

Canadian Council for Small Business and Entrepreneurship (CCSBE)
Conseil canadien de la PME et de l'entrepreneuriat (CCPME)

CONSOLIDATED GENERAL BY-LAWS

Table of Contents

1. NAME	3
2. PURPOSE AND OBJECTIVE	3
3. HEAD OFFICE	4
4. SEAL	4
5. MEMBERSHIP	4
5.1 MEMBERSHIP	4
5.2 CATEGORIES OF MEMBERS	4
5.3 ORGANIZATIONAL MEMBERS	4
5.4 HONORARY MEMBERS	4
5.5 CONTRIBUTION MEMBERS	4
5.6 STUDENT MEMBERS	4
5.7 APPROVAL OF MEMBERS	4
5.8 ADMISSION TO MEMBERSHIP	4
5.9 ADVERTISING	4
5.10 TRANSFERABILITY OF MEMBERSHIP	5
5.11 SUSPENSION OF MEMBERS	5
5.12 MEMBERSHIP CANCELLATION	5
5.13 REMOVAL OF A MEMBER	5
5.14 HANDLING COMPLAINTS ABOUT MEMBERS	5
6.0 DUES	5
6.1 ANNUAL DUES	5
6.2 PAYMENT OF DUES	5
6.3 NON-PAYMENT OF DUES	5
6.4 PRO-RATED DUES	5
7.0 VOTING RIGHTS TRANSACTION OF MEMBERSHIP BUSINESS AND ANNUAL CONFERENCE	6
7.1 VOTING RIGHTS	6
7.2 BUSINESS REQUIRING MEMBERSHIP ACTION	6
7.3 TRANSACTION OF MEMBERSHIP BUSINESS	6
7.4 ANNUAL CONFERENCE	6
8.0 OFFICERS	6
8.1 ENUMERATION AND ELECTION OF OFFICERS	6
8.2 PRESIDENT	6
8.3 PRESIDENT-ELECT	7
8.4 PAST-PRESIDENT	7
8.5 VICE-PRESIDENT PROGRAMS	7
8.6 VICE-PRESIDENT-RESEARCH	7
8.7 SECRETARY	7
8.8 TREASURER	7
8.9 VICE-PRESIDENT COMMUNICATIONS	7
8.10. REGIONAL DIRECTORS	8
8.11 TRANSFER OF PROPERTY	8
8.12 REMUNERATION OF OFFICERS	8
8.13 REMOVAL OF OFFICERS	8

9.0 DIRECTORS	8
9.1 BOARD OF DIRECTORS	8
9.2 BOARD MEMBER	8
9.3 QUALIFICATIONS	8
9.4 VACANCIES	9
9.5 RESIGNATION AND REMOVAL	9
9.6 RETIREMENT	9
9.7 POWERS	9
9.8 QUORUM	9
9.9 RULES AND REGULATIONS	9
9.10 MEETINGS OF DIRECTORS	9
9.11 NOTICE OF MEETINGS	9
9.12 ABSENCE FROM MEETINGS	9
9.13 MEDIUM OF MEETINGS	9
9.14 REPORTS	9
9.15 REMUNERATION	9
9.16 VOTING	9
10.0 NOMINATIONS AND ELECTIONS	10
10.1 SUGGESTIONS FOR NOMINATIONS	10
10.2 FORMAT	10
10.3 REPORT OF THE NOMINATING COMMITTEE	10
10.4 ELECTIONS	10
10.5 RESOLUTION OF TIE	10
11.0 PROTECTION OF DIRECTORS, OFFICERS and OTHERS	10
11.1 LIMITATION OF LIABILITY	10
11.2 INDEMNITY	11
11.3 RELIANCE UPON ADVICE	11
11.4 DECLARATION OF CONFLICTS	11
11.5 BOARD PROXY VOTING	11
12.0 FINANCIAL ADMINISTRATION	11
12.1 FISCAL YEAR	11
12.2 MEMBERSHIP DUES	11
12.3 REGISTERED OFFICE	12
12.4 EXECUTION OF INSTRUMENTS	12
13.0 AMENDMENTS	12
13.1 AMENDMENTS, SUPPLEMENTS OR REPEAL	12
13.2 PROPOSED CHANGES	12
13.3 OPERATION OF BYLAWS	12
14.0 AUDIT OR REVIEW	12
14.1 AUDIT OF ACCOUNTS	12
14.2 APPOINTMENT OF THE AUDITOR	12
15.0 PUBLICATIONS	12
15.1 COUNCIL ROLE	12
16.0 ANNUAL GENERAL MEETING, SPECIAL GENERAL MEETING AND CONFERENCE	13
16.1 ANNUAL GENERAL MEETING	13
16.2 SPECIAL GENERAL MEETING	13
16.3 CONFERENCE	14
16.4 QUORUM	14
16.5 LIMITATIONS OF DEBATE	14
16.6 VOTING	14
17.0 COMMITTEES	14

17.1 COMMITTEES OF THE BOARD	14
17.2 NOMINATING COMMITTEE	14
17.3 OTHER COMMITTEES	14
17.4 OPERATION OF COMMITTEES	14
18.0 PARLIAMENTARY RULE	15
18.1 PARLIAMENTARY RULE	15
19.0 REPEAL OF PREVIOUS BYLAWS	15

**Canadian Council for Small Business and Entrepreneurship (CCSBE)
Conseil canadien de la PME et de l'entrepreneuriat**

CONSOLIDATED GENERAL BY-LAWS

1.0 NAME

This Federally incorporated non-profit non-share capital organization shall be known as the Canadian Council for Small Business and Entrepreneurship (CCSBE) - Conseil canadien de la PME et de l'entrepreneuriat (CCPME). Herein these bylaws referred to as the Council. The organization may at its pleasure by vote of the membership body change its name.

2.0 PURPOSE AND OBJECTIVE

2.1 Purpose – The purpose of this organization is to provide a forum for the exchange of ideas by people working in the support of or for the development of small business and entrepreneurship in Canada.

2.2 Objective – The objective shall be to foster the development of entrepreneurship and entrepreneurial activities in Canada and provide opportunities for networking and the exchange of information and ideas relevant to small business and entrepreneurship.

2.3 Detailed Objectives. The CCSB is specifically dedicated to:

1. Improving management knowledge, techniques and skills of small businesses in Canada.
2. Developing an understanding of businesses operating in Canada and as they participate in a global economy and promote the free exchange of expertise.
3. Coordinating and cooperating with the various governmental institutions dedicated to the improvement of small business. –
4. Publishing learned material to add to the knowledge and expertise of its membership and other interested persons.
5. Providing conferences wherein members and others can join together to teach and learn about the small business process.
6. Stimulating people, governments, institutions and private businesses to lead in the development, dissemination and implementation of sound business practices.
7. Advocating the formation and growth of small businesses as a mechanism for economic growth and

development.

3.0 HEAD OFFICE

The head office and other offices will be in such locations as the directors of the Council may from time to time determine.

4.0 SEAL

The seal of the corporation shall be such as the Board may determine from time to time.

5.0 MEMBERSHIP

5.1 Membership – Any individual, partnership, association or corporation who supports the purpose and objective of the Council is eligible for membership.

5.2 Categories of members – Membership in the council shall consist of the following categories: individual, organizational, honorary and student.

5.4 Honorary members -Honorary life memberships may be awarded at the annual meeting to persons who have contributed outstanding service to the Council or to the entrepreneurship community. The nomination and selection of an individual for this high honour is the responsibility of the Executive Committee. At the discretion of the Executive Committee, such nominations may be brought to a vote of the Council membership during the annual business meeting.

5.3 Organizational members - Organizations, including but not limited to universities, colleges, government and its agencies, bureaus of business research, small business centres, professional and trade associations and chambers subscribing to the purpose and objectives of the Council and wishing to lend support to the Council are eligible for organizational memberships. Each organization shall be permitted to designate no more than 3 members who shall be entitled to all privileges and benefits of individual membership. Only the designated members shall receive the regular publications of the Council.

5.5 Contribution members. - Business organizations, companies, firms, and other organizations may become contributing members by an annual contribution to be determined by the Executive Committee. Each contributing member shall receive one set of the regular publications of the Council.

5.6 Student members - Student membership in the organization shall be limited to persons who are currently enrolled in an institution of higher learning. Student membership entitles a person to the following privileges: (a) to vote, hold office and be appointed to committees at the membership unit level; (b) to attend the annual meeting of the CCSBE; and (c) to receive its publications.

5.7 Approval of membership – Every application for membership is to be approved by the Board as part of the Membership Report,

5.8 Admission to membership – No applicant shall be admitted into membership into the Council until the appropriate annual fee has been paid.

5.9 Advertising - Every member may indicate in their advertising, correspondence or curriculum vitae they are a member of the Council.

5.10 Transferability of membership - Membership cannot be transferred.

5.11 Suspension of a member - Any member may be suspended by the Board for non-payment of the annual fee or conduct unbecoming a member at any meeting of the Board if three-fourths of the Board vote in favour, provided that no such suspension is invoked until the member has been given an opportunity of coming before the Board and answering any complaint which may have been made against the members.

5.12 Membership cancellation. (previously Sec 3.3) - A member may withdraw his/her membership by filing a letter to express his/her desire to the Secretary of the Council. The unexpired portion of his/her membership dues shall not be refunded.

5.13 Removal of a member - . Any member who acts contrary to the purpose and objectives of the CCSBE, or conduct unbecoming a member, or unethical acts or practices shall be subject to removal by the Board of Directors. Prior to removal, the Council will follow a complaint handling process.

5.14 Handling complaints about members -

(1) The council shall advise the member in writing that a complaint has been received and of the nature of the complaint and invite comments from the member in reply.

(2) A member whose conduct is being reviewed has the right to disclosure. They shall be afforded the right to be heard and to examine, at or before any mediation, any written or documentary evidence related to the complaint.

(3) The council shall notify, in writing, the person who made the report or allegation that the complaint will be reviewed.

(4) The Council must provide written notice the outcomes of its review and the action taken. This notice will be provided to the person who was the subject of the review; the person who made the complaint.

6.0 DUES

6.1 Annual Dues

The annual membership fees shall be the amounts approved from time to time by the council and members at an annual or special meeting on the recommendation of the Board of Directors.

6.2 Payment of dues - The registration fee paid by each eligible individual at the CCSBE - CCPME Annual Conference shall include membership in the Council for a period of one calendar year from January 1st of the next year. Individuals eligible for membership but not attending a Conference may join the Council by paying a fee for each year of membership.

6.3. Non-payment of dues - A member who has not paid the annual registration fee within 90 days of being due shall cease to be a member of the CCSBE.

6.4 Pro-rated dues - Any annual registration fee in the year of registration is pro-rated monthly based on the number of months remaining in the membership year after the application is approved, inclusive of the month in which approval occurs.

7.0 VOTING RIGHTS, TRANSACTION OF MEMBERSHIP BUSINESS AND ANNUAL CONFERENCE

7.1 Voting rights - All paid up members are entitled to vote. Each individual member shall have one vote.

7.2 Business requiring membership action - The membership shall authorize major programs, elect officers and advisory board members, adopt the annual budget and transact such other business as may be determined by the Board.

7.3 Transaction of membership business - Any business of the Council requiring membership action may be conducted by mail, fax, e-mail, or teleconference. Business meetings of the membership may be scheduled during the Annual General Meeting of the Council, or by a membership petition signed by five percent of the paid-up members. Notice of such meetings shall be mailed or electronically delivered to each member at least one month (30 days) prior to the scheduled time.

7.4 Annual conference. A conference of the Canadian Council for Small Business and Entrepreneurship (CCSBE) -Conseil canadien des PME et de l'entrepreneuriat (CCPME) may be held annually. The time, place and date of the Conference shall be determined by the Executive Committee. The President shall cause to be sent a first call for the Conference to the Council membership not less than three months prior to the opening date and a second call for the Conference not less than one month prior to the opening date.

8.0 OFFICERS

8.1 Election of officers. - The Officers of the Council shall be a President, a President-Elect, a Vice-President (Programs), a Vice President (Research), a Vice-President (Communications), Regional Directors, a Secretary and a Treasurer. All Officers shall be elected for a two year term. The directors' terms shall be staggered so that each region retains continuity of representation. These individuals, along with the immediate Past President of the Council will comprise the Executive Committee of the Council, except for the Regional Directors. Officers shall be elected by the general membership using electronic ballot. Ballots are to be mailed two months prior to the appropriate Annual Conference. The term of office begins at the Annual General meeting. If no meeting can be held in a year, the term will begin on January 1, with the start of the fiscal year. Should a vacancy occur in the office of the President, or when the term of the President expires, the President-Elect shall succeed to the Presidency. Should vacancies occur in any other elective office, the Executive Committee shall have the authority to appoint a member to fill the vacancy for the remainder of the term.

8.2. President - The President shall be the Executive Officer of the Council and preside at all meetings of the general membership, the Board of Directors and the Executive Committee; and s/he shall be an ex-officio member on all committees thereof. S/He exercises general supervision over the affairs of the Council and is responsible for the long term planning of the Council. S/He shall sign, with the Secretary or Treasurer, all contracts and other Instruments when so authorized in accordance with charter, articles of incorporation and by-laws. S/He acts as liaison with external agencies and organizations, particularly sponsors and potential sponsors of the Conference and other programs. S/He initiates new activities and programs and represents CCSBE - CCPME on the board of ICSB - International. S/He shall have such usual powers of supervision and management as may pertain to the office of the president and perform such other duties as may be designated by the Executive Committee. This shall include the appointment of a permanent Secretariat, and the permanent committees created by vote of the Conference or by the Executive Committee. The President shall also have the power to appoint other committees in order to effectuate the proper and efficient functioning of the Council. S/He faithfully performs all duties incidental to his or her office.

8.3 President-Elect- (Change approved 2001) The President-Elect shall assist the President in the performance of duties as the President shall determine, including, in the absence of the President, presiding over meetings

of the Council and the Executive committee. In the event both the President and President-Elect are absent from the meetings of the Council or Executive Committee, the President shall appoint a member of the Executive Committee to preside. Barring unusual circumstance, the President-Elect shall succeed the President upon completions of their respective terms of office. In addition, if the President shall resign or become inactive for any reason, the President-Elect will serve as President for the balance of that term in addition to the President-elect's up-coming term. The President-Elect shall focus on new development opportunities for the organization and prepare an Annual Action Plan to be submitted at her/his first Board Meeting as President. S/He shall promote membership recruitment and take appropriate action for the maintenance of membership records and distributions of the roster.

8.4 Past-President - The Immediate Past- President shall serve as an official voting member of the Executive Committee for a one-year term, immediately following his/her term as President. The Past President shall assist the President in the performance of his/her duties and serve as the Chairperson of the Nominating committee.

8.5. Vice-President (Programs) - (Change approved 2001)The Vice-President (Programs) shall be responsible for site selection for subsequent conferences and the co-ordination with the Chairperson of the Organizing Committee for the Annual Conference. The Vice-President will additionally be responsible for the academic component of the annual conference program. S/He shall along with the Conference Chairperson be responsible for Conference registrations both in advance and at the conference site.

8.6 Vice-President (Research) - (Changed and approved 2001) The Vice-President (Research) shall be responsible for soliciting funds, for soliciting proposals and administering the Research Fund. S/he shall coordinate and administer any awards, prizes or other special recognition to be presented by CCSBE - CCPME. He/She will be responsible to run the Brian Farlinger Award, when it is awarded. S/he should also disseminate the research of the members.

8.7 Secretary - (Changed and Approved 2001) The Secretary shall keep minutes of the Conference and meetings of the Council and Executive Committee or, if s/he cannot attend some meetings he/she shall arrange for minutes to be taken. S/He shall be responsible for having them prepared and distributed to appropriate Council members or Executive Committee members. S/He shall notify all officers of their election. S/He shall sign, with the President, all contracts and other Instruments when so authorized in accordance with charter, articles of incorporation and by-laws and shall perform other duties as may be delegated by the President or the Executive Committee.

8.8 Treasurer - (Changed and Approved 2001) The Treasurer or his/her duly appointed assistant shall be responsible to collect and receive all monies due; s/he shall hold all documents representing title to all property of the Council. S/He shall be responsible for the deposit all monies in a chartered financial institution. S/He shall sign, with the President or Secretary, all contracts and other Instruments when so authorized in accordance with charter, articles of incorporation and by-laws. S/He shall disburse the monies only upon written request when such requests are within bounds of the budget. Unusual requests not included in the budget or bounds of the budget must be approved by the Executive Committee. S/He shall maintain adequate records to verify and/or justify all receipts and disbursements. S/He shall prepare annually a budget and financial plan for the Council which shall be subject to the approval of the Executive Committee and the Board. S/He shall present periodic statements of income, disbursements and properties to the Executive Committee at its regular meetings and an annual report to the Conference. The books of the treasurer may be subject to audit. S/He shall be responsible for the supervision of the permanent secretariat.

8.9 Vice President (Communications) - (Added and approved 2001) S/He will be responsible for council communications and the development of a newsletter. S/He will also be responsible for the CCSBE/CCPME

Web page.

8.10 Regional Directors - Regional Directors in addition to serving as Board members, are responsible for the regional and chapter development. The number of Regional Directors of each Region are as follows:

- Atlantic 2
- British Columbia & Yukon Territory 2
- Ontario 2
- Prairies, Northwest Territories and Nunavut 2
- Quebec 2

Directors are responsible for contact and liaison with CCSBE - CCPME members within their region, and shall actively encourage contacts within their region to become involved in the Conference program and other CCSBE - CCPME activities. They represent the views of CCSBE - CCPME members within their region at Board meetings and similar forums. They may be assigned specific duties by the Board including serving on committees. Regional Directors are voting members on the Board.

8.11 Transfer of Property - Upon approval of the Board and Executive Committee, any two individuals among the following officers: The President, the President-Elect, the Secretary, and the Treasurer, shall have authority to assign, endorse, transfer and deliver in the name and on behalf of CCSBE - CCPME, any certificate of stock, bond or other security or property belonging to the Council. The Secretary-Treasurer has the custody of the seal of the Council and shall have authority to affix and attest the seal of the Council pursuant to authority granted by these By-Laws or by action of the Executive Committee.

8.12 Remuneration of Officers - There is no remuneration for the officers of the Council. However, any out-of-pocket expense incurred for conduction of Council affairs and/or on behalf of the Council may be reimbursed by the Council subject to policies adopted by the Association.

8.13 Removal of Officers - Any officer of the Council may be removed by a resolution adopted by the Executive Committee.

9.0 BOARD OF DIRECTORS

9.1 The Executive Committee, Regional Directors and other designated members serve as the Board of Directors of the Council.

9.2 Board Members. The Board members shall consist of the Executive Committee, the Regional Directors, the Chairperson of the Annual Conference for the current year, the Chairperson of the Annual Conference for the ensuing year, the Executive Editor of the Journal of CCSBE - CCPME and the President of ICSB - International.

9.3 Qualifications - Each director, shall be an Individual Member in good standing of the Association. At the time of election, the President and the Vice-President shall be a past or current member of the board of directors of the Association. No person shall be elected or appointed as a director if that person is less than 18 years of age, of unsound mind and has been so found by a court in Canada or elsewhere, or has the status of undischarged bankruptcy. A director may not serve for more than two (2) consecutive terms of office, unless at the expiration of the second term of office the director is an officer of the Association, in which case the director may remain on the board so long as the director remains an officer.

9.4 Vacancies - Any vacancy in the Board may be filled by action of the Board, without the necessity of a by-

election. The Board may, in alternative, allow any such vacancy to remain unfilled.

9.5 Resignation and removal - Any director may resign by delivering a resignation in writing to the Secretary. Such resignation shall not require acceptance to be effective.

Subject to the provisions of this Act, the members may, by ordinary resolution passed by a majority of the votes cast at a special meeting of such members duly called for that purpose, remove a director (including any ex officio director) and, except in the case of an ex officio director, may at that meeting elect a qualified person to replace such director for the remainder of the term of such director.

9.6 Retirement of board members – At the expiration of each term, those Board Members whose term(s) have expired shall retire from office and be eligible for nomination for re-election.

9.7 Powers. (OLD section 3 unchanged) - The Executive Committee shall have full charge of the property and business of the Council, with full power and authority to manage same, subject to the instructions of the membership meeting at the Conference; shall fix the time of and approve programs and other arrangements for the Annual Conference; shall propose policies for consideration by the membership and approve budget and fund procurement activities, and the appointment of intern officers of the Council.

9.8. Quorum. A majority of the Board of Directors shall constitute a quorum and decide its action. (Changed and approved 2002). In the case of an electronic vote, a majority vote of the members voting shall determine the action.

9.9 Rules and regulations– The board may make or adopt such rules and regulations as it deems appropriate to carry on the interests of the Council.

9.10 Meetings of Board – Meetings of the board of directors may be held at such place as the directors from time to time by resolution decide. The President or the Vice-President may at any time convene a meeting of the board of directors.

9.11 Notice of Meetings - Notice of the time and place of each meeting of the board shall be given to each director at least fourteen (14) days, in case of notice given by mail and otherwise at least six (6) days, exclusively of the day on which the notice is sent but inclusive of the day for which notice is given) before the meeting is to take place. A notice of meetings of directors need not specify the purpose or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. Provide a quorum is present, the board may without notice hold a meeting immediately following the annual general meeting of members. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meetings are announced at the original meeting.

9.12 Absence from meetings – If any Member of the Board is absent from 3 consecutive regular meetings of the Board without sufficient permission he or she may be removed from the Board by the Board.

9.13 Medium of meetings - Any director may participate in a meeting of the board by means of telephone or other communications equipment by which all persons participating in the meeting can hear each other.

9.14 Reports - The Board shall submit in writing to the Annual General Meeting of the Council a full report of its term of office, together with financial statements prepared in accordance with generally accepted accounting principles.

9.15 Remuneration - There is no remuneration for the Board of Directors. However, any out-of-pocket expense incurred for conduct of Council affairs and/or on behalf of the Council as a director shall may be reimbursed by

the Council subject to policies adopted by the Association. No director shall directly or indirectly receive any profit from the position as a director.

9.16 Voting – At all meetings of the board any question shall be decided by the majority of those present and in the event of an undecided vote, the President may cast the deciding vote. Any question at a meeting of the board shall be decided by a show of hands unless a ballot is required or demanded.

10.0 NOMINATIONS AND ELECTIONS

10.1 Suggestions for Nominations. The Chairperson of the Nominating Committee shall prepare and cause to be mailed or electronically delivered to each active member of the Council a notice calling for nominations from among members, together with appropriate nomination form. Such notice shall specify the number of vacancies to be filled (with the exception of the President and Past President), the terms and conditions under which nominations are to be made, and the time when nominations shall be closed. Each Region will make the nomination for its own Directors.

10.2 Format - All nominations shall be in writing, signed by representatives of two members of the Council, and filed with the Committee within the time specified by the Committee. The nominee's consent to accept office, if elected, shall be endorsed therein. Nominations can be faxed or emailed so long as representatives of two members sign the form. In the event of the nominations filed with the Committee are fewer than the vacancies to be filled, it shall be the responsibility of the Committee to secure sufficient additional nominations.

10.3 Report of the Nominating Committee - The Report of the Nominating Committee shall be mailed or electronically delivered to all members with a ballot for voting at least two months prior to the opening date of the Annual General conference. Write-in votes shall be permitted for all offices except that of President which is to be filled by the President-Elect. Dues-paying members as of January 1 shall be eligible to vote.

10.4 Elections - Officers shall be elected at the annual conference by the members present. Election ballots shall be mailed or electronically delivered to voting members two months prior to the opening date of the Annual General Conference. Only properly marked ballots received prior to two weeks before the opening date of the Conference shall be counted as a written proxy for purposes of election. A majority vote of those members qualified to vote and voting shall elect.

10.5 Resolution of tie– In the election of Board Members, should a tie vote occur, the tie shall be broken by lot under the direction of the President.

11.0 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS –

11.1 Limitation of Liability - Every director and officer of the Council in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Council and exercising the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the Council through insufficiency or deficit of title to any property acquired by the order of the board of directors for or on behalf of the Council, any security in or upon which any of the moneys of arising from the bankruptcy, insolvency, or tortious acts of any person, firm or corporation with whom or with which any moneys, securities, effects of the Council shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage, or misfortune whatever which may happen in execution of the duties of the office of the director or officer or trust or in

relation thereto unless the same shall happen by or through the willful act or default of the director or officer.

11.2 Indemnity – The Council shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the “C’s” request as a director or officer of a body corporate of which the Council is or was a shareholder or a creditor, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Council, if:

- i. he or she acted honestly and in good faith with a view to the best interests of the corporation; and
- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful,

The Council shall also indemnify such person in such other circumstances as the Act permits or requires.

11.3 Reliance upon advice - Directors may rely upon the accuracy of any statement or report prepared by the Association’s auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

11.4 Declaration of Conflicts -

11.4.1 A board member shall be considered to have a conflict of interest if he or she has existing or potential financial or other interests that may impair or appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the Council; or if that board member is aware that a member of his or her family has financial or other interests that would impair or appear to impair the member’s independent judgment in the discharge of his or her responsibilities to the Council.

11.4.2 For the purposes of this provision, a family member is defined as a spouse, parent, sibling, child, or any other relative residing in the same household as the board member.

11.4.3 Board members shall disclose to the Council in writing, or request to have entered into the minutes of meetings of directors, any possible conflict of interest at the earliest practical time. Further, the board member shall absent him or herself from discussions of, and abstain from voting on, such matters under consideration of the board of directors or its committees. The minutes of the meeting shall reflect the nature and extent of such interest and that the member refrained from voting. Any board member who is uncertain as to whether a conflict of interest may exist in any matter may request that the board or committee shall resolve the question in his or her absence by majority vote.

11.4.4 Each board member shall complete and sign a disclosure form provided annually.

11.5 Board proxy voting– A Board member may assign his or her proxy vote only for clearly delineated questions before the Board such as approval of monthly financial statements, and internal Board elections. The appointment of proxy shall only be in the form as prescribed by the Board. Proxy votes must be delivered to the Council office 5 days prior to the date of the matter being voted upon.

12.0 FINANCIAL ADMINISTRATION

12.1 Fiscal Year - The fiscal year of the CCSBE-CCPME shall commence on the first day of January each year.

12.2 Membership Dues - Dues for all classifications of memberships, including an assessment of the

International council, will be recommended as to the amount by the Executive Committee and will be established by a majority vote of those eligible members voting at the Annual Conference in person.

12.3 Registered Office – The registered office shall be situated in “City”, “Province” in such location as the Directors may determine from time to time.

12.4 Execution of Instruments - The Board is authorized from time to time by resolution to appoint any officers or Directors on behalf of the Council to sign contracts, documents, or instruments in writing generally.

13.0 AMENDMENTS

13.1 Amendments, supplements or repeal of these By-Laws may be proposed by any member, provided such proposal changes shall be submitted to the Executive Committee.

13.2 Proposed Changes - Proposed amendments, supplement or repeal of the By-laws shall be presented to the membership by the President, with or without recommendation. Such a proposed amendment may be presented at an Annual General meeting of the Council at which a quorum is present or, subject to the requirements of the Canada Corporations Act, may be submitted to the membership by mail or electronically. If it is submitted by mail or electronically, at least thirty days shall elapse between submittal to the membership and counting of the final vote on the amendment. A two-thirds majority of those voting shall be required for approval of an amendment, and the enactment, repeal or amendment of any By-Law shall not be enforced or acted upon until the approval of the Minister responsible for the Corporations Act has been obtained.

13.3 Operation of By-laws - Upon the coming into force of these By-laws, all former By-laws of the CCSBE shall cease to have an effect but nothing shall derogate from the validity of anything done under their authority.

14.0 AUDIT OR REVIEW

14.1 Audit of Accounts - The accounts of the Council may be audited by an independent public accountant on any annual basis, upon recommendation by the Executive Committee.

14.2 Appointment of the Auditor - An auditor may be appointed at the Annual General Membership Meeting, to perform the annual audit and report the members of Council. The remuneration of the auditor shall be fixed by the board of directors.

15.0 PUBLICATIONS

15.1 Council role - The Council may

- (a) Authorize the publication of a journal or periodical or newsletter under the imprimatur of the CCSBE/CCPME on such terms and conditions as it may deem advisable;
- (b) Provide for or sponsor publications under the imprimatur of the CCSBE/CCPME
- (c) The periodical “Journal of Small Business & Entrepreneurship” is hereby declared to be the official journal of the CCSBE and to be under the direction of an editor or editors or editorial board or under such other form of direction as may be determine by the Board of Directors.
- (d) The Editor or Editors or Editorial Board or other directing agency of the said journal shall be appointed by the Board of Directors and shall have direction and management of the journal while in office.

16.0 ANNUAL MEETING & CONFERENCE & SPECIAL MEETINGS

16.1 Annual General Meeting -

(1) An annual business meeting (annual general meeting) shall be held within 90 days of the end of each fiscal year (every 15 months). This may be held during the annual entrepreneurship and small business conference. It shall be for the purposes of receiving reports of the officers and duly appointed committees and for the transaction of other business of the Council.

(2) The Council membership shall be given thirty (30) days notice of the Annual General Meeting, naming the date, time and place and the general nature of the business to be transacted. This shall be delivered or sent by mail, facsimile, or other electronic means charges prepaid to each member entitled to such notice and to vote at such meeting, to each director and to the auditor of the Corporation.

(3) The annual report shall be available to members of the CCSBE at least 30 days prior to the date of the annual meeting.

(4) Copies of the annual report should be made available to the public upon request.

(5) Save as otherwise or additionally specified by the Board of Directors the business of the Annual General Meeting and the order of its presentation and consideration shall be as follows:

(a) to receive and consider a report from the President on the activities of the Board of the Directors including committees of the Board of Directors and the CCSBE at large, including the activities of the Regions, since the previous Annual General Meeting.

(b) to receive and consider a report from the Treasurer, together with the Auditor's/Accountants report thereon, of the accounts of the CCSBE.

(c) to receive and consider a report from the Secretary;

(d) to appoint auditors/accountant for the current fiscal year

(e) to consider any motion, except a motion to amend the By-Laws, of which notice in writing may have been given to the Secretariat at least two weeks prior to the Annual General Meeting

(f) to consider any motion, except a motion to amend the By-Laws, the introduction of which is supported by not less than two-thirds of the members present at the Annual General Meeting

(g) to consider motions for amendment of the By-laws proposed in accordance with these By-laws herein set forth

(h) to consider any other matters on the agenda for the meeting.

(g) report of the scrutineers on the results of the voting

(6) Notice of meetings of the Association shall be sent by mail, facsimile, or electronically to the address shown in the CCSBE/CCPME records.

16.2 Special General Meetings - Special meetings of the Council may be called at any time by either the board or the President. Any action which could be taken at an annual general meeting may be taken at a special meeting duly called for that purpose. The board shall call a meeting upon written request specifying the nature of the business to be transacted and submitted by at least 25% of the members in good standing for the current year.

(1) A minimum of 14 days notice of a Special Meeting must be provided to every member of the CCSBE. The notice shall specify the place where the special meeting will be held and the nature of the business to be transacted and no other business shall be transacted at such Special General Meeting.

(2) The member representatives of not less than 20 members shall constitute a quorum at a Special

General Meeting.

- (3) A decision at a Special General Meeting shall have the same force and effect as a decision taken at an Annual General Meeting.

16.3 Annual Conference -

(1) The Council may hold an annual entrepreneurship conference any time of the year. The purpose of the annual entrepreneurship conference shall be to further the Council's mission by providing formal and informal opportunities for educating and learning about entrepreneurship and small business related to a particular theme for each respective meeting. Notice of the conference shall indicate the general nature of the subjects concerning which discussions shall take place.

16.4 Quorum - A quorum for any annual or special meeting shall be representatives of not less than 20 members shall be necessary for transaction of business.

16.5 Limitations of debate - Every member representative shall be entitled to speak and vote on any motion brought before the annual meeting for consideration. At the discretion of the President, a time limit may be placed upon members debating any motion before the meeting.

16.6 Voting - All questions voted on at a meeting of the CCSBE shall be decided by a plurality of votes of the registered members present. Each registered member shall be entitled to one vote.

17.0 -COMMITTEES

17.1 Committees of the Board – board may appoint such executive or other committee or committees of directors, however designated, and delegate to such committee(s) any of the powers of the board in the management of the Council, as the board may deem advisable. Each committee shall serve during the pleasure of the board and members of committees shall be subject to removal by the board at any time, with or without cause. Each committee shall have terms of reference, membership and term of appointment, chairperson, budget allocation

Each committee shall:

- a. perform its duties subject to the direction of the board;
- b. meet as frequently as required to fulfill its terms of reference; and
- c. report to the board on the business of the committee.

Each member of a committee shall have voting power unless otherwise specified. A quorum for a committee shall be the majority of its members.

17.2 Nominating Committee. A Nominating Committee is appointed by the Board The Nominating Committee shall consist of three members, two of whom shall be members of the Executive Committee. The chairperson shall be the Past President or his/her designee. Any vacancy on the Nominating Committee shall be filled by appointment by the President. The duties of this committee shall be to prepare a slate of candidates to fill positions on council.

17.3 Other Committees –

The board of directors may from time to time establish other committees of the Council for the purpose of carrying out the objectives of the Council and may delegate to such committees any of the powers of the board in the management of the Council, as the board may deem advisable. Membership in these committees shall be determined by the board. These committees shall serve during the pleasure of the board and the members of these committees shall be subject to removal by the board at any time, with or without cause.

17.4 Operation of Committees - Members of committees shall serve without remuneration but shall be entitled to reimbursement of reasonable expenses incurred in the performance of their duties in accordance with the policies adopted and approved by the board of directors from time to time. Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and subject to this By-law and to the Act, adopt such rules as it shall deem expedient for the holding conduct of its meetings. Meetings of a committee shall be held at any time or place to be determined by its members provide, unless notice is waived by its members, that one week's (7 days) notice is given electronically to its members or if sent by mail no less than fourteen days (14 days) in advance.

18.0 PARLIAMENTARY RULE

18.1 Parliamentary rule -

The proceedings of the meetings of the Council, the Board and of all committees of the Council shall be governed and conducted according to parliamentary procedures as laid down by Roberts Rules of Orders, or such other authority as the Board may from time to time may adopt.

BY-LAW AMENDMENT DATES – 2001, 2002, 2005,