



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

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ANNUAL MEETING
RÉUNION ANNUELLE

2013

Agenda

Governance Renewal 2013

Election of Auditor

Proxy 2013 and Explanation

ANNUAL REPORT
RAPPORT ANNUEL

2012

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Centre Financial Reports for Fiscal 2012

RÉUNION ANNUELLE 2013—ORDRE DU JOUR

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



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Réunion annuelle 2013

La Réunion annuelle des membres aura lieu le dimanche 30 juin 2013, de 9h à 11h CDT
à l'Université de Lakehead, Thunder Bay, Ontario.

Ordre du jour

1. Procès-verbal de la Réunion annuelle 2012

(publié dans la version électronique du rapport annuel 2011 qui se trouve dans la section réservée aux membres du site Web de la SRAC (www.rasc.ca/private/minutes))

2. Rapports des Officiers

Président	(Glenn Hawley)	États financiers	
1ère Vice-Présidente	(Colin Haig)	Motion pour accepter les états financiers	
2e Vice-Présidente	(Chris Gainor)	Directrice exécutive	(Deborah Thompson)
Secrétaire/rapporteur	(James Edgar)		
Trésorier	(Denis Grey)		

3. Rapports des comités permanents

Prix	(Mary Lou Whitehorne)	Histoire	(Randall Rosenfeld)
Constitution	(Colin Haig)	Membres & Promotion	(Roland Dechesne)
Éducation	(Ron Macnaughton)	Nomination	(Chris Gainor)
Exécutif	(Glenn Hawley)	Observation	(Chris Beckett)
Finance	(Denis Grey)	Publications	(Colin Haig)

4. Rapports des comités spéciaux

Pointeur au laser vert	(Randall Rosenfeld)
Technologie de l'information	(Ryan May)
Réduction de la pollution lumineuse	(Robert Dick)

5. Motions sur la gouvernance

1. pour accepter la Certificat de prorogation
2. pour accepter le nouveau Règlement No. 1
3. pour établir à neuf le nombre de membres du Conseil de direction

6. Élection d'un Vérificateur

7. Résultats du Conseil Transition du Comité Election

8. Autres questions

9. Clôture

ANNUAL MEETING 2013—AGENDA

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



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Annual Meeting 2013

The Annual Meeting of members will be held on Sunday, 2013 June 30, from 9:00 to 11:00 CDT
at Lakehead University, Thunder Bay, Ontario.

Agenda

1. Minutes of the 2012 Annual Meeting

(Published in the on-line version 2012 Annual Report, and located on the Members-only section on the Web site (www.rasc.ca/private/minutes))

2. Reports of Officers

President	(Glenn Hawley)	Financial Statements	
1st Vice-President	(Colin Haig)	Motion to approve the financial statements	
2nd Vice-President	(Chris Gainor)	Executive Director	(Deborah Thompson)
Secretary/Recorder	(James Edgar)		
Treasurer	(Denis Grey)		

3. Reports of Standing Committees

Awards	(Mary Lou Whitehorne)	History	(Randall Rosenfeld)
Constitution	(Colin Haig)	Membership & Promotion	(Roland Dechesne)
Education	(Ron Macnaughton)	Nominating	(Chris Gainor)
Executive	(Glenn Hawley)	Observing	(Chris Beckett)
Finance	(Denis Grey)	Publications	(Colin Haig)

4. Reports of Special Committees

Green-Laser Pointer	(Randall Rosenfeld)
Information Technology	(Ryan May)
Light-Pollution Abatement	(Robert Dick)

5. Motions re: Governance

1. to accept the Certificate of Continuance;
2. to accept the new By-Law #1
3. to set the size of the Board at nine Directors

6. Election of Auditor

7. Results of Board Transition Committee Election

8. Other Business

9. Adjournment

PRESIDENT'S MESSAGE

Introduction

The Executive and the Constitution Committees continue to be occupied by the Society's governance issues and CNCA compliance. Under normal circumstances, the Constitution Committee has little to do, since Society and Centre By-Laws usually change only rarely. However, the last several years of sweeping modifications to the way we operate as demanded by the federal government via the CRA and now the CNCA, have meant that considerable time and effort have had to be put into our governance. We would all probably prefer to be dealing with astronomical pursuits rather than governance issues, but this is our fate for the immediate future.

Society Office

National Office is running smoothly. Renata Koziol is our Office Administrator and Melissa Mascarin our new Marketing Coordinator. The efforts of our staff have significantly contributed to the improvements in our performance.

We have seen an increase of about 137 members over this time last year to now total 4030, and our total sales and membership income of \$307,849 handily exceeded our 2012 budget estimate of \$245,633.

Financial

Detailed in the Treasurer's Report is the good news that our Society's financial affairs have improved slightly, with higher membership and sales revenues than in previous years. This might have been affected by the slow recovery of the economy since the debacle of 2008, but it certainly reflects well on the efforts of the staff of the National Office.

Governance

Our new By-Law is probably in its final version, or very close to it, and is expected to be voted into force at the upcoming Thunder

Bay GA. The new Policy Manual is well along in its development, but it is expected that further input and extra eyes from outside the Executive will still lead to some improvements. It is intended to be a "living document," susceptible to change as circumstances change for the operation of the Society.

Once the new By-Law has been accepted, Centre By-Laws will also have to be changed to take into account new features. Membership types, for example, (previously referred to as "membership classes") are being harmonized, and it is going to be extremely helpful to have everyone use the same terminology for the same sort of membership situation. And, every Centre member will be a voting member of the RASC under one official membership type or another.

Members of the current and past Executive have been visiting as many Centres as possible between now and the GA as a "By-law Road Show" to meet with at least the Centre leadership (but hopefully more people) to give a show and tell about the By-Law process and contents, as well as those of the new Policy Manual. This process has been going reasonably well, with over half of our Centres visited as of this writing, and for all but two non-compliant Centres acceptance has been good.

Publications

After several years of steady decline, improved sales for the *Observer's Handbook* and *Observer's Calendar* are a welcome sight. Progress by Brenda Shaw continues on the next version of *The Beginner's Observing Guide* so that we shall have something ready when the inventory of the current edition runs out in 2014 or 2015. Nicole Mortillaro has been accepted as Associate Editor-in-Chief for our *Journal*, with a view to her taking over the editorship at some future date.

Glenn Hawley
President

SECRETARY'S MESSAGE

My report includes the 2012 Public Speaker Program, which was used to good effect by the participating Centres, as follows:

- Calgary–Dr. P.Z. Myers on “Making Aliens”
- Sunshine–Coast Bill Phillips on “Asteroids 101”
- Saskatoon–Alan Dyer on “To the Ends of the Earth: Tales of the Transit of Venus”
- Regina–Randall Rosenfeld on “Perceiving New Worlds: The Transit of Venus Across the Centuries”
- Hamilton–Terry Dickenson on “The Good Years and the Bad Years of Astronomy”
- Winnipeg–Murray Paulson on “Meteorite Hunting”
- Halifax–Tim Doucette on “Deep-Sky Eye”
- Vancouver–Sara Seager on “Exoplanets”
- Victoria–Ken Tapping on “Recent Developments in Solar Research”

The speakers and their topics are on the Web at www.rasc.ca/psp-speakers-topics

Membership numbers are slowly creeping up, thanks to the efforts of our wonderful Society Office staff. They conduct regular telephone campaigns to recruit new members and encourage lapsed members to re-new. The system works!

We extend our condolences to the families and friends of the following deceased Members who passed away in 2012: Richard Brain (Belleville); Dick Lowndes (Calgary); Richard Vanderberg (Halifax); Karl Moesch (Mississauga); Jose Ordenes (Sarnia); Susan Challenger Bolton, Terence Bowden, E. Clifton Carr, Fred Giles, Wolf Graf, (Prof.) Kimmo Innanen, Tony Sosnkowski, Kim Sprague, (Toronto); Geoffrey Burrett Jones (Victoria); Lindsay Price, Guy Westcott (Winnipeg)

James Edgar
National Secretary

Membership Statistics 2002-2012

Centre	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002
Belleville	30	31	37	26	32	35	33	32	29	26	N/A
Calgary	336	282	271	300	317	313	278	302	323	321	315
Charlottetown	20	19	25	24	24	22	21	20	19	20	16
Edmonton	229	235	260	257	258	255	241	261	267	271	262
Halifax	153	154	159	155	157	162	152	171	197	214	196
Hamilton	78	61	66	70	76	80	82	91	91	113	114
Kingston	66	66	74	90	98	106	125	128	110	132	145
Kitchener-Waterloo	115	106	115	116	118	104	101	127	127	133	114
London	126	104	118	97	101	104	99	112	115	119	118
Mississauga	132	123	120	127	120	103	53				
C.F de Montréal	18	20	22	24	23	28	32	32	30	40	39
Montréal	110	91	87	103	107	99	105	109	108	121	116
New Brunswick	68	68	66	75	79	88	78	75	70	59	62
Niagara	69	69	71	82	97	104	101	114	123	117	109
Okanagan	106	92	116	103	88	86	85	83	85	92	87
Ottawa	325	328	370	389	410	416	396	447	469	500	480
Prince George	63	69	64	64	79	67	82	75	40	43	42
Québec	20	19	17	17	35	44	40	39	38	38	45
Regina	75	62	62	52	48	55	53	47	53	59	56
St. John's	47	44	45	48	47	52	49	51	44	54	54
Sarnia	11	15	15	19	24	25	27	27	32	26	27
Saskatoon	70	70	72	71	71	78	76	70	67	73	70
Sunshine Coast	32	38	35	32							
Thunder Bay	50	46	46	44	37	41	40	39	41	43	39
Toronto	611	573	554	502	506	610	622	748	841	889	886
Vancouver	226	228	244	251	263	256	238	267	291	313	292
Victoria	163	164	166	185	173	188	177	186	192	200	188
Windsor	90	100	96	96	98	94	89	105	122	125	120
Winnipeg	178	180	168	162	169	157	136	132	140	136	114
Unattached	446	419	434	459	530	561	512	538	591	610	575
Honorary	15	14	11	15	15	14	15	15	14	14	13
Total	4062	3957	3995	4040	4216	4347	4138	4443	4655	4901	4688

Membership by Type

Type	Number	% of Total
Ordinary	3562	88.4
Life	324	8.0
Youth	147	3.6
Honorary	(15)	n/a

Membership by Country

Country	Number	% of Total
Canada	3800	93.5
USA	214	5.3
Other	34	1.0

TREASURER'S MESSAGE

The Society recorded a modest deficit in 2012 of just under \$10,000 on revenues of \$461,800 or -2.1%. Our revenue increased overall by \$8,385 over 2011 as increases in operating and investment income offset a return to historical levels of donations in 2012.

Specifically, our investment portfolio returned to a more profitable state with an income of \$36,204 - an increase of \$33,000 from 2011's poor returns. Membership revenues were also up by \$14,000 as were publications revenues from our *Observer's Handbook* and *Observer's Calendar*. The Society obtained a significant grant of \$14,970 in support of our special Light-Pollution Abatement supplement to the December 2012 *Journal*.

On the expense side, we incurred greater expenses in staffing mostly due to having a full staff complement for the entire year, as well as increases in member service costs due to higher postage costs and travel expenses for our Council. Our committee expenses were higher due to the costs of the aforementioned Light-Pollution Abatement supplement. Services were higher due to one-time legal expenses related to the Governance Renewal Project.

Our 2013 budget is summarized below. Both our Membership and Publications business segments are expected to make a positive contribution in 2013, while our charitable operations will run

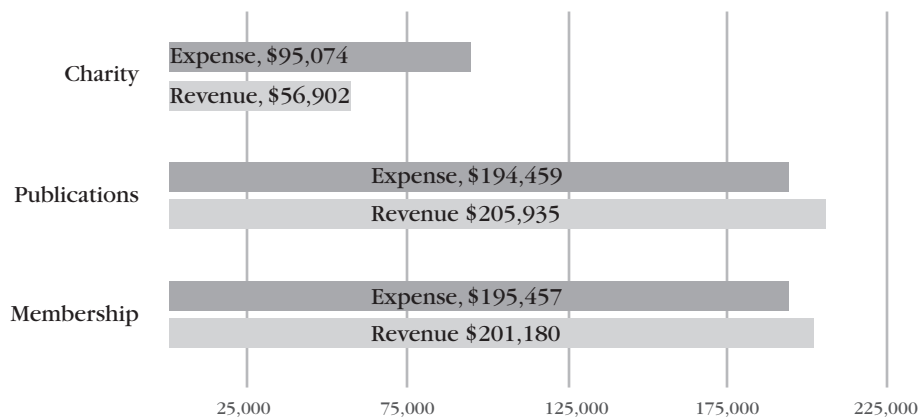
a deficit. As a registered charity, the Society returns its charitable income to the community in the form of charitable goods and services, which are delivered through various Society programs including our publications, speaker's support, education and public outreach (EPO) programs, and other activities. Membership fees account for only 44% of the Society's overall revenue, while publications also contribute 44% and donations about 12%.

Our publications business outperformed expectations in 2012 and the Society expects to see erosion in this business segment over the medium term, which must be offset by new publications and new revenue via expanded delivery channels. Our Publications Committee is actively working on this issue and progress is essential, as the market for our publications continues to change over time.

I would like to acknowledge the assistance of our outgoing Treasurer, Mayer Tchelebon, in an excellent transition as I have undertaken the role of Society Treasurer, and I also wish to acknowledge the contributions of the Finance Committee and Society staff in assisting me with carrying out this responsibility on behalf of the Society.

Denis Grey
Treasurer

Summary of 2013 Operating Budget



AUDITOR'S REPORT

Tinkham & Associates LLP CHARTERED ACCOUNTANTS

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To the Members of
THE ROYAL ASTRONOMICAL SOCIETY OF CANADA
LA SOCIÉTÉ ROYALE D'ASTRONOMIE DU CANADA

We have audited the accompanying financial statements of The Royal Astronomical Society of Canada/La Société Royale D'Astronomie Du Canada, which comprise the balance sheet as at 2012 December 31, 2011 December 31, and 2011 January, and the statements of revenue and expenditures, changes in net assets and cash flows for the years ended 2012 December 31 and 2011 December 31, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for Qualified Opinion

In common with many charitable organizations, the Society derives revenue from donations, the completeness of which is not susceptible of satisfactory audit verification. Accordingly, our verification of these revenues was limited to the amounts recorded in the records of the Society and we were not able to determine whether any adjustments might be necessary to donation revenue, excess (deficiency) of revenues over expenditures, assets or unrestricted net assets.

Qualified Opinion

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements present fairly, in all material respects, the financial position of the Society as at 2012 December 31, and its financial performance and its cash flows for the year then ended 2012 December 31 and 2011 December 31 in accordance with Canadian generally accepted accounting standards for not-for-profit organizations.

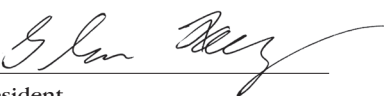

TORONTO, Ontario
2013 March 23

Tinkham & Associates LLP
CHARTERED ACCOUNTANTS
LICENSED PUBLIC ACCOUNTANTS

BALANCE SHEET

As at December 31	December 31 2012	December 31 2011	January 1 2011
Assets			
Current			
Cash	\$ 168,851	\$ 187,893	\$ 124,435
Short-term investments (note 4)	-	-	601,940
Accounts receivable	37,848	27,958	46,599
Inventory	25,475	44,785	34,216
Prepaid expenses	12,987	10,885	9,639
	245,161	271,521	816,829
Long Term			
Investments (note 4)	1,009,665	975,371	372,187
Capital assets (note 5)	12,813	14,351	17,593
	1,267,639	\$ 1,261,243	\$ 1,206,609
Liabilities			
Current liabilities			
Accounts payable and accrued charges	51,348	\$ 33,225	\$ 34,039
Deferred revenue			
Membership fees for ensuing years	107,351	108,974	99,852
<i>Journal</i> subscriptions	22,693	21,241	18,063
Unamortized life membership fees (note 6)	33,921	35,706	37,585
	215,313	199,146	189,539
Net Assets			
Unrestricted	620,984	648,602	650,943
Internally restricted (note 8)	431,342	413,495	366,127
	1,052,326	1,062,097	1,017,070
	1,267,639	\$ 1,261,243	\$ 1,206,609
Commitment (note 8)		<i>See accompanying notes to financial statements</i>	

On Behalf of the Board

President

Treasurer

STATEMENT OF CHANGES IN NET ASSETS

	Internally Restricted (note 9)	Unrestricted	2012	2011
Year ended December 31				
Balance, beginning of year	\$ 413,495	\$ 648,602	\$ 1,062,097	\$ 1,017,070
Excess of expenditures over revenue for the year		(9,771)	(9,771)	\$ 45,027
Transfers (Schedule 1)	17,847	(17,847)	-	-
Balance, end of year	\$ 431,342	\$ 620,984	\$ 1,052,326	\$ 1,062,097

See accompanying notes to financial statements

STATEMENT OF REVENUE AND EXPENDITURE

Year ended December 31	2012	2011
Revenue		
Membership fees	\$ 180,076	\$ 166,432
Publication revenue		
<i>Journal</i>	35,222	35,137
<i>Observer's Handbook</i>	79,741	69,102
<i>Beginner's Observing Guide</i>	6,581	6,549
<i>Observer's Calendar</i>	48,032	39,097
Shipping and Handling	30,816	24,212
Educational Aids	7,076	11,434
Other	1,248	1,250
	208,716	187,681
Miscellaneous income		
Donations	14,821	58,197
Promotional products	3,763	3,513
Other income	18,220	5,491
Grants	-	29,000
	36,804	96,201
Investment Income (net)		
Interest and dividends	35,730	33,042
Gain (loss) on investments	13,312	(20,913)
Investment manager fees	12,838	(9,028)
	36,204	3,101
Total Revenue	461,800	453,415
Expenditures		
Publication costs		
<i>Journal</i>	44,145	41,995
Cost of publications sold	35,499	29,368
<i>Observer's Handbook</i>	334	1,464
<i>Observer's Calendar</i>	-	95
Freight and handling costs	34,395	23,115
	114,373	96,037
Operating costs		
Office salaries and employee benefits	139,625	117,809
Membership services	68,205	61,945
Office expenses	24,769	26,564
Services	46,110	39,282
Committees	26,005	9,289
Travel expenses	23,784	18,800
Cost of promotional items sold	1,584	2,252
Amortization of capital assets	3,124	3,242
Advertising and marketing	6,451	17,122
Occupancy	17,541	16,046
	357,198	312,351
Total Expenditures	471,571	408,388
Excess of revenue over expenditures	\$ (9,771)	\$ 45,027

See accompanying notes to financial statements

STATEMENT OF CASH FLOWS

Year ended December 31	2012	2011
Cash provided (used) by operating activities		
Excess of revenue over expenditures for the year	\$ (9,771)	\$ 45,027
Charges not requiring a current cash payment		
Amortization of capital assets	3,124	3,242
Amortization of life membership fees	(1,785)	(1,879)
	(8,432)	46,390
Changes in non-cash working capital components		
Accounts receivable	(9,890)	18,641
Inventory	19,310	(10,569)
Prepaid Expenses	(2,102)	(1,246)
Accounts payable and accrued liabilities	18,123	(813)
Deferred revenues	(171)	12,300
	16,838	64,703
Cash provided (used) by investing activities		
Purchase of investments (net)	(34,294)	(1,245)
Purchase of capital assets	(1,586)	-
	(35,880)	(1,245)
Increase (decrease) in cash during the year	19,042	63,458
Cash, beginning of year	187,893	124,435
Cash, end of year	168,851	187,893

NOTES TO FINANCIAL STATEMENTS

2012 December 31

1 Organization

The Royal Astronomical Society of Canada is a Canadian corporation without share capital and a registered charitable organization, incorporated for the purpose of stimulating interest in and promoting astronomy and related sciences. The organization is not subject to income taxes pursuant to exemptions accorded to registered charities in the income tax legislation.

2 Adoption of new accounting standards

These are the first financial statements prepared in accordance with the CICA Handbook - Part III - Accounting standards for not-for-profit organizations ("Part III"). The Society's first reporting period using Part III is for the year ended 2012 December 31. As a result, the date of transition to Part III is 2011 January 1. The organization presented financial statements under its previous Canadian generally accepted accounting principles ("CGAAP") annually to December 31st of each fiscal year up to and including 2011 December 31.

There were no changes to opening unrestricted net assets or prior year excess of revenue over expenditures as a result of adopting these standards.

3 Significant accounting policies

These financial statements have been prepared by management in accordance with Canadian accounting standards for not-for-profit organizations.

(a) Investments

The Society has elected to value all investments at fair value, which is based on quoted market values.

(b) Inventory

Inventory is comprised of publications and promotional items for re-sale and is carried at the lower of cost and net realizable value. Cost is determined on an average cost basis.

(c) Capital assets

Capital assets are recorded at cost. Amortization has been determined using a straight-line basis over the estimated useful lives as follows:

- Computer hardware - 3 years
- Software - 10 years
- Office furniture - 10 years

(d) Membership fees

Membership fees received in the first half of the year are recognized during the current year. Those received in the second half of the year are recorded as deferred revenue and recognized in the following year. The organization previously offered life memberships to members. Life memberships received in prior years were credited to unamortized life membership fees liability account, as per Note 7. Five percent of the life membership fund is transferred at the beginning of each year to membership fees revenue.

(e) Revenue recognition

The organization follows the deferral method of accounting for contributions. Unrestricted contributions are recognized as revenue when received or receivable, if the amount to be received can be reasonably estimated and collection is reasonably assured.

Investment income is recognized on an accrual basis. The unrealized gain or loss on investments, being the difference between cost and fair value, is recognized in investment income for the year.

RASC *Journal* subscription revenues are amortized into income over the subscription period.

(f) Contributed materials and services

The organization is dependant on the voluntary services of many individuals. The value of donated services is not recognized in these financial statements

(g) Use of estimates

The preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations requires management to make estimates that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the impairment of accounts receivable and the useful lives of capital assets. All estimates are reviewed periodically and adjustments are made to the statement of operations as appropriate in the year they become known.

(h) Financial instruments

(i) Measurement

The Society initially measures its financial assets and financial liabilities at fair value. The Society subsequently measures all its financial assets and financial liabilities at amortized cost except for its investments which are measured at fair value. Changes in Fair value are recognized in the excess of revenue over expenditures for the year.

Financial assets measured at amortized cost include cash and accounts receivable. Financial liabilities measured at amortized cost include accounts payable and accrued charges.

(ii) Impairment

At the end of each reporting period, the Society assesses whether there are any indications that a financial asset measured at amortized cost may be impaired. When there is an indication of impairment, the Society determines whether a significant adverse change has occurred during the period in the expected timing or amount of future cash flows from the financial asset and it reduces the carrying amount of the asset to the highest of the following: i) the present value of the cash flows expected to be generated by holding the asset discounted using a current market rate of interest appropriate to the asset; ii) the amount that could be realized by selling the asset at the statement of financial position date; and iii) the amount the Society expects to realize by exercising its rights to any collateral held to secure repayment of the asset net of all costs necessary to exercise those rights. The carrying amount of the asset is reduced directly or through the use of an allowance account. The amount of the reduction is recognized as a bad debt in the statement of revenue and expenditures. When the extent of impairment of a previously written down asset decreases and the decrease can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent of the improvement, directly or by adjusting the allowance account. The amount of the reversal is recognized in the statements of revenue and expenditures in the period the reversal occurs.

(iii) Transaction costs

Transaction costs are recognized in the statements of operations in the period incurred, except for financial instruments that will be subsequently measured at amortized cost. Investment management fees associated with the ScotiaMcLeod managed portfolio are expensed as incurred.

4 Helm Fund

The Society is trustee of an endowment fund created by Mr. Walter J. Helm (a former Royal Astronomical Society of Canada member) who passed away 1960 June 5. In his will he provided a bequest to the Society that was to be used by the Society to support the general purposes of the David Dunlap Observatory (DDO) in Richmond Hill, Ontario. Under the terms of a 2010 court interpretation the income of the Helm Fund is presently being applied in support of on-going public education programs at the DDO site.

Total assets of the fund under administration by the Society at 2012 December 31 are \$138,317 (2011 - \$136,937) and are excluded from the Society's financial statements.

5 Investments

	2012	2011
Managed portfolio at Scotia McLeod		
Fixed income investments	\$ 522,584	\$ 589,683
Canadian equity investments	360,628	368,890
US equity investments	97,512	-
Cash	27,307	14,749
Accrued interest and dividends receivable (net)	1,634	2,049
	\$1,009,665	975,371

The actively managed portfolio with ScotiaMcLeod includes 8 fixed income investments (2011 8 investments) comprised of government and corporate bonds with an average yield to maturities of 3.81% (2011 3.40%), stated interest rates ranging from 2.00% to 5.00% (2011 2.00% to 5.00%), maturing from 2013 June 15 to 2019 April 15 (2011 2012 June 1 to 2019 April 15).

The Canadian equity investments include share and trust units of 30 Canadian entities (2011 32 Canadian entities). The single largest holding is 490 shares of Royal Bank of Canada with a market value of \$29,341 (2011 555 shares of Royal Bank of Canada with a market value of \$28,849).

The U.S. equity investments include share and trust units of 20 entities. The single largest holding is 119 shares of Marathon Pete Corp with a market value of \$7,497 US\$.

The fixed income and equity investments have been recorded at market value based on information provided by ScotiaMcLeod

6. Capital assets

		2012 Accumulated Cost Amortization		2011 Accumulated Cost Amortization
Computer hardware	\$ 8,157	\$ 6,205	\$ 6,571	\$ 5,168
Software	19,330	9,528	19,330	7,595
Office furniture	1,542	484	1,542	330
Library	1	-	1	-
	\$ 29,030	\$ 16,217	\$ 27,444	\$ 13,093
Net book value		\$ 12,813		\$ 14,351

7. Unamortized life membership fees

	2012	2011
Life membership fees as of January 1	\$ 35,706	\$ 37,585
Deduct: Amortization to income	(1,785)	(1,879)
Balance, December 31	\$ 33,921	\$ 35,706

8. Commitment

The Society has extended its existing lease agreement for office premises for an additional 3 year term, ending 2015 February 28 with an option to renew for a further 3 year term. The minimum annual payments required under the lease, excluding an estimate of the proportionate share of property taxes, maintenance and insurance for the premises, in aggregate and for each of the next four fiscal years is as follows:

2013	\$ 8,612
2014	\$ 8,612
2015	\$ 1,435
	\$ 18,659

8. Internally restricted net assets

The Society has internally restricted certain funds. The Ruth Northcott Fund was established in 1969 and funds are used for a variety of specified purposes as approved by the National Council. The P.M. Millman Endowment Fund was established for the purpose of providing for the long-term growth of the Society. The National Council segregated a significant donation received from the Estate of the late Walter Feibelman into a separate fund in 2005. The Public Speaker Programme Fund was established in 2009 to encourage Centres to organize and host public talks by speakers from outside their local area about astronomical related topics.

An amount equal to the investment income for the year is transferred to all funds annually on a proportionate basis. All disbursements from these funds must be approved by the National Council, or are administered by trustees, who are appointed by and responsible to National Council.

Schedule 1: Internally Restricted Net Assets					2012	2011
	Public Speaker Program Fund	W. Feibelman Fund	Ruth Northcott Fund	P.M. Millman Endowment Fund	Total	Total
Fund balance, January 1	\$ 11,170	\$ 60,488	\$ 98,882	\$ 242,955	\$ 413,195	\$ 366,127
Transferred from Unrestricted net assets:						
Interest	381	2,062	3,371	8,282	14,096	1,116
Donations	3,288	-	1,807	1,115	6,210	48,667
Expenses	(2,459)	-	-	-	(2,459)	(2,415)
	1,210	2,062	5,178	9,397	17,847	47,368
Balance, December 31	\$ 12,380	\$ 62,550	\$ 104,060	\$ 252,352	\$ 431,342	\$ 413,495

10 Financial instruments

The Society is exposed to various risks through its financial instruments. The following analysis provides a measure of the Society's risk exposure and concentrations. The financial instruments and the nature of the risks to which they may be subject are as follows:

Financial instrument	Risks				
	Credit	Liquidity	Currency	Market risk	
				Interest rate	Other price
Cash	X			X	
Accounts receivable	X				
Investments	X	X	X	X	X
Accounts payable and accrued charges		X			

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Society is exposed to credit risk through its cash, accounts receivable and investments.

Credit risk related to cash is minimal as funds are fully insured and held by credit worthy parties. Accounts receivable are generally unsecured. The investment policy requires diversification of investments within categories, and sets limits on exposure to individual investments.

Liquidity risk

Liquidity risk is the risk that the Society will not be able to meet a demand for cash or fund its obligations as they come due. The Society meets its liquidity requirements by ensuring adequate cash is maintained and investments are available to be converted to cash if and when required.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of currency risk, interest rate risk and other price risk.

Currency risk

Currency risk reflects the risk that the Society's earnings will decline due to the fluctuations in foreign exchange rates. The Society has cash and investments denominated in U.S.\$ totalling \$119,537 converted to Cdn\$ at 2012 December 31. The exchange rate used to convert US\$ assets at 2012 December 31 is \$1 US = \$0.9949 Cdn.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Society is subject to interest rate risk to the extent of its fixed income investments and cash on deposit with financial institutions that earn interest at market rates. The Society manages its exposure to the interest rate risk of its cash by maximizing the interest income earned on excess funds while maintaining the liquidity necessary to conduct operations on a day to day basis. Fluctuations in market rates of interest on cash do not have a significant impact on the Society's results of operations.

The primary objective of the Society with respect to its fixed income investments is to ensure the security of principal amounts invested, provide for a high degree of liquidity, and achieve a satisfactory investment return.

Other price risk

Other price risk refers to the risk that the fair value of financial instruments or future cash flows associated with the instruments will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk), whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all similar instruments in the market.

The Society is exposed to other price risk because of its equity investments.

Changes in risk

There have been no changes in the Society's risk exposures from the prior year.

ANNUAL MEETING MINUTES—2012

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

Minutes of the Annual General Meeting held on Sunday, 2012 July 01 at 9:00 MDT at the University of Alberta, Edmonton, Alberta.

WELCOME AND INTRODUCTIONS

The meeting was called to order at 9:00 MDT by the Chair, RASC President Mary Lou Whitehorne, who welcomed members, delegates, and guests to the 2012 Annual General Meeting and thanked the Edmonton Centre for hosting the 2012 General Assembly. This was greeted by a round of applause.

After introducing the Executive Committee, President Whitehorne called the roll of Centres—18 Centres were represented; plus several Unattached Members and guests were present, with approximately 65 in attendance.

1. MINUTES OF THE 2011 ANNUAL MEETING

MOTION AGM1201 Moved by Luca Vanzella, seconded by Colin Haig, that the Minutes of AGM 2011 be adopted as presented in the Annual Report.

MOTION AGM1201 was CARRIED

2. Reports of Officers

President

President (Mary Lou Whitehorne) Mary Lou had nothing further to add, except to say she appreciated all the work done by our staff at National Office. We have accomplished much. Mary Lou thanked all for their support during her tenure for the past two years. This was greeted with a warm round of applause.

1st Vice-President

1st Vice-President (Glenn Hawley) Glenn said he was pleased with the progress made through the last year, especially with the By-Law revision in the past months.

2nd Vice-President

2nd Vice-President (Colin Haig) Colin expressed how much he had learned about the Society in the past while. He thanked the IT team for improvements to the Web site; thanks to the MAP committee for their social media activities lately. He said he had visited several Centres.

Secretary/Recorder

Secretary/Recorder (James Edgar) reported on the activities of the Public Speaker Program, which, since its inception in 2010, has sponsored 8 speakers in 2010 and 2011, plus seven Centres will receive grants this year. A list of speakers and their topics is maintained on the Society's Web site.

James asked those present to stand and pause for a minute of silence to honour those Society members who had died in the previous year, naming: Bill Broderick (Belleville); Walter Jutting (Niagara); George A. Duey, Dr. G.R. Lindsey (Ottawa); Joe English, Dr. Ken O'Brien, Dr. Peter Lockwood (St. John's); Jim Low (Toronto); June Kirkcaldy (Vancouver); Don Fox, Guy Westcott (Winnipeg).

Treasurer

Treasurer (Mayer Tchelebon) Mayer reported how we have improved our endowment to one million dollars. Financial Statements have been posted on the Internet. Motion to approve the audited financial statements for 2011.

MOTION AGM1202 Moved by Mayer Tchelebon, seconded by

Glenn Hawley, that the audited financial statements be approved as submitted.

MOTION AGM1202 was CARRIED.

Executive Director

Executive Director (Deborah Thompson) Deborah thanked the Centre members for keeping our membership on an even keel. She knows it is the Centres who do so much work in the field to keep our Society vibrant.

3. Reports of Standing Committees

Awards

Awards (Dave Lane) No report.

Constitution (Glenn Hawley)

Glenn repeated the parable he had presented to National Council meeting NC122 about interpreting Latin By-Laws. James Edgar gave a PowerPoint presentation about our progress in By-Law reform, precipitated by the recent Canadian Not-for-profit Corporations Act (CNCA). There was much discussion and explanation.

Education (Ron Macnaughton)

Great work and partnerships from Centres.

Executive (Mary Lou Whitehorne)

No report.

Finance (Mayer Tchelebon)

No report

History (Randall Rosenfeld)

David Levy's Notebooks online and the Transit of Venus were two very important events.

Membership & Promotion (Roland Dechesne)

Social Media (Twitter, Facebook, etc) have dominated MAP activities, with many followers worldwide. More interaction with the membership is expected in the future.

Nominating (Colin Haig)

Honorary Members have been filled out to our maximum complement of 15 with the recent appointment of Dr. Bill Bottke.

Observing (Chris Beckett)

The Committee has distributed 28 observing certificates. Over 10,000 pairs of solar glasses were distributed for the solar eclipse and the Transit of Venus. He praised David Chapman's outreach activities in Cuba, and for his work in improving the Observer's Handbook observing lists.

Publications (Glenn Hawley)

The publications are all well underway for the next year, and the Journal is doing well. Mary Lou asked for people to suggest ways to get involved in electronic publishing. We have to find new and innovating ways to improve our readership.

4. Reports of Special Committees

Green-Laser Pointer (Randall Rosenfeld)

Our approach to Transport Canada has floundered, so we are going to apply for ministerial exemption regarding the astronomical use of green-laser pointers.

Information Technology (Ryan May)

Our Web site renewal was a major undertaking, with more similar activities planned in the future.

Light-Pollution Abatement (Robert Dick)

Our efforts are continuing at a rapid and dynamic pace. We have input from Jasper National Park about lighting in the park that may work toward improving lighting in all parks. Rob asked for assistance from members.

5. Election of Officers

By Acclamation:

President - Glenn Hawley

1st Vice-President - Colin Haig

2nd Vice-President - Chris Gainor

Treasurer - Denis Grey

6. Election of Auditor

MOTION AGM1103

Moved by Mayer Tchelebon, seconded by Doug Hube, that Tinkham, LLP be appointed as Auditor for 2013.

MOTION AGM1103 was CARRIED

7. Other Business

8. Adjournment

MOTION AGM1104

Moved by Denis Grey, that the meeting adjourn.

MOTION AGM1104 was CARRIED

The meeting adjourned at 11:00 MDT

James Edgar

Recorder

RASC GOVERNANCE RENEWAL 2013

The Society's new By-Law provides for the establishment of a directly elected Board of Directors for the Society. The Society's current elected Executive Committee members (President, Vice-Presidents, Secretary, and Treasurer) will be transitioned onto the Board if the By-Law is adopted by the Society. At its meeting of 2013 Mar 23, the Society's National Council approved a special election for three members of a "Board Transition Committee," whose members will be appointed to the Society's Board during the first year of its operation.

The Board Transition Committee will consist of the existing Executive members, the Executive Director (non-voting), and three (3) elected Directors. Nominations for the three positions close on May 31 and voting follows. For this one-time introduction to a voting system by ballot, on-line voting will be available for members with Internet access. The ballot will be available after June 5th at www.rasc.ca/elections

Members who do not have an email address or Internet access can vote by mail on the paper ballot included with the election circular (which will be sent out Monday, June 3, by postal mail to all qualified members), or by telephoning the Society Office during the day at (416) 924-7973 or (888) 924-7272.

Le nouveau Règlement prévoit la création, pour la Société, d'un Conseil de direction élu. Comme mesure transitoire, les membres de l'actuel Comité exécutif de la Société (président, vice-présidents, secrétaire et trésorier) deviendront membres du Conseil de direction si le Règlement est adopté par la Société. Lors de sa réunion du 23 mars 2013, le Conseil national de la Société a approuvé la tenue d'une élection spéciale pour trois postes de directeurs au sein du Conseil de direction de transition, dont les membres seront nommés pour la première année de ses opérations.

Le Comité de transition au Conseil sera composé des membres de l'Exécutif en poste, de la Directrice exécutive (sans droit de vote) et de trois Directeurs élus. La période de candidature pour les trois postes prendra fin le 31 mai et le vote suivra. Pour ce premier usage d'un système de votation par bulletin de vote, les membres qui ont accès à internet pourront voter électroniquement. Le bulletin de vote sera disponible après le 5 juin à l'adresse suivante: www.rasc.ca/elections.

Les membres qui n'ont pas d'adresse électronique ou qui n'ont pas accès à internet pourront voter par courrier en utilisant le bulletin de vote qui accompagnera la circulaire d'élection (elle sera distribuée par la poste le lundi 3 juin à tous les membres en règle), ou en téléphonant aux bureaux de la Société le jour au (416) 924-7973 ou au (888) 924-7272.

RASC
GOVERNANCE
RENEWAL 2013

CENTRE TREASURERS' REPORTS FOR FISCAL YEAR 2012

		Belleville	Calgary	Charlottetown	Edmonton	Halifax	Hamilton	Kingston	Kitchener-Waterloo	London
REVENUE										
Membership	Membership Fees: Centre Fee	874	7,438	439	4,236	2,830	2,793	1,483	2,553	5,362
	Membership Fees: Associate		390			74	65	28		
	Membership Fees: Affiliate									
	Membership Fees: other		2,505				100			
	Centre Newsletter					187				
Donations / Fundraising	Donations		1,316	200		660	647	410	740	2,000
	Fundraising		800	380				172	298	
Sales Revenue	Sale of Observer's Handbooks							10		
	Sale of Observer's Calendars		1,440	60	900	702		455	594	200
	Sale of Beginner's Observing Guides							40		
	Other Publication Sales									
	RASC promotional items		155				54	30		
	Other Sales					169	109	40		
Subscription Revenue	Astronomy / Sky & Telescope		31							
	Other									
Events Revenue	Star Parties	665	2,725		1,225	2,297				
	Annual Dinner		1,530				2,237	455		
	Astronomy Day									
	Other Events					510	845			
General Assembly Revenue	General Assembly				30,552					
Miscellaneous Revenue	Interest and Dividends	4	10		127	163		167		
	Advertising									
	Observatory Site		525							
	Equipment Rentals/Loans		1,223							
	Miscellaneous		100		1,081	1	20	2	2,624	
TOTAL REVENUE		1,543	20,188	1,079	38,121	7,593	6,870	3,292	6,809	7,562
EXPENDITURES										
Sales Expenses	Observer's Handbook			270				53		200
	Beginner's Observing Guide							14		
	Observer's Calendar		995		894	372		325	333	
	Other Publications				375	100				
	Newsletter				705	262		182		
	RASC promo items		1,054		50		195			
	Other					34	382			
Event Expenses	Star Parties	561	1,837		555					70
	Annual Dinner	230	2,241				2,366	94		
	Astronomy Day									12
	BIYA									
	Meetings		1,230		670	211	76			687
	Other Events	530	2,150		54,825	158	440	550	269	242
Travel	General Assembly and Council Meetings							325		629
Administrative Expenses	Office Administration		321		341	201	573	190		181
	Equipment and Supplies		1,107		509	237	883			
	Insurance		2,395		812	1,164	486			486
	General Expenses and Audit		504		3,890	29		310		
	Awards		529	200	219	100				350
	Donations			81	300	11				
	Advertising		353	50			23			
Miscellaneous Expenses	Observatory and Site Expenses		3,292		3,339	192	2,731	1,509	400	10,465
	Library		221			61				
	Depreciation					1,260				
	Miscellaneous	5	2,020		75	118		5	3,538	
TOTAL EXPENDITURES		1,326	20,249	601	67,559	4,510	8,695	3,232	6,955	10,907
SURPLUS OR DEFICIT ON OPERATIONS		217	-161	478	-29,438	3,083	-1,610	60	-146	-3,345
ASSETS	Current assets	5,363	32,794	2,710	126,126	19,900	10,704	26,233	13,732	20,156
	Capital assets	720	23,472		34,928	14,346	94,737	21,250	7,000	36,674
LIABILITIES			1,738			68				

CENTRE TREASURERS' REPORTS FOR FISCAL YEAR 2012

		Mississauga	C. F. de Montréal	Montréal	New Brunswick	Niagara	Okanagan	Ottawa	Prince George	Québec	Regina
REVENUE											
Membership	Membership Fees: Centre Fee	3,237	1,642	3,410	1,627	1,512	2,185	6,446	1,789	401	2,160
	Membership Fees: Associate	61					75		115		
	Membership Fees: Affiliate										
	Membership Fees: other						485				
	Centre Newsletter										
Donations / Fundraising	Donations	230	516	25		909	3,755	967	5,693		85
	Fundraising				175	213	19,807		10,000		41
Sales Revenue	Sale of Observer's Handbooks										390
	Sale of Observer's Calendars	345			660	168	735	1,743			
	Sale of Beginner's Observing Guides										
	Other Publication Sales			190							
	RASC promotional items	795			39		333				
	Other Sales	909		440	261				490		1,412
Subscription Revenue	Astronomy / Sky & Telescope					195					
	Other										
Events Revenue	Star Parties										5,751
	Annual Dinner							2,856			
	Astronomy Day										
	Other Events						25				937
General Assembly Revenue	General Assembly										
Miscellaneous Revenue	Interest and Dividends		10	477		36	8	309			
	Advertising		105								
	Observatory Site			300				665	559		
	Equipment Rentals/Loans						160	275			
	Miscellaneous		943	6,900		653	897	1,085	369		95
TOTAL REVENUE		5,577	3,216	11,742	2,762	3,686	28,465	14,346	19,015	401	9,934
EXPENDITURES											
Sales Expenses	Observer's Handbook									32	406
	Beginner's Observing Guide										
	Observer's Calendar			389			597	1,465		211	
	Other Publications	420				195					
	Newsletter		295	134		65	16				
	RASC promo items	505					253				
	Other	341			472	259			1,475		
Event Expenses	Star Parties	717			892	133		457			3,067
	Annual Dinner							3,080			
	Astronomy Day				119						
	BIYA				203						
	Meetings	700		128	713	651	95	147			
	Other Events				313		513				219
Travel	General Assembly and Council Meetings				1,066		601				
Administrative Expenses	Office Administration	56	779	187			317	146	301		1,665
	Equipment and Supplies	416	147	349		65		115	531		1,507
	Insurance		622	1,512			486	1,922	2,746	32	983
	General Expenses and Audit			1,100	37	8					1,827
	Awards				152	43		140			
	Donations				50			300			
	Advertising					699		143			
Miscellaneous Expenses	Observatory and Site Expenses		361			680	16,813	2,354	5,306		
	Library			65			27	108		119	
	Depreciation	168				1,237		3,207			
	Miscellaneous	359	1,012	202	57	247		218	3,518	21	
TOTAL EXPENDITURES		3,682	3,216	4,066	4,074	4,282	19,718	13,802	13,877	415	9,674
SURPLUS OR DEFICIT ON OPERATIONS		1,895	0	7,676	-1,312	-596	8,747	544	5,138	-14	260
ASSETS	Current assets	15,316	6,211	75,020		9,113	19,473	44,493	8,179	437	
	Capital assets	543	10,860	37,909		18,674	183,639	12,713	98,640		
LIABILITIES								441	595		

CENTRE TREASURERS' REPORTS FOR FISCAL YEAR 2012

		St. John's	Sarnia	Saskatoon	Sunshine Coast	Thunder Bay	Toronto	Vancouver	Victoria	Windsor	Winnipeg
REVENUE											
Membership	Membership Fees: Centre Fee	1,226	236	2,069	968	1,430	8,592	7,407	3,814	1,887	4,503
	Membership Fees: Associate						677			10	
	Membership Fees: Affiliate						23				
	Membership Fees: other						247			620	
	Centre Newsletter										
Donations / Fundraising	Donations	50		573	1,304		9,350		683	665	
	Fundraising			2,243	252					1,045	
Sales Revenue	Sale of Observer's Handbooks	156					510				
	Sale of Observer's Calendars	570	51		225	900	1,620			380	712
	Sale of Beginner's Observing Guides						890				
	Other Publication Sales			998							
	RASC promotional items						585				
	Other Sales	36					354	1,742	2,478		
Subscription Revenue	Astronomy / Sky & Telescope										
	Other										
Events Revenue	Star Parties			16,658					964		
	Annual Dinner								1,610		
	Astronomy Day										
	Other Events	217					17,080				
General Assembly Revenue	General Assembly										1,881
Miscellaneous Revenue	Interest and Dividends	183	1	479	310	4	209	5,624		1	54
	Advertising			25			300				
	Observatory Site			50			8,300				
	Equipment Rentals/Loans										
	Miscellaneous					105	29,430				
TOTAL REVENUE		2,438	288	23,095	3,059	2,334	78,167	14,773	9,548	4,608	7,150
EXPENDITURES											
Sales Expenses	Observer's Handbook	156									
	Beginner's Observing Guide										
	Observer's Calendar	433	151			675	1,107			276	750
	Other Publications				230		31		130		
	Newsletter					215	2,794		192		1,393
	RASC promo items				39		538				
	Other			983				1,891			4,304
Event Expenses	Star Parties	292		13,732				2,675	840		628
	Annual Dinner						500		1,749		
	Astronomy Day										
	BIYA							1325			
	Meetings	112			982	166	500	980		915	1,434
	Other Events		6	1,860					1,301	50	428
Travel	General Assembly and Council Meetings							1,413	457		
Administrative Expenses	Office Administration			866	114		399	849	482		
	Equipment and Supplies						205			167	
	Insurance	437		1,613	200		5,547	372	500	1,726	572
	General Expenses and Audit					1,519	16,544	363			
	Awards	75					507	500	300		355
	Donations	20				50	200				
	Advertising						250				
Miscellaneous Expenses	Observatory and Site Expenses			1,420	300	652	13,734	1,029	1,359	1,404	
	Library						50	22			
	Depreciation			740			18,794	1,508	1,508		
	Miscellaneous	216				96		886	3,779	47	190
TOTAL EXPENDITURES		1,741	157	21,214	1,865	3,373	61,700	13,813	11,090	4,585	10,054
SURPLUS OR DEFICIT ON OPERATIONS		697	131	1,881	1,194	1,039	16,467	960	-1,541	23	-2,904
ASSETS	Current assets	26,616	1,648	40,038	14,837	5,207	54,723			5,762	12,805
	Capital assets			15,554	6,600		403,966			80,000	1
LIABILITIES							458,689				

Explanatory Notes to the Proxy

As a result of the Canada Not-for-profit Corporations Act (CNCA), the RASC has applied for continuance. This involved sending Articles of Continuance to Industry Canada for approval, plus re-writing our By-Law #1 to conform to the new legislation.

Motion #1 – Approval of Articles of Continuance

One of the motions that will be presented at the Annual Meeting in June at the Thunder Bay General Assembly will ask for approval by the members of the Articles of Continuance. This will affirm to Industry Canada that our new Articles have been accepted by the membership. The Society has applied for and received a Certificate of Continuance that allows us to proceed as a Canadian non-profit corporation.

Motion #2 – Adoption of New By-Law #1

The second motion is asking for adoption by the membership for the proposed By-Law #1. This By-Law, if adopted, will bring the Society into compliance with the requirements of the Canada Not-for-Profit Corporations Act. This has been approved by National Council at the meeting held in Toronto on 2013 March 23 (NC131). In order for the new By-Law to come into force it must be approved by a Special Resolution (2/3 majority) of the membership. A key feature of the new By-Law is that much of the day-to-day matters that may frequently change (sometimes rapidly) have been removed from the current By-Law and incorporated into a new RASC Policy Manual. This is intended to allow the Society's new Board of Directors to make prudent changes to our operating policies from time to time, without requiring a By-Law change, thus helping the Society to respond in a timely manner to emerging events.

Motion #3 – Establish the number of Directors on the Board

A requirement of the CNCA is to establish how many Directors will constitute the new Board. In the Articles of Continuance, we advised Industry Canada that our Board could range between 3 and 15 Directors, but the membership must establish the exact number. The third motion is a proposal to establish nine Directors, beginning with the full slate in the election at General Assembly 2014, and electing three new Directors each year thereafter. The Executive Director will be a non-voting member of the Board.

More Information

These three motions represent the culmination of more than a year's effort on the part of your National Council and Executive to meet the governance requirements of the CNCA legislation. Members are encouraged to visit the RASC Web site and to read the documents presented at www.rasc.ca/documents-regarding-new-bylaw-1. There, you can access: the Articles of Continuance as presented to Industry Canada; the Certificate of Continuance; the draft By-Law #1, and the proposed Policy Manual. Heading the documents is a discussion paper, which provides an overview of the revised governance and operations by a Board of Directors.

Notes d'explications pour la procuration

Suite à l'adoption de la Loi canadienne sur les organisations à but non lucratif, la SRAC a demandé d'être prorogée. Pour ce faire, elle doit faire approuver par Industrie Canada ses Articles de prorogation, en plus de réécrire son Règlement No. 1 pour le rendre conforme à la nouvelle législation.

Motion # 1 – adoption des Articles de prorogation

Une des motions qui sera présentée en juin à la Réunion annuelle de l'Assemblée générale de Thunder Bay, demandera aux membres d'adopter les Articles de prorogation. Cela indiquera à Industrie Canada que les membres ont adopté ces nouveaux articles. La Société a demandé et a reçu, son Certificat de prorogation qui lui permet de poursuivre ses activités à titre de société à but non lucratif.

Motion # 2 – adoption du nouveau Règlement No. 1

La deuxième motion demande aux membres d'adopter le nouveau Règlement No. 1 qui est proposé. S'il est adopté, ce Règlement rendra la Société conforme aux exigences de la Loi canadienne sur les organisations à but non lucratif. Il a déjà été approuvé par le Conseil national à sa réunion du 23 mars 2013 (NC 131), à Toronto. Pour qu'il devienne opérant, le Règlement doit être approuvé par résolution spéciale des membres (majorité de 2/3 des votes requise). Un élément fondamental de la nouvelle approche veut que la plupart des affaires quotidiennes de la Société qui sont sujettes à de fréquents changements, soient retirées du Règlement No. 1 et incorporées dans le nouveau Manuel de Politiques de la SRAC. Le but visé est de permettre au nouveau Conseil de direction de la Société d'apporter, de temps à autre, des modifications pondérées à nos politiques opérationnelles sans qu'il soit nécessaire de modifier le Règlement. Cela permettra à la Société de réagir en temps opportun à un environnement en évolution rapide.

Motion # 3 – l'établissement du nombre de directeurs sur le Conseil

La Loi canadienne sur les organismes à but non lucratif exige que soit fixé le nombre de membres à siéger sur le Conseil. Dans les Articles de prorogation, nous avons avisé Industrie Canada que le Conseil pourrait comprendre de 3 à 15 membres. C'est aux membres qu'il revient de fixer le nombre. La motion # 3 a pour but de fixer le nombre de directeurs à neuf, la première équipe complète étant élue lors de l'Assemblée générale 2014, et trois nouveaux directeurs étant élus à chaque élection subséquente. La Directrice exécutive serait un membre non-votant du Conseil.

Information additionnelle

Ces trois motions sont le résultat de plus d'une année de travail de réflexion entrepris par votre Conseil national et l'Exécutif pour rendre la Société conforme aux exigences de la Loi canadienne sur les organismes à but non lucratif. Vous êtes invités à consulter le site web de la SRAC et de lire les documents qui se trouvent à l'adresse www.rasc.ca/documents-regarding-new-bylaw-1. Vous y trouverez les Articles de prorogation présentés à Industrie Canada, le Certificat de prorogation, le projet de Règlement No.1 ainsi que le projet de Manuel des Politiques. En introduction vous y trouverez une présentation du nouveau modèle de gouvernance et des opérations du Conseil de direction.

Notice to members regarding Proxies:

Dear RASC member,

The best way to participate in the Annual Meeting is to attend the meeting and to vote in person. This allows you to cast your vote, based both on the opinions that you held prior to the meeting and also on the discussion that takes place at the meeting itself.

If you cannot attend the Annual Meeting, but wish to participate, you may ask someone else who will be at the meeting to cast a vote on your behalf. That person (referred to as your “Proxy Holder”) may vote for you only if she (or he) is a voting member in good standing of the RASC and has been properly appointed by you by properly completing, dating, and signing the form of Proxy on the previous page. This should only be done after you have reviewed the issues with your intended Proxy Holder and he/she has agreed to act on your behalf in the manner indicated. A person can refuse to be your Proxy holder if they feel they cannot in good conscience represent you as you have indicated.

In order to be valid, your Proxy must, at a minimum, bear your name, the name of the Proxy Holder, your signature, and the date when you sign the Proxy. Give, mail, or fax the completed Proxy form to your Proxy Holder by **2013 June 25**.

You may instruct your Proxy Holder how to vote on your behalf, either by completing the appropriate sections on the form or by attaching clear written instructions. In spite of any instructions that you give to your Proxy Holder, she or he may withhold your Proxy on any motion, if relevant new information is presented at the Annual Meeting that addresses your concerns and that the withholding of your Proxy would be in your best interest.

After the Annual Meeting, the Proxy Holder will provide you with summary of the results, how your Proxy was voted, and in the event your Proxy was withheld, an explanation of why it was withheld.

Choose your Proxy Holder wisely and follow up with them after the Annual Meeting.

Proxies may be exercised for the appointment of auditors and any other business that may properly come before the meeting.

If you personally do not know anyone attending the General Meeting, you may wish to contact one of the members in good standing listed below to determine if one of them is willing to act as your Proxy Holder. Your Proxy Holder may not transfer your Proxy to another person.

- proxy1@rasc.ca = Dave Chapman (Halifax)
- proxy2@rasc.ca = Chris Beckett (Regina)
- proxy3@rasc.ca = Dave Clark (London)

Note au sujet des procurations:

Cher membre de la SRAC,

La meilleure façon de participer et de voter à la Réunion annuelle est encore d’y être. Cela vous permet de voter de façon éclairée non seulement à partir de ce que vous saviez déjà mais aussi à la lumière des débats qui se tiendront à la réunion.

Si vous ne pouvez être présent, vous pouvez mandater, par procuration, une personne présente pour voter en votre nom. Cette personne (votre mandataire) peut voter en votre nom seulement si elle est un membre votant en règle de la SRAC et si vous l’avez dûment mandatée en complétant, datant et signant la procuration à la page précédente.

Vous ne devriez pas mandater une personne sans avoir discuté avec elle des questions qui vous intéressent et sans qu’elle n’accepte d’exercer le mandat selon votre volonté. Une personne a le droit de refuser le mandat si elle pense qu’elle ne peut pas, en toute conscience, l’exercer selon votre volonté.

La procuration doit, au minimum, porter votre nom, le nom d’un mandataire, votre signature et la date de cette signature. Vous devez remettre le formulaire à votre mandataire (en personne, par la poste, courriel, fax) avant le **2013 juin 25**.

Vous pouvez demander à votre mandataire de voter comme vous le désirez sur les diverses propositions en complétant la partie pertinente au recto ou en fournissant des instructions claires et écrites. Nonobstant vos instructions, le mandataire a le droit de ne pas exercer votre mandat lors d’un vote si on y présente des renseignements qui répondent à vos inquiétudes et qui font en sorte qu’il y va de votre intérêt de ne pas voter.

Après la réunion, le mandataire vous fera rapport des résultats, de la façon qu’il a exercé votre procuration, et dans le cas d’un non-vote, il vous expliquera pourquoi.

Choisissez sagement votre mandataire; communiquez avec votre mandataire avant et après la réunion.

Les procurations ne servent qu’aux motions visant la nomination de vérificateurs et toute autre question faisant l’objet de délibérations durant la réunion.

Si vous ne connaissez personne qui participera à la Réunion annuelle, veuillez communiquer avec un des membres en règle ci-dessous et vérifiez si l’un d’eux accepterait d’être votre mandataire. Cette personne n’est pas autorisée à transférer votre procuration à une autre personne.

- proxy1@rasc.ca = Dave Chapman (Halifax)
- proxy2@rasc.ca = Chris Beckett (Regina)
- proxy3@rasc.ca = Dave Clark (London)

ELECTION OF AUDITOR — ÉLECTION D’UN VÉRIFICATEUR

Motion — Election of Auditor

Moved that Tinkham and Associates be elected as Auditor of the RASC.

Proposition—Choix d’un vérificateur

Motion pour désigner Tinkham and Associates à titre de vérificateurs de la SRAC.

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

PROXY 2013

Your name: (please print)

I, being a voting member in good standing of the Royal Astronomical Society of Canada (RASC), hereby appoint Proxy Holder:

(please print)

to attend and vote on my behalf at the Annual Meeting of the RASC to be held on 2013 June 30, and at any adjournments. I hereby revoke any Proxy that I have previously given for this meeting.

I understand that the following instructions are guidelines for the Proxy Holder only and that, having discussed these issues with me, the Proxy Holder will use best judgement when applying my proxy.

Motion to accept the Certificate of Continuance from Industry Canada

For: _____ Against: _____

Holder's Discretion: _____

Motion to adopt the new By-Law #1

For: _____ Against: _____

Holder's Discretion: _____

Motion to set the size of the Board at nine Directors

For: _____ Against: _____

Holder's Discretion: _____

Motion — Election of Auditor: Tinkham & Associates

For: _____ Against: _____

Holder's Discretion: _____

I understand that the Proxy Holder has the right to also withhold my proxy if relevant new information is presented at the annual meeting that addresses my concerns and that the withholding of my proxy would be in my best interest. I also understand that the Proxy Holder will provide me with a summary of the results, how my proxy was voted, and in the event my proxy was withheld, an explanation of why it was withheld.

Date: _____

Signature: _____

PROCURATION 2013

Votre nom: (en lettres moulées)

Étant un membre votant en règle de La société royale d'astronomie du Canada (SRAC), je nomme comme mandataire:

(en lettres moulées)

pour exercer mon vote par procuration lors de la Réunion annuelle, le 30 juin 2013, et de tous reports de celle-ci. J'annule, par la présente, toute procuration antérieure visant la même réunion.

Je reconnais que ces instructions ne servent qu'à guider mon mandataire et qu'ayant discuté de ces questions avec moi, mon mandataire utilisera son bon jugement en exerçant le mandat.

Motion pour accepter le Certificat de prorogation d'Industrie Canada

pour: _____ contre: _____

à la discrétion du mandataire: _____

Motion pour adopter le nouveau Règlement No. 1

pour: _____ contre: _____

à la discrétion du mandataire: _____

Motion pour établir à neuf le nombre de membres du Conseil de direction

pour: _____ contre: _____

à la discrétion du mandataire: _____

Motion — nomination des vérificateurs: Tinkham & Associates

pour: _____ contre: _____

à la discrétion du mandataire: _____

Je reconnais que le mandataire a le droit de voter différemment de ma procuration si de nouvelles informations présentées lors de la réunion répondent à mes préoccupations et que ce geste serait dans mon meilleur intérêt. Le mandataire m'informerait des résultats et de l'usage qu'il aura fait de ma procuration et, si elle n'est pas suivie, il m'expliquerait pourquoi.

Date: _____

Signature: _____

Note: The complete Annual Report is available on-line at:
www.rasc.ca/annual-report-2012-extended

Should you encounter any problems with logging in, read this page:
www.rasc.ca/login-assistance

The extended version includes the following:

- 2012 Annual Meeting Minutes
- 2012 Annual Reports from Centres
- 2013 Award Winners
- 2013 Centre addresses and Executives
- 2013 National Council