



# Sustainability Action Fund Constitution

Last updated: November 2020

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## ARTICLE 1: MANDATE

### 1. Name:

The organization shall be known as “Sustainability Action Fund” (aka “SAF”) and, in French, as “Fonds d’Initiatives pour le Développement Durable”.

### 2. Mission:

The mission of the Sustainability Action Fund shall be to: build a culture of sustainability at Concordia University by enabling, supporting and financing student-driven initiatives that collaboratively tackle interconnected environmental, social and economic sustainability issues.

## ARTICLE 2: DIRECTORS

### 1. Composition of the Board of Directors:

The Sustainability Action Fund is administered by a board of up to thirteen (13) Directors including:

- a. One director elected among the Concordia Student Union (CSU) Executive;
- b. One director elected among the members of the Concordia Student Union (CSU) by its Council of Representatives ;
- c. One director elected among the members of the Arts and Science Federation of Associations (ASFA) by its Council of Representatives;
- d. One director elected among the members of the Commerce and Administration Students’ Association (CASA) by its Council of Representatives;
- e. One director elected among the members of the Engineering and Computer Science Association (ECA) by its Council of Representatives;
- f. One director elected among the members of the Fine Arts Student Alliance (FASA) by its Council of Representatives;
- g. One director elected among the members of the working groups of Sustainable Concordia (SC);
- h. One director elected among the members of the Graduate Student Association (GSA) by its Council of Representatives;
- i. One director elected among the Concordia Community
- j. One director elected among the Concordia faculty
- k. One director elected among the Concordia staff
- l. Two directors elected among the students at large of Concordia University.

**1.1.** It will be the responsibility of each student association or group outlined in article 2, with the exception of subsection (i) and (j), to submit the name of the elected person for their seats on the Board of Directors to the Chief Executive Officer before the end of the fiscal year.

**1.2.** Upon failure of a student association or group outlined in article 2, with the exception of subsection (i) and (j), to elect directors among its members, their respective members may present their candidacy at the Sustainability Action Fund Annual General

Meeting.

- 1.3. In addition, the SAF employees will have the right to attend and speak at meetings of the board, but shall not have the right to vote. The board may, as they see fit, invite or accept similar rights for guest attendees.
- 1.4. If a board member is absent for 3 regularly scheduled Board meetings, during a one year term, without adequate explanation or sending their regrets at least four (4) days before the scheduled meeting, said board member(s) has automatically resigned.

## **2. Eligibility:**

Only Members and supporting members may be Directors.

## **3. Election of Officers:**

Directors elect from within their ranks one (1) Chairperson, one (1) Vice-Chair and one (1) Secretary.

## **4. Tenure:**

The maximum duration of a Director's term of office is a total of three (3) one year terms. Each Director remains in office until their successor is elected, unless their term ends prematurely. A director must be re-elected for each fiscal year. A director whose term has expired is eligible for re-election. A director may serve a total maximum of three (3) one-year terms, irrespective of which subsection of 2.1 they may fall under and whether their category has changed under subsection 2.1 over the course of the terms.

## **5. Roles and Responsibilities:**

The oversight of the affairs of Sustainability Action Fund are vested in the Board, including:

- 5.1. Ensuring the mandate of the organization is being followed as stipulated by the Constitution
- 5.2. Voting on funding allocation for sustainability projects
- 5.3. Ensuring financial viability and the legal and fiscal integrity of the organization
- 5.4. Approve any spending above \$5000
- 5.5. Ensure proper human resources functioning as needed
- 5.6. Propose changes to SAF's policies and procedures as it considers advisable for the conduct of the affairs of the organization provided that such rules and regulations are consistent with the constitution
- 5.7. Maintain and modify the constitution as required
- 5.8. Participate in standing committees. These include, but are not limited to the Governance committee, the Human Resource committee, the Finance committee, the Marketing and Outreach committee, and the Special Project Funding committee.

## **6. Remuneration:**

Directors do not receive any remuneration as such for the services they render as part of their duties. However, the Board of Directors may pass a resolution to reimburse Directors for expenses incurred in the performance of their duties.

## **7. Indemnification:**

The Sustainability Action Fund shall, by means of a resolution of the Board of Directors, indemnify past or present Directors for all costs and expenses of any kind whatsoever incurred by reason of a civil, criminal or administrative lawsuit to which they were parties as Directors, with the exception of cases in which the Directors have committed a serious offence or acted fraudulently or with gross negligence. For the purpose of acquitting such sums, the Sustainability Action Fund shall take out insurance for the benefit of its Directors.

# **ARTICLE 3: MEETINGS OF THE BOARD OF DIRECTORS**

## **1. Convocation:**

Any three Directors or the CEO may convene a meeting of the Board of Directors. Such meetings may be convened by means of a notice sent by e-mail to the last known address of each Director and CEO. The notice of meeting must state the place, date and time of the meeting, contain the agenda of the meeting and arrive at least seven (7) days before the date set for the meeting.

## **2. Place and Frequency:**

Meetings of the Board of Directors are held on a monthly basis, at the Sustainability Action Fund's head office and/or within university premises or, with the consent of each Director, at any other place decided by the latter.

## **3. Quorum:**

Quorum for meetings of the Board is a simple majority of Directors in order for any decisions to be legitimate.

## **4. Vote:**

Each Director is entitled to one vote, and all matters submitted to the Board of Directors must be decided by at least a Simple Majority. Votes are by show of hands unless a Director asks for a ballot. If the vote is by ballot, the Meeting Minutes Taker of the meeting acts as vote scrutineer and counts

the ballots.

## **ARTICLE 4: MEMBERS**

### **1. Membership List:**

A membership list for the Sustainability Action Fund can be found at the Dean of Students Office at Concordia University.

### **2. Members:**

The Sustainability Action Fund shall be composed of general members and supporting members.

- 2.1. The general members include all Concordia University students paying the Sustainability Action Fund fee-levy.
- 2.2. The supporting members include members of the Concordia community including Concordia's staff, Concordia faculty, the SAF ex-officio and alumni who have experience with the SAF and/or sustainability at Concordia University.

### **3. Rights and Responsibilities:**

- 3.1. All members (general members and supporting members) shall have voting privileges in elections and general meetings of the Sustainability Action Fund.
  - 3.1.1. Supporting members must be approved by the membership in order to gain voting rights.
- 3.2. All members shall be eligible to sit as Board members except for members who are employed at the Sustainability Action Fund.
- 3.3. All members shall be eligible to submit funding applications to the Sustainability Action Fund.
- 3.4. All members shall be entitled to participate fully in meetings and other activities, and benefit from the services of the Sustainability Action Fund.
- 3.5. Every document of the Sustainability Action Fund shall be open to inspection by any member within a reasonable time period except for unapproved Board minutes, minutes of Board meetings held in closed session and documents with personal or confidential information as defined by the HR Committee.
- 3.6. General members wishing to opt-out from the Sustainability Action Fund Fee-Levy may do so at specified opt-out periods throughout the academic year. The member must present a valid Concordia University Student ID card and proof of enrolment in classes for the semester during which the opt-out period is taking place. By opting out of the Sustainability Action Fund Fee Levy, they relinquish all Rights and Responsibilities of being a member.

## **ARTICLE 5: MEMBERSHIP MEETINGS**

### **1. Annual General Meetings:**

The Annual General Meeting takes place each year, no later than four (4) months after the end of its preceding fiscal year. The time, place and purpose, as well as descriptions of BoD positions and member responsibilities, must be advertised at least ten days prior to the meeting date. Activities at the AGM must include, but are not limited to:

- 1.1. Election of BoD members
- 1.2. Approval of fiscal year end audited financial statements
- 1.3. Annual budget approval
- 1.4. Constitutional amendments (as needed)

### **2. Special Meetings:**

A special membership meeting may be called by the Board of Directors, Chief Executive Officer or by a petition signed by at least twenty (20) Members. In the event of a petition, the Sustainability Action Fund must hold a special membership meeting within fourteen (14) days of receiving the petition. If the petition stipulates a time and location that meet GM requirements, the organization is bound to the time, location and agenda stated. The agenda must include the category of 'other' for members to propose motions not already outlined on the agenda.

### **3. Quorum:**

Quorum of 21 members must be reached to pass binding decisions at all membership meetings (Annual General Meeting or Special Meeting).

### **4. Proxy:**

A Member who is unable to attend a membership meeting (annual or special) may send a proxy to the Sustainability Action Fund who will read the proxy at the meeting at time of voting.

### **5. Vote:**

Any matter submitted to a membership meeting must be decided by a show of hands, unless a ballot is requested or the Chair of the meeting prescribes some other voting procedure.

### **6. Election Procedure:**

A call out for new board must be held two weeks prior to the date of the AGM. Members who have been nominated for BoD positions will be required

to submit a short bio by the set deadline and make a brief presentation summarizing their qualifications and motives at the Annual General Meeting, and answer questions posed to them by other members. In the event that more than 11 candidates run for BoD, BoD members will be elected by majority, where the elected candidates must secure a higher number of total votes than other candidates. Votes will be cast by secret ballot, and winners determined by a scrutineer, chosen by the Chairperson of the membership meeting. The scrutineer may not vote.

## **ARTICLE 6: FINANCIAL CONSIDERATIONS**

### **1. Fiscal Year:**

The Sustainability Action Fund's fiscal year ends May 31st of each year.

### **2. Auditors:**

- 2.1. The auditors are appointed annually by the Board of Directors. The remuneration is also set by the Board of Directors. No Director or employee of the Sustainability Action Fund may be appointed auditor. If any auditor ceases to perform their duties for any reason whatsoever before the end of their term, the Board of Directors may fill the vacancy by appointing a replacement who will complete their predecessor's term.
- 2.2. The Chief Executive Officer, with the assistance of the Chief Financial Officer, is responsible for presenting potential auditors to the Board of Directors.

### **3. Bills of Exchange of less than \$5000:**

Cheques or other bills of exchange under \$5,000, drawn upon, accepted or endorsed on behalf of the Sustainability Action Fund are jointly signed by the Chief Executive Officer and one (1) individual so authorized by the Board of Directors. Any of these two (2) individuals have the power to endorse bills of exchange on behalf of the Sustainability Action Fund for the purpose of depositing them in the Sustainability Action Fund's account or collecting them on its behalf through its bankers. Any of these two (2) authorized individuals may discuss, settle, determine the balance and certify to the Sustainability Action Fund's bank on its behalf, any account book; such two individuals may also receive all the cheques issued and vouchers and sign any form for settling a balance, bank verification or bill of discharge.

### **4. Bills of Exchange of more than \$5000:**

Cheques or other bills of exchange of \$5,000 or more, drawn upon, accepted or endorsed on behalf of the Sustainability Action Fund are signed by the Chief Executive Officer and by any Director so authorized by the Board of Directors. The Chief Executive Officer and any of these authorized Directors have the power to endorse bills of exchange on behalf of the Sustainability Action Fund for the purpose of depositing them in the Sustainability Action Fund's account or collecting them on its behalf through its bankers. The Chief Executive Officer and any of these authorized

Directors may discuss, settle, determine the balance and certify to the Sustainability Action Fund's bank on its behalf, any account book; the Chief Executive Officer and any of the authorized Directors may also receive all the cheques issued and vouchers and sign any form for settling a balance, bank verification or bill of discharge.

#### **5. Deposits:**

The Sustainability Action Fund's funds may be deposited to the credit of the Sustainability Action Fund in one or more banks or financial institutions located within Montreal, Quebec that the Board of Directors designates for this purpose.

#### **6. Safety deposits:**

The Sustainability Action Fund's securities, if any, may be deposited in a safety deposit with one or more banks or financial institutions located within Montreal, Quebec that the Board of Directors may choose. None of the securities deposited may be withdrawn without written authorization from the Board of Directors signed by a representative duly authorized by the Board of Directors. Such an authorization may be given by the Board of Directors.

### **ARTICLE 7: CONFLICT OF INTEREST**

Any member of the Sustainability Action Fund, who has a personal or financial interest in a matter being discussed is obligated to declare such conflict and is obligated to abstain from all discussion, decision-making and/or voting related to said matter.

### **ARTICLE 8: AMENDMENTS TO THE CONSTITUTION**

Amendments to the constitution can be made at regular board of directors meetings with final approval of the constitutional amendments to be made at the AGM. The Sustainability Action Fund operates on the most recent version of the constitution that has been approved by its general members until the amendments are approved at the AGM. In the event that the amendments are considered urgent by the employees and the Board of Directors, a special membership meeting must be called.

### **ARTICLE 9: SEPARABILITY OF ARTICLES**

In case any of the provisions contained in this Constitution or any application thereof shall be invalid, illegal or unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions contained herein shall not, in any way, be affected.