

## Charter (Articles and By-Laws) of the Green Coalition

### Notation

Black is for present articles and bylaws. New articles have been moved to Form 4031, (Certificate of Continuance which contains the articles) or to new bylaws.

Green is for additions to present bylaws.

Red indicates that an item has been moved from the present bylaws and articles to the new articles (Form 4031) or that the item has been deleted because it is already specified in the new Not for Profit Act.

Blue is for notes.

### Green Coalition—Coalition Verte

Charter-17 March, 1990

### Section “A” Request for Charter and Description of the Corporation

#### Request for the Constitution of a Non-Profit Corporation In respect of Part II of the Canada Corporations Act

1. In this document the undersigned petitioners request that the minister of consumer and corporate affairs [Canada] accord them by letters patent in respect of and in accordance with the dispositions of part II of the Canada Corporations Act, a charter constituting them as well as other persons who will later become members of the Corporation herein created—a moral and political person: A Corporation under the name of:

#### Green Coalition---Coalition Verte

In this document, including the by-laws that follow, the term “Coalition” denotes “Green Coalition---Coalition Verte.”

The undersigned have taken note of and are assured that the proposed designation is neither identical to nor similar to that which any other corporation, association or firm existing and doing business in Canada or one of the provinces; nor does the proposed designation resemble any other such designation to a point or manner which might induce an error, and it is not a designation which can otherwise be subject to objections from the point of view of the public interest.

2.A. The petitioners are private individuals aged at least eighteen years [18 years], living, and they are legally fit to enter into a contract. These petitioners shall serve as the provisional administrators of the Corporation. The name, occupation and address of each of the petitioners follow:

2.B. The four petitioners together with the persons herewith listed who have consented to be the first directors of the Coalition:

3. The operations of the Coalition can be undertaken in all of Canada and elsewhere.

4. The headquarters of the Coalition are established in the greater Montreal region of the Province of Quebec, Canada.

5. The Objectives of the Coalition are:

a) To promote the conservation, protection and restoration of the environment and to promote the wise use of green and blue spaces;

b) To group together, organize, and educate individuals and groups of individuals who have an interest in the promotion of the conservation, protection and restoration of the environment;

c) To acquire and to assist individuals, organizations, municipalities or other governments to acquire green or blue spaces for purposes of conservation; to manage and maintain; and to assist others in the management and maintenance of such spaces;

d) Through education and direct action to initiate, encourage, assist and promote all efforts and attitudes in the population that enhance the environment;

e) To foster understanding and commitment to positive environmental action by individuals, groups, businesses, institutions and governments;

f) To assist in and support the creation of a worldwide environmental establishment which is unencumbered by conventional political boundaries;

g) To create or support programs to control and discourage the use of substances noxious to the environment and to encourage research and education for the use of benign alternatives.

Section "B" Finances

6. In conformity with article 65 of the law on Canadian Corporations the board of directors can, if so authorized by a resolution adopted by the board of directors and by a minimum of two-thirds [2/3rds] of the members and delegates attending a special general meeting or an annual

general meeting:

- a) Borrow money on the credit of the Coalition;
- b) Reduce or augment sums to be borrowed;
- c) Issue debentures or other securities of the Coalition;
- d) Invest in or sell shares or other stocks at totals and at prices judged to be appropriate and opportune;
- e) Guarantee these debentures or other securities or any other loan or investment undertaken by the Coalition now or in the future, by means of a mortgage or hypothetec secured by all or part of the goods and properties, moveable and immovable to which the Coalition currently holds owner's title or which the Coalition shall subsequently acquire, as well as all or part of the enterprise and rights of the Coalition.

Such a by-law can provide that the board of directors can delegate such powers to administrators or executives of the Coalition to the extent and manner that is provided in the resolution.

Nothing herein fixes a maximum or minimum capacity of the Coalition to borrow money on bills of exchange or promissory notes made or accepted or endorsed by the Coalition or in its name.

7. No part of the assets or monies of the Coalition shall in any circumstances during the existence of the Coalition or upon its dissolution or otherwise be used for the personal benefit of any member or administrator of the coalition. All assets or income of the Coalition shall be used to achieve the objectives of the Coalition.

8. In the event of dissolution or liquidation of the Coalition, and following the satisfaction of all debts owing by the Coalition, notwithstanding any statutory or other provisions to the contrary, the remaining assets shall be distributed to one or more non-profit organizations which, in the opinion of the Board will assist in the continued attainment of the objectives of the Coalition.

9. The by-laws of the Coalition shall be those filed with the application for letters patent until repealed, amended, altered, or added to.

Dated at the City of Dollard des Ormeaux in the province of Quebec this 30<sup>th</sup> day of April, 1990.

Green Coalition-----CoalitionVerte

By-Laws-17 March, 1990

Section "A" Bylaws

To the Minister of Consumer and Corporate affairs-Canada:

1. This document "Green Coalition-----CoalitionVerte-By-Laws" is supplemental to the undersigned petitioner's request that the minister of consumer and corporate affairs [Canada] accord them by letters patent in respect of an in accordance with the dispositions of part II of the Canada Corporations Act, a charter constituting them- as well as other persons who will later become membersofthe corporation herein created-a moral and political person: A corporation under the name of:

Green Coalition---Coalition Verte

In this document, the term "Coalition" denotes:

"Green Coalition---Coalition Verte."

2. In accordance with section 9 of the petitioner's request for a charter [application for letters patent]:

"The by-laws of the Coalition shall be those filed with the Application for letters patent until repealed, amended, altered, or added to;"

These are the by-laws filed with the application for letters patent and shall come into effect upon the approval of the members at the first meeting of the members.

3. By-laws of the Coalition shall be approved by resolution adopted by more than two thirds [2/3rds] of the members present at a special general or annual meeting of the Coalition.

3. The operations of the Coalition can be undertaken (in all of Canada and elsewhere)throughout the world.(This is from the old articles and now included in the new bylaws.)

4. Notice of any motion to amend the by-laws may be given by any member of the Coalition. Such notice shall set out the proposed amendment and must be submitted to the secretary of the Coalition within sixty days of the convocation of the annual meeting. Passage of by-law amendments requires a two thirds [2/3rds] majority vote of those in attendance and voting at the annual meeting.By-law amendments so passed shall come into effect immediately (upon approval of the minister of consumer and corporate affairs)and the minister of consumer and

corporate affairs will be notified within 12 months of the changes.

5. Notice of any motion to amend the bylaws may be given by the board of directors of the Coalition. Such notice shall set out the proposed amendment and must be submitted to the secretary of the Coalition within sixty days of the convocation of the annual meeting or any special general meeting. **Passage of by-law amendments requires a two thirds [2/3rds] majority vote of at the annual meeting or special general meeting.** By-law amendments so passed shall come into effect immediately **(upon approval of the minister of consumer and corporate affairs) and the minister of consumer and corporate affairs will be notified within 12 months of the changes.**

#### Section "B" Members

6. Categories of members shall include: A) Individual Members; B) Member Groups; C) Member Chapters; D) Associate member Groups; E) Nation members.

7. Individual members-any individual interested in contributing to the achievement of the objectives of the Coalition can become a member upon payment of the membership fee established by the Coalition. **Individual members shall automatically be granted full membership in a local chapter of the Coalition and shall have the right to one vote at general meetings of that chapter. The same member may also be a member of a group that is a group member of the Coalition.**

8. Member Groups-any group-if it wishes to support the efforts of the Coalition and adheres to the objectives of the Coalition-can upon approval of its membership application by the Board of Directors and payment of the membership fee established by the Coalition become a member group of the Coalition. **Each Member Group can participate at the general meetings of the Coalition and has the right to cast the following number of votes at the general meetings: A) one [1] vote from any group with 10 to 49 members inclusive; B) two [2] votes from any group with 50 to 99 members inclusive; C) three [3] votes from any group with 100 or more members.**

9. **Chapters-shall consist of groupings of individual members established by the Coalition (A) in designated geographic areas or (B) for specific purposes or goals-with or without consideration for geographic boundaries. Chapters shall have all the rights of member groups. Chapters shall have all of the rights of member groups, but shall not be required to submit a membership application form-and shall be exempt from group membership fees.**

**Each individual member of a chapter shall have the right to vote to elect delegates for their chapter. Each chapter can participate at the general meetings of the Coalition and through its elected delegate(s) and has the right to cast the following number of votes at the general meetings: Has the right to cast the following number of votes at the general meetings: A) one [1] vote from any chapter with 10 to 49 members inclusive; B) two [2] votes from any chapter with 50 to 99 members inclusive; C) three [3] votes from any chapter with 100 or more**

members.

10. Associate member groups-any non-profit group-or organization which is prohibited by its charter or otherwise from becoming a voting member of another group or organization-can-if it wishes to support the efforts of the Coalition and adheres to the objectives of the Coalition-upon approval of its associate member group-application by the board of directors and payment of the associate member group fee established by the Coalition become an associate member group of the Coalition. **10. Associate member groups may send non-voting delegates to the general meetings of the Coalition in accordance with the following schedule: A) one [1] delegate from any associate member group with 10 to 49 members inclusive; B) two [2] delegates from any associate member group with 50 to 99 members inclusive; C) three [3] delegates from any associate member group with 100 or more members.**

11. Nation members-any nation whose principal, secondary or partial environmental objectives are deemed compatible with the objectives of the Coalition by the board of directors and which has been approved for nation membership by the board of directors can become a member nation of the Coalition upon payment of the nation membership fee established by the Coalition. **Each nation member can participate at the general meetings of the Coalition and has the right to cast three [3] votes.**

12. The Board of directors can issue membership cards if it deems it is appropriate to do so.

13. The Board of directors **through a resolution adopted by two-thirds [2/3rds] of its members,** can suspend a member for cause for a period of time determined by the board or eject the member indefinitely. Such a decision can be taken if a member violates the by-laws of the Coalition, or if the member's activities are judged to be destructive to the Coalition.

14. Any member suspended or ejected can appeal the decision by writing to an appeal board consisting of five members appointed by the board of directors. After submitting a written appeal, suspended or ejected members shall have the right to appear before the appeal board to present their case.

The decision of the appeal board shall be final.

15. Any member can resign by advising the secretary of the Coalition in writing. This resignation is effective upon receipt of the notice of resignation by the secretary.

#### Section "C" General Meetings

16. The annual general meeting shall be called within the **five [5](three [3])** months following the end of the fiscal year of the Coalition. The board of directors shall fix the place within Canada, the date and time of the annual general meeting.

17. Meetings of the delegates shall be called by the board of directors not less than three [3] times each year. The board of directors shall call whatever other meetings of the Coalition's members or delegates as it deems appropriate.

18. Written notice of the annual general meetings shall be given to all members not less than ~~thirty [30]~~ ~~twenty-one [21]~~ nor more than ~~ninety [90]~~ ~~sixty [60]~~ days prior to the meeting.

For all other meetings of the general membership written notice shall be given not less than fourteen [14] nor more than ~~ninety [90]~~ ~~sixty [60]~~ days prior to the meeting to all members.

Notice of any meeting wherein special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

19. For the annual general meetings and other meetings of the Coalition (but not for the director's meetings) ~~(those in attendance and voting)~~ ~~fifteen [15]~~ ~~members in attendance~~ shall constitute a quorum.

~~20. A Any member may attend but only representatives and delegates vote at annual and other general meetings of the Coalition as described in articles 8, 9, 10 and 11 of section "B". Individual members vote only at chapter meetings as described in articles 7 and 9 of section "B".~~

~~Voting shall be done by the raising of hands or by secret ballot if requested by an voting member.~~

~~20. B The board of directors shall call a special general meeting of members on written requisition of members carrying ~~(not less than)~~ five percent of the voting rights. The requisition should be submitted to the board stating the proposed purpose, time and place of the requested meeting.~~

~~21. Resolutions shall be adopted by a majority of votes cast by voting members in attendance unless otherwise stipulated in the act or these by-laws. In the absence of a majority the resolution shall be defeated.~~

#### Section "D" Board of Directors

~~22. The board of directors shall manage and supervise the affairs and business of the Coalition. The board shall consist of not less than ten [10] and not more than seventeen [17] directors who may exercise such powers by way of resolution at duly constituted meetings of the board.~~

~~23. The first board of directors shall consist of the persons named in sections "2.A" and "2.B" of the "Request for a Charter". For subsequent For elections of board members, the board shall appoint a nominating committee consisting of not less than five members of the Coalition, of which at least three shall not be directors, at least 26 weeks prior to each annual meeting. The~~

board shall appoint one member of the nominating committee as a **chairperson (chairman)**. The appointment of a member to the nominating committee shall not disqualify that member from election as a director or officer. The nominating committee shall be responsible for bringing forward nominees for election to the board of directors. Directors shall be elected by **(those in attendance and voting)**a quorum as defined in Section “C” General Meetings, item #19 at the annual general meeting.

24. No remuneration shall be payable to any director by the Coalition in connection with work done as a director, with the exception of reimbursement for reasonable expenses incurred on behalf of the Coalition.

25. The term of office for any director shall be two years. **(, except that one less than half of the original board shall serve for a term of one year; and one more than half of the original board shall serve for a term of two years. Those directors who shall serve a term of one year shall be determined by draw. After the expiry of the one year terms of the respective members of the original board the terms of all board members shall be two years.)**

Directors shall choose a chairperson by election. The candidate with the greatest number of votes shall be the chairperson.

26. Directors shall endeavour to support the board’s mandate **(to manage and supervise the affairs and business of the Coalition)**by attending in person, or by conference call if all of the directors consent, the meetings of the board and by casting their vote on matters presented to and voted upon by the board.

27. Directors meetings shall be regularly scheduled on a quarterly-annual basis at the time **(and place)** determined by the directors. Special meetings of the board may also be scheduled as deemed appropriate by the chairman of the board.

28. Not less than fourteen [14] days prior to the calling of a meeting of the board of directors, written notices to the members of the board and to the executive committee shall be sent by mail, or by **email(telefax)**, or by hand delivery; except that this notice may be waived in the event that the chairman deems it necessary to convene an emergency meeting of the board without such notice and all the directors are present or consent.

29. The quorum required for a meeting of the board shall be one member more than half of the total number of the board.

30. Each director shall have one vote a meetings of the board. No board member can cast another board member’s vote by proxy, power of attorney, or otherwise.

31. Only board members, members of the executive, or persons invited by the board shall be



permitted to attend board meetings.

32. A. If a board member fails to attend three [3] consecutive board meetings the board member may be removed from the board by a two-thirds [2/3rds] vote of the remaining board members.

32. B A director may be removed at a special general meeting of members if a resolution calling for the removal of a director is passed by two-thirds of the members present at the meeting.

33. The board of directors may appoint ad hoc or standing committees for specified areas of study or for the work of the Coalition. The board shall determine the composition and scope of such committees and the Coalition shall be responsible for their reasonable expenses.

34. The board of directors shall establish a membership fee schedule for the various classes of membership and shall reduce or increase such fees as it sees fit.

35. The board of directors can adopt a trademark or logo for the Coalition and use same without limitation to develop a product or service “certification” endorsement if they deem it necessary or useful.

#### Section “E” The Executive Committee

36. There shall be an executive committee composed of five [5] directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

37. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty eight [48] hours written notice of such meeting shall be given by email(, other than by mail,) to each member of such committee. Notice by email(mail) shall be sent at least fourteen [14] days prior to this meeting. A majority of the members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Coalition shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may, at any time waive notice and ratify, approve and confirm any or all proceedings taken or had thereat.

38. For the first year of operation the four provisional administrators of the Coalition plus one other director appointed by the four shall serve as the first executive committee.

39. During the intervals between meetings of the board of directors, the executive shall have and may exercise all of the powers and duties of the board of directors and shall report such exercises to the board at the next meeting of the board of directors.

40. During the first year of operation deeds, transfers, assignments, cheques, contracts and obligations of the Coalition shall be signed by any combination of two of the members of the executive.

#### Section “F” Officers

41. A. (After the first year of operation, and each year thereafter,)At the first meeting of the board after each election of the directors, the board shall appoint from their midst the officers of the Coalition consisting of a president, two vice-presidents, a secretary and a treasurer.

41. B. Officers shall be subject to removal at any time by resolution of the board of directors.

42. The remuneration of the officers shall be determined by the board of directors.

43. The president shall be the chief executive officer of the Coalition and shall be charge with the general supervision of the business and affairs of the Coalition.

44. The vice-presidents shall be vested with all of the powers of the president and shall perform all of the duties of the president in the absence or disability of the president.

45. The secretary shall, whenever possible attend meetings of the board and the executive and shall record and keep minutes of all proceedings and shall give notices required to be given to members, directors and members of the executive. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Coalition; shall compose the reports required by diverse laws, letters and other document for the Coalition; and shall perform such other duties as may from time to time be prescribed by the board.

46. The treasurer shall keep or cause to have kept proper accounting records as required by law; shall cause to be deposited all monies received by the Coalition; shall be the keeper of the Coalition’s bank accounts; shall under the direction of the board supervise the safekeeping of securities and disbursements or funds to the Coalition; shall render to the board or the executive, whenever required an account of all transactions by the treasurer and of the financial position of the Coalition; and shall perform such other duties as may from time-to –time be prescribed by the board.

47. Deeds, transfers, assignments, cheques, contrats, and obligations of the Coalition shall be signed by any combination of two of the following officers of the Coalition: the president, the secretary, or the treasurer; and shall be signed by such persons or combinations thereof as may from time to time be directed by the board.

#### Section “G” Finances

(The following is from the old articles and is now part of the new bylaws.)

6. In conformity with article 65 of the law on Canadian Corporations the board of directors can, if so authorized by a resolution adopted by the board of directors and by a quorumas defined in Section “C” General Meetings, item #19 minimum of two-thirds [2/3rds] of the members and delegates attendingat a special general meeting or an annual general meeting:

- a) Borrow money on the credit of the Coalition;
- b) Reduce or augment sums to be borrowed;
- c) Issue debentures or other securities of the Coalition;
- d) Invest in or sell shares or other stocks at totals and at prices judged to be appropriate and opportune;
- e) Guarantee these debentures or other securities or any other loan or investment undertaken by the Coalition now or in the future, by means of a mortgage or hypothetec secured by all or part of the goods and properties, moveable and immoveable to which the Coalition currently holds owner’s title or which the Coalition shall subsequently acquire, as well as all or part of the enterprise and rights of the Coalition.

Such a by-law can provide that the board of directors can delegate such powers to administrators or executives of the Coalition to the extent and manner that is provided in the resolution.

Nothing herein fixes a maximum or minimum capacity of the Coalition to borrow money on bills of exchange or promissory notes made or accepted or endorsed by the Coalition or in its name.

48. The board of directors shall determine the financial institutions with which the Coalition shall conduct business.

49. The fiscal year of the Coalition shall begin on January 1 and terminate on December 31.

50. The members may(shall) at each annual meeting appoint an auditor to audit the accounts of the Coalition for report to the members as soon as possible after fiscal year-end; and shall distribute same to all members at the next annual meeting and if possible shall make same available to members upon request prior to and after the annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

51. No part of the assets or monies of the Coalition shall in any circumstances during the existence of the Coalition or upon its dissolution or otherwise be usedfor the personal benefit of

any member or administrator of the Coalition. All assets or income of the Coalition shall be used to achieve the objective of the Coalition.

52. In the event of dissolution or liquidation of the Coalition, and following the satisfaction of all debts owing by the Coalition, notwithstanding any statutory or other provisions to the contrary, the remaining assets shall not be distributed among the members, but shall be distributed to one or more non-profit organizations which, in the opinion of the board will assist in the continued attainment of the objectives of the Coalition.

53. Every director or member of the executive of the Coalition who has undertaken or is about to undertake any liability on behalf of the Coalition and his/her heirs, executors and administrators, shall at all times, be indemnified and saved harmless, out of the funds of the Coalition, from and against [A] all costs and expenses whatsoever which such director or executive or other person sustains or incurs in or about any action, suit or proceeding against him/her for or in respect to any act, deed, matter or thing, whatsoever made, done or permitted by him/her in or about the execution of her/his office or in respect of any such liability; and [B] all other costs, charges and expenses which he/she sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

54. No director or executive of the Coalition shall be liable for the acts, receipts, neglects, or defaults of any other director or executive or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Coalition, through the insufficiency or deficiency of any security in or upon which any monies of or belonging to the Coalition shall be placed, or invested, or for any loss of damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities, or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of his/her supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen through his/her own willful act or willful default.

55. The seal, an impression whereof shall be stamped in the margin hereof upon receipt of the letters patent of the Coalition, shall be the seal of the Coalition. The corporate seal shall be kept in the custody of the secretary of the Coalition. The seal of the Coalition, when required may be affixed to contracts, documents, and instruments signed by those persons authorized in accordance with by law #47 hereof [p. 13]