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- ▶ CSAE is a federally-incorporated NFP with 2,500 members
- ▶ 1,850 are senior to mid-level NFP staff representing 1,500 organizations
- ▶ 700 + organizations are federally-incorporated
- ▶ CSAE has been working on the Act since 2003/2004
- ▶ Providing guidance since September 2008
- ▶ CSAE has to comply with the Act

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## Some suggestions:

- ▶ The most senior staff member must be involved
- ▶ Read the Act, its Regulations and your by-laws
- ▶ Read them again and again and again



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## Some suggestions:

- ▶ Don't let staff solely handle it
- ▶ Don't let volunteers solely handle it
- ▶ Don't let legal counsel solely handle it
- ▶ Resist thinking that all of this will go away



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## The CSAE Board:

- ▶ Was regularly briefed on the Act
- ▶ Agreed the review should be handled by a Task Force
- ▶ Reviewed and provided input on Terms of Reference
- ▶ Agreed Task Force volunteers had to be experienced people



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## The Task Force:

- ▶ Consists of four senior association executives and the President & CEO
- ▶ Understands its role
- ▶ Sought clarity on what will constitute success
- ▶ Hold themselves and each other accountable
- ▶ Accountable to the Board, reports regularly and seeks input



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## The Task Force:

- ▶ Received the Act, regulations, by-laws and background information
- ▶ Had to read all materials before they met
- ▶ Reviewed and approved a work timeline



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## The Task Force:

- ▶ Started work June 2011
- ▶ Finished by November 2012
- ▶ Recommended to the Board that members vote on the Articles of Continuance and by-laws on November 3
- ▶ Takes its task seriously and works hard



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## The Task Force:


- ▶ Considered by-laws in relation to political issues, challenges and opportunities
- ▶ Made sure it had a wide-array of information
- ▶ Then it began the by-laws review
- ▶ Used a grid system to ensure comments and changes were captured
- ▶ Created a Glossary of Terms to ensure continuity as documents developed

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CSAE Constitution and By-laws	Task Force Comments August 8, 2011	Legal Counsel Comments	Task Force changes following its November 17, 2011 meeting
<b>Article I - Definitions and Interpretation</b>			
<i>Section 1 - Definitions</i>			
(a) "Association" - means an association eligible for incorporation under Part II of the Canada Corporations Act, notwithstanding the territorial scope of the organization, or under the Boards of Trade Act.			


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## The Task Force:

- ▶ Will compare draft by-laws to Corporations Canada by-laws builder
  - ▶ [www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)
  - ▶ Approved a Communications Framework with two objectives:
    - ▶ First – provide member education to help them address their own by-laws
    - ▶ Second – provide members with the rationale for changes to CSAE's by-laws
  - ▶ Will monitor communication progress and adjust as needed
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## Task Force observations:

- ▶ Communication is critical
  - ▶ Members must receive timely information
  - ▶ Members must be able to provide feedback
  - ▶ Members must know their perspectives will be carefully considered
  - ▶ Members must have time to discuss the issues at the AGM and know what they are voting on
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## Task Force observations:

- ▶ Requires a strong and dedicated effort
- ▶ Need experienced volunteers and senior staff
- ▶ Takes longer than expected
- ▶ Agendas must be carefully crafted



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## Task Force observations:

- ▶ By-law changes must be quickly captured to ensure accuracy
- ▶ Changes must be reviewed at next meeting to ensure consensus
- ▶ Legal counsel must be regularly briefed and understand its role



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## Task Force observations:

- ▶ Participants must remain committed
- ▶ Work collaboratively but ensure all perspectives are considered
- ▶ Do it right the first time...as you don't want to do it again
- ▶ Be transparent and accountable to members
- ▶ Stay focused and don't get distracted

