



# BYLAWS OF THE COACHES ASSOCIATION OF SASKATCHEWAN INC.

## **PREAMBLE:**

Whereas the Coaches Association of Saskatchewan Inc. (hereinafter cited as CAS) was formed on the 28th day of September, 1990, and;

Whereas the Association was incorporated under the Non-Profit Corporations Act on the 30th day of November, 1990, as the Coaches Association of Saskatchewan Inc.; and,

CAS shall be affiliated with and under the jurisdiction of the Coaches Association of Canada (hereinafter cited as CAC), and subject to the policy and procedures set out for the delivery of the NCCP.

Whereas the Association is empowered under the Act to make bylaws;

Therefore, the Association makes bylaws as follows;

## **TITLE:**

1. These bylaws may be cited as the Bylaws of the Coaches Association of Saskatchewan Inc.

## **DEFINITIONS:**

2. In these bylaws:
  - a) "Association" means Coaches Association of Saskatchewan Inc.;
  - b) "Resident" means an individual who resides in Saskatchewan.
  - c) "Directors" means the directors of the Association who are sometimes collectively referred to as the "Board of Directors" or "Board Members";
  - d) "Members," means an individual who are admitted to the Association for this designation;
  - e) "Subscribers," means an individual who may be registered or affiliated with the Association through services and programs and referred to as non-members.
- 2.1 The term "ex-officio" means by virtue of their office and does not limit the rights, duties and capacity of any person who is, ex officio, a Director, member of a committee or the holder of any other office.
- 2.2 In these bylaws, any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the Act.

## **MISSION:**

3. To strengthen the knowledge and skill development of all Saskatchewan coaches through superior service in programming.

## **VISION:**

- 3.1 To be a Canadian leader in coach development through collaboration, innovation and quality education opportunities.

## **SUCCESS PILLARS:**

4. The success pillars of the Association are:
  - a) Education: We provide quality education and professional development opportunities to Saskatchewan coaches
  - b) Innovation: We leverage research and technology to provide coaches throughout Saskatchewan with tools to enhance their coaching abilities

- c) Teamwork: We collaborate with provincial and national partners to support the growth of all Saskatchewan coaches
- d) Inclusion: We value and engage all coaches, reflecting the strength and diversity of Saskatchewan

**MEMBERSHIP:**

5. Membership in the Association is open to any resident of Saskatchewan over the age of 18 who is actively coaching, delivering coach education, or is interested in furthering the development of coaching in the province.

a) Admission for Membership

No individual will be admitted as a Member of the Association unless:

- i) The candidate member has been nominated in a manner prescribed by the Board.
- or,
- ii) Is a NCCP (content-specific trained) Master Coach Developer (Multi-Sport and Sport Specific) and,
- iii) The candidate has been approved by a resolution of the Board.

b) Nominating Committee

- The Nominating Committee will be appointed by the Board of Directors as per the Nominating Committee policy
- The Nominating committee will operate in accordance with the Nominating Committee policy.

Any nomination from an individual for admission as a member will be handled in a manner prescribed by the Board.

- Applications for Membership will not be accepted from the floor at the Annual General Meeting.
- Information about the Membership nomination process will be available to the public.

c) A member in good standing is entitled to all privileges of membership as determined by the Board, including the right to vote at meetings of members, serve on standing and ad-hoc committees and the right to hold office.

All members are in good standing except:

- i) Any member of the Association who has been suspended by the Association and they are not in good standing so long as the suspension is in effect
- ii) A member who has ceased to be a Member
- iii) A member who has been expelled from membership
- iv) A member who has failed to complete or remit all documents as required by the Association
- v) A member who has failed to comply with the Constitution, Bylaws, Code of Ethical Conduct, policies and rules of the Association.

Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of members and, where the member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing as set out above.

5.1. Membership fees payable to the Association shall be prescribed by the CAS Board.

5.2. Termination of Membership

- Voluntary: Any member may withdraw from the Association by submitting a notice to the Executive Director of the Association. Withdrawal will take effect upon receipt of the notice by the Association or upon such later date as may be specified in the notice. A member may not resign from the Association when the member is subject to discipline.
- Suspension or Expulsion: As per Association Discipline Policy.

- Death: A person shall cease to be a member of the Association upon their death.
- Not in good standing: A person shall cease to be a member of the Association if they remain a member not in good standing for twelve consecutive months.
- Dissolution of the Association.

**GENERAL  
MEETING OF**

6. An Annual General Meeting (AGM) of members shall be held within three months of the financial year-end, at a time and place to be fixed by the previous annual meeting or by the CAS Board.

**MEMBERS:**

- 6.1 The CAS Board may call a Special General Meeting (SGM) at any time, but shall do so upon the written request of at least 20% of the members.
- 6.2 All business transacted at an AGM, except consideration of the financial statements, auditor's report, election of Directors and reappointment of the incumbent auditor, and all business transacted at a SGM is deemed to be special business.
- 6.3 No special business may be transacted at a SGM unless the nature of the business has been reviewed by the CAS Board.
- 6.4 Any member may submit to the Association notice of any matter that they propose to raise and discuss at the AGM or SGM for review by the CAS Board.
- 6.5 Notice of the time and place of an AGM or SGM shall be sent, not less than 15 days before the meeting, to each member entitled to attend the meeting.
- 6.6. At every AGM or SGM each member is entitled to one vote on each question.
- 6.7 Voting at an AGM or SGM shall be by show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.

**QUORUM:**

7. A majority of total votes available of the voting members shall constitute a quorum at any AGM or SGM. Quorum shall be determined by registration at such a meeting. Registration shall be deemed to continue until the close of business of the meeting.

**RULES OF ORDER:**

8. The conduct of meetings shall be governed by the latest revised edition of Robert's Rules of Order.

**DIRECTORS:**

9. The Board shall consist of ten (10) elected Directors. The Directors of the Association shall consist of:
  - a. Three (3) Members at Large
  - b. One (1) Provincial Sport Organization (PSO) representative
  - c. One (1) Advanced Coaching Diploma-SK representative
  - d. One (1) University representative
  - e. One (1) Multi-Sport Learning Facilitator representative
  - f. One (1) Physical Education representative
  - g. One (1) Indigenous representative
  - h. One (1) Women in Coaching representative

The composition of the Board of Directors will meet the following guidelines:

- We strive to be a diverse and equitable board.
- A Director shall be a Member in good standing as defined in section 5.c)

- 9.1 Members at Large – elected at the AGM. Must be actively involved in coaching or interested in furthering the development of coaching in the province.

PSO rep – elected at the AGM. Must be a PSO volunteer or staff person actively involved in coaching or coaching development. The nomination must be endorsed by the PSO they represent.

Advanced Coaching Diploma-SK rep – elected at the AGM. Must be currently enrolled in the Advanced Coaching Diploma (ACD) program or a graduate of the ACD program.

University rep – elected at the AGM. Must be actively involved in coaching or coaching development at the University level.

Multi-Sport Learning Facilitator rep – elected at the AGM. Must be an active, current NCCP multi-sport learning facilitator.

Physical Education rep – elected at the AGM. Must be a physical educator and actively involved in coaching or coaching development at the elementary or high school level.

Indigenous rep – elected at the AGM. Must identify as Indigenous, First Nations or Métis and actively involved in sport coaching or NCCP coaching development.

Women in Coaching - SK Rep - elected at the AGM. Must be currently enrolled in or is a graduate of a recognized NSO/PSO or MSO delivered Women in Coaching Program.

- 9.2 The immediate past chair will be invited to Board of Directors meetings for a period of one year in an advisory capacity as a non-voting member of the Board of Directors.
- 9.3 Five (5) Directors shall be elected annually at the AGM each for a term of two years, with three members at large, Indigenous rep and Physical Educator (elected in odd years) alternating terms with the fourth member at large, PSO rep, Advanced Coaching Diploma-SK representative, University representative, and Multi-Sport Learning Facilitator (elected in even years).

9.4 All Directors shall be elected at the Annual General Meeting from among the members.

- 9.5 Nominations for election to the Board of Directors shall be made from among the members in writing not less than 15 days before the AGM. Nominations shall be made for one of the specific representative positions (e.g., Indigenous rep) or as a Member at Large.
- 9.6 The Association may, by ordinary resolution, remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.
- i) The Board of Directors may, by special resolution, suspend a Director for a period of time for breaching moral issues, or any ethical behavior that may adversely reflect on the Association.
  - ii) The office of any Director will be vacated automatically if in violation of the Non-Profit Corporations Act.
  - iii) Upon the Director's death.
- 9.7 The CAS Board may fill any vacancy among the Directors by appointing a Director to hold office for the unexpired term of the Director being replaced.

**QUALIFICATION FOR DIRECTOR:**

10. A Director must be a Member to qualify or hold office as a Director. A member of the Board shall be at least eighteen (18) years of age and meet all other qualifications as provided in Section 92 of the Non-Profit Corporations Act, as amended from time to time.

**NOTICE OF DIRECTOR'S MEETING:**

11. Every Director shall be given by letter, telephone or otherwise at least five days notice of every meeting of the CAS Board.
- 11.1 The CAS Board may at any meeting decide to hold regular meetings by adopting a resolution stating the day, hour and place of the regular meetings and no further notice of those meetings shall be required.
- 11.2 A Director may waive notice of meeting by their attendance at a meeting or, if not in attendance, by so stating by letter, telephone or otherwise.

**QUORUM:**

12. At all meetings of the CAS Board a quorum shall consist of at least fifty (50) percent of the Directors.

**COMMITTEES:**

13. Committees will be established by the CAS Board as required.
- 13.1 The duties of the committees shall be assigned to them by the CAS Board.
  - 13.2 The CAS Board may provide for special committees and may assign duties to them.
  - 13.3. The chair of each committee shall be appointed from among the Directors by the Chair of the CAS Board, but every appointment shall be subject to confirmation by the CAS Board.
  - 13.4 The members of each committee shall be appointed from the Directors or members, by its chair.
  - 13.5 The number of members on a committee shall be determined by the chair of the committee, but all appointments shall be subject to confirmation by the CAS Board.

13.6 Committee members may meet, adjourn and otherwise regulate their meetings as they may determine.



- ELECTION OF:** 14. The officers of CAS Board are to be elected annually by the CAS Board at its first meeting after the AGM  
The officers shall consist of:  
(i) Chair  
(ii) Vice-Chair  
(iii) Treasurer
- DUTIES OF DIRECTORS AND OFFICERS:** 15. The Directors shall manage the activities and affairs of the Association.  
15.1 Every Director and officer of the Association shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.  
15.2 If a Director misses 3 consecutive meetings, their position as Director shall be reviewed by the CAS Board.
- DUTIES OF:** 16. The Chair shall, subject to the direction of the CAS Board, will have general authority over the affairs of CAS and shall preside at all meetings of the CAS Board, at all AGM's and SGM's of CAS.  
16.1 To be an "ex officio" member of all committees of the Association.  
16.2 To perform such other duties that are incidental to the office of the Chair or that may be required by the CAS Board from time to time.  
16.3 The Chair shall vote only to break a tie.
- DUTIES OF VICE CHAIR:** 17. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall perform such duties as may, from time to time, be assigned by the Chair of the CAS Board.
- DUTIES OF ALL OTHER BOARD MEMBERS:** 18. To carry out such duties as the CAS Board of Directors may assign.
- FINANCIAL AFFAIRS:** 19. The fiscal year of the Association shall be from April 1 to March 31 of each year.  
19.1 The CAS Board shall cause to be kept proper records and accounts of all transactions of the Association.  
19.2 Each year, on or before the commencement of the new fiscal year, a budget setting forth details of the estimated revenues and expenditures of the Association for the ensuing fiscal year shall be prepared and submitted to the CAS Board for approval.  
19.3 The CAS Board shall place before the members at every AGM:  
a) Financial statements for the year ended not more than 4 months before the annual meeting;  
b) The report of the auditor;  
c) A resolution to appoint the auditor for the upcoming year, and;  
d) Any further information respecting the financial affairs of the Association.  
19.4 The CAS Board shall approve the financial statements and shall evidence their approval by the signature of one or more Directors.

- 19.5 No financial statement shall be released or circulated unless it has been approved by the CAS Board and is accompanied by the report of the auditor.
- 19.6 The Association shall send to each member financial statements and the report of the auditor or may, in lieu thereof, publish a notice stating the documents are available at the office of the Association and that any member may, upon request, obtain a copy via email.
- 19.7 The Association shall, not less than 15 days before each AGM, send a copy of its financial statements and report of the auditor to the Director, Corporations Branch.
- 19.8 All funds of the Association shall be deposited in one or more accounts in the name of the Association at a chartered bank, trust company or credit union, designated by the CAS Board.
- 19.9 All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Association and signed in accordance with resolutions passed by the CAS Board for that purpose.
- 19.10 No remuneration shall be paid to the Directors other than compensation for travel and sustenance while on Association business.

**DISTRIBUTION OF REMAINING PROPERTY:**

- 20. The remaining property of the Association shall, in the course of liquidation and dissolution, be distributed in accordance with the articles of the Association.
- 20.1 The articles provide that the remaining property of the Association shall, in the course of liquidation and dissolution be donated to a like institution or association by the CAS Board.

**AMENDMENT TO BYLAWS:**

- 21. The CAS Board may, by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of the Association.
- 21.1 The CAS Board shall submit any bylaws, or amendment or repeal thereof to the next AGM or SGM and the members may, by ordinary resolution, confirm, reject, or amend the bylaws, amendment or repeal.
- 21.2 Any bylaws, or an amendment or repeal thereof, is effective from the day of the resolution of the CAS Board until confirmed, confirmed as amended, or rejected by the members.
- 21.3 If any bylaws, or any amendment or repeal thereof is rejected by the members or is not submitted to the next AGM or SGM, 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.
- 21.4 Except in the case of first bylaws made by the CAS Board, every bylaw, amendment or repeal thereof shall state an effective date which shall not be more than 30 days from the day on which the bylaw, amendment or repeal is made.
- 21.5 Every bylaw and every amendment or repeal thereof shall be distributed to the membership in writing.

**Document Revisions:**

Effective Date: October 5, 1992

Revised: April 29, 2000

Revised: May 6, 2006 AGM

Revised: May 5, 2007 AGM

Revised: May 28, 2011 AGM

Revised: June 22, 2015 AGM

Revised: June 24, 2020 AGM

Revised: June 16, 2021 AGM