**INTERNATIONAL ASSOCIATION OF CERTIFIED COACHES – HEC PARIS**

**STATUTES**

ARTICLE 1 – NAME

According these Statutes and among the members is founded an Association in accordance to the French law of 1st July 1901 and the decree of 16th August 1901, called

**INTERNATIONAL ASSOCIATION OF CERTIFIED COACHES – HEC PARIS**

**(ACRONYMS: IACC – HEC PARIS)**

ARTICLE 2: AIMS

The aims of the association are to:

1. Create a community between all the members adding value to the professional identity and the values of the HEC certified coaches;
2. Accompany the HEC coaches along their careers in their professional practice and their professionalization;
3. Promote in companies, administrations, associations and to private individuals the practice of coaching as being a job which needs competencies and a specific training;
4. Proceed to all actions and studies which are likely to improve the efficiency, visibility and practice of coaching taught at HEC as well as to insure its influence in France and on the international stage;
5. Set up partnerships with private or public organisations to develop and spread the practice of individual and collective coaching;
6. Any action linked to the above aims.

The association is a non-profit association.

ARTICLE 3 – ACTIVITIES OF THE ASSOCIATION

The activity of the Association offers mainly to its members:

* publications and communications,
* a maintained and up-dated directory of the members of the association,
* events: congresses, meetings, gatherings of all types,
* some help and counselling regarding careers and jobs,
* the circulation of calls for tender and requests received from HEC Paris and other organisations,
* the up-keep of the website and other digital forms, circulation of emails, newsletters, news bulletins, studies and surveys,
* collaborative services which are useful for the running of the association,
* Any initiative in favour of the insertion and development, mostly professional, of the members.

This list is not limitative.

ARTICLE 4 – HEADQUARTERS

The association is established on 19 Avenue Léopold II – 75016 Paris – France

It can be transferred on the decision of the Chairperson that will have to be ratified at the next Ordinary General Assembly.

ARTICLE 5 – DURATION

The duration of the association is unlimited.

ARTICLE 6 – MEMBERSHIPS

There are four types of membership:

1. Active members or members
2. Honorary members
3. Benefactor members
4. Corporate members (designating a permanent representative to represent them towards the association and agreed at the General Assembly)

ARTICLE 7 – ADMISSION

Active members

Only certified HEC coaches Paris who followed successfully one of the training programmes of Coaching offered by HEC Executive Education can become active members of the association. They must pay their yearly membership fee and take part in the running of the association and the achievement of its aims. They are members at the meetings and have a deliberative voice.

Honorary members

The title of honorary members can be given by the Board. It is given to former chairpersons of the association, persons or institutions which have rendered outstanding services to the Association. This title gives them the right to get a deliberative voice at the Board meeting and general assembly. The honorary members do not have to pay a yearly fee.

Benefactor members

Benefactor members can be persons or institutions contributing to the development of the association with an outstanding financial participation or an in-kind participation contributing to the realization of the aims. Their membership is dependent on the Board. This title gives them the right to take part with a deliberative voice to the Board meeting and general assembly.

Only the active members who are up-to-date with their yearly fees can vote at the assembly meetings.

ARTICLE 8 – LOSS OF MEMBERSHIP

Membership is lost:

1. through resignation given in writing to the president of the Association
2. through the exclusion pronounced by the Board of Management and requested by the Treasurer for non-payment of the annual membership fee or exclusion on serious grounds pronounced by the Board of Management;
3. through death of the natural person

The annual membership fees still have to be paid anyway.

ARTICLE 9 – RESOURCES OF THE ASSOCIATION

The association’s resources consist of:

1. annual fees paid by the members
2. revenues from goods and values belonging to the association
3. incomes from events, activities and publications realised by the association;
4. grants and various contributions which can be legally and statutorily received by the association
5. sums received in return of services in any type realised in accordance to the object of the association.

ARTICLE 10 – AMOUNT OF THE MEMBERSHIP FEES

The amount of the membership fees of the active members and benefactor members is being decided at the foundation by the Constitutive Board of Management.

Later, the amount can be decided annually by the Board of Management, having the charge to have it approve by the General Assembly.

ARTICLE 11 – AFFILIATION

This Association can, however, become a member of other associations, unions or groupings on decision of the Board of Management.

ARTICLE 12 – ORDINARY GENERAL ASSEMBLY

The Ordinary General Assembly is made up of all the Members of the Association who are up to date with their annual membership fees in any registered quality.

It meets once a year.

Its agenda is decided by the Bureau. At least thirty days before the chosen date, the members are being notified to the Assembly by the General Secretary or the Chairperson. The agenda is to be found on the notification.

The Chairperson, helped by the Bureau, presides over the Assembly and presents the moral situation and the activities of the Association.

The Treasurer presents the accounts and the financial and moral situation of the Association, and submits the report of the annual accounts (balance sheet, results of the accounts and appendices, etc.) according the general accounting plan, to the approval of the Assembly.

Only the items on the agenda can be talked about. It is possible for a member to have one question added on the agenda, according the time limit set in the Rules of Procedures.

The General Assembly approves on the account of the past financial year, votes on the budget of the following financial year, discusses only the questions on the agenda and elects new member for the Board of Management as mentioned in the Rules.

The decisions are adopted on the majority of the members present or represented. They apply to all members, including those who are absent or represented. Each member present cannot have more two proxies in addition to their own.

Minutes of the meetings are written, signed by the Chairperson and the General Secretary. They are established without white spaces or erasure on numbered sheets and kept in the registered office of the association.

The Chairperson represents the Association in all the acts of the civil life.

He/she orders the spending within the limit defined by the Rules. It can delegate in some conditions decided by the Rules of Procedures.

In case of legal representation, the chairperson can only be replaced by a proxy acting with a special power of attorney.

*The representatives of the Association must be citizens in full possession of their rights.*

ARTICLE 13 – EXTRAORDINARY GENERAL ASSEMBLY

If necessary, or on the request of more than half of the registered members who are up-to-date with their membership fees, the Chairperson can call an Extraordinary General Meeting, according the modalities set up in these statutes and only to modify the present statutes or dissolve the association or for actions concerning the buildings.

The modalities to call the meeting are the same than for the Ordinary General Meeting.

The decisions are adopted on the majority of the members present or represented; if this proportion is not reached, the Extraordinary Meeting is called again, two weeks later at least and this time it can legitimately deliberate whatever the number of members present or represented. Each member present cannot have more than two proxies in addition of his/her own.

ARTICLE 14 – BOARD OF MANAGEMENT

The association is managed by a Board of Management of a maximum of 20 members, elected for two years at the General Assembly.

The members can be re-elected twice only.

In case of vacancy, the Board of Management temporarily provides for the replacement of the members. The permanent replacement is conducted during the next General Assembly.

The powers of the members thus elected come to an end when the mandate of the person they replaced expires.

The Board of Management meets at least every six months on call from the Chairperson or on the request of a minimum of a quarter of its members.

The decisions are taken on an absolute majority of the votes; in case of ballot, the vote of the Chairperson is the deciding vote.

Any member of the Board of Management who, without proper excuse (case of force majeure), will not have taking part to two consecutive meetings will be considered as having resigned.

During the Constitutive General Assembly, the first members who are applying to the Board of Management will be presented by the pilot Committee of association creation.

ARTICLE 15 – THE BUREAU

During the Constitutive General Meeting, the members of the Bureau are designated by co-optation by the pilot Committee of the association creation. Later, the Board of Management elects the members of the Bureau among its members.

The Bureau is made up of:

1. A Chairperson
2. A Vice-Chairperson
3. One or several Deputy Vice-Chairperson(s)
4. A General Secretary
5. A Treasurer

The position of Chairperson and Treasurer cannot be held by the same person.

Their roles are as follow:

* **Chairperson**: he/she is responsible for the smooth running of the association; calls the meeting of the Board of Management, of the Bureau and the general assemblies which he/she presides over; represents the association in every act of civil life with all powers to this end. He/she can delegate some of his/her duties
* **Vice-chairperson**: he/she supports the Chairperson and replaces him/her in his/her absence, unavailability or sickness. He/she attends all the General Assemblies and his/her vote is a decisive vote.
* **Treasurer:** he/she oversees the financial management of the association, makes sure that the payments are authorized and receives all sums owing to the association; supervises the day-to-day accounting and is a warrant of its regularity; gives an account to the Board of Management and to the General Assembly. The maximum amount allowed in the current expenditure under his/her sole signature is decided by the Board of Management.
* **General Secretary**: he/she is charge of the everyday administration of the association, of the organisation of the General Assemblies, of the writing of the minutes, the management of the memberships, the validation of new members to the Administration of the HEC School Paris, the call for the membership fees and the follow-up of the decisions.
* **Deputy Vice-Chairperson(s)**: he/she oversees the precise jobs such as the digital, the marketing, the communication on event, the research and development and innovation. The number and their jobs are decided by the Board of Management.

The Bureau is elected for 2 years. Then it is renewed every 2 years. The members of the Bureau can be re-elected twice only.

ARTICLE 16 – INDEMNITIES

All the jobs, including those as Members of the Board of Management and of the Bureau, are free and voluntary. Only the costs incurred in the completion of their mandates are refunded on presentation of the supporting evidence, approved by the President.

The Financial report is presented by the Treasurer at the ordinary General Meeting, present, per beneficiary, reimbursement of the mission expenses of travel or representation.

ARTICLE 17 – RULES OF PROCEDURES AND SURVEILLANCE

These statutes are completed by Rules of Procedures which apply to every member of the Association.

These Rules of Procedures are to decide on various points which are not planned in these statutes, in particular the interne administration of the Association.

ARTICLE 18 – DISSOLUTION

In case of dissolution decided according the modalities of article 13, the Extraordinary General Assembly gives the assets, if there is, to one or more similar public or state-approved organisation or establishments, or establishments according article 6, last paragraph, of the law of 1st July 1901 modified, and designates one or several auditors in charge of the liquidation of the assets of the association.

The deliberations of the Extraordinary General Assembly are being transmitted without delay to the competent administrative authorities.

ARTICLE 19 – LIBERALITIES

The report and the annual accounts as defined in article 12 are sent every year to the Prefect of the department.

The association is committed to present the register and accounts on any request from the administrative authorities concerning the use of liberalities that it would be authorised to get, to let the buildings be visited by representatives of the competent authorities and to inform them about the running of the said establishments.

ARTICLE 20 – STAFF

The association can employ staff for the everyday management. It would be under the responsibility of the Bureau.

ARTICLE 21 – OWNERSHIP RIGHTS

All the assets and rights of the association, whether tangible or intangible, will be owned by the association to allow it to act in its own interest and according its aims as defined in article 2 of these statutes. No member would have the right to obtain any right on any assets or rights belonging to the association, nor to ask for a share or attribution of any of these assets or right.

ARTICLE 22 – FORMALITIES

In the name of the Board of Management, the chairperson is in charge of filling in the declaration and publication formalities set in the law of July 1st, 1901 modified and implementing legislation.

He/she can give full leeway to the bearer of the original or of a copy hereof to fulfil the formalities.

Paris, December 17th, 2018

Members of the Foundation Committee of the Association:

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