

**THE CONSTITUTION OF  
THE CFBSD**

**January 1995**

**The Canadian Federation of Business School Deans  
116 Albert Street, Suite 1005, Ottawa, Ontario K1P 5G3 Canada**

**Amended, December 6, 1994**  
**THE CONSTITUTION OF THE CANADIAN FEDERATION OF BUSINESS SCHOOL DEANS**  
**INCORPORATED UNDER THE CANADA CORPORATIONS ACT, JANUARY 19TH, 1979**

1986

BYLAW I

**GENERAL BY-LAW RELATING TO THE ORGANIZATION OF THE**  
**CANADIAN FEDERATION OF BUSINESS SCHOOL DEANS/**  
**FEDERATION CANADIENNE DES DOYENS DES ÉCOLES D'ADMINISTRATION**

NAME

1. The name of the organization shall be the Canadian Federation of Deans of Management and Administrative Studies/Fédération canadienne des doyens de gestion et d'administration.

CORPORATE SEAL

2. The corporate seal of the Federation shall be in such form as shall be prescribed by the Board of Directors of the Federation and shall bear the words "Canadian Federation of Deans of Management and Administrative Studies/Fédération canadienne des doyens de gestion et d'administration".

HEAD OFFICE

3. The Head Office of the Federation shall be located in the City of Ottawa in the Province of Ontario, Canada, at such place therein as the Board of Directors of the Federation may decide.

PURPOSE

4. The purpose of the Federation is to advance the practice of management education, research and scholarship in Canadian Business Schools by:
  - i) assisting in the formulation of research policies and programs relating to management and administrative studies;
  - ii) conducting research, collecting data on management education research and scholarships, and disseminating this information to those institutions and persons interested in the development of management and administrative studies at Canadian universities;
  - iii) facilitating scholarly communications amongst the academic community and to other interested parties on matters related to management education and research, through the publication of newsletters, scholarly monographs and through the holding of conferences, seminars and workshops;
  - iv) assisting in the development of management education and research outside Canada and strengthening development activities world wide; and
  - v) communicating the interests of the Federation to the community at large;
  - vi) undertaking activities in support of the Federation's general principles as it may from time to time see fit.

The work of the Federation shall be carried on without purpose of personal gain for its members, and any profits or other monies accruing thereof shall be used solely in promotion of the objects above set

out.

### MEMBERSHIP

- |                        |     |  |
|------------------------|-----|--|
| Membership Categories  | 5.  | There shall be three classes of membership in the Federation: ordinary membership, affiliate membership and associate membership.  |
| Ordinary Membership    | 6.  | The deans of those faculties of universities or colleges offering bachelor and/or graduate degrees in management and administrative studies in Canada shall be eligible and shall be admitted as Ordinary members on the recommendation of the Board of Directors and the approval by majority vote of the Federation. Only Ordinary members shall be eligible to be Directors or Officers. Where a university or college has two or more faculties at a single location as defined in this section, only one faculty shall normally be eligible for Ordinary Membership. "Faculty" shall include any administrative unit within a university, such as a school or department, which is responsible for programmes of study leading to the award of degrees in management, business administration, administrative studies, management sciences, institutional administration or commerce. "Dean" shall include the administrative head of any faculty as defined in this section. The Immediate Past-Chair shall be admitted as an ordinary member. |
| Affiliate Membership   | 7.  | Affiliate Members:<br>i) the deans of faculties referred to in section 6 who are not eligible for Ordinary Membership shall be eligible and shall be admitted as Affiliate Members on the recommendation of the Board of Directors and the approval by majority vote of the Federation;<br>ii) individuals may be admitted as Affiliate Members on the recommendation of the Board of Directors with the approval by majority vote of the Federation, to be confirmed annually.  |
| Associate Membership   | 8.  | Associate Members:<br>individual foreign universities (or equivalent), agencies, national organizations, and international management development networks with an interest in the development and improvement of management education, research and scholarship shall be eligible and may be admitted as Associate members on the recommendation of the Board of Directors with the approval by majority vote of the Federation, to be confirmed annually.  |
| Withdrawal of Members  | 9.  | Any member may withdraw from the Federation by notice in writing to the Secretary Treasurer.   |
| Resignation of Members | 10. | Any Ordinary member may be required to resign by recommendation of the Board of Directors if the fees payable are more than six months in arrears, on resolution passed by at least two-thirds (2/3) of the votes cast at a regular meeting of the Federation.   |
| Membership Fee         | 11. | Annual membership fees shall be payable in the amount and in the manner established from time to time on the recommendation of the Board of Directors and approved by majority vote of the Federation.   |

## ORGANIZATION

- Representation . 12. The Federation shall consist of a General Assembly, a Board of Directors and an Executive Committee.

## GENERAL ASSEMBLY

13. The General Assembly shall consist of the Ordinary, Affiliate and Associate members of the Federation.
- Powers 14. The powers and duties of the General Assembly shall be:
- (a) to receive the annual reports of the officers and committees of the Federation;
  - (b) to elect as necessary the Executive Committee and members of the Board of Directors;
  - (c) to decide on financial policies and regulations in so far as they impose or remit obligations upon members of the Federation;
  - (d) to decide on changes in the Constitution;
  - (e) to decide on any matters referred to it for decision by the Board of Directors;
  - (f) to appoint auditors; and
  - (g) to receive financial statements.
- Voting 15. Each Ordinary Member shall be entitled to one vote at meetings of the Federation. That vote may be cast by the duly appointed delegate of the Ordinary Member. At meetings of the Federation and all committees of the Federation the Chair shall have a vote only in the case of a tied vote.
- Annual Meeting 16. The General Assembly shall meet a least once a year, normally in the last quarter of the year, and there shall be such other meetings as may be called by the Executive Committee, from time to time.
- Call of Meetings 17. The Board of Directors or any 15 ordinary members of the General Assembly may call a meeting of the General Assembly for any purpose. Notice stating the business of such a meeting shall be sent in writing to every member by the Secretary-Treasurer at least 28 days prior to the meeting.
- Quorum 18. The quorum at a meeting of the General Assembly shall be forty percent (40%) of the Ordinary Members.
- Attendance at Board of Directors meetings 19. Every member of the General Assembly shall receive the agenda and minutes of meetings of the Board of Directors, and shall be entitled to attend such meetings at his own expense, but the power to vote thereat shall be confined to members of the Board of Directors.

### THE BOARD OF DIRECTORS

- Composition      20.    The property and business of the Federation shall be managed by a Board of Directors composed as follows:
- (a)    the Immediate Past Chair of the Federation;
  - (b)    the Chair and Vice-Chair to be elected by the General Assembly at the annual meeting for two-year terms, which shall be non-renewable.
  - (c)    the Secretary-Treasurer to be elected by the General Assembly at the annual meeting for a two-year term, which may be renewed.
  - (d)    Directors at Large shall be elected for terms of two years. Normally, they shall be eligible for re-election for one further two year term. There are four Director at Large positions, and two shall be elected each year at the time of the Annual Meeting.
  - (e)    Regional Chairpersons shall be elected for terms of two years. Normally, they shall be eligible for re-election for one further two year term. There are four Regional Chairpersons, and two shall be elected each year at the time of the Annual Meeting.
- One from Western Canada (comprising British Columbia, Alberta, Saskatchewan and Manitoba) to be elected by and from amongst the Ordinary members of that Region;
- One from Ontario, to be elected by and from amongst the Ordinary members of that Region;
- One from Quebec, to be elected by and from amongst the Ordinary members of that Region;
- One from the Atlantic provinces (comprising New Brunswick, Newfoundland, Nova Scotia and Prince Edward Island) to be elected by and from amongst the Ordinary members of that Region.
- Powers            21.    The Board of Directors shall have the power to decide on all matters of policy and practice concerned with the conduct of the affairs of the Federation except such matters as are specifically reserved to the General Assembly.
- Residual Powers      22.    The Board of Directors may exercise all such powers of the Federation as are not by the Canada Corporations Act or by this Constitution required to be exercised by the General Assembly.
- Power to Delegate    23.    The Board of Directors shall have power to delegate authority to the Executive Committee or to such other committees, officer or officers as may be appointed by the Board.
- Meetings           24.    The Board shall meet at least twice a year. Further meetings may be called by the Chair in case of need. Special meetings may be called by a quorum of Board members.
- Quorum            25.    Quorum at meetings of the Board of Directors shall be 40% of the existing board which is five, unless there are vacant positons.
- Voting             26.    Each director shall be entitled to one vote at meetings of the Board of Directors. Decisions shall be taken by majority vote of those present. Voting by proxy will not be permitted.

- Notice 27. Written notice of all meetings of the Board of Directors shall be sent to all members at least ten (10) days in advance of the meeting.
- Appointments 28. The Board of Directors shall have the power on the Board's half to employ full-time or part-time staff as shall be required, such as an Executive Director to be the operating officer who performs the duties prescribed by the Executive Committee.
- Vacancies 29. The office of director shall be considered vacant
- (a) if a director shall resign office in writing to the Secretary-Treasurer of the Federation;
  - (b) if a director fails to fulfil the functions of office for a period of one year;
  - (c) if at a meeting of the General Assembly a resolution is passed by two-thirds (2/3) of the votes cast that a director be removed from office;
  - (d) if the member organization of the Federation which the member represents, informs the Secretary-Treasurer that he no longer represents that organization; or
  - (e) on death.
- Filling of Vacancies 30. Vacancies occurring between Annual Meetings of the General Assembly shall be filled by the Board of Directors until the following Annual Meeting.
- Remuneration 31. Directors shall receive no remuneration for carrying out their duties.
- Indemnity of Directors and Employees 32. Every director or employee of the Federation and his heirs, executors and administrators, and estate and effects, shall be indemnified and saved harmless out of the funds of the Federation from and against,
- (a) all costs, charges and expenses whatever that such director or officer sustains or incurs or about any action, suit or proceedings that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him, in or about the execution of the duties of his office, and
  - (b) all other costs, charges and expenses that he sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

#### THE EXECUTIVE COMMITTEE

- Composition 33. The Executive Committee of the Board shall consist of the Chair, Vice-Chair and the Secretary-Treasurer, and the Immediate Past Chair.
- Quorum 34. The quorum at a meeting of the Executive Committee shall be two members.

- Duties and Powers 35. The Executive Committee shall supervise the ordinary affairs of the Federation in accordance with the policies approved by the Board of Directors and shall have the power to authorize expenditures in accordance with the general budgetary provisions/and under the direction of the Board of Directors.
- Filling of Vacancies 36. Vacancies occurring between Annual Meetings of the General Assembly shall be filled by the Executive Committee until the following Annual Meeting.
- Remuneration 37. Members of the Executive Committee shall receive no remuneration for carrying out their duties, but may be reimbursed for reasonable expenses incurred in the conduct of the business of the Federation, at the discretion of the Secretary-Treasurer.

#### OFFICERS

- Chair 38. The Chair shall be charged with the general management and supervision of the Federation's office and staff. The Chair shall represent the Federation externally and shall preside at meetings of the General Assembly, the Board of Directors and the Executive Committee
- Vice-Chair 39. The Vice-Chair shall exercise the function of the Chair in the event that the latter is unable to do so.
- Secretary-Treasurer 40. The Secretary-Treasurer shall keep a record of all proceedings at the meetings of the General Assembly, the Board of Directors, and the Executive Committee. The Secretary-Treasurer shall give notice of meetings of the Federation and in general, perform all duties incident to the office, including assuming responsibility for the financial affairs of the Federation, presenting a formal annual report to the Federation and arranging for any audit that might be required.
- Members at Large 41. The Directors at Large and the Regional Chairpersons shall assist in the general management and administration of the Federation.
- Vacancy 42. The position of officer may be considered vacant if for any reason, the said officer ceases to be a member of the Executive Committee.
- Remuneration 43. No officer or ordinary, associate or affiliate member shall receive any remuneration for carrying out his duties, but may be reimbursed for reasonable expenses incurred in the conduct of the business of the Federation if authorized by the Secretary-Treasurer.
- Standing and ad hoc committees 44. The Board of Directors shall set up such standing and ad hoc committees of the Federation as it sees fit. The members of such committees shall be appointed by the Board of Directors.
- Remuneration 45. Members of committees shall not receive any remuneration for carrying out their duties as members, but may be reimbursed for reasonable expenses incurred in the conduct of the business of the Federation, if authorized by the Secretary-Treasurer.
- Quorum 46. The quorum of any committee shall be a majority of its members.
- Removal 47. Members of any committee may be removed by the Board of Directors.

**WINDING UP**

48. It is the unalterable provision of this Constitution that members of this Federation shall have no interest in the property and assets of the Federation, and that upon dissolution or winding up of the Federation, any funds and assets of the Federation remaining after satisfaction of its debts and liabilities, shall be distributed to the recognized charitable organizations in the area, whose objects most closely accord with those of this Federation, as determined by its members at dissolution.

**FISCAL YEAR**

49. The fiscal year of the Federation shall terminate on June 30th of each year.

**SIGNING AUTHORITY**

Signatures  
required

50. Contracts, documents, cheques or any other instruments in writing requiring the signature of the Federation shall be signed by the Chair or his designate, and all contracts, documents, cheques and other instruments in writing so signed shall be binding upon the Federation without any further authorization or formality.

Appointment  
of signing  
officers

51. The Executive Committee shall have power by resolution to appoint an officer, a member of the Board of Directors or a staff member, on behalf of the Federation either to sign contracts, documents, cheques or other instruments in writing generally or to sign specific contracts, other documents, cheques and other instruments in writing.

**CUSTODY OF THE SEAL AND CERTIFICATION OF DOCUMENTS**

52. The corporate seal of the Federation shall be kept at the Head Office of the Federation. The Executive Committee shall have the power from time to time to appoint any member of the Board of Directors or a staff member to certify any document.

**AUDITORS**

53. The General Assembly shall at each Annual Meeting appoint an auditor to audit the accounts of the Federation and to hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

**RULES AND REGULATIONS**

54. The General Assembly and the Board of Directors may establish such rules, regulations, procedures and amendments thereto, not inconsistent with this Constitution relating to the

management and operation of the Federation as they deem expedient. The Board of Director's rules, regulations, procedures and amendments thereto shall have force and effect only until the next meeting of the General Assembly when they shall be confirmed, and in default of confirmation shall at and from that time cease to have force and effect.

55. The rules, regulations, procedures and amendments thereto of the General Assembly require a two-thirds (2/3) majority of the votes cast at a meeting of the General Assembly. Any motion for enactment, repeal and amendments must be circulated as part of the agenda of the General Assembly at least two weeks before the meeting at which it is to be discussed.
56. The rules, regulations, procedures and amendments thereto of the Board of Directors require a two-thirds (2/3) majority of the votes cast at a meeting of the Board of Directors. Any motion for enactment, repeal and amendment must be circulated as part of the Board of Directors' agenda at least two weeks before the meeting at which it is to be discussed.

#### AMENDMENTS

57. Enactments, repeals and amendments to any article of this By-Law must first be approved by a two-thirds (2/3) majority of the votes cast at a meeting of the Board of Directors, and thereafter by a two-thirds (2/3) majority of the votes cast at a meeting of the General Assembly provided that any repeal or amendment to this By-Law shall not be enforced or acted upon until approval has been obtained from the Minister of Consumer and Corporate Affairs.
58. Written notice of any proposed amendment shall be sent to members by the Secretary-Treasurer at least two weeks in advance of the meeting at which it is to be considered.

#### OFFICIAL LANGUAGES

59. The official languages of the Federation shall be English and French.

#### INTERPRETATION

60. Unless the context otherwise requires, in this Constitution, the singular shall include the plural and the plural the singular.
61. In this context Constitution means the By-laws, the letters of patent of the Federation and such rules and regulations as may be enacted by the General Assembly.