

European Council for Small Business and Entrepreneurship STANDING ORDER

ADOPTED IN THE BOARD JUNE 14, 2011

Article I – REGISTERED OFFICE AND BYE-LAWS

The European Council for Small Business and Entrepreneurship (ECSB) is registered under the laws of Finland. ECSB's registered office is in Turku, Finland and the Bye-Laws are registered in the Finnish Association Register. The Registered Bye-Laws cover and regulate the following items:

- The name and domicile of the association
- The purpose and forms of activity of the association
- The Membership and membership classes
- The resignation and expulsion of a member
- The membership fee
- The election and term of the President.
- The election and term The Board of Directors
- The Signatories for the Association
- The Accounting Period and Audit
- The Procedures in The General Meetings
- The Summoning of the General Meetings of the Association
- The Items of The Annual General Meeting
- The Changing of the Bye-laws and Dissolution of the Association

This Standing Order supports the Registered Bye-Laws and its purpose is to govern and steer the activities of the ECSB, its organs, and its officials.

In case this Standing Order is in conflict with the Registered Bye-laws, the terms of the latter shall prevail.

Article II – OBJECTIVES AND ACTIVITIES

ECSB's main objective is to advance the understanding of entrepreneurship and small business issues. ECSB facilitates the creation and dissemination of new knowledge through research, education, policy and practice and the open exchange of ideas between professions and across national and cultural boundaries. As an affiliate organisation of the International Council for Small Business (ICSB), ECSB embraces the four pillars of ICSB, namely:

- researchers, who provide the evidence on which decisions about SMEs and entrepreneurship can be made;
- policy makers, who are responsible for the road map for supporting SME development;
- practitioners and business service providers, who help to nurture SMEs and facilitate entrepreneurship, through their advice and support;
- educators, who facilitate learning related to entrepreneurship and the growth of diverse ventures.

In line with this mission, the ECSB is specifically dedicated to:

1. Improving knowledge, techniques and skills relevant to entrepreneurship and small business development.

2. Developing an improved understanding of entrepreneurship in its various forms.
3. Coordinating and cooperating with the various governmental institutions involved in encouraging and supporting the development of entrepreneurship and small businesses.
4. Publishing and disseminating academic material (e.g. conference papers, research reports, books) to add to the knowledge and expertise of its membership and other interested persons.
5. Organising conferences and other events to promote the free exchange of ideas and knowledge in the field of entrepreneurship and small business, both between ECSB members and with stakeholders and other interested persons and organisations in the field of small business and entrepreneurship.

Article II – ECSB FELLOWS AND COUNTRY VICE PRESIDENTS

Section 1. Fellows of ECSB

The process for nomination to become a Fellow of ECSB is initiated by the existing Fellows who offer nomination(s) to the Board of ECSB. The Board of Directors considers the nomination(s) and then before deciding if they will elect the person(s) nominated to the Fellowship of the ECSB. The criteria for consideration as ECSB Nominee are:

- Advocacy for Entrepreneurship and Small Business Management in Europe;
- Service to ECSB;
- Recognised internationally as a Scholar and/or Researcher in Entrepreneurship and Small Business Management;
- Demonstrated excellence as an outstanding teacher, lecturer and presenter in Entrepreneurship and Small Business in their region.

The role of an ECSB Fellow is mainly advisory and representative. The appointment of a person as an ECSB Fellow is to honour exceptional achievement and/or service within the professional domain of ECSB. The ECSB Fellows work together as peers in the service of ECSB and the ECSB Board.

The Board of Directors have formulated and adopted specific roles and responsibilities for ECSB Fellows, as well as the procedures for nomination and other matters related to Fellows.

Section 2. Country Vice Presidents

Country Vice Presidents may be nominated by any ECSB member from the country in question, or by a member of the Board, to represent ECSB at a national level. Their election is based on a majority of Board members and is subject to annual reconfirmation. The duties of Country VPs are to:

- maintain dialogue with the ECSB Board about how the organisation can best meet the needs of national members;
- promote the activities and interests of ECSB at a national level, by arranging national events, such as workshops, seminars, conferences etc. working in partnership with the ECSB Board;
- representing the views of national members of ECSB to the ECSB Board;
- within the context of the mission of ECSB, to canvas the views of national ECSB members about how ECSB can meet their needs;
- taking steps to increase the membership of ECSB at a national level and to liaise with national organizations;
- submit an annual report of their activities to the Board, one month before the annual business meeting at the RENT conference. Feedback will be given by the Board, within 30 days of the Board meeting where the reports are discussed.

- be paid-up members of ECSB

ARTICLE III – BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The Board of Directors will serve as the long-range planning and policy-making authority of ECSB, responsible to the Membership, while the Executive Committee will serve as a management resource to the President in the implementation of Board policies. The Board shall hold the ultimate authority as well as responsibility for the affairs and policies of ECSB. The Board shall actively pursue the objectives of ECSB and control its fiscal policies. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority to the Executive Committee.

Section 2. Nomination Voting

Board members will be nominated and voted upon by Email or web-based voting. The Executive Secretary will organise a call for nominations to the Board 2 months before the Annual General Meeting, which will normally be held at the RENT Conference. Nominees must be paid-up members of ECSB and indicate their willingness to stand; their nomination must also be seconded by another ECSB member. The closing date for nominations will normally be 3-4 weeks after the call and the closing date for voting of the paid up membership, the Friday before the Annual General Meeting.

Section 3. Election

The General Meeting will elect the Board members based on the voting results and according to the bye-laws.

Section 4. Voting by Mail

Action taken by a mail, Email ballot or web-based voting of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the board if reported at the next regular meeting of such Board.

Section 5. Vacancies

Any vacancy occurring on the Board of Directors between Annual General Meetings shall be filled in the next Annual Meeting, or, if so decided by the Board of Directors or demanded by sufficient number of members according the Registered Bye-laws, in an Extraordinary General Meeting. A Director so elected to fill a vacancy shall serve the unexpired term of her/his predecessor unless the General Meeting decides otherwise.

Section 6. Compensation

Directors shall not receive any compensation for their services

Section 7. Expenses

Directors may be eligible for a contribution to expenses travel and subsistence expenses incurred in attending a Board meeting, subject to budget and approval by the Executive Committee.

ARTICLE IV – DUTIES OF OFFICERS

Section 1. Officers

a. President. The President shall preside at all membership and Board meetings of the ECSB and shall serve as a member of the Executive Committee. The President shall be a member of the

Board of Directors and an ex-officio member of any committees set up by the Board. The President shall be a signatory for the ECSB and 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 Board of Directors. These shall include the appointment of committees created by vote of the membership or by the Board of Directors. The President shall also have the power to appoint other committees in order to assist ensuring the proper functioning of ECSB.

b. President-Elect and Past-President. The President-Elect and the Past-President shall assist the President in the performance of duties as the President shall determine and they shall serve as members of the Executive Committee. In the event that the President, the President-Elect and the Past-President all must be absent from meetings of the Board or the Annual General Meeting, the President shall appoint someone to preside.

Section 2. Non-Elected Officers

Executive Secretary. The Executive Secretary shall keep minutes of the meetings of the Board and provide administrative support to the President and Executive Committee. If the Executive Secretary cannot attend certain meetings, he/she shall arrange for minutes to be taken and shall be responsible for having them prepared and distributed. The Executive Secretary shall organize nomination voting to the Board, notify all officers of their election, and shall perform such other duties as may be delegated by the President. The Executive Secretary shall be the custodian of all membership records, shall receive and process all enquiries and applications for memberships and subscriptions, and maintain a current and accurate roster of paid-up members. The Executive Secretary will also be responsible for the day-to-day management of the ECSB Website and for day-to-day-management of relations with the ICSB. A detailed Job Description has been prepared by the Board of ECSB to assist the organization and the Executive Secretary in understanding the requirements of the position.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility

The Executive Committee shall exercise authority and responsibility for the implementation of Board policies, working closely with the President to deal with day-to day-issues. The Executive Committee shall also exercise authority to grant the right to use ECSB name and logo in connection with scientific, education and other events organized by the association's members and cooperation partners. The Board of Directors may set guidelines and criteria for granting the right to use ECSB name and logo.

Section 2. Composition

The Executive Committee will consist of the President, the President-Elect and the Immediate Past-President.

Section 3. Decision-Making

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings and set the agenda. However, it is envisaged that most communication between members of the Executive Committee will occur via telephone and Email.

ARTICLE VI – ELECTION OF PRESIDENT

Section 1. Nomination Voting

Nominations for President will be made by members of the Board of Directors and nominees will normally (but not necessarily) be current members of the Board. If more than one nominee is forthcoming, election will be based on a majority vote of the entire Board. The Board's decision must then be put to the paid up membership for voting, via an Email ballot or web-based voting. If the Board's recommended candidate is rejected, the process must be repeated in order to find an alternative candidate.

Section 2. Election Results

The General Meeting will elect the President based on the voting results and according to the by-laws.

ARTICLE VII – AMENDMENTS

This Standing Order may be amended by a two-thirds vote of the members present at any General Meeting of the ECSB; notice of such proposed changes must be included to the invitation and agenda of such General Meeting.

Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of at least one twentieth (1/20) of the voting members of the Association addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendations.