

Nigerian Association of Evaluators (NAE)

BY-LAWS

FOR

Membership

Meetings

Board of Trustees

Governing Council

National Executive Council

Elections

By-Law Modifications for the First Elections

PREAMBLE

The Governing Council of the Association may from time to time make rules or bye-laws for the conduct of the affairs of the Association. The rules or bye-laws shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in constitution of the Association. The guiding constitution of the Association for the time being is that registered and certified by the Corporate Affairs Commission (CAC) on the 13th of November 2017,

Nigerian Association of Evaluators (NAE)

BYE-LAWS FOR MEMBERSHIP

Membership of the NAE is open to individuals, institutions, organisations or corporations. A register of members that shall be kept and updated at least once annually.

1.1 Individual Membership

Individual membership is open to all evaluation practitioners and evaluation specialists who pledge to abide by the vision, objectives and mission of the organization.

- ii. Such persons shall hold recognized academic or professional qualifications including;
 - a. Training and or education in Monitoring & Evaluation (e.g. Higher Education in M&E or related discipline) Or,
 - b. A Higher Education qualification (degree or HND) with a minimum of 2 years' practice in Monitoring & Evaluation
- iii. The minimum acceptable qualifications will be reviewed and revised from time to time as deemed necessary by the Association.
- iv. All intending members shall apply for membership;
- v. Individual memberships shall be determined by the membership committee of the Association subject to the direction and approval of the Governing Council of the Association
- vi. Members shall pay relevant registration fees and or annual subscription fees as determined by the Governing Council.

1.2 Associate Membership

Associate membership is open to persons who have:

- i. Attended a Monitoring & Evaluation Conference, Webinar, Seminar, etc.;
- ii. Shown commitment to the ideal of the Association AND,
- iii. Recommendation from a full member in good standing

1.3 Student Membership

Any student registered in a post-secondary education institution with interest in/pursuing a career in evaluation.

1.4 Fellows

Fellowship of the Association is open to any individual who is or has:

- i. A specialist in Monitoring & Evaluation,
- ii. Undertaken research and/or training and produced relevant knowledge
- iii. A minimum of 10 years' practice in Monitoring & Evaluation
- iv. Made outstanding contribution to the growth and development of Monitoring & Evaluation in the country, region or world.

All intending Fellows shall apply for fellowship. Individual fellowships shall be determined annually by the body of Fellows and approved by the Governing Council.

1.5 Founding Fellows of this association shall be:

- i. Inaugural Board of Trustees
- ii. Inaugural Members of the Interim National Executive Council

1.6 Honorary Membership

Honorary membership shall be conferred on individuals and/or institutions that have made outstanding contributions to the development of evaluation in the country or globally. Members may nominate or recommend individuals or institutions for an Honorary membership. Such nominations or recommendations shall be subject to approval by the Governing Council. An Honorary member/institution shall not be required to pay registration fees or annual subscriptions.

1.7 Institutional Membership

Two types of institutional memberships are obtainable: Full and Associate memberships.

1.7.1 Full Institutional membership shall be open to public, private institutions and non-governmental organisations/agencies which have in-house capacity to undertake evaluation.

1.7.2 Associate Institutional Membership is open to institutions or organizations which support development activities, and/or are interested in developing evaluation capacity and culture but do not have relevant capacity within their institutions or organizations.

An institution or agency shall become a member of the association upon application, approval and payment of registration and/or membership fees. Nominated staff of the institution shall be recognised members under the umbrella of the institution and will only have one institutional vote on behalf of the institution and shall not vote as individuals unless they have individual membership as well.

1.8 Resignation, Suspension and Expulsion

1.8.1 Resignation: Any member desiring to resign from the Association shall submit a letter of resignation to the National General Secretary, which shall take effect from the date of receipt of such notice by the National General Secretary.

1.8.2 Suspension: If a member contravenes any of the provisions of the Constitution of the Association such a member can be suspended by the executive council upon recommendation of disciplinary committee pending the acceptance and approval of the Governing Council of the report and recommendation of a duly constituted disciplinary committee of the Association.

Any member suspended from the Association shall have the right of appeal to the Governing Council of the Association within six months of such expulsion.

1.8.3 Expulsion: Any member may be expelled by a recommendation of the Governing Council approved by the General Assembly on the grounds of:

- i. Gross misconduct based on the recommendations of a constituted Disciplinary Committee

- ii. Conviction by law courts by any criminal acts
- iii. Any act of treason or acts against the Constitution of Nigeria as determined by any other authorized body
- iv. Any other acts seen to be detrimental to the NAE or its members.

1.8.4 The Association shall have powers to expel a member from membership until the general meeting immediately following the expulsion. Any member so expelled shall have the right to address the general meeting immediately following the said expulsion at which his expulsion shall be considered and determined.

1.9 Dues and Subscriptions

1.9.1. Annual dues and subscriptions: Are as determined by the National Executive Council subject to the approval of the Governing Council and must be paid by Mid-year (June) of the accounting period.

1.9.2. Delayed Annual dues and subscriptions: Annual dues/subscriptions in arrears should be paid by the third quarter (30th August) of the year. A member shall cease to enjoy privileges as determined by the Constitution if dues are delayed and remain unpaid for two consecutive years of subscribed membership.

1.9.3 Any member that resigns or is expelled or removed from membership shall not be entitled to a refund of his or her subscription or any part thereof or any moneys contributed by him/her at any time.

1.10 MEMBERSHIP, RIGHTS, OBLIGATIONS, BENEFITS AND PRIVILEGES

All members shall have the following rights and obligations:

- i. To receive a certificate of membership of the Association as an evaluation practitioner in Nigeria.
- ii. To be listed as a registered member of the Association.
- iii. Members are obliged to engage in continuous professional development & training.
- iv. Members are obliged to abide by the ethics and standards of the Association.

Full members shall have the following benefits and privileges:

- i. To participate in all activities of the Association.
- ii. To use facilities of the Association subject to the approval of the Governing Council and the National Executive Council.
- iii. To vote and be voted for into any position of the Board of Trustees, Governing Council and National Executive Council.
- iv. To petition any member of the Association upon a grievance provided such petition is tendered in writing to the National General Secretary within four weeks before the next general meeting.

Nigerian Association of Evaluators (NAE)

BYE-LAWS FOR MEETINGS

There shall be two types of meetings involving the general membership of the Association:

- i. Annual general meeting
- ii. Extraordinary general meeting

1.1 Annual General Meetings (AGM)

1.1.1 There shall be an Annual General Meeting (AGM) of the Association which shall be held once every year which all members are obliged to attend.

1.1.2 The time and date of annual general meeting shall be decided by the National Executive Council and approved by the Governing Council.

1.1.3 The National General Secretary shall give notice of the annual general meeting to all the members of the Association.

1.1.4 While all members of the Association are entitled to attend such meetings, only members who have met all statutory obligations to the Association shall be entitled to vote and be voted for at such meetings.

1.1.5 The language to be used at all meetings of the Association shall be English Language.

1.1.6 Business of Annual General Meetings

The functions of annual general meetings of the Association shall include, to:

- i. Confirm the minutes of the previous Annual General Meeting of the Association
- ii. Receive the report of the Governing Council on the activities of the Association;
- iii. Receive the Annual Accounts and Financial Report of the Association for the preceding year and the External Auditor's report on the accounts of the Association;
- iv. Receive retirement notices of those trustees and/or members of the Governing Council who wish to retire or who are retiring at the end of their full tenure;
- v. Receive propositions from members for deliberation. The propositions could be on special projects, Association's management or any other important issue. The Governing Council shall have 30 days to respond to the propositions through a general statement to the membership;
- vi. Elect new members and/or receive the results of the elections of new members of the Executive Council and/or Trustees of the Association to fill the vacancies arising there from;
- vii. Revoke and/or appoint external auditors, and legal advisers or to confirm that they remain in office;

Discuss and determine any issue(s) of policy put before them, or deal with any other business presented.

1.1.7 Nominations for members of the National Executive Council must be made by members of the Association in writing and submitted to and acknowledged by the National General Secretary or other officer authorised for the purpose by the National Executive Council at least 10 days before the election date appointed by the Election Committee. The Governing Council shall approve the election date as proposed by the Election Committee for members of the Association to cast their votes to elect members of the National Executive Council. Should nominations exceed vacancies, elections shall be by ballot via the most suitable means including electronic means at an agreed time or at the Annual General Meeting, whichever is approved by the Governing Council at the time.

1.2 Extraordinary General Meetings (EGM)

1.2.1 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings (EGM).

1.2.2 The Governing Council may call an Extraordinary General Meeting of the Association at any time for specific purposes.

1.2.3 The Governing Council shall call an extraordinary general meeting if requested to do so in writing by at least one third members of members, whichever is the greater. The request must state the nature of the business to be discussed. If the Governing Council fails to hold the meeting within twenty-eight days of the request, the members may proceed to call an extraordinary general meeting but in doing so they must comply with the provisions of this Constitution.

1.3 Notice of Annual and Extraordinary General Meetings

1.3.1 The minimum period of notice required for any Annual General Meeting of the Association is 21 clear days from the date on which the notice is deemed to have been given.

1.3.2 The minimum period of notice required to hold any Extraordinary General Meeting of the Association is 7 clear days from the date on which the notice is deemed to have been given.

1.3.3 An Annual or Extraordinary General meeting may be called by shorter notice, if it is so agreed by the Governing Council and the matter to be treated is an emergency or deemed sufficiently urgent.

1.3.4 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must so state.

1.3.5 The notice must be given to all the members of the Association including members of the Governing Council.

1.4 Quorum at Annual or Extraordinary General Meetings

1.4.1 No business shall be transacted at any Annual or Extraordinary general meeting unless a quorum is formed. A quorum at any Annual or Extraordinary general meeting of the Association shall be at least a third (1/3) members of the Association who are entitled to vote at the time (and, in the event that one third is not a whole number, then the quorum shall be the next lower whole number).

1.4.2 The authorised representative of a member organisation shall be counted in the quorum.

- 1.4.3 If a quorum is not present within a reasonable length of time from the time appointed for the meeting; the meeting shall be adjourned to such time and place as the Governing Council shall determine. The Governing Council must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting. If no quorum is present at the re-convened meeting within a reasonable length of time from the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

1.5 Chair at Annual and Extraordinary General Meetings

- 1.5.1 An Annual or Extraordinary General meeting shall be chaired by the National President of the Association
- 1.5.2 If there is no such person or he is not present at the time the meeting is ready to start, the Vice National President of the Association shall chair the meeting. If the Vice National President of the Association is not present to chair the meeting, any member of the Association shall be nominated by the members of the Association present to chair the meeting.

1.6 Adjournments of Annual and Extraordinary General Meetings

- 1.6.1 The members present at an Annual or Extraordinary general meeting shall move that the meeting be adjourned through a resolution.
- 1.6.2 The resolution shall suggest the date, time and place of meeting pending ratification by the General Assembly
- 1.6.3 No business shall be conducted at an adjourned Annual or Extraordinary general meeting unless it could not properly have been conducted at the meeting had the adjournment not taken place.
- 1.6.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

1.7 Representatives of Institutional Members at Annual and Extraordinary General Meetings

- 1.7.1 Any organisation that is a member of the Association may nominate no more than one person, to act as its representative at any Annual or Extraordinary general meeting of the Association.
- 1.7.2 The organisation must give written notice to the Association of the name of its representative.

1.8 Voting at Annual and Extraordinary General Meetings

- 1.8.1 Each member shall have one vote but if there is an equal number of votes, the person who is chairing the meeting shall have a casting vote in addition to his/her statutory vote.
- 1.8.2 Except as otherwise provided for in this Constitution, every issue shall be determined by a simple majority of the votes cast at an Annual or Extraordinary general meeting.
- 1.8.3 Votes shall be taken by voice, hand cast, postal, electronic ballots, or any other mode agreed and approved by the simple majority of members present at the meeting.
- 1.8.4 A member may participate live in annual or extraordinary general meetings through appropriate electronic media (for example but without limitation, by telephone, video conference or internet). In such case(s), the member participating through such media shall be counted as present at the meeting and the minutes of the meeting must indicate the type of electronic media used by the member.

Nigerian Association of Evaluators (NAE)

BYE-LAWS FOR THE BOARD OF TRUSTEES AND COMMON SEAL

- 1.1 Trustees of the NIGERIAN ASSOCIATION OF EVALUATORS, in compliance with provisions of the Companies and Allied Matters Act No. 1 of 1990, Part C, shall be nominated by the governing council and ratified at a general meeting by two thirds of votes cast by members of the Association.
- 1.2 Such Trustees (hereinafter referred to as "The Trustees") shall be a maximum of eleven (11) and no less than five (5) in number and shall be known as the Incorporated Trustees of NIGERIAN ASSOCIATION OF EVALUATORS.
- 1.3 A Trustee shall cease to hold office if he or she:
- a. Resigns his/her office;
 - b. Is deemed mentally unfit as certified by a court;
 - c. Is officially declared bankrupt;
 - d. Is convicted of a criminal offence by a Court of competent jurisdiction;
 - e. Is recommended for removal from office by a two-third majority vote of the members present at a general meeting of the Association
- 1.4 Upon a vacancy among Trustees, a recommendation for appointment by the Governing Council shall be made within 60 days of the vacancy occurring of an eligible person, including a member of the Association, to fill the vacancy. Such recommendations shall be ratified for appointment at the AGM following the Governing Council action.
- 1.5 TENURE OF TRUSTEES**
- A trustee of the Association may:
- i. Serve up to five years from the date of his/her appointment to the position.
 - ii. May terminate his/her appointment at will.
 - iii. A trustee shall be eligible for appointment for two further terms not exceeding five (5) years each.
 - iv. A trustee who has served for 3 consecutive terms is ineligible for re-election
- 1.6 CRITERIA FOR BOT MEMBERSHIP**
- The members of the BOT shall/ be drawn from:
- i. Ministry of Budget and National Planning – The Director, National Monitoring and Evaluation.
 - ii. All geo-political zones of the federation.
 - iii. Have at least 30% gender representation
- 1.7 POWERS AND DUTIES OF TRUSTEES**

- i. The Trustees shall apply to the Registrar General Corporate Affairs Commission for a Certificate of Incorporation under the Companies and Allied Matters Act 1990 Part C; and any other necessary amendment thereafter.
- ii. Trustees shall have power to accept and hold in trust all properties belonging to the organization and to acquire properties on behalf of the organization subject to the direction of the Governing Council of the Association and such condition as the Corporate Affairs Commission may impose.
- iii. They shall have power to sue and be sued in their corporate name.
- iv. The Trustees shall advise and recommend to the Governing Council such measures and ideas that they think may help improve the management and security of properties belonging to or placed under the management and custody of the Association.
- v. The Trustees shall by virtue of their Trusteeship also serve as members of the Association's Governing Council.
- vi. Trustees shall pay any income accruing from property vested in the trustees to the Association's account through the National Treasurer of the Association.
- vii. Any cost incurred by the Trustees during the administration of their duties shall first be authorized by the National Executive Council.
- viii. In line with the provisions of section 602 of Part C of the Companies and Allied Matters Act 1990, the powers vested in the Trustees by this Constitution shall be exercised subject to the directions of the Governing Council of the Association.

1.8 MEETINGS AND PROCEEDINGS OF THE TRUSTEES

- i. The Trustees shall hold at least one meeting each year and as many times as they may be required.
- ii. Trustees shall elect among their member a Chairman and a Secretary of the Board of Trustees with non-executive powers.
- iii. The quorum of the Trustees shall be a simple majority (more than 50%) of the sitting trustees.
- iv. Decisions and regulations of the Trustees shall be by simple majority of present and voting Trustees. In the event of equal votes, the chairman shall have a casting vote.
- v. The Trustees shall make such rules, as they deem necessary for proper conduct of their meetings.

1.9 COMMON SEAL

- i. The Trustees shall have a common seal.
- ii. Such Common seal shall be kept in the custody of the Secretary (or such other person as the Trustee may decide) who shall produce it when required for use by the Trustees.
- iii. All documents to be executed by the Trustees shall be signed by such number of them as required and sealed with the common seal.

Nigerian Association of Evaluators (NAE)

BYE-LAWS FOR GOVERNING BODY [GOVERNING COUNCIL]

1.1. In the spirit of Section 601 Part C of the Companies and Allied Matters Act 1990 there

shall be a Governing Body of the Association herein referred to as the Governing Council.

1.1.1. The Governing Council shall consist of not less than eleven (11) members and no more than fifteen (15) members at any given time.

1.2 Composition of the Governing Council

1.2.1 The Governing Council shall consist of the following persons:

- a. All Trustees of the Association (in accordance with section 601 of CAMA 1990);
- b. 2 members elected from among individual or institutional members,
- c. The last (i.e. past) 2 Presidents of the Association as ex officio members with no voting rights.

1.2.2 With the exception of the Trustees and the immediate past Presidents i.e. (last 2), who by default shall be an ex-officio members of the Governing, all other members of the Governing Council shall be identified by members of the Association through transparent elections to be conducted in strict accordance with the procedures and provisions of the elections bylaws of the Association. Such election processes shall commence no earlier than 90 days to an Annual General Meeting of the Association and be concluded no later than 14 days before the Annual General Meeting. The results of such elections shall be announced during the Annual General Meeting of the Association. Nominations and balloting may be conducted by the most suitable (electronic or other) means at the time of the election.

1.2.3 Upon a casual vacancy occurring in the number of members of the Governing Council falling under of this Constitution, an election shall be conducted within 60 days of the vacancy occurring in order for members of the Association to appoint another eligible member of the Association to fill the vacancy.

1.2.4 All members of the Governing Council, with the exception of those serving as Trustees, are subject to re-election or re-appointment every three years. Elected members of the Governing Council can serve a maximum of two terms.

1.3 Powers of the Governing Council

The Governing Council shall exercise the following powers to further the objects of the Association (but not for any other purpose):

- i. Raise funds, seek/solicit and receive contributions and or donations;

- ii. Guide and direct the Trustees of the Association to buy, take on lease or in exchange any property, maintain and equip it for use necessary for the achievement of the objects and;
- iii. Subject to any consents required by law, to guide and direct the Board of Trustees to sell, lease or dispose of all or any part of the property of the Association;
- iv. Consult and obtain at a general meeting the approval of at least two thirds (2/3) of the members of the Association before disposing of any asset or property of the Association where such disposal may limit substantially the ability of the Association to perform those services or activities essential to fulfilling the objects of the Association
- v. Employ such staff as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of entitlements to such staff;
- vi. Co-operate with other charitable organisations, voluntary bodies and statutory authorities and to exchange information and advice with them;
- vii. Establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- viii. Constitute such advisory committees as the Governing Council may deem fit, from time to time;
- ix. Advise on mergers, partnerships and or joint venture arrangement with any other organization formed for any of the Objects;
- x. Undertake all such other lawful actions as are necessary for the achievement of the objects of the Association.

1.4 Offices And Officers of the National Executive Council

1.4.1 The Officers of the National Executive Council shall be, but not limited to the following (also known as Officers of the Association):

1. National President
2. National Vice President
3. National General Secretary
4. Assistant National General Secretary
5. National Treasurer
6. National Financial Secretary
7. National Publicity Secretary
8. Immediate past National President

1.4.2 Other list of offices may be amended, added or changed to the list in Article 7.4.1. as may be required and approved by the General Assembly.

1.4.3 The National Executive Council shall be responsible for coordinating and overseeing the day-to-day administration and execution of the affairs of the Association subject to the direction and guidance of the Governing Council.

1.5 Eligibility, Election/Appointment and Tenure of Officers of the National Executive Council

1.5.1 All officers of the National Executive Council shall be duly elected by the general assembly.

1.5.2 An Election Committee shall be constituted and charged with the responsibility to organise all membership based elections to fill any/all vacant position(s) of the National Executive Council.

- 1.5.3 The National Executive Council shall have a gender balanced and national representation from all geo-political zones in the country.
- 1.5.4 Officers of the National Executive Council shall each serve a term of three years and may be re-elected into the same position for maximum of two terms.
- 1.5.5 In the event of a vacancy in the executive council, an election should be organized within 90 days to fill the vacancy.
- 1.5.6 Any member who ceases to be member of the Association ceases to be an officer of the National Executive Council.
- 1.5.7 An officer of the National Executive Council may be removed from office by simple majority votes of members of the National Executive Council if found wanting in the performance of his duties, or fails to meet any statutory obligations of the Association.

1.6 Duties of the Officers of the National Executive Council

The National President shall:

- i. Preside over all Executive Council meetings, and all general meetings unless prevented by illness or other sufficient cause.
- ii. Initiate general meetings of the Association, and meetings of the National Executive Council
- iii. Approve agendas for National Executive Council and general meetings
- iv. Present reports to members of the Association at Annual General Meetings;
- v. Sign all minutes of general meetings and of the National Executive Council;
- vi. Act between full meetings of the Executive Council in authorising action to be taken *intra vires* and signing cheques and legal documents in accordance with relevant mandates;
- vii. Initiate and ensure that the performance of the National Executive Council and its members is reviewed annually;
- viii. Act as an advocate and official spokesperson for the association, actively develop and nurture partnerships and collaborations with local and international organizations,
- ix. Discharge other duties as may be required of the office.

The Vice-National President shall:

- i. In the absence of the National President, perform any of the duties of the National President as agreed by the National President.
- ii. In the event of the removal or incapacitation of the National President, act as the National President until such time that an election of a new National President is concluded.
- iii. Discharge other duties as may be required of the office.

The National General Secretary shall:

- i. Deal with all the correspondence of the Association.

- ii. Circulate notices for all meetings, take minutes and keep records for proceedings of meetings.
- iii. Liaise with the National President to plan, arrange and produce agendas for
- iv. Executive Council meetings and general meetings and take minutes and also keep records of proceedings of all such meetings;
- v. Ensure that company law, and other regulatory requirements are complied with;
- vi. Ensure that all meetings comply with the requirements of this Constitution;
- vii. Advise and guide the Executive Council on any legal and regulatory implications of the Association's strategic plan;
- viii. Have custody of the book of minutes, register of members, and all statutory documents of the Association;
- ix. Act as a counter-signatory of the Association's cheques and other official documents;
- x. Take Minutes of Governing Council Meetings
- xi. Discharge other duties as may be required of the office.

The Assistant National General Secretary shall:

- i. Assist the General Secretary in his or her duties and carry out duties as the secretary may assign to him.
- ii. In the absence of the National General Secretary, act in his or her place.
- iii. Discharge other duties as may be delegated.

The National Treasurer shall:

- i. Present appropriate accounts and financial statements to members of the Association at general meetings;
- ii. Promptly pay all monies received by the Association into the approved bank account of the Association;
- iii. Ensure that correct, proper accounts and records are kept;
- iv. Ensure that the Association's financial resources are spent and invested in line with good governance, legal and regulatory requirements;
- v. Ensure good financial culture is maintained in the Association;
- vi. Analyse and advise on the financial implications of the Association's strategic plan;
- vii. Act as a counter-signatory of the Association's cheques;
- viii. Discharge other duties as may be required of the office.

The National Financial Secretary shall:

- i. Work closely with the National Treasurer.
- ii. Keep a separate record of all financial transactions of the Association.
- iii. Keep up-to-date records of all fees, dues, levies, pledges and related financial commitments of all members of the Association.
- iv. Assist the National Treasurer to prepare the Financial Statement and Financial report to be presented at the Annual General Meeting.
- v. Discharge other duties as may be required of the office.

The National Publicity Secretary shall:

- i. Act as the communications and information officer for the Association
- ii. Publish or publicise activities of the Association

- iii. Prepare all press releases and statements in conjunction with the National President of the Association.
- iv. Develop and implement communications and external relations strategy for the Association in conjunction with the National executive council
- v. Organise press briefings and publications for the Association in traditional and new media.
- vi. Discharge other duties as may be required of the office.

1.7 MEETINGS AND PROCEEDINGS OF THE GOVERNING COUNCIL

1.7.1 The Governing Council may regulate their proceedings as deemed fit, subject however to the provisions of this Constitution.

1.7.2 Regular Meetings:

The Governing Council shall hold at least one ordinary meeting each year. No less than 14 days' notice shall be given by the National President at the instance of the BOT Chairman to members of the Governing Council.

1.7.3 Special Meetings: Notice and Waiver of Notice

Special meetings of the Governing Council shall be convened as required.

1.7.5 Presiding at Meetings

The BOT Chairman shall preside at all meetings of the Governing Council at which he is present. In the absence of the BOT Chairman, members of the BOT present shall appoint a chairman to preside over such meetings.

1.7.6. Quorum and Manner of Acting

No decision made by a meeting of the Governing Council will be binding unless a quorum is present at the time the decision is purported to be made. A quorum is constituted with at least one third (1/3) of membership of the Governing Council, provided that BOT and NEC are represented.

1.7.7 Voting:

Decisions at the Governing Council shall be by simple majority of the members present.

On any question on which the Governing Council shall vote, the names of those voting and their votes shall be entered in the minutes of the meeting if any member of the Governing Council so requests at the time.

1.7.8 Conflict of Interest

Any member of the Governing Council or special committees must absent himself/herself from any discussions of the Governing Council and take no part in the voting upon the matter in which a potential conflict exists between his/her duty to act in the interest of the Association and any personal interest (including but not limited to any personal financial interest).

1.7.9. Constitution of Special Committees

The Governing Council may, by resolution adopted by affirmative vote of a majority of the whole Governing Council, appoint one or more committees e.g. for disciplinary action, fellowship appointments, constitutional review & any other critical activity for the progress and success of the association. Such committees shall each be

constituted by three or more members of the Governing Council and an equal number of ordinary members.

1.7.10 Powers of Special Committees

Each committee appointed by the Governing Council shall have such powers as are determined in accordance with appropriate regulatory and statutory requirements in Nigeria.

1.8 MEETINGS AND PROCEEDINGS OF THE NATIONAL EXECUTIVE COUNCIL

1.8.1 The National Executive Council may regulate its proceedings as deemed fit, subject to provisions of this Constitution.

1.8.2 Meetings

The National Executive Council shall hold at least four meetings, one in each quarter of the year.

- a. Meetings of the National Executive Council may be held at any place, as designated by the National Executive Council. Electronic meetings of the National Executive Council may also take place.
- b. The National President of the Association shall preside at all meetings of the National Executive Council at which he is present. If the National President of the National Executive Council is absent from any meeting of the National Executive Council, the National Vice President shall preside at such a meeting. In the exceptional circumstance that both the President and Vice President are absent, the members present shall choose one of the other members present to preside over the said meeting.
- c. No decision made by a meeting of the National Executive Council shall be binding unless a quorum was established at the said meeting. There shall be a quorum when one third (1/3) of members of the National Executive Council are present.
- d. An act of a simple majority of members of the National Executive Council voting at a meeting at which there is a quorum shall be binding.

Nigerian Association of Evaluators (NAE)

BYE-LAWS FOR ELECTIONS

GENERAL TERMS

The Nigerian Association of Evaluators (NAE) Constitution requires the election of a Governing Council, as per Article 7 of the Constitution and Officers of the Association. The Governing Council shall comprise: All Trustees of the Association; Other elected members (other than Trustees); and the Immediate Out-going Presidents of the Association. While the National Executive Council shall be made up of the officers of the Association as defined in the Bye-laws for National Executive Council/Officers of the Association. Any vacancy of Governing Council and the National Executive Council shall be filled in accordance with these By-Laws on the nomination and election of board members and in accordance with the “Nigerian Association of Evaluators (NAE) Constitution & Bye-Laws”

1.0 Eligibility for Nomination to Board of Trustees (BoT)

All **individual members of NAE whose annual fees are fully paid** at the time of the nomination announcement have the right to participate in the nomination process, either as a nominator or nominee.

2.0 Eligibility for Nomination to Executive Council

2.1 All **individual members of NAE whose annual fees are fully paid** at the time of the nomination announcement have the right to participate in the nomination process, either as a nominator or nominee.

2.2 Should a sitting Board of Trustees member wish to contest an Executive Council position, he/she should tender their resignation to the Board prior to the formal nomination announcement. Any vacancies thus arising shall be filled in accordance with these by-laws.

3.0 Elections Committee: Role and function

An Elections Committee comprising no fewer than 5 members (in good standing and that are not standing for election) shall be established to oversee and conduct the Nominations and Elections process for the NAE elections. The Committee shall include at least two Trustees of the Association, and be chaired by a member of the Board of Trustees of the Association. At least 2 members of the Elections Committee shall be persons who are not currently serving in any elected or appointed capacity in the Association, such as individual members. The membership of the Elections Committee should reflect the geographical diversity of NAE. None of the Elections Committee members may be elected as a member of the Governing

Council /National Executive Council in the year during which they sit on this Committee. The role of the Elections Committee is to:

- Apply the Association's selection criteria for prospective members of the Governing Council and members of the National Executive Council;
- Advertise the nominations process;
- Pro-actively solicit nominees;
- Oversee the nominations process including the verification of all documentation relating to nominees eligibility.
- Name a slate of candidates
- Establish and supervise elections; including design and issuing of the ballot, receipt and validation of ballots, counting of ballots and certification of results, using electronic mode if possible.

3.1 Nomination Process

At least three months prior to the next Annual General Meeting, the Secretary will notify all members of imminent Governing Council and National Executive Council vacancies, indicating which members in the Governing Council /National Executive Council are eligible for re-election.

3.2 There are only two methods by which a candidate may stand for election, **nomination by a member in good standing or by the Elections Committee.** Self-nomination is prohibited.

3.3 Nominations by a member in good standing, must be seconded by another paid up member and must also be supported by the nominee's written acceptance of the nomination, a bio sketch, photo and a statement of intent detailing the reasons for the member's interest in serving the NAE Governing Council or National Executive Council.

The written nomination and all supporting documentation must be forwarded to the NAE Secretariat, via email, no later than (six or eight) weeks after the notice of vacancies. The Secretariat shall keep a copy of all nomination documentation and transmit a copy to the Elections Committee by email.

If a **candidate is nominated for more than one position**, that candidate must decide which position he/she would prefer to stand for and inform the Elections Committee prior to announcement of the slate of candidates on the NAE website/List serve.

3.4 Elections Committee: The Elections Committee will proactively identify candidates (based on criteria approved by the Governing Council for the slate. It is intended that in any election, there should be sufficient candidates identified by members to minimize or eliminate the need for candidates to be put forward by the Elections Committee. Optimally, **there should be at least two candidates for each vacancy.**

The Elections Committee is **empowered to develop selection guidelines (subject to approval by the Governing Council) to ensure that candidates possess the required skills and knowledge base necessary for managing NAE effectively.** These may include criteria related to geopolitical zone, gender inclusiveness, involvement in development evaluation activities, proven fund raising capability, active participation in other non-profit organizations, experience in member recruitment activities, skills in evaluation capacity building, etc.

3.5 Announcement of the Slate: The Elections Committee will announce the complete slate of candidates no less than 30 days prior to the date of the election. The announcement should include the nominees' name, geographic zone, gender, nominator/second names and all supporting documentation. **Supporting documentation (bio-sketch, photo or statement of intent) cannot be amended after the formal announcement of the slate has been made.** The Elections Committee shall be responsible for checking the announcement prior to publication to ensure compliance.

4.0 Election Process

4.1 Eligibility to Vote

All individual members of the Association in good standing on the date that nominations close are eligible to vote. An individual member voting in his own right shall not be permitted to also cast a vote as a representative of an Institutional Member. Institutional members may nominate a representative of the organization to vote on its behalf, however this representative should not be an individual member of NAE. Each nomination must be made in accordance with the provision of the relevant bye-laws.

4.2 Ballot

The election shall be conducted by paper and/or electronic ballot of the Association's members, which shall be sent to each member listed on NAE membership roll of eligible voters, as per the registration consolidated membership. Ballots shall be emailed directly to members eligible to vote not less than 30 days prior to the date of the election. For each candidate, the ballot will contain only the candidate's name. Ballot information shall include only an English-language version of the supporting documentation.

The integrity of anonymous voting shall be maintained to the maximum extent.

Improperly completed ballots will be invalidated. The Elections Committee shall announce the number of discarded or spoiled ballots when the election results are declared.

4.3 Election Conduct

Candidate/Nominee statements shall not mention other candidates, by name or implication. Voting in groups, or supporting candidates on the basis of geography, ethnicity, or factors other than a candidate's qualifications and stated positions is counter to the culture of NAE and is forbidden and expressly discouraged.

4.4 Promotion of the Election to the Membership

Nominees' Bios/Statements shall be made available electronically (either via website or some other appropriate form), as they are received and in the appropriate section. Bios/Statements shall be made available in English only. Final versions of Candidate's biography and election statements shall be submitted to the Secretariat no later than the dates to be specified by the Election Committee.

4.5 Voting

Each voting member shall be entitled to as many votes as there are Governing Council / National Executive Council positions to be filled. A voting member may cast one vote for each position to be filled, but shall not cast more than one vote for any one candidate. A member may use fewer than the total number of votes available if he or she so chooses. Each member shall cast his/her vote individually; voting by proxy is not permitted.

4.6 Receipt of Ballots

The Elections Committee will designate the delivery location (in-person and/or electronic) and time for paper ballots (if applicable). Ballots filled via a secure online election platform and/or electronic return of a ballot form may be a valid return of the voting ballot. For each election, the Election Committee shall define a date for secure electronic ballot return.

4.7 Counting of Ballots

The counting of ballots shall be the sole responsibility of Elections Committee. At least two members of the Elections Committee shall be responsible for certifying the accuracy of the process through the establishment of procedures to ensure the privacy, validity and accuracy of all ballots.

4.8 Certification of Vote

The Elections Committee shall certify the results of the annual election to the Board of Trustees within 10 days following the election, forwarding a list of the candidates and the number of votes each candidate has received.

4.9 Publication of the Results

The votes of all candidates must be published as well as the number of spoiled votes.

4.10 Challenges

No challenge to any Governing Council /National Executive Council nomination or election procedure or result may be brought **except by an individual member in good standing**. Any challenge must be addressed to the **Chairman of the Board of Trustees of the NAE** with a recital of the reasons for the challenge, and must be received no later than 20 days following the election date. The Chairman, after consultation with the Chairs of the Nominating and Elections Committees and the members of the Governing Council, shall advise the author of the challenge of the Board's decision, which shall be final, no later than 40 days following the election date.

4.11 Special Provisions for First NAE Election

An Elections Committee comprising no fewer than 5 members shall be established to oversee and conduct the Nomination and Elections process for the first NAE election. At least 2 members of the Elections Committee shall be persons who are not currently serving in any elected or appointed capacity in the Association, such as individual members.

The Elections Committee may modify Provisions 3.0 – 4.11 of these By-Laws as deemed necessary to carry out the first NAE election. Any modifications should be documented in an Addendum entitled “Nigerian Association of Evaluators (NAE) By-Law Modifications for the First Election.”

This Special Provision is created solely for the purpose of facilitating the first NAE election and the transition from the Interim Executive Council to an elected Executive Council, pursuant to the 2015 Abuja Declaration on Evaluation. Any and all Modifications made subject to this Provision shall become invalid immediately upon conclusion of the first NAE Elections. All subsequent nominations and elections of Governing Council /National Executive Council members shall be conducted in accordance with provisions 1 through 4 of these By-Laws.

5.0 Amendments

These By-Laws shall be amended only upon written affirmation of at least two-thirds (2/3) of the members voting on the proposed change. Proposals for amendments, duly seconded, shall be made in writing to the National General Secretary of the Association for circulation to members at least 60 days before the date of the general meeting at which the amendments are to be voted on. Such amendments, following affirmation, shall become effective upon completion of the next general elections.

Election Timetable Template

The minimum time required for the entire nominations and election process is 20 working days assuming at least a 7-day period reserved for deliberations on nominations. The exact schedule for the nominations and elections shall be determined by the Elections Committee.

Process	Minimum Interval
Nominations	30 Days
Nominations Announcement	
Open Nominations Period	
Close Nominations Period	
Nominations Committee deliberations	Unspecified
Announce Nominated candidates	
Membership Roll	
Close roll of voting members	
Candidate List	4 days
Complete Candidate list	
Prepare Ballots	14 days
Email ballots to members	
Election Period Opens	
Elections	30 days
Election Days	7 days
Count Ballots	10 days
Certify Election result	
Challenge period opens	
Challenge period	10 days
Challenge Period closes	
Response to Challenge	20 days
Board response to Challenge	

Nigerian Association of Evaluators (NAE) By-Law Modifications for the First Election [1]

Provision 4.11 of the “Nigerian Association of Evaluators (NAE) By-Laws for the Nomination and Election of Governing Council /National Executive Council Members” (hereinafter “NAE By-Laws”) was created solely for the purpose of facilitating the first NAE election (taking place in 2019) and the transition from the Interim National Executive Committee to an elected National Executive Council, pursuant to the 2015 Abuja Declaration on Evaluation.

Pursuant to Provision 4.11, an Elections Committee comprising no fewer than 5 members shall be established to oversee and conduct the Elections process for the first NAE election. The Elections Committee may modify Provisions 3.0 – 4.10 of the NAE By-Laws as deemed necessary to carry out the first NAE election.

MODIFICATIONS

3.0 Elections Committee: Role and function

An Election Committee comprising no fewer than 5 members shall be established to oversee and conduct the Nominations and Elections process for the first NAE election. At least 2 members of the Elections Committee shall be persons who are not currently serving in any elected or appointed capacity in the Association, such as individual members. The role of the Elections Committee is to:

- Apply the Association’s selection criteria for prospective members of the Governing Council and National Executive Council;
- Advertise the nominations process;
- Pro-actively solicit nominees;
- Oversee the nominations process including the verification of all documentation relating to nominees eligibility.
- Name a slate of candidates
- Establish and supervise elections; including design and issuing of the ballot, receipt and validation of ballots, counting of ballots and certification of results, using electronic mode if possible.

3.1 Nomination Process

The Elections Committee will notify eligible voting members of imminent Governing Council /National Executive Council vacancies, indicating which positions in the Governing Council / National Executive Council are eligible for election.

3.2 There is only one methods by which a candidate may stand for the first elections. **This is by Expression of Interest.** Aspirants to any Executive positions must complete and submit written expression of interest to contest, with a bio sketch, photo and a statement of intent detailing the reasons for the member’s interest in serving on NAE Governing Council /National Executive Council.

3.3 An aspirant must get **two members in good standing to endorse his/her expression of Interest application.** The expression of Interest form and all supporting documentation must be forwarded to the NAE Election Committee via email, in accordance with the Election Timetable provided by the Election Committee.

3.4 Elections Committee: The Elections Committee will proactively identify candidates (based on criteria approved by the Governing Council) for the slate. It is intended that in any

election, there should be sufficient candidates identified by members to minimize or eliminate the need for candidates to be put forward by the Elections Committee. Optimally, **there should be at least two candidates for each vacancy.**

The Elections Committee is **empowered to develop selection guidelines (subject to approval by the Governing Council) to ensure that candidates possess the required skills and knowledge base necessary for managing NAE effectively.** These may include criteria related to geographical representation, gender inclusiveness, involvement in development evaluation activities, proven fund raising capability, active participation in other non-profit organizations, experience in member recruitment activities, skills in evaluation capacity building, etc.

3.5 Announcement of the Slate: The Elections Committee will announce the complete slate of candidates in accordance with the Election Timetable provided in by the Elections Committee. The announcement should include the nominee's' name, geographic zone, gender, nominator/second names and countries of origin and all supporting documentation. **Supporting documentation (bio-sketch, photo or statement of intent) cannot be amended after the formal announcement of the slate has been made.** The Elections Committee shall be responsible for checking the announcement prior to publication to ensure compliance.

4.0 Election Process

4.1 Eligibility to Vote

All individual members of the Association registered and in good standing on the date that payment for membership close are eligible to vote. An individual member voting in his own right shall not be permitted to also cast a vote as a representative of an Institutional Member. Institutional members may nominate a representative of the organization to vote on its behalf, however this representative should not be an individual member of NAE. Each nomination must be made in accordance with the provisions of this Bye-law Modifications.

4.3 Ballot

The election shall be conducted by paper ballot of the Association's members at the Annual General Meeting to be held on March, 2019 in accordance with the Election Timetable provided by the Elections Committee. For each candidate, the ballot will contain only the candidate's name. Ballot information shall include only an English-language version of the supporting documentation.

The integrity of anonymous voting shall be maintained to the maximum extent.

Improperly completed ballots will be invalidated. The Elections Committee shall announce the number of discarded or spoiled ballots when the election results are declared.

4.4 Election Conduct

Candidate/Nominee statements shall not mention other candidates, by name or implication. Voting in groups, or supporting candidates on the basis of geography, ethnicity, or factors other than a candidate's qualifications and stated positions is counter to the culture of NAE and is forbidden and expressly discouraged.

4.5 Promotion of the Election to the Membership

Nominees' Bios/Statements shall be made available electronically (either via website or some other appropriate form), in accordance with the Election Timetable provided in

Addendum A below. Bios/Statements shall be made available in English only. Final versions of Candidate's biography and election statements shall be submitted to the Secretariat no later than the dates to be specified by the Nomination/Election Committee.

4.6 Voting

Each voting member shall be entitled to as many votes as there are Governing Council /National Executive Council positions to be filled. A voting member may cast one vote for each position to be filled, but shall not cast more than one vote for any one candidate. A member may use fewer than the total number of votes available if he or she so chooses. Each member shall cast his/her vote individually; voting by proxy may be permitted.

4.7 Receipt of Ballots

The Elections Committee will designate the Election Venue/ location for the In-person Election and time for paper ballots (if applicable).

4.8 Counting of Ballots

The counting of ballots shall be the sole responsibility of Elections Committee. At least two members of the Elections Committee shall be responsible for certifying the accuracy of the process through the establishment of procedures to ensure the privacy, validity and accuracy of all ballots.

4.9 Certification/Publication of Vote

The Elections Committee shall certify the results of the annual election to the Board of Trustees in accordance with the Election Timetable provided by the Elections Committee. A list of the candidates shall be forwarded along with and the number of votes each candidate has received.

4.10 Publication of the Results

The votes of all candidates must be published as well as the number of spoiled votes

4.11 Challenges

No challenge to any Governing Council /National Executive Council nomination or election procedure or result may be brought **except by an individual member in good standing**. Any challenge must be addressed to the Chairman of the Board of Trustees with a recital of the reasons for the challenge, and must be received no later than 5 days following the handover date (March 25, 2019). The President of the BoT, after consultation with the Chair of the Elections Committees and the members of the BoT, shall advise the author of the challenge of the Board's decision, which shall be final, no later than 15 days following the election date. Any positions left open pursuant to a Challenge by a member in good standing shall be filled by the first-runner up.

5.0 Confirmation of Board of Trustee Members

Any Board of Trustees (BoT) Members wishing to resign his/her post shall notify the Elections Committee in accordance with the Election Timetable provided by the Elections Committee. The remaining BoT members shall be re-confirmed *en bloc* during the National Executive Council handover ceremony on March 25, 2019 subject to any valid objections raised by NAE members.

Any available positions shall be filled in accordance with the NAE Constitution and NAE By-Laws.

[1] Any and all Modifications made subject to this Provision shall become invalid immediately upon conclusion of the first NAE Elections. All subsequent nominations and elections of Governing Council /National Executive Council members shall be conducted in accordance with provisions 1.0 - 5.0 of the NAE's Elections By-Laws.
