

“SOCIETIES ACT”

BY-LAWS

Article I. Membership

Terms under which a person may be admitted to the society:

1. There shall be the following classes of members:
 - (a) Members;
 - (b) Honorary Patrons.
2. Members: Any person who supports and furthers the purposes of the society, and who desires to be actively involved in the operations of the society, may apply to the Board of Directors for membership in the society as a member.
3. Honorary Patrons: Any person who has made an outstanding contribution to the advancement of Yoga may be invited by the Board of Directors to become an Honourary Patron of the society.
4. The membership fee, if any, for each class of members, shall be determined by the Board of Directors.
5. The Board of Directors shall determine the day in each year when the membership fees, if any, from each member shall be paid.

Rights of Members:

6. Honorary Patrons shall be entitled to speak at any meetings of the members of the society.

Duties of Members:

7. It is the duty of each member, in order to remain in good standing in the society, to comply with the by-laws of the society and to pay when due the membership fee, if any, for the current year.

Article II. Termination of Membership

Conditions under which membership in the society ceases:

1. Any member who desires to withdraw from membership in the society may notify the Board of Directors in writing to that effect and on receipt by the board of Directors of such notice, the member shall cease to be a member.
2. A member shall cease to be a member upon failure to pay the annual membership fee, if any, on the date due.

Conditions under which a member may be expelled from the society:

3. Any member may be expelled from the society by an extraordinary resolution of the members passed in the General Meeting called for that purpose, provided that the member has the right to speak on his or her own behalf.

Article III. Meetings of Membership

Annual General Meeting:

1. The Annual Meeting shall be held in each calendar year at a place within the Province and on a day to be fixed by the Board of Directors.

Notice for General and Special Meetings:

2. Every notice of an annual, general or special meeting of the society shall state the nature of the business of the meeting and such notice shall be given to every member at least 21 days before such general or special meeting.

The Manner in Which Notice is to be Given:

3. Notice of any annual, general or special meeting shall be deemed to be given to every member if emailed or handed to every member, or if a notice of the annual, general or special meeting is advertised on the society's website.
4. The Board of Directors, or any two members of the Board of Directors, or ten per cent of the membership, but in no case less than two members of the society, may call a special meeting of the society for any purpose.
5. Any persons calling a meeting of the membership of the society pursuant to Article III, Clause 4, shall be responsible for the administration and preparation of the meeting.
6. The rules of procedure at an annual, general or special meeting shall be determined by the Board of Directors, or if any member objects, then Roberts' Rules of Order shall apply.

Quorum for General and Special Meetings:

7. A quorum for the transaction of business at any annual, general or special meeting of the society shall be ten per cent of the membership as they appear on the membership rolls.

Voting Rights of Members:

8. Only members of the society and honorary patrons can vote at any meeting of the members of the society.
9. Any resolution or motion shall be deemed passed, if a majority of the members present vote in favour of such resolution or motion. For an extraordinary resolution, a majority must be a two-thirds majority.

IV. Directors and Officers

Directors:

1. The number of Directors shall be reviewed and determined from year to year at the annual meeting, but in no event shall the number of positions on the Board of Directors be less than four.

Appointment of Directors:

2. The Directors of the society shall be elected by the members of the society at the annual meeting and shall hold office until the next annual meeting.
3. The Directors of the society shall have the power at any time, and from time to time, to appoint any member of the society as an additional Director or to fill a vacancy on the Board of Directors.

Duties and Powers of Directors:

4. The management and the administration of the affairs of the society shall be vested in the Board of Directors. In addition to the powers and authority given by the by-laws or otherwise expressly conferred upon them, the Directors may exercise all such powers of the society and do all such acts on its behalf as are not by the Societies Act or any of these by-laws required to be exercised or done by the society at a general or special meeting. The Directors shall have full power to make such rules and regulations as they deem necessary, provided that such rules and regulations are not inconsistent with the Constitution of the society and these By-Laws.
5. The Directors may hire an Executive Director and determine his or her responsibilities and authority in dealing with the affairs of the society. The Directors have discretion to review and change any decision of the Executive Director provided he or she is afforded an opportunity to comment on such change to the Board.
6. If an Executive Director is not hired, any duty of authority vested in the Executive Director by virtue of these by-laws is to be assumed by the Directors.

Directors' Meetings:

7. The Directors shall determine their own procedure and quorum. The Executive Director shall be entitled to speak at any meeting of the Directors.
8. A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted, provided the Executive Director has notice of the resolution, and has the opportunity to make comment on it to the Directors.

Directors' Remuneration:

9. No Director shall receive remuneration for performance of his or her duties as Director.

Removal of Directors:

10. Directors shall cease to hold office upon their ceasing to be members of the society.

11. Five per cent of the members, but in no case less than two members can require the Directors to call a special meeting of the members of the society for the purpose of removing any member of the Board of Directors and/or substituting a new member in that position.

Officers of the Society:

12. The officers of the Society shall consist of the President, the Vice-President, the Secretary, the Treasurer, plus such other officers as may be determined at a meeting of the members of the society.

Election of Officers:

13. The officers of the society shall be elected by the Directors from among the Directors at the first meeting of the Directors next following the meeting of members at which the Directors are elected. The Directors may assign an officer role to more than one person if they deem it necessary.

Duties and Powers of Officers:

14. President: The President shall be the Chief Officer of the society, and shall preside at all meeting of the society and of its Board of Directors.

15. Vice-President: The Vice-President shall generally assist the President and shall in the event of the absence or disability of the President, perform his or her duties and possess his or her authority.

16. Secretary: The Secretary shall keep an accurate record of the proceedings of the society, including the minutes of and attendance at all meetings, and shall send out notices of all meetings. The Secretary shall conduct the correspondence of the society as directed by the Board of Directors, and shall keep and maintain a file of correspondence, and an accurate list of the membership.

17. Treasurer: The Treasurer shall be custodian of the funds of the society, receiving all monies and disbursing them as directed by the Board of Directors. The Treasurer shall keep an accurate record of monies received and paid out, and shall make available to the annual meeting an accounting of all monies of the society.

18. The Board of Directors shall decide who has signing authority to issue cheques drawn on the funds of the society.
19. The other officers of the Board of Directors, if any, shall perform such duties as are determined by the membership. Directors can delegate duties and powers to the other officers of the Board of Directors, or to the Executive Director, that are not inconsistent with any resolution passed by the membership, or inconsistent with these by-laws or the Societies Act.

Officers' Remuneration:

20. Officers of the society shall receive no remuneration for the performance of their duties as officers.

Removal of Officers:

21. Officers of the society may be removed as officers by a majority vote of the Directors.

Article V. Borrowing Powers

1. The society shall have the power to borrow or raise or secure the payment of money in such manner as the society shall think fit and without limiting the foregoing, the society may issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the society's present or future property, and may purchase, redeem or pay off any such security.

Article VI. Audits of the Accounts of the Society

1. The Directors shall present before the members of the society at the annual general meeting a financial statement showing the income and expenditure, assets and liabilities, of the society during the preceding fiscal year; the said financial statement shall be signed by two or more Directors or by the society's auditor.

Article VII. Maintenance of Minutes and Other Books and Records

1. The Directors shall see that the minutes of members' meetings and minutes of Directors' meetings, and all other necessary books and records of the society required by the by-laws of the society or by any applicable statute or law are regularly and properly kept.

Article VIII. Inspection of Records of the Society

1. The books and records of the society shall be open to inspection by the members at all reasonable times at the office of the society.

Article IX. Altering By-Laws

1. The by-laws of the society may be amended at any general, special, or annual meeting of the society by an extraordinary resolution adopted by two-thirds majority vote of the members of the society present at the meeting.
2. Notice to amend any by-law or to introduce a new one shall be given in writing at a meeting of the society previous to the meeting or circulated to the members seven days in advance of the meeting at which it is intended to be considered.

Article X. Location of the Society

1. The operation of the society will be carried on in the City of Vancouver, in the Province of British Columbia.
2. At any annual meeting or special meeting the members may by resolution set up a branch office consistent with the requirements of the Societies Act.

Article XI. Provisions Formerly Unalterable in the Constitution

1. The society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects.
2. In the event of winding up or dissolution of the society, funds and assets of the society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with social problems or organizations determined by the members of the society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by Canada Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.