

RASC WINNIPEG CENTRE COUNCIL

Minutes of a meeting of the council of RASC Winnipeg Centre held via Zoom on Tuesday, May 4, 2021, at 7:00 p.m.



PRESENT: Dennis, Judy, Gord, Terra, Abdul, Bryan, Andrew, Ed,

REGRETS:

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| a. Call to order | 7 PM | President | |
| b. Welcome and Opening Remarks | | President | |
| c. Additions to Agenda | | President | 2 Minutes |
| d. Adoption of previous minutes | | President | 2 Minutes |

MOTION: Gord moved to adopt the minutes as presented– PASSED

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| e. Financial report | | Treasurer | 2 Minutes |
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- 17,436.75 in the bank as at April 30, in good shape, couple of outstanding payments for total of \$550 for St John’s college and SkyNews.
 - Banking signing – Staff will do a phone call to confirm ID and then invite each one separately, but they need two of the existing signatories.
- f. OLD BUSINESS
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| a. COVID | | Dennis | |
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- Public Health Orders sent before meeting, must be 10 or less and outside.
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| b. Bylaws | | Dennis | 20 Minutes |
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- Dennis: Thanks to all involved, Ed Judy, Gord. Want to ensure understanding. Not looking tonight for approval from council, but for everyone to understand why and how they are written. Aim to make it as inclusive as possible within Incorporations Act. Executive (T, S, P, VP, elected) plus 4 elected Directors (all over 18). Additionally, 4 more Councilors (also elected). Only the President has an extra vote when there’s a full tie, and only if he/she chooses to use it. We have a Council, not a Board. Chose to have only 2 standing committees (finance and nominating) with duties explained in Policy & procedures manual. Can have any other committees struck, *ad hoc*, set up by council when needed. If they run for >1 year, info will be added to P&P manual. Gord notes a few spelling errors (councillors). DL reminds of process. Council accepts draft; draft goes to National for legal advice and checking to ensure it doesn’t conflict with National bylaws. Then Council will vote to approve and it will go to AGM.
 - Ed will go through each section on Google docs. Many sections are required by the Act. Official name RASC Winnipeg Centre Inc. Dennis went through other definitions. Many definitions refer to the Act or to National bylaws (society). Officers are P, VP, T, S. Ordinary resolution by simple majority of those present, and when required, when the quorum is met. Special resolution is 2/3 of those voting members present. GT – we missed proxy... DL - remove reference to proxy in Section 1.1.15. EW asks whether there should be a minimum number of members attending a special meeting. DL should have a number; GT agrees the number is 15 as in a later article.
 - Objectives – “and the public” in 3.1.1 to address the outreach activity.

- DL goes through section 5 (our bylaws are in accord with National, and conflict means National's bylaws apply)
- Membership – interested and pay, and support objectives of society. Details are at National, so no further details required. Members expected to follow bylaws and appropriate conduct. Disruptive behaviour may be subject to disciplinary action (first mention of “special resolution” to apply disciplinary action after due process). Details of termination of membership. Members can attend any Council meetings (need to request to make any presentation), but in neither case can vote on Council decision. JA notes that a special meeting for expulsion needs a special resolution, so this needs a special vote two-thirds majority (6.3.6.3) “special resolution of the Centre” by definition meaning a 2/3 majority (removing the mention of majority of directors).
- Council (article 7) – meeting at least 8 time per calendar year. Zoom meetings or phone-in is acceptable format. Voting (tie goes to P but not required to cast that extra vote). Appointed positions do not have a vote. PP does not count in the quorum or vote.
- Elections – elected as P, VP, S, T, plus 4 additional directors may be elected; plus 4 elected Councilors. Councilor can be <18 and have voting privileges on Council. Council can appoint a position. Minimum council can be after an election is 4 (P, VP, T, S). Legally, if you cannot fill 4 positions, should not be incorporated. If one of the 4 executive is missing, then that position can be appointed until the next AGM.
- Nominating committee gives a list of candidates must be available 30days prior to AGM of candidates. Once AGM begins there is no call from the floor (there is a lot of time for people to put name forward, as the call goes out 60days before AGM).
- Directors/councilors – election where >1 nominee/candidate. If only one nomination, then acclamation. Ties settled by coin toss. P announces members of Council, positions effective at close of AGM.
- Duties – section by section (executive includes “other duties”). P a voting member of cmtes (ex officio); S maintains correspondence for compliance to the Act, hold the records, agenda, minutes. Members can contact secretary to access minutes of Council. T – financial reports and business. Should be a “voting member ex officio on the financial committee” (new section 8.6.1.5).
- Removal – should be by a special resolution of the Centre. Hopefully never have to do this, but important to anticipate.
- Vacancy – GT suggested need to change reference to 8.8 to 8.7 in 8.8.1. Lower case ‘director’ and ‘councilor’
- Conflict of interest – Add appointed director or council to 8.9.1, and also in 8.9.4 add councilor.
- Committees – nominating cmte minimum 3 members. Past or current member of council who cannot seek re-election is one of the 3. Appointed by council a minimum of 90 days before AGM. Finance minimum of T plus two or more directors or councilors (small case); required to prepare the annual budget and financial reports for AGM.
- Duties of director/councilor – attend council meetings (all unless excused); other duties as required. The 8 directors are responsible for compliance to the Act. 9.4.1.5 also director & councilor in lower case. Appointed positions review at least 1/year. Describe in P&P manual. Change “article 12” to 10 in last article of 9.

- P&P manual – a document of Council although members can suggest items for P&P.
 - Meetings – monthly min of 8 time per year for general membership meetings. AGM – not more than 3 months after end of financial year. Members notified at least 30 days ahead. Procedures as ordinary business (minutes, annual reports). GT caught need to remove “or amendments of the memorandum of association (to end of bullet) in 11.2.2b. other business can be transacted as special business. 15 members is a quorum. Special meetings of the Centre – 15 days notice; or petition of at least 15 members to request a special meeting. This means that if members really feel strongly about something they can request a special meeting by petition.
 - Amendments of bylaw. By special resolution of Council and “approved by a special resolution of the Centre” (12.1.1). EW/GT suggest removing 12.1.3 and modifying 12.1.1 about approval to include either a special meeting of Centre or at the AGM of Centre.
 - Finances 0 fiscal year, annual financial statements. Posted on website when approved; available to members for inspection 2 days before AGM, on request.
 - A Review Engagement costs ~ \$2,000. Remove / in 13.2.3 and make director and councilors small case. This is not an audit, but an accountant provides a letter.
 - Budget when approved, becomes a resolution. There is no stock, so remove 13.3.2.2. GT asks what ‘hypothecate’ means; looks it up and agrees it’s useful there. In 13.3.2.2. GT suggests we also remove ‘debenture stock’ and everything after immovable property in this bullet up until the “or any other liability of the Centre”. EW cautions that we may need these in future. DL suggests a rich benefactor may secure a loan with a bond. So, leave in most of the bullet and just remove ‘debenture stock’. EW – council may have assets that it decides to invest. Need to check references to 15.4.1 through 15.4.3 in section 13.3.2.4 (dealing with signing authority). It seems to refer to articles in clause 13.3 so change to clause 13.3 (i.e., not 15). Indemnities reimbursed (13.3.2.4).
 - Signing authority – any two of Council Officers. GT suggests change to directors, but there is a definition of officers (the executive P,VP,S,T). revision to 14.1.3 every director or councilor (trying to make all lower case (also at top of page). *Note to check references and small grammatical matters for consistent use.*
 - Remuneration and expenses – no remuneration, only reimbursed.
 - Conformity to bylaws – no actions contrary to bylaws.
 - Repeal – this repeals any previous bylaws.
 - EW reminds us about definition of councilor – trying to keep as not qualifying as a director. DL will ask National lawyer to determine if that is allowed under the act, to have a voting member of Council be <18, even if the directors are all over 18 under this bylaw.
 - **ACTION Ed and Gord to check out the document for numbering and spelling, and then to council for June meeting for approval.**
- c. Incorporation Gord 2 Minutes
- Gord: we could file the incorporation papers that we do not need to file our by-laws because not share capital, he can prepare the document, not needed for non-profit, we have permission from National, but certain individuals would take exception to incorporating without by-laws, bylaws wouldn’t get ratified until maybe September, but would blow \$45 on that. **DECISION: We will just wait, get the by-laws done, and let the \$45 fee lapse.**

- d. Next RASC Zoom Meeting – Speakers/Agenda/June Dennis 2 Minutes
- Dave Lane is main presenter (request for early slot as he is on east coast) and Stan as beginner session. DL will send out the slides tonight or tomorrow. EW needs details on that for the invitation email, and notification to National for this Thursday so it is in National’s weekly publication. Notification of meeting in preliminary form is on website.
 - Wilfred Buck for June, Judy has beginners sessions, Wilfred Buck, Dennis will send the agenda out for Ed.
- e. Strategic Plan Ed 15 Minutes
- EW reviewed our progress to date, current focus on mission, vision, values. SWOT analysis is on the website. We got good input from member survey and senior members focus group.
- f. Break at halfway point Dennis 10 Minutes
- g. Mentor Program Bryan 5 Minutes
- Dennis: Goals on the drive. Judy is the Interim Educator Coordinator, she connects people to mentors. Interim education coordinator to pull together ideas (e.g., Bryan’s ideas for Glenlea Saturdays), to develop things as we go, without getting locked in right now; allowing Council to focus on bylaws. Bryan is considered a mentor, yes. People will be able to identify their need and whether they want to be a mentor. DL asks for everyone to comment on draft of the program.
- h. Operations Manual Gord 5 Minutes
- Dennis: Gord has created a draft for everyone to look at. Make sure just use the *Suggest* feature.
- i. Centre meetings break out rooms/surveys All 5 Minutes
- Dennis: Next meeting is set up as a meeting. Will be a big meeting to test idea of breakout room. Gord: The link in the event **ACTION: Gord to check with Scott on the correct link**. Zoom account is still on Bryan’s credit card. It comes off automatically. Bryan to get reimbursed from Abdul. Can we cancel account or change the credit card on it. GT will take it on his credit card. BS – would like access to Zoom. GT – only one person can access the account on the licence.
- j. Social Events Post Covid All Tabled
- Still tabled.
- k. Scout Camp Gord 5 Minutes
- Gord: Waiting for COVID situation. Crests are popular with kids. To get create of centre logo is about \$300. It is a 3” round badge. We do want something to give to people at these events. Dennis: Will talk about it more in next meeting.
- l. Recruiting Mike Stephens, Mike Karakas All 5 Minutes
- Dennis: Put names Motion Judy, Gord. Gord: MK is a long-term member and on council, and MS was Treasurer before. PASSED
- MOTION:** Judy moved to approve the appointment of Mike Stephens and Mike Karakas as new councillors – PASSED
- m. The RASC Winnipeg Centre Awards Dennis 5 Minutes
- Dennis: Is \$210 for the engraving, picking up next week, was approved for \$75. Plaques to be kept at Glenlea. Will come back to council to get approval for over expenditure. Certificates made by GT for DL’s signature.
- g. Job Descriptions
- a. Beginner Session Coordinator Judy

- b. Newsletter editor Gord
- c. Membership Coordinator Gord
- d. Webmaster Gord
- e. Loaner Scope Coordinator Abdul
- h. Updates
- a. Light Abatement Terra 5 Minutes
 - Terra: Emailed Jenna Hines to change the name on the LPA website, but undergoing transition, will update in about a week. They have an environmental outreach intern, investigating municipal by-laws, outreach materials for light abatement. Gord: Over the weekend; the new site (<https://www.secure.rasc.ca>) – hit login button and do the ‘forgot password’ with the email address that RASC National has; then once logged in, can join the mailing lists, either as an email or as a forum. Was a course on Monday. The mailing lists do work. Not much there yet. Maybe a few weeks before access to the backend of the site. National is not rolling out access quickly so may not get update to membership very quickly. They are determining who will be able to access what, and with what authority, for each Centre.
- b. Youth Outreach Andrew 5 Minutes
 - Andrew: Not much going on with this, so can he lend a hand elsewhere. Judy: Youth mentoring might be good.
- c. Work with like minded organizations Dennis
- i. Budget 2021 – develop based on strategic plan Dennis/Abdul. 5 Minutes
- j. NEW Business
- a. Interim Education Coordinator Dennis 5 Minutes
 - Dennis: This is a coordinating position, coordinate beginner sessions, start mentor program and coordinate outreach from club.. Judy: Considers it to be interim so hopes many people to volunteer, and people to uptake, a lot of people have done this, want things online through the Webmaster. Gord: Contact him or Ed. Judy: Need button for membership. Gord: Could use Google Docs s/s. Judy to do list of questions. **ACTION ITEM (Judy & Gord)**
- b. Astronomy day May 15 Dennis 2 Minutes
 - Dennis: We could do an acknowledgement during the May 14 meeting.
- c. Lunar May 26 and Solar eclipse June 10 Dennis 5 Minutes
 - Dennis: Planetarium doing webcast which we could promote. Judy: Hoping can do something for the Jun eclipse. Gord: Anticipates Ontario border will be closed still. Very early morning, as it rises in eclipse. Could do a feed. Dennis: Will put in article on council forum. **ACTION Dennis.**
- d. MSSS winner Sompton Neel – What if the Sun Vanished?
 - Dennis: He was the winner, Brendan was impressed.
- e. Handouts for kids events - crests Dennis 5 Minutes
- f. Centre merch - jackets, t-shirts, mugs etc. Gord 5 Minutes
- g. Treaty acknowledgements at meetings Dennis 5 Minutes
 - Dennis: Gord put this forward. This says treaties do exist, legal weight, and the history. This is especially important in view of speakers who may be indigenous. Will occur at start of meetings. This draft was adapted from U Manitoba’s text. It is important not to offend in future by understanding the boundaries of treaty agreements in different locations. DL thinks the standard areas *Bird’s hill, oak Hammock, and Glenlea. Gord: Most organizations he belongs to do this and

