

**The Centre for Coaching Education of New Brunswick**

**COACH NB**

**CONSTITUTION**

**Amendment on September 21<sup>st</sup> 2015**

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- This edition is prepared for easy and convenient reference and should errors occur, the contents of this manual will be superseded by the official minutes of the Annual General Meeting of this organization.
- The masculine gender is used without prejudice in order to facilitate reading.

## **CONSTITUTION**

### **Article 1. NAME OF ORGANIZATION**

The name of this not-for-profit organization shall be Coach NB (the Centre for Coaching Education of New Brunswick) / Entraîneur NB (Le Centre de formation des Entraîneurs du Nouveau-Brunswick) hereafter referred to as the Organization.

### **Article 2. VISION**

Every athlete has access to quality coaching and enjoys a positive sport experience through all stages of life.

#### **MISSION**

Lead, promote, support, and deliver coach education and on-going learning through collaborative partnerships.

#### **MANDATE**

#### **The mission will be accomplished by assuming the following mandate:**

1. To act as the voice of New Brunswick coaches.
2. To recognize and promote the value and role of the coach in a quality sport experience.
3. To coordinate the delivery of coaching educational and training programs.
4. To recommend standards and policies relating to coaching education and certification.
5. To establish effective partnerships and networks.
6. To manage the resources and operations of the organization.

### **Article 3. BOARD OF DIRECTORS**

3.1 The affairs of the Board of Directors of the organization shall be managed by a Board of not more than ten (10) directors. The directors of the Association shall consist of:

- Past President
- President
- Vice President
- Director at Large (1)
- Director at Large (2)
- Director at Large (3)
- Director at Large (4)
- Director at Large (5)
- Treasurer
- PSO Representative
- Consultant, Tourism, Heritage and Culture (ex-officio)

3.2 The Board of Directors shall be responsible for the overall governance of Coach NB including policy, planning, budget and the implementation of decisions made at the Annual General Meeting.

No director shall be remunerated for being or acting as a director. But a director shall be reimbursed for all travel expenses necessarily and reasonably incurred by him while engaged in the affairs of the Organization.

An individual who is 19 years of age or older, who has the power under law to contract, who is a resident of New Brunswick, who is a member in good standing and who supports the purposes of Coach NB may be nominated for election or considered for an appointment.

3.3 A member of Coach NB (CCENB) is a coach in good standing with NCCP qualifications within any Provincial Sport Organizations and or Club Association.

The treasurer does not need to be a member at large of the Provincial Sport Organization or a NCCP qualified coach to reflect conflict of interest.

NCCP Qualifications excludes elearning and Professional Development modules within the NCCP.

#### **Article 4. COMMITTEES AND SUBCOMMITTEES**

##### **i. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of a President, a Vice-President, a Treasurer, and the Executive Director. These members shall hold terms of two years

The Executive Committee may from time to time appoint and dissolve committees, as it may deem necessary or desirable for furtherance of the objectives of the Organization.

##### **ii. NOMINATION COMMITTEE**

The nomination committee shall consist of one number of the board of directors and other appointed members. The members shall be appointed by the Board of Directors.

##### **iii. SUB COMMITTEES**

The Board of Directors may appoint and establish such committees or subcommittees as may be required from time to time to ensure the objectives of the organization are met. Such committees or subcommittees shall remain constituted at the pleasure of the Board of Directors.

**Article 5. TERMS OF OFFICE**

Directors will serve terms of two years commencing at the Annual General Meeting at which they are elected or appointed, and will hold office until their successors have been duly elected or appointed in accordance with this constitution, unless they resign, are removed from or vacate their office. No director will serve more than two consecutive two-year terms.

Directors elected every even number of years: The President, two Directors at large. (2, 4)

Directors elected every odd number of years: Vice President, two Directors at large (1,3) and Treasurer.

Employee of the New Brunswick Aboriginal Sport and Recreation Authority (NBASRA) would be appointed every odd number of years

The Provincial Sport Organization representative will be appointed by election between the Executive Directors of the Provincial Sport Organization Community every even number of years.

**Article 6. VACANCIES**

In the event of a vacancy, the Board of Directors may appoint an individual member to fill the vacancy until the next Annual General Meeting,

**Article 7. DISSOLUTION**

Upon dissolution of the Organization, assets remaining after all liabilities are discharged shall be donated to a like institution or association identified by the Board of Directors.

**Article 8. AMENDMENT OF CONSTITUTION**

The Constitution of the Organization may be amended by resolution passed by a simple majority (50% + 1) at an Annual General Meeting or Special General Meeting provided that notice is given in writing for such a motion at least thirty (30) days in advance of the meeting.

**Article 9. TERM OF REFERENCE**

Please refer to Appendix A.

**Article 10. MEETINGS**

10.1.1 Annual General Meeting

The Annual General Meeting of the Organization shall be held in the fall.

### 10.1.2 Special General Meeting

A Special General Meeting may be called by the simple majority (50% + 1) of the Board of Directors, as deemed necessary, at such time and place as they may appoint.

### 10.1.3 General Meeting

Meetings of the Board will be at the call of the president or at the call of the executive director if a majority of the directors request a meeting.

Written notice of a Board meeting will be given to all members at least seven days before the date of the meeting.

Meetings of the board will be chaired by the president. If the president is absent from the meeting, the meeting will be chaired by the vice-president. If both the president and vice president are absent, the Board will appoint from among its members a director to chair the meeting.

### 10.1.4 Board of Directors

The Board of Directors will hold a minimum of 3 meetings per year.

### 10.1.5 Executive Committee

The Executive Committee shall meet as required.

## **Article 11. NOTICE OF MEETINGS**

Notice of any Annual or Special General Meeting of the Organization shall be delivered or sent by email to each member at least thirty (30) days prior to the holding of the aforementioned meeting. Notice of meetings of the Board of Directors shall be sent by mail or email to each member at least thirty (30) days prior to the holding of the meeting. Notices shall state the date, time and place of the meeting and the nature of the business to be transacted at the meeting.

## **Article 12. QUORUM**

A quorum for a meeting of the Board of Directors shall exist if one-half (1/2) of the members are present. A quorum of the Executive Committee shall exist if a simple majority (50% + 1) of members are present.

## **Article 13. VOTING**

13.1 Voting Members and members of the Executive Committee shall have one vote each.

13.2 Proxy votes are not permitted at the meetings of the Organization.

13.3 In all cases, except the removal of a member of the Board of Directors, a simple majority (50%+1) or votes cast will carry.

13.4 Voting for the Board of Directors shall be by secret ballot. In all other cases, the voting shall be by show of hands.

13.5 Chairperson/President may be entitled to vote as a director and, in the case of equality of votes, shall not have casting vote in addition to the vote to which they are entitled as a director.

13.6 Executive Director and ex-officio members shall have no vote.

13.7 In the event there is more than one nominee for election to an executive office, the elected shall be the nominee receiving a majority of votes cast.

13.8 Except where there exist a conflict of interest that has been declared, no voting member will abstain from voting.

13.9 In the event that a meeting cannot be called or in the event that a quorum is not present at a meeting duly called, a vote may be conducted by email provided however that any vote conducted by email shall only be valid in the event that 51% or more of the board communicate their votes in favor of the matter to be decided.

#### **Article 14 MINUTES**

Minutes shall be taken at all meetings of the general membership, Board of Directors and Executive Committee and shall be distributed accordingly.

#### **Article 15 RULES OF ORDER**

The rules contained in "Roberts' Rules of Order" shall govern the meetings of the Organization.

#### **Article 16 RESIGNATIONS**

##### 16.1 Voluntary

Any members of the Executive Committee may withdraw from the Board of Directors by delivering to the President a written resignation.

##### 16.2 Involuntary

Any member of the Board of Directors may be removed from office upon evidence of just and sufficient cause, to include but not limited to:

a) activities detrimental to the best interest of the Board

- b) continuing inattentions or neglect of duties, provided such neglect is not the result of the bonafide disability or incapacity of the member to render services.

Any claim of just cause asserted shall be in clear, concise and complete language accompanying any notice herein required and shall be delivered to the member who will be allowed to answer the charges before a decision is reached.

Any member of the Board of Directors may be removed from office if a resolution to that effect is passed by three-quarters (3/4) of the votes of the Directors in accordance with policies and procedures established.

Such member may appeal that decision within thirty days (30) of such notification and upon a written request to the President. The President shall constitute within thirty (30) days and independent appeal committee of at least 3 persons, in respecting the principles of natural justice.

#### **Article 17 FISCAL YEAR**

The fiscal year of the Organization shall be from April 1 to March 31.

#### **Article 18 AUDITOR**

An annual review of the financial situation of the Organization is undertaken by an accounting professional. A financial audit is done at least every four (4) years by a professional external auditor.

#### **Article 19 SIGNING OFFICERS**

The signing officers of the Organization, for banking transactions, shall be any two of the President, the Treasurer and/or the Executive Director.

#### **Article 20 LANGUAGE**

Promotion of the two official languages by Coach NB will be consistent with the following:

- We respect both official languages.
- Our bilingual communications will be conducted in an effective and efficient manner within the financial and human resources available.
- We encourage the members and employees of Coach NB to initiate communications and written documents in the language of their choice.



- We ensure that all final documents for public distribution are in both languages.
- We encourage the members and employees of Coach NB to improve their bilingual communications and we will help each other to continually improve our personal bilingualism abilities and confidence.
- The recruitment of volunteers and staff will emphasize the knowledge, skills and linguistic abilities needed to successfully perform the job and where necessary, bilingualism will be a basic requirement for the position.

**Article 21. AMENDMENT TO BYLAWS**

- The Board members may, by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of the Association.
- The Board members shall submit any bylaws, or amendment or repeal thereof to the next meeting of members and the members may, by ordinary resolution, confirm, reject or amend the bylaws, amendment or repeal.
- Any bylaws, or an amendment or repeal thereof, is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the members.
- If any bylaws, or any amendments or repeal thereof is rejected by the members or is not submitted to the next meeting, the bylaws, amendment or repeal thereof ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the members.

## **Appendix A**

### **Term of Reference**

#### **Past-President**

- a) Assist the President and Board of Directors as requested.
- b) Assist in the transition of the incoming Board.

#### **President**

- a) To preside at all meetings of the Board of Directors, Executive Committee, and all general meetings of the Organization.
- b) To be an ex officio member of all committees of the Organization.
- c) Enforce the by-laws
- d) Work closely with the Executive Director
- e) Represents the Organization to the public
- f) Respect and support staff
- g) Oversees succession planning
- h) Inspires and involves the board in a shared sense of commitment.
- i) Insists that there is time at board meetings and retreats to discuss ideas, dreams, future plans, and emotional or tem relationship issues.
- j) Devotes energy to the organization and encourages the rest of the board to do the same.
- k) To assist the Executive Director in the preparation of the meetings' agendas.
- l) Meets regularly, both formally and informally with the Executive Director.
- m) Participates in evaluation of the Executive Director.
- n) Encourages healthy give and take – debate, discussion, disagreement – towards the integrity of the process and the organization.
- o) To perform such other duties that are incidental to the office of President or that may be required by the Board from time to time.

#### **Vice-President**

- a) In the absence of the President, to discharge the duties of the President.
- b) Should the office of the President become vacant, to assume the position until the next Annual General Meeting.
- c) To carry out such duties as the Board of Directors may assign.

#### **Treasurer**

- a) To take the minutes of the Executive Committee, Board and Annual General Meetings.
- c) To prepare and be responsible for the budget in cooperation with the Executive Director.
- d) Assists in all financing and fund raising activities.
- e) Works with financial and accounting personnel to assure that all fiduciary responsibilities are being met.
- f) Professional Accounting Designation : CPA, CGA, CA, CMA

- g) Strong accounting knowledge
- h) 5 years of financial management experience

**Directors at Large (1, 2, 3, 4 & 5)**– *determined and shared among the officer(s) at large*

- a) Help with succession planning
- b) Participates in evaluation of the Executive Director.
- c) Help with communication and marketing.
- d) Participate in coaching education and development
- e) Assists in community focus and partnership.
- f) To perform such other duties appointed by the President from time to time.

**Provincial Sport Organization Representative**

- a) Share challenges and opportunities that Provincial Sport Organizations have.
- b) To perform such other duties that are incidental to the office of President or that may be required by the Board from time to time.
- c) Provide a lead role in the network of all PSO's.

**Aboriginal Representative**

- a) Share challenges and opportunities that Aboriginal Communities have.
- b) Link between the National Aboriginal Sport Circle and the NBASRA.
- c) To perform such other duties that are incidental to the office of President or that may be required by the Board from time to time.
- d) Will assist with the development and coordination of an Aboriginal Coaching Plan for New Brunswick.