

**GENERAL BY-LAW
COACHING ASSOCIATION OF CANADA
ASSOCIATION CANADIENNE DES ENTRAÎNEURS**

GENERAL

1. The Coaching Association of Canada (the “**Corporation**”) shall be carried on without purpose of gain for its Members, and any profits or other gains to the Corporation shall be used in promoting its purpose(s).

CORPORATE SEAL

2. The seal of the Corporation shall be in such form as shall be prescribed by the Board and shall have endorsed thereon the words "Coaching Association of Canada - Association canadienne des entraîneurs".

REGISTERED OFFICE

3. The registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, Canada, at such place therein as the board of directors (each, a “**Director**”, and collectively, the “**Board**”) may by resolution from time to time determine.

4. The Corporation may have such other offices and agencies elsewhere within Canada as the Board may by resolution from time to time determine.

CONDITIONS OF MEMBERSHIP

5. There shall be one class of membership in the Corporation, consisting of the Members described in section 6 and section 14 (collectively, the “**Members**”). Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

6. Subject to these by-laws, the membership of the Corporation shall include the following individuals, who satisfy the eligibility criteria set out in section 12 at the time of appointment or election, and who are appointed or elected as follows:

- (a) one (1) individual appointed as a Member by the Federal Minister responsible for sport for a term of three (3) years or until their successor is appointed;
- (b) one (1) individual appointed as a Member by the Inter-Provincial/Territorial Sport Committee for a term of three (3) years or until their successor is appointed;
- (c) one (1) individual whose primary source of income is derived from being a high-performance Chartered Professional Coach, who is elected as a Member for a term of three (3) years, or until their successor is elected, by majority vote of the Members;
- (d) one (1) individual appointed as a Member by the Canadian Council of University Physical Education and Kinesiology Administrators for a term of (3) years or until their successor is appointed;
- (e) three (3) individuals appointed as Members by the Provincial/Territorial sport leadership councils, or their equivalent, as established by the Canadian Provincial and Territorial governments, for respective terms of three (3) years or until their successors are appointed;
- (f) three (3) individuals from National Sport Organizations who are elected as Members for respective terms of three (3) years, or until their successors are elected, by majority vote of the Members;
- (g) two (2) individuals with experience as a director on a provincial or national not-for-profit board who are elected as Members for respective terms of three (3) years, or until their successors are elected, by majority vote of the Members;

- (h) one (1) individual who holds current certification and is coaching within the community coach stream who is elected as a Member for a term of three (3) years, or until their successor is elected, by majority vote of the Members;
- (i) one (1) individual who has been an active athlete within the past seven (7) years and has represented their province, territory, university or National Sport Organization at a national or international event who is elected as a Member for a term of three (3) years, or until their successor is elected, by majority vote of the Members; and
- (j) one (1) Chair who is elected as a Member for a term of three (3) years, or until their successor is elected, by majority vote of the Members.

For greater certainty, the Members of the Corporation are the individuals listed above and not the organizations they represent.

- 7. The membership fees shall be those as may from time to time be fixed by resolution of the Board.
- 8. There shall be a nominating committee responsible for:
 - (a) soliciting candidates, whom the nominating committee deems to be suitable, for the appointed membership positions;
 - (b) soliciting and proposing candidates, whom the nominating committee deems to be suitable, for the elected membership positions;
 - (c) preparing and recommending a slate of all of the individuals described in subsections (a) and (b) to be presented to the Board for approval; and
 - (d) performing such other duties as may from time to time be determined by the Board.

For greater certainty, individuals appointed as Members under section 6 shall only become Members after having been recommended by the nominating committee and approved by the Board, and individuals to be elected by the Members under section 6 shall only be put forward to the Members for election after having been recommended by the nominating committee and approved by the Board. Notwithstanding the foregoing or section 6, the nominating committee will not be obliged to solicit candidates for those appointed membership positions where a Member has only served one (1) term in office and the nominating committee recommends that such Member be placed upon the slate for re-approval by the Board.

- 9. Members may only serve two (2) consecutive terms in office and, for greater certainty, the period of time in which a Member is filling a vacancy shall not be counted as or towards a term in office. Notwithstanding the foregoing:
 - (a) a Member who has served two (2) consecutive terms in office is eligible to serve for a third (3rd) consecutive term if they are elected as Chair for such third (3rd) term; and
 - (b) a Member who is a Member by virtue of being appointed as a Director under section 14 may serve for such number of consecutive one (1) year terms as may be determined by the Board.

A Member who has served two (2) consecutive terms in office is, after a one (1) year period in which they are not a Member, eligible to be re-elected or re-appointed as a Member, but only in exceptional circumstances as determined by the Board upon the recommendation of the nominating committee.

- 10. The membership of any Member is terminated when:
 - (a) the Member's term of office expires or a successor Member is appointed or elected;
 - (b) the Member ceases to be a Director (after becoming a Director);

- (c) the Member resigns by delivering a written resignation to the Corporation;
- (d) the Member is expelled by a resolution of the Board, passed by at least three-quarters (3/4) of the Directors present at a meeting of the Board, in the circumstances described in the Corporation's Director Code of Conduct; or
- (e) the Corporation is liquidated or dissolved under the *Canada Not-for-profit Corporations Act* (the "Act").

11. A Member filling a vacancy pursuant to section 16 shall serve a term of office expiring no later than the unexpired term of the preceding Member.

BOARD OF DIRECTORS

12. The Board will consist of between twelve (12) and sixteen (16) Directors, who are elected from time to time by the Members or appointed by the Board. At the time of election, the elected Directors of the Corporation are required to be Members of the Corporation, and each Director must:

- (a) be at least eighteen (18) years of age;
- (b) not have been declared incapable by a court in Canada or in another country;
- (c) not have the status of a bankrupt; and
- (d) not be an "ineligible individual" as that term is defined in the (Canada) *Income Tax Act*, unless otherwise determined by the Board.

13. Each elected Director shall hold office for a term of office which is equal to their term of office as a Member, unless they (a) submit a resignation in writing to the Board, or (b) cease to be qualified as provided in section 12. In either case, the individual thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 15.

14. The elected Directors may, if they deem it to be in the best interests of the Corporation, appoint an additional Director on the condition that they: (a) satisfy the eligibility criteria set out in section 12 at the time of appointment; (b) hold office for a term expiring not later than the close of the next annual meeting of Members (unless the Director ceases to be qualified as provided in section 12 or ceases to be a Member, and in which case, the individual thereupon ceases to be a Director); and (c) at least three (3) Directors were elected at the previous annual meeting of Members. Any individual who is appointed as a Director will automatically become a Member of the Corporation.

15. Subject to the Act, a quorum of the Board may fill a vacancy among the Directors by a resolution of the Board passed by at least three-quarters (3/4) of the Directors present at a meeting of the Board, except a vacancy resulting from:

- (a) a failure to elect the minimum number of Directors provided for in the articles; or
- (b) an increase in the minimum or maximum number of Directors provided for in the articles.

If there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in subsection 15(a) or (b), the Directors then in office will forthwith call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

16. A Director filling a vacancy pursuant to section 15 shall:

- (a) automatically become a Member and occupy the same office of Member as the preceding Director; and

(b) serve for a term of office expiring no later than the unexpired term of the preceding Director.

17. The Directors shall receive no remuneration and shall not receive any profit from their positions as such but, by resolution of the Board, reasonable expenses of their attendance at meetings of the Board or otherwise incurred in connection with their services as Directors may be allowed and paid.

18. No individual shall be entitled to vote at a meeting of the Board, other than a Director.

MEETINGS OF DIRECTORS

19. At any meeting of the Board, a quorum shall be a majority of the Directors who are in office.

20. The Board may hold its meetings at such place or places as it may from time to time determine. Except as otherwise required by the Act, no formal notice of any meeting shall be necessary if all the Directors are present or if, before or after the meeting, those absent waive notice thereof or otherwise signify their consent to the holding of such meeting in their absence. Meetings of the Directors may be formally called by the Chair, or by the Secretary on the direction in writing of two (2) Directors. Notice of such meetings shall be delivered, telephoned or sent by facsimile or electronic mail to each Director not less than forty-eight (48) hours before the meeting is to take place, or shall be mailed to each Director not less than seven (7) days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings of the Board and may fix the time and place of such meetings, and once notice of any such regular meeting is given, no such other further notice need be given except as otherwise required by the Act. A meeting of the Directors may be held immediately following the annual or other meeting of the Members of the Corporation.

A Director may participate in a meeting of the Board by such telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephonic, electronic or other communication facility shall be recorded in the minutes by the Secretary.

21. The accidental omission to give any notice to any Director, or the non-receipt of any notice by any Director where the Corporation 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.

22. Questions arising at any meeting of the Directors shall be decided by a majority of the votes cast unless otherwise specifically provided by these by-laws or by law. In case of an equality of votes, the Chair will have a second or casting vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

POWERS OF DIRECTORS

23. The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is, by its articles and by-laws or otherwise, authorized to exercise and do.

24. Without in any way derogating from the foregoing, and in addition to any other powers which they may possess under these by-laws or otherwise, the Directors are expressly empowered, from time to time:

- (a) to take such steps as they may deem requisite to enable the Corporation to receive donations and benefits to further the purposes of the Corporation;
- (b) to make expenditures to further the purposes of the Corporation;

- (c) to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable;
- (d) to enter into a trust agreement or agreements with a trust company or other trustees as they may deem fit for the purpose of creating a trust fund or funds of which the capital and income may be made available to further all or any of the purposes of the Corporation in accordance with such terms and conditions as they may prescribe;
- (e) to appoint at their discretion such committee or committees to be designated by such name or names as they may decide, the members of which need not be Directors; and
- (f) to appoint such number of persons as they see fit as special advisors to the Corporation and to solicit from such persons such support of or assistance to the Corporation as the Directors may determine.

OFFICERS

25. The officers of the Corporation shall be a Chair, a Vice-Chair, a Chief Executive Officer, a Secretary, a Chief Operating Officer, and, at the discretion of the Board, a Past-Chair, as well as such other officers as the Board may determine by resolution from time to time. One person may hold more than one office, except the offices of the Chair and Chief Executive Officer unless approved by the Board.

26. The officers of the Corporation shall be appointed by the Board and, unless the Board determines otherwise, need not be Directors. The terms of employment of those officers who are employees of the Corporation shall, in the absence of written agreement to the contrary, be settled from time to time by the Board. Notwithstanding the foregoing, the Chief Operating Officer shall be retained by the Chief Executive Officer.

DESCRIPTION OF OFFICERS

27. The Chair shall preside at all meetings of the Members of the Corporation and of the Board. The Vice-Chair shall preside in the absence of the Chair.

28. The Chief Executive Officer of the Corporation will be charged with the general management and supervision of the activities and affairs of the Corporation. The Chief Executive Officer shall attend all meetings of the Board and all meetings of the Members of the Corporation with the exception of those designated without staff. During the absence or incapacity of the Chief Executive Officer, their duties and powers may be exercised by such other Director or officer as the Board may from time to time appoint for that purpose.

29. The Secretary, or person performing the usual duties of a secretary, shall attend all meetings of the Board and all meetings of the Members of the Corporation and shall act as secretary thereof and ensure a record of the minutes of all proceedings at such meetings in the books kept for that purpose, except that they may not sign any such minutes. They shall give or cause to be given all notices required to be given to Directors, Members, the public accountant and members of committees and they shall perform such other duties as may from time to time be determined by the Board. The seal of the Corporation and all books, papers, records, correspondence, contracts and other documents belonging to the Corporation shall be retained at the registered office of the Corporation or at the office of the attorneys representing the Corporation.

30. A Past-Chair may be appointed by the Board at its discretion, who shall be the immediate Past-Chair unless such person is unable or unwilling to act, and in which case, the position may be held by any previous Past-Chair, for a term of office of one (1) year and a maximum of three (3) consecutive terms. The Past-Chair shall carry out any duties as the Board may prescribe. The Past-Chair shall be entitled to attend, but not entitled to vote at, all meetings of the Board and all meetings of the Members of the Corporation. The Past-Chair shall not be entitled to attend any meeting of the Board or the Members designated as without staff, however they may attend such meetings at the discretion of the Board or the Members, as the case may be.

31. The Corporation will have a Chief Operating Officer who is retained by the Chief Executive Officer. The Chief Operating Officer will perform those duties specified in their written employment agreement with the Corporation. Without limiting the foregoing, whenever requested by the Board or a committee of the Board, the Chief Operating Officer will provide to the Directors at any meeting of the Board or committee of the Board, or whenever they may require it, an accounting of all the transactions of the Corporation, a statement of the financial position of the Corporation, and such other information as the Board or committee may request.

MEETINGS OF MEMBERS

32. The annual meeting of the Members of the Corporation shall be held at the registered office of the Corporation or elsewhere in Canada and upon such day and at such time as the Board may determine.

33. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements of the Corporation, and the report of the public accountant thereon, shall be presented to the Members, and a Board constituted and a public accountant appointed for the ensuing year, and the meeting shall either fix or authorize the Directors to fix the remuneration of the public accountant. Subject to any other requirements imposed by these by-laws or by law, the Members at an annual meeting may also consider and transact any other business, whether general or special.

34. Special meetings of the Members of the Corporation may be called at any time by the Board or by the Chair. Notice of the time and place of every meeting, whether annual or special, shall be given to each Member and to the public accountant of the Corporation by sending the notice by prepaid mail between twenty-one (21) and sixty (60) days before the meeting or by facsimile or electronic mail between twenty-one (21) and thirty-five (35) days before the meeting is to take place; provided that any meeting may be held at any time or place without notice if all Members of the Corporation are present thereat, or if a quorum is present and those not present or represented, either before or after the meeting, have waived notice of the meeting or otherwise signified their consent to its being held.

35. A quorum for any meeting of the Members, whether annual or special, shall be a majority of the Members who are in office and who are present in person.

36. At all meetings of the Members of the Corporation each Member shall be entitled to one (1) vote upon every question. A Member may not be represented by proxy.

37. At all meetings of the Members of the Corporation every question shall be decided by a majority of the votes cast unless otherwise specifically provided by these by-laws or required by law. In case of an equality of votes at any general meeting, the Chair of the meeting will not have a second or casting vote.

38. A Member may participate in a meeting of the Members by means of telephonic, electronic or other communication facility, if the Corporation makes available such means, that permits all persons participating in the meeting to communicate with one another, and a Member participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Members at the meeting. Each vote cast by a Member participating by means of a telephonic, electronic or other communication facility shall be gathered in a manner that permits (a) its subsequent verification, and (b) the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

RULES OF ORDER

39. All meetings of the Corporation authorized by the provisions of this by-law shall be conducted in accordance with the then most recent edition of Perry's *Call to Order*, unless otherwise specifically provided in this by-law or required by law.

AUDIT OF ACCOUNTS

40. A public accountant shall be appointed by the Members of the Corporation at every annual meeting, and any vacancy in the office of public accountant shall immediately be filled by the Board in accordance with the

Act. No officer or Director of the Corporation may be appointed or act as its public accountant. The public accountant's financial report shall be presented to the Members of the Corporation at the annual meeting.

EXECUTION OF DOCUMENTS, CHEQUES, ETC.

41. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board, and any one of such officers or agents may alone endorse notes and drafts for collection for the account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers and for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using for the purpose a rubber stamp bearing the Corporation's name. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and its bankers and may receive all paid cheques and vouchers and sign all the bank's forms for settlement of balances and release or verification slips.

42. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Corporation signed by such officer or officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians on behalf of the Board shall be fully protected in acting in accordance with the direction of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

43. Contracts, documents and any instruments in writing requiring the signature of the Corporation may be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall, however, have power from time to time by resolution to appoint any other officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Corporation may, when required, be affixed to any such contracts, documents and instruments in writing signed as aforesaid.

FINANCIAL YEAR

44. Unless otherwise determined by resolution of the Board, the financial year of the Corporation shall terminate on the 31st day of March in each year.

BORROWING

45. The Directors may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Board may, by resolution, delegate the powers referred to in this section 45 to a Director, a committee of Directors or an officer.

REVIEW PROCESS

46. The federal, provincial and territorial governments and the Corporation will review the mandate of the Corporation on a periodic basis.

CONFLICTS OF INTEREST

47. The Board shall adopt a policy regarding conflicts of interest to ensure full understanding and to address the manner in which disclosures and violations should be handled.

AMENDMENT OF BY-LAWS

48. The by-laws of the Corporation not embodied in the articles of the Corporation may be repealed or amended by a resolution approved by the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said resolution.

INDEMNITY AND INSURANCE

49. Subject to the provisions of section 52, the Corporation shall indemnify: (a) a Director or officer of the Corporation; (b) a former Director or officer of the Corporation; (c) another individual who acts or acted at the Corporation's request as a director or officer; or (d) an individual acting in a similar capacity for another entity, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

50. Subject to the provisions of section 52, the Corporation shall advance moneys to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 49. The individual shall repay the moneys if the individual does not fulfil the conditions of section 51.

51. The Corporation may not indemnify an individual under section 49 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

52. The Corporation shall, with the approval of a court, indemnify an individual referred to in section 49, or advance moneys under section 50, in respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in section 49 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in section 51.

53. The Corporation shall also indemnify the individuals referred to in section 49 in any other circumstances that the Act permits or requires. Nothing in these by-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

54. The Board shall purchase such Directors' and officers' insurance or any other insurance as it deems necessary or advisable to be paid for out of the funds of the Corporation.

INTERPRETATION

55. In this and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number only shall include the plural and *vice versa*; words importing the masculine gender shall

include feminine and neuter genders; and words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons.

Document History

Board of Directors meeting

Approved: June 6, 2013

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