderator Decisions

Any member may appeal a decision of a moderator of a Social Channel (or any other person exercising the authority of the moderator) to the applicable Supervising Committee, and may appeal a decision of the applicable Supervising Committee to the Board.

Policy G14: Honorary Members of the Society

Adopted: 2013 June 30

Amended:

Honorary Members

An honorary member is a person upon whom honorary membership in the Society has been conferred by the Board in recognition of noteworthy contributions to astronomy.

Candidacy

Recommendations of candidates for honorary membership shall be made to the Board by the Nominating Committee. A person may be elected as an honorary member by special resolution of the Board and upon subsequent acceptance of such election by the nominee.

Number of Honorary Members

No more than two honorary members shall be elected in any year. There shall be no more than fifteen honorary members of the Society at any time.

Membership Fees

No fee shall be payable for Honorary Membership in the Society.

Rights of Honorary Members

Every honorary member has the right to attend all meetings of the Society and to receive the publications of the Society that may be determined from time to time by the Board of Directors. A person may simultaneously hold both honorary membership and other forms of membership in the Society.

Duration of Membership

An Honorary Member shall normally be a member for life.

Revocation of Honorary Membership

All Honorary Memberships in the Society are subject to the Society's disciplinary policy and any such membership may be suspended or terminated by the Board in accordance with the Society's disciplinary policy in cases where the continued membership of an individual is not in the best interests of the Society.

Honorary President

Duties and Role

The Honorary President acts as an advisor to both the Board and the National Council

and helps to align the Society's activities with other astronomical communities and organizations in Canada and around the world. An Honorary President will participate in the annual General Assembly of the Society, whenever possible, and is an ex-officio

member of the National Council.

Candidacy

Recommendations of candidates for the Honorary Presidency shall be made to the Board by the Nominating Committee. A person may be appointed as an Honorary President by special resolution of the Board and upon subsequent acceptance of such appointment by the nominee.

Term of Office

The normal term of office of the Honorary President shall be four years, beginning and ending at the Annual General Meeting of the Society, and is not renewable. If the position falls vacant between Annual General Meetings, the Board may appoint an Honorary President whose term shall expire four years after the next Annual General Meeting.

Honorary Centre Presidents

An Honorary Centre President is a person upon whom special recognition has been conferred by the Centre in recognition of noteworthy contributions to astronomy and connections to the local community.

Candidacy

Recommendations of candidates for Honorary Centre Membership shall be made to the Society Board in the form of a resolution of the Centre's Board or Council. A person may be elected as an Honorary Centre President by special resolution of the Centre Board or Council and upon subsequent acceptance of such election by the nominee.

Number of Honorary Centre Members

Each Centre may have only one Honorary Centre President at any time; Honorary Centre Members are not restricted by number.

Membership Fees

The Society shall pay the Society Fee applicable for the Honorary Centre President. The Centre shall pay any Centre-specific fees that may be applicable for the Honorary Centre President's membership.

Rights of Honorary Centre Presidents and Honorary Members

Every Honorary Member has the right to attend all meetings of the Society and to receive the publications of the Society that may be determined from time to time by the Board of Directors. A person may simultaneously hold both honorary membership and other forms of membership in the Society.

Duties of an Honorary Centre President

An Honorary Centre President may not hold any elected office within the Centre, but may act in an *ex-officio* capacity as provided for by the Centre. The Honorary Centre President shall have such other duties as may be determined by the Centre's Board or Council.

Duration of Membership

An Honorary Centre President shall hold the position for either the period specified in the Resolution made by the Centre, or four years, whichever is less. An Honorary Centre President can be reappointed without limit.

Revocation of Honorary Memberships

All Honorary Memberships in the Society are subject to the Society's disciplinary policy and any such membership may be suspended or terminated by the Board in accordance with the Society's disciplinary policy in cases where the continued membership of an individual is not in the best interests of the Society.

Policy G15: Public Speaker Program

Adopted: 2011 November 18

Revised: 2019 March 21

Program Description

The goal of the Public Speaker Program (PSP) is to encourage our Centres to organize and host public talks and presentations, by speakers from outside their local area, about astronomical and related topics. The Society recognizes the value of sharing the knowledge and experience of RASC members and others more widely than may be otherwise possible, by providing funding to help pay for a speaker's travel and accommodation expenses.

- Applications are invited from any Centre (or group of Centres) proposing, on behalf of a speaker, to organize, host, and promote a public talk (or speaking tour that includes more than one Centre). **The application and approval for funding must take place before the speaker's travel occurs.**
- Applications may be submitted at any time, for events that are to occur up to one year in advance of the date of application. Within a given calendar year, the available funds are allocated in the order in which successful applications were received.
- The sponsoring Centre(s) must agree to host the talk at a suitable venue and make the talk open to the public at no charge. The Centre must also agree to promote the event locally. The public talk may be a stand-alone event, in conjunction with a Centre meeting, or part of a larger event (e.g. an annual star party).
- The RASC must be acknowledged as a sponsor, both at the talk and in any appropriate promotion (posters, Website, etc.).
- Where possible, the talk should be recorded (audio/video) and made available afterwards via the Web for others to enjoy.

Administration

The program is funded from the Public Speaker Travel Fund and administered by one of three Trustees, appointed from time to time by the Board. All contact regarding the program shall be through the PSP Administrator, who shall promote the program through email announcements at least twice annually.

Amount of Grants

The maximum amount of any grant under PSP shall be 100 percent of the eligible transportation and accommodation expenses, and 50% of eligible professional speakers' fees up to a maximum of \$500. The maximum amount to which any speaker shall be entitled during any financial year shall be \$500.00 for 2019.

Eligible expenses

If a speaker normally charges a professional fee for appearances, 50% of that fee or

\$500 (whichever is less) is eligible for reimbursement. Otherwise, only those expenses which meet the criteria listed in Policy G19 for transportation and accommodation are eligible. Expenses for food, local transportation, honoraria and gifts, are not eligible for reimbursement and must be borne by the applicable Centre(s), the speaker, or both. Billeting of the speaker by the local Centre is encouraged.

How to Apply

All applications for grants under PSP must be made on the form provided on the Society Website. All applications must be submitted at least one month, and not more than one year, in advance of the proposed event, by email to the PSP Administrator (psp@rasc.ca) or if by Canada Post, send to the Society Office for forwarding.

The application must include:

- Date of application
- The sponsoring Centre contact;
- The proposed speaker and their home location;
- The talk title and abstract, if available;
- The planned date of the talk;
- The city and venue for the talk;
- The intended audience for the talk (mostly RASC members, mostly general public, young people, etc.);
- How attendance at the talk by non-Centre members will be promoted;
- The expected attendance;
- A budget estimate for the travel and accommodation expenses being requested;
- The amount of the speaker's professional fee, if any
- An estimate of local costs, if any, being provided by the Centre; and
- Any other information the Centre believes will support the application.

Application Evaluation by the Trustees

As soon as is practicable after receiving an application, the Trustees shall evaluate the proposal according to the following guidelines:

- Applications will be evaluated and granted on the basis of available funding, completeness of the proposal, and the proposal's likelihood to best meet the Society's charitable goals.
- Particular consideration shall be given to applications for which:

- the talk is to take place in a location astronomically under-served;
- the target audience for the talk is an under-served group (inner city, rural area, minority group, etc.); or
- the Centre has not received a grant under the program in the previous three years.

A Trustee shall recuse himself/herself from evaluating a proposal from his or her home Centre.

After the Trustees have rendered their decision, the PSP Administrator shall inform the applicant of the disposition of the application. For those whose application was not funded, an explanation shall be provided.

Policy G16: Publications and Subscriptions Pricing

Adopted: 2013 June 30

Amended: 2015 March 7

Terms

The term “subscription” refers to a fee paid, usually on an annual basis, to receive a publication. There may be different subscription rates and periods. (For example, subscribers could be institutional, individual, or members).

The term “publication” refers to a printed or electronic-format (e.g. ePub, PDF, Secure PDF) book, magazine, journal, article, poster, annual or periodical.

The Society publications generally can be categorized as follows:

- Annual publications such as the *Observer's Handbook*, and *Observer's Calendar*
- Periodicals such as the *Journal of the RASC*.
- Communications tools for members such as the *Bulletin of the RASC*.
- Items to meet charitable objectives, such as those for education and outreach, communication to interested parties, publication of research and other related purposes.
- Special publications such as books, posters, electronic publications (ePubs and PDFs) that are not periodical in nature.

Frequency of Publication

The *Journal of the RASC* shall normally be published 6 times per year.

The *Bulletin of the RASC* shall normally be published (electronic delivery) 12 times per year.

The *Observer's Handbook* shall normally be published annually.

The *Observer's Calendar* shall normally be published annually.

Special Publications may be produced by the Society from time-to-time. This may include publications for one-time use, for special events, or as an item for sale over a longer period of time.

Pricing

Pricing shall be reviewed annually, and from time-to-time as the Board or Committee see fit. This should occur in preparation for the annual budget, and at any time a material variation in revenue or expense is projected. Society Office staff shall aid in this review by providing financial and other pertinent information in a timely fashion (e.g. costs, revenues, units sold).

The publications budget shall be submitted to the Treasurer for review and approval.

The Committee Chair shall submit proposed pricing for Board approval upon consultation with the committee and treasurer.

Pricing for publications for sale and subscriptions shall be designed such that publications are profitable, within a reasonable period of time from date of publication

Publications that are aimed to meet charitable objectives shall operate on a cost-recovery basis where practicable, unless a specific initiative, such as a Board-approved goal, is funding the effort. For example, some publications are intended as no-charge informational pieces when provided to individuals or families. Cost recovery may be appropriate for large quantities for groups.

Where a publication serves multiple objectives such as a member benefit, source of revenue, and/or charitable purpose, the related expenses and revenues shall be allocated proportionately. For example, recover costs from members for units for their personal use, and for any number that are a charitable give-away item, the portion of revenue will be planned to be zero for that number of units, and the expense should go against a charitable fund.

When pricing is inclusive of shipping and handling, the committee shall ensure that appropriate shipping and handling expenses are considered based on expected costs.

Subscriptions

Subscription length may be adjusted in consultation with the Executive Director and Treasurer.

Presently, subscriptions are for a period of 12 months and the *Journal of the RASC* is the only publication available as a subscription.

Policy G17: RASC Photo & Publish Consent Policy

Adopted: 2013 June 30

Amended:

General

Enhancing a Website, newsletter article, or astronomy display with pictures of real people enjoying RASC activities is a natural and appropriate way to promote the Society and its mandate. RASC members must bear in mind that recent case law requires that the person whose image is used in a photograph, even if he or she is not identified, must have given their permission to use their likeness.

Procedure

RASC members who use the likenesses of individuals should follow the following procedures:

- The specific use (Website, newsletter, etc.) should be explained clearly to the person or persons to be photographed;
- A RASC photo consent form should be obtained and kept on file for a period of six years; and
- Where possible, the name of the person should be highlighted in an appropriate caption with the name of the photographer.

In a case where a person disputes the right of the RASC to use his or her likeness, the Society shall immediately cease the use of such likeness.

Policy G18: Privacy Policy

Adopted: 2004 January 1

Amended:

Preamble

Effective 2004 January 1, The Royal Astronomical Society of Canada is required to comply with federal legislation governing the use, collection, and disclosure of personal information in the course of commercial activities. In response, the Society has implemented a corporate Privacy Policy that addresses the collection, use, and disclosure of personal information. Personal information is information about an identifiable individual and does not include information about corporations, partnerships, or other non-individuals. The personal information the RASC collects will depend on the service the Society provides to members.

The RASC is committed to maintaining the accuracy, confidentiality, and security of our members' and customers' personal information.

The complete policy is published on the RASC website at www.rasc.ca/privacy

Policy G19: Travel Policy - General

Effective: 2013 December 15

Amended: 2014 August 25

Expenses Eligible for Reimbursement:

Transportation

The lesser of the following:

- i. for travel by automobile, \$0.40 for the first 1000 km; \$0.30 for the next 1000 km; and \$0.15 for any travel greater than 2000 km; ferry or highway/bridge tolls are eligible for reimbursement;
- ii. the return bus or train fare, if the one-way duration of the journey is less than 6 hours;
- iii. the return airfare.

In addition to the above, \$0.30 for each km driven from the claimant's home to and from the airport or train/bus station is eligible. Local transportation expenses at the travel destination are not eligible.

Accommodation

The maximum accommodation allowance is \$100 per night (inclusive of applicable taxes) for travel to RASC meetings. Billeting and sharing of rooms is encouraged.

NAC and Board Member Travel

See Policies G20 and G21.

Award Winner GA Travel

Winners of any Society Award are offered reimbursement for GA registration, two nights accommodation, and up to two banquet tickets, if they travel to the GA to receive their award. Reimbursement will be issued by the Society Office after the General Assembly, after an approved application and supporting receipts are received. Joint award winners' GA travel is restricted to only one winner.

Other Member Travel

RASC members other than NC or Board members, travelling on Society business as approved by the Board, may be eligible for reimbursement of transportation and accommodation expenses in accordance with this Policy, or as otherwise approved by the Board.

RASC Employee Travel

RASC employees are entitled to reimbursement for expenses related to travel on Society business as approved by the Board. Eligible expenses include all transportation, accommodation, meals, conference fees where applicable, and other reasonable (as

determined by the Treasurer) out-of-pocket expenses.

Application Procedure

Applicants must submit a completed Expense Application Form (<http://www.rasc.ca/policies>), accompanied by original receipts, to the Executive Director at the National Office within four weeks of completion of travel. The Treasurer shall be responsible for the determination of eligible transportation and accommodation expense reimbursements in accordance with this Policy. In exceptional circumstances, the Board may approve a transportation and accommodation reimbursement claim that falls outside these guidelines.

Policy G20: Board of Directors Travel Policy

Effective: 2011 October 29

Amended: 2014 August 25

Expenses Eligible for Reimbursement

In addition to the eligible transportation and accommodation expenses listed in Policy G19, Directors may claim reasonable (as determined by the Treasurer) local transportation expenses at the travel destination, such as car rental for one or two Directors or shared taxi costs.

Use of Electronic Meetings

The use of online meeting platforms or teleconference services is preferred for the majority of Board meetings. The cost of the meeting service is paid by the Society.

Travel to Centres

Expenses incurred by Directors in visiting Centres of the Society will be minimized where possible by combining two or more Centres per trip and by making use of other available travel support. Except in exceptional circumstances, Centres are asked to arrange for appropriate billeting to further reduce travel costs.

Rates of Reimbursement

Board members are eligible for reimbursement of 100% of costs and reasonable (as determined by the Treasurer) expenses while attending in-person Board meetings, or visiting Centres.

Policy G21: National Council Travel Policy

Effective: 2011 October 29

Amended: 2015 May 13

Eligibility and Restrictions for National Council Travel

Only meetings held as part of the Society's General Assembly or such other meetings as may be designated by the Board are eligible for reimbursement. National Council members must attend all of the National Council meetings held during a General Assembly to be eligible for reimbursement. Eligible transportation and accommodation expenses listed in Policy G19 apply; however the maximum reimbursement that may be claimed is for not more than three nights.

Local Contributions to National Council Travel

RASC Centres are expected to share the cost of National Council representation as part of membership in the RASC. Therefore Centres are asked to contribute 25% of travel costs for their National Council Representatives to attend meetings, though participation online or by teleconference is an acceptable alternative.

Rates of Reimbursement

Members of the National Council are eligible for reimbursement by the Society of 75% of eligible transportation and accommodation expenses for one representative per Centre.

The following members of the National Council are entitled to 100% reimbursement of eligible transportation and accommodation expenses:

1. *Journal* Editor, *Observer's Handbook* Editor, *Observer's Calendar* Editor, Special Publications Editor;
2. The immediate Past President;
3. Chairs of all Permanent Committees, the Council Recorder, the Council Co-chair;
4. Honorary President; and
5. Persons who are invited by the Board to attend a meeting of the National Council.

Policy G22: Support for Public Lectures

Adopted: 2013 June 30

Amended:

Preamble

The Society has a long history of supporting public lectures, which bring the joy and wonder of astronomical discovery to audiences as a way of directly supporting our mandate and promoting the Society and its aims. As part of the General Assembly, the Society sponsors several prestigious astronomy lectures, open to the public at no charge.

Helen Sawyer Hogg Public Lecture

The Helen Sawyer Hogg Public Lecture is sponsored jointly by the Canadian Astronomical Society (CASCA) and the RASC. It is named in recognition of the lifelong contributions of Helen Sawyer Hogg toward increasing public awareness and appreciation of the Universe around us, an aim that the lectureship also seeks to further. The lecture is held annually, usually in conjunction with the societies' Annual General Meetings, alternating between the two societies (RASC hosts in even-numbered years, CASCA in odd-numbered years).

Speaker Selection

Selection of the speaker is made by a committee consisting of the Presidents of the two societies and the Chair of the Local Organizing Committee hosting the meeting (CASCA or RASC).

Publication of the Lecture

The speaker is required to submit the lecture for publication in the *Journal* of the RASC, within three months of the lecture. A manuscript of 10-20 pages, with no more than 6-10 figures, is suggested. The speaker is encouraged to contact the Editor at the early stage by email at editor@rasc.ca. Page charges in the *Journal* of the RASC are waived for the Hogg Lecture.

The *Journal* Editor shall have the responsibility of ensuring that a manuscript is submitted.

Local Promotion and Execution

The local Organizing Committee shall have the responsibility for the local arrangements, including arranging publicity through the local media. Additionally, publicity shall be sent to local educational institutions, science clubs, libraries, *etc.*, and to neighbouring Centres of the RASC, with the request that an announcement of the lecture be posted and/or included in their newsletters or notices.

The presentation of the lecture will be preceded by an introduction, normally given by the President of the host society, which shall make particular mention of the joint RASC/CASCA sponsorship of the lecture, and of the contributions of Dr. Hogg to astronomical research and education.

Expenses

Costs in any given year are to be dealt with by the hosting Society (either RASC or CASCA) in the following ways:

- An honorarium of \$750 (in RASC-hosted years) will be paid by the national RASC; a certificate is to be formally presented to the speaker following her/his presentation, along with the honorarium cheque. The certificate will be prepared by the RASC Society office and sent to the hosting Centre in time for it to be framed prior to the GA. Framing costs will be borne by the Society.
- All other Hogg lecturer costs are the sole responsibility of the hosting RASC Centre, and must be included in the hosting Centre's GA budget planning process, in consultation with the national Society, through the national Treasurer and Executive Director. A maximum of regular return economy airfare, plus two night's accommodation, and all meals during that time, are the generally accepted expenses to be covered. (The speaker is encouraged to stay longer, if the total additional expenses are acceptable to the host Centre's budget.);
- Additionally, the host Society (and hosting RASC Centre, if applicable) may waive the meeting registration fee.

Coordination of the Hogg Lecture Between the Societies

Any changes made to these guidelines by one organization shall be subject to approval of the other. A Memorandum of Understanding or similar document, as revised from time to time, shall be deposited with the Secretary of each organization. It shall be circulated to the Presidents of the two organizations, the current speaker, and the local Organizing Committee.

Separate document located at www.rasc.ca/hogg-lecture

Ruth Northcott Memorial Lecture

The Ruth Northcott Memorial Lecture is sponsored solely by the RASC. It is held biennially (in odd-numbered years), as part of the public program of the General Assembly when the Hogg Lecture is being presented by CASCA.

Speaker Selection

Selection of the speaker is made by the President of the Society and the Chair of the Local Organizing Committee hosting the General Assembly.

Publication of the Lecture

The speaker is required to submit the lecture for publication in the *Journal* of the RASC, within three months of the lecture. A manuscript of 10-20 pages, with no more than 6-10 figures, is suggested. The speaker is encouraged to contact the Editor at the early stage by email at editor@rasc.ca. Page charges in the *Journal* of the RASC are waived for the Northcott Lecture.

Local Promotion and Execution

The local Organizing Committee shall have the responsibility for the local arrangements,

including arranging publicity through the local media. Additionally, publicity shall be sent to local educational institutions, science clubs, libraries, *etc.*, and to neighbouring Centres of the RASC, with the request that an announcement of the lecture be posted and/or included in their newsletters or notices.

The presentation of the lecture will be preceded by an introduction, normally given by the Society President, who shall make particular mention of the contributions made by Ruth Northcott to astronomical research and education

Expenses

- An honorarium of \$750 will be paid by the national RASC.
- All other Northcott lecturer costs are the sole responsibility of the hosting RASC Centre, and must be included in the hosting Centre's GA budget planning process, in consultation with the national Society, through the national Treasurer and Executive Director. A maximum of regular return economy airfare (not exceeding \$2000), plus two night's accommodation, and all meals during that time, are the generally accepted expenses to be covered. (The speaker is encouraged to stay longer if the total additional expenses are acceptable to the host Centre's budget.)
- Additionally, the hosting RASC Centre is expected to waive the meeting registration fee for the Northcott Lecturer.

Separate document located at www.rasc.ca/northcott-lecture

Policy G23: Conflict and Complaint Resolution

Adopted: 2013 June 30
Amended: 2015 March 8
Amended: 2018 December 17

Policy Statement

The RASC is committed to creating and maintaining an organizational environment characterized by constructive, productive, and supportive relationships. A fundamental value of the RASC is fellowship. However, personal interactions are complex and it can be expected that, from time to time, disputes, conflicts and complaints will arise. When the participants in the conflict are unable to resolve the issue quickly and satisfactorily themselves, the following policy exists to guide members and staff towards resolution of the conflict where that is possible.

Application of this Policy

This policy applies only where and to the extent that no other provision of the Society's By-laws or policy applies to a dispute, conflict or complaint.

Guiding Principles

- Conflict is to be resolved at the lowest organizational level wherever possible, and with the least necessary involvement of participants external to the conflict. If the conflict cannot be resolved then it will be referred to the next higher level.
- Expedient resolution of conflict is expected so as to reduce unnecessary suffering or to prevent further conflict.
- All parties involved in the conflict resolution will maintain confidentiality about the conflict except as outlined below or as agreed to by the parties involved in the conflict and its resolution.
- Threats of harm or concerns that harm may develop must be immediately referred to the appropriate professionals or authorities. Complaint/conflict resolution will be suspended until such time as the risk of harm has been safely addressed. At that time review shall be undertaken by the involved parties to determine if further action is required to resolve the complaint/conflict.

Resolution Process

Communication of the complaint or conflict shall first be made orally between the involved parties. If this does not lead to a resolution that is satisfactory to the involved parties, the nature of the complaint shall be communicated in writing to the individual representing the next higher organizational level (the "Conciliator") who will attempt to facilitate a resolution.

If the Conciliator is a party to the conflict or if either participant to the conflict declines to deal with the Conciliator, then the unresolved complaint shall be referred to the Society Board of Directors, who will appoint a Mediator. Such communication should be no more than one page and be descriptive of the events that gave rise to the complaint or conflict. Where the complaint has not gone through the Conciliator, the reason(s) for not involving the Conciliator in the process will be included in the written communication.

Where the Conciliator has attempted to facilitate a resolution of the complaint and has been unsuccessful the complaint will be referred (in writing and including a synopsis of the

measures thus far taken to resolve the conflict) to the Society Board, who will appoint a Mediator.

If the Board-appointed Mediator still cannot resolve the conflict, he or she may refer the matter to the entire Board of Directors or to a subcommittee thereof, to facilitate the resolution of the conflict.

Where all previous measures have been attempted and the complaint has not been resolved, the Society President will determine if it is appropriate to seek external consultation or assistance in the resolution of the complaint.

Conciliators and Mediators shall not function as Arbitrators unless specifically requested by the participants to the conflict. Arbitrated decisions are often not wholly satisfying and it is preferred that this route not be chosen unless the parties to the complaint believe that they can be bound to the decision that the arbitrator may make. Such agreement will be recorded in writing as will the bound decision.

Appointment of Mediator by the Board

When applied to, the Society President shall act as Mediator, but is encouraged to designate a willing Director or other qualified Society member to be Mediator either generally or on a case by case basis.

Conflict Within the Society Office

For unresolved conflicts within the Society Office staff, the Executive Director is the Conciliator and/or if necessary, the Mediator is to be designated by the Board of Directors.

Conflict and complaints within the workspace can create considerable distress. Sometimes that distress can be of such a level that the affected party may need leave from the workspace. In this context, leave with pay for a period of not more than two weeks will be authorized by the Executive Director, Mediator, or committee of the Board depending upon what level of involvement is occurring at the time where such a determination is made. This leave can only be used once in the resolution process.

That is to say that if further leave is necessary it will not be paid leave. Vacation or unpaid leave are available in this circumstance.

Conflict Within RASC Centres

RASC Centres are encouraged to develop policy to address conflict and its resolution within their Centre. The process described in the policy may be followed for unresolved conflicts, in which case the Centre President is the Conciliator, and/or if necessary, a Mediator is to be designated by the Society Board of Directors.

Conflict Between a RASC Centre, a Society Member, or a Member of the Public and the Society Office

For unresolved conflicts between a Centre, a Society member, or a member of the public and the Society Office, the Executive Director is the Conciliator and/or if necessary, the Mediator is to be designated by the Society Board of Directors.

Conflict Between Members of the Board of Directors

For unresolved conflicts within the Board of Directors, the Conciliator is the Society President. If a Mediator is necessary, one will be designated by the President or by the 1st Vice-President in the event that the President is the source of complaint. The Mediator will not be a member of the current Board of Directors.

Conflict Between Members of Committees or the National Council

For unresolved conflicts within a Committee, the Committee Chair is the Conciliator, and/or if necessary, a Mediator is to be designated by the Board of Directors.

Policy G24: Anti-Harassment Policy

Adopted: 2015 March 8
Amended: 2018 December 17

A. Statement of Policy

This policy applies to and protects all members, guests, staff, contractors, exhibitors and others (collectively, “**Participants**”) who attend or participate in any meeting or other activity of The Royal Astronomical Society of Canada (the “**RASC**” or the “**Society**”).

It is the policy of the RASC that all Participants in Society or Centre meetings and other activities will enjoy an environment free from all forms of harassment and discrimination. This includes being free from retaliation for making a complaint or participating in an investigation of a complaint made under this policy. The RASC is committed to providing an atmosphere that encourages free expression and the exchange of ideas. In pursuit of that principle, the RASC is dedicated to equality of opportunity and treatment for all Participants, regardless of sex, gender identity or expression, sexual orientation, race, national or ethnic origin, religion or religious belief, age, marital status, disabilities, or any other characteristic that is not related to scientific merit. These are collectively referred to in the policy as “Protected Characteristics”. Harassment, sexual or otherwise, is misconduct that undermines the integrity of the RASC and is disruptive of Society activities. Such misconduct is prohibited, and violators of this policy will be subject to discipline.

B. Definition of Harassment and Discrimination

Harassment and discrimination is denigrating or hostile conduct that is directed to or is based on Protected Characteristics of an individual or group, and that can reasonably be expected to cause humiliation or embarrassment. It includes, but is not limited to, the following: epithets; slurs; negative stereotyping; threatening, intimidating, bullying or hostile acts; denigrating jokes; display or circulation of written or graphic material containing any of the foregoing content.

As is set out in Section G of this policy, retaliation and bad faith complaints are also violations of this policy and are prohibited.

C. Definition of Sexual Harassment

Sexual harassment means verbal or physical behaviour of a sexual nature that a person knows or ought reasonably to know is unwelcome, including sexual advances or requests for sexual favours. Behaviour and language that are welcome or acceptable to one person may be unwelcome or offensive to another. Consequently, individuals must exercise good judgment to ensure that their words and actions are respectful of others.

D. Making a Complaint of Violation of this Policy

Anyone who believes that they have been harassed or discriminated against contrary to this policy (a “**Complainant**”) by someone (the “**Alleged Offender**”) may make a complaint, which should be in writing. If the complaint concerns conduct at a Centre event or in connection with a Centre activity, the complaint may be made to either (i) any Centre officer or any member of the Centre’s Board of Directors or Council, or (ii) the RASC’s Executive Director, or any Society officer or member of the Board of Directors. If the complaint concerns conduct at a Society event or in connection with a Society activity, the

complaint should be made to (i) the RASC's Executive Director, or (ii) any Society officer or member of the Board of Directors. A Complainant is not required or expected to discuss the complaint with the Alleged Offender.

A complaint may also be initiated by a Centre's Board of Directors or Council against a member of that Centre, or by the Board of Directors of the Society against any Alleged Offender, in respect of any alleged violation of this Policy. In such case, the Centre's Board of Directors or Council, or the Board of Directors of the Society, as applicable, shall be considered as the Complainant.

The written complaint should include as many details of the alleged harassment or discrimination as possible, including the name of the Alleged Offender, the date(s) time(s) and location(s) of the conduct complained of, and the nature and specific details of the conduct complained of, and any physical or verbal interaction between the Complainant and the Alleged Offender. A Complainant should include any documentary evidence and witness statements, if available. The written complaint may also suggest the discipline that the Complainant proposes be imposed on the Alleged Offender.

E. The Investigation of a Complaint

1. Every complaint will be treated seriously and as promptly as possible, either by the applicable Centre (if the complaint is made to or by the Centre), or by the Society (if the complaint is made to the Society or by the Board of Directors of the Society).
2. Upon receipt of a complaint, Centre's Board of Directors or Council, or the Society's Board of Directors, as appropriate, will forward the complaint to the Alleged Offender, along with a copy of this Policy.
3. The Alleged Offender will be given the opportunity to respond to the complaint and the Complainant's evidence with their version of events, their own evidence, and their representations and arguments, within 30 days or such longer period as the Alleged Offender may reasonably request.
4. At any point in the complaint process the Centre's Board of Directors or Council, or the Society's Board of Directors, as appropriate, may, if it decides that such a step is appropriate in the circumstances, appoint a director, officer or other member of the Society as an impartial investigator, in which case paragraphs 5, 6, 7, 8, 9 and 10 of this Section E will apply. No person who has a conflict of interest may serve as the investigator. If an investigator is appointed, the Complainant and the Alleged Offender will be notified of the appointment and the name of the investigator, and will be told that they have the right but not the obligation to speak with the investigator.
5. If an investigator has been appointed, the investigator will review the complaint and any response by the Alleged Offender, and normally will interview the Complainant first to obtain all relevant details of the complaint.
6. The investigator will then contact the Alleged Offender, and ask to be provided with all relevant details of the Alleged Offender's response to the complaint.
7. If the facts are in dispute, the investigator will conduct such further investigation as may be appropriate, including interviewing persons who have been identified by the parties as witnesses.

8. Through the Centre's Board of Directors or Council, or the Society's Executive Director or the Board of Directors, as appropriate, the investigator may obtain legal advice regarding the complaint.
9. When the investigation is complete, the investigator will make a report to the Centre's Board of Directors or Council, or the Society's Executive Director and the Board of Directors, as appropriate, which will include (i) a summary of the undisputed and disputed facts of the case and the investigator's findings of the facts, (ii) the investigator's opinion whether the Alleged Offender violated this policy, and (iii) if the investigator is of the opinion that the Alleged Offender violated this policy, a recommendation for appropriate discipline. The investigator's report will include complete reasons for the findings of fact and the recommendation for appropriate discipline. The investigator will provide a copy of the report to the Complainant and the Alleged Offender.
10. The Centre's Board of Directors or Council, or the Society's Board of Directors, as appropriate, will consider the investigator's report, and through the investigator may seek such additional information as may be necessary in order to obtain a complete appreciation of the facts of the case. All such additional information will be provided to both parties.
11. The Complainant and the Alleged Offender shall then have the right to make written representations to the Centre's Board of Directors or Council, or the Society's Board of Directors, as appropriate, as to (i) whether the Alleged Offender has violated this policy, and (ii) if so, what discipline should be imposed.
12. The Centre's Board of Directors or Council, or the Society's Board of Directors, as appropriate, will then consider the investigator's report, any additional information that it has obtained through the investigator, and the parties' written representations, and will make a binding determination (i) whether the Alleged Offender has violated this policy, and (ii) if so, what discipline will be imposed. Where the complaint has been made to the Centre and the determinations have been made by the Centre's Board of Directors or Council, the Centre shall forward to the Society's Executive Director, for information purposes for the Society's Board of Directors, the investigator's report and the determinations made by the Centre's Board of Directors or Council. This paragraph applies whether a complaint has been initiated by (i) an individual, or (ii) a Centre's Board of Directors or Council, or by the Board of Directors of the Society, under Section D.

F. Appeal

1. **No appeal of determinations by Society's Board of Directors:** Any determination whether the Alleged Offender has violated this policy, and if so, what discipline will be imposed, that is made by the Society's Board of Directors, is final and is not subject to any appeal or review, subject to Section L.
2. **Appeal of determinations made by a Centre:** Any such determination that is made by the Centre's Board of Directors or Council may be appealed by either the Complainant or the Alleged Offender (the "**Appellant**") to the Society's Board of Directors. Such an appeal shall be initiated by the Appellant sending to the Society's Executive Director (i) a written notice of appeal, and (ii) all of the representations, in writing, that the Appellant wishes to make in support of the appeal. The Executive Director shall send the Appellant's notice of appeal and

written representation to the other party (the “**Respondent**”), and shall give the Respondent a reasonable opportunity to make written representations in response to the appeal.

The Executive Director shall request the Centre’s Board of Directors or Council to forward to the Society’s Executive Director its complete file concerning the complaint, including the investigator’s report, and the Centre shall do so.

The Society’s Board of Directors will consider the Centre’s file on the complaint, and the written representations made by the parties. The Board of Directors will then either:

- (i) dismiss the appeal, or
- (ii) if but only if it is of the view that the Centre’s Board of Directors or Council made a substantial error in making its determinations, allow the appeal, and substitute such determinations as it considers to be appropriate for the determinations made by the Centre’s Board of Directors or Council.

G. Retaliation and Bad Faith Complaints under this Policy are Prohibited

Retaliation of any kind against anyone who makes a complaint or participates in the investigation of a complaint, and the making of any complaint in bad faith, are violations of this policy and are prohibited.

H. Discipline for Violation of this Policy

Anyone who has been found guilty of violating this policy (an “**Offender**”) is subject to discipline. The discipline to be imposed shall be appropriate to the nature and severity of the violation, and may consist of any of the following:

- (a) if the complaint was made to the Centre:
 - (i) a warning, oral or written, to the Offender;
 - (ii) prohibiting the Offender from participating in or attending Centre events or activities for such period and on such terms as may be appropriate,
 - (iii) termination of the Offender’s membership in the Centre, and
 - (iv) such other discipline as may be appropriate.
- (b) if the complaint was made to the Society:
 - (i) a warning, oral or written, to the Offender;
 - (ii) prohibiting the Offender from participating in or attending Society events or activities for such period and on such terms as may be appropriate, and
 - (iii) termination of the Offender’s membership in the Society, and
 - (iv) such other discipline as may be appropriate.

In determining the appropriate discipline to be imposed, the Centre or the Society, as

appropriate, shall consider any relevant factor, including (i) any previous violations of this policy by the Offender, (ii) whether or not the Offender has acknowledged violating this policy, and (iii) any apology that the Offender has made to the Complainant.

I. Emergency Action

If:

- (i) in the opinion of the Board of Directors or Council of a Centre in connection with a Centre event or activity, or
- (ii) in the opinion of the Board of Directors of the Society in the event of a Society event or activity,

a serious emergency situation occurs where:

- (iii) there is good reason to believe that there has been a violation of this policy, and
- (iv) the nature or consequences of such apparent violation are sufficiently serious as to warrant immediate action,

then the Board of Directors or Council of a Centre, or the Board of Directors of the Society, as appropriate, may take immediate action for the purpose of preventing a further violation or further serious harm. Such action, which will be considered preventive and precautionary rather than disciplinary, may include (i) an order that the Alleged Offender not engage in specified conduct, (ii) removal of an Alleged Offender from a Centre or Society event, or (iii) such other action as may be necessary in the circumstances. Before taking such action, if it is reasonable and possible in the circumstances, the Alleged Offender will be informed of the alleged violation of the policy and given the opportunity to present their version of events and their arguments as to whether emergency action should be taken.

Where emergency action is taken under this section, (i) the Complainant shall make a formal complaint in writing under section D. as soon as possible thereafter, and (ii) if the Complainant does not do so within 30 days after the alleged violation of this policy, the emergency action that has been taken shall terminate and be of no further effect.

Where emergency action is taken under this section, the Alleged Offender may request the Board of Directors or Council of a Centre, or the Board of Directors of the Society, as appropriate, to set aside or vary the emergency action on such grounds and with such evidence as the Alleged Offender may choose to advance. Where the Alleged Offender makes such a request, the Board of Directors or Council of a Centre, or the Board of Directors of the Society, as appropriate, may either:

- (i) reject such request; or
- (ii) after giving the Complainant the opportunity to respond to the request, grant the request and either set aside or vary the emergency action.

J. Confidentiality of Complaints, Investigations and Determinations

Confidentiality of the identity of any Complainant and of any person who is alleged to have been harassed or discriminated against contrary to this policy is of the utmost importance

to the proper operation of the policy. Confidentiality of the identity of the Alleged Offender is also important to the fair application of this policy, unless the Alleged Offender is determined to have violated the policy. Subject to the exceptions listed below, therefore, all persons who become involved in a complaint under this policy, and all members of the Society who may learn that a complaint has been made under this policy, are required to keep confidential and not to disclose to anyone any of the following:

- (i) the particulars of the complaint;
- (ii) the identity of the Complainant and of the Alleged Offender;
- (iii) the particulars of any investigation of the complaint;
- (iv) any of the contents of an investigator's report; and
- (v) the arguments and representations of the Complainant and of the Alleged Offender, if any.

Exceptions: The foregoing confidentiality provisions are subject to the following exceptions:

- (a) The fact that a complaint has been made may be disclosed, but the particulars of the complaint are confidential.
- (b) The identity of the Complainant may be disclosed, but only with the written consent of the Complainant.
- (c) The identity of the Alleged Offender may be disclosed, but only if the person is determined to have violated this policy.
- (d) The determinations made by the Centre's Board of Directors or Council, or the Society's Board of Directors, as the case may be, as to (i) whether the Alleged Offender has violated this policy, and (ii) if so, what discipline was imposed, may be disclosed.
- (e) The Complainant and the Alleged Offender may disclose the particulars of the complaint, the identity of the Complainant and of the Alleged Offender, and the particulars of any investigation of the complaint for the purpose of obtaining evidence and presenting their positions for the investigation and to the decision-maker (the Board or Council of the Centre, or the Society's Board of Directors, as appropriate).
- (f) Disclosure may be made that a complaint was made, the name of the alleged Offender, that the complaint has been dealt with in accordance with this policy, and the determinations made by the Centre's Board of Directors or Council, or the Society's Board of Directors, as the case may be, as to (i) whether the Alleged Offender has violated this policy, and (ii) if so, what discipline was imposed, are not confidential and may be disclosed.

K. Policy GC23 Inapplicable to Complaints made under this Policy

Where a complaint is made under this policy, the procedure provided for in this policy applies, and Complaint Resolution Policy GC23 does not apply.

L. Review of Discipline

At any point that is at least six months after discipline has been imposed under Section H of this policy, the Offender may make a petition in writing to the Board of Directors or the Council of the Centre, or the Board of Directors of the Society, as appropriate, for a review of the discipline that was imposed, on such grounds and with such evidence as the Offender may choose to advance and present.

If the Offender brings such a petition, then the petition shall be sent to the Complainant, who shall be given a reasonable period within which to provide a written response to the petition. Any written response shall be sent to the Offender, who shall then be given a reasonable period within which to provide a written reply to the Complainant's response, which reply shall be limited to replying to the Complainant's arguments, and shall not restate the content of the Offender's petition.

The Board of the Centre or of the Society shall then consider the foregoing written material, and may consider, among other matters:

- (i) the particulars of the misconduct that gave rise to the discipline;
- (ii) the nature and duration of the discipline that was imposed;
- (iii) length of time that has passed since the imposition of the discipline;
- (iv) the behaviour of the Offender since the imposition of the discipline;
- (v) any steps that the Offender has taken or is taking to avoid a repetition of misconduct;
- (vi) any apology that the Offender made to the Complainant and/or to the Centre or the Society; and
- (viii) any other factor disclosed that it may consider to be relevant.

The Board of the Centre or of the Society shall then make a decision on the Offender's petition, and may do any of the following, as it considers appropriate:

- (a) dismiss the petition; or
- (b) set aside or vary the discipline that was previously imposed, on such conditions (including a possible period of probation) as may be appropriate.

The Board of the Centre or of the Society shall then notify the Offender and the Complainant in writing of its decision on the petition, together with reasons for its decision.

Where the Offender has brought a petition under this section for review of discipline, the Offender shall not bring any additional petition for a period of at least one year. Where the Offender brings a second or subsequent petition, the Board of the Centre or of the Society shall also consider whether there has been any change in circumstances since the previous petition that would justify a different decision than it made on the previous petition.

Policy G25: Conflict of Interest

Adopted: 2013 June 30

Amended: 2017 September 17

General

Members of the Board, Officers, staff and Committee members are expected to reveal any personal, family, or business interests they have, that, by creating a divided loyalty, could influence their judgement and hence the wisdom of decisions. A conflict of interest exists wherever an individual could benefit, disproportionately compared to others, directly or indirectly, from access to information or from a decision over which they might have influence, or where someone might reasonably perceive there to be such a benefit and influence. In cases where there is a potential or perceived conflict of interest, the Board of Directors should be contacted for guidance.

Examples of possible conflict-of-interest situations with respect to the Society include:

- a Board member has a personal or business relationship with the RASC as a supplier of goods or services or as a landlord or tenant.
- a staff member has a personal or financial relationship with a client of the RASC outside of the workplace.
- the RASC is employing someone who is directly related to a Board member or other staff member.
- A committee member wishes to expend Society funds that will directly or indirectly benefit them or a business they are associated with.
- A volunteer wishes to receive compensation for work they intend to do, related to their function as a volunteer.
- A committee member has authority to spend committee funds on something that they will perform, such as a trip to present on something. In this case, the committee chair or Board should make a decision to ensure that the out-of-pocket reasonable expenses may be covered by an appropriate policy, and that there is no conflict.
- A member on a committee offers business services to the Society for printing the committee's brochures or making award medals. In this situation, the Board may request competitive quotations from third parties as an alternative, or consider if the offer is to do the work at cost.
- A member works for a company selling equipment, and wishes to sell this equipment to the Society, perhaps at a discount. The Society may benefit, however independent competitive quotes should be obtained.
- A member who is an accountant offers to do an audit of Society finances. This would likely be denied as it is a potential conflict and not independent.

- A member works for a company selling astronomical equipment, and wishes to be paid to speak or travel and explain the benefits of this equipment, resulting in a direct benefit to the company.
- A member works for a company selling something that directly helps the Society's Mission and efforts. As both the Society and company may benefit, this would need review and a transparent decision made.

Conflicts of interest (real and perceived) are unavoidable and should not prevent an individual from serving as a Director or Officer, on a Committee, or as a staff member.

Procedure for Handling a Conflict of Interest

1. Members of the Board, Officers, Committee members, and staff have a duty to disclose any personal, family, or business interests that may, in the eyes of another person, influence their judgement.
2. The Board as a whole has a duty to disclose specific conflicts of interests to Society members, staff, and external stakeholders where that interest may, in their judgement, affect the reputation or credibility of the organization, and to disclose the Board's procedure for operating in the presence of such conflicts.
3. Board members, Committee members, and staff have a duty to exempt themselves from participating in any discussion and voting on matters where they have, or may be perceived as having, a conflict of interest. Such exemptions should be recorded in minutes of meetings.
4. Any business relationship between an individual (or a company where the individual is an owner or in a position of authority) and the RASC, outside of his or her relationship as a Board, Committee, or staff member, must be formalized in writing and approved by the Board.

Policy G26: Special Projects Program

Adopted: 2015 May 13
Amended: 2019 March 21

Program Description

The goal of the program is to make Society funds available for projects that further the RASC mandate, carried out by individual members or groups of members. Such projects may include but are not restricted to: research projects (not connected with any academic institution), brochures or handouts, booklets, display materials, websites, workshops, classes, school visits, special lectures, GA travel for members who have had a paper accepted for presentation, support such as materials or field trips for elementary or secondary school students.

Projects must be completed within one year of the date of the grant. Progress reports must be supplied at three month intervals, and a final accounting of money spent, including receipts, and goals achieved must be submitted in writing to the Trustees at completion.

In addition to the grant, successful applicants may be asked, as a requirement of the Program and if appropriate, to prepare and deliver public presentations of their results or otherwise report on their activities to their home Centres and be willing to travel to any other Centres which may be interested in sponsoring them under the Public Speaker Program.

Administration

The program is funded from the Ruth Northcott Fund to an amount not exceeding

\$5,000 annually. Applications will be evaluated and approved by three Trustees, appointed from time to time by the Board, with one of the Trustees designated as Special Projects Administrator.

One Trustee will be assigned to monitor each successful proposal, receive and comment on progress reports and follow-up on any required presentations.

Distribution of funds to successful applicants is handled by the Society Office staff. All contact regarding the program shall be through the Special Projects Administrator, who shall promote the program to the Society at least twice annually.

Amount of Grants

The maximum amount of any grant under the SPP shall be \$500.00 per Centre (or group) per year

How to Apply

Each application must include:

- Date of application
- Justification for and goals of the project

- Description of the activities to be carried out or the end product
- A paragraph explaining how the project supports the RASC vision and mission
- List of materials or resources required
- Detailed budget
- Project schedule including projected completion date
- Amount requested
- Other sources of support (financial or otherwise) that will be used
- Names and contact information for all persons involved
- Details of any work or preparations already completed
- Possibilities for future use or follow-on outcomes of the project

Application Evaluation by the Trustees

As soon as is practicable after receiving an application, the Trustees shall evaluate the proposal on the basis of available funding, completeness and practicality of the proposal, and the proposal's relationship to the Society's aims.

The Trustees will consider each application separately and may approach the applicant for additional information before making a decision. Applicants will be informed of the decision not more than two months after the date of applying. For those whose application was not funded, an explanation shall be provided.

Since successful projects are funded in the order they are received, those not funded solely due to lack of funds in the current year may re-apply for the following budget year.

A Trustee shall recuse himself/herself from evaluating a proposal if she or he is involved in the project in any way.

Policy G27: Gifts

Effective: 2017 May 30

From time to time, third parties may wish to offer or present gifts to Society staff, Committee members, or Directors of the Society. This may be an attempt to secure advantage or favour, and all such offers shall be rejected.

Such gifts must be politely declined, and it is appropriate to inform the person that the RASC has a policy against accepting gifts from business contacts.

Small tokens of appreciation with a nominal value, not to exceed \$50, may be accepted, however they must be declared. Society Staff and Committee members shall report this to the Executive Director. The Executive Director shall report this to the Board. Board members shall report this to the Board as a whole and the Executive Director.

Committee, Board, and Council Terms of Reference

Amended: 2019 April 4

Committees

The Society shall from time to time establish councils, boards, committees, task forces and working groups (collectively referred to as “Committees”) to carry out, review, and manage the delivery of Society programs and services, as well as to ensure compliance with applicable legislation, By-Laws, and policies. The mandate of a permanent committee remains valid until the committee is disbanded by a resolution of the Board.

Permanent Committee Summary

The following table summarizes the permanent committees of the Society. Note the Society President is a member *ex officio* of each committee but does not count towards the minimum number of committee members.

Committee Name	Membership		Chair	Notes
	Minimum	Maximum		
Astroimaging	5	15	Board Appointee	Includes at least one Director and the Society President <i>ex officio</i> .
Awards	3	4	Past-President	Includes at least one Director and the Society President <i>ex officio</i> .
Constitution	3	8	Board Appointee	Includes the Society President <i>ex officio</i> .
Education	3	10	Board Appointee	Includes at least one Director and the Society President <i>ex officio</i> .
Finance	5	5	Treasurer	Includes the Society President, 1 st Vice President, and 2 nd Vice President.
Fundraising	3	10	Board Appointee	Includes at least one Director, the Executive Director, plus the Society President <i>ex officio</i> .
History	3	12	Board Appointee	Includes at least one Director and the Society President <i>ex officio</i> .
Information Technology	3	13	Board Appointee	Includes at least one Director and the Society President <i>ex officio</i> .
Light-Pollution Abatement	3	10	Board Appointee	Includes at least one Director and the Society President <i>ex officio</i> .
Membership & Development	3	10	Board Appointee	Includes at least one Director and the Society President <i>ex officio</i> .
Nominating	3	5	2nd Vice-President	Includes the Society President <i>ex officio</i> .
Observing	3	6	Board Appointee	Includes at least one Director and the Society President <i>ex officio</i> .
Editorial Board	5	12	1st Vice-President	Includes all publication editors and the Society President <i>ex officio</i> .
National Council	Per Policy		NC Appointee	Society President is Co-Chair.
Trustees – Walter Helm Fund	3	3	Treasurer	Responsible for investment management.

Trustees – Public Speaker Program	3	3	Board Appointee	Responsible for review of applications to the PSP.
Trustees - Special Projects Program	3	3	Board Appointee	Responsible for review of applications to the SSP

Committee Vice Chairs

Committee Chairs shall appoint a committee vice chair who may chair meetings in the absence of the committee chair.

Additional Non-Voting Members

Committee chairs, at their sole discretion, may appoint any reasonable number of non-voting members to their permanent or temporary committee for such terms as they deem advisable. Such non-voting members may participate in committee discussions and activities as appropriate. Any such non-voting member must be a member in good standing of the Society.

Reporting

Committees shall submit a work plan for the following year and each committee shall submit a report to the Board twice a year on April 30 and October 31.

Task Forces, Working Groups and Special Committees

The Board may, from time to time, establish such task forces, working groups, and special committees (“temporary committees”) as it may deem advisable by an ordinary resolution (see below for term definitions). Such committees shall normally have a term of one year, however, the term of such temporary committees can be extended as required.

Committee Member Code of Conduct

Committee members are held to the same general principles laid out in Appendix “A” Directors and Officers Code of Conduct.

Society Membership

A committee chair whose Society membership lapses or is terminated loses the right to participate in any meetings or activities related to such position.

Board Committee Liaisons

The Board will appoint from among its members at least one Board liaison with each committee and working group, such that each committee and working group includes at least one member of the Board. A Board member shall not be the chair of the committee unless he or she is also appointed to the committee in that role.

Committee Chairs’ Reimbursement for Travel

The chair of one or more of the Society’s permanent or special committees may be invited to attend meetings of the Board, with expenses reimbursed at the same rate as Directors.

Policy C1: Awards Committee

Purpose

The Awards Committee is charged with reviewing nominations for the Society's major awards and making recommendations to the Board for the presentation of these awards to their recipients. The RASC grants a number of awards from time to time, based on merit for research, writing, education and public outreach, and service to the astronomical community including the **Chant Medal, Ken Chilton Prize, Simon Newcomb Award, Qilak Award, President's Award, Service Award, and Fellowship**. Terms of reference for the various awards are maintained on the Society's Website at <http://www.rasc.ca/rasc-awards>.

Accountability

The committee is accountable to the Board and reports as required. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- encourage submission of eligible names according to defined criteria to the Awards Committee for consideration for possible award recognition
- evaluate all received applications and additional nominations against a set of criteria established by the Board from time to time
- review nominations, as required
- select and recommend to the Board candidate(s) for the awards
- collaborate with the appropriate staff, volunteers, and/or committees to publish and promote the recipients(s) at the annual General Assembly
- perform other tasks related to award distribution and recognition

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Director, and up to three additional Society members, plus the Society President ex officio.

Chair

The chair shall be the Society Past President.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair or at least two times per year.

The Awards Terms of Reference follow:

Chant Medal

The Chant Medal of the Society was established in 1940 in appreciation of the great work of the late Prof. C. A. Chant in furthering the interests of astronomy in Canada. This medal is awarded, not more than once a year, to an amateur astronomer resident in Canada on the basis of the value of the work carried out in astronomy and closely allied fields of the original investigation and specifically not for the services of the Society, worthy though these may be.

The nomination of a member of a Centre should be submitted to National Office through the council of the Centre. Nominations for this medal should reach National Office by December 31st.

Fellowship Award

Background

Developed jointly by the Awards and Nominating Committees, and approved by the RASC Board of Directors in November 2013, the award of **Fellow of the RASC (FRASC)** is created to acknowledge the work of long-serving members. It recognizes those outstanding members who have made extraordinary contributions to the Society over the long term, much of which service has been rendered at the national level.

Purpose

The award of Fellow of the RASC is to recognize the long-term and on-going contributions of members whose service to the Society has been exemplary and substantive for an extended period of time. Such contribution will far exceed the level required for our Service Award. Nominees may already hold the Service Award, but it is not a prerequisite for Fellowship.

Eligibility

This is a major, and senior, national award. It is intended to be the Society's most senior award and the highest honour the Society can pay to a member. Candidate's service and contributions to the Society must have had a significant positive impact on the work of the Society over an extended period, and must have contributed to the Society's success in attaining its stated objectives, mission, and vision. Such contributions can be at both the Centre and national level, but **at least half** of the service contribution must have been rendered at the national level.

The Society recognizes and acknowledges the fact that many of the Society's stalwarts begin their service in their Centres and later become involved nationally. Many continue to contribute for decades at both the Centre and national levels.

The award of Fellow of the RASC is open only to RASC members in good standing.

There will be no maximum number of Fellows. There will be no limit on the number of Fellowships presented in any given year.

Posthumous awards are permissible.

Nominations

Candidates may be nominated either by existing Fellows, individual RASC members, groups of members, by a Centre (or Centres), or by the Awards or Nominating committees. Nominations shall be submitted to the Awards Committee each year by the published annual awards nomination deadline (usually December 31). Nominations approved by the Awards Committee will be submitted to the Board of Directors for consideration and final approval.

Evaluation Criteria

Successful nominations will document the candidates' contributions and service to the Society by:

- Outlining and/or describing the various works done, projects undertaken, roles filled, etc. by the candidate,
- Indicating when (dates and date ranges) this work was done over the required number of years and describing how it has impacted the Society, and by
- Describing how the work supported the RASC's objectives, mission, and vision.
- Awardees will be presented with a certificate, a wall plaque, and will be recognized on the RASC website. Successful nominations to Fellow will be published in JRASC and/or other RASC publications as appropriate. Fellowship recipients will be entitled to use the post-nominal of FRASC.

A Fellowship and the use of its associated post-nominal is a life-long benefit; it is not contingent on continued membership.

Ken Chilton Prize

This prize is named after the late Kenneth E. Chilton of the Hamilton Centre (1939-1976). He was active in the Hamilton Centre for over 10 years and received a National Service Award in 1976.

The prize is awarded annually to an amateur astronomer resident in Canada, in recognition of a significant piece of astronomical work carried out or published recently. Any member of a Centre may submit nominations for the prize. Nominations should reach National Office by December 31st.

President's Award

Established in 2008, this award is to be given at the President's discretion, usually once a year, to a member who has made an important contribution to the Society, and to be presented by the President either at the General Assembly or during a visit by the President to the home Centre of the recipient.

Qilak Award / Prix Qilak

Qilak is the Inuit word that means the entire sky: the celestial sphere and all that it contains, the Sun, the Moon, and the stars.

Establishment of the Awards

Established in 2011, these Awards are given, one by each of the sponsoring organizations, with a common purpose and evaluation criteria. The sponsoring organizations of the Awards are CASCA, FAAQ and the RASC.

Purpose

The Qilak Award / Prix Qilak is intended to recognize individual Canadian residents, or teams of residents, who have made an outstanding contribution, during a particular time period, either to the public understanding and appreciation of astronomy in Canada, or to informal astronomy education in Canada, and to promote such activities among the members of the sponsoring organizations.

The awards do not recognize achievement in formal astronomy education or achievement by a person or team of persons in the performance of their regular duties in their job or profession.

These guidelines are meant to foster cooperation among the sponsoring organizations. It is recognized that, if one or more of the sponsoring organizations withdraws their support or participation, the national scope of the Award is lost. It is acknowledged that the sponsoring organizations may initiate other awards or other recognition for similar achievement within their own organizations as well as participating in these national Awards.

Eligibility

A nominee or a team of nominees must be a member or members of one of the sponsoring organizations. This can include a broad range of individuals, including graduate students, involved in activities or other pursuits that advance public and/or student understanding and appreciation of astronomy. Nominees must have made the contributions being recognized while working in Canada. Current CASCA EPO committee members are not eligible. Nominations received for the current year's competitions remain under consideration for the following year.

Each of the three sponsoring organizations will offer not more than one Award each year. If no nominee is deemed worthy, a sponsoring organization may withhold its Award in a given year.

Nominations

Nominations are solicited from anyone familiar with, or knowledgeable of, the nominee's or nominees' achievements. A letter of nomination should highlight how the nominee or team of nominees have distinguished themselves in this endeavour and/or cite exceptional

achievement. A nomination should originate from more than one individual. Normally, it is anticipated that nominations will come from the sponsoring organizations, such as an RASC Centre, an FAAQ club, or an awards committee. Letters of nomination and any supporting materials must be received by the appropriate sponsoring organization by the end of December of each year. Send RASC nominations Awards Committee.

Evaluation Criteria

Each sponsoring organization will select a winner for its own Award separately, through its own organization and procedures, but according to common principles and evaluation criteria. The common evaluation criteria is: The Award recognizes the individual or team of individuals from each sponsoring organization who contributed the most to astronomy outreach in the past year, either as part of a continuing project or as part of a separate event or sequence of events, either on a local or a national scale, but not as part of their regular job-related or professional work.

Establishment of a Task Group

There will be a task group responsible for the national aspects of the Awards, composed of one member appointed by each of the sponsoring organizations. The task group will function on a collegial basis and proceed by consensus. Each member of the task group will be responsible for:

- sharing with the task group the details of the winning nomination as determined by the sponsoring organization which they represent, and
- any other information from their sponsoring organization that is relevant to the Awards.
- advocating for the national character of the Awards both within the task group and within the organizational structure of the sponsoring organization which they represent.
- informing the sponsoring organization which they represent, in an appropriate way and within the appropriate time frame, of the deliberations of the task group.

The task group may coordinate a public announcement on behalf of all sponsoring organizations. The task group will encourage nominations each year in the fall.

Design and Presentation of the Award

An appropriate certificate will be designed under the direction of the first task group. The name of each sponsoring organization will be included equally in the design of the certificate. A sufficient quantity of the Award certificates will be produced to maintain the basic continuity of the Award for a long time. 99 certificates is the suggested number. Expenses associated with the development, production and maintenance of the certificates will be shared equally by the sponsoring organizations

Each sponsoring organization will:

- retain an appropriate share of the supply of certificates.
- communicate with the winner of the relevant Award and, if the Award is accepted, present the Award in such manner as the sponsoring organization may from time to time determine.
- present the relevant Award at their annual meeting or other appropriate venue.
- announce the winners of the Awards of the other sponsoring organizations at an appropriate time.

This is the essence of the national character of the Awards. For instance, the winners of these Awards from all three sponsoring organizations should be included in a list of all other award winners that is published by each of the sponsoring organizations separately. Each sponsoring organization may offer such further recognition as they may from time to time determine, and will also cover the cost of such further recognition on their own.

Service Award

As a volunteer-driven organization the RASC relies heavily upon the talents and contributions of its members to deliver programs and services. The Service Award was instituted in 1959 to recognize the contributions of members who, at either the National or Centre levels, have made a significant contribution to the life and vitality of the Society. The award is a bronze medallion engraved with the winner's name and year of presentation.

The Service Award is a major award of the Society given to a member in recognition of outstanding service, rendered over an extended period of time, where such service has had a major impact on the work of the Society and/or of a Centre of the Society. The Award is given only by resolution of the Board of Directors, on recommendation of the Awards Committee. The Award shall be presented at the Society's General Assembly. The recipient will be offered reimbursement for two nights' accommodation and up to two banquet tickets, if he or she travels to the GA to receive the award.

Eligibility

To be eligible for the Award, a recipient must:

- Be a member in good standing (a Service Award may be made posthumously to a member who would otherwise have been eligible);
- Have rendered substantial service of a well-defined nature to the Society and/or a Centre over a period of at least ten years, or more. Such service should have had a major, constructive impact and would involve a very substantial and continued commitment on the part of the nominee; and
- Not have received a Service Award before.

Simon Newcomb Award

The Simon Newcomb Award is intended to encourage members of the Royal Astronomical Society of Canada to create and publish a work on the topic of astronomy for the Society or the general public, and to recognize the best published works through an annual award.

Background

The award is named in honour of the astronomer Simon Newcomb (1835-1909) who was born in Nova Scotia and later served for twenty years as Superintendent of the American Ephemeris and Nautical Almanac Office at the United States Naval Observatory in Washington. For more detail see this article in Science magazine, W.W. Campbell's biographical memoir of Newcomb, and Newcomb's Reminiscences. The award was created in 1978 by the National Council of the RASC on the initiative of the RASC Halifax Centre.

Who is Eligible?

Any member of the Society is eligible for the award. Nominations may be submitted by another member, a group of members, or an RASC Centre.

What Creative Work is Eligible?

An eligible entry should be a recently published work such as a piece of writing, script, screenplay, film, video, television program, audio recording, podcast or other media with an astronomical theme. This could be one of: a book or a portion of a book; an article in the Journal of the RASC, a Centre newsletter, or another RASC publication; an article in a commercially published magazine; and so on. A series of articles or a history of exemplary writing would also be considered eligible.

Judging

The Awards Committee will judge nominations according to several criteria, including: originality, literary merit, scientific accuracy, educational value, and promotion of the Society's objectives. The Committee is not bound to make an award in a given year if the nominated works do not meet a suitable combination of these criteria.

Submission of Nominations

Letters of nomination must include: (a) the name and address of the nominator; (b) the name, address, and RASC Centre affiliation of the nominee (if attached to a Centre); (c) the title(s) of the author's work(s) to be considered for distinction; (d) full publication details; and (e) a statement establishing the suitability of the author's writing. The nominator may be requested to supply a good copy of the nominated work if it is not known to the members of the Awards Committee or not readily available.

The nominator may be requested to supply a good copy of the nominated work if it is not known to the members of the Awards Committee or not readily available.

Policy C2: Constitution Committee

Amended: 2019 April 4

Purpose

The Constitution Committee manages changes to the Society's constitution (By-Laws and Policy) and makes recommendations to the Board to improve governance and ensure the long-term growth and sustainability of the Society. It also advises on proposed changes to Centre constitutions.

Accountability

The committee is accountable to the Board and the chairperson is appointed annually by the Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- identify desirable changes and gaps in the Society's Constitution and to report findings with appropriate recommendations to the Board, within the context of legislation and best governance practices;
- ensure that the Society engages in constitutional review and development;
- research other organizations to determine constitutional trends and best practices; and
- work with the Board and its committees to support the development of consistently relevant constitutional terms

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Director, and up to seven additional Society members, plus the Society President *ex officio*.

Chair

The chair shall be the Society's 1st Vice-President.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair or at least two times per year.

Policy C3: Education & Public Outreach Committee

Purpose

The Education & Public Outreach Committee's purpose is to oversee, in accordance with the policies determined by the Board, the activities of the Society in the field of education for RASC members, Centres, and the public. The committee recommends and develops methodologies and tools of an educational nature to promote knowledge and understanding of astronomy in general and Canadian astronomy in particular.

Accountability

The committee is accountable to the Board and reports directly to the Board a minimum of two times a year, or as required. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- identify national, regional, and provincial concerns relative to the teaching of astronomy in Canada, at the elementary, intermediate, secondary, and post-secondary level
- act as a liaison between the Society and governments, federal and provincial, on matters affecting science and astronomy education in Canada
- promote a good relationship between the Society and teachers, by promoting and fostering better lines of communication and interaction
- collect, synthesize, and disseminate information of an educational nature to members and the public across Canada
- encourage and foster the promotion and learning of astronomy in Canada
- recommend the development of educational tools

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Director, and up to nine additional Society members, plus the Society President *ex officio*.

Chair

The chairperson shall be appointed annually by the Board.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair or at least two times per year.

Policy C4: Finance Committee

Amended 2022 September 20

Purpose

The Finance Committee reviews the Society's annual financial statements before they are submitted to the Board to ensure appropriate financial disclosure. The committee undertakes the implementation of adequate control structures and procedures and reports thereon to the Board on a regular basis.

Accountability

The committee is accountable to the Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- ensure that adequate records of the assets, liabilities, receipts, and disbursements are maintained
- review the annual financial statements with auditors
- review the auditors' report on the annual financial statements and related issues, including accounting practices and financial controls
- recommend the annual financial statements, and the appointment of auditors and their fees for approval by the Board
- review the reasonableness of estimates included in financial statements
- review the adequacy of disclosure of major transactions and issues
- assess the adequacy of the systems of internal control
- review financial policies to ensure compliance
- review the budget for submission to the Board
- recommend financial policies including long-term financial and investment policies, administration of funds, changes in fees and financial reports
- report to the Board quarterly on the financial aspects of the Society

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of the Society President, Treasurer, 1st Vice-President, and 2nd Vice-President. Whereas previously one additional member could be added it was agreed by the Board in BOD22-12-06 to add up to three other members to the Finance Committee.

Chair

The chairperson shall be the Society Treasurer.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair, or at least four times per year.

Policy C5: History Committee

Purpose

The History Committee's purpose is to foster preservation and interpretation of the history of the Society and its role in the development of astronomy. The committee is responsible for maintaining records and artifacts of the Society's history, making them accessible, encouraging their use, and aiding the Society to responsibly and imaginatively incorporate Canadian astronomical history and heritage in its programs.

Accountability

The committee is accountable to the Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- maintain the historical records of the Society and make them available to the membership, as well as anyone with a demonstrable interest in using the Society's collections (subject to rules to be established by the committee);
- administer the Society's collection of books, documents, images, specimens, artifacts, and instruments in manuscript, print, electronic, and other media, and ensure that they are adequately stored, catalogued, and preserved;
- work in partnership with the Information Technology Committee to ensure the digitization and electronic accessibility of publications and documents generated by the Society's activities;
- promote and encourage the study and awareness of the history of astronomy in Canada.
- work cooperatively with national and international bodies to further the preservation, use, awareness of, and accessibility to the artifacts and sites of Canadian and world astronomical history and heritage.

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Director, and up to eleven additional Society members, plus the Society President *ex officio*.

Chair

The chairperson shall be appointed annually by the Board.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair or at least two times per year.

Policy C6: Information Technology Committee

Purpose

The Information Technology Committee advises the Board and staff on current and future information-technology related issues. It assists the Board in governing and overseeing the RASC's information-technology-related matters.

Accountability

The committee is accountable to the Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- Review and measure information-technology performance to determine present and future requirements and resources;
- align information technology with the RASC's strategic marketing plans and administrative and financial needs, identifying innovative solutions to overcome barriers to effective and accelerated adoption;
- alignment of information technology with all committee objectives; and
- deliver value by information technology through service, efficiency, and organizational performance:
 - assessing information technology needs and resources;
 - identifying, evaluating, and managing relevant risk areas including: disaster recovery and planning; data security; financial risk; reputational risk; compliance with privacy laws and standards; and
 - Implementing project/system tracking of budgets, timelines, and other procedures and products.

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Director, and up to twelve additional Society members with IT skills and experience, plus the Society President *ex officio*.

Chair

The chairperson shall be appointed annually by the Board.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair, or at least four times per year.

Policy C7: Light-Pollution Abatement Committee

Purpose

The Light-Pollution Abatement Committee helps to co-ordinate and expand the RASC's efforts to fight the detrimental effects of light pollution on human health, the environment, and the night sky, while helping to encourage energy conservation.

Accountability

The committee is accountable to the Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- maintain extensive resources on light-pollution initiatives in Canada on Web-based media, including but not limited to the RASC Website, Twitter, and Facebook;
- act as the RASC's liaison with the International Dark-Sky Association and other light-pollution groups around the world;
- administer the RASC's LPA Certificate of Merit program to recognize and promote initiatives that reduce light pollution across Canada;
- conduct research on current light-pollution levels; and
- encourage the sharing of strategies and techniques to effectively engage individuals, companies, and municipalities in adopting effective measures to reduce light pollution.

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Director, and up to nine additional Society members, plus the Society President *ex officio*.

Chair

The chairperson shall be appointed annually by the Board.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair, or at least two times per year.

Policy C8: Nominating Committee

Purpose

The Nominating Committee's mandate is to ensure that elections to the Board are conducted in accordance with the Society's By-Law, to undertake, organize, and execute the annual Board elections, and to consider other matters related to the nomination of candidates. The role of the committee is to present a list of volunteers willing to serve in soon-to-be vacant Board positions prior to the General Assembly.

Accountability

The committee is accountable to the RASC Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- prepare a list of one or more candidates for each elected office for which an election must be held. This list shall be presented to the National Secretary of the Society at least sixty days before the General Assembly;
- prepare a list of one or more candidates for each appointed office for which an appointment must be made. It shall present such a list to the Board at any meeting of the Board as soon as is practical after the vacancy or impending vacancy becomes known. By ordinary resolution, the Board shall appoint an eligible member of the Society to each such office;
- from time to time make nominations to the Board for Honorary Membership in the Society, supporting every nomination with a written statement, citing the nominee's noteworthy contributions to astronomy, and
- carry out such other duties as may be prescribed by the Board.

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Director, and up to four additional Society members, plus the Society President *ex officio*.

Chair

The chairperson shall be the Society 2nd Vice-President.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair, or at least two times per year.

Policy C9: Observing Committee

Amended: 2017 June 5

Purpose

The Observing Committee provides resources and programs designed to help astronomical observers get the most out of their observing experiences and helps to coordinate observing efforts and special projects across the country.

Accountability

The committee is accountable to the Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- maintain and develop the Observing Certificate program which awards certificates in recognition of the successful completion of the Society's structured observing programs;
- maintain individual Observing Sections where information on specific aspects of astronomy (comets, variable stars, asteroids, and other astronomical phenomena) is presented;
- develop, promote, and administer observing programs of the Society;
- make available and co-ordinate the distribution of observing resources to Centres and members;
- co-ordinate its activities with the Membership and Development Committee, the Editorial Board, the Society's editors, and any other committee or group of the Society; and
- carry out such other duties as may be prescribed by the Board

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Director, and up to fourteen additional Society members, plus the Society President *ex officio*.

Chair

The chairperson shall be appointed annually by the Board.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair, or at least two times per year.

Policy C10: Editorial Board

Effective: 2020 October 24

Mandate

Since 1907 the RASC has been actively involved in promoting and advancing astronomy through periodical publications and books. The world-renowned *Observer's Handbook* is the world's most comprehensive and authoritative astronomical almanac and observing guide. The *Journal* of the RASC is a bi-monthly magazine that published timely and interesting columns and articles of interest to the amateur community. Since 2015 the RASC has been the owner and publisher of *SkyNews*, Canada's leading source of authoritative and engaging print and digital content about the universe and our place in it, and a brand for the media arm of the RASC.

We also publish an annual *Observer's Calendar* and *Skyways*, a curriculum-based teacher's guide, and occasionally produce books and other print and digital content. The Editorial Board is responsible for all aspects of the Society's publications including their editorial content, financial arrangements and marketing and sales efforts. To find out more about each publication you can refer to the main publications page.

Editorial Board Definition

The RASC Editorial Board shall consist of a Chairperson designated by the Board, the editors of *SkyNews*, *JRASC*, and the *Observer's Handbook*, the President of the Society, and up to three others drawn from either the membership or from outside the Society to add additional publication knowledge and capacity. The Executive Director and staff members designated by the Board can also serve on the Editorial Board in a non-voting capacity.

The Editorial Board shall:

- 1) Develop the editorial strategy for the publications of the Society, and work with the RASC Communications and Marketing Team to present a consistent, common, and comprehensive communications brand:
 - a) Clearly delineate the roles of each publication and ensure that articles, photos and other content pieces are being assigned and/or shared between them appropriately.
 - b) Provide oversight of the combined publications queue of the Society.
 - c) Suggest articles and other content for *SkyNews*, and *JRASC*.
 - d) Review content of *SkyNews*, *JRASC* and other publications and suggest improvements.
 - e) Set future directions for *SkyNews* and *JRASC* including theme issues, recurrent features and coordinated themes across our diverse publications.
 - f) Help recruit and select editors, guest editors, columnists, and contributors for all publications, including the development of succession plans for key roles, and mentoring/grooming of junior editors to assume more senior positions in the organization.
 - g) Solicit proposals for additional publications, such as books on timely topics.
 - h) Review any proposals received, whether solicited or not, for quality, their role in the Society's communications strategy, and financial merits including potential demand, and recommend to the Board whether or not to add them to our publication queue.
 - i) Address matters of copyright in consultation with legal counsel.

- 2) Determine the editorial policies of the publications of the Society other than those of the Centres;
- 3) advise and assist the editors of the Society's publications respecting the discharge of their duties;
- 4) and have such other duties as may be prescribed by the Board.

Contact Information

To reach the Editorial Board you may email the Chair.

Policy C11: National Council Terms of Reference

Revised: 2015 Oct 25

Purpose

The National Council is made up of Centre representatives appointed to the position of National Council Representative by their respective Centres. Its role is to advise the Society's Board and Committees in matters of interest to Centres and the Society in general and to help facilitate the Society's goals and mission. These Terms of Reference shall be interpreted in accordance with Section 8 of the Society's By-Law #1.

Accountability

The National Council is accountable to the Board and the membership of the Society as a whole. The National Council will supply copies of its plans, minutes, reports, and other documents to the Board upon request.

Authority

The National Council acts in advisory capacity, keeping the Board informed of trends and suggesting practices, policies, and programs. In addition to receiving regular reports from the Board and permanent committees, the National Council can also request specific reports, analysis, or initiatives that shall be taken under advisement by the Board. In an instance where the Board does not act upon a request from the National Council for financial, statutory, or other reasons, a notice shall be provided to the National Council by the National Secretary setting out the rationale for the Board's decision. For further clarity, it should be noted that, as a consultative and advisory body, the National Council cannot bind the Board to any of its recommendations or decisions.

Staff Support

Staff provides support to the National Council through full professional and administrative services at the discretion of the Executive Director.

Membership

For the purposes of this section, the term "Centre" shall be considered as including National members as if they were, collectively, a Centre of the Society.

Membership in the National Council shall be made up of National Council Representatives who will be appointed or elected by Centres of the Society in accordance with a method of their choosing. Each Centre is entitled to one National Council Representative for each 200 members or part thereof. In addition, chairs of Permanent Committees, Editors of the Journal, *Observer's Calendar* and the *Observer's Handbook*, the immediate Past President, and the Honorary President are all appointed members of the National Council.

The number of National Council Representatives to which a Centre is entitled during a year shall be determined from the number of members of the Centre as of the end of the previous year (including any members whose memberships expire in December), according to the membership records of the Society.

Co-Chairs

One co-Chair shall be the Society President and the other shall be elected annually from within the membership of the National Council at the first meeting of the National Council following the Annual General Meeting of the Society. The co-Chairs will:

- Preside over meetings of the National Council;

- Be the liaison and spokesperson for the National Council when dealing with the Society's Board and staff;
- Convene additional meetings of the National Council by teleconference throughout the year; and
- Have such other duties as determined by the National Council.

Council Recorder

The Council Recorder will be responsible for the recording of minutes of National Council meetings, the collection and distribution of reports to the National Council, and the distribution of minutes to the National Council and the Board of Directors.

Terms of Office

The co-Chair and Recorder are each elected to a one-year term, regardless of whether their respective membership in the Council expires before the end of that term.

Frequency of Meetings

The National Council shall meet at least four times per year, including at least one face-to-face meeting at the Society General Assembly, plus teleconference meetings at the call of the Co-chairs.

Reports to the National Council

The Society's Board, as well as its Permanent Committees, working groups and task forces, shall each prepare an annual report for the consideration of the National Council. Such reports shall be provided to the National Council before the date of the issuance of the Society's Annual Report. The National Council may also request special reports from the Board at any time. Such reports will be provided at the discretion of the Board.

Meetings

The National Council will hold and conduct one in-person meeting at the General Assembly that is separate from the meeting of the Board. The chair of the National Council meeting will be elected at the time of the meeting by those National Council Representatives present at the meeting.

Outside of the General Assembly, the National Council will meet informally throughout the year, to deal with specific issues referred to it by the Board and other committees and for discussion purposes at the discretion of the National Council Co-Chairs.

Joint Meeting with Board

The National Council will also participate in one advisory and consultative in-person meeting jointly with the Board at the General Assembly.

Financial Support

The Society will fund allowable travel expenses, as outlined in the National Council Travel Policy G21.

The Society will also fund 100% of the cost of providing teleconference or Web conferencing services as needed to facilitate the work of the National Council.

National Council Membership

Membership in the National Council shall be published on the Society's Website. See www.rasc.ca/council/membership.

National Council Representative Responsibilities

NAC Representatives are expected to actively participate in the NAC and provide constructive and practical advice. Further information is available on the Society's Website at www.rasc.ca/council/quickref.

Policy C12: Astroimaging Committee

Purpose

The Astroimaging Committee's mandate is to encourage and develop the techniques of astroimaging among members of the RASC.

Accountability

The committee is accountable to the Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- Establish, develop, and maintain an Astroimaging Certificate program, which awards certificates in recognition of the successful completion of the Society's structured requirements;
- Encourage and promote astroimaging techniques and practice within the Society;
- Carry out such other duties as may be prescribed by the Board.

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee will consist of at least one Board member and four other Society members, plus the Society President (ex-officio); maximum of 15 members.

Chair

The chairperson shall be appointed annually by the Board.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair.

Policy C13: Fundraising Committee

Purpose

The Fundraising Committee's responsibility is to handle all aspects of corporate and event fundraising for the Society on a national level and to ensure relationships with sponsors and donors are maintained.

Accountability

The committee is accountable to the RASC Board. The committee will supply copies of its plans, minutes, reports, and other documents to the Board upon request. The committee will provide an annual report to the National Council.

Authority

The committee has the authority to:

- Approach individuals and corporations on behalf of the Society in order to solicit donations and/or gifts on a one-time or regular basis;
- Maintain relationships with donor individuals and corporations on behalf of the Society;
- Carry out such other duties as may be prescribed by the Board.

Staff Support

Staff provides support to the committee through full professional and administrative services at the discretion of the Executive Director.

Committee Membership

The committee is appointed by the Board. The committee will consist of at least one Director, at least one other Society member, the Executive Director, plus the Society President *ex officio*; maximum of ten members.

Chair

The chairperson shall be appointed by the Board on an annual basis.

Term of Appointment

Members will be appointed annually by the Board.

Frequency of Meetings

At the call of the chair, or at least six times per year.

Board of Directors

Policies with the “B” prefix in the following section apply principally to members of the Society’s Board of Directors and are grouped together for ease of reference, however, these policies must be read in conjunction with the overall policies of the Society and the Governing Documents outlined on Page 1.

Policy B1: Board of Directors Terms of Reference

Adopted: 2013 June 30
Amended: 2020 March 7
Amended: 2022 August 17

Membership

The Board shall be made up of **nine** members.

Election and Appointments Process

Board Members are elected to the Board of the Society in accordance with the Society's By-Law #No. 1 and the Policy G9: Nomination and Election of Directors. A minimum of three directors shall be elected at each Annual General Meeting. Board Members may be appointed should a seat become vacant in accordance with Policy B7.

Terms of Office

Each director shall be elected to a term of office of three years, except where the director is elected to fill the unexpired portion of the term of a director who for any reason has left the Board before the expiry of that director's term. A person may be elected to any number of successive terms of office as a director.

Committees of the Board

Board committees are created to do Board work and should never interfere with delegation from Board to Executive Director.

- a) Board committees will be used sparingly and ordinarily in an *ad hoc* capacity.
- b) Board committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
- c) Board committees may not speak or act for the Board, except when formally given such authority. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
- d) Board committees cannot exercise authority over staff.

Appointment of Officers

At a meeting immediately after the Annual General Meeting, the Board shall appoint from among its members the Officers of the Society:

- President
- 1st Vice-President
- 2nd Vice-President
- Secretary
- Treasurer

As provided in section 9.7 of By-Law No. 1, the Board may appoint officers on an annual or more frequent basis.

Policy B2: Officers' Responsibilities

Adopted: 2013 June 30

Amended: 2015 October 25

Preamble

The Board will maintain the number of Officers required by the Society's By-Law.

Society President

The President assures the integrity and fulfilment of the Board's process and is Chair of the Board. The President assures that the Board conducts business consistent with its own rules.

- The President will assure that deliberations will be fair, open, thorough, timely, orderly, and to the point.
- The President is empowered to chair Board meetings and exercise the commonly accepted power of that position.
- The President has the authority to supervise or direct the Executive Director on behalf of the Board.
- The President may represent the Board to outside parties in announcing Board-stated positions.

The **President** is responsible for insuring good Board practices, including the effectiveness of meetings and adherence to By-Law and other Board rules. The President will ensure that Board members are aware of their duties and will set these out as required in policies that are directed to the work of the Board itself. The President will be an *ex officio* member of all committees. In the event that the President must be absent from a Board meeting, temporary chairing duties may be assumed by the **1st Vice-President**, or the **2nd Vice-President** in the 1st Vice-President's absence, or rotated to other Board members.

1st Vice-President (Publications)

The **1st Vice-President (Publications)** will be Chair of the Publications Committee and act as the Board Representative on the Constitution Committee.

2nd Vice-President (Nominating)

The **2nd Vice-President (Nominating)** will act as a representative on the Membership and Development Committee, and chair the Nominating Committee.

National Secretary

The **National Secretary** will be responsible for documenting the work of the Board. This includes the recording of minutes or notes of meetings, the recording of Board policies, maintaining a list of current Board members, issuing notices of meetings, Board correspondence, and the updating and storage of the Society's Minutes. The Executive Director and the National Secretary are responsible for the submission of legal documents and reports to Corporations Canada.

Treasurer

The **Treasurer** is responsible for ensuring that the Board understands the financial affairs and resources of the organization. The Treasurer's role should not add to or reduce the accountability of the Executive Director for the financial management of the organization, including its adherence to budget.

Policy B3: Statutory Requirements

Adopted: 2013 June 30

Amended:

Changes of Directors

The Executive Director or the National Secretary must file Form 4006 – Changes Regarding Directors with Corporations Canada within 15 days of the change.

Director's and Officer's Insurance

The Society will maintain suitable Director's and Officer's insurance.

Standard of Care

Directors and officers are required to exercise at least the level of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. They are also required to act honestly, in good faith, and in the best interests of the corporation, rather than in their own personal interest. This is known as an objective standard of care. In other words, when a court must determine whether a director or officer has breached his or her duty to the corporation, it will test the person's actions against those of a reasonably prudent person.

In meeting this duty, directors and officers may rely in good faith on reports prepared by professionals. Directors (but not officers) may also rely on the corporation's financial statements prepared by the corporation's public accountant.

Qualifications of Directors

A Director must meet all of the following qualifications:

- be at least 18 years old;
- not have been declared incapable by a court in Canada or in another country;
- be an individual (i.e. a corporation cannot be a Director); and
- not be in bankrupt status.

[Note: The Canada Not-for-Profit Corporations Act 2011 (CNCA) contains several other provisions that deal with Directors' qualifications. For example, although the Act does not require a director to be a member of the corporation, it allows the by-laws to provide otherwise. In the case of a soliciting corporation, the Act provides that at least two Directors must not be officers or employees of the corporation or its affiliates. Another provision of the Act states that, if a corporation's by-laws contain additional qualification requirements for directors, (e.g. that each Director must be a member of the corporation) these requirements must be met.]

Duty to Comply

Directors and officers are required to comply with the CNCA and its regulations, the articles, and the By-Laws. Directors are also subject to additional duties under the CNCA. For example, Directors are required to remain informed about the corporation's activities and to ensure the lawfulness of the articles and the purpose of the corporation.

Policy B4: Board of Directors Job Description

Adopted: 2013 June 30

Amended:

Accountability

The Board of Directors is collectively accountable to the RASC members, funders, and other stakeholders. The Directors are accountable for the RASC's performance in relation to its mission and vision and its strategic objectives, and for the effective stewardship of financial and human resources.

Authority

Individual Board members have no authority to approve actions by the Society, to direct staff, or to speak on behalf of the Society, unless given such authority by the Board.

Responsibility

Board members are responsible for acting in the best long-term interests of the organization and its community, and will bring to the task of informed decision making a broad knowledge and an inclusive perspective.

General Duties

Every member of the Board is expected to do the following:

- Prepare for and attend Board meetings
- Work as a team member and support Board decisions
- Participate in the review of the Society's mission, vision, and objectives and the development of a strategic plan
- Monitor the performance of the organization in relation to objectives and core values
- Approve the budget and monitor financial performance in relation to it
- Abide by the By-Law, code of conduct, and other polices that apply to the Board
- Establish, review, and monitor polices that guide core operational practices (e.g. financial management, human resource management)
- Participate in hiring and releasing the Executive Director
- Participate in the evaluation of the Executive Director
- Participate in the recruitment of new Board members
- Participate in the evaluation of the Board itself
- Participate in committee work
- Attend and participate in the General Assembly
- Keep informed about issues relevant to the mission, vision, and objectives of the RASC

Qualifications

The following are considered key job qualifications:

- Knowledge of astronomy and the community
- Commitment to the organization's mission, vision, and strategic directions
- A commitment of time
- Openness to learning

The Board will monitor and discuss the Board's process and performance at each meeting.

In governing, the Board will fulfil its legal responsibilities of:

1. the Duty of Obedience that requires Board members to be faithful to the mission and vision of the RASC in its policies and actions;
2. the Duty of Care that requires that in fulfilment of his/her duties, a Board member owes the RASC the care that an ordinarily prudent person would exercise in a like position and under similar circumstances; and
3. the Duty of Loyalty that requires Board members to act with honesty and good faith in what they reasonably believe to be in the best interests of the RASC.

More information can be found in the Primer for Directors of Not-for-Profit Corporations at

[www.ic.gc.ca/eic/site/cilp-pdci.nsf/vwapj/Primer_en.pdf/\\$FILE/Primer_en.pdf](http://www.ic.gc.ca/eic/site/cilp-pdci.nsf/vwapj/Primer_en.pdf/$FILE/Primer_en.pdf)

Evaluation

The performance of Directors is evaluated annually in the context of the evaluation of the Board and is based on the fulfilment of their duties and responsibilities as outlined above.

Policy B5: Liability and Risk Management

Adopted: 2013 June 30

Liability of Directors

As a general rule, Directors are not personally liable for the contracts of, or the actions or omissions of, the corporation that they serve because a corporation is considered to be a separate legal person at law. The liability protection afforded to Directors as a result of incorporation is often referred to as the “corporate veil.”

However, there are exceptions to this general rule and there are many instances of Directors’ liability at common law, under federal and provincial statutes, and under the Civil Code of Québec. Directors of non-for-profit corporations should be aware of these exceptions.

In the Primer referenced above, there is detailed information under the following headings and a Liability Checklist:

- Liability and contracts (this relates to situations where Directors enter into a contract without proper authorization or on behalf of a non-existent corporation.)
- Liability in tort (this relates to situations where Directors’ own actions are tortious.)
- Liability for breach of fiduciary duty (this is discussed in detail in Chapter 2).
- Liability for breach of trustee duties (this relates to situations where the corporation is a charity or Directors deal with assets that are impressed with a trust).
- Common-law liabilities (this relates to Directors acting without proper corporate authority).
- Statutory liabilities (this relates to the numerous obligations imposed on Directors under federal and provincial legislation).

Risk Management

Risk management consists of fully understanding potential hazards and, having considered all of the relevant factors, of acting in accordance with sound judgement. Successful risk management for a Director means that there has been no act upon which an opponent can productively launch an attack.

Risk can be defined as the possibility that something harmful or undesirable may happen. In their work, Directors of not-for-profit corporations potentially face two distinct harmful or undesirable happenings:

1. that something will occur that adversely affects the corporation;
2. that they will be sued or otherwise held to account for a detrimental occurrence arising from their action or inaction.

None of the various protections available to Directors—due diligence, indemnification by the corporation, statutory provisions and insurance—are intended to provide an absolute protection against wrongdoing. However, they are meant to provide some latitude for honest mistakes, without unduly endangering the corporation.

Risk assessment is a key part of any Director’s job, so it is perhaps appropriate that one of the first things a prospective Director should do is assess whether there are sufficient protections available to make him or her comfortable in serving on the Board of a particular not-for-profit corporation. The information set out below should be helpful in making that determination.

Exposure

Liability risks for Directors of not-for-profit corporations can arise by statute and at common law. A Director can be held personally liable for his or her own actions or inaction – jointly (together with one or more of the other Directors) and severally (individually).

Due Diligence

As part of their fiduciary duty, Directors of not-for-profit corporations have an obligation to exercise due diligence in overseeing and managing the operations of the corporation. This includes, for instance, attending Board of Directors' meetings, supervising the operations of the corporation, monitoring compliance with the By-Law, and ensuring that resolutions adopted by the Board are based upon informed decisions of the Directors.

Due diligence also means that Directors must be familiar with all aspects of the corporation. For this reason, Directors should avoid missing Board of Directors' meetings, if at all possible. If a Director cannot be present at a Board meeting, they should arrange to review the meeting minutes and any financial statements or reports presented. If a matter is not clear to the Director, he or she should follow up with appropriate questions at the next Board meeting.

Indemnification

Indemnification is an agreement by the corporation to cover the cost of, or compensate Directors for, losses or damages caused by lawsuits based on the Director's actions or inaction in his or her capacity as a Director. The undertaking to pay these costs must be set out in the corporate By-Law. Indemnification usually includes coverage for the cost of defending legal actions. Coverage may or may not extend to situations where the action is successful and the Director is culpable; however, normally, indemnification will not apply in situations where the act is illegal.

The Canadian Not-For-Profit Corporations Act permits a not-for-profit corporation to adopt a by-law indemnifying the Directors and officers of the corporation against all costs relating to any action or legal proceeding that arises from the execution of their duties of office.

This does not apply to legal action that results from Directors' or officers' own wilful neglect or default. It is advantageous and advisable to adopt an indemnification by-law. However, such a by-law would be of little help in situations where:

- the corporation does not have sufficient assets or insurance coverage to meet the financial obligations of the indemnity;
- a Director's or officer's acts were beyond the scope of his or her authority as a director, or a Director acted without good faith or acted dishonestly;
- a Director's or officer's actions or inaction constitute wilful neglect or default;
- a Director's or officer's actions or inaction constitute a breach of his or her own fiduciary obligations to the corporation, even if this did not amount to wilful neglect or default;
- a Director or officer is held personally liable for statutory monetary payments, such as unpaid wages or government deductions; or
- a Director or officer is involved in a Criminal Code offence, such as sexual abuse against children or violation of provisions of the Anti-terrorism Act (Canada).

Insurance

The RASC holds Directors and Officers liability insurance. The general liability

insurance policy of a not-for-profit corporation provides only limited protection to Directors or officers against any alleged wrongful acts. This type of policy, which is

carried by the RASC, protects against claims arising in the context of the organization's operations.

The Directors and Officers liability policy protects against claims arising out of Board decisions or omissions, or out of actions or activities performed directly under the auspices of the Board of Directors. Where Directors and officers act as trustees, claims arising from that aspect of their work are not covered by standard Directors and Officers liability insurance. A "fiduciary liability" policy is required to protect against these types of claims.

Directors and Officers liability insurance complements the general liability insurance coverage of the RASC.

The Directors and Officers liability policy insures against risks that are not covered under the general liability insurance policy, but does not cover all actions against Directors and officers. Therefore, it is important for Directors to review the exclusions in the coverage and, where possible, to consider obtaining any necessary additional coverage (such as a fiduciary liability policy).

Directors and Officers liability insurance of a not-for-profit corporation will not provide coverage for actions by public authorities for breach of trust arising out of a mishandling of trust funds, improper investments, violations of the Anti-terrorism Act or other statutory violations.

More information on Risk Protection can be found in the Primer referenced above.

Policy B6: Board Accountability

Adopted: 2013 June 30

The Board has a duty to ensure that the RASC is accountable for its performance to members, funders, stakeholders, and the wider community.

Accountability to Whom

- The **members** are the group on whose behalf the Board governs. Primary accountability is to them. Members will be individuals, groups, or organizations who have an “ownership interest” in the organization.
- The RASC will also be accountable to its funders, those who have contributed money or services to support the organization’s purposes. For the purposes of this policy, funders include individual donors, corporations, foundations, and governments.
- The RASC will also demonstrate accountability to its **stakeholders**, those other individuals, groups, and organizations that support our purposes, and are affected by our success or failure in achieving those purposes, but who or which do not have an ownership or financial interest in the organization.

Accountability for What

The RASC’s external accountability practices will focus on the organization’s performance in relation to:

- Its mission, specific objectives, and/or outcomes;
- adherence to core values; and
- prudent use or stewardship of financial, human, and other resources.

In demonstrating our accountability we will endeavour to:

1. Distinguish the RASC’s external accountability to members, funders, and stakeholders from our responsibilities to staff, clients, customers, and volunteers;
2. Separate the accountability to funders for the performance of individual programs from the accountability of the organization as a whole. Program specific accountability will be a staff not a Board responsibility;
3. Make our governance structure, Board composition, meeting practices, and Board recruitment processes more transparent to members, funders, and stakeholders; and
4. Build into our accountability efforts specific measures that encourage ongoing dialogue with members, funders, and stakeholders on the direction and priorities of the organization.

Accountability by What Means

The organization will use multiple means, beyond the Annual General Meeting that is required in our By-Law, to demonstrate its commitment to external accountability including (examples only):

- Regular reporting in the *Journal*;
- Periodic reports in the *Bulletin* newsletter;
- Special reports to funders (in addition to those required for financial accountability);
- Website updates, blogs and columns;
- formal consultation meetings with Centres and other stakeholders;
- special reports to members;

- annual report;
- financial audit and published financial statements; and
- media and press releases.

Policy B7: Filling Board Vacancies

Preamble

Positions on the Board are normally filled through direct elections as outlined in the By-Law and in the Election Policy. In circumstances where a vacancy is created due to resignation or termination of a Board member, the Board is entitled to appoint an individual to serve the remaining term of the vacant position.

Candidate Selection

The Board should seek to recruit individuals for Board appointments who are committed to the mission and governing process of the RASC.

Ideal candidates will possess the following characteristics:

- enthusiasm for the Society's mission;
- a respect for the diversity of cultures, abilities, family structure, race, socio-economic status, and geography of Canada's astronomical community;
- a willingness to support the Board governing structure and ability to meet Board work expectations;
- a willingness to engage in deliberative and collegial decision-making;
- a commitment to stewardship responsibilities for permanent committees and other Society initiatives; and
- a thorough knowledge of (mission-specific) systems, organization development, change management, strategic thinking, organizational growth, or strategic RASC issues.

Appointments Process

In cases where the Board has a vacancy that needs to be filled, the following procedure should be followed:

- A vacancy should be declared and expressions of interest solicited from all members of the Society;
- Applications should be requested from interested candidates by a deadline no less than 30 days from the date that a vacancy is declared containing:
 - Letter of interest;
 - Resume or summary of experience; and
 - References to verify demonstrated competencies

In the process of determining final candidates, the Board will:

- Conduct an initial screening of letters of interest/resumes,
- Interview promising candidates;
- Invite potential candidates to a Board meeting to observe the process;
- Check for competencies;
- Discuss the qualifications of nominees and their value to the Board; and
- Provide finalists with adequate information about RASC's mission and governance for the candidate to make a knowledgeable and informed decision on their fitness for the Board

Final selection of appointed Board members will be made by a majority vote of the Board. Where more than one candidate is being considered such votes shall be conducted by secret ballot.

Linkages to Election Process

In a case where a vacancy occurs less than 120 days prior to a normally scheduled election, the Board may opt at its sole discretion to permit a vacancy to remain open until such time as a regularly scheduled election.

When considering candidates for a Board vacancy, due consideration should be given to unsuccessful candidates from a prior election, however, such candidates do not enjoy any special right to obtain a seat on the Board.

Policy B8: Board Voting Procedures

In addition to the provisions of By-Law #1, paragraph 40 - Votes to Govern at Meetings of the Board of Directors, the following will apply:

In-person meetings

Voting will generally be by a show of hands at in-person meetings. Situations may arise where a vote is required to be recorded. In such cases, the National Secretary will record each Director's vote for inclusion in the meeting minutes.

Teleconference or electronic meetings

Voting during a phone-in meeting or one conducted by electronic means will generally be done by asking for any opposition to a particular motion. If there is little or no opposition, the motion will be considered carried. Any recorded vote will be handled as per the foregoing paragraph.

Email

Voting on motions put forward between meetings may be carried out via email (or other recognized means) only if all Directors have access to those means. Email approval is suitable only for straightforward motions. Directors should feel free to say, "I vote No, because I think we should discuss it."

- Any Director may make a motion via email.
- The subject line should include the word "Motion."
- The motion will expire at the start of the next board meeting, whichever comes first.

Policy B9: Executive Director's Terms of Reference

The Executive Director shall be a regular employee of the RASC and a non-voting member of the Board of Directors, of the National Council, and of each Committee.

Responsibilities

General

- Routine oversight of Society operations, including coordination of publishing, marketing, and sales activities of the Society, maintaining and enhancing the revenue stream
- Provide supervision, general direction, and review of employees while maintaining a positive work environment in keeping with the Society's policies on harassment and conflict resolution
- Oversee the development, recruitment, and engagement of volunteers
- Lead the development, advancement, and maintenance of relationships and partnerships with external societies and institutions
- Assist the on-going development, implementation, and review of long-range plans and activities including the Strategic Plan

Board, National Council, and Membership

- Facilitate the efforts of the Permanent Committees, particularly Publications, Membership Development and Fundraising
- Communicate regularly with, and ensure all pertinent information is circulated to the Board, National Council, committees, Centres, and membership in a timely manner
- Coordinate the arrangement of, and formally report to, all National Council and Society meetings

Administration

- Establish and document operational procedures for the Society Office in keeping with the overall objectives of the Society
- Develop and maintain annual calendar of required tasks; track their fulfillment
- Ensure adequate record keeping in all areas of Society operations and ensure compliance with federal, provincial, and municipal regulations
- Ensure that all transactions and correspondence are handled in an effective and timely manner
- Ensure proper maintenance of all property and equipment owned, rented, or leased by the Society
- Maintain confidentiality of all internal matters pertaining to the Society, its staff and operations
- Ensure the Society complies fully with its own privacy policy

Finance

- Work with the Board, Finance, and other committees to develop and monitor the annual operating budget
- Authorize routine expenditures within the total budget
- Consult with the Board and Finance Committee on all major financial decisions not part of on-going programs or pre-authorized in the current budget

Promotion of Society Objectives

- Establish positive working relationships with employees, volunteers, members, the Board of Directors, committees and National Council
- Work with the Board, National Council, and committees to develop and maintain professional liaisons with the wider astronomy community in support of issues of mutual concern
- Represent the Society to the public by participating in fundraising activities and other public events undertaken by the Board and National Council, committees, Centres, and members, as appropriate and feasible

Relationship with the Board of Directors

- The Executive Director is accountable to the Board for the fulfilling the responsibilities of that job as established by the Board.
- The President has the authority to direct the Executive Director on behalf of the Board. No other member of the Board, Board Committee, or the Society has authority to direct the Executive Director or the resources assigned to the Executive Director except to the extent the Board has so authorized.
- Information or assistance may be requested by these individuals or groups, but in the absence of Board allocation, the Executive Director may refuse if a material amount of resources is required to fulfill the request.
- The Executive Director will supervise the staff. All authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the Executive Director.
- The Executive Director is authorized to establish staff policies, make decisions, take action and develop activities as long as they are consistent with a reasonable interpretation of Board policies and the current budget.
- The Board may change the Responsibilities of the Executive Director, but so long as any particular Terms of Reference are in place, the Board shall respect and support the Executive Director's choices.

Policy B10: Board of Directors Compensation

Effective: 2017 May 30

1. The Board of Directors are volunteers, who choose to serve the Society.
2. No Director of the Society may receive compensation (or charitable property) from the Society.
3. The Charities Accounting Act (Ontario, R.S.O. 1990) and possibly other legislation preclude directors from receiving remuneration. Although the Canada Not-For-Profit Corporations Act may permit reasonable remuneration of directors and officers of the corporation, and directors or officers may receive reasonable remuneration and expenses for any services to the corporation that are performed in any other capacity. However, this does not override the provisions of the Charities Accounting Act.
4. Directors may not receive remuneration from the Society directly or indirectly. This includes fee-for-service, honoraria, wages, financial awards or other forms of compensation. Directors may be reimbursed for eligible expenses, for example, valid travel expenses related to Society business, attendance at meetings including the General Assembly, out of pocket expenses to cover Society activities (e.g. postage, supplies, telephone, items to perform their duties).
5. The Executive Director is the only paid staff member who regularly attends meetings of the Board of Directors, and does not have a vote, and is not considered a Board member.
6. Staff shall ensure that only eligible expenses are reimbursed, and that no other compensation is provided to Board Directors.
7. The Society will not issue Charitable Tax Receipts to Board members who donate funds back due to inadvertently receiving an honorarium or other remuneration from the Society, as the Tax Receipt is a financial benefit.
8. Other valid donations are tax receiptable per the Canada Revenue Agency rules.

Restricted Funds

Policy R1: Legacy Fund

Effective: 2021 November 24

Purpose

This Policy describes the objective, source, use and governance of the Society's Legacy Fund.

Objective

Formerly known as the Peter Millman Endowment Fund, the Legacy Fund continues to fund the promotion and advancement of the objects of the Society.

Source of Funds

New donations to the Fund originate from the Donate Now page of the Society website. The Board of Directors may also allocate funds from General and other donations to the Fund.

Use of Funds

The Legacy Fund is to be used to finance endeavours leading to long-term growth in the ability of the Society to fulfill its objectives, to provide funds to Centres or to the Society for projects related to long term growth, and for other such purposes approved by the Society's Board of Directors.

Authorization

Any use of the Legacy Fund requires authorization of the Board of Directors.

Policy R2: Northcott Fund

Effective: 2021 November 24

Purpose

This Policy describes the funding, management and operations of the Northcott Fund.

Objective

At its inception, the Ruth Northcott Education Fund allowed for a maximum of \$10,000 annually to be allocated to special projects related to the Society's astronomical education activities and purposes, and that up to \$2,000 can be awarded for any one research project, print materials, website, workshops, presentations and special lectures. Exceptions to these guidelines require Board of Director's approval.

Use of Funds Guidelines

The fund helps to finance the annual Ruth Northcott Memorial Lecture and the following education relation purposes:

- The improvement and extension of the publications of the Society;
- The improvement and extension of the library and visual aids of the Society for the benefit of the members of the Society and the many publics served by the Society;
- The fostering of communications and interchange among the members of the Society thus enhancing members' skills and abilities;
- Assistance in providing accommodation for the Society's education and public outreach undertakings; and
- Such other purposes as would generally fall with Professor Northcott's wish to further the study of and appreciation for astronomy in Canada by all Canadians.

Authorization

Use of funds require Board of Director's approval.

Policy R3: Dorner Endowment Fund

Effective: 2021 November 24

Purpose

This Policy describes the funding, management and operations of the Society's Dorner Telescope Museum.

Background

Rudolf Dorner, the named donor, entered into an agreement with the RASC to establish a museum dedicated to telling the story of the telescope in Canada and provided funds to establish the Dorner Endowment Fund. The museum is and will continue to be known as the Dorner Telescope Museum.

Accountability

The Museum shall be managed by the Director of the Museum. The Director of the Museum shall report to the Society's President. The Director shall have the right to nominate his or her successor as Director, pending approval of the Society's Board of Directors. Should the Director be unable to perform his or her duties, the RASC Board of Directors may appoint a new Director.

Operation of the Museum

The Museum's development, expansion and operation will be supervised by the Director of the Museum. The Museum shall be open to the public, free of charge, and subject to all applicable laws and all legal obligations of the RASC.

Funding

The Dorner Endowment Fund capital and its income are to be used to finance the creation, expansion, and maintenance of the Museum and to acquire Museum assets. The RASC will fund the operation of the Museum, using income from the Fund as it may determine to be appropriate. The Director will have sole discretion on the use of Funds and the accumulated assets will be accounted for as an internally restricted fund with the Society's financial statements.

Staff Support

Staff provides support to the Museum through full professional and administrative services at the discretion of the Executive Director.

Appendices

The following appendices are included in this document for ease of reference.

- App. C: Consent to Use Photograph Form
- App. D: Financial Schedule

Appendix C: Consent to Use Photograph Form

Consent to Use Photograph

I, _____, do hereby authorize The Royal Astronomical Society of Canada to use my voice, likeness and/or photograph in any manner as they may elect, with any and all media now known or hereafter devised, throughout the world in perpetuity in any manner which they see fit.

Furthermore, I do hereby release Royal Astronomical Society of Canada, its employees, its officers or volunteers from all claims, liabilities or actions including but not limited to libel, invasion of privacy, and misappropriation of name and likeness, based upon any use that is made of my name, voice, and likeness in connection with use of the photograph or my voice.

Signature

Print Name

Date

Telephone

Mailing Address

City Province Postal Code

Email

To be completed if the person is under 18 years of age:

I represent that I am the parent or guardian of the minor who has given the above release, and hereby agree that I and said minor will be bound thereby:

Signature

Print Name

Date

Telephone

Mailing Address

City Province Postal Code

Email

Appendix D: Financial Schedule

Effective: May 2017

November 15 – Committee budgets for new year sent to Treasurer

December 1 – HR – Commence year end review process

December 15 – Finance – all expense claims outstanding sent in for reimbursement

December 31 – Helm Fund - Funds to be disbursed to beneficiary. Funds should be released shortly thereafter.

January 15 – Finance - Year end data sent to Auditor to complete adjusting entries, and prepare draft financial statements

January 16 – HR - Year end reviews for all staff must be complete.

February 15 – Finance – Budget approved by Board of Directors

February 15 – Board – Approval ranges for annual review

February 16 – HR – communication to staff of any increases

March 15 - Draft Financials received from auditor, reviewed and approved by Finance Committee, reviewed and approved by Board of Directors.

March 31 – Helm Fund - T3 Return sent to Canada Revenue Agency. T3 slip or T4 slip sent to beneficiary for income tax return

April 15 – Finance – Final financial report received from Auditor

April 30 – Annual Report submissions due from all Centres, President, Treasurer, Secretary

*May 1 – ED - lock down all final details on General Assembly

May 1 – Elections – Candidate nominations, statements, photos are due

May 2 – Elections - Web site updated with candidate statements, campaigning begins

May 15 – Material submitted for Annual Report to be created

May 30 – Annual Report circulated to members

June 15 – Mid-year review for Executive Director (to meet deadline for outgoing board)

June 29 – Membership approves financials, appoints auditor, elects new board

June 30 – T3010 Charitable Return sent to Canada Revenue Agency

July 1 – New executive meets

July 7 – Secretary files Change of Directors notices with Industry, Science, and Economic Development Canada

July 15 – Change signing authority for Helm, Scotia, RBC, Tangerine, other accounts/orgs

September 30 – solicit host Centre for n+2 GA

October (guessing) Centre Annual Meeting

Centre Election + 15 days – Incorporated centres must file change of directors with provincial authorities

Centre Election + 20 days – change signing authority at Bank

Oct 31 – All centres that had recent elections must submit new exec details

Nov 30 – start recruiting 3 new board members

The Treasurer has the following monthly responsibilities:

End of Month – All centres that had recent elections must submit new exec details

Centre Finances – updated monthly, finals done and T3010 within CRA timeframe (6 months of year end)