

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

**CONSOLIDATED GENERAL BY-LAWS**

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A by-law relating generally to the conduct of the affairs of Canadian Council for Small Business and Entrepreneurship (CCSBE) or Conseil canadien de la PME et de l'entrepreneuriat (CCPME).

**BE IT ENACTED** as a by-law of the Council as follows:

### **Definitions**

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

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

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Council;

"Board" means the Board of Directors of the Council and "Director" means a member of the Board;

"by-law" means this by-law and any other by-law of the Council as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Council that meets the requirements of section 163 (Member Proposals) of the Act;

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

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 1.0 NAME

This Federally incorporated non-profit non-share capital organization shall be known as the Canadian Council for Small Business and Entrepreneurship (CCSBE) (“**the Council**”)– Conseil canadien de la PME et de l’entrepreneuriat (CCPME). 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 businesses 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 Council 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 businesses.
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 CORPORATE SEAL

The Council may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Council shall be the custodian of the corporate seal.

## 5.0 FINANCIAL ADMINISTRATION

**5.1 Fiscal Year** - The financial year end of the Council shall be December 31 of each year.

**5.2 Registered Office** - The registered offices shall be situated in such location as the Directors may determine from time to time.

**5.3 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.

### 5.4 Annual Financial Statements

The Council may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Council and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## 6.0 BORROWING POWERS

The directors of the Council may, without authorization of the members,

1. borrow money on the credit of the Council;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the Council;
3. give a guarantee on behalf and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Council, owned or subsequently acquired, to secure any debt obligation of the Council.

## 7.0 MEMBERSHIP

### 7.1 Membership Conditions

Membership in the Council shall be available to persons interested in furthering the Council's purposes and who have applied for and been accepted into membership in the Council by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Council.

No applicant shall be admitted into membership into the Council until the appropriate annual fee has been paid. Every member may use the Council's name for purposes of advertisement.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### 7.2 Categories of Members

Membership in the Council shall consist of the following categories: Individual, Organizational, Honorary and Student.

**7.2(i) 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.

**7.2(ii) Organizational Members** - Organizations, including but not limited to universities, colleges, government and its agencies, bureaus of business research, small business centres, professional and trade Councils 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 each be entitled to all privileges and benefits of an individual membership. Only the designated members shall receive the regular publications of the Council.

**7.2(iii) Contribution Members** - Business organizations, companies, firms, and other organizations may become Contribution Members by an annual contribution to be determined by the Executive Committee. Each Contribution Member shall receive one set of the regular publications of the Council.

**7.2(iv) 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 Council; and (c) to receive its publications.

### **7.3 Membership Transferability**

Membership is not transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

### **7.4 Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

1. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Council to change the manner of giving notice to members entitled to vote at a meeting of members.

### **7.5 Members Calling a Members' Meeting**

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

### **7.6 Membership Dues**

The annual membership fees for all classifications of membership, including an assessment of the International Council, 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 Executive Committee and will be established by a majority vote of those eligible members voting at the Annual Conference in person.

Membership fees may be payable to the Council at least annually. Membership fees may be collected in conjunction with the registration fees paid to attend the CCSBE-CCPME Annual Conference and will be applicable to the membership period following the conference.

A member who has not paid the annual registration fees within ninety (90) days of being due shall cease to be a member of the Council.

### **7.7 Termination of Membership**

A membership in the Council is terminated when:

1. the member dies or resigns;
2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. the member's term of membership expires; or
4. the Council is liquidated and dissolved under the Act.

### **7.8 Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Council, automatically cease to exist. The unexpired portion of his or her membership dues shall not be refunded.

### **7.9 Discipline of Members**

The Board shall have authority to suspend or expel any member from the Council for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Council;
2. carrying out any conduct which may be detrimental to the Council as determined by the Board in its sole discretion;
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose and objectives of the Council.

In the event that the Board determines that a member should be expelled or suspended from membership in the Council, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Council. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

Three-fourths of the Board vote in favour of any discipline is required to enact a binding decision to suspend or expel any member, provided that no such suspension or expulsion 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 member(s). The Board's decision shall be final and binding on the member, without any further right of appeal.

### **7.10 Handling complaints about members**

Following a complaint about a member, the Council will abide by the following principles:

1. The Council shall advise the member in writing that a complaint has been received, 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 of the outcomes of its review and the action taken. The notice will be provided to the person who was the subject of the review and the person who made the complaint.

### **7.11 Proposals Nominating Directors at Annual Members' Meetings**

**7.11(i) Suggestions for nominations:** The Chair person 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 Presidents), 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.

**7.11(ii) 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.

**7.11(iii) 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 dates 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.

**7.11(iv) 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 dates of the Annual General Conference. Only properly marked ballots received prior to two weeks before the opening dates of the Conference shall be counted as a written proxy for purposes of elections. A majority vote of those members qualified to vote and voting shall elect.



**7.11(v) 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.

**7.12 Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

**7.13 Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

**7.14 Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Council and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Council to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

**7.15 Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **8.0 VOTING RIGHTS**

**8.1 Voting Rights** - All paid-up members are entitled to vote. Each individual member shall have one vote.

**8.2 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.

**8.3 Transaction of membership business** - Any business of the Council requiring membership action may be conducted by mail, fax, email, 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.

**8.4 Annual Conference** - A conference of the Council may be held annually. The time, place and date of the Conference shall be determined by the Executive Committee. The President shall initiate 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.

**8.5 Votes to Govern at Members' Meetings**

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**8.6 Participation by Electronic Means at Members' Meetings**

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

**8.7 Members' Meeting Held Entirely by Electronic Means**

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

## **9.0 BOARD OF DIRECTORS**

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

**9.1 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 the Council .

**9.2 Qualifications** - Each director, shall be an Individual Member in good standing of the Council. At the time of election, the President and the Vice-President shall be a past or current

member of the Board of the Council. 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 of Canada or elsewhere, or has the status of undischarged bankruptcy.

**9.3 Vacancies**- Any vacancy in the Board may be filled by action of the Board, without the necessity of a by-law election. The Board may, in alternative, allow any such vacancy to remain unfilled.

**9.4 Resignation & 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 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 terms of such director.

**9.5 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.

**9.6 Powers** - 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 interim officers of the Council.

**9.7 Quorum** - A majority of the Board shall constitute a quorum and decide its action. In the case of an electronic vote, a majority vote of the members voting shall determine the action.

**9.8 Rules & Regulations** - The Board may make or adopt such rules and regulations as it deems appropriate to carry on the interests of the Council.

### **9.9 Number of Directors**

The Board shall consist of no less than 11 members as specified in Section 9.1 and no more than 20 members as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board.

### **9.10 Term of Office of Directors**

A Director may not serve for more than two consecutive terms of office, unless at the expiration of the second term of office the director is an Officer of the Council, in which case the Director may remain on the Board so long as the Director remains an Officer.

**9.11 Calling of Meetings of Board of Directors**

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time. If the Council has only one director, that director may call and constitute a meeting. The President or the Vice-President may at any time convene a meeting of the Board.

**9.12 Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Council not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

**9.13 Absence From Meetings** - If any Member of the Board is absent from three (3) consecutive regular meetings of the Board without sufficient permission, he or she may be removed from the Board by the Board.

**9.14 Medium of Meetings** - Any director may participate in a meeting of the Board by means of telephone or other communication equipment by which all persons participating in the meeting can hear each other.

**9.15 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 the Generally Accepted Accounting Principles (GAAP).

**9.16 Remuneration** - There is no remuneration for the Board. However any out-of-pocket expense incurred for conduct of Council affairs and/or on behalf of the Council as a director may be reimbursed by the Council subject to policies adopted by the Council. No director shall directly or indirectly receive any profit from the position as a director.

**9.17 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.

**9.18 Regular Meetings of the Board of Directors**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **9.19 Votes to Govern at Meetings of the Board of Directors**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **10.0 OFFICERS**

**10.1 Election of Officers** - Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Council, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

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 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 (maybe move this to “vacancy in office”)

### **10.2 Powers and Duties of Officers**

**10.2(i) President** - The President shall be the Executive Officer of the Council and preside at all meetings of the general membership, the Board 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 the Council 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.

**10.2(ii) President-Elect** - 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 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 the President for the balance of that term in addition to the President-Elect's upcoming term. The President-Elect shall focus on new development opportunities for the organization and prepare an Annual Action Plan to be submitted at his/her 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.

**10.2(iii) Past-President** - The immediate Past-President shall serve as an unofficial 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.

**10.2(iv) Vice-President (Programs)** - 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 (Programs) 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.

**10.2(v) Vice-President (Research)** - 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 the Council. S/He will be responsible to run the Brian Farlinger Award, when it is awarded. S/He should also disseminate the research of the members.

**10.2(vi) Secretary** - The Secretary shall keep minutes of the Conference and meetings of the Council and Executive Committee or, if s/he cannot attend some meetings, s/he 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 Executive Committee.

**10.2(vii) Treasurer** - The Treasurer and 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.

**10.2(viii) Vice-President (Communications)** - S/He will be responsible for Council communications and the development of a newsletter. S/He will also be responsible for the Council's Web-page.

**10.2(ix) 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 the Council members within their region, and shall actively encourage contacts within their region to become involved in the Conference Program and other Council activities. They represent the views of the Council 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.

The powers and duties of all other officers of the Council shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

**10.3 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 the Council, 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.

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

**10.5 Removal of Officers** - Any Officer of the Council may be removed by a resolution adopted by the Executive Committee.

#### **10.6 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Council. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being appointed; or
2. the officer's resignation; or
3. such officer ceasing to be a director (if a necessary qualification of appointment); or
4. such officer's death.

If the office of any officer of the Council shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **11.0 NOMINATIONS & ELECTIONS**

**11.1 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 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.

**11.2 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.

**11.3 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.

**11.4 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.

**11.5 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.

## **12.0 PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS**

**12.1 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 if arising from the bankruptcy, insolvency, or tortious acts of any person, firm, or corporation with whom or with which any money, 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.

**12.2 Indemnity** - The Council shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Council'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 to 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:

1. he or she acted honestly and in good faith with a view to the best interests of the Council; and
2. 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,

**12.3 Reliance Upon Advice** - Directors may rely upon the accuracy of any statement or report prepared by the Council's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

#### **12.4 Declaration of Conflicts**

**12.4(i)** 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.

**12.4(ii)** For 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 members.

**12.4(iii)** 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 discussion 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.

**12.4(iv)** Each Board member shall complete and sign a disclosure form provided annually

**12.4(v)** 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 five (5) days prior to the date of the matter being voted upon.

#### **12.5 Invalidity of any Provisions of this By-law**

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

### **12.6 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Council has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **12.7 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Council are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **12.8 Dissolution of Assets on Liquidation of the Corporation**

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.

## **13.0 AMENDMENTS**

Amendments, supplements or repeal - 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.

**13.1 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 (30) 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.

**13.2 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:

1. 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;
2. Provide for or sponsor publications under the imprimatur of the CCSBE-CCPME
3. The periodical "Journal of Small Business & Entrepreneurship" is hereby declared to be the official journal of the CCSBE-CCPME and to be under the direction of an editor or editors or editorial Board or under such other form of direction as may be determined by the Board of Directors;
4. 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** An annual business meeting ("Annual General Meeting") shall be held within ninety (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;

**16.2** The Council membership shall be given at least 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 Council;

**16.3** The annual report shall be available to members of the CCSBE-CCPME at least thirty (30) days prior to the date of the Annual General Meeting;

**16.4** Copies of the annual report shall be available to members of the CCSBE-CCPME at least thirty (30) days prior to the date of the Annual General Meeting;

**16.5** 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:

1. to receive and consider a report from the President on the activities of the Board of Directors including committees of the Board of Directors and the CCSBE-CCPME at large, including the activities of the Regions, since the previous Annual General Meeting.
2. to receive and consider a report from the Treasurer, together with the Auditor's/Accountant's report thereon, of the accounts of the CCSBE-CCPME.
3. to receive and consider report from the Secretary.
4. to appoint auditors/accountant for the current fiscal year.
5. 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.
6. 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.
7. to consider motions for amendment of the by-laws proposed in accordance with these by-laws herein set forth.
8. to consider any other matters on the agenda for the meeting.
9. report of the scrutineers on the result of the voting.

**16.6** Notice of meetings of the Council shall be sent by mail, facsimile, or electronically to the address shown in the CCSBE-CCPME records.

**16.7 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.

**16.7(i)** A minimum of fourteen (14) days notice of a Special Meeting must be provided to every member of the CCSBE-CCPME. 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.

**16.7(ii)** The member representatives of not less than 20 members shall constitute a quorum at a Special General Meeting.

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

**16.8 Annual Conference** - 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.

**16.9 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.

**16.10 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.

**16.11 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 the 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, and budget location.

Each committee shall:

1. perform its duties subject to the direction of the Board;
2. meet as frequently as required to fulfill its terms of reference; and
3. report to the Board on the business of the committee.

**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 Operations 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 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 (14) days in advance.

## **18.0 PARLIAMENTARY RULE**

The proceedings of the meetings of the Council, the Board and 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 adopt from time to time.

### **By-laws and Effective Date**

Subject to the articles, the Board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Council. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

BY-LAW AMENDMENT DATES – 2001, 2002, 2005, 2009, 2010, 2012  
Repealed and replaced 2014