



## Constitution of the Coalition

### **Preamble**

Whereas the Organization known as “The Southern Gulf of St. Lawrence Coalition on Sustainability” wishes to act on behalf of all citizens for the betterment of the Southern Gulf of St. Lawrence, let it be known through this document that we wish to promote and support opportunities for sustainable communities, healthy ecosystems and sustainable approaches to development. We therefore set forth this Constitution and its by-laws for the purpose of providing the principles and procedures for guiding our direction, our words and our actions.

### **Vision**

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

### **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.

### **Core Values**

*Sustainability Values:* healthy communities; ecological integrity; social and economic justice; and democracy;

*Democratic Values:* Conducting all affairs of the organization in a manner that respects a democratic tradition and process, values fairness and transparency;

*Professional Values:* Providing leadership and service to members and partners with competence, excellence, efficiency, integrity and objectivity;

*People Values:* Demonstrating respect, fairness and courtesy in all our dealings with the public and our members;

### **Guiding Principles**

**Inclusiveness:** The Southern Gulf of St. Lawrence Coalition on Sustainability believes all persons of the age of majority should be able to participate in all aspects of the organization at their discretion

**Participation:** All members have the opportunity to fully participate in the tasks, goal-setting and governance structure of the Organization

**Consensus Decision Making:** Decisions are made through consensus.

**Shared Responsibility:** All members recognize the important role of shared responsibility to achieve the goals and objectives of the organization.

**Accountability:** The Organization is accountable to the membership to operate in a fair and open manner and take responsibility for its actions and decisions.

Transparency: The Organization is committed to transparent decision-making and governance processes.

## **Definitions**

Consensus: agreement reached by a group as a whole.

Sustainability: 'Living in balance within earth's limits for a healthy future, and understanding that economics, environments and societies are interconnected.'\*

*\* This definition was agreed by the Membership via consensus on November 27 2004.*

Accountability: "an obligation or willingness to accept responsibility for the organization's actions"

Conflict of Interest: The following actions are deemed to be considered as conflict of interest:

- 1) Real or perceived situations in which self-interest seems to play a role in a decision point
- 2) When an individual faces competing choices that cloud or influence decision making
- 3) Outside interests affect or are perceived to affect the ability of an individual to make a fair and impartial decision on behalf of the organization.
- 4) When opportunities for direct material gain are involved; when close associates or family members stand to gain benefit at the expense of the stated goals of the organization; when personal professional or other affiliations interfere with impartiality or personal interests or loyalties compete with stated goal of the organization.

To dismiss with cause: In the event of a situation whereby a member is known to have breached the organizational trust by:

- 1) Engaging in theft or financial impropriety;
- 2) Non-disclosure of a real or perceived 'conflict of interest';
- 3) Repeated and continuous absence without notice or identification of proxy for regular meetings;
- 4) Behavior that has as a sole purpose an attempt to obstruct due process or willfully disregarding/disobeying majority agreed decision.

## **ARTICLE 1: NAME**

The organization shall be called the "Southern Gulf of St. Lawrence Coalition on Sustainability" in English and "La 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 registered charity 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 sustainability 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 public understanding of sustainability and its importance through workshops, conferences and meetings; and by collecting and disseminating information.

c. To support opportunities for research relating to sustainability 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/or facilitate meetings, workshops, forums or working groups;

Monitor the progress of implemented strategies, policies and regulations;

Assist communities to build their capacity for achieving their sustainability goals;

Facilitate access to expertise in the social, economic and environmental/scientific disciplines;

Promote awareness and education on sustainability as a way of life.

### 4.2: Core Values

Coalition decisions and actions are guided by the following values:

**Sustainability Values: *healthy communities; ecological integrity; social and economic justice; and democracy; whereby the Coalition:***

- Promotes ecological decision making that seeks the integration of environmental criteria into all government and business decision-making processes;
- Recognizes that economic growth is bounded by the carrying capacity of the environment;
- Promotes use of renewable and reliable sources of energy;
- Fosters activities which use material in continuous cycles;
- Recognizes future generations and does not compromise the possibilities of future generations by current activities;
- Respects all life forms and supports biodiversity;

**Democratic Values: *Conducting all affairs of the organization in a manner that respects a democratic tradition and process, values fairness and transparency; whereby the Coalition:***

- Governance structure is democratic and facilitates transparent decision- making;
- Is community-based and membership-led;
- Believes that communities are empowered to shape and implement their own sustainability solutions;

**Professional Values: *Providing leadership and service to members and partners with competence, excellence, efficiency, integrity and objectivity; whereby the Coalition:***

- Addresses sustainability in project management and activities in a manner that is proactive, comprehensive and of an interdisciplinary nature;
- Members strive to build consensus;
- Respects the mandate of its member organizations, agencies and businesses;
- Remains non-partisan and non-denominational

**People Values: *Demonstrating respect, fairness and courtesy in all our dealings with the public and our members; whereby the Coalition:***

- Members and partners communicate with mutual understanding and respect;
- Shares core values amongst the members of the community which are promoted through sustainability education
- Strives for equity and respect in relation to race, gender, and creed
- Values cultural diversity

## **ARTICLE 5: TERRITORY**

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.

*\*See appendix for map*

## **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 over the age of eighteen (18) years, representing themselves or their affiliation, who upholds the objectives of the Coalition and who contributes to its support through working towards its objectives shall be admitted to Membership in accordance to this Constitution.

Admission into the Membership entails:

- Entry into the Register of Members by the Secretariat, i.e. the management committee and Executive Director, of name and address of any individual or organization at their request, and
- Receipt of the Ecosystem Charter and the Constitution for all new members of the Coalition. The Charter reinforces the code of ethics which commits the new member to sharing the Coalition values.

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 Membership in the Coalition shall cease 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 or upon the death of the member.

## **ARTICLE 8: STEERING COMMITTEE**

8.1 The Steering Committee is to be representative of all sector interests in the communities of its chosen territory, which are within the Coalition's boundaries\* of Quebec, New Brunswick, Nova Scotia and P.E.I.

- Per Province:

1 Provincial government representative

1 Municipal government or association representative

1 Commerce or Industry representative

1 Community organisation representative

1 Academia representative

In addition there will be two federal representatives, four First Nations representatives and two representatives from the public at large.

\* see Article 5

8.2 Any member of the Coalition shall be eligible to be elected to the Steering Committee. Elected members shall 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.

8.3 Steering Committee members shall be elected by the Membership each year at the ordinary or Annual General Meeting of the Membership of the Coalition to fill vacant positions, and shall serve as such without remuneration, normally for two (2) years.

8.4 At each ordinary or Annual general meeting of the Membership of the Coalition, all Steering Committee members who have held their office for two years shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring Steering Committee members are eligible for re-election.

8.5 In the event that any Steering Committee member resigns his/her office or ceases to be a member of the Coalition, the vacancy created may be filled for the non-expired portion of the term by the Steering Committee from among the Membership of the Coalitions.

8.6 The Members of the Steering Committee may, by special resolution, remove any Steering Committee member 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.

## **ARTICLE 9 : MANAGEMENT COMMITTEE**

9.1 Accountable to the Steering Committee and the Coalition Annual general meeting of the Membership, the Management Committee consists of the five (5) Coalition Officers and two (2) Steering Committee representatives specifically elected to serve on it, a total of seven (7) members. It is intended that the Management Committee include members that reflect the major community sectors represented on the Steering Committee.

## **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 may elect one of their eligible members to be an Officer of the Management Committee following the Annual general meeting of the Membership but no later than the end of the first subsequent Steering Committee meeting. The Officers shall serve as such for two years.

10.3 The eligible members elected to be 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 has the responsibility of ensuring the Coalition moves forward on its objectives, goals, policies and strategies. The Chair shall also be responsible to ensure legal responsibilities or other obligations are fulfilled.

10.4 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.

10.5 The eligible members elected to be 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.

10.6 The eligible members elected to be Secretary shall ensure accuracy by vouching with signature of 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. The Secretary will ensure the Executive Director has in place a secure and accountable process for custody of books, records and the minutes of all meetings of the Coalition, the Steering Committee and the Management Committee.

10.7 The eligible member elected to be Treasurer shall oversee the accountability and ethics of the Coalition's finances, preparation of the financial statements of the Coalition, and such other duties as the members may assign. The Treasurer shall also be accountable to verify and approve the Financial Report of the Coalition for the Annual general meeting of the Membership. Refer to Article 16.1 for financial responsibility of Executive Director.

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.).

10.10 In the event that an Officer resigns his/her office or ceases to be a member of the Coalition or the Steering Committee, the vacancy created may be filled for the non-expired portion of the term by the Steering Committee from among their eligible numbers.

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

11.1 The Steering Committee shall direct the activities of the Coalition. In addition to the powers and authorities conveyed by this Constitution or otherwise expressly conferred upon them, the Steering Committee may exercise all such powers and do all such acts which are not expressly directed or exercised by any other bodies of the Coalition's governing structure, (i.e. the Secretariat or the Membership).

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

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 Working Groups by adopting their mandate and appointing their members and Chair persons.

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 working groups 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.

## **ARTICLE 12: POWERS OF THE MANAGEMENT COMMITTEE**

12.1 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. The Management Committee is also responsible for ensuring financial accountability of the Coalition and SGSLC Inc.

12.2 The Management Committee is responsible for approving agreements binding the Coalition and/or SGSLC Inc.

## **ARTICLE 13: TERMS OF SERVICE**

13.1 All Officers and Steering Committee members shall serve from the time of their election for a period of two years. These appointments should be staggered in time with half the appointments being due for election every Annual general meeting of the Membership. 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.

13.2 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.

13.3 All Management Committee members, including the Officers, shall be elected from among the Steering Committee members. They shall be elected or reconfirmed before the end of the Steering Committee's first meeting following the Annual general meeting of the Membership.\*

\* See article 10.2 .

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

13.5 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.

13.6 Vacant positions for Officers, Steering Committee and Management Committee members shall be filled by the Steering Committee.

## **ARTICLE 14: REMUNERATION**

### 14.1 Volunteer activities

No Coalition member, Officer, Steering Committee member, Management Committee member or other committee or working group member shall receive any remuneration for volunteer work related to these appointments. However, such volunteers will be reimbursed for reasonable expenses incurred while performing this work if prior authorization is received from the Management Committee.

### 14.2 Project Work

Any Coalition member, Officer, Steering Committee member, Management Committee member or other committee or working group member can as an independent contractor receive payment for project work being done by the Coalition or in partnership with the Coalition. This contract must be approved by consensus by the working group in charge of the project and the Executive Director, or by the Secretariat if the project is outside the responsibilities of a working group.

A project is defined as work that is assigned by or to the Coalition from a broad client base including government partners, private foundations, international co-operative research activities, academic research partnerships, joint-project agreements, and grants and contributions. The Secretariat will respond to any reports of conflict of interest and will refer to the conflict of interest policy as approved by the Steering Committee.

## **ARTICLE 15: INDEMNITIES TO THE MEMBERS AND OTHERS**

15.1 Every member of the Coalition, member of the steering committee and management committee who has or is about to undertake any liability on behalf of the Coalition, and agreed to by the general membership, shall 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 relating to 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.

15.2 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, its members, 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.

15.3 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 16: FINANCIAL BOOKS AND RECORDS**

16.1 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 (SGLCS Inc.).

16.2 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 17: AUDIT OF ACCOUNTS**

17.1 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.

17.2 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 18: 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 19: 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 20: RULES OF ORDER**

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

#### **ARTICLE 21: 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 A: 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 B: VOTING MATTERS**

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.

2 Every member shall have one vote and no more.

3 Unless otherwise indicated in this Constitution or by-laws, all voting matters will be decided by a majority of votes.

\* See article 21 for casting of votes

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.

## **BY-LAW C: ELECTIONS**

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.

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.

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.

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.

## **BY-LAW D: MEETINGS OF THE MEMBERSHIP**

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.

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.

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 by member preference which includes electronic or postal mail. If member preference is through the post, the letter will be addressed to each member at his/her last known address. Any notice shall be deemed to have been given at the time when the electronic mail or letter containing the same would be received in the ordinary course of delivery. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

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)

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

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.

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 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.

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.

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.

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.

#### **BY-LAW E: MEETINGS OF THE STEERING COMMITTEE**

1 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. 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.

2 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.

3 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.

4 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.

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.

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

Minutes shall be kept of all meetings of the general Membership, the Steering Committee, the Management Committee and other committees and working groups 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 G: 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.

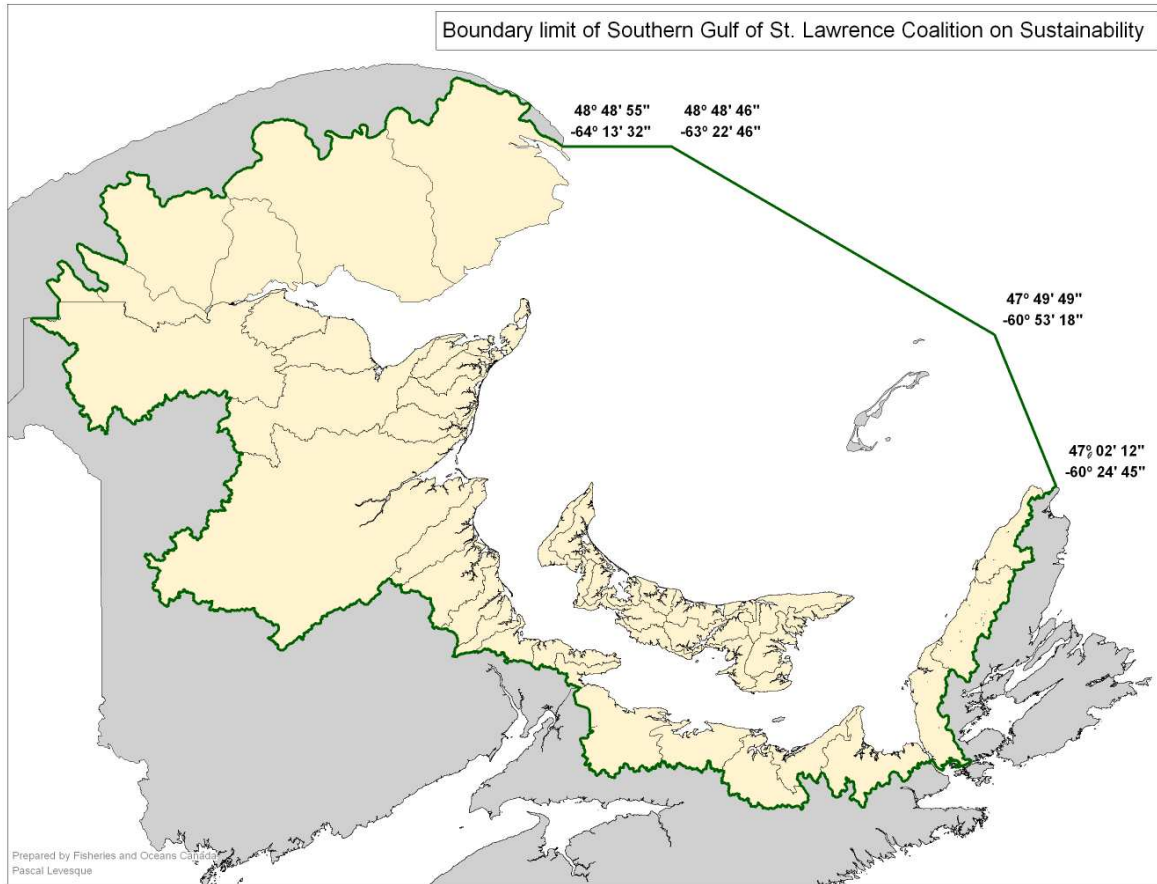
#### **BY-LAW H: CONTACT ADDRESS**

The Coalition will establish a single contact address through which all official correspondence will flow. This will be the responsibility of the Secretariat 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.

## BY-LAW I: REVISITING THE CONSTITUTION

The constitution shall be reviewed at least every five years, more often if needed, by a committee made up of members and appointed by the Steering Committee.

*Appendix: Territorial limits for mandate of the Southern Gulf of St-Lawrence Coalition on Sustainability*



**Revisions approved at the Annual General Meeting of the Membership June 12 2010**