



Non-Profit Organisation Registered and
filed as No. 617 On 22-Jun-2022

Assistant Registrar

Non-Profit Organisation
Cayman Islands Professional Coaches Association
Unincorporated Body of Persons
Rules and Byelaws

Name: **Cayman Islands Professional Coaches Association**

1. **Definitions of Terms**

For the purpose of these rules and byelaws:

The following terms shall have the following meanings unless the context otherwise requires:

Act: means the Non-Profit Organisations Act (2020 Revision), and every statutory modification or re-enactment of it for the time being in force;

Auditor: means the persons for the time being appointed as or performing the duties of the Auditor of the Organisation;

Controller: means a person or persons who controls or directs the Organization and includes a person or persons responsible for the management and administration of the Organisation in accordance with the Act;

Committee Members: means the members of the Executive Committee for the time being and Committee Member is to be construed accordingly;

Electronic Record: has the same meaning as in the Electronic Transactions Act (As Revised) of the Cayman Islands;

Executive Committee: means the Organisation's Executive Committee as described in these rules and byelaws;

Executive Committee Member: means a member of the Organisation's Executive Committee as described in these rules and byelaws;

Financial Year: means the Financial Year of the Organisation which will run from 1 January to 31 December;

Organisation: means the **Cayman Islands Professional Coaches Association**, a non-profit organisation in the form of an unincorporated body of persons;

Persons: includes partnerships, associations, corporations, company incorporated and unincorporated whether by Act of Parliament or otherwise as well as individuals;

Registered Office: the registered office for the time being of the Organisation in the Cayman Islands;

Registrar: means the Registrar of Non-Profit Organisations appointed under the Act;

Rules and Byelaws: means these rules and byelaws for the conduct and management of the Organisation as amended and restated from time to time; and

Senior officer: means any person so appointed by the Executive Committee as a senior officer of the Organisation and includes Committee Members.



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- A) a duty or obligation impose is to be performed and a power, discretion or right is exercisable in each case from time to time;
- B) the majority required to pass a resolution is two thirds (or otherwise determined by the time to time);
- C) singular words includes the plural and vice versa;
- D) words or one gender includes the other gender;
- E) the headings are for convenience only and have no legal meaning and effect;
- F) references to paragraph(s) are to paragraph(s) of these rules and byelaws; and
- G) Any reference to writing includes all modes of representing or reproducing words in visible and legible for, including in the form of an Electronic Record.

2. PURPOSE

- 2.1. The Organisation, an unincorporated body of persons primarily established for the purpose of supporting the excellence and promotion of the coaching profession in the Cayman Islands.
- 2.2. **To promote** the need to inspire, bring diversity and promote inclusion in our communities to be open to the experience of coaching.
- 2.3. **To raise funds** through workshops, events for training and development of coaches and paid events for the public.
- 2.4. Provided that in case the Organisation shall take or hold property which may be subjected to any trust, the Organisation shall only deal with or invest the same in such manner as allowed by Act, having no regards to such trust.
- 2.5. The income, property and assets of the Organisation, however, derived shall be applied exclusively towards the purpose and furtherance of the purposes set out in these rules and byelaws.
- 2.6. No portion of the income property or assets of the Organisation shall be distributed as profit or dividend directly or indirectly by way of bonus or gifts or otherwise to any Controller, Committee Member or other member of the Organisation, unless such distribution is intended for the legitimate purpose of compensating a person for services to further the activities of the Organisation or paying for expenses incurred on behalf of the Organisation
- 2.7. The Executive Committee may amend the Organisation's purpose by special resolution.

3. EXECUTIVE COMMITTEE

- 3.1. The initial Committee Members of the **Executive Committee** of the Organisation shall consist of:

Name	Chanda Glidden
Date of Birth	19 / 05 / 1981
Address	37 Dogwood Street, Prospect, George Town, P.O. Box 1993, Grand Cayman KY1-1104, Cayman Islands
Telephone Number	1 (345) 922-0071

Name	Melissa Comparin
Date of Birth	04 / 12 / 1981
Address	154A Fairbanks Road 2, P.O. Box 645, Grand Cayman KY1-1107, Cayman Islands



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Telephone Number 1 (345) 326-9776
Name Lorna Murphy
Date of Birth 21 / 04 / 1979
Address 15C 343 Fairbanks Road 18, P.O. Box 664, Grand Cayman KY1-9006, Cayman Islands Cayman Islands
Telephone Number 1 (345) 322-0125

3.2. The initial Controllers and officers of **the Organisation** shall consist of:

Name Chanda Glidden
Title **Controller / Treasurer**

Name Melissa Comparin
Title **Secretary**

Name Lorna Murphy
Title **President**

4. **REGISTERED OFFICE**

4.1. The Registered Office will be situated at the address provided in the Organisation's application form, or at such other place in the Cayman Islands as the Executive Committee may from time to time decide.

5. **DUTIES OF THE CONTROLLERS**

5.1. The Controllers to ensure that the Registrar is notified of any changes in the Organisation's purpose and activities, these rules and byelaws or any of these particulars required to be entered in the register or non-profit Organisation maintained by the Registrar in accordance with the Act, within thirty days of such change.

5.2. The Controllers shall cause proper financial statements to be kept of –

5.3. All sums of money received and expended and the matters in respect of which the receipt and expenditure relate to:

- A) all sales and purchase of property;
- B) all sums of money raised through fundraising;
- C) non -monetary transactions;
- D) records of assets and liabilities; and
- E) any other matter that may be prescribed.

5.4. The Controllers shall ensure that the financial statements show and explain all the transactions of the Organisation and disclose at any time with reasonable accuracy its financial position.

5.5. The Financial Controllers shall be preserved for a period of at least five years for the end of the Financial Year unless the Organisation ceases to exist.

5.6. The Controllers shall ensure that within six months of the end of the Financial Year, an annual return for the Organisation is prepared which contains such particulars as may be prescribed by the



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Registrar pursuant to the Act and any regulations made thereunder; and are submitted to the Registrar.

5.7. If at the end of six months after the end of the Financial Year of the Organisation, the Corporation is unable to submit the annual return to the Registrar due to the fact that the financial statements of the Organisation are not complete, any Controller may request in writing on behalf of the Organisation the Registrar to grant an extension of two months for the Organisation to complete that financial statements and submit the annual return.

5.8. The Controllers (through a decision of the Executive Committee) may delegate to the Controller/Auditor from time to time, the responsibility for the preparation and filing of proper financial statements and the annual return for the Organisation on behalf of the Controllers. Any such delegation may be made subject to any conditions the Controllers may impose and may be revoked or altered.

6. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

6.1. Subject to the provisions of the Act and these rules and byelaws, the Executive Committee shall conduct the management and administration of the Organisation. No alteration of these rules and Byelaws shall invalidate any prior act of the Executive Committee Members (or any of them) which would have been valid if that alteration had not been made.

6.2. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the period of notice required to call its meetings and the quorum necessary to transact business. Until otherwise determined, the Organisation's Executive Committee Members will constitute a quorum. Questions arising at any meeting must be decided by a majority vote, unless otherwise provided in these rules and byelaws.

6.3. The Executive Committee may by majority vote appoint a Chair to preside over any meeting and if so appointed, in case of an equality of votes such Chair will have a second or casting vote. Any Executive Committee Member may call a meeting of the Executive Committee. It is not necessary to give notice of a meeting of the Executive Committee to any Executive Committee Member for the time being absent from the Cayman Islands. If they are in the islands at the time the notice was given sufficient Executive Committee Members to form a quorum.

6.4. An Executive Committee Member may participate by means of telephone or similar communication equipment which enables all persons participating in the meeting to hear each other and that participation will be deemed to constitute presence in person at the meeting. The Executive Committee shall cause minutes to be made of proceedings at its meetings. A resolution (including a special resolution) or other consent in writing (in one or more counterparts) signed by all Executive Committee Members, for the time being, shall be as valid and effective as if the resolution had been passed at a meeting of the Executive Committee duly convened and held.

6.5. The Executive Committee may appoint additional Executive Committee Members from time to time by majority vote at a meeting of the Executive Committee or by unanimous written resolution or consent passed in accordance with paragraph 1(B).

6.6. The succession of the Executive Committee shall be in accordance with the succession plan (the "Succession Plan" at Annex 1.



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6.7. The Controllers shall notify the Registrar of any changes in the makeup of the Executive Committee within the thirty days of the change.

7. **DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS**

- 7.1.1. The office of Executive Committee Member will be vacated if the Executive Committee Member:
- A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - B) becomes incapable by reason of mental disorder illness or injury or managing and administering his property and affairs; or
 - C) resigns from his office by notice to the other Executive Committee; or
 - D) is removed from office by a unanimous resolution of all other Executive Committee Members at a meeting of the Executive Committee or by unanimous written resolution or consent passed in accordance with paragraph 1(B).
- 7.2. An act done in good faith by an Executive Committee Member whose office is vacated pursuant to paragraph 7.1.1. (A), (B) or (D) will be valid unless, before the act is done, notice has been served on such Executive Committee Member informing such Executive Committee Member that they have ceased to be an Executive Committee Member.

8. **NOTICES**

8.1. Notices must be in writing

8.2. Notice of meeting of the Executive Committee must specify:

- A) the place;
- B) the day and hour; and
- C) the general nature of that business.

8.3. Notice will be deemed to have been given in the case of:

- A) personal delivery, upon delivery;
- B) local postal delivery on the fifth day after posting and foreign postal delivery on the then tenth day after posting;
- C) facsimile, upon confirmation of successful transmission or delivery by the transmitting device or server; and
- D) email upon sending.

9. **FINANCIAL YEAR**

9.1. The Financial Year will end on 31 December in each year unless the Executive Committee prescribes some other period.

10. **TERMINATION OF NON-PROFIT ORGANISATION**

10.1. If upon the dissolution of the Organisation there remains, after the satisfaction of all debts and all and liabilities, any property whatsoever, that property shall be paid, distributed or transferred to another non-profit organisation, registered under the Act, which has similar purposes and is not carried on for profit or gain of its members.

10.2. Upon the dissolutions of the Organisation, the Controllers shall notify the Registrar of such dissolution and that the remaining property has been paid, distributed, or transferred in accordance with paragraph 2 above and shall provide the non-profit Organisation to which the remaining property



has been paid, distributed or transferred to with all relevant records relating to the Organisation and such remaining property.

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[Signature Page of the Rules and Byelaws]

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I, the undersigned, am the Controller and President of this Organisation and consent to and hereby do adopt the legal and fiduciary responsibilities associated with the administration of this Organisation. I adopt the foregoing constitution consisting of the relevant pages as the constitution governing this Organisation.

Name: **Chanda Glidden**

Date: 28 JAN 2022



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A handwritten signature in blue ink, appearing to be "A. J. ...".

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ANNEX 1 – SUCCESSION PLAN



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Succession Plan of the Organisation

11. SUCCESSION PLAN

- 11.1. 1-year commitment (3-year max for every position).
- 11.2. Annual Executive Committee shall be announced by 15 October every year in accordance with 6.5. The Chair should be on the Executive Committee for one year (1 year) before succession unless Clause 18.4 applies.
- 11.3. Executive Committee
- Controller (see Clause 6.3, Proceedings of the Executive Committee)
 - President
 - Secretary
 - Treasurer
- 11.4. Membership Committee –
- 11.4.1. For the avoidance of doubt, members of the organisation do not have the executive power to pass resolutions.
- Membership Coordinator
 - Program Coordinator
 - Member at Large

12. ROLES AND RESPONSIBILITIES

- 12.1. Responsibilities below highlight areas of responsibility and may be subject to revision from time to time.

Executive Committee

13. Chair

- Responsible for maintaining the overall governance of the Executive Committee
- Chairing meetings of Executive Committee
- Public appearances on behalf of the Organisation
- Negotiating with industry stakeholders on behalf of the Executive Committee
- Serves as the contact point for every Executive Committee Member on any issues
- Sets goals and objectives for the Executive Committee and ensure that they are met.
- Maintenance of Organisation filings

14. Treasurer

- Setting up and maintenance of bank accounts
- check-signing authority
- Bank account reconciliation
- Monthly and annually account reporting



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- Collecting membership dues
- Ensuring all debts are paid including vendor payments
- Reimbursements of payments made out of pocket by the Committee Members for any Organisation related business
- Establishing any relevant policies and procedures, including by not limited to:
 - How expenses get reimbursed
 - Use the organisation's credit card if applicable
 - Use of small cash expenses

15. Secretary

- Keeping of Minutes including:
 - Recording meeting minutes of the Executive Committee
 - Timely circulation and approval
 - Saving notes for any relevant information of the Organisation
- Creating and circulating Executive Committee meeting agenda
- Set up and maintenance of monthly meeting calendar invites and circulate reminders via all channels in advance (recommended intervals of 1 week prior and 3 days prior)
- Circulating any interim notices to Committee Members
- Assisting with booking event venues

16. President

- 16.1. Responsible to exercise personal leadership in the motivation of other officers, committee members, chair, and membership, and influencing the establishment of goals and objectives for the organization during the term of office. He or she shall act as spokesperson and inspirational leader and shall work in partnership with the Executive Director
- Attends all Executive Committee meetings and coordinates agenda material with the Executive Committee
 - Works with the Executive Committee to see that basic policies and programs designed to further the goals and objectives of the Organisation are planned, formulated, presented to the Executive Committee, and executed by the Executive Committee following approval
 - Supports and defends policies and programs adopted by the Member at Large and Executive Committee
 - In cooperation with the Executive Committee, sees that all orders and resolutions of the Executive Committee are carried into effect.

17. Membership Coordinator

- 17.1. Responsible for the ongoing recruitment of new members and the engagement of all Executive Committee Members via helping them to understand the benefits of membership and experience belonging to the Organisation. Monitoring the general community for possible new members i.e., unregistered coaches.
- 17.2. The Executive Committee Members may by majority vote to appoint a chair to preside over any meeting.
- 17.3. The specific task also includes:



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- create membership roster
- promote membership year-round
- announce new members to membership (social media and during meetings)
- create and lead membership drive/campaign annual to include renewals as well as recruitment and contacting lapsed members
- conduct at least one annual membership survey and share feedback with the Executive Committee about needs or benefits, programmes, and Organisation policies
- recommend a membership plan to Executive Committee
- provide membership update report to Executive Committee
- obtain and store membership applications and certifications (reaching out with Program Chair for any expired certifications)
- attend monthly Executive Committee meetings
- point of contact for member concerns

17. Program Coordinator

- 17.1. Programme Coordinator is responsible for setting the schedule and engaging speakers for each monthly members meeting, including:
- peer coaching
 - informational sessions
 - coaching skills development
 - Creating training for certification
 - Annual Events to introduce Organisation to the public

18. Member at Large

- 18.1. The Member at Large is responsible for representing the wider needs of the membership and spearheading/organising specific projects that do not fall within the responsibilities of the other Executive Committee Members. The Member at Large can designate and assign tasks within the membership as needed to accomplish goals. This may include:
- Social media management
 - Group events
- 18.2. Membership Requirements:
- Certified by Recognised body (plus maintaining any accreditations or continuing professional development required by their certifying body);
 - Annual Dues;
 - Residency in the island or significant connection to the Cayman community; and
 - Abide by the code of ethics and conduct of their certifying body or by Organisation if once established.
- 18.3. Application Process:
- All Committee Members are required to complete an application and to be interviewed prior to their acceptance. The Executive Committee Members must do all approvals.
- 18.4. Termination & Suspension:



- Membership may be terminated or suspended at the request of the member, non-payment of annual dues, member no longer has nexus to Cayman, or removal by an Executive Committee Member for misconduct. The Executive Committee will investigate any claims of misconduct prior to terminating membership.

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