

Post Carbon Toronto Constitution

1 Name

1.1.1 The name of the association is "Post Carbon Toronto".

2 Purpose

2.1.1 *Mission* — Post Carbon Toronto is a group of Toronto citizens working together to envision and transition Toronto and its bioregion into sustainable, low energy communities. The common thread that binds us is the search for sustainable solutions to the severe social and economic repercussions arising from the geological and ecological limits to fossil fuel energy consumption and emissions. There is an urgent need to raise awareness, begin transition, and support alternatives to current high-energy modes of living.

2.1.2 To achieve its purposes the Association may engage in activities with the intent to:

- a) educate the public;
- b) formulate, promote and advocate changes in public policy;
- c) other such actions as the Executive shall determine from time to time as long as they are consistent with the Mission of the Association.

3 Definitions

3.1.1 Definitions — The following terms have these meanings in this Constitution:

- a) *Executive* — The Executive Committee of Post Carbon Toronto
- b) *Constitution* — Post Carbon Toronto Constitution
- c) *Day(s)* — shall mean total days, irrespective of weekends or holidays
- d) *Executive Member* — an individual elected or appointed to serve on the Executive pursuant to this Constitution
- e) *Law* — The common law and legislation of Canada and the Province of Ontario
- f) *Officer* — an individual elected or appointed to serve as an Officer of the Association pursuant to this Constitution
- g) *Association* — Post Carbon Toronto
- h) *Written Notice* — Written notice shall mean notice that is hand-delivered, faxed, e-mailed or delivered by regular post or courier service to the registered address of the recipient. Date of notice shall be the date of confirmation of transmission, if by fax or e-mail; by signature, if by courier service; or 5 days after the date of post mark, if by regular post.

4 General

4.1.1 *Conduct of Meetings* — Meetings of Members or of the Executive shall be conducted according to *Robert's Rules of Order Newly Revised* (2000 edition).

4.1.2 *Non-discrimination* — The Association shall not discriminate on the basis of race, religion, colour, national origin, gender, age, affectional/sexual orientation or disability in any of its policies, procedures or practises.

5 Membership

5.1 Categories of Membership

5.1.1 There shall be two categories of membership:

- a) *Member* — Any individual who wishes to be actively engaged in the Mission of the Association, is a resident of the Greater Toronto Area and has applied to be a member.
- b) *Honourary Member* — Any individual whom the Executive has unanimously determined to have contributed greatly to the Association or its Mission.

5.2 Admission of Members

5.2.1 An individual who is a candidate for membership may be admitted as a member if:

- a) the candidate has made an application for membership in a manner prescribed by the Association, and;
- b) the candidate supports the Mission of the Association; and
- c) the candidate is at least 14 years of age; and
- d) the candidate has paid any membership dues, if any, as prescribed by the Association, and;
- e) the candidate is approved by the Executive, or any Membership Committee appointed by the Executive.

5.2.2 *Duration of membership* — Membership shall be accorded on an annual basis. Members in good standing may renew their membership by payment of their annual dues, if any, within 30 Days of the expiry date of their membership.

5.2.3 Honourary members will be admitted by unanimous resolution of the Executive and shall pay no dues. Honourary members shall be members for life.

5.3 Voting Rights of Members

5.3.1 Members shall be entitled to one vote at all Meetings of Members subject to the conditions:

- a) the Member is a Member in Good Standing ;

- b) the Member has been a Member for at least 30 Days prior to the meeting at which the Member intends to vote.

5.4 Membership Dues

- 5.4.1 Membership dues, if any, shall be as determined by the Executive.
- 5.4.2 Membership dues shall be paid annually, by such dates as determined by the Executive.

5.5 Cessation of Membership

- 5.5.1 *Resignation* — A Member may resign from the Association by giving written notice.
- 5.5.2 *Lapse of Membership* — A Member shall cease to be a member if the Member fails to pay, within 60 Days of the due date, the annual Membership Dues.
- 5.5.3 *Death* — A person shall cease to be a Member upon his or her death.
- 5.5.4 *Cause* — A Membership may be terminated for cause by resolution of the Executive for failing to act in accordance with the Mission of the Association and/or policies and procedures established by the Executive.

5.6 Good Standing

- 5.6.1 A Member shall be in good standing provided that the Member:
 - a) owes no outstanding Membership Dues or other debts to the Association;
 - b) has not ceased to be a Member;
 - c) has not been suspended from Membership;
 - d) is not subject to disciplinary investigation or action by the Executive, or if having been subject to disciplinary action, has fulfilled all terms and conditions of such action to the satisfaction of the Association.
- 5.6.2 A Member who ceases to be in good standing shall not be entitled to vote at Meetings of Members or be entitled to the benefits and privileges of Membership until such time as the Executive is satisfied that the Member has met the conditions of good standing as defined in article above.

6 Governance

The Association shall be governed by an Executive as prescribed in the articles below.

6.1 Composition of the Executive

- 6.1.1 The Executive shall consist of the Chair, Vice Chair, Secretary, Treasurer and up to 5 members.

6.2 Powers of the Executive

- 6.2.1 *Powers of the Association* — Except as otherwise provided in Law and

the Constitution, the Executive has the full powers of the Association and may delegate any of its powers, duties and functions.

6.2.2 *Management of the affairs of the Association* — The Executive shall make such policies and procedures as are necessary to manage the affairs of the Association in accordance with this Constitution.

6.2.3 *Resolution of Disputes* — The Executive shall make policies and procedures relating to the management and resolution of disputes or conflicts within the Association and all such disputes or conflicts shall be dealt with according to such policies and procedures.

6.2.4 *Discipline* — The Executive shall make policies and procedures relating to the conduct and discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures. Such policies as the Executive shall make regarding conduct and discipline of Members shall be subject to ratification by the Membership at a duly constituted Annual or Special General Meeting of Members.

6.2.5 *Limitation* — The Executive shall be subject to the direction of the Membership by Resolution at a duly constituted Annual or Special General Meeting of Members.

6.3 Election of the Executive

6.3.1 *Eligibility* — Any individual who is 18 years of age or older and who has the power under Law to contract may be nominated for election as a member of the Executive.

6.3.2 *Nomination* — The Nominating Committee shall circulate a call for nominations to all Members at least 42 Days prior to the Annual General Meeting. Members may submit nominations signed and in writing to the Nominating Committee at least 21 Days prior to the Annual General Meeting. The Nominating Committee may also nominate candidates of its own selection.

6.3.3 *Circulation of Nominations* — The list of nominated Members shall be circulated to all voting Members at least 14 Days prior to the Annual General Meeting.

6.3.4 *Nominations from the Floor* — Members in attendance at an Annual General Meeting may nominate themselves or other Members in attendance at the Meeting.

6.3.5 *Election* — Election of members of the Executive shall take place at the Annual General Meeting of Members by those Members present and eligible to vote. The vote shall be by show of hands unless a secret ballot is requested.

6.3.6 *Decision* — The nominees receiving the greatest number of votes shall be declared elected. A nominee shall be acclaimed elected if there is only one nomination.

6.3.7 *Terms of Office* — Members of the Executive shall hold office for a term of one year and shall remain in office until the end of the meeting at which their successors have been duly elected in accordance with this

Constitution, unless they resign or are removed from or vacate their office.

6.3.8 *Vacancy* — Where the office of an Executive Member becomes vacant for whatever reason, the Executive may appoint a qualified individual to fill the vacancy until such time as an Executive Member is elected in accordance with this Constitution.

6.4 Resignation or Removal of Executive Members

6.4.1 *Resignation* — A member of the Executive may resign from the Executive at any time by presenting a notice of resignation to the Executive. The resignation will become effective on the date the Executive accepts the request.

6.4.2 *Automatic Vacancy* — The office of Executive Member shall be vacated automatically if the Executive Member:

- a) is found by a court to be of unsound mind;
- b) becomes bankrupt;
- c) becomes an employee or contractor of the Association;
- d) fails to attend 3 consecutive Meetings of the Executive without reasonable excuse; or
- e) upon death of the Executive Member.

6.5 Meetings of the Executive

6.5.1 *Number of Meetings* — The Executive shall hold at least 4 Meetings per year, at which policy, procedures and other questions of governance are to be decided. No more than 120 Days shall lapse between successive meetings of the Executive.

6.5.2 *Call of Meetings* — Meetings shall be at the call of the Chair, or any three Executive Members.

6.5.3 *Notice* — Written Notice of Executive Meetings shall be given to all Executive Member's at least 5 Days prior to the date of the meeting.

6.5.4 *Quorum* — At any meeting of the Executive, quorum shall consist of a simple majority of the members of the Executive currently holding office, or 5 members, which ever is greater.

6.5.5 *Ordinary Resolution* — Unless specified otherwise, questions shall be decided by Ordinary Resolution, where each Executive Member is entitled to one vote and where the Chair of the meetings does not vote and the decision is by simple majority. In the event of a tie, the Chair shall cast the deciding vote. Voting shall be by show of hands, unless a majority of Executive Members present request a secret ballot.

6.5.6 *Special Resolution* — Where a matter is required by this Constitution to be decided by Special Resolution, notice of the resolution, including the wording of the resolution, must be given at the time notice of the meeting at which the resolution is to be decided is given. Special Resolutions must be passed by a two-thirds majority of the votes cast at the meeting at which

the resolution is decided.

6.5.7 *Closed Meetings* — Meetings of the Executive shall be closed to Members and the public except by invitation of the Executive.

6.6 Officers

6.6.1 The Officers of the Association shall be:

- a) Chair
- b) Vice Chair
- c) Secretary
- d) Treasurer

6.6.2 *Other Officers* — The Executive may appoint other Officers as required to carry out the purposes of the Association.

6.6.3 *Chair* — The Chair shall:

- a) chair meetings of the Executive;
- b) represent the Association to the public;
- c) chair the Annual General Meeting;
- d) perform such other duties as may from time to time be established by the Executive.

6.6.4 *Duties of the Vice Chair* — The Vice Chair shall:

- a) chair meetings of the Executive in the absence of the Chair;
- b) perform such other duties as may from time to time be established by the Executive.

6.6.5 *Duties of the Secretary* — The Secretary shall:

- a) issue all notices for meetings of the Executive or Members;
- b) take minutes at all meetings of the Executive or Members;
- c) keep a full and proper record of the decisions of meetings of the Executive or Members;
- d) issue a copy of the Minutes to all members of the Executive and to any others as directed by Executive within 5 Days of a meeting;
- e) keep a list of the names of the Executive Members, their addresses and contact information;
- f) shall provide upon request of any Member of the Association, access to the books and records of the Association for inspection.

6.6.6 *Duties of the Treasurer* — The Treasurer shall be responsible for:

- a) safe control of all Association funds;
- b) preparing and submitting to the Executive on a regular basis an annual budget;
- c) keeping such records as are required for financial review.

6.7 Standing Committees

6.7.1 *Nominating Committee* — The Nominating Committee shall be appointed annually by the Executive and shall be composed of two (2) Executive Members and one or more Members of the Association. The Nominating Committee shall be responsible for soliciting nominations for election to the Executive and shall circulate all nominations to all voting members as prescribed in this Constitution.

6.8 Other Committees

6.8.1 The Executive may appoint such other committees from time to time as it deems necessary for managing the affairs of the Association and may appoint members or provide for the election of members of committees. The Executive may delegate to any committee any of its powers, duties and functions except where prohibited by Law or this Constitution.

6.8.2 When appointing a committee, the Executive shall:

- a) establish the terms of reference and operating procedures for the committee;
- b) specify quorum;
- c) specify the manner in which committee members are appointed or elected;
- d) specify the manner in which committee members may be removed;
- e) specify the requirements for reporting to the Executive.

6.9 Remuneration

6.9.1 All members of the Executive Committee and Nominating Committee shall serve their term of office without remuneration except for the reimbursement of reasonable expenses in accordance with policies approved by the Executive.

6.10 Conflict of Interest

6.10.1 A member of the Executive Committee, or any other committee of the Association, who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association shall:

- a) disclose fully and promptly the nature and extent of such interest to the Executive or committee, as the case may be;
- b) refrain from voting or speaking in debate on such contract or transaction;
- c) refrain from influencing the decision on such contract or transaction.

6.11 Board of Advisors

6.11.1 The Executive may appoint a Board of Advisors to advise the Association on attainment of purposes. Members of the Board of Advisors shall be appointed by unanimous resolution of the Executive. Advisors shall serve for a term specified by the Executive. Advisors shall not have a vote unless they are otherwise Members of the Association.

6.12 Finance and Administration

6.12.1 *Fiscal Year* — The fiscal year of the Association shall end December 31st.

6.12.2 *Signing Authority* — The Executive shall make policies to designate who shall have signing authority, and in what amounts, for all financial transactions, contracts and documents conducted in the name of the Association.

6.12.3 *Financial Institutions* — The banking business of the Association, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Executive may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Association's behalf by one or more officers and/or other persons as the Executive may designate, direct or authorize from time to time.

6.12.4 *Books and Records* — The Executive shall ensure that all books and records of the Association required to be kept by Law or this Constitution are regularly and properly kept.

6.12.5 *Funds* — The Treasurer shall receive and deposit all Association funds with such Financial Institutions as designated, appointed or authorized by the Executive.

6.12.6 *Disbursement of Funds* — All funds of the Association in excess of amounts specified by the Executive shall be disbursed by cheque or other auditable document.

7 Meetings of Members

7.1.1 *Annual General Meeting* — The Association shall hold an Annual General Meeting of Members at such time and place as may be determined by the Executive and which shall be held no later than 4 months after the end of the previous fiscal year.

7.1.2 *Special General Meeting* — A Special General Meeting may be called by resolution of the Executive or upon receipt of a written request signed by 5% of the voting members of the Association or a minimum of 5, which ever is greater. A meeting must be held within 30 Days of receipt of such a request. Only such business as stated in the notice of a Special General Meeting shall be transacted at the meeting.

7.1.3 *Notice* — Written Notice of General Meetings of Members shall be given to all voting Members at least 14 Days prior to the date of the meeting. Notice shall indicate the time and place of the meeting and

contain a proposed agenda and reasonable information to permit the Members to make informed decisions at the meeting.

7.1.4 *Quorum* — Quorum shall be 10% of voting Members or 10 persons, which ever is greater, present in person.

7.1.5 *Voting* — Voting shall be by show of hands unless a majority of the Members eligible to vote approve a secret ballot. An abstention from voting shall not be counted as a vote.

7.1.6 *Ordinary Resolutions* — Unless specified otherwise, questions at meetings shall be decided as Ordinary Resolutions where a resolution shall pass by simple majority, and a tied vote shall be considered to have failed.

7.1.7 *Special Resolutions* — Where a matter is required by this Constitution to be decided by Special Resolution, notice of the resolution, containing the text of the resolution, must be included in the notice of the meeting at which the resolution is to be decided. A two-thirds majority of the votes cast at the meeting shall be required to pass a Special Resolution.

7.1.8 *Adjournment* — A meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for 14 Days or more, notice of the adjourned meeting shall be given as if it were a new meeting.

8 Amendment

8.1.1 This Constitution may only be amended, revised, added to or repealed by an Ordinary Resolution by the Executive which must further be ratified by a Special Resolution of the voting Members present in person at duly constituted Annual or Special General Meeting.

9 Dissolution

9.1.1 This Association may only be dissolved by Special Resolution of the voting Members present in person at a duly constituted Annual or Special General Meeting.

9.1.2 At dissolution, all remaining assets of the Association, after payment of all debts and liabilities shall be distributed to such charitable or non-profit Associations, carrying out their activities in Canada, as the Executive shall determine prior to dissolution.

10 Interpretation

10.1.1 *Interpretation of Articles* — Except as otherwise provided by this Constitution, the Executive shall have authority to interpret any provision of this Constitution that is contradictory, ambiguous or unclear, provided that the interpretation is consistent with the Purposes of the Association as specified in Section 2 of this Constitution.

11 Adopted

This Constitution was adopted December 30, 2006, at a Meeting for the Organization of the Association.

12 Amended

This Constitution was amended by Special Resolution at the 1st Annual General Meeting duly called and held March 30, 2007.