



THE ROYAL ASTRONOMICAL SOCIETY OF CANADA

ANNUAL GENERAL MEETING 2022

MOTIONS BY THE BOARD OF DIRECTORS TO AMEND BY-LAW NO. ONE OF THE SOCIETY

Motion 1: The amendment to By-Law No. 1 of the Society, deleting clause 9.1.4 of the By-Law, which was passed by the Board of Directors of the Society on 2021 October 20, is approved by the members of the Society, pursuant to s. 51 of the By-Law, in the form attached hereto as Appendix A, Amendment No. 1.

Motion 2: The amendment to By-Law No. 1 of the Society, adding section 3.2 (Relationship of Society and Centre Members) to the By-Law, which was passed by the Board of Directors of the Society on 2022 March 27, is approved by the members of the Society, pursuant to s. 51 of the By-Law, in the form attached hereto as Appendix A, Amendment No. 2.

Appendix A

Amendment No. 1:

Nature of the amendment: This amendment deletes the prohibition (found in clause 9.1.4 of the By-Law) on a director and any of the listed officers of the Society from simultaneously being the President, Vice-President, Secretary, Treasurer or a National Council Representative of a Centre. Section 9.1.4, which the Board proposes to delete, reads as follows:

Article 9 – Board of Directors and Officers

No person who is a Director of the Society, or who is the President, a Vice-President, Secretary or Treasurer of the Society, may simultaneously be the President, Vice-President, Secretary, Treasurer, or a National Council Representative of a Centre.

History of this prohibition: This prohibition (which until 2013 applied to elected officers of the Society, before there were directors), has been in the Society's By-Law since at least 1989. It was included in the revamped By-Law in the 1980s because of a theoretical concern that someone who was an officer or National Council Representative of a Centre might have divided loyalties between the Centre and the national Society as a whole. This would make it difficult for such a person to act in the best interest of the Society when discharging duties as an officer of the Society. No actual instances of any such conflicts were cited when this prohibition was put in place.

Reasons for the Board deleting the prohibition: The Board is of the view that the concern about conflict of interest that gave rise to the prohibition decades ago is largely theoretical and unlikely to result in any significant problems in actuality. There is no reason to believe that (i) significant conflicts of interest arising because a director was also an officer or an NCR of a Centre would arise either frequently or at all, or that (ii) such a conflicts would not be identified and declared by the applicable director.

This is the reason that this matter has come to the attention of the Board: The Board has had difficulty finding committed members of the Society who are willing to stand for election as directors to fill vacancies that arise as existing directors do not stand for re-election after one or more terms. This prohibition has had the unfortunate effect of preventing suitable members, who are officers or National Council Representatives of Centres, from standing for election to the Board of Directors of the Society. As a result, the Society has been deprived of the opportunity to benefit from a large number of talented leaders of the Society on the national Board.

The Board also notes that section 141 of the *Canada Not-for-profit Corporations Act* (“CNCA”), which came into force in October 2011 and governs the Society, addresses directors’ and officers’ interests that must be disclosed to a corporation. Those interests are limited to materials contracts or transactions with the corporation. This requirement of the CNCA is also part of the Society’s By-Law (s. 9.1.5), which ensures that federal legislative requirements for the disclosure of conflicts of interest also form part of the Society’s own governance.

Amendment No. 2:

Nature of the amendment: This amendment would return to the Society’s By-Law these provisions, which were in the By-Law since the 1980s in the following words (amended in July 1993):

3.2 Relationship of Society and Centre Members

3.2.1 Every member of every Centre is a member of the Society, and is attached to the Centre of which he or she is a member. A person who for any reason ceases to be a member of the Society thereupon ceases to be a member of the Centre to which he or she was attached.

3.2.2 No person who is not a member of the Society may:

- (i) exercise any rights of membership of any Centre, including voting rights;
- (ii) stand for election as a director, councillor, officer or National Council Representative of a Centre.

Reasons for the Board proposing to reintroduce these provisions: It is unknown for certain why these provisions of the Society’s existing By-Law were dropped from the By-Law that was newly adopted in 2013 as a result of the CNCA coming into effect in October 2011. The Board believes that this happened because the new By-Law was largely copied from the model by-law that Corporations Canada made available on its website to all not-for-profit corporations as a handy reference for organizations that had no history of by-laws and formal governance. Of course, the RASC did not fall into this category, because it had a long history of governance with a detailed by-law that was tailored specifically to the nature and needs of the Society.

These provisions that the Board wishes to return to the By-Law emphasize that all Centres are constituent parts of the Society, and that all members of Centres therefore must also be members of the Society. The Board feels strongly that if a member is expelled or

suspended from the Society, or simply decides no longer to be a member of the Society, then there is no justifiable reason for such person to continue to be a member of a Centre.

These provisions would also avoid the need for a Centre to undertake a procedure to expel from membership in the Centre a person who the national Board had previously expelled from the Society.

Simply stated, any person who is unsuitable to be a member of the Society is for the same reason unsuitable to be a member of a Centre of the Society.
