



**Coalition-SGSL**  
Sustainability

MISSION, VISION AND  
GOALS CONSTITUTION &  
BY-LAW



OF THE  
SOUTHERN GULF OF ST.  
LAWRENCE COALITION ON  
SUSTAINABILITY



Revised May 24, 2007

# **Southern Gulf of St. Lawrence Coalition on Sustainability**

## **MISSION**

The Mission of the Southern Gulf of St. Lawrence Coalition on Sustainability is to promote the long-term viability of its ecosystem and communities.

## **VISION**

The Coalition envisions the future in which the Southern Gulf of St. Lawrence is environmentally, economically and socially sustainable.

## **GOALS**

- a. To organize or participate in environmental projects designed to:
  - ♣ Preserve and protect flora and fauna;
  - ♣ Preserve, protect and restore rivers;
  - ♣ Reduce energy consumption;
  - ♣ Identify solutions for climate change;
  - ♣ Understand the effects of coastal erosion and develop adaptation strategies.
- b. To educate and increase the public's understanding of the environment and its importance through workshops, conferences and meetings; and by collecting and disseminating information.
- c. To conduct research relating to the environment and to disseminate the results of such research.



# CONSTITUTION

## **ARTICLE 1: NAME**

The organization shall be called the "Southern Gulf of St. Lawrence Coalition on Sustainability" in English and "Coalition pour la viabilité du sud du Golfe du Saint-Laurent" in French, hereinafter referred to as the "Coalition-SGSL".

## **ARTICLE 2: STATUS**

The Coalition is a non-profit, non-political and non-sectarian organization, which strives to function in a bilingual capacity as a forum of equal partners.

## **ARTICLE 3: PURPOSE**

### 3.1: Vision

The Coalition envisions the future in which the Southern Gulf of St. Lawrence is environmentally, economically and socially sustainable.

### 3.2: Mission

The Mission of the Southern Gulf of St. Lawrence Coalition on Sustainability is to promote the long-term viability of its ecosystem and communities.

### 3.3: Goals

- a. To organize or participate in environmental projects designed to:
  - Preserve and protect flora and fauna;
  - Preserve, protect and restore rivers;
  - Reduce energy consumption;
  - Identify solutions for climate change;
  - Understand the effects of coastal erosion and develop adaptation strategies.
- b. To educate and increase the public's understanding of the environment and its importance through workshops, conferences and meetings; and by collecting and disseminating information.
- c. To conduct research relating to the environment and to disseminate the results of such research.

## **ARTICLE 4: OBJECTIVES**

### 4.1: Mandates

The Coalition will provide services to:

Facilitate communications, networking and information sharing;

Organize and facilitate meetings, workshops, forums or task forces;

Monitor the progress of implemented strategies, policies and regulations;

Assist communities to build their capacity and achieve their sustainability goals;

Facilitate access to expertise;

Promote awareness and education on sustainability.

### 4.2: Values

Coalition decisions and actions will be guided by the following values:

Residents prosper economically and socially in a sustainable community;

Communities are empowered to shape and implement their own sustainability solutions;

Coalition partners address sustainability in proactive, comprehensive and interdisciplinary manners;

The Coalition is community-based and membership-led;

The Coalition respects the mandate of its member organizations, agencies and businesses;

The governance structure of the Coalition is democratic and facilitates transparent decision-making;

Coalition partners communicate with mutual understanding and respect;

Coalition members strive to build consensus;

The Coalition manages its human, material and financial resources in a responsible manner.

## **ARTICLE 5: JURISDICTION**

The Coalition shall be based within and serve the Southern Gulf of St. Lawrence drainage area landward, and to the Magdalene Shallows seaward, encompassing some or all of the four provinces of Quebec, New Brunswick, Prince Edward Island and Nova Scotia.

## **ARTICLE 6: STRUCTURE**

The structure of the Coalition shall consist of the Membership, a Steering Committee and a Management Committee.

## **ARTICLE 7: MEMBERSHIP**

7.1 All persons representing themselves or their affiliation shall be admitted to Membership in accordance to this Constitution, and none other, shall be members of the Coalition, and their names shall be entered in the Register of Members accordingly.

7.2 For the purposes of registration, the number of members of the Coalition is unlimited.

7.3 Every member of the Coalition shall be entitled to attend any meeting of the Coalition, to vote at any general meeting of the Membership and to hold any office upon votes.

7.4 The following shall be admitted to Membership in the Coalition: any individual over the age of eighteen (18) years who upholds the objectives of the Coalition and who contributes to the support of the Coalition through working towards its objectives.

7.5 No formal admission to Membership shall be required and the entry into the Register of Members by the Secretariat of name and address of any individual or organization at their request shall constitute an admission to Membership in the Coalition.

7.6 Membership in the Coalition shall cease upon the death of a member or if, by notice in writing to the Secretariat, he/she resigns his/her Membership, or if he/she ceases to qualify for Membership in accordance with this Constitution..

7.7 Upon becoming a member, the new member shall express his/her interest in receiving the Ecosystem Charter, which shall be the “code of ethics” of the members of the Coalition.

## **ARTICLE 8: MEETINGS OF THE MEMBERSHIP**

8.1 The ordinary or Annual General Meeting of the Membership of the Coalition shall be held within the jurisdictional area of the Coalition within three (3) months after the end of each fiscal year of the Coalition at a time and place to be decided by the Steering Committee.

8.2 An extraordinary general meeting of the Coalition may be called by the Chair or by the Steering Committee at any time, and shall also be called by the Membership if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of the Coalition and with a minimum of three (3) months notice.

8.3 Twenty-one (21) days notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to members. Notice shall be given in writing and by sending it through the post in a pre-paid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

8.4 The principal focus of meetings of the Membership of the Coalition shall be to establish the general orientation of the Coalition by adopting:

The philosophy of the Coalition (Vision, Mission, Mandate and Values)

The strategic goals of the Coalition.

The most appropriate operational mechanism for the Coalition (Constitution. By-Laws)

8.5 At each ordinary or Annual general meeting of the Membership of the Coalition, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of previous Annual and other general meetings of the past year;

Consideration of the Annual Report of the Chair;

Consideration of the Financial Report of the Treasurer, including balance sheet and operating statement and the report of the auditors thereon;

Approval of resolutions on special issues by the Steering Committee;

Election of Steering Committee members;

All other business transacted at ordinary or Annual general meetings of the Membership shall be deemed to be special business and all business shall be deemed to be special that is transacted at an extraordinary general meeting of the Coalition. Sufficient information on special business shall be provided to members with the meeting notice to allow them to make reasoned decisions.

8.6 No business shall be transacted at any meeting of the Membership of the Coalition unless a quorum of members is present at the commencement of such business and such quorum shall consist of 25 members.

8.7 If within one-half (1/2) hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned.

8.8 The Chair of the Coalition shall preside as Chair at every general meeting of the Coalition. If there is no Chair or if at any meeting he/she is not present at the time of holding the same, the Past-chair shall preside as Chair. If there is no Chair or Past-chair or if at any meeting neither, the Chair or Past-chair is present at the holding of the same, the members shall choose someone of their own number to be Chair.

8.9 The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.

8.10 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

8.11 At any general meeting, unless a poll is demanded by at least five (5) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Coalition shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Coalition in general.

#### **ARTICLE 9: STEERING COMMITTEE**

9.1 The Steering Committee should be representative of all sector interests in the communities of the jurisdictional area, including two (2) federal government, four (4) First Nations, two (2) from the public at large and per province: one (1) provincial government, one (1) municipal government, one (1) academia, two (2) businesses/ industries, two (2) community or non-governmental organizations.

9.2 Any member of the Coalition shall be eligible to be elected to the Steering Committee. Elected members shall have no special status other than to bring their sectoral perspective to the Steering Committee in an effort to reach consensus during the decision-making process, in the context of an equal partnership among all sectors.

9.3 Steering Committee members shall be elected by the Membership each year at the ordinary or Annual general meeting of the Membership of the Coalition, and shall serve as such without remuneration until the next Annual general meeting of the Membership, normally for two (2) years.

9.4 At each ordinary or Annual general meeting of the Membership of the Coalition, all Steering Committee members shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected, and retiring Steering Committee members shall be eligible for re-election.

9.5 In the event that a Steering Committee member or Officer resigns his/her office or ceases to be a member of the Coalition, whereupon his/her office as member or Officer shall be vacated, the vacancy thereby created may be filled for the non-expired portion of the term by the Steering Committee. This will be from among their number, in the case of Officers, or from among the Membership of the Coalition, in the case of Steering Committee members.

9.6 The Members of the Steering Committee may, by special resolution, remove any Steering Committee member or Officer before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the member in whose place he/she is appointed would have held office if he/she had not been removed.

9.7 Meetings of the Steering Committee shall be held at least four times a year or as often as the business of the Coalition may require and shall be called by the Secretariat i.e. the management committee and the executive director. A meeting of the Steering Committee may be held at the close of every ordinary or Annual general meeting of the Membership of the Coalition without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each member within a reasonable time before the meeting is to take place, but non-receipt of such notice by any member shall not invalidate the proceedings at any meeting of the Steering Committee.

9.8 No business shall be transacted at any meeting of the Steering Committee unless at least one-third (1/3) of occupied seats in number of the Steering Committee are present at the commencement of such business.

9.9 The Chair or, in his/her absence, the Past-chair or, in the absence of both of them, any member appointed from among those Steering Committee members present shall preside as Chair at the meetings of the Steering Committee.

9.10 All Steering Committee members shall have one vote, and no more, and no proxy voting shall be allowed or counted. The Chair shall be entitled to vote as a member and, in the case of an equality of votes, he/she shall have a casting vote in addition to the vote to which he/she is entitled as a member.

#### **ARTICLE 10: OFFICERS AND THEIR RESPONSIBILITIES**

10.1 The Officers of the Coalition shall be a Chair, Past-chair, Vice-Chair, Secretary and Treasurer, and shall serve as such without remuneration.

10.2 The Steering Committee shall elect one of their eligible numbers to be the Chair of the Coalition immediately after the AGM. The

Chair shall have general supervision of the activities of the Coalition and shall perform such duties as may be assigned to him/her by the members from time to time. The Chair shall also be responsible to prepare an Annual Report on the operation of the Coalition for the Annual general meeting of the Membership.

10.3 The outgoing Chair shall assume the position of Past-chair of the Coalition for another mandate. The Past-Chair shall utilize their corporate memory to ensure a smooth transition to the Coalition due to a new slate of officers after an election.

10.4 The Steering Committee shall elect one of their eligible numbers to be Vice-chair of the Coalition. The Vice-Chair shall, at the request of the members and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair or during such periods as the Chair may request him/her to do so.

10.5 The Steering Committee shall elect one of their eligible numbers to be Secretary of the Coalition. The Secretary shall keep the minutes of all meetings of the Membership, the Steering Committee and the Management Committee, and shall perform such other duties as may be assigned to him/her by the members. Custody of books, records and the minutes of all meetings of the Coalition, the Steering Committee and the Management Committee shall also be the responsibility of the Secretary. The Steering Committee may also appoint a temporary substitute for the Secretary who shall, for the purpose of this Constitution, be deemed to be the Secretary.

10.6 The Steering Committee shall elect one of their eligible numbers to be Treasurer of the Coalition. The Treasurer shall handle all of the finances of the Coalition and be responsible for the preparation of the financial statements of the Coalition, and such other duties as the members may assign. The Treasurer shall also be responsible to prepare a Financial Report of the Coalition for the Annual general meeting of the Membership.

10.7 Officers shall be elected by the Steering Committee at their meeting immediately following each Annual general meeting of the Membership of the Coalition, and shall serve as such without remuneration until the next Annual general meeting of the Membership, normally two (2) years.

10.8 The Steering Committee may, by special resolution, remove any Officer before the expiration of the period of office and appoint

another person in his/her stead. The person so appointed shall hold office during such time only as the Officer in whose place he/she is appointed would have held office if he/she had not been removed.

10.9 The non-government Officers of the Coalition will also sit on the board of the Southern Gulf of St-Lawrence Coalition Incorporated (SGSLCS Inc.).

#### **ARTICLE 11: POWERS OF THE STEERING COMMITTEE**

11.1 The management of the activities of the Coalition shall be vested in the Steering Committee who, in addition to the powers and authorities conveyed by this Constitution or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Coalition and are not hereby or by Statute expressly directed or required to be exercised or done by the Coalition in general meeting.

11.2 Accountable to the Coalition Annual general meeting of the Membership, the Steering Committee has a mandate to make the following decisions:

To ensure that decisions are respectful of the vision, mission, mandate and values of the Coalition.

To submit recommendations to the Coalition's Annual general meeting of the Membership.

To adopt policies governing management of the operations and services to clientele.

To approve and evaluate annual objectives and work plan for the Coalition.

To adopt the annual budget and its revisions.

To establish committees and task groups by adopting their mandate and appointing their members and Chairpersons.

To approve agreements binding the Steering Committee.

To fill vacancies on the Steering Committee and the Management Committee between Coalition Annual general meetings of the Membership.

To elect Coalition Officers and other Management Committee members from among the Steering Committee members.

To dismiss with cause any Steering Committee, Management Committee or other committee or task force member.

To consider and decide upon resolutions to address special issues of significant interest to the Coalition.

11.3 The Steering Committee members are also destined to become members of the Southern Gulf of St. Lawrence Coalition on Sustainability Incorporated (SGSLCS Inc.). The Steering Committee members must register with the SGSLCS Inc. as per the SGSLCS Inc. procedures.

11.4 The Steering Committee may create any other committees or task groups deemed appropriate, and appoint one of the members of each committee so created to serve as Chair at meetings of that committee. All committees and their members shall serve at the discretion of and perform the duties as defined by the Steering Committee without remuneration.

11.5 The time, place, notification and quorum of all meetings of committees created by the Steering Committee shall be defined by the Chair of that committee, and notification of meetings shall be given either orally or in writing to each member within a reasonable time prior to each meeting, but with a minimum of fourteen (14) days notice if sent by mail.

## **ARTICLE 12: MANAGEMENT COMMITTEE**

12.1 Accountable to the Steering Committee and the Coalition Annual general meeting of the Membership, the Management Committee consists of the four (4) Coalition Officers and four (4) Steering Committee representatives specifically elected to serve on it, a total of eight (8) members. It is intended that the Management Committee include members that reflect the major community sectors represented on the Steering Committee.

12.2 In accordance with the policies approved by the Steering Committee, the Management Committee is responsible for articulating, recommending and ensuring implementation of the general orientation, strategies and action plans of the Coalition. It also ensures the efficient management of programs and services to its clientele, and the operations of the Coalition.

### **ARTICLE 13: ELECTIONS**

13.1 All members are eligible to serve on the Steering Committee or Management Committee as long as they are recognized as a member of the sector to which they have been nominated.

13.2 Members at the Annual general meeting of the Membership shall normally elect all Steering Committee members. All Management Committee members, including the Officers, shall be elected by and from among the members of the Steering Committee.

13.3 All nominations for Steering Committee membership shall be developed through a Nominating Committee, established by the Steering Committee, or be derived from the floor of the Annual general meeting of the Membership. They must be present or have requested by writing at least two weeks before the AGM and consent to the nomination in order to stand for election.

13.4 All nominations for sector representatives on the Management Committee shall be derived from the floor of Steering Committee meetings. Nominees must be present and consent to the nomination in order to stand for election.

### **ARTICLE 14: VOTING MATTERS**

14.1 All issues in the Coalition will be decided by consensus, by general agreement, except for the election of Steering Committee members, Officers and other Management Committee members, and resolutions on special issues addressed by the Steering Committee, which will be considered to be voting matters.

14.2 Every member shall have one vote and no more.

14.3 Unless otherwise indicated in this Constitution or by-laws, all voting matters will be decided by a majority of votes cast through secret ballot.

14.4 Voting by proxy shall be granted for the Annual General Meeting if and when members submit a letter to the secretariat stating the name of the individual voting in their name.

### **ARTICLE 15: TERMS OF SERVICE**

15.1 All Officers and Steering Committee members shall serve from the time of their election until the next Annual general meeting

of the Membership, normally a two-year period. In the event of a lack of quorum, the incumbent Officers and Steering Committee members shall be considered returned by acclamation until the next general meeting of the Membership.

15.2 All members, except members from the public at large, shall represent their respective affiliations or organizations and serve at the pleasure of those affiliations or organizations.

15.3 All Management Committee members, including the Officers, shall be elected from among the Steering Committee members at its first meeting following the Annual general meeting of the Membership, and shall serve until the next Annual general meeting of the Membership.

15.4 Any Officer, Steering Committee member or Management Committee member may resign his/her position by presenting a letter of resignation to the Secretary.

15.5 Any Officer, Steering Committee member or Management Committee member whose conduct is considered by the Steering Committee to be prejudicial to the Purpose and Objectives of the Coalition, or who misses a significant number of meetings, may be removed from their positions by a two-thirds (2/3) vote of the Steering Committee.

15.6 Vacant positions for Officers, Steering Committee and Management Committee members shall be filled by the Steering Committee at its pleasure.

#### **ARTICLE 16: REMUNERATION**

No Coalition member, Officer, Steering Committee member, Management Committee member or other committee or task force member shall receive any remuneration for work performed for the Coalition. However, such persons will be reimbursed for reasonable expenses incurred while performing this work if prior authorization is received from the Management Committee.

#### **ARTICLE 17: INDEMNITIES TO THE MEMBERS AND OTHERS**

17.1 Every member of the Coalition, every member of the steering committee and every member of the management committee of the

Coalition or other member who has or is about to undertake any liability on behalf of the Coalition and their heirs, executors, and administrators, and estate and effects, respectively, and agreed to by the general membership shall from time to time and at all times, be held indemnified and saved harmless out of the funds of the Coalition, from and against;

all costs, damages, charges and expenses which such member or other person sustains or incurs in or about any action, manner of actions, causes of action, claims, suits, demands or proceedings which are brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them, in or about the execution of the duties of their office in respect of any such liability;

all other costs, damages, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

17.2 Without restricting the generality of the foregoing, should the Coalition be obstructed, delayed or barred from the performance of its duties and obligations as defined within any contract, any other person, group or company by reason of any act, neglect, delay or default of any singular or group of employees or agents of the Coalition or third party or parties through no fault or neglect of the members or any other persons of the Coalition, the Coalition, members of the Coalition, members of the Board, officers, agents and employees shall be indemnified and saved harmless from any and all costs, and or damages it or they may suffer as a result of the obstruction, delay or inability to perform said duties.

17.3 The Coalition shall ensure that all Coalition staff and contractors are indemnified and saved harmless in the performance of their Coalition related duties in accordance with the terms of their contract.

#### **ARTICLE 18: BORROWING POWERS**

The Coalition may establish a line of credit with its financial institution and may, by resolution of the Management Committee, draw funds from the line of credit on behalf of the Coalition in such manner and amount to carry out the purposes of the Coalition; and exercise all precaution to ensure the debt is repaid in an efficient manner.

## **ARTICLE 19: FINANCIAL BOOKS AND RECORDS**

19.1 The Executive Director of the Coalition is responsible for maintaining the financial books and records of the Coalition i.e. the Southern Gulf of St. Lawrence Coalition on Sustainability Incorporated (SGSLCS Inc.).

19.2 Any member may inspect the financial books and records of the Coalition at any reasonable time within three (3) days prior to the Annual general meeting of the Membership at the registered office of the Coalition.

## **ARTICLE 20: AUDIT OF ACCOUNTS**

20.1 Each year, a chartered accountant or a firm of chartered accountants shall be retained by the Coalition to conduct a financial review unless otherwise indicated in the signed Contribution Agreements for that particular year. The Management Committee shall fix the remuneration of chartered accountant(s) at the time of appointment.

20.2 The Coalition shall make a written report to the members as to the financial position of the Coalition. The report shall contain a balance sheet and operating account, and such report shall be read at the Annual general meeting of the Membership in conjunction with the Financial Report of the Treasurer.

## **ARTICLE 21: BY -LAWS AND RESOLUTIONS**

The Coalition may repeal, amend, alter or add to its by-laws by special resolution passed by majority vote of the Steering Committee at a meeting of the Steering Committee and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Coalition Membership at a meeting duly called for the purpose of considering the said by-laws. Resolutions on all other matters may be passed by the Steering Committee by majority vote, and will stand until otherwise changed by the Steering Committee or at a general meeting of the Coalition Membership. Resolutions passed at general meetings of the Coalition Membership shall stand unless otherwise changed by said Membership at subsequent duly called meetings.

## **ARTICLE 22: DISSOLUTION**

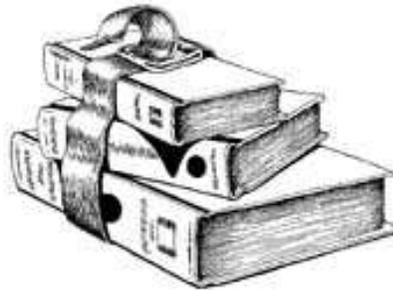
In the case of dissolution of the Coalition, all assets and monies of the Coalition shall be passed to a non- profit group having similar Purposes and Objectives, as decided by the Steering Committee.

## **ARTICLE 23: RULES OF ORDER**

The code Morin shall govern the Coalition in all procedural matters not specified in this Constitution.

## **ARTICLE 24: AMENDMENTS TO THE CONSTITUTION**

This Constitution may be amended by approval of a motion by a two-thirds (2/3) majority of votes cast at the Annual general meeting of the Membership or at a special meeting of the Membership called for the purpose, provided that written notice of the proposed amendment shall have been given to members at least two (2) months prior to that meeting.



## **BY-LAWS**

### **BY-LAW 1 : FISCAL YEAR**

The fiscal year of the Coalition shall be the period from April 1<sup>st</sup> in any year to March 31st in the next year following.

### **BY-LAW 2 : ACCESS TO MINUTES**

Minutes shall be kept of all meetings of the general Membership, the Steering Committee, the Management Committee and other committees and task forces of the Coalition, and these shall be open to the full Membership. Such minutes may be accessed upon a maximum of one (1) week notice to the Secretary of the Coalition.

### **BY-LAW 3 : CONTACT ADDRESS**

The Coalition will establish a single contact address through which all official correspondence will flow. This will be the responsibility of the Secretary of the Coalition, and will be made known to the Membership and all relevant agencies within one (1) month of formally establishing the Coalition and within two (2) weeks of any subsequent change in such address.



(Revision adopted at the Annual General Meeting on May 24, 2007)