RULES OF PROCEDURES

INTERNATIONAL ASSOCIATION OF CERTIFIED COACHES – HEC PARIS

(IACC – HEC Paris)

RULES OF PROCEDURES

1. PREAMBLE

These Rules of Procedures were adopted on December 17th, 2018 at the General Constitutive Assembly of the International Association of Certified Coaches HEC Paris (IACC-HEC Paris)

These Rules of Procedures could be modified by the Board Meeting or the Ordinary General Assembly on the majority of two third of the Members.

2. MEMBERSHIP FEES

The membership fees can be paid, according the decision of the Board on different manners.

**2.1** Annual fees/calendar year (January 1st to December 31st)

* whatever the date of admission of a new member or his/her re-admission of a former member (default of payment, resignation), the whole of the fees will be due.

**2.2**. Fees on a rolling year: 12 months from the date of the payment of the membership fees.

**2.3** Any new membership has to be accompanied by the payment of the membership fees of the current fiscal year, otherwise, it cannot be accepted. On exceptional cases only, the Bureau can waive from this rule on the express request of the person concerned after having deliberating on it.

**2.4** The membership fees and sums of any kind paid by a member who has been excluded, has resigned (upon justification sent by registered letter) or has died shall irrevocably be forfeited at the benefit of the Association.

**2.5** The membership fees are for the management of the Association. However, each lunch, dinner or special events will be subject to a contribution to the costs incurred. A higher contribution could be asked to the non-members if they are admitted.

As indicated in the article “Membership fees” of the Statutes, the exclusion of a member can be pronounced by the Board of Management, on serious grounds. What are commonly called serious grounds are:

* Criminal sentence for offence
* Any action which could prejudice, directly or indirectly, the activities of the Association or its reputation.

In any case, the concerned person should be able to defend him/her-self before the exclusion decision.

The exclusion decision is adopted by the Board of Management ruling on the majority of two third to the members present.

**EXONARATION – DELAYS**

The Bureau can, each year to support relief cost, exonerate some members of their due annual membership fees.

At the initiative of the Bureau, every year in December, the Treasurer will present to the Board the list of Members who still owe their membership fees.

**COLLECTION OF FEES**

The collection of the membership fees can be done by any means by the Treasurer and accepted by the Board.

3. REPAYMENTS OF INDEMNITIES

Only the Board Members and the elected Members to the Bureau can ask for the repayment of the expenses incurred within the framework of their functions upon presentation of evidence documents.

The costs incurred will be submitted to the agreement of the Bureau.

4. AGREEMENT

Any new member must be a PROFESSIONAL CERTIFED COACH HEC Paris and the Bureau may ask for documentary evidence of the certification.

The Bureau rules on the conditions under which the associate partners cold take part to some of the activities of the Association. An indemnity of participation fee could be decided by the Bureau.

5. ELECTIONS

All the elections at the General Assembly are done on the pre-established list.

To be elected on the first round, any candidate must have an absolute majority of the votes cast.

At the second round, a relative majority will be enough.

In case of equality of votes, the older candidate will be elected.

6. GENERAL ASSEMBLIES

6.1 CHAIR:

The General Assembly is presided over by the Chairperson of the Association, in case of absence by the General Secretary or one of the Vice-Chairpersons or by the older member of the Bureau.

The decisions at the General Assemblies are for all the members present or absent during the meeting.

**6.2. HOLDING OF THE ASSEMBLIES**

**6.2.1** The Chairperson opens the meeting, sees to that the Statutes and Rules of Procedures are applied, gives the floor, decides on the agenda of the deliberations, asks for the votes and takes the decisions.

**6.2.2** During the proceedings, no one may address the meeting only after being given the right by the Chairperson and in respecting the pre-established timing constraint.

**6.2.3** The Chairperson asks the questions and sums them up, puts them for vote and declare the results of them. He/she is the only one to call back to order the Member of the Board of Management or Member who infringe one disposition of the Statutes or these Rules of Procedures, or who keeps moving away from the question under discussion.

After a second call to order (which implies that it has to be put in the minutes of the meeting), he/she may not be allowed to speak anymore by decision from the General Assembly. It is the same for the exclusion from the session hall.

The Council takes a decision on all the difficulties which can arise during the elections. The chairperson, after consulting the other members of the Board of Management, can call the meeting to an end.

**6.2.4** The amendments or proposals for the agenda have to be done in writing and given to the Chairperson. The complaints on the agenda, on the priorities, on the question before the Statutes and Rules of Procedures are preference on the main question and stop the discussion.

The main and simple agenda has always priority.

The first question, i.e. to see whether a question will be discussed or not, can always be asked once fifty members at least have asked it in writing.

**6.3. NOTIFICATIONS**

The notifications to the General Assembly must have a summary of the agenda. They have to be done according the Statutes.

The accounts of the Association are held at the disposal of the Members in the headquarters of the Association during ten days before the General Assembly. Those wishing to consult them must make an appointment with the Treasurer 3 working days before the consultation.

Nobody foreign to the Association can take part to the General assembly except on the invitation of the Chairperson or the Board of Management.

A register of the persons present at the General Assembly is being held. The number of votes of the members present or represented is counted in this register which is being held by the General Secretary.

**6.4 VOTING**

In principal, the votes are by show of hand, but secret ballot is allowed:

1. When there is a minimum of fifty members, effectively present, it can be asked in writing before the General Assembly;
2. When there is an election for the Board of Management, the Chair, or any personal question;
3. When the Board decides it beforehand.

Any member elected at the Board of Management can be given a power in addition to his own

Each member puts his/her vote in a ballot box, under the control of deputy returning officer, as many ballots as votes that he/she can cast.

For the elections, each member can also vote via electronic vote in sending a duly completed voting form to the General Secretary of the Association before the opening of the General Assembly on a day and at a time set up by the Board. The modalities of the electronic votes will be sent by the General Secretary on each summons.

**6.5 COUNTING OF VOTES**

Two deputy returning officers at least, who are not member of the Board, and designated by the General Assembly will proceed, with the help of a permanent volunteer of the Association and/or the Vice-Chairperson General Manager, to the counting of the votes and, in any cases, to the counting of votes which results will be announced as soon as they are known, subject to the verification by the Board of Management of the regularity of the operations.

The votes which created reclamations or decisions will be appended to the minutes of the meeting and the other votes will be destroyed.

**6.6 POWERS**

Each absent member can be represented by another member at the General Assembly, the latter must have a written proxy on ordinary paper (a maximum of 2 proxies per member).

Before the opening of the meeting, every proxyholder (member or member of the Council) must give to the Chair the proxies that he/she has.

**6.7 MAJORITY RULES**

Except in cases mentioned in the Statutes or these Rules of Procedures, for every deliberation, votes are done at the absolute majority of the members present or represented; if a second round is necessary, the vote is on the absolute majority.

**6.8 ELECTIONS**

All the elections during the General Assembly are done on a pre-established list.

To be elected on the first round, any candidate must have the absolute majority of the votes cast.

On the second round, simple majority is enough.

In case of equality, the older candidate is elected.

**6.9 MINUTES OF THE MEETING**

There are minutes of each meeting.

The secretary of the meeting is in charge of writing the minutes. At the same time, he/she is deputy returning officer with the members designated by the General Assembly, whether the votes are done by secret ballot or by show of hand.

7 BOARD OF MANAGEMENT

The Board of Management is elected by the General Assembly as explained in Article 14 of the Statutes.

The Board of Management manages the Association. Besides the statutory meetings, they are summoned every time the Chairperson finds it necessary and on the conditions underlined in Article 14 of the Statutes.

**7.1 PRESENCE AT MEETINGS**

Any member elected to the Board of Management by the General Assembly and who, except in case of absolute necessity, misses two consecutive meetings can, because of this, be considered as resigning from the Board of Management.

**7.2 CANDIDATES**

The members who are wishing to run for office for the Board of Management must present their candidature to the Chairperson of the Association at least one month before the date chosen for the Ordinary General Assembly.

Candidates can receive the sponsorship of a Delegate for promotion, of the Region Chairperson or the Chairs of various Committees from the Association.

The name(s) of the candidate(s) to the Board of Management will be shared with the Members of the Association at least with the summons to the Ordinary General Assembly where the election will take place.

**7.3 AGENDA**

The agenda of each meeting comprises at least:

1. the reading and adoption of the minutes of the last meeting;

2. the quick presentation of the financial situation;

3. the reports of the Vice-chairpersons on the activities of each committee;

4. the discussion on various questions raised by the Bureau.

**7.4 MINUTES OF MEETINGS**

The minutes of each meeting must have the names of the member present, the member excused and the members absent without excuses.

**7.5 VOTES**

The decisions of the Board of Management are taken at the majority of the votes cast. The votes are by show of hand, however secret ballot is authorised, even if it is asked by one single member. It is compulsory for the vote of reliefs (it means the reduction or gratuitousness of the membership fees according the individual situations).

Any member elected in the Board can have one power in addition of his/her own.

All the votes for an election are only acquired at the first round of ballot with an absolute majority; if a second round is necessary, the election is on a simple majority. In case of equality, the vote of the Chairperson is prevalent.

**7.6 CLOSING**

The Chairperson organises the debates and closes the discussions.

**7.7 RESIGNATION**

The Chairperson proceeds to the replacement of any resigning member in the Bureau and have this decision signed at the next Board meeting.

**7.8 BUDGET**

Before the end of the exercise, the Board decides, after having listened to the Treasurer, on the budget for the following year. To the Members before the General Assembly, the Board studies the budget proposals presented at the Assembly.

**7.9 ELECTIONS TO THE BUREAU**

At a meeting of the Board which has to be held at least a month after the General assembly (or during the General Assembly), the Board, according article 15 of the statutes, elects the Bureau.

This meeting happens at the behest of the eldest members of the Board who presides the meeting until the Bureau is nominated. The members of the Bureau can be re-elected twice.

8. BUREAU

**8.1 The Chairperson**

The Chairperson summons and presides over the General Assemblies and the Meetings of the Board. He/she oversees the deliberations. He/she makes sure that the Statutes, the Rules of Procedures, the decisions and orders of the General assembly and Board of Management are applied at all time. He/she submits to the General Assemblies and the Board of Management all the questions that can be a matter for deliberations. He/she is a member of all the committees with a deliberative voice, but can preside over none.

He/she represents the Association. He/she insure the image of the Association to the schools, associative, institutional and private partners. The Chairperson is answerable for the orientations of the Association, defined by the General Assembly. He is accountable for the implementation of the orientations in front of the General Assembly (yearly moral minutes).

In place of the Chairperson, one of the Vice-Chairperson or a Deputy nominated specially by the Bureau is in charge of talking at the public meetings or during the events where the Association is represented.

In case of interpretation to give to an article of the Statutes or of the Rules of Procedures, the Chairperson must consult the Board.

The Chairperson must ask the Bureau for any financial commitment over 10% of the membership fees received from the preceding year, as well as on the decisions concerning the situations of the paid officials.

**8.2 The Vice-Chairperson**

The missions of the Vice-Chairperson are as follow:

* Seconding the Chairperson and stand in for him/her in case of temporary or definitive absence.
* Coordinating the tasks and special projects assigned by the Chairperson.
* Acting in a strategic manner in putting the action on the vision and with the Chairperson; elaborating the orientation policy for the work of the Association.
* Working at the writing the bi-annual or quarterly newsletter.
* Taking part with the HEC Paris (Coaching) school to the development of the RNCP Certification.
* Maintaining a good general organisation of the Association and addressing the need for deputies on other members.
* Identifying the best practices for the job of Coach and its evolution to have the whole of the members benefit from it.

**8.3 The General Secretary**

The General Secretary has several missions in the Association. Thus, he/she has to collaborate closely with the Chairperson and the Treasurer. In this case, his/her missions are as follow:

* Dealing with all the mail: giving an answer to all the requests and grievances;
* Transmitting to the proper body the mails which need a peculiar concentration;
* Listing all the members (name, first name, details…)
* Writing the information notes to the members;
* Declaring to the Prefecture the list of members of the Bureau and all the modifications which are happening in the Association (transfer of the headquarters, change in the management board…);
* Publishing to the Official Journal – within the deadlines – the modifications on the Statutes;
* Informing all the members of the meetings within a proper timing (by mail, by poster or by email);
* Assuring that the chosen agenda is followed and that there is time for each discussed item;
* Keeping up to date all the registers of the Association.

**8.4 The TREASURER**

The Treasurer in charge of the cashing and payment of any nature ordered by the General Assembly and authorized by the Chairperson and the letters on the same. He/she is in charges of keeping the accounts, of managing the funds and assuring the membership fees and other deposits are being lodged regularly. He/she received donations and pays de spending.

The Treasurer is the responsible steward for the funds belonging to the Association, as long as the fund has not been lodged at the Bank approved by the Board of Management.

He/she is in charge of the accounts of the Association, he/she keeps the books of expenditure and revenue up-to-date.

The conditions for delegation of the power of the Chairperson to the Treasurer and the delegation of powers from the Chairperson to the Vice-Chairperson, concerning the running and the bank account or bank accounts or assimilated are brought to the attention of the Bureau.

The double signature of the Chairperson and the President are necessary for any spending over 10% of the fees received the preceding year.

He/she keeps the cash but only gives funds on the mandate of the Chairperson or a Member of the Bureau nominated by the Chairperson.

The Treasurer must present at each meeting of the Board a summary of the budgetary situation of the Association and give a detailed annual account fifteen days before the Ordinary General Assembly.

The financial accounts are decided on December 31st of each year.

The Treasurer insures the control of the expenditures and incomes of the Regional Groups (in France and abroad), of professional Groups, Clubs and promotions and reports to the Board.

The Treasurer only keeps the cash of the Association the necessary funds for the everyday needs. The funds, gradually with the collections, are deposited on the current account of the bank (or several if necessary) approved by the Board of Management to be taken out according to the needs, or for the necessary payments.

9. COMMITTEES

There are two types of Committees: the permanent Committees and the temporary Committees.

The Bureau nominates each year the Delegate for each Committee.

The delegate of each Committee has a prepondering voice in the non-secret votes cast by the Committees.

The minutes of the meeting are written by the Secretary of the session at the meeting of the Committee and must be given to the General Secretary to be centralised at the headquarters of the Association.

The Permanent Committees are:

* The Committee for the Budget and the Control of the Funds
* The Editorial and Marketing and Communication Committee
* The Digital and IT Committee
* The Committee for the Development of the job of Coach.

Each Committee is in charge of the implementation of the missions which are given to them by the Board of Management within the Framework of their activities defined by the name of the Committee. Other Committees could be created by the Bureau if necessary.

The temporary Committees will be created as the Association will evolve. The organisation and functioning of the temporary Committees, which could be created for a specific aim by the Board of the Association, will be identical to the permanent Committees.

10. PROMOTION DELEGATES

Each promotion will elect its own delegate (or will validate a voluntary candidate for this position).

Each delegate could second the Board in all the questions concerning his/her own promotion in particular: communication, fees collection, information about the life of the promotion, etc…

Each will help his/her peers in their relationships with the Association. He/she will be in charge of his/her promotion reunion or the participation of his/her peers to the meetings and events, either of the Association, or Regional Groups.

He/she will be responsible to create the closest contacts possible between the various wheels of the Association with the promotion groups that they represent, i.e. the decade of promotion they represent.

He/she will hold the position until he/she resigns; however the Board could automatically or on the writing proposal of ten peers, take off his/her approval. In any case, the Board will designate a temporary Delegate until the election of a new delegate for the promotion.

11. REGIONAL GROUPS AND GROUPING

The Association acknowledge the existence of Regional Groups, in France and abroad, and of Professional Groupings. The conditions of activities of these Groups and Groupings are set up by a decision from the Board of Management.

The Board of Management can nominate in the departments and abroad some representatives of the Association, in charge of centralising the information and checking at the collection of the fees, before they are sent to the Bureau of the Association.

The Members who are wishing to create a new Group or Grouping will submit the project to the Board of Management.

Any new membership of a Group or Grouping is subordinated to its preliminary registration to the Association, including the payment of the entering fee and membership fees.

Groups and Groupings will have to refrain from any action of training in the name of the Association, political action or religious action.

As Group or Grouping, they cannot undertake any personal or collective action engaging the Group or Grouping to the administrative, governmental or judicial authorities; if necessary, those actions are part of the Association through its Board.

Each year, before the General Assembly of the Association, the Groups and Groupings endeavour to send a report relating the activities of the Group or Grouping during the previous year.

12. RULES OF PROCEDURES

These Rules of Procedures can be modified during the Ordinary General Assembly.

Any speech, (political, religious, or other) discussion, readings, publication, etc. which are foreign to the aims of the Association, is formally forbidden at the General Assemblies and the meetings of the Board of Management or of the Bureau.

No public communication can be done in the name of the Association without the prior agreement of the Bureau.

|  |  |  |  |
| --- | --- | --- | --- |
| **Chairperson** | **Vice-chairperson** | **General Secretary** | **Treasurer** |
| **First name, name, signature** | **First name, name, signature** | **First name, name, signature** | **First name, name, signature** |
|  |  |  |  |