

## CONSTITUTION

1. The name of the society is the Iyengar Yoga Centre Society of Victoria.
2. The purposes of the society are
  - (a) to encourage physical, mental and spiritual growth;
  - (b) to promote the discipline and study of Iyengar yoga;
  - (c) to train yoga teachers in the tradition of Iyengar yoga;
  - (d) to inspire others with the example and teachings of Mr. B.K.S. Iyengar;
  - (e) to secure the necessary funds required to accomplish the purposes of the society.
3. The operations of the society will be carried out chiefly in the City of Victoria. The society will also contribute to and support efforts to promote the discipline and study of Iyengar yoga in Canada.
4. In the event of winding up and dissolution of the society and upon a motion adopted by the society's members at that time, any funds of the society remaining after the satisfaction of its debts and liabilities shall be distributed among organizations promoting a similar purpose and which are duly qualified by *Revenue Canada*.

## BYLAWS

### PART 1: INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires,
  - (a) "Directors" means directors of the society for the time being;
  - (b) "Society Act" means the *Society Act* of the province of British Columbia from time to time in force and all amendments to it;
  - (c) "Registered Address" of a member means her address as recorded in the register of members;
  - (d) "Senior teacher" means a certified teacher of Iyengar yoga who teaches at the Iyengar Yoga Centre of Victoria and is certified at the Intermediate Junior 3 level or higher.
- 1.2 The definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws. For the purposes of interpretation and application, the provisions in these by-laws will be considered to be in force '*from this day forward*', that is, from the day these by-laws are endorsed by the society members. Words importing the singular include the plural and *vice versa*; and words importing a female person include a male person and a corporation.

## **PART 2: MEMBERSHIP**

- 2.1 There shall be three types of membership.
  - (a) An **active member** shall be a person who has paid any dues determined by the Board of Directors of the society. An active member shall have both voice and vote at general meetings.
  - (b) An **honorary member** shall be a person who has made a significant lifetime contribution to the society and the discipline of Iyengar yoga, and has been nominated and approved by the board. The nominee shall be endorsed by the society membership and shall have voice, but no vote at general meetings. The first honorary member shall be Mr. B.K.S. Iyengar.
  - (c) A **supporting member** shall be a person or group who has made a significant contribution or shows on-going support to the society. A supporting member has neither voice nor vote at general meetings,.
- 2.2 A person may apply to the directors for membership in the society and on acceptance by the directors shall be an active member.
- 2.3 Every member shall uphold the constitution and comply with these bylaws.
- 2.4 Membership dues, if any, shall be determined by the board from time to time, and renewable each calendar year.
- 2.5 A person shall cease to be a member of the society:
  - (a) by delivering her resignation in writing to the secretary or by mailing it or delivering it to the address of the society;
  - (b) on her death or, in the case of a corporation, on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
- 2.6 A member may be expelled by a special resolution of the members passed at a general meeting subject to the following.
  - (a) It is the duty of the society to seek alternative solutions, proposing a special resolution for expulsion only as a final resort.
  - (b) A notice of special resolution for expulsion shall be delivered to the member at least 14 days prior to the general meeting, accompanied by full particulars stating the reason(s) for the proposed expulsion.
  - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 All members are in good standing except a member who has failed to pay her current annual membership fee (dues) or any other debt due and owing by her to the society and she is not in good standing so long as the debt remains unpaid.

## **PART 3: MEETINGS OF MEMBERS**

- 3.1 General meetings of the society shall be held at the time and place that the directors decide, in accordance with the *Society Act*.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 Upon receipt of a written request from not less than 10 active members, the directors shall convene an extraordinary general meeting within 21 days of receiving such a request.
- 3.4 At least **21** days written notice of a general meeting shall be given to every member whenever possible, and, in addition, shall be publicly posted in all areas frequented by the members. The notice shall specify the place, day, and hour of the meeting, as well as the reason for the meeting.
- 3.5 The accidental omission to give notice of a meeting or the non-receipt of a notice does not invalidate the proceeding at that meeting.
- 3.6 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 3.7 The annual general meeting shall, as a minimum requirement, include the following points (and record them in the minutes of the meeting):
  - (a) adoption of the rules of order;
  - (b) approval of the agenda;
  - (c) consideration of the financial statements;
  - (d) presentation of the directors' report(s);
  - (e) presentation of auditor report;
  - (f) election of directors;
  - (g) any other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice of convening the meeting.
- 3.8 The following rules shall govern quorum at general meetings.
  - (a) No business, other than the election of a chairperson and the adjournment and termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
  - (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (c) A quorum is 10 active members present or a greater number that the members present at a general meeting may determine.
  - (d) If a meeting is requested by members according to paragraph 3.3 and a quorum is not present within 30 minutes from the time scheduled for the meeting, the meeting shall be cancelled.

- (e) If an annual general meeting or other general meeting is scheduled and a quorum is not present within 30 minutes from the time scheduled for the meeting, the meeting shall be reconvened within 14 days.
- 3.9 The president shall preside as chairperson at general meetings. If the president is not present, the vice-president shall preside. If neither president or vice president is present, another of the directors chosen from the members present shall preside as chairperson.
- 3.10 If, at a general meeting, there is no president, vice president or other director present within (30) minutes after the time appointed for holding the meeting or the president and all other directors are unwilling to act as chairperson, the members present shall choose one of their number to (act as) chairperson (of the meeting).
- 3.11 A general meeting may be adjourned from time to time and place to place. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or any other business to be transacted at an adjourned meeting.
- 3.12 The following rules shall govern voting at general meetings.
- (a) An active member in good standing present at a meeting of members is entitled to one vote. An honorary member is entitled to voice but no vote. A supporting member is entitled to neither voice nor vote.
  - (b) Voting is by show of hands unless otherwise determined by the members present. Voting may be by ballot, including 'mail-in' ballot, should the members present so decide. If by mail-in ballot, members will identify the date by which ballots must be returned in order to be counted.
  - (c) In the case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote she may be entitled to as a member, and the resolution shall not pass.
  - (d) Voting by proxy is not permitted.
  - (e) A supporting member, if a group, through its authorized representative, is entitled to speak but not to vote, but in all other respects exercise the rights of a member, and that representative shall be reckoned as a associate/supporting member for all purposes with respect to a meeting of the society.

## **PART 4: DIRECTORS AND OFFICERS**

- 4.1 The directors must manage the affairs of the society and may exercise all the powers and duties of the society according to these bylaws and the Society Act.
- 4.2 No rule made by the society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

- 4.3 The following rules shall govern the directors and officers in the society.
- (a) The president, vice president, secretary, treasurer, and one or more other members in good standing, one of whom shall be a senior teacher, shall be directors and officers of the society. Any of the officer positions may be occupied by one or two persons. The immediate past president shall be an *ex officio* director.
  - (b) The number of directors shall be at least 3 active members, not including the president, vice president, treasurer, secretary or past president or a greater number determined from time to time at a general meeting.
  - (c) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
  - (d) No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the society.

- 4.4 The following rules shall govern the election, appointment and terms of office of directors of the society.

- (a) The directors shall retire from office at each annual general meeting when their successors will be elected. Each director may serve a maximum of **6** years before 'standing down' for a period of **1** year.
- (b) Separate elections will be held for each office to be filled.
- (c) An election may be by acclamation, otherwise it shall be by ballot.
- (d) If no successor is elected, the person previously elected or appointed continues to hold office.
- (e) The directors may, by special resolution and two-thirds of the votes of the members present, remove a director before the expiration of her office, and may elect a successor to complete the term of office.
- (f) If a director resigns her office, has more than 6 unexcused absences from meetings in a calendar year or otherwise ceases to hold office, the remaining directors may appoint a consenting member to take the place of the former director.
- (g) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

## **PART 5: PROCEEDINGS OF DIRECTORS**

- 5.1 The directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit. Regular meetings of directors shall follow a standard agenda, as follows:

- (a) Call To Order;
- (b) Consideration of the Minutes of the Last Meeting;
- (c) Receipt of Reports;

- (d) Correspondence and New Business;
  - (e) Adjournment.
- 5.2 The quorum shall be a majority of the directors unless the directors fix another quorum to transact business.
- 5.3 The president shall be chairperson of all meetings of the directors, but may appoint another director to chair a meeting with the consent of all other directors present, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairperson at that meeting.
- 5.4 An officer may at any time, and the secretary shall, on the request of an officer, convene a meeting of the directors.
- 5.5 A director who is not able to attend in person may send or deliver to the address of the society a notice, by letter or electronic mail, of any meeting of the directors and may at any time withdraw the notice.
- 5.6 Motions arising at a meeting of the directors and committee of directors shall be decided by consensus as much as possible. When consensus is not available, motions will be decided by majority of votes. In a case of equality of votes, the chairperson does not have a second or casting vote and the motion fails.
- 5.7 A motion in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.
- 5.8 Matters heard by the board relating to employees of the society or matters similarly requiring confidentiality otherwise identified by the board may be heard in camera. When a meeting or portion of a meeting is held in camera, the minutes of the meeting will reflect that the board met in camera.
- 5.19 A director may exclude herself from any portion of a meeting, as in the case of conflict of interest. She shall not be entitled to vote on a motion to which she has declared her conflict, and may not review the minutes of such discussion and vote. If a director is excluded from all or part of any meeting, the excluded period will be designated as in camera by the remaining members present, and the minutes from that portion of the meeting shall be held in confidence, and viewed only by those present at the meeting and the excluded director.
- 5.10 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and members as they think fit.
- (a) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report bi-monthly in exercise of these powers to a meeting of the directors.
  - (b) Board members may direct that an advisory committee made up of interested members may be set up from time to time. The board members may also direct that all such standing and *ad hoc* committees made up of members in good standing may be set up from time to time as are required to accomplish the purposes of the society.

- (c) A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- (d) The members of a committee may meet and adjourn as they think proper.

## **PART 6: DUTIES OF OFFICERS**

- 6.1 The president is the chief executive officer of the society
- 6.2 The vice-president shall carry out the duties of the president during her absence.
- 6.3 The secretary shall:
  - (a) conduct the correspondence of the society;
  - (b) issue notices of all meetings of the society and directors;
  - (c) keep and arrange for circulation and posting of all minutes of meetings of the society and directors; and,
  - (d) maintain records and documents of the society except those required to be kept by the treasurer.

In the absence of the secretary from a meeting, the directors present shall appoint another person to act as secretary at the meeting.

- 6.4 The treasurer shall ensure that :
  - (a) financial records are maintained to comply with the *Society Act*;
  - (b) financial statements are rendered to the directors, members, and others when required (or requested);
  - (c) the disbursement of funds, and the entries of revenue and expenditure are recorded in a form of general ledger appropriate to the society;
  - (d) all reports and returns required by the *Canada Revenue Agency*, and the *Registrar of Companies* of the Province of British Columbia including those required to maintain status as a charitable society are completed and submitted in a timely manner;
  - (e) all receipts for charitable purposes issued on behalf of the society are correctly drawn up, signed, and kept from improper scrutiny and misuse;
  - (f) provide reports on the above to the board at times and in a format approved by the board.

## **PART 7: FINANCIAL MANAGEMENT**

- 7.1 In order to carry out the purposes of the society the directors may, on behalf and in the name of the society raise or secure the payment or re-payment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures. No debenture shall be issued without the sanction of a special resolution.

- 7.2 The members may, by special resolution, restrict the borrowing powers of directors, but a restriction so imposed expires at the next annual general meeting.
- 7.3 The directors may, from time to time and as they see fit, invest the surplus funds held by the society, and may set ethical and practical guidelines for both investments and disbursements of these funds. Investments must be reviewed at each annual general meeting.
- 7.4 The directors shall designate the identity and number of signatures required on all cheques issued on behalf of the agency, that number never being fewer than two.
- 7.5 The society shall maintain at least one account with a chartered bank, credit union or trust company for the deposit of funds.
- 7.6 The funds and property of the society must be used and dealt with only for the purposes of the society, and in accordance with these bylaws. The society may invest and divest its funds only in securities that are authorized by law to invest in, and only and at all times by special resolution of the members.
- 7.7 The Society shall purchase and maintain all necessary insurance to protect the assets of the society .
- 7.8 (a) Subject to the Society Act, the society may provide insurance or other forms of indemnity to protect directors and officers or former directors or officers from personal loss to themselves, their assets or estates if risk of liability is incurred as a result of an act or duty arising from their office.
- (b) Notwithstanding 7.8(a), the society shall not provide indemnity for a director or officer if the liability arises from an act or omission of willful neglect, default, or bad faith.
- 7.9 (a) The books and accounts of the society shall be reviewed or audited at the termination of each fiscal year by a qualified individual or firm identified at the AGM preceding the end of the fiscal years
- (b) The reviewer or auditor shall annually provide the society with a written letter of review commenting on the state of the society's accounts, finances, and recording practices. The letter may also make recommendations for improvement of financial management and record-keeping, if any.

## **PART 8: NOTICES TO MEMBERS**

- 8.1 A notice may be given to a member, either personally or by mail (electronic or postal) at her registered address, when possible. A notice sent by mail (post) shall be deemed to have been given on the second day following that on which the notice is (placed in the postbox) posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed.
- 8.2 Notices of all general meetings must be posted publicly in and in such a manner as to be reasonably seen by all members and in such areas as a majority of members may frequent.

- 8.3 Notice of a general meeting shall be given to the members shown on the register as provided in Sections 8.1 and 8.2, and the auditor. No other person is entitled to receive a notice of general meeting, but interested others may receive an invitation to be in attendance at all or part of a general meeting.

## **PART 9: BYLAWS**

- 9.1 On being admitted to membership, each member is entitled to view a copy of the constitution and bylaws of the society.
- 9.2 These bylaws shall not be altered or added to, except by special resolution.

## **PART 10: GOOD GOVERNANCE**

- 10.1 All members of the society in good standing shall have reasonable right of access, with advance notice and subject to applicable legal restraint, to all records, documents, books, accounts and files of the society, and shall be entitled to require from the directors such information and explanation as may be necessary to judge the degree of risk management and good governance.
- 10.2 Notwithstanding the foregoing 'reasonable right of access', the society is committed to protecting privacy of personal information collected and held on behalf of members, supporters and donors. As such, personal information that can be used to distinguish, identify, or contact a specific individual will be collected with consent, held in confidence, protected with appropriate security measures, and not shared for any reason, unless the society is compelled by law to do so. The society will only collect information after stating the purpose for which it is to be used, and informants will be offered the opportunity to opt not to have their personal information shared for purposes beyond those for which it was collected.