



CANADIAN
EVALUATION
SOCIETY

LA SOCIÉTÉ
CANADIENNE
D'ÉVALUATION

**Canadian Evaluation Society By-Laws
May 2002**

reflecting amendments approved at the May 2002 Annual General Meeting

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SECTION ONE — INTERPRETATION

1.01 Interpretation

In this by-law and all other by-laws of the Society, unless the context otherwise specifies or requires:

- (a) “*Act*” means the Canada Corporations Act, R.S.C. 1970, c. C-32, as from time to time amended.
- (b) “*By-law*” means any by-law of the Society from time to time in force.
- (c) “*Council*” means the board of councillors of the Society.
- (d) “*Province*” means any geographic area of the country which the Council has specified for representational and administrative purposes.
- (e) “*Chapter*” refers to any body recognized by the Council to serve and represent the interests of the members of the Society in a province.
- (f) Save as aforesaid, words and expressions defined in the Act shall have the same meanings when used herein.

SECTION TWO — OFFICES

2.01 Offices

The head office of the Society will be located at such a place as the Council may require.

SECTION THREE — MEMBERSHIP

3.01 Members

The members of the Society shall consist of all individuals and/or institutions as are from time to time admitted as members by the Council. The Council shall have sole discretion in determining all matters involving the establishment, appointment, and condition of membership in the Society.

Members shall be informed promptly and individually by the Society of their admission as members.

3.02 Classes of Membership

- (a) There shall be the following classes of membership:
 - (i) individual members, comprised of:
 - full members, and
 - student members, and part-time and full-time students registered at recognized post secondary institutions. A student may register as such for a total of five years.
 - (ii) institutional members, comprised of:
 - library members.

- (b) Members shall be individuals and/or libraries desiring to become supporters of the aims and ideals of the Society who pay such fees as are fixed by the Council.

3.03 *Rights and Obligations of Members*

- (a) Upon admission, all classes of members shall have the right to attend the annual meeting and all general and special meetings of the Society. All classes of members shall be obliged to furnish the Society with an address to or at which all Society notices and/or communications intended for such members may be mailed or served. If any member shall not furnish such address, the member forfeits the right to any such notices or communications.

- (b) Student members shall have the same rights as full members.

- (c) Upon admission, full members shall be obliged:

- (i) to support the objects of the Society as detailed in the Letters Patent;

and shall have the right

- (ii) to attend all conferences, workshops and seminars sponsored by the Society;
and

- (iii) to receive copies of all communications that the Society from time to time prepares for its members.

Thirty (30) calendar days after the date of receipt of their annual membership fee, full members shall also have the right:

- (iv) to nominate Members of the Society for Council;

- (v) to stand for election to the Council;

- (vi) to vote in elections for Council; and

- (vii) to vote on changes to the by-laws of the Society.

- (d) Upon admission, library members shall have the right to receive all issues of *The Canadian Journal of Program Evaluation* for the twelve-month period covered by the membership fee.

3.04 Voting

- (a) Only full members shall be entitled to vote and they are entitled to one (1) vote each.
- (b) No proxy voting is allowed.

3.05 Resignations

Any member may at any time resign as a member of the Society by filing a written resignation with the Secretary of the Society and such resignation shall take effect upon the acceptance of the same by the Council.

3.06 Membership Fees

The annual fees, payable by members of the Society, shall be such as are fixed from time to time by resolution of the Council. Annual fees are not refundable, in full or in part, for any reason whatsoever.

3.07 Termination of Membership

The interest of a member in the Society shall not be transferable and shall lapse and cease to exist upon the death of such member. The interest of a member in the Society shall also lapse and cease to exist thirty (30) days following the mailing to such member of notification of any membership fee payable by such member unless within such period the membership fee in arrears has been received by the Society.

3.08 Meetings of Members

- (a) There shall be an annual meeting of the members of the Society. The annual meeting shall be held in such place in Canada as the Council may by resolution determine, on such date in each year (normally not later than twelve months after the holding of the last preceding annual meeting) as the Council may by resolution determine, to receive the report of the Council for the past year, to receive and approve the financial statements of the Society, including the auditor's report, to appoint auditors for the ensuing year and to transact all such other business of the Society that may properly come before such meeting.
- (b) General and special meetings of the Society may be called by order of the President or Vice-President or by the Council to be held at any time and place, subject to the provisions of The Act, the Letters Patent, or Supplementary Letters Patent of the Society.
- (c) There shall be not less than one meeting each year for the Society at which all members are entitled to be present.
- (d) At least thirty (30) days before the date of every meeting of members, a written or printed notice of such meeting stating the time and place of holding and the general nature of the business to be transacted shall be mailed to each member entitled to such notice. Such notice shall be addressed or delivered to each member of record on the books of the Society on the day of such mailing or delivery at the last address of such member appearing on the books of the Society. A copy of such notice shall also be mailed to the auditors for the Society.

- (e) A quorum for the annual meeting or any general or special meeting of members shall be seven (7) members personally present, including three (3) members of the Council, each of whom is in good standing and entitled to vote.
- (f) The President of the Council, or in the President's absence the Vice-President, or in the Vice-President's absence the Secretary, shall preside at all meetings of members, and be referred to as the "*Chair of the Meeting*". If no such officer is present, those who are present at such meeting shall choose one of their number to preside.
- (g) The accidental omission to give notice of any meeting to the auditors of the Society or to a member or members entitled to notice of such meeting or the non-receipt of notice of any meeting by the auditors of the Society or by a member or members shall not invalidate any resolution passed or any proceeding taken at any meeting.
- (h) Every question submitted to a meeting of members shall be determined by a majority of votes unless otherwise specifically provided by the Society, by these by-laws or by the Act.
- (i) Every question submitted to any meeting of members shall be decided in the first instance by a show of hands. Upon a show of hands every person present and entitled to vote shall have one vote. Either before or after a show of hands the Chair of the Meeting may require, or any person present and entitled to vote may demand and be granted, a recorded vote. Unless a recorded vote be so required or demanded, a declaration by the Chair of the Meeting that a resolution has been carried or not carried shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (j) If a recorded vote be so required or demanded it shall be taken in such manner as the Chair of the Meeting shall direct.
- (k) At the annual meeting of the members, unless the Chair of the Meeting otherwise directs, the following shall be the order of business:
 - (i) calling the meeting to order;
 - (ii) determining that the provisions of the Society's general by-laws regarding notice of meeting have been complied with and that a quorum is present;
 - (iii) approval of minutes of last annual and of intervening special and general meetings of members;
 - (iv) presentation of annual reports of officers, except for the Treasurer;
 - (v) presentation of annual reports of standing committees;
 - (vi) presentation of chapter reports;
 - (vii) presentation and approval of the financial statements of the Society and reading of auditor's report;
 - (viii) announcement of new councillors and officers;
 - (ix) appointment of auditors;

- (x) confirmation of the enactment, passing, repeal, amendment or re-enactment of any by-laws; and,
- (xi) such other business which properly may be transacted thereat.

SECTION FOUR — ADMINISTRATION

4.01 Corporate Seal

The seal of the Society shall be in such form as shall be prescribed by the councillors of the Society and shall contain the letters and the words “*Canadian Evaluation Society — La Société canadienne d’évaluation*”.

4.02 Fiscal Period

The fiscal period of the Society shall commence on the 1st day of July in each year and shall terminate on the 30th of June of the following year.

4.03 Minutes of Meetings

Minutes shall be kept of the annual meeting, all general and special meetings of members, and all meetings of the Council and the Executive Council. All minutes shall be approved with or without amendment and signed by the Chair and Secretary of that meeting and shall constitute the record of the Society’s proceedings and shall be admissible in evidence as “*prima facie*” proof of the proceedings.

All standing committees shall prepare annual reports for presentation to members at the annual meeting. All annual reports shall be approved and signed by the Chair and Secretary of that committee and shall constitute the record of the Committees’ proceedings and shall be admissible in evidence as “*prima facie*” proof of the proceedings.

4.04 Execution of Documents

- (a) All cheques, bills, notes, acceptances and orders for the payment of money on any Bank or Banks shall be signed by any two (2) of the President, Vice-President, Treasurer or Secretary, or by such other person or persons in such manner as the Council may from time to time by resolution authorize.
- (b) All deeds and other documents to which the seal of the Society must be affixed shall be signed by any two (2) of the President, Vice-President, Treasurer or Secretary, or by such other person or persons in such manner as the Council may from time to time by resolution authorize, and when so signed and sealed with the corporate seal of the Society and delivered, shall be received as the act of the Society.
- (c) Copies of by-laws, resolutions or other records of proceedings of the Council or members of the Society may be certified under the corporate seal of the Society by the Secretary or in the Secretary’s absence by any other member of the Council.
- (d) All other contracts, agreements, engagements or instruments may be signed by the President, Vice-President, Treasurer, Secretary, or such other officer, councillor,

agent or attorney as the Council may from time to time by resolution appoint to perform such duties.

4.05 *Banking*

The banking business of the Society shall be transacted with such Canadian chartered banks, trust companies or credit unions as may be designated by the Council. Such banking business or any part thereof shall be transacted under such agreements, instructions and arrangements as the Council may from time to time prescribe and authorize, and all cheques of the Society shall be drawn in the name of the Society and signed on its behalf by such persons as the Council may, from time to time, designate.

4.06 *Borrowing Powers*

With the approval of a majority of councillors at a meeting called for that purpose, the President, Vice-President or Treasurer may, from time to time:

- (a) Borrow money upon the credit of the Society.
- (b) Limit or increase the amount to be borrowed.

4.07 *Auditors*

The members shall at each annual meeting appoint an auditor who shall audit the accounts of the Society, provide audited financial statements at the annual general meeting and hold office until the next annual meeting, provided that the Council may fill any casual vacancy in the office of the auditor.

4.08 *Official Languages*

The Society shall be a bilingual society with all its engrossing documents and by-laws in the two official languages of Canada; both official languages will be used wherever feasible in communication with the members, and members shall be able to use either official language in their communication with the Society and in its publications.

SECTION FIVE — COUNCILLORS

5.01 *Management*

It shall be the duty of the Council to manage and conduct the affairs of the Society.

5.02 *Composition*

There shall be a Council consisting of officers of the Society and councillors. Officers of the Society shall be elected or appointed in accordance with the procedures provided in Article 5.08 and in Section Six - Officers. Up to thirteen (13) councillors shall be elected in accordance with the provisions of Article 5.03. It is the intent that these councillors represent as far as possible the varied membership of the Society. The immediate past President of the Society shall be an ex-officio (non-voting) member of the Council.

5.03 *Election*

Each provincial chapter recognized by the Society shall notify the Elections Committee, in writing, of the person chosen by the chapter to represent it on Council ninety (90) days in advance of the annual meeting. In the event that a provincial chapter does not choose a representative, the Elections Committee may, after consultation with the chapter, nominate someone to represent the chapter.

5.04 Quorum

A quorum for the transaction of business shall consist of the President or Vice-President plus four (4) councillors, or, in the event of both the President's and Vice-President's positions being vacant, any five (5) councillors.

5.05 Terms of Office

- (a) All councillors who are chapter representatives are expected to serve for three (3) election years as described in Article 5.05 (b). Officers shall serve for terms as provided in Article 6.04 (a).
- (b) All councillors who are chapter representatives shall serve terms which begin on the day of the annual meeting of the year in which they were elected or appointed in accordance with the provisions of Articles 5.03 or 5.06 and which end on the day prior to the third subsequent annual meeting.

5.06 Vacancies

- (a) The vacancy of any provincial chapter Council position, occurring for whatever reason, shall be filled by the responsible provincial chapter within thirty (30) days. In the event that the provincial chapter is unable to fill the vacancy, for whatever reason, the councillors then in office, provided that they constitute a quorum, shall have power by resolution to fill the vacancy. Whenever there is not a quorum, the position shall be filled in accordance with the procedures described in Section 5.06 (b).
- (b) In the event of any other vacancy or vacancies in the Council occurring by reason of the death, resignation or disability of any councillor or councillors, or by reason of any increase in the number of the Council under the provisions of The Act, or by reason of any other cause, the councillors then in office, provided that they constitute a quorum, shall have power by resolution to fill the vacancy or vacancies. Whenever there is not a quorum of councillors in office, the councillor or councillors then in office shall forthwith call a general meeting of the members to fill the vacancy or vacancies, and in default or if there be no councillors then in office, the meeting may be called by any member.

5.07 Vacation of Office

Councillors shall cease to be eligible to remain as councillors of the Society:

- (a) If at any time they shall cease to be a member of the Society.
- (b) If they become bankrupt or suspend payment of their debts generally or compound with their creditors or make an authorized assignment or are declared insolvent.
- (c) If they are found to be mentally incompetent or mentally incapable of managing their own affairs.
- (d) If, by notice in writing to the Society, they resign their office.

- (e) If the members of the Society by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the members, of which notice signifying the intention to pass such resolution has been given, remove them from such office.
- (f) If at least ten (10) members of the Council pass a resolution, at a meeting duly called for such purpose, to remove them from such office.
- (g) If they miss two (2) of the scheduled Council meetings in any year whose first day is the Annual Meeting, unless Council determines that there are extenuating personal or other circumstances.

5.08 *Number of Meetings*

The Council shall hold a minimum of two (2) meetings each year. At the last Council meeting preceding the annual meeting, the Council shall nominate the President and the Vice-President, and appoint a Secretary and a Treasurer and any such other officers, agents or attorneys as may be necessary for the forthcoming term of office. The President or any four (4) members of the Council shall be empowered to call additional meetings of the Council.

5.09 *Place of Meeting*

Meetings of the Council shall be held in such place or places in Canada as the Council may by resolution determine. At least one (1) of the meetings shall be in-person.

5.10 *Notice of Meeting*

- (a) Notice of the holding of a meeting of the Council shall be given to each councillor not less than four (4) days prior to the date fixed for such meeting.
- (b) Each newly elected Council may without notice hold its first meeting immediately following election provided a quorum of councillors be present. At any meeting at which a councillor or councillors has or have been elected to fill a vacancy or vacancies on the Council, no notice of such meeting shall be necessary to the newly elected councillor or councillors, as the case may be, in order to legally constitute the meeting.

5.11 *Calling of Meeting*

A meeting of the Council may be convened by the President of the Council or any four (4) of the councillors at any time. The Secretary, on direction of the President of the Council or any four (4) of the councillors, shall convene a meeting of councillors.

5.12 *Chair of the Meeting*

The President of the Council, or, in the President's absence the Vice-President, shall preside at all meetings of the Council and the Executive Council, and be referred to as the "*Chair of the Meeting*". If no such officer is present, those who are present at such meeting shall choose one of their number to preside.

5.13 *Voting*

Questions arising at any meeting of the Council shall be decided by a majority of votes of those councillors present, unless otherwise specifically provided by these by-laws. Each councillor shall be entitled to one (1) vote. No proxy voting is

allowed. In the case of an equality of votes, the Chair of the Meeting, in addition to her or his original vote, shall have a second vote.

5.14 Disclosure of Interest

(a) In this paragraph:

“employee” means an individual who is employed by a person in such a capacity as to directly take part in the administrative decision-making process of that person;

“member” means an individual who is a councillor or officer of a person;

“person” means an individual, corporation, association, society, club, partnership, sole proprietorship, or any other organization or body representing a common interest;

“monetary interest” means any situation where a councillor of the Society has a financial relationship with any person either formally or informally as a consultant, contractor, partner, councillor, officer, employee, agent or workman of such person and that person is:

- (i) seeking a grant or loan from the Society;
- (ii) being considered by the Society for the custodianship of any property which is now owned or which may be owned by the Society;
- (iii) seeking to make a gift of any property to the Society.

“non-monetary interest” means any situation where a councillor of the Society is a person or a member of any person:

- (i) seeking a grant or loan from the Society;
 - (ii) being considered by the Society for the custodianship of any property which is now owned or which may be owned by the Society;
 - (iii) seeking to make a gift of any property to the Society.
- (b) Except as provided in Articles 5.15 and 5.16 of this Section, the Society shall not enter into any contract or financial transaction personally with any councillor of the Society. Similarly, the Society shall not enter into any contract for fees with any person which a councillor of the Society has a monetary interest.
- (c) Councillors of the Society who have a monetary interest shall declare such interest in writing to the Secretary of the Society prior to the first meeting of the Council or any committee of the Council held after the councillors become aware of it and at which the matter will be discussed. After making such declaration, if the councillors are present at such meeting, they may expound on any factual aspect of the matter which involves their monetary interest and following which the councillors shall:
- (i) remove themselves from that portion of the meeting at which the matter is being discussed and shall not vote in respect to such matter;

- (ii) at the end of the fiscal year of the Society, provide the Secretary of the Society with a statement briefly describing the circumstances under which they have a monetary interest.

In respect to clause (i) of this sub-paragraph (c), the minutes of any such meeting shall indicate that the procedure described herein was so followed. If the councillors were not present at such meeting, the minutes shall so state.

- (d) Councillors of the Society who have a non-monetary interest shall declare such interest in writing to the Secretary of the Society prior to the first meeting of the Council or any Committee of the Council held after the councillor becomes aware of it and at which the matter will be discussed. After making such declaration, if the councillors are present at such meeting, they may expound on any factual aspect of the matter which involves their non-monetary interest and following which the councillors shall remove themselves from that portion of the meeting at which the matter is being discussed and shall not vote in respect to such matter. The minutes of any such meeting shall indicate that this procedure was so followed. If the councillors are not present at such meeting, the minutes shall so state.
- (e) Where a councillor, a spouse of a councillor or child or grandchild of a councillor is:
 - (i) seeking a grant or loan from the Society;
 - (ii) being considered by the Society for the custodianship of any property which is now owned or which may be owned by the Society; or
 - (iii) seeking to make a gift of any property to the Society, such councillor shall immediately declare such matter to the Secretary of the Society in writing. The councillor shall also declare such matter at any meeting of the Council or a committee of the Council at which the councillor is in attendance and at which such matter is discussed and the councillor shall remove herself or himself from that portion of the meeting at which such matter is being discussed and the councillor shall not vote in respect to such matter. The minutes of any such meeting shall indicate that this procedure was so followed. If the councillor was not present at any such meeting, the minutes shall so state.

5.15 *Remuneration and Expenses*

In accordance with the Act, councillors shall not be paid remuneration for their services on Council but shall be paid proper travelling and other expenses reasonably incurred in the work of the Society as approved in advance by the Council.

5.16 *Professional Services*

A province or provincial chapter may employ a councillor to perform professional services such as conducting workshops, seminars, etc. Council may employ members of the executives of provincial chapters to perform similar professional services.

SECTION SIX — OFFICERS

6.01 General

The Officers of the Society shall be President, Vice-President, Secretary and Treasurer and, if the Council so appoints, any other officer or officers. Officers of the Society may be appointed or elected, as required by the by-laws, from either the members of Council or the membership of the Society. Any two (2) of the aforesaid offices may be held by the same person except those of the President and Vice-President.

6.02 Election of President/Vice-President

Candidates for the positions of President and Vice-President shall be nominated by two (2) Councillors at the appropriate Council meeting held prior to the annual meeting as referred to in Article 5.08. In the event that more than one candidate is nominated for an office, Council may choose to have either the members present at the annual general meeting or the general membership by means of a mailout vote, elect one of those candidates to fill the office.

6.03 Appointment

Also at the Council meeting held prior to the annual meeting, the Council shall appoint a Secretary, Treasurer and any other such officers, agents or attorneys as may be necessary. These appointments shall be announced at the annual meeting. Said other officers shall have such authority and shall perform such duties as may from time to time be prescribed by the Council. Remuneration, if any, of officers shall be at the discretion of Council, except as provided in Articles 5.15 and 5.16.

6.04 Terms of Office

- (a) The President shall have a term of two (2) election years. All other officers shall have a term of one (1) election year.
- (b) The terms of officers may be extended by one (1) year by resolution passed by Council. Any number of such extensions is permitted, except in the case of the President and Vice-President where only one such extension is permitted.

6.05 Removal

The Council may, by resolution passed by at least two-thirds (2/3) of the votes cast, from time to time remove any or all of the officers elected or appointed pursuant to the provisions of this section. None of the officers affected by such a resolution may vote on said resolution.

6.06 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Council.

6.07 Duties of Officers may be Delegated

In the case of the absence or inability to act of the President or Vice-President, the Secretary or the Treasurer or any other officer of the Society, or for any other reason that the Council may deem sufficient, the Council may delegate all or any of

the powers of such officer to any other office or to any councillor for the time being.

6.08 *President*

The President shall, subject to the authority of the Council, be the chief executive officer of the Society and shall be charged with the general supervision and control of the affairs and operation of the Society. The President shall, when present, preside at all meetings of the members, the Council and the Executive Council. The President shall be an ex-officio member of all standing committees of the Society. The President shall sign all instruments which require the President's signature, perform all duties incident to this office and have such additional powers and duties as may be prescribed by the Council.

6.09 *Vice-President*

- (a) In the absence of the President, the President's duties shall be performed and the President's powers shall be exercised by the Vice-President. The Vice-President shall be an ex-officio member of all standing committees of the Society. The Vice-President shall sign all instruments which require the Vice-President's signature, perform all duties incident to the Vice-President's office and have such additional powers and duties as may be prescribed by the President or the Council.
- (b) In the event that the President's position becomes vacant, for whatever reason, the Vice-President shall immediately assume the office of President.

6.10 *Secretary*

- (a) The Secretary shall be the custodian of the corporate seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society except when some other officer or agent has been appointed for that purpose. Said corporate seal and such books, papers, etc. shall be kept at the head office of the Society.
- (b) The Secretary shall issue all notices required to be given to the councillors and members of the Society, except when some other officer or agent has been appointed for that purpose.
- (c) The Secretary shall be responsible for recording or causing to be recorded all minutes of the annual meeting, all general and special meetings of members, and all meetings of the Council and the Executive Council. The Secretary shall also keep or cause to be kept a set of books wherein shall be recorded:
 - (i) a copy of the Letters Patent and of any Supplementary Letters Patent issued to the Society, if any;
 - (ii) all by-laws and special resolutions of the Society;
 - (iii) a register of members in which are set out the names alphabetically arranged of all persons who are members or have been members of the Society and the address of every person while a member; and

- (iv) a register of councillors in which are set out the names, addresses and callings of all persons who are or have been councillors of the Society with the several dates on which each become or ceased to be a councillor.
- (d) The Secretary shall sign all instruments which require the Secretary's signature, perform all duties incident to the Secretary's office and have such additional powers and duties as may be prescribed by the President or the Council.

6.11 Treasurer

- (a) The Treasurer shall keep proper books of account and accounting records with respect to all financial and other transactions of the Society and shall:
 - (i) have charge and custody of, and be responsible for, all funds, securities, notes and valuable effects of the Society;
 - (ii) receive and give receipts for moneys due payable to the Society from any sources whatsoever;
 - (iii) deposit all such moneys to the credit of the Society or otherwise as the Council or the President shall direct in such banks, trust companies or other depository as shall be selected;
 - (iv) cause such funds to be disbursed by cheques or drafts on the authorized depositories of the Society signed as provided in Articles 4.04(a) and 4.05 of Section Four; and
 - (v) be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all moneys so disbursed.
- (b) The Treasurer shall have the right to require, from time to time, reports or statements giving such information as the Treasurer may desire with respect to any and all financial transactions of the Society from the officers or agents transacting the same.
- (c) The Treasurer shall render to the President or the Council whenever they, respectively, shall request the Treasurer so to do, an account of the financial condition of the Society and of all of her or his transactions as Treasurer; and, as soon as may be after the close of each fiscal year, make and submit to the Council a like report for such fiscal year.
- (d) The Treasurer shall, upon request, exhibit at all reasonable times the cash books and other records to the President and to any of the councillors of the Society.
- (e) The Treasurer shall, in general, perform all duties incident to the office of treasurer and have such other powers and perform such other duties as from time to time may be assigned to the Treasurer by the Council.

6.12 Vacancies

If any of the officer positions of the Society becomes vacant, for whatever reason, the councillors by resolution shall fill the vacancy.

6.13 Fellowship

- (a) The National Council of the Canadian Evaluation Society has the right to appoint a person as a "Fellow" of the Canadian Evaluation Society providing that the criteria for Fellowship are met.
- (b) The Fellowship Council will advise National Council on matters pertaining to the best interests of the Canadian Evaluation Society and to evaluation in Canada.
- (c) National Council shall define the procedures within which the Fellowship Council operates.

SECTION SEVEN — PROTECTION OF COUNCILLORS AND OFFICERS

7.01 Protection of Councillors and Officers

No councillor or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other councillors or officers or employee or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any of the moneys, securities or effects of the Society shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any loss, conversion, mis-application or mis-appropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust, or in relation thereto unless the same shall happen by or through his own dishonesty or willful neglect or default.

7.02 Indemnification

The Society hereby acknowledges and agrees that councillors and officers of the Society shall be deemed to have assumed their office or employment on the express understanding, agreement and condition that except as hereinafter provided, they and their heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Society from and against:

- (a) any liability and all costs, charges and expenses whatsoever that they sustain or incur in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and
- (b) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Society; except such liability, costs, charges or expenses as are occasioned by their own dishonesty, willful neglect or default.

7.03 Liability Insurance

The Society may purchase and maintain insurance for the benefit of councillors or officers thereof, except insurance against a liability, cost, charge or expense of the councillors or officers incurred as a result of their own dishonesty, willful neglect or default.

7.04 *Irregularities in Procedure*

No act or proceeding of any councillor, officer or the Council shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such councillor, officer or of the Council.

7.05 *Councillors and Officers Entitled to Rely on Reports of Others*

The Council, any councillor and any officer may rely upon the accuracy of any statement or report prepared by the Society's auditor and any other report prepared by a qualified person and shall not be responsible or held liable for any loss or damage resulting from acting upon any such statement or report.

SECTION EIGHT — COMMITTEES

8.01 *Executive Council*

- (a) There shall be an Executive Council consisting of the President, Vice-President, Secretary, and the Treasurer of the Council together with the individual Chairs of each of the standing committees of the Society. The Council may delegate to the Executive Council any powers of the Council subject to any restriction which may be imposed by the Council.
- (b) Meetings of the Executive Council shall be held at the discretion of the President or by written request of two (2) members of the Executive Council.
- (c) Four members of the Executive Council shall constitute a quorum.
- (d) Except as otherwise noted, the Executive Council shall operate in a manner consistent with the procedures governing the operation of the Council as specified in Section Five.

8.02 *Standing Committees*

- (a) The Society shall normally have the following standing committees:
 - (i) *Administration Committee* — This committee is responsible for overseeing all administrative matters of the Society including but not limited to, by-laws, elections, finance, legal and membership registrations and for making recommendations to Council based on its review;
 - (ii) *Communications Committee* - This committee is responsible for overseeing all of the Society's communications and publications activities and for making recommendations to the Council based on its review;
 - (iii) *Membership Committee* - This committee is responsible for overseeing all of the Society's membership recruitment and service activities and for making recommendations to the Council based on its review;
 - (iv) *Professional Development Committee* - This committee is responsible for overseeing all of the Society's professional development activities including the annual conference, standards and workshops and for making recommendations to the Council based on its review; and

these standing committees shall have the power to strike appropriate sub-committees to aid them in the discharge of their duties.

- (b) Council shall appoint the members of the various standing committees and shall approve the chairs of all the sub-committees struck by the standing committees.
- (c) The standing committees shall in all matters be responsible to and subject to the control of the Council.
- (d) The Council may delegate to the standing committees any powers of the Council subject to any restrictions which may be imposed by the Council.
- (e) Membership in any standing committees and their sub-committees shall be open to all members of the Society, including councillors, and a councillor may be appointed to more than one standing committee and/or sub-committee at any given time.
- (f) Standing committees will be chaired by members of Council.
- (g) The President, or in the President's absence the Vice-President, may convene a joint meeting of any two standing committees at any time and designate a chairman and a secretary for such joint meeting.
- (h) Other standing committees may be appointed by the Council. Council shall have the authority, by resolution, to alter the committee structure.
- (i) The members of the standing committees and their sub-committees shall receive no remuneration for acting as such but expenses approved by Council in advance will be honored.

SECTION NINE — NOTICES

9.01 *Method of Giving Notices*

Whenever under the provisions of the by-laws of the Society, notice is required to be given, such notice may be given either personally or by prepaid mail or telegraph addressed to the councillor or officer at the address that appears on the books of the Society for that councillor or officer. A notice or other document so sent by mail shall be held to be sent at the time when the same was deposited in a post office or public letterbox, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice, the address of any councillor or officer shall be her or his last address as recorded on the books of the Society.

9.02 *Computation of Time*

In computing the date when notice must be given under any provisions requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included. In making such computations, all Sundays, statutory holidays and other holidays shall be disregarded and treated as if they were regular week days.

9.03 Omissions and Errors

The accidental omission to give any notice to any councillor, officer or member of the Executive Council or a standing committee, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04 Waiver of Notice

Any councillor, officer, or member of the Executive Council or a standing committee may waive any notice required to be given to her/him under any provision of the by-law or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION TEN — PROVINCES AND TERRITORIES

10.01 Defined

The provinces and territories into which the country shall be divided for administrative and representative purposes shall be Newfoundland, Prince Edward Island, New Brunswick, Nova Scotia, Québec, Ontario, Manitoba, Saskatchewan, Alberta, British Columbia, Northwest Territories, Nunavut, Yukon and the National Capital, or any area designated by Council.

10.02 Chapters

- (a) Members may form chapters of the Society for their province to further the objectives of the Society. A chapter may act on behalf of the members of the Society in that province if it has been recognized by Council. The Council shall recognize only one chapter per province.
- (b) A chapter will be recognized by the Council if:
 - (i) it has at least twenty (20) members in the province;
 - (ii) it has a set of by-laws which are compatible with those of the Society; and
 - (iii) there is no other recognized chapter in the province.

It will be subject to any other conditions agreed to by it and the Society upon recognition.

- (c) A recognized chapter shall be entitled to name one representative on Council in accordance with the procedures described in Articles 5.03 and 5.06.
- (d) A chapter may lose its recognition if any of the conditions in 10.02 (b) fails to be met, it does not further the objects of the Society or it fails to meet any other conditions agreed upon by it and the Society upon recognition.
- (e) Chapters shall operate in a manner agreed to by the Chapter's executive and the Council. Chapters shall forward in a timely manner to the Secretary, the minutes of their executive meetings, copies of any changes to their by-laws, and shall submit an annual report on their activities and financial status to the President

prior to the annual meeting. At the annual meeting, the President's report shall contain a list of active Chapters of the Society.

- (f) Council may from time to time establish or alter the boundaries of the provinces if deemed appropriate.

SECTION ELEVEN — MISCELLANEOUS

11.01 Amendments to By-Laws

Subject to the proviso that amendments shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained, by-laws of the Society may be repealed or amended by by-law enacted by resolution of Council passed by at least a majority vote of the councillors at a meeting of the Council called by notice, giving particulars of the resolution, to each of the councillors at least twenty (20) days before the date of the meeting; provided that such resolution shall be effective only upon being sanctioned by an affirmative vote of at least a majority of the members at a meeting duly called for the purpose.

11.02 Communications to the Council

All communications and representation to the Council shall be made in writing to the President. It shall be the duty of the members of the Council not to permit themselves to be privately solicited by or on behalf of any person or institution in connection with any matters within the jurisdiction of the Council.

11.03 Rules of Procedure

Except where otherwise required by the By-Laws, all meetings of the Society will be conducted in accord with the provisions of *Robert's Rules of Order*.