

Canadian Society for Ecological Economics (CANSEE):

Charter & Bylaws

Charter

Name

This Association shall be known as the Canadian Society for Ecological Economics/Société canadienne économie écologique. Its acronyms shall be CANSEE/SCANÉE.

Mandate and Purposes

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/SCANÉE 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/SCANÉE are inter alia to:

1. foster transdisciplinary discourse among the social and natural sciences;
2. provide a Canadian node for activities in ecological economics;
3. research and disseminate information on policies for sustainability globally, nationally, and locally; and
4. promote education, graduate research and research funding in ecological economics.

Registered Address

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By-Laws

Canadian Society for Ecological Economics/Société canadienne économie écologique (CANSEE/SCANÉE)

A Chapter of the International Society for Ecological Economics (ISEE)

Article I: Mandate and Purposes

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Article II: Roles and Responsibilities

In order to fulfil its mandate and purposes, the roles and responsibilities of CANSEE/SCANÉE include:

1. Organizing a biennial conference on ecological economics in Canada in alternate years with World ISEE conferences. In so doing, the Executive Council should recognize the need for equitable geographical distribution of meeting locations in Canada over time.
2. Organizing biennial CANSEE/SCANÉE Business Meetings in conjunction with the biennial conference in Canada.
3. Promoting membership and participation in ISEE and CANSEE/SCANÉE.
4. Disseminating information to CANSEE/SCANÉE members through a CANSEE/SCANÉE newsletter, electronic mail, or other means. Items concerning CANSEE/SCANÉE and its activities will also be regularly submitted to ISEE for publication in the ISEE Newsletter.
5. Organizing and promoting other events and activities, highlighting Canadian experience in sustainability and ecological economics as appropriate.
6. Communicating to the people of Canada through the media the ecological economics approach to Canadian and global problems and disseminating key ideas from CANSEE/SCANÉE conference proceedings and papers.

Article III: Membership

1. Membership in CANSEE/SCANÉE is open to all individuals who are interested in its mandate, goals, and activities.
2. Each member of CANSEE/SCANÉE shall be a member of ISEE, thus entitling the members to all the rights, benefits and privileges of the parent and the Canadian societies. New members may join at any time of the year, following the current procedures for joining CANSEE/SCANÉE and ISEE.
3. Each member of CANSEE shall pay membership fees to both CANSEE/SCANÉE and ISEE through procedures approved by, and accountable to, the CANSEE/SCANÉE Executive Council and the ISEE Executive.
4. Membership in CANSEE/SCANÉE and ISEE ceases on failure to pay the fees for CANSEE/SCANÉE and ISEE membership following the current procedures for termination of membership by ISEE

Article IV: Languages

1. English and French are the official languages of CANSEE/SCANÉE. Either language may be used in its publications and at its meetings.

Article V: Meetings

1. Only such provisions of this Article V that are compatible with any relevant provisions of Canada Not-for-Profit Corporations Act (the "CNFPCA"), shall be of any effect.
2. Biennial CANSEE/SCANÉE Business Meetings ("Business Meetings in Person") open to all members shall be held for the purposes of reporting on past activities and approval of future activities, including voting on amendments to, or repeals of, any of the By-laws. Minutes shall be recorded for each Business Meeting in Person, and distributed to CANSEE/SCANÉE members prior to the next biennial meeting.
3. Notice of the meetings will be sent to all members at least three months prior to the date of each meeting.
4. Ten percent of the current CANSEE/SCANÉE membership shall constitute a quorum. Decisions shall be by majority vote.
5. The current President of CANSEE/SCANÉE will organize and preside over the meeting. The President will not vote unless the President's vote is required to break a tie vote of the membership present at the meeting.
6. A special meeting of CANSEE/SCANÉE for due cause may be called either by the Executive Council, or as the result of a signed petition of request to the President from 15% of the current CANSEE/SCANÉE membership.
7. Meetings of the membership in years in which a Bi-ennial Conference and Business Meeting is not held ("Alternative Years"), as required by the CNFPCA shall be held in "Electronic Format" as described in clauses 7.1 and 7.2 below ("Business Meeting in Electronic Format")
8. A Business Meeting in Electronic Format shall be comprised of:
 9. 7.1 Circulation by electronic mail to all members with known electronic mail addresses, of Notice of Meeting and no less than 9 months and no more than 11 months after the immediate preceding business meeting of a Notice of Meeting with an Agenda, draft resolutions dealing with any business that would normally come before and a financial statement for the period ended on December 31st of the prior calendar year, and any other documents necessary for the conduct of such business as the CNFPCA may require
10. 7.2 Receipt of voting responses from members, tabulation of those responses and a declaration by the Secretary-Treasurer on behalf of the Executive Council as to whether the draft resolutions (including those confirming the continuation in office of members of the Executive Council, appointing new officers to replace any who have resigned mid-term, ratifying any appointments made by the Executive Council since the last Business Meeting in person or since the last meeting in Electronic Format, approving or disapproving the financial statements officers and any others pursuant to other business required under the CNFCA, The declaration by the Secretary-Treasurer pursuant to clause 7.2 above shall be made no later than 13 months after the immediately preceding Business Meeting in Person or Business Meeting in Electronic Format
11. A quorum of a Business Meeting in Electronic Format shall be deemed to be achieved if the number of responses by electronic mail constitutes 10% or more of the number of Notices of Meeting send out by electronic mail
12. If, due to extraordinary circumstances, a bi-ennial conference and Business Meeting in Person is not to be held within 30 months of the Business Meeting

- in Person immediately prior to it, the President shall call a Business Meeting in Electronic Format prior to expiry of that 30-month period.
13. If two Business Meetings in Electronic Format are held in two successive calendar years, the subsequent Business Meeting may be a Business Meeting in Person or a Business Meeting in Electronic format, but in such a circumstance, a Business Meeting in Person may not be delayed beyond 56 months from the date of the last Business Meeting in Person actually held.

Article VI: Officers and Executive Council

1. The officers of CANSEE/SCANÉE shall be
 - a. a President who shall be elected for a two year term;
 - b. three Vice-Presidents who shall each be elected for two year terms;
 - c. a Secretary-Treasurer who shall be elected for a four year term; and
 - d. the immediate past President who will serve *ex officio* for a two year term additional to his or her term as President.
2. The officers named in Section 1 shall constitute the Executive Council of CANSEE/SCANEE.
3. The officers will serve without fees for services, but expenses incurred in the service of CANSEE/SCANEE as agreed in principle by the membership shall be reimbursed as possible.
4. At least one officer of CANSEE/SCANEE shall be bilingual.
5. Officers shall represent a range of disciplines and perspectives, and recognize trans-disciplinary approaches to ecological economics.
6. Up to eight, non-voting, officer positions may be appointed by the executive through consensus or majority vote of the executive. Officer positions cannot exceed the duration of the current/outgoing executive's term, but can be renewed by the incoming executive. Officers shall not be members of the executive council. All responsibility and liability rests solely with the executive council. Specific duties, roles and responsibilities of officer positions shall be determined by the executive council.

Article VII: Duties of Officers and the Executive Council

1. All CANSEE/SCANÉE officers have the responsibility to further the mandate and purposes of CANSEE/SCANÉE, and to participate in the discharge of the roles and responsibilities of the Society.
2. The President shall call and preside at all meetings of CANSEE/SCANÉE and of the Executive Council. In the absence of the President, these responsibilities are assumed by a Vice-President following the designated a, b, c order referenced below.
3. Recognizing the roles and responsibilities of CANSEE/SCANÉE, the duties of the three Vice-Presidents will be allocated as:
 - a. VP (Programs) shall be program chairperson for the biennial CANSEE/SCANÉE Conference, organize other workshops, seminars and conferences connected to Society activities, and promote purpose I (1);
 - b. VP (Communications) shall be responsible for a CANSEE/SCANÉE newsletter or other forms of communication and networking amongst CANSEE/SCANÉE members; regular contributions to the ISEE Newsletter; and promotion of purposes (2) and (3);

c. VP (Research and Education) shall be responsible for promoting CANSEE/SCANÉE purpose I

Alternatively, the duties of the three Vice-Presidents may be allocated in any other manner that serves the mandate and purposes of CANSEE/SCANÉE at the time, as recommended by the Executive Council and approved by the membership at the next biennial Business Meeting or through a special postal ballot.

4. The Secretary-Treasurer shall keep the minutes of all meetings and other records of the Society, receive and have custody of the funds and bank account of the Chapter, present an annual financial statement to the Executive Council, and perform such other duties as these By-laws or the Executive Council may assign to the Secretary-Treasurer. Minutes of Council meetings and other official records shall be open to all members on request.
5. Initially the Executive Council shall determine the annual CANSEE/SCANÉE membership fee. At the first biennial meeting and all future such meetings the Executive Council shall establish and recommend the annual CANSEE/SCANÉE membership fee for the next two years. The recommendation will be submitted for discussion, modification by due process by the membership as desired, and approval by a majority of the members at the Business Meeting.
6. The Executive Council through the Secretary Treasurer shall establish the procedure by which members of CANSEE/SCANÉE will pay their annual Membership fees for both CANSEE/SCANÉE and ISEE. These procedures will be approved by the CANSEE/SCANÉE Executive Council and ISEE Executive.
7. Each Vice-President will have responsibilities for any special fund raising efforts which may be necessary pertaining to his/her assigned responsibilities. The President will promote, oversee and coordinate these fund raising efforts in conjunction with the Secretary-Treasurer.
8. The Executive Council will ensure that CANSEE/SCANÉE has the capacity to respond to members in the official language of their choice in the conduct of the business of CANSEE/SCANÉE.
9. The Executive Council shall have charge of the general interests of CANSEE/SCANÉE, appropriate money, appoint committees and their chairpersons with appropriate powers, have general responsibility for the publications of CANSEE/SCANÉE, arrange for postal or electronic balloting and referenda as required, and in general possess the governing power in CANSEE/SCANÉE except as otherwise specified in this Charter and By-laws.
10. If an elected officer resigns, is unable to serve out the designated term, or is otherwise deemed unfit to serve, the officer's appointment may be terminated by a majority vote of the remainder of the Executive Council, including the President. The Executive Council may appoint a member of CANSEE/SCANÉE to fill such a vacancy on the Council, with such an appointee to hold office until the next election of officers.
11. The Executive Council shall have the authority to appoint an additional member to the Executive Council to undertake any specific task or tasks consistent with the mandate and purposes of CANSEE/SCANÉE. The term of any such appointment shall be at the discretion of the elected members of the Council, and in no case will extend beyond the next election following such an appointment.

12. Three officers shall constitute a quorum of the Executive Council, and a majority of those participating in a meeting shall control its decisions. Each member of the Executive Council shall have one vote with the exception of the President, who will vote only when required to break a tie vote (except as in Article VII (10) above).
13. The Executive Council will meet or confer at least four times each year.

Article VIII: Election of Officers

1. The Executive Council shall appoint three members from the membership at large who are not standing for office to serve as the Election Committee. One of the members shall be designated as the Chairperson.
2. The Election Committee shall be appointed no later than 6 months prior to the next scheduled CANSEE/SCANÉE Business Meeting.
3. Nominations of candidates will be solicited by the Elections Committee from the CANSEE/SCANÉE Membership. Nominations may be made by any member, submitting a nomination letter or paper signed by himself/herself to the Chairperson of the Elections Committee. CANSEE/SCANEE officers may be nominated to serve up to three consecutive terms in the same office, following this same procedure.
4. Using the nominations submitted by the Membership, the Election Committee shall develop the slate of candidates for the five elected offices, having first confirmed with each nominee that he/she would be willing to serve if elected. The Elections Committee will ensure that at least one candidate is nominated for each of the five offices and emphasize the requirement that at least one of the successful candidates be bilingual. The Election Committee will also attempt to ensure that the nominees reflect the gender, geographical and disciplinary distribution of the membership.
5. The Election Committee shall develop brief biographical material (including English and French language capabilities) on each of the candidates, and distribute this to the CANSEE/SCANÉE members by post along with voting instructions and blank ballots three months prior to the next biennial Business Meeting.
6. The election of officers shall be by secret postal or electronic ballot, returned to the Chairperson of the Elections Committee no later than three weeks prior to the next Business Meeting.
7. In the election of the President, the three Vice-Presidents as defined above, and the Secretary-Treasurer, the candidate receiving the largest number of votes for each office shall be elected to that office.
8. The names of the new officers will be announced as the last item on the agenda of the next biennial Business Meeting. The first duty of the new President will be to close that Biennial Business meeting.

Article IX: Amending and Repealing By-laws

Amendments to, or Repeals of, By-laws may be proposed by the Executive Council or by two members of CANSEE/SCANEE who have submitted their proposed Amendment or Repeal in writing to the Executive Council no later than three months prior to the date on which the next CANSEE/SCANEE Business Meeting is to be held.

Amendments or Repeals shall be adopted when approved at a Business Meeting of the Society.

Article X: Financial Statements, Reviews and Audits

1. The financial year of CANSEE shall be the calendar year.
2. Financial Statements consisting of a Balance Sheet as of December 31st of each year and a Statement of Revenue and Expenses for the year then ended, shall be prepared annually by the Secretary-Treasurer or a person delegated by him or her, or by a remunerated professional accountant if the Executive Council chooses to engage one
3. At each Business Meeting, whether it is a Business Meeting in Person or a Business Meeting in Electronic Format, a resolution requiring completion of the Financial Statements for the forthcoming year to a Compilation Engagement, Review Engagement or Audit Engagement standard shall be considered and adopted. A resolution requiring completion of the Financial Statements to a Compilation Engagement standard only, may also exempt the Executive Council from engaging a professional public accountant if the Executive Council unanimously recommends that course to the meeting, and if a resolution to that effect obtains majority support.
4. No draft resolutions pursuant to this Article X that, if adopted as resolutions would purport to contradict the relevant requirements of the CNFPCA shall be considered in order by the chair of a Business Meeting in Person or a Business Meeting in Electronic Format, nor shall any decision of a Business Meeting in Person or a Business Meeting in Electronic Format in regard to the subject matter of this Article X that is in conflict with relevant provisions of the CNFPCA, be recorded in the minutes as a resolution of a Business Meeting.

Article XI: Corporate Seal and Signing Authority

1. Upon incorporation the CANSEE/SCANÉE President will have custody of the corporate seal, and, with the Secretary-Treasurer, will certify official documents issued by CANSEE/SCANÉE.
2. A separate CANSEE/SCANÉE bank account will be maintained for the purposes of financial record keeping.
3. The signatures of the President and the Secretary-Treasurer will have signing authority for CANSEE/SCANÉE financial and other transactions. The VP Programs signature will have signing authority for all transactions pertaining to the biennial CANSEE/SCANÉE Conference.

Article XII: Successor Rights

1. If CANSEE/SCANÉE is dissolved, the assets and liabilities of CANSEE/SCANÉE shall devolve to ISEE provided CANSEE/SCANÉE is not at that time a “soliciting corporation” as defined in the CNFPCA.. If it is divided, assets and liabilities will be shared by the successor associations in proportion of their respective memberships, again provided CANSEE/SCANÉE is not at that time a “soliciting corporation” as defined in the CNFPCA. If CANSEE/SCANÉE is a “soliciting corporation” as defined in the CNFPCA, net assets shall be dealt with, upon liquidation, pursuant to the relevant provisions of the CNFPCA. If CANSEE/SCANÉE is a “soliciting

corporation” as defined in the CNFPCA, the Executive Council then in office shall conduct the dissolution or division in a manner that most nearly respects the general intent of this Article XII, to the extent it can do so without contravening any provisions of the CNFPCA.