

TORONTO CLIMATE ACTION NETWORK

RULES OF GOVERNANCE

AS AMENDED AT TCAN GM OF NOVEMBER 25, 2023

I NAME OF ORGANIZATION

The name of the Organization shall be TORONTO CLIMATE ACTION NETWORK hereinafter referred to as “TCAN”.

II OBJECTIVES

The Toronto Climate Action Network (TCAN) is a non-partisan network of action-oriented organizations working together to address the threat of climate change. To accomplish this goal TCAN will seek to:

- a) share information among TCAN members through the use of social media, websites and a common online calendar of events;
- b) foster collaboration and coordination among member groups and with other organizations sharing similar objectives and goals to maximize group success;
- c) start a cooperative outreach and education program to improve public awareness, understanding and support for effective action against climate change;
- d) persuade all levels of government of the urgent need for effective, science-based policies to combat the threat of climate change.

III DEFINITIONS

"The Organization" means "Toronto Climate Action Network"

"A Member" means a member-organization admitted under these rules.

The “Steering Committee” is the body that manages the daily affairs of the Organization.

Persons occupying the offices of “Chair” and “Vice-Chair” are members of the Steering Committee and are elected to those positions by the General Membership, for the Term designated in the Rules of Governance. They are the “Executive Officers” of the Organization. In the event that two persons are elected to share the office of Chair, they shall be deemed to share the office of Vice-Chair as well.

“The Secretary” and “the Treasurer” are “Administrative Officers” of the organization appointed by the Steering Committee.

IV MEMBERSHIP

a) Membership Defined

Only organizations may be Members of TCAN; individuals may not be Members. The sum of

TCAN'S member-organizations is the General Membership. If a group joins TCAN on or after April 1 of a given year, its next dues payable will be on June 30 of the following year.

b) Admission and Qualification for Membership

Organizations wishing to join TCAN may do so by completing the application form on the TCAN website and submitting it to the TREASURER. The Steering Committee will review all applications and admit applicants based on evidence that applicants are viable groups sharing TCAN's goals and are likely to meet the obligations of membership. Membership takes effect upon approval by the Steering Committee and the applicant's payment of one year's annual dues.

c) Dues

The Members shall contribute a membership fee to TCAN on an annual basis, which shall begin on July 1st of every year and end on June 30th of every calendar year. The Steering Committee shall determine the amount of the annual membership fee, subject to ratification by a simple majority at the Annual General Meeting. The annual fee shall be \$20.00.

d) Cessation of Membership

1) Termination of Membership

The membership of any Member may be provisionally terminated by the Steering Committee (subject to approval at the next General Meeting) if the Steering Committee concludes that the Member's conduct is inconsistent with objectives of TCAN, or that the Member has failed to pay annual dues or has missed at least two General Meetings in a given year. Decisions to terminate a membership require one month's prior notification to the Member in question, a clear statement of the concerns giving rise to this decision, and an opportunity for the Member to respond to these concerns.

Steering Committee decisions to admit or terminate Members require prior notice in the Steering Committee's agenda. The Steering Committee will seek to reach these decisions on a consensual basis, but where consensus fails, a vote in favour by two-thirds of those present will suffice for decisions to admit or terminate Members. All decisions regarding membership are subject to review by the General Membership.

2) Resignation

After payment of any outstanding dues a Member may resign by giving notice in writing to the Steering Committee.

e) Obligations of Members

1) To support the objectives and programs of TCAN in all ways consistent with their own organizational mandates.

2) To attend the General Meetings of TCAN.

3) To pay annual dues in a timely fashion

4) To contribute their fair share of time and energy to the support of TCAN's ongoing operations.

In practice this means selecting delegates prepared to stand for election to the Steering Committee or to serve on its subcommittees.

V GENERAL MEETING

a) General Meeting Defined

A General Meeting is an assembly of the Delegates of TCAN's Member Organizations.

b) Powers, Duties and Functions of the General Meeting:

- 1) to approve the Organization's annual report;
- 2) to pass the Organization's audited accounts (if relevant);
- 3) to appoint the Organization's auditors (if relevant);
- 4) to approve the Organization's annual program and budget;
- 5) to elect the Steering Committee of the Organization from amongst its Members;
- 6) to discuss and set overall policies for the working of TCAN;
- 7) to advise and, if needed, direct the Steering Committee regarding the overall vision and thrust of TCAN.

c) Quorum and Notice of Meetings and Periodicity of Meetings.

An Annual General Meeting shall be held in early May of each year for the express purpose of carrying out functions 1-5 above and discussing any other matters involving TCAN's policies, overall vision or daily functioning that members deem important. In addition to the AGM at least one (1) further General Meeting shall be held each year.

Normally the Steering Committee convenes General Meetings and is responsible for setting their place, time and agenda. However any Member may place an item on the agenda by making a request to the Chair no later than one week prior to the meeting. An extraordinary General Meeting may be convened at any time upon request by 1/5 (one-fifth) of the Members of TCAN.

Members will receive notice of General Meetings 21 days in advance. However if reason for the meeting is deemed urgent by the Steering Committee or 1/5 (one-fifth) of the membership, notice may be given 15 days in advance.

The quorum for all General Meetings of TCAN shall be at least 1/3 (one third) of the total Membership or fifteen (15) Members, whichever is less.

d) Decision Making Process and Voting

TCAN will use the consensus model of decision making (see Appendix A) with a 2/3

(two-thirds) majority threshold required. Each Member shall have one vote.

Each Member may accredit up to three (3) individuals to serve as delegates. However at any given meeting only one of these delegates may cast the Member's vote. It is up to the groups to decide independently how to select their delegates and what decisions their delegates can make.

The Secretary will maintain a list which will include a contact for each Member who will be authorized to name the delegate(s) representing that Member, regardless of how each Member chooses to select their delegate(s).

At General Meetings the default assumption will be that voting delegates are acting with the relevant authority of the Member they represent. However any delegate believing that a particular issue requires consultation with the Member may say so in lieu of voting. In that case he or she shall be recorded as abstaining with the right to change his or her vote no later than one week after the meeting in question.

VI COMMUNICATIONS ON BEHALF OF THE NETWORK

a) In order to carry out its stated objectives, the Network may from time to time issue media statements, position papers, letters of intent, and other communications with the general public.

b) Drafts of such communications shall be circulated to the Membership for comment at least 14 days in advance of their proposed release.

c) A voting quorum shall constitute at least 1/3 (one-third) of the total Membership or fifteen (15) Members, whichever is less. Once quorum is achieved, such communications shall be voted on (in person or electronically) by Member-Groups voting for "agreement", "reservations", "stand asides" and "blocks". In case of online voting, any Member-Group failing to cast a vote shall be considered to have not registered a vote.

d) Votes shall be taken at General Meetings where possible, but may be taken electronically when no General Meeting is scheduled within the timeline required for the action. In a General Meeting or online, communications will be considered accepted using the consensus decision making process, with a 2/3 (two-thirds) majority agreement threshold required.

e) In cases where a communication is unequivocally rejected by a minority of Member-Groups (i.e. "blocks: in the consensus model), input on the communication shall be sought from the full Membership, and the consensus process continued. However, if the timeline does not allow for the consensus process to be extended, the communication may still be signed on behalf of TCAN, explicitly listing the supporting individual Member-Groups.

VII STEERING COMMITTEE

a) Steering Committee Defined

The Steering Committee is the body that manages the daily affairs of the organization.

b) Purpose

The Steering Committee shall be responsible for organizing TCAN's ongoing activities and for offering oversight, advice, communications and (where possible) logistical support to TCAN teams working on specific campaigns or projects.

c) Responsibility

The Steering Committee will:

- 1) directly, or through its subcommittees, manage TCAN's ongoing operations, including its website and calendar and its internal and public communications;
- 2) manage all matters relating to Membership as stipulated in Section IV of this document;
- 3) have a duty of oversight for all campaigns and projects carried out collectively by TCAN Members;
- 4) be responsible for the finances of Toronto Climate Action Network, assuring that its accounts are in good order and used for their designated purposes;
- 5) plan, announce and conduct General Meetings;
- 6) ensure that TCAN continues to realize its mission and objectives.

It should be noted that the Steering Committee's duties under Point 3 do not include organizing specific campaigns or projects. Rather, its duties will be limited to supporting objectives, projects or campaigns agreed on by members by ensuring that work teams pursuing these objectives are functioning well and have access to the resources they require.

d) Composition

The Steering Committee shall consist of no fewer than five (5) and no more than eight (8) individuals.

e) Election and Its Mode

- 1) Members of the Steering Committee shall be elected by the General Membership at a General Meeting from a roster of accredited delegates furnished by the Secretary. No more than two (2) delegates from a single organization may serve on the Steering Committee.
- 2) In these elections as in all other decisions taken at a General Meeting, each member has one (1) vote. In case of equality of votes, the Chair shall cast the deciding vote.
- 3) Elections shall occur annually. Members of the Steering Committee and TCAN Executive Officers will be elected at a General Meeting for a term of one (1) year. For this purpose, in the event that someone is elected to office after the Annual General Meeting but prior to January 1 of the following year, that person's first term shall be deemed to have begun at the time of said AGM. If the person is elected after January 1, his or her first term shall be deemed to begin upon his/her re-election at the next AGM.

4) Persons elected to an Executive Office or to the Steering Committee may serve for a maximum of three (3) consecutive terms. However, prior service notwithstanding, a member of the Steering Committee elected to an Executive Office retains membership in the Steering Committee for the duration of his/her service in that office.

5) Elections shall begin with nominations for the offices of Chair and Vice-Chair. Any delegate may nominate him/herself or another delegate; in the latter case the nominee must give his/her consent to stand for office. In the event that there is only one candidate for a given office, delegates will determine the candidate's acceptability by acclamation. In the case of two or more candidates, delegates will select their candidate of choice by secret ballot, the winner being the candidate who receives the most votes.

6) Once the Chair and Vice-Chair have been elected, the floor will be open for nominations to the remainder of the Steering Committee. Nominations shall proceed as in 4) above. At least three nominations are required to bring the Steering Committee to its minimum of five members. In the event that there are between three and six nominations, delegates will determine the acceptability of the candidates by acclamation. In the event that there are seven or more candidates, there will be a ranked ballot with the top six candidates forming the new Steering Committee together with the Chair and Vice-Chair.

f) Removal from Steering Committee

1) Any Steering Committee member who ceases to be the delegate of a Member-organization or whose organization ceases to exist or to be a Member of TCAN shall forfeit his/her position on the Steering Committee.

2) The Steering Committee may decide by a two-thirds majority to dismiss a member for repeated failure to attend meetings or for conduct that impedes the Steering Committee from carrying out its responsibilities under this document. Such a decision takes effect immediately, but it may be overturned at a Regular or Extraordinary General Meeting by a two-thirds vote of Members attending.

g) Quorum and Notice of the Meetings

One-half of the Members of the Steering Committee shall constitute the quorum for the meetings.

The Steering Committee shall normally meet on a monthly basis between the months of September and June. It may hold additional meetings as needed, or choose to cancel a meeting if there is insufficient business.

Normally a minimum notice of 15 days shall be given for any meeting of the Steering Committee. In special cases, if 2/3 (two-thirds) of members agree, a meeting may be called on shorter notice.

In the event of urgent work, the Steering Committee may meet by teleconference or may confer and reach decisions via digital media. Decisions reached in this way will take place under the same terms and have the same effect as those taken in normal meetings, but will need to be ratified in the next normal (face-to-face) Steering Committee meeting.

h) Filling up of Casual Vacancies

All vacancies arising among the Steering Committee of TCAN during their tenure of office shall be filled provisionally by the Steering Committee from amongst the delegates of the General Membership.

Appointments will be ratified at the following General Meeting.

i) Powers of the Steering Committee

The Steering Committee holds all powers of administration, management of funds and ongoing operations, and oversight of specific campaigns and projects. However, it may constitute sub-committees to which it delegates some of these powers. It is to be understood that sub-committees act on behalf of the Steering Committee, and that their activities are subject to review by the Steering Committee.

j) Participation in TCAN sub-committees

The Steering Committee is responsible for determining whether the composition of a sub-committee should be closed to TCAN members only, or open to non-members. Decision-making that determines TCAN members' involvement and strategies for campaigns or projects should be undertaken only by TCAN members. The TCAN Steering Committee may pre-approve the participation of non-member subject-matter experts or advisors on those sub-committees, where it serves TCAN's objectives, and at its own discretion.

VIII OFFICERS OF TCAN

Officers Defined:

The Executive Officers of TCAN are the Chair and Vice-Chair. The Administrative Officers are the Treasurer and the Secretary. The Chair, Vice-Chair and Secretary are members of the Steering Committee. The Treasurer may be but is not necessarily a member of the Steering Committee.

The executive responsibility of the Steering Committee rests with the Executive officers, but it is subject to review by the Steering Committee as a whole.

a) Powers and Duties of the Chair

The Chair shall be responsible for:

- 1) Convening and chairing the General Meetings and Meetings of the Steering Committee;
- 2) Casting the deciding vote in both bodies in case of a tie;
- 3) Guiding the Treasurer and the Secretary in the discharge of their duties;
- 4) Providing overall leadership to the programs & activities of TCAN.

c) Powers and Duties of the Vice-Chair

The Vice-Chair shall assist the Chair in his/her duties and act in his/her place at any meeting when the Chair is unable to attend. In the event that the Chair should need to step down before the end of his/her term, the Vice-Chair would take his/her place until the election of a Chair at the next General Meeting.

d) Powers and Duties of the Treasurer

The Treasurer will be responsible:

- 1) To maintain regular accounts, to prepare annual statements of accounts of TCAN and to submit the same to the Steering Committee and to the Annual General Meeting;
- 2) To receive and disburse payments for purposes and under budgetary constraints approved by the Steering Committee;
- 3) To submit financial to authorities to when required to fulfill statutory obligations;
- 4) To monitor and oversee the operation of the bank account.
- 5) To receive applications from prospective TCAN member groups and to maintain and oversee the list of member-groups and their delegates.

e) Powers and Duties of the Secretary

The Secretary will be responsible:

- 1) to assist the Chair and the Treasurer in their ongoing duties;
- 2) to keep records of the proceedings of General Meetings and Meetings of the Steering Committee;
- 3) to maintain and keep in good order the records, files, and documents of TCAN;

IX SOURCES OF INCOME AND UTILIZATION OF FUNDS

TCAN shall raise its funds by any legal means consistent with its organizational status and purpose. All fund-raising initiatives (including those arising from specific campaigns) are subject to approval by the Steering Committee.

All income shall be utilized for attaining aims and objectives of TCAN.

X FINANCIAL YEAR

The financial year of TCAN shall be from 1st of May to 30th of April.

XI OPERATION OF BANK ACCOUNT

Online access to TCAN's bank account shall be shared by the Treasurer, Chair (or Co-Chairs) and Secretary. All online banking payments are to be carried out by the Treasurer upon request by the Chair or Secretary. In addition, the TCAN bank account shall list all other current members of the Steering Committee as potential signees, in the event that none of the other designated signers are available.

XII AMENDMENTS TO THIS DOCUMENT

Motions to amend this document may be entertained at any General Meeting with fifteen (15) days prior notice. Such motions are carried by a two-thirds majority of Members present at the meeting.

APPENDIX A

Consensus Decision Making as described by Tools for Change (UK)

<https://www.seedsforchange.org.uk/consensus>

<https://www.seedsforchange.org.uk/handbookweb.pdf>