RASC WINNIPEG CENTRE COUNCIL

Minutes of a meeting of the council of RASC Winnipeg Centre held via Zoom on Monday, November 7, 2022, at 7:00 p.m.

PRESENT: Marc Sarrasin, Russell Brown, Judy Anderson, Mike Karakas, Mark Irvine, Dennis Lyons, Abdul al Manni, Ed Wright,

REGRETS: Bryan Stach, Scott Young, Michelle Boyce

Tonight's meeting is to review the Draft amendment to the Bylaws, io groups, privacy policy

1. Call to Order, Land Acknowledgement — Dennis
2. Welcome and Introductions — All
3. Adoption of Agenda — Dennis
    - Mike: T4K
    - Ed: Post meeting video
4. Adoption of previous minutes — Dennis

Russell moved, Mike seconded	ADOPTED

5. Financial Report — Abdul
    - Abdul: balance as of Saturday $18,595.48, recvd $333.68 membership and $1.5 for GIC interest.
6. Committee Work Reports
    a. Policies and Procedures Manual — Dennis
        - Dennis: Sent out draft. Changed the format so not bylaws to manual. The first numbers as per the bylaw then after that the financial policy developed. Then anything else like GLP policy added at the end. Working to get content compiled as a draft and then will get a group together to tweak it and bring to council.
    b. Observatory Committee — Russell
        - Russell: No comms with the observatory comm. If anyone else willing to take. Dennis: Michelle is interested in doing this. Port Potty? Russell: Maintained until we contact them to cancel. Can keep for the winter or have it picked up. Could get it replaced with an insulated unit (no cost increase). Abdul: How much cost until now? Russell: $168 / 28 days. Judy: Thought was less cost? Russell: Last payment $168. Will come back to it. ACTION Russell. Dennis: If not keeping need to put a floor and compostable toilet back in.
        - Dennis: Do we want to promote member night on Nov 19? Mike: Good to promote if someone going to be there. There's no downside
        - Judy: If I remember, Michelle offered to run the committee, then she was too busy, we don't hear much from her. Dennis: The observatory committee would not do much anyway before the AGM and everything is dissolved. Want to keep the momentum going. This year we were tied up with a lot of things. Hopefully most of that tied up. The financial and observatory committee are the two standing committees. If I am re-elected those two will strengthen the strategic plan.
        - Ed: Concern about Bryan's existing message for Nominating Committee not asking for the needed positions. Dennis: It also does not mention difference between director and

councillor. I will take that on to redraft that message from Bryan, could go to groups and FB,

- Dennis: Other concern about people knowing how to use scopes. Mike: I will normally help people set it up in the backyard, but yes good point.

c. Incorporation Dennis

- Dennis: Met three times, recommending that we apply for name search for RASC Winnipeg Centre Inc., file for incorporation as early in new year as early as possible, the reason for Jan is the corp return return date is after the AGM. From practical perspective it helps the council to remember, the councillors fill in their name in the report. You have one month after the annual date. As well Scott shared a draft calendar, Judy: Might be useful to have in the policies and proc to have a page for incoming and outgoing councils, outgoing to complete the form and incoming to sign it. Dennis: (sharing screen) This is the calendar that Scott put together. (Dennis reviewed the draft calendar.) In Dec outgoing council drafts the return. Those things would go into the procedures manual. That's a good suggestion. T2 filing, it is an easy form to fill out, due 6 months after the AGM. We would have an auditor, an independent person. No report on finance is needed by MB government. The T2 is a tax return for non-profit, we don't meet any of the thresholds for taxation. Once the year end financials are completed and interest for Jan 31, then everything should be done. In Feb auditor reviewed, then file the T2. Mark: Yes, T2 is corp return.
- Insurance for Directors – Dennis: Not heard anything back from either insurer. They are hesitant to give a number, more interested in who are the directors. I will call them again this week.
- All in all is moving forward, one last committee meeting,

MOTION Dennis moved, Ed seconded, $45 to register the name
Discussion – Judy: Register the name 40 days before, Mark: It is 90 days, Dennis: Have up to 90 days to incorporate, Judy: Okay, got it. Dennis: We discovered the paperwork is not onerous, it is the T2 short form for now, Adding the timing of forms/submissions into calendar and P&P manual.
CARRIED

- Dennis: We have covered off the concern raised about if onerous and it is not, just the two,
- Mike: Need to have understanding of insurance and the liability (level of risk) for directors/councillors. Dennis: You would have same level risk if no insurance. Incorporation means that they have to sue to corporation. The insurance helps to pay any legal fees. The corp gives first level of protection. The next level is the courts if the suit is frivolous. The insurance is to pay any legal fees. That risk exists today. Mike: Would councillors be included? Dennis: Yes would cover anyone elected to the board. It is the decision making people in the organization. Insurance covers anyone who is elected to the Board or an employee of the board, without distinction between Councillor and Director. Directors are searchable, whereas Councillors are not (by the government). Again the risks are low, and we have RASC National insurance for *approved* events. We do need to remind people that we should be notified of outreach events with the RASC name (although this doesn't cover negligence). E.g., Kamala doing that event. Where it is grey is if someone goes out to Glenlea with a key and not a member they are trespassing. Mike: Appreciate the clarity and that Brian is going to be checking people. Dennis: The minimum to stay incorporated is 3 directors (not 4 as previously considered from Executive). Mark: Found that if the general liability

insurance exhausted, then the directors and officers insurance adds on to that ins. So if insufficient from National, it would add the additional coverage. Ed reviewed the name search and the draft articles of incorporation.

- Dennis: price for insurance has really gone up in the past few years.
- Ed shows and runs through the two forms:
    i. name application form – The Royal Astronomical Society of Canada, Winnipeg Centre Incorporated, along with details of the application. "associated with" Royal Astronomical Society of Canada, using Dennis' address (a simple form).
    ii. Articles of Incorporation (draft) "without Share Capital" (meaning Not a Charitable organization).

d. Finance Committee Budget — Abdul/Mark Irvine

- Dennis: Budget? Mark: We met, Judy, Abdul, Mark, Abdul passed the reports sent to National last 4 years. I just updated that. Included bank acct over the years, cap assets what we think they are worth, put in forecasted rev and receipts. Dennis: Go ahead and share your screen. (Mark shared his screen.) Extrapolated to 12 mons for the categories, added several categories, one of the key things is that for 2023 primarily due to the observatory costs, the GA cost is for sending somebody. Ideally we should stay as close to zero as possible but could plan to have a deficit.
    i. Priorities: membership fees $4K to $4.5K, small GIC income, about $3K in there, could reinvest that, GIC one year could get at 4%. Will come with recommendation. For revenues, misc might be something like people reimbursing us for stuff.
    ii. Expenditures – GA for someone attending, SWSP is a key thing the club puts on, outreach, website etc could be broken out, T4K was to be break-even, not sure about the annual dinner, (Abdul: That was the picnic in the park), monthly meetings, (Abdul: $500 to U of M for St Johns room), speaker honorarium will make separate line, publications, observatory maintenance is the other category for work, almost double prior years, office admin split up, upped the bank fees (need more services, RBC has some NPO plans), better to not put costs into misc,
    iii. Capital assets are observatory and dome. We do not have right of use in there, has an intangible value of this at the U of M. Need an agreement for this. Would be good to iron this out before incorporate. Ed: There will be a new Cloud fee for the monthly meeting (as per Scott). Ed: Should the electronics going to cap equip account? Mark: Should just treat as expense as electronics, not material, capital cost allowance is over one year, but the scopes keep their value, Dennis: Need to send any feedback to finance comm. Next meeting to approve this. This ties into our plan to become more formal in our planning. Russell: For the Outreach, the $250 would not cover, US$220 per year for Groups.io, Site Ground for website. Dennis: If we get into deficit in the plan don't worry because will take forward to membership, I like the actuals and the budgeted amount, and like to be able to track as expenditures occur. Thanks go to the Finance Committee

e. Star Parties — Russell

- Russell: Did talk to Silvia, will meet in couple of weeks and then have plan for the membership.

f. Awards Centre nominations — Bryan

- Dennis: Brian says he is making good progress, Bryan said has sent, Russell to echo what Bryan send in the general forum to main.

g. Nomination Committee — Bryan
- Dennis: Nominating Committee must be comfortable providing full name, address, and having it submitted to the Companies Office. People that are directors have their name got to government. Councillors do not have that happen but still have voting rights on council.

7. Directors and Councilors — Dennis
- Dennis: Sounds like Bryan is recruiting for this.

8. Appointed Positions Recruitment — Dennis
   a. Winnicentrics Editor Scott Young
   b. SWSP Russell
   c. Membership Coordinator Jay role
   d. Explore the Universe
   e. Webmaster Marc?
- Russell: Webhosting due for payment, expires Dec 3, need motion to renew webhosting, US$377 for 3 years, Mark: Would just have 1/3 for 2023 hit the expenses, rest is prepaid expenses.

MOTION Russell moved, Marc seconded to spend US$377 to Site Ground Hosting for 3 years CARRIED

   f. Volunteer Coordinator
   g. Mentor Coordinator
   h. Meeting Coordinator
   i. Light Abatement Committee
   j. Youth Outreach

9. Web Infrastructure and io email list update. Archiving — Russell/Marc
10. Business Arising
    a. Meeting format/streaming equipment — Scott/Marc
    b. Promotional handouts — Dennis
- Dennis: Do have enough? Abdul: We have enough for this year and some for next year.

    c. Name tags — Scott
- Dennis: Scott not here, table to next council

    d. Nature Conservancy of Canada (NCC) — Dennis
- Dennis: Tim and I submitted to National, they have a person for this, she has asked for a meeting. Asked him about putting observatory into there, different options, where the farmhouse is would fit with them. They were waiting got the Stewartburn elections, their council is on board, it is moving forward, once meet with National will find out what they want to tick off, it is progressing, Tim is dealing with all of the field projects, next step is chat with person at National,
- Judy: Will the arrangement be similar to Friends of Spruce Woods? The intent was that RASC able to hold their events there. To get the designation local centre has to provide outreach. It has expanded because they want all the land there included, might be two types of land 1) area for public events and 2) pristine area. Mike: Should we hold off on scope donation. Dennis: No he can pick up while in the city. He can store the scope out there. Mike: I am worried about electronics and cold. Dennis: Will talk to him about spot in the farmhouse.

    e. Glenlea, cleanup, damage repair — Dennis

- Dennis: We did the big cleanup. Mike: I have your green water jug. Dennis: Do we want to put the potty together or hold off until hear from province. Russell: The porta potty is $125 rental … Dennis: For the composting toilet, if complete that repair, Ed: Should keep receipts and labour track. The expectation is to mitigate further damage and make the repairs that are required, as well as recording work hours Dennis: Do we want to go put a floor back in and install the toilet. Mark: We should be able to do that. Judy: I agree. Mark: Just is it dry enough. Mike: Don't put insulation in against the concrete. Mark: raise the floor up. Mike: Just insulate the room, plywood, rigid ins, then more plywood. Dennis: What is a reasonable cost? Judy: marine grade plywood.

MOTION Mark moved, Mike seconded: $500 for these interim repairs to re-establish toilet facilities. CARRIED.

- ACTION Mike and Mark to put together cost list.

f. Mailing Address forwarding Dennis
- Dennis: For the return for incorporation, Ed used my address for the corporate return, right now mail going to Abdul, Judy: Was discussed already. Mark: Bank statements to Treasurer. Abdul: The best way to do it is a letter to the bank to change the address for us. Mark: We should wait until the AGM. Dennis: The RASC stuff is to go to Ed.

g. Spruce Woods gift to casino Dennis

h. Name reservation fee Dennis

i. Telescope Loaner Program budget Mike
- Mike: These take some maintenance, would like a budget up to $100 per year for scope maintenance, for small amount

MOTION Mike motioned, Russell seconded that Loaner Scope coord to receive $100 per year, Mark will add to the budget PASSED

- (A larger conversation) Mike: The amount of scopes we have not seeing any use. Two C8s Ultima, 125 ATX, fine instruments but seeing no use. Not suitable as a loaner scope. The 8" dobs are for beginners. Could sell a couple and then refurbish one with go-to. Russell: If is a go-to I would take advantage. Mark: Could the scopes be demountable? Mike: The C8s need collimation. The ETX is factory collimated, only 8 lbs, would contact Kevin Galka at Telescopes Canada for a go-to mount. The future upgrades for Glenlea could dovetail into this. I don't think the prices of the C8s will drop, we can come up with plan for early next year and present options to council. Mark: Think concept of viable loaner program is good, could have a progressive program for teaching, dob in roll-off, then SCT in the dome,
- Dennis notes Scott's emails: if one scope was upgraded to a go-to, we could also buy a CMOS camera. We previously bought a tracker to branch out. We should hang onto these good ideas, and this could attract members to learn together and do astronomy at members' nights. That would mean that loaner scopes are not only for beginners. And the dome would get used more, as people knew more. This is a good discussion, and we have time to make some more decisions. Possibly table this for the new year, with a new observatory committee.

j. Telescopes for Kids –
- Mike: Gord said not doing it this year. Ed: Described what Gord did for this. He previously did the press release, coordinated the contest (a committee did the grading), and also helped spearhead the delivery of scopes. Dennis: Do you think we can recruit someone for this? Scopes to go out before Xmas. Russell: Likely not enough time. Judy: Not sure would have time. How advertised? Russell: website, FB, and on TV. Mike: Do

we have scopes to donate for this. Russell: Perhaps hold off until next year. Mark: What do we say to people asking about it? Judy: Could put in the existing article on the website that on hold for this year. Russell: Will post something for the website.

11. Round table All
    - RASC Store – Dennis: Gord is dropping out and needs someone to take over, Ed: Think we should keep, not promoted a lot last year, Dennis: There is no inventory, they order it online, Mike: I ordered a shirt and a cup, they were good, Judy: I think the idea is really good, could do a SWSP every year, Dennis: He can will take care of for now.
    - Marc S – Tagged up with Jay for membership.
12. Next Meeting , Monday Dec 5, 7 PM?
13. Adjourn 9:04 PM

	Name	Signature	Date
Secretary	Ed Wright		