

A by-law relating generally to the conduct of the affairs of

**Canadian Society for Ecological Economics / Société Canadienne d'Économie Écologique  
("CANSEE/SCANÉÉ")**

BE IT ENACTED as a by-law of CANSEE/SCANÉÉ as follows:

**Article 1: General**

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1.1 Definitions

- (1) **"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;
- (2) **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CANSEE/SCANÉÉ;
- (3) **"board"** means the board of directors of CANSEE/SCANÉÉ and **"director"** means a member of the board;
- (4) **"board action plan"** means a document that identifies the anticipated activities of the board as a reflection of the goals of each officer over the next two years;
- (5) **"by-law"** means this by-law and any other by-laws of CANSEE/SCANÉÉ as amended and which are, from time to time, in force and effect;
- (6) **"ISEE"** means the International Society for Ecological Economics;
- (7) **"meeting of members"** includes an annual meeting of members or a special meeting of members; **"special meeting of members"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (8) **"ordinary resolution"** means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- (9) **"proposal"** means a proposal submitted by a member of CANSEE/SCANÉÉ that meets the requirements of section 163 of the Act;
- (10) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (11) **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 1.2 Interpretation

- (1) In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.
- (2) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## 1.3 Invalidity of any provisions of this by-law

- (1) The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## **Article 2: Matters reflected in the articles of the corporation**

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2.1 The articles shall state that the corporate name is “Canadian Society for Ecological Economics (CANSEE)” and the corporate name in the other official language is “Société Canadienne d’Économie Écologique”. Its acronyms shall be “CANSEE/SCANÉÉ”.

2.2 The articles shall state that the purpose of CANSEE/SCANÉÉ is as follows:

Recognizing that economies are embedded in and dependent upon the ecosphere, and that economic activities are the most evident and pervasive aspect of that dependence, the mandate of CANSEE/SCANÉÉ is to develop and promote understanding of the nature and implications of this dependence through research, education, policy analysis, communication, and other means. The purposes of CANSEE/SCANÉÉ are *inter alia* to: foster transdisciplinary discourse among the social and natural sciences; provide a Canadian node for activities in ecological economics; research and disseminate information on policies for sustainability globally, nationally, and locally; and promote education, graduate research and research funding in ecological economics.

2.3 The articles shall state that the minimum number of directors is 5 and the maximum is 8. If CANSEE/SCANÉÉ is a soliciting corporation as defined in the Act, at least two of the directors shall not be officers or employees of CANSEE/SCANÉÉ or its affiliates.

2.4 The articles shall state that if CANSEE/SCANÉÉ is dissolved, the assets and liabilities of CANSEE/SCANÉÉ shall devolve to ISEE provided CANSEE/SCANÉÉ is not at that time a “soliciting corporation” as defined by the Act. If it is divided, assets and liabilities shall be shared by the successor associations in proportion of their respective memberships, again provided CANSEE/SCANÉÉ is not at that time a “soliciting corporation” as defined in the Act. If CANSEE/SCANÉÉ is a “soliciting corporation” as defined in the Act, net assets shall be dealt with, upon liquidation, pursuant to the relevant provisions of the Act; the board of directors then in office shall conduct the dissolution or division in a manner that most nearly respects the general intent of successor rights to the extent it can do so without contravening any provisions of the Act.

### **Article 3: Official languages**

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- 3.1 English and French are the official languages of CANSEE/SCANÉÉ.
- 3.2 Either language may be used in its publications and at its meetings.

### **Article 4: Membership**

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- 4.1 Membership in CANSEE/SCANÉÉ is open to all individuals who are interested in its purpose and activities.
- 4.2 Each member of CANSEE/SCANÉÉ shall be a member of ISEE, thus entitling the members to all the rights, benefits and privileges of both ISEE and CANSEE/SCANÉÉ. Individuals may join at any time of the year, following the current procedures for joining CANSEE/SCANÉÉ and ISEE.
- 4.3 Each member of CANSEE/SCANÉÉ shall pay membership dues to both CANSEE/SCANÉÉ and ISEE through procedures approved by, and accountable to, the CANSEE/SCANÉÉ board of directors and the ISEE executive.
- 4.4 Membership in CANSEE/SCANÉÉ and ISEE lapses upon failure to pay CANSEE/SCANÉÉ and ISEE membership dues by the membership anniversary date.
- 4.5 A lapsed member shall reinstate active membership upon payment of their dues and the membership anniversary date shall change according to the date of membership reinstatement.
- 4.6 A special resolution of the members is required to make any amendments to this Article 4 of the by-laws if those amendments affect membership rights and/or conditions.

### **Article 5: Meetings of members**

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#### **5.1 Annual general meeting**

- (1) An annual general meeting of the members will be held at such time and at such place as the Board may determine and on such day no later than 6 months after the end of the CANSEE/SCANÉÉ fiscal year, but at least once in each calendar year and not more than 15 months after the adjournment of the previous annual meeting of the members. Ideally the annual meeting will take place during a CANSEE/SCANÉÉ conference when a conference occurs in that year.
- (2) Annual general meetings shall have an agenda that includes a minimum of:
  - (a) approval of the minutes of the previous member meeting;

- (b) presentation of the annual financial statements for the previous year, and 6-months interim financial statements if the meeting occurs in the second half of the year;
- (c) report on the “board action plan”;
- (d) report of the Elections Committee, if applicable, which will confirm the results of a preceding election of directors by the members;
- (e) appointment of a public accountant if required, or a waiver of appointment, as per Section 10.5 of this by-law;
- (f) amendments to by-laws, if applicable.

## **5.2 Special meeting of members**

A special meeting of members of CANSEE/SCANÉÉ for a specific cause may be called either by the board, or as the result of a signed petition of request to the President from 15% of the current CANSEE/SCANÉÉ membership.

## **5.3 Notice of members’ meetings**

- (1) Notice of the time and place of all member meetings shall be sent to each member entitled to vote at the meeting by the following means:
  - (a) electronically to all members during a period of 21 to 35 days before the day on which the meeting is to be held; or
  - (b) by mail, courier or personal delivery to each member entitled to vote at the meeting who requests a non-electronic means notice, during a period of 21 to 60 days before the day on which the meeting is to be held.
- (2) A special resolution of the members is required to make any amendment to the by-laws of CANSEE/SCANÉÉ to change the manner of giving notice to members entitled to vote at a meeting of members.

## **5.4 Chair of members’ meetings**

Member meetings shall be chaired by the president of CANSEE/SCANÉÉ or vice president in the absence of the president, or an alternate as designated by the board.

## **5.5 Quorum of members’ meetings**

Ten percent of the active CANSEE/SCANÉÉ membership shall constitute a quorum.

## **5.6 Participation by electronic means at members’ meetings**

If CANSEE/SCANÉEÉ chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that CANSEE/SCANÉEÉ has made available for that purpose.

#### **5.7 Members' meetings held entirely by electronic means**

If the directors or members of CANSEE/SCANÉEÉ call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **5.8 Votes to govern at members' meetings**

Decisions shall be by majority vote as a show of hands or on a ballot or on the results of electronic voting. The chair of the meeting shall not vote unless the chair's vote is required to break a tie vote of the membership present at the meeting.

### **Article 6: Directors**

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#### **6.1 Qualifications for becoming and remaining a director**

- (1) Each director will be at least 18 years of age and have power and capacity under law to contract.
- (2) Each director will be a member of CANSEE/SCANÉEÉ.
- (3) Each director will have been elected by members of CANSEE/SCANÉEÉ through a process managed by the Election Committee as per Article 8.2, or:

If the total number of directors falls below the minimum prescribed in the articles, one or more directors may be appointed by the board, but the total number of appointed directors may not exceed one third of the number of elected directors.

- (4) Each director is expected to serve as an officer, as provided by Article 9:

#### **6.2 Term of office of directors**

- (1) The term of office of elected directors shall normally be two years. In that second year, the elected director may opt to seek re-election through the regular election process in competition with any other candidates.
- (2) Appointed directors shall hold office for a term expiring not later than the close of the next annual meeting of members.
- (3) Unless otherwise removed, a director shall hold office until the earlier of:
  - (a) the election of the director's successor,
  - (b) the director's resignation,
  - (c) such director ceasing to qualify as a director within the meaning of the Act and Article 6.1 of this by-law; or
  - (d) such director's death.

### **6.3 Remuneration of directors**

Directors shall serve without remuneration, but expenses incurred in the service of CANSEE/SCANÉE as agreed in principle by the board shall be reimbursed as possible.

## **Article 7: Board meetings**

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### **7.1 Regular board meetings**

Directors shall meet or confer at least four times each year.

### **7.2 Special board meetings**

A special board meeting may be held for one specific cause identified as the purpose of the meeting, with no other business transacted or considered.

### **7.3 Calling of board meetings**

Board meetings may be called by the President, or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

### **7.4 Notice of a board meeting**

- (1) Notice of the time and place for the holding of a meeting of the board shall be given to every director of CANSEE/SCANÉE not less than 7 days before the time when the meeting is to be held by one of the following methods:

- (a) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- (b) by an electronic document in accordance with Part 17 of the Act; or
- (c) delivered personally to the latest address as shown in the last notice that was sent by CANSEE/SCANÉÉ in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (d) mailed by prepaid ordinary mail to the director's address as set out in (c).

#### **7.5 Persons entitled to be present at board meetings**

The only persons entitled to be present at a board meeting shall be directors and officers, the public accountant of CANSEE/SCANÉÉ, other persons who are admitted on the invitation of the chair of the meeting or by a board resolution, and other persons who are entitled or required under any provision of the Act, articles or by-laws of CANSEE/SCANÉÉ.

#### **7.6 Quorum**

At a meeting of the board, a quorum will consist of a majority of the directors in office at the time of the meeting.

#### **7.7 Resolutions**

A resolution proposed at a meeting of the board need not be seconded before a vote is taken. The chair of a meeting of the board may move or propose a resolution.

#### **7.8 Votes to govern at directors' meetings**

- (1) At all meetings of the board, every question shall be decided by a majority of the votes cast on the question, unless it is for a motion to reconsider a prior motion in which case a two-thirds majority shall be required.
- (2) Each director shall have one vote with the exception of the President, who shall vote only when required to break a tie vote.

#### **7.9 Participation by electronic means at meetings of the board of directors**

If CANSEE/SCANÉÉ chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the board of directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A director so participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any director participating in a meeting of the board of directors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that CANSEE/SCANÉÉ has made available for that purpose.

#### **7.10 Unanimous written resolutions**

A resolution in writing signed by all directors is as valid and effective as had it been passed at a duly constituted meeting of the board.

### **Article 8: Committees**

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#### **8.1 Committees of the board**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

#### **8.2 Election Committee to manage the election of directors**

- (1) The board shall appoint an Election Committee no later than 4 months prior to the CANSEE/SCANÉÉ annual member meeting, ideally in the year of the society's biennial conference, to last until the conclusion of that annual member meeting.
- (2) The committee shall be composed of three CANSEE/SCANÉÉ members who are not directors or officers of CANSEE/SCANÉÉ and who are not standing for office. The committee shall designate one of its members as the Chairperson.
- (3) The committee shall solicit written nominations of candidates from the CANSEE/SCANÉÉ membership who are not on the Election Committee. Therefore, current CANSEE/SCANÉÉ directors and officers may be nominated.
- (4) The committee shall develop a slate of candidates for consideration by all members, having first confirmed with each nominee that the nominee would be willing to serve if elected, and that the nominee meets the necessary qualifications as identified in Article 6.1.
- (5) The committee shall gather brief biographical material (including English and French language capabilities) on each of the candidates and distribute this to CANSEE/SCANÉÉ members along with voting instructions, with enough time to close the vote at least one month prior to the annual general meeting.
- (6) The committee shall choose a method of fair and accessible voting, including but not limited to voting by electronic means.

- (7) Results of the election shall be announced as the last item on the agenda of the annual member meeting.

## **Article 9: Officers**

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### **9.1 Description of officer positions that may only be held by directors**

If designated and if appointed, officers shall have the following duties and powers unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers from time to time):

#### **(1) President**

The president shall call and preside at all meetings of the board of directors and of the members, cultivate a culture of collaboration and cooperation among officers and directors, cultivate relationships with national and international organizations that are relevant to CANSEE, and may have other duties and powers as the board may from time to time specify.

#### **(2) Vice-President**

The vice-president shall develop the “board action plan” that identifies goals for each officer, monitor progress on the Plan, and may have other duties and powers as the board may from time to time specify. If the president is absent, is unable or refuses to act, the vice-president shall, when present, preside at all meetings of the board of directors and of the members in his or her absence.

#### **(3) Secretary-Treasurer**

The secretary-treasurer shall keep the minutes of all meetings and other records, receive and have custody of the funds and bank account records, present annual financial statements to the board, and provide minutes of meetings and other official non-confidential records to all members on request.

### **9.2 Description of additional officer positions that need not be held by a director**

If designated and if appointed, officers shall have the following duties and powers unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement, such duties and powers from time to time, and with the possibility that two offices may be concurrently held by the same person):

#### **(1) Past President**

This officer shall be a former CANSEE/SCANÉE President who adds resilience by providing experience and institutional memory to support the onboarding of directors and officers, and succession planning with the goal of having officers

reflect the gender, linguistic (English/French), geographical and disciplinary distribution of the membership.

(2) **Conference Officer**

If appointed by the board, this officer shall serve as the chairperson for the CANSEE/SCANÉÉ conference that should usually be held once every two years for the benefit of members to learn from each other and to network.

(3) **Internal Communications Officer**

If appointed by the board, this officer shall be responsible for engaging CANSEE/SCANÉÉ members with communications from the board and among members about research and networking and updates related to ISEE.

(4) **External Communications Officer**

If appointed by the board, this officer shall be responsible for the promotion of the purposes of CANSEE/SCANÉÉ by disseminating information beyond the membership through traditional and social media channels.

(5) **Education Officer**

If appointed by the board, this officer shall facilitate the dissemination of current ecological economics research and promote the mandate of CANSEE/SCANÉÉ with educational institutions such as through collaborations and events including a student research symposium that should usually be held once every two years.

(6) **Indigenous Liaison Officer**

If appointed by the board, this officer shall engage with indigenous peoples and organizations to further reconciliation and the integration of indigenous knowledge into the practice and scholarship of ecological economics in Canada.

(7) **Accounting officer**

If appointed by the board, this officer shall have expertise including the preparation of financial statements in a format consistent with the Act and associated regulations. The accounting officer shall have access to all records necessary for the preparation of such financial statements.

### **9.3 Requirements and expectation of officers**

- (1) Each officer shall have the responsibility to further the mandate and purposes of CANSEE/SCANÉÉ, and to participate in the discharge of the roles and responsibilities of the office in a collaborative and constructive manner.

- (2) The board shall ensure that at least one officer is bilingual (English/French).

#### **9.4 Appointment of officers**

- (1) The board may appoint officers at the close of an annual member meeting or otherwise from time to time as the board determines.
- (2) When two or more directors wish to hold the same vacant office, a vote may be taken among directors to decide the appointment.

#### **9.5 Term of officers**

- (1) The term of officers shall normally be two years at which time the office will be deemed vacant; the director may be reappointed to the same office as per the appointment process of Article 9.4.
- (2) Failure by an officer to fulfill the duties of the office may result in a resolution being brought forward for a vote of non-confidence at a regular or special board meeting. In the event of a majority vote in favour of such a resolution, the officer individual will be deemed to have resigned from that office.
- (3) Unless so removed, an officer shall hold office until the earlier of:
  - (a) the officer's successor being appointed;
  - (b) the officer's resignation;
  - (c) such officer ceasing to be a director (if a necessary qualification of appointment); or
  - (d) such officer's death.

### **Article 10: Financial**

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#### **10.1 Financial year**

The financial year of CANSEE/SCANÉE shall be the calendar year.

#### **10.2 Execution of documents**

Deeds, transfers, assignments, contracts, memorandums of understanding, obligations and other instruments in writing requiring execution by CANSEE/SCANÉE will be approved in advance by a board resolution.

#### **10.3 Banking arrangements**

- (1) The banking business of CANSEE/SCANÉÉ shall be transacted using a separate CANSEE/SCANÉÉ account at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.
- (2) The President and the Secretary-Treasurer shall have signing authority for the CANSEE/SCANÉÉ bank account.
- (3) The VP Programs shall have signing authority for all transactions pertaining to the CANSEE/SCANÉÉ conference in accordance with the conference budget approved by the board.
- (4) Expenditures other than bank charges, conference expenses included in the approved budget, and payments for routine expenses such as filing and website fees shall be authorized by a board resolution.

#### **10.4 Annual financial statements**

Financial Statements shall be prepared annually in accordance with the Act.

#### **10.5 Appointment or waiver of a public accountant**

At each annual member meeting, a resolution appointing a professional accountant or accounting firm for either a compilation engagement, a review engagement or an audit engagement or waiving such an appointment shall be considered. Waiving such an appointment shall only be considered if the board has appointed an accounting officer as per Article 9.2(7) or if the Secretary-Treasurer is a professional accountant or has the training and expertise required to prepare financial statements in accordance with the Act and CANSEE/SCANÉÉ remains a designated corporation.

### **Article 11: Dispute resolution**

#### **11.1 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of CANSEE/SCANÉÉ are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Article 11.2 of this by-law.

#### **11.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of CANSEE/SCANÉÉ arising out of or related to the articles or by-laws, or out of any aspect of the operations of CANSEE/SCANÉÉ is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of CANSEE/SCANÉÉ as set out in the articles, by-laws

or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (1) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of CANSEE/SCANÉÉ) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (2) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (3) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of CANSEE/SCANÉÉ is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (4) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **Article 12: Notices**

### **12.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (1) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (2) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of CANSEE/SCANÉÉ or in the case of notice to a director to the latest address as shown in the last notice that was

sent by CANSEE/SCANÉE in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

- (3) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (4) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of CANSEE/SCANÉE to any notice or other document to be given by CANSEE/SCANÉE may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **12.2 Omissions and Errors**

The accidental omission to give any 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 CANSEE/SCANÉE 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.

## **Article 13: Amending and repealing by-laws**

- 13.1 Amendments to, or repeals of, By-laws may be proposed by the board or by two members of CANSEE/SCANÉE who have submitted their proposed amendment or repeal in writing to the board no later than three months prior to the date on which the next CANSEE/SCANÉE member meeting is to be held.
- 13.2 Amendments or repeals shall be adopted when approved at a meeting of members or at a later time if specified in the adopted resolution.