



General By-Laws

Entrepreneurs with Disabilities Network

GENERAL BY-LAWS FOR THE
ENTREPRENEURS WITH DISABILITIES NETWORK

BY-LAWS

A By-Law relating generally to the transaction of the business and affairs of the
Entrepreneurs with Disabilities Network.

BE IT ENACTED as a by-law of the Entrepreneurs with Disabilities Network as follows:

INTERPRETATION

1. **Definitions.** In this by-law and all other by-laws and special resolutions unless the context otherwise requires
 - a) “The Act” means the Societies Act, R.S.N.S. 1989, c. 435 and any other statute that may be substituted therefore, as from time to time amended;
 - b) “The Society” means the Entrepreneurs with Disabilities Network;
 - c) “Board” means the Board of Directors of the Society;
 - d) “Executive Committee” means the Executive Committee of the Board;
 - e) “Meeting of Members” includes annual and special meetings of Members
 - f) “Member” means a member in good standing of the Society
 - g) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act, R.S.N.S.
 - h) “Special Resolution” means a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person or by proxy at any general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
 - i) Save as the context may require, the words and expressions defined in the Act have the same meaning when used herein; and
 - j) Words importing the singular include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders, and words importing persons include individuals, partnerships, firms,

associations, bodies corporate, trusts, unincorporated organizations and government representatives.

NAME

2. The Society may also be known by the French equivalent of its name, namely, Réseau pour Entrepreneurs avec Invalidités.

HEAD OFFICE

3. **Head Office.** The head office of the Society shall be in the Province of Nova Scotia, and at such location therein as the Board may from time to time determine by resolution.

BUSINESS OF THE SOCIETY

4. **Corporate Seal.** Until changed by resolution of the Board, the Corporate Seal of the Society shall be in the form impressed hereon.
5. **Financial Year.** The financial year of the Society shall terminate on the last day of March in each year or on such other day as the Board may from time to time determine by resolution.
6. **Execution of Instruments.** The Board may from time to time direct by resolution the manner in which and the person or persons by whom any contracts, documents or instruments in writing may or shall be signed and delivered on behalf of the Society. All contracts, documents or instruments of writing, signed in accordance with such resolution shall be binding upon the Society without any further authorization or formality. The seal of the Society is not required to be affixed to contracts, documents or instruments in writing signed as aforesaid.
7. **Banking Arrangements.** The banking business of the Society, or any part thereof, shall be transacted with such banks or trust companies or other bodies corporate or organizations as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.
8. **Custody of Securities.** Securities shall be lodged in the name and registered in the name of the Society with a chartered bank or a trust company or in a safety deposit box, or, if so authorized by resolution of the Board, with such other depositories in such other manner as may be determined from time to time by the Board.

BORROWING

9. **Borrowing.** Without limiting the borrowing powers of the Society as set forth in the Act, the Board may from time to time:
- a) Borrow money on the credit of the Society;
 - b) Limit or increase the amount to be borrowed;
 - c) Mortgage, hypothec, charge or pledge all or any of the real and personal property, undertaking and rights and powers of the Society to secure any money borrowed or any other liability of the Society.
 - d) The Board may from time to time by resolution delegate to such one or more of the Officers and Directors of the Society as may be designated by such resolution, all or any of the powers conferred by the foregoing paragraph on the Board to such extent and in such manner as the Board shall determine at the time of each such delegation.

MEMBERSHIP

10. **Membership.** Membership in the Society shall consist of those persons who support the goals and objectives of the Society as enunciated from time to time and whose applications for admission have been approved by the Executive Director. A list of new members shall be given to all Board Members on a regular basis.

11. **Classes of Membership.** Membership shall be designated as follows:

Membership – available for any business which is owned solely or in partnership by a person with a disability; also available to persons with disabilities planning to start their own business; also available for professional persons involved in entrepreneurship development.

Honorary Membership – To be awarded by the Board to an individual for sustained and exemplary service of the Society;

Corporate Membership – available to organizations committed to supporting persons with disabilities who are business owners; together with such other classes of membership as the Board may from time to time designate.

12. **Applications.**

- a) Membership in the Society shall be non-transferable. Applications for membership shall be made in writing to the Executive Director. Membership shall become effective upon acceptance by the Executive Director and payment of any fees. The names of all applicants for

membership which have been accepted by the Executive Director shall be entered in the Registry of Members.

- b) Any applications which the Executive Director, in his discretion, determines should be refused, shall be given an appeal based on a written statement by the applicant to the Executive Director and shall be referred to the Executive Committee for due consideration. If the Executive Committee determines on reasonable grounds including acts or conduct that the Executive Committee may deem injurious or hostile to the interest or objectives of the Society not to consider the application. The applicant shall be advised in writing of the Executive Committee's intention to consider the applicant's application and given opportunity to make a written statement on the applicant's behalf to the Executive Committee within 10 days of such notice. Upon the expiration of 10 days the Executive Committee at its next meeting may make a final determination on the application.

- 13. **Fees.** Membership fee may be set by the Board and assessed on an annual basis at such time or times as determined by the Board.
- 14. **Resignation.** A Member may resign by delivering to the Executive Director a written resignation which shall be effective upon receipt by the Executive Director (who shall report such resignation to the next meetings of the Executive Committee and Board). Such resignation does not relieve the resigning Member from any outstanding liability to the Society.
- 15. **Expulsion.** Where it has been brought to the attention of the Board that any Member has ceased to be qualified for membership or that any Members' activities are detrimental to the interests of the Society, the Board shall appoint from its membership a committee to investigate and report on such allegations. If such committee reports that a prima facie case has been made against the Member the Board shall, before taking action, cause at least 10 days' notice to be sent to the Member by registered mail to his last known address, summoning him to appear before the meeting of the Board specified in the notice to show cause why he should be permitted to continue as a Member of the Society. The Board may, at such meeting or at any subsequent meeting of which such Member was duly notified, and at which the Member has been given the opportunity of a fair hearing, on a two-thirds vote of Board present, change the Member's membership category or, where the circumstances warrant, expel the Member.
- 16. **Annual Meeting.** The Annual Meeting of Members shall be held within six months after the end of the fiscal year, or at such time in each year and at such place as the Board may from time to time determine for the purposes of hearing and receiving the reports and statements required by the Act to be read and laid before the members at an annual meeting, electing Directors, appointing the auditors, and for the transaction of such other business as may properly be brought before the meeting.

17. **Special Meetings.** Special meetings of the Members may be called by the President, a majority of the Board, a majority of the Executive Committee or not less than one-tenth (1/10) of the members having voting rights.
18. **Notice of Meetings.** Notice of the time and place of any meeting of Members shall be given to each Member in the manner provided in Section 60 of these by-laws and not less than 10 days before the date of the meeting. Notice of a meeting of Members, other than the Annual Meeting, shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgement thereon and shall state the text of any special resolution or by-law to be submitted to the meeting.
19. **Chairperson.** The chairperson of any meeting of Members shall be the first mentioned of any of the following persons who is present at the meeting: the President, the Vice President(s), the Secretary/Treasurer or any of the Directors. If no such person is present within one-half hour from the time fixed for the holding of the meeting, the Members present in person shall choose an individual from among their numbers to be Chairperson. The Chairperson of any meeting of Members shall designate the person who shall act as recording secretary of such meeting and who shall maintain minutes of all proceedings thereat. Meetings of Members shall be conducted in accordance with the then most current edition of Robert's Rules of Order.
20. **Persons Entitled to be Present.** The only persons entitled to attend a meeting of Members shall be Members, the Directors, the Officers and the Auditor of the Society and others who, although not so qualified to attend, are entitled or required under any provision if the Act or by-laws to be present at the Meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting and with the consent of the meeting.
21. **Quorum.** A quorum for the transaction of business at any meeting of members shall be four Members, who must be present in person. If a quorum is not present at the opening of any meeting of Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
22. **Votes to Govern.** At any meeting of Members, all Members shall have one vote. For any Member entitled to vote, but who is unable to attend the meeting, that Member's vote may be made by proxy. Every question shall, unless otherwise required by the by-laws, be determined by the majority of votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to a deciding vote.
23. **Show of Hands.** Any question at a meeting of Members shall be decided by a show of hands unless a poll thereon is demanded as hereinafter provided.
24. **Poll.** On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any three Members

present in person or by proxy may demand a poll at any time. A poll so demanded shall be taken in such manner as the Chairperson of the meeting shall direct and the result of the poll so taken shall be the decision of the Members upon the said question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

25. **Adjournment.** The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the Members.
26. **Submission of Contracts or Transactions to Members for Approval.** The Board or Executive Committee in its discretion may submit any contract, act or transaction for approval or ratification at any special meeting of the Members called for the purpose of considering the same, and subject to any additional requirements of the Act or the by-laws, any contract, act or transaction approved or ratified by resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the Society and upon all the Members as though it had been approved or ratified by every Member of the Society.

DIRECTORS

27. **Composition.** The Board shall consist of a minimum of five (5) and a maximum of twenty-one (21) Directors as determined by the immediately preceding Annual Meeting of Members.
28. **Qualifications.** To be elected or appointed a Director of the Society, a Member must be:
- c) At least eighteen years of age, and
 - d) A Member of the Society, or
 - e) At the discretion of the Board a maximum of five of the Directors elected or appointed can be from outside the membership. Such Directors will have the same authority and responsibilities as the other Directors.
29. **Election and Terms.** At each Annual Meeting of Members, the Directors shall be elected by Members. A term shall be three years. A Director whose term of office expires shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected. No Director, except those holding office, shall serve more than two consecutive terms. Those who are holding the office of President, Vice President, or Secretary / Treasurer at the end of their second term may serve a third term. Any Director who has reached maximum term may stand to return to the Board after a one year hiatus.

30. **Ex Officio Directors.** If not otherwise serving as a Director, the immediate past President of the Society shall continue as an ex officio voting Director for one year.
31. **Ceasing to Hold Office.** Unless the Board otherwise determines, a Director shall cease to hold office if:
- a) He provides written notice to the Secretary / Treasurer, or
 - b) By Special Resolution, the Director is removed before the expiration of office, or
 - c) In any given year, he misses three consecutive meetings of the Board, or more than one half of the meetings of the Board within such year, without just cause as determined by a majority of the Board, or
 - d) The Board determines the conduct of the Director, in the course of his duties, is found to be detrimental to the objectives of the Society.
32. **Vacancies.** A quorum of the Board may fill a vacancy on the Board which appointment shall be valid during the balance of the term of the Director being replaced.. If no quorum of Directors exists, the remaining Directors shall forthwith call a meeting of Members to fill the vacancies on the Board.

DUTIES OF THE BOARD

33. **Duties.** The Board shall set general policies, goals, and guidelines of the Society.

The Executive Director, in consultation with the Secretary/Treasurer, shall prepare a budget at the beginning of each fiscal year for the approval of the Board. The Board shall receive reports or recommendations from all committees and may approve or disapprove of them.

34. **Elect Officers.** The Board shall within 30 days after each Annual Meeting of Members, hold a meeting and elect from among themselves a President, Vice President(s), and a Secretary/Treasurer.
35. **Compensation of Directors.** Directors shall not receive any stated remuneration for their services. A Director may be reimbursed his reasonable travel expenses incurred for attendance at regular or special meetings of the Board.

MEETINGS OF DIRECTORS

36. **Meetings.**
- a) **Calling of Meetings.** Meetings of the Board shall be held from time to time and at such places as the Executive Committee may determine.

- b) **Place of Meetings.** Meetings of the Board may be held at any place in Nova Scotia.
 - c) **Regular Meetings.** The Board may appoint a day in any month or months for regular meetings at a place and hour to be named.
 - d) **Notice of Meeting.** Notice of the time and place of each meeting of the Board shall be delivered, mailed, telephoned, or electronically transmitted to each Director within a reasonable time before the meeting is to take place.
 - e) **Number of Meetings.** The Board of Directors shall hold a minimum of four (4) meetings per year.
37. **Quorum.** The quorum for the transaction of business at any meeting of the Board shall be the greater of three (3) or one third of the full Board of Directors. A Director may participate in a meeting of Directors by means of telephone or other such communication facilities which permit all persons participating in the meeting to hear each other and a Director participating by such means shall be deemed to be present at that meeting.
38. **Adjourned Meeting.** Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
39. **Chairperson.** The President, or where the President is unable to act in such a capacity, the Vice President or Secretary/Treasurer shall act as Chairperson of any meeting of the Board. The Chairperson of any meeting of the Board shall designate the person who shall act as recording secretary of such meeting.
40. **Votes to Govern.** At all meetings of the Board, every question shall be decided by a majority of the votes cast by a show of hands on the question. In case of an equality of votes the Chairperson of the meeting shall be entitled to a second or casting vote.

COMMITTEES

41. The Board may, from time to time, establish committees of any kind and provide for their terms of reference, composition and manner of operating as it may deem to be fit and proper.
42. **Executive Committee.** The Executive Committee shall consist of the officers and any member of Directors as the Board sees fit. The Executive Committee shall be charged with developing policies for the consideration of the Board. The terms of employment and remuneration of the Executive Director of the Society shall be determined by the Executive Committee. Between Board meetings, the Executive Committee shall, subject to any limitations the Board may from time to time

impose, act in the best interests of the Society, subject to ratification by the Board at its next meeting.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of any business. The Chairperson of any meeting of the Executive Committee shall designate the person who shall act as secretary and who shall record minutes of all proceedings thereat. Any member of the Executive Committee may be removed by the majority vote of the Board.

43. **Nominating Committee.** The Board shall appoint not less than 90 days in advance of each Annual Meeting of Members, a Nominating Committee of four members of the Society who represent different interests in the membership of the Society. The Nominating Committee shall submit to the Directors of the Society not less than 30 days prior to the Annual Meeting of Members a report listing its recommendations for the number of positions available. The Board may either accept the report or may make its own recommendations. Nominations for a director may be accepted from the floor during the AGM and seconded by at least three members of the Society. No nomination shall be valid unless it has been consented to in writing by the party nominated.

OFFICERS

44. **President.** The President shall be a Director.
45. **Vice President.** From time to time, the Board may elect one or more Vice Presidents. Each Vice President shall be a Director and shall in the absence of the President, perform the duties and exercise the powers of the President. If there are two or more Vice Presidents, then the powers referred to herein shall be exercised by the Vice President with the greatest number of years of service or, in the event of Vice Presidents having an equal number of years of service, by the majority vote of the Board.
46. **Secretary/Treasurer.** The Board shall designate a Director who shall fulfill the functions of Secretary/Treasurer. The Secretary/Treasurer shall, under the direction of the Board, assist with the preparation of the annual budget of the Society, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society; he shall render to the Board, whenever required by him, an account of all his transactions as Secretary/Treasurer and he shall perform such other duties as the Board may specify. He shall give or cause to be given as and when instructed all notices and shall be custodian of the Corporate Seal and records of the Society, except where another person has been appointed for that purpose, and he shall have such other powers and duties as the Board may specify.
47. **Other Officers.** From time to time the Board may appoint such other officers as the Board may determine. The officers so appointed need not be Directors and one person may hold more than one office. The duties of all officers of the

Society shall be such as the terms of their engagement call for or the Board requires of them.

48. **Terms of Office.** If the President, a Vice President or the Secretary/Treasurer ceases to be a Director, his term of office shall expire. The term of other officers shall not expire by reason only of the election of a new Board. In the absence of written agreement of the contrary, the Board may remove any officer of the Society.
49. **Variation of Duties.** From time to time, the Board may vary, add or limit the powers and duties of any officer.

EXECUTIVE DIRECTOR

50. **Executive Director.** The Board shall appoint or hire an Executive Director to oversee the operations of the Society. The Executive Director shall, subject to any contract between the Society and the Executive Director, serve at the pleasure of the Board.
51. Day to day banking shall be conducted under the supervision and authority of the Executive Director.
52. The implementation of policies set out by the Executive Committee and the Board shall be seen to by the Executive Director.
53. All employees of the Society shall, subject to any contract between them and the Society, serve at the pleasure of the Executive Director and shall fulfill their functions in accordance with the Executive Director's instructions, and general guidance.

PROTECTION OF DIRECTORS AND OFFICERS

54. **Limitation of Liability.** Every Director and Officer of the Society, in exercising his powers and discharging duties, shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonable person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglect or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered by the Society through the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed in or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Society shall be lodged or deposited, or for any loss conversion, misapplication or misappropriation of or any damage resulting from the dealings

with any monies, securities or other assets belonging to the Society or, for loss occasioned by any error of judgement or oversight of his office or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and its regulations or from liability for any breach thereof.

55. **Indemnification.** Subject to any limitations contained in the Act, the Society shall indemnify a Director or Officer, or a former Director or Officer, his heirs, executors, administrators, estate and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Society, if:
- a) He acted honestly and in good faith with a view to the best interests of the Society; and
 - b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. The Society shall also indemnify such person in such other circumstances as the Act permits or requires.
56. **Insurance.** Subject to the Act, the Society shall purchase and maintain insurance for the benefit of any person referred to in Section 57 against such liabilities and in such amounts as the Board may from time to time determine.

AUDITORS

57. The Members shall at each Annual Meeting of Members appoint an auditor to audit the accounts of the Society to hold office until the next Annual Meeting of Members provided that the Directors may fill any vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

NOTICE

58. Any notice, communication or document to be given, sent, delivered or served pursuant to the Act, the regulations thereunder, the by-laws or otherwise to a Director, Officer, Auditor, member of a committee of the Board or Member shall be sufficiently given if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or surface mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded verifiable electronic communication including facsimile. A notice so delivered shall be deemed to have been given when it is delivered personally to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given on the third

business day following deposit in a Post Office or public letter box; and a notice sent by means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any Director, Officer, Auditor or member of a committee in accordance with information believed by him to be reliable.

AMENDMENTS

59. Subject to the Act, any by-law of the Society may be enacted, amended or repealed by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of a majority of the Members at a meeting duly called for the purpose of considering such by-law.

PROXY

60. Where available, at a meeting of Members, a Member who is unable to attend may appoint as his proxy any other Member to attend, act and vote at any annual or special meeting of the Members in the manner, to the extent and with the power conferred by the proxy. The proxy shall be in writing, shall be executed by the Member appointed in accordance with Section 22 and shall be valid only at the meeting in respect of which it is given or any adjournment thereof. Subject to the requirements of the Act, a proxy shall be in the form annexed to these by-laws or in such other form as the Board from time to time prescribes, and shall be deposited with the recording secretary of the meeting before any vote is called under its authority, as set forth in the notice of meeting provided that the proxy may not be counted in the vote unless the holder of such proxy is in attendance at the meeting. No member may hold more than two proxies.

THE REGISTRAR OF JOINT STOCK - COMPANIES

- 61.
- a) Each year the Society shall file with the Registrar a copy of its audited Annual Statement, showing the general particulars of its liabilities and assets and a statement of its income and expenditures during the preceding year, along with a list of its Directors with their addresses, occupations and dates of appointment or election, and such documents shall be filed with the Registrar of Joint Stock Companies within fourteen days after the Society's Annual General Meeting of Members in each given year.
 - b) The Registrar shall be notified of any change in the slate of Directors of the Society within fourteen (14) days.

- c) The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the Resolution is passed.
- d) The books and records of the Society may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting at the registered office of the Society.

ADOPTED by the Network for Entrepreneurs with Disabilities Society this 18th day of June, 2008.

PRESIDENT

SECRETARY / TREASURER