



Constitution

The Canadian Evaluation Society – National Capital Chapter

Comment [SE1]: The formatting of the constitution was updated to include the new logo and a table of contents was added to make searching the document easier

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DEFINITIONS

Comment [SE2]: A new section added to provide clarity of terminology and to be in line with National Bylaws

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

(a) "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

(b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

(c) "Board" means the board of directors comprised of Officers and Directors of the NCC Chapter of the CES Society;

(d) "By-law" means this by-law and any other by-law of the Corporation as amended from time to time and which are in force and effect;

(e) "Chapter" refers to any body recognized by the Board of National CES Society to serve and represent the interests of the members of the Society in a province, territory or any identified geographical area of the country;

(f) "Directors" means the Directors of the NCC Chapter of the CES Society and can be elected or appointed.

(g) "Geographical area" means any geographical area of the country which the Board has specified for representational and administrative purposes;

(h) "Officers" means the President, the Vice-Presidents, the Treasurer, the Secretary, and the Past President of the Society who are also considered directors;

(i) "Meeting of members" includes an annual meeting of members and special meetings of members; "special meeting of members" includes a meeting of any class or classes of members;

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National Capital Chapter
Société canadienne d'évaluation
Section de la capitale nationale

(j) "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast by members on that resolution;

(k) "Proposal" means a proposal submitted by a member that meets the requirements of the Act;

(l) "Regulations" means the regulations made under the Act, as from time to time amended, restated or in effect; and

(m) "Society" means the Canadian Evaluation Society.

(n) "Special resolution" means a resolution passed by a majority of not less than two thirds

(2/3) of the votes cast by members on that resolution

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ARTICLE I NAME AND STATUS:

The name of this organization shall be Canadian Evaluation Society – National Capital Chapter (hereinafter referred to as the “Chapter”). ~~The Chapter shall be a bilingual organization.~~

Comment [SE3]: This was moved to Article III point 6 and expanded to be in line with National Bylaws

ARTICLE III RELATIONSHIPS:

1. The Chapter is a fully recognized local of the Canadian Evaluation Society (hereinafter referred to as the “Society”) with all rights, privileges and obligations pertaining thereto as detailed in the Letters Patent and attendant Consolidated By-Laws of the Society.
2. Nothing in this constitution shall be deemed to be in conflict with or run contrary to the spirit of the Letters Patent and attendant Consolidated By-Laws of the Society, unless expressly stated in this constitution.
3. The Chapter will collect fees from members of the Society residing within its territory and will remit the Society’s share to the Society, generally at the end of every quarter. The Society will refer all applications that fall within the Chapter’s territory to the Chapter. The Chapter will also maintain appropriate membership mailing lists and pertinent membership information and will ensure that the Society has up-to-date copies of these.
4. The Society may review, from time to time, the activities of the Chapter to ensure that they are in keeping with the requirements of the Society’s Letters Patent and attendant Consolidated By-Laws.
5. The Chapter will submit to the Society an annual report on its activities and financial status for use at the Society’s annual conference.

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ARTICLE ~~IIII~~ PURPOSES:

In addition to supporting the objects of the Society as detailed in the Letters Patent, [the purpose of the Chapter is:](#)

1. To operate a program of meetings, seminars, professional development activities and other activities where the members of the Chapter may meet others who are working in, studying or using the products of Program Evaluation, and may exchange ideas about the practice of Program Evaluation.
2. To provide means for the distribution of useful information about Program Evaluation amongst members of the Chapter.
3. To increase public awareness of the nature and usefulness of Program Evaluation.

ARTICLE ~~III~~ ADMINISTRATION ~~IV~~ FISCAL YEAR:

1. The fiscal year of the Chapter shall run from July 1st to June 30th of the following year.
2. The banking business of the Chapter shall be transacted with such Canadian chartered banks, trust companies or credit unions as may be designated by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and arrangements as the Board 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 Board may, from time to time, designate.
3. The Chapter shall publish a notice to members by electronic means stating when the annual financial statements and documents provided in accordance with subsection 172(1) of the Act are available and any member may, on request, obtain an electronic copy free of charge. The Officers of the Society shall place before the members at every annual meeting:
 - (a) the financial statements for the immediately preceding financial year, and
 - (b) any further information respecting the financial position of the Chapter and the results of its operations required by the Articles, the By-laws or any unanimous member agreement.

Comment [SE4]: This section was renamed and expanded to include clauses 2 and 3 to be in line with the National Constitution

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~~2.4.~~ An audited financial statement will be prepared and made available to the Membership within 120 days of the end of the fiscal year.

5. The Auditors shall be appointed by the Board of Directors prior to the completion of the fiscal year to be audited and approved by a vote of members at the AGM annual meeting.

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

Comment [SE5]: This clause was moved from Article VII Responsibilities of Officers as it was better aligned with the administration of the Chapter

Comment [SE6]: This was added to provide clarity on a practice that was already in place within the chapter

Comment [SE7]: New clause inserted to be in line with National bylaws as noted above

ARTICLE ~~IV~~ MEMBERSHIP:

1. Membership shall be open to persons who reside within the territory of the Society, which is defined to be and within a fifty (50) kilometer radius of the Parliament Buildings in Ottawa, and who are interested in the practice and results of Program Evaluation.
2. Membership shall also be open to persons who reside in the territory of Nunavut to allow them to participate in activities organized in the National Capital Region by the Society.
3. A person shall become a member of both the Society and the Chapter, simultaneously. The members shall consist of persons who apply for membership, pay the annual membership fee and as are from time to time admitted as members by the Society. The Society shall have sole discretion in determining all matters involving the establishment, appointment, and condition of membership in the Society as laid out in the Society's by-laws. Each member shall be informed promptly by the Secretary of the Society of his/her admission as a member.

Comment [SE8]: This was included to ensure members know to refer to the National Bylaws for further details on membership criteria

~~1. A member shall be entitled to all rights and privileges and shall discharge all obligations pertaining to membership in the Society as detailed in the Letters Patent and attendant Consolidated By-Laws of the Society.~~

Comment [SE9]: It was felt that this clause was covered by the National bylaws and was not directly relevant to the Chapter bylaws

4. Members of the Chapter shall be entitled to one (1) vote, with no proxy voting allowed.
5. With respect to the Chapter, a member shall be entitled to stand for election to the Board of Directors of the Chapter, to vote in such elections and to vote on changes in the

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constitution of the Chapter provided said election or vote occurs not less than twenty-one (21) calendar days after the date of payment and receipt of the annual membership fee.

- ~~2. The annual membership fee of the Society and the Chapter shall be the fee established by the Society, except in such cases where the Board of Directors of the Chapter deems that a surcharge is necessary to finance the Chapter's operations. Such a surcharge shall be recommended by the Board of Directors and approved by a majority vote of the members of the Chapter at a general meeting held no later than 60 days prior to the start of the year for which the change is to be effective.~~
- ~~3. The period of membership covered by the annual fee shall be the consecutive 12 month period following receipt of payment of the annual membership fee.~~

Comment [SE10]: It was felt that this clause was covered by the National bylaws and was not directly relevant to the Chapter bylaws

ARTICLE ~~V~~^{VI} BOARD OF DIRECTORS:

1. The activities of the Chapter shall be under the general direction and authority of a Board of Directors.
2. This Board of Directors shall consist of the Past President plus up to eleven (11) members, with two (2) of the positions being reserved for post-secondary students.
3. The Past President shall normally be the immediate past Chairperson of the Board of Directors. In the event that this person is unable to serve, another previous Director, preferably a previous President, may be appointed to this position by the Board of Directors.
4. The Board of Directors shall elect from amongst its members the officers of the Chapter who shall be:
 - President,
 - Past President
 - Vice-President of Professional Development
 - Vice President of Networking
 - Vice President of Communications
 - Secretary

Comment [SE11]: It was felt that some flexibility was needed in circumstances when the BOD was not able to recruit new members. The quorum clause is sufficient to ensure that a minimum number of members is always achieved

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- Treasurer

Officers are elected for a three (3) year term conditional to their being re-elected as Directors.

4.5. The Board of Directors may decide to appoint individuals to the Directors to the Board in addition to those appointed above, at its sole discretion. These Directors shall play an advisory role. They shall not have any voting rights.

Comment [SE12]: This was just moved from Article XIII Miscellaneous because it was more relevant to this section

5.6. A Director shall cease to be eligible to remain as a Director of the Chapter:

- (a) if at any time he/she shall cease to be a member of the Chapter;
- (b) if, by notice in writing to the Chapter, he/she resigns his/her office, or
- (c) if the members of the Chapter 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 a resolution has been given, remove him/her from office.

6.7. The Board of Directors shall hold a minimum of six (6) meetings each year. The

Chairperson shall be empowered to call additional meetings of the Board of Directors.

7.8. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of those Directors present. In the case of an equality of votes, the Chairperson of the meeting, in addition to his/her original vote, shall have a second or deciding vote.

9. Directors must disclose existing, potential or perceived conflicts of interests in accordance with Society policy.

Comment [SE13]: This was included to be in line with National By Laws

ARTICLE ~~VIII~~ NOMINATIONS AND ELECTIONS:

1. Elections of Directors shall be held in May of each fiscal year. Terms of office cover the period between July 1st and June 30th. Directors are elected for a three (3) year term and one-third of the Directors shall stand for election every year.
2. Election for the Board of Directors shall be from amongst nominated candidates who must be members of the Chapter.

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3. In April of every year, an electronic notice shall be sent to all members to inform them of the upcoming elections and the nomination process.
4. All nominations of candidates for the Board of Directors shall be submitted to the Board of Directors no less than twenty (20) days prior to the Election.
5. All such nominations shall be signed by the candidate and two (2) other members of the Chapter and accompanied by a brief resume detailing professional affiliation, occupation and past CES involvement.
6. Each member of the Chapter shall be entitled to vote.
7. The Chapter shall send electronically a ballot to all members containing the names of the candidates along with their provided résumés and the process to cast votes. A minimum of 5 business days shall be provided for members to vote.
8. Candidates who receive the most votes shall be declared elected to the Board of Directors.
9. The two (2) candidates who receive the next greatest number of votes shall be registered as alternates in order of the number of votes each has received starting with the highest.
10. Any ties for election to the Board of Directors, or for being registered as an alternate or for the ordering of the alternates, shall be broken by drawing lots.
11. In the event that a member should resign from the Board of Directors, the Board of Directors shall ask the alternates, in order of listing, if they are willing to serve on the Board of Directors and the first one who agrees to serve shall be declared elected.
12. Notwithstanding sections 7 to 9 of Article ~~VIVH~~, no vote shall be held if the number of candidates is equal to or smaller than the number of seats available. In such cases, candidates meeting all requirements established in this Constitution shall be elected by acclamation.
13. Notwithstanding sections 1 to 12 of Article ~~VIVH~~, the Board of Directors selects, at its sole discretion, the two Directors who must be selected from amongst post-secondary students.

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ARTICLE ~~VII~~^{VIII} RESPONSIBILITIES OF OFFICERS:

1. The President shall preside at all meetings of the Board of Directors, at the Annual Meeting and at all general and special meetings of the Chapter. In the absence of the President, the Past President or one of the Vice Presidents shall preside.
2. The President and the Past President, together, shall monitor and keep knowledgeable about the activities of the Chapter and draw to the attention of the Board of Directors any matters or problems of particular concern.
3. The Vice President of Professional Development shall have overall responsibility for the organization of professional development events, such as workshops and training courses.
4. The Vice President of Networking shall have overall responsibility for the organization of an Annual Conference, the Annual General meeting and other networking opportunities, such as Breakfast Session, social events, etc.
5. The Vice President of Communications shall have overall responsibility for the design, management and oversight of strategies and products used by the Chapter to communicate with members and other stakeholders, such as the Website, newsletters, and notices to members and / or promotional materials.
6. The Secretary shall, in consultation with the President and/or the Past President, call, arrange for and prepare agendas for all regular meetings of the Board of Directors. Any three (3) Directors may call and arrange for special meetings of the Board of Directors.
7. The Secretary shall keep, distribute and submit for approval the minutes of all meetings of the Board of Directors and of official business at the Annual Meeting and general and special meetings of the Chapter except that, in the absence of the Secretary, the President and/or the Past President, whichever is presiding, shall designate another Director to carry out these responsibilities.
8. The Treasurer shall have custody of the funds of the Chapter within a general banking resolution passed by the Board of Directors, shall keep or have kept proper books of account, shall make disbursements as authorized by budget or resolution of the Board of Directors, and shall make regular financial reports to the Board of Directors.

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~~An audited financial statement will be prepared and made available to the Membership within 120 days of the end of the fiscal year.~~

Comment [SE14]: This has been moved to the appropriate section as noted earlier

ARTICLE ~~VIII~~ COMMITTEES:

1. Committees of the Chapter shall be established as are deemed needed by the Board of Directors to organize and carry out functions and activities of the Chapter.
2. The Board of Directors shall appoint the members of these committees taking into account any recommendations of the committees affected or of the Nominating Committee.
3. The Chairperson of the Nominating Committee shall (normally) be the Past President who shall report to the Board of Directors on the activities of this committee.
4. For all other committees the Board of Directors shall appoint a Chairperson or Liaison Officer from its own membership who shall report to the Board of Directors on the activities of these committees.
5. The responsibilities of the Nominating Committee shall be to receive nominations for candidates for the Board of Directors and ensure that they meet requirements, to arrange and supervise the elections, to inform members of election results, to keep the record of alternates, and, in the event that a Director should resign, to contact the alternates in order (see above) to arrange for a replacement.
6. The responsibilities of other committees shall be as established by the Board of Directors.

ARTICLE ~~IX~~ ANNUAL MEETING:

1. An Annual Meeting of the Chapter will be held once in each fiscal year.
2. All members of the Chapter will be entitled to be present at the Annual Meeting.
3. At the Annual Meeting of the members, unless the President otherwise directs, the following shall be the order of business:
 - (a) calling the meeting to order:
 - (b) determining that the provisions of the Chapter's constitution regarding notice of

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meeting

have been complied with and that a quorum is present;

(c) reading minutes of last Annual Meeting and of intervening special and general meetings of

members and confirming same;

(d) presentation of the annual report of the Board of Directors;

(e) presentation of the financial statements of the Chapter;

(f) discussion and, if thought fit, approval of such statements and report; and

(g) such other business which properly may be transacted thereat.

ARTICLE ~~XIX~~ GENERAL AND SPECIAL MEETINGS:

1. Provision shall be made at all general and special meetings for the members to raise and discuss matters of concern to the Chapter and to move and have voted upon resolutions about these matters. In the event that such a resolution shall be passed, the Board of Directors shall report disposition of the matter to the members at a subsequent meeting or meetings until the matter is finalized.
2. Provision shall be made at all general and special meetings for announcements regarding the programs of the Chapter, of activities and programs of similar evaluation organizations approved as such by the Board of Directors, and of courses and such other items as are deemed of interest to the members by the Board of Directors.

ARTICLE ~~XIX~~ NOTICE OF MEETINGS:

1. For the Annual Meeting and for all other general and special meetings at which official business is to be transacted, notice of such a meeting shall be communicated directly mailed to members no less than twenty-one (21) calendar fifteen (15) days before the day on which the Meeting is to be held in advance of such a meeting.
2. Directors shall be given at least five (5) days advance notice of all meetings of the Board of Directors except in the case of an emergency.

Comment [SE15]: This clause was amended to provide clarity that communication can occur by other methods than mail. We now notify members by email. The alteration to the notification period is not an actual change but provides more clarity and is aligned with National Bylaws. The previously stated 15 day refers to 15 working days

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ARTICLE ~~XII~~^{XIII} QUORUMS AT MEETINGS:

1. A quorum for the Annual Meeting or other general and special meetings where votes on constitutional or other matters are scheduled to occur shall be ten percent (10%) of the Chapter members.
2. A quorum of the Board of Directors is five members.

ARTICLE ~~XIII~~^{XIV} MISCELLANEOUS:

1. This constitution may be amended or added to at the Annual Meeting or through such other general communication (electronic or hard copy mail, phone or fax) or special meeting as is properly constituted for the purpose. Amendments require a vote of sixty per cent (60%) of the members present at that meeting or 60% of a membership quorum (defined as 10% of Chapter members) through other general communication means. Notice of an approved motion to amend or add to this constitution must have been sent (electronic or hard copy mail or fax) to members no less than twenty-one (21) calendar~~fifteen (15)~~ days prior to said meeting. A proposal may become an approved motion to amend either by being voted on and approved by a majority at a general meeting of the Chapter when at least ten per cent (10%) of the members are present.
2. All relevant matters not covered by this constitution, including the interpretation of any disputed section of this constitution, may be ruled upon by a majority vote of the Board of Directors.
3. The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of the by-law. The accidental omission to give notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Comment [SE16]: This amendment was made to provide clarity on what constitutes a majority vote when amendments are made through other mechanisms other than an annual or special meetings

Comment [SE17]: This clause was included to be in line with National bylaws

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8.10. ~~The Board of Directors may decide to appoint individuals to the Directors to the Board at its sole discretion. These Directors shall play an advisory role. They shall not have any voting rights.~~

Comment [SE18]: This was moved as noted above

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