

# THE YOGA ASSOCIATION OF ALBERTA

## BYLAWS

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### ARTICLE 1 – PREAMBLE

#### 1.1. The Association

The name of this association shall be THE YOGA ASSOCIATION OF ALBERTA which may be known or referred to as the YAA (hereinafter referred to as the Association). The Association shall be a non-profit organization as defined by the Income Tax Act of Canada incorporated under the Societies Act of Alberta.

#### 1.2 The Bylaws

The following articles set forth the Bylaws of the Association and regulate the transactions of business and affairs of the Yoga Association of Alberta.

### ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

#### 2.1 Definitions

In these bylaws, the following words have these meanings.

- 2.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 **Annual General Meeting** is a General Meeting.
- 2.1.3 **Bylaws** means the Bylaws of this Association as amended.
- 2.1.4 **Director** means any person elected or appointed to the Executive. This includes the President, the immediate Past President and Members at Large (MAL).
- 2.1.5 **Executive** means the Board of Directors of this Association.
- 2.1.6 **General Meeting** means General Meeting. Executive Meeting means the regular meeting of the Executive.
- 2.1.7 **Member** means a Member of the Association.
- 2.1.8 **Officer** means any Officer listed in Article 6.2.
- 2.1.9 **Registered Office** means the registered office for the Association.

- 2.1.10 **Register of Members** means the register maintained by the Executive containing the names of the Members of the Association.
- 2.1.11 **Association** means The Yoga Association of Alberta.
- 2.1.12 **Special Meeting** means the Special Meeting described in Article 5.2.
- 2.1.13 **Special Resolution** means a resolution passed at a General Meeting of the membership of this Association. There must be twenty-one (21) days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members present.
- 2.1.14 **Voting Member** means a Member entitled to vote at the meetings of the Association.

## 2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 **Corporation:** words indicating persons also include corporations.
- 2.2.3 **Headings:** are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

## ARTICLE 3 – OBJECTS OF THE ASSOCIATION

- 3.1 **The objects of the Association are outlined in a separate document.**

## ARTICLE 4 – MEMBERSHIP

### 4.1 Classification of Members

- 4.1.1 **Full Member:** Any individual person interested in and actively pursuing the objectives of the Association may become a full member, with voting privileges, upon payment of an annual fee or lump sum lifetime member fee set by the Executive and approved at a General Meeting of the Association.
- 4.1.2 **Associate Member:** Any individual person interested in and actively pursuing the objectives of the Association may become an associate member, with voting privileges, upon annual payment of an associate member fee set by the Executive and approved at a General Meeting of the Association.
- 4.2 **Termination of Membership:** Any member who has not paid dues and assessments within one month of becoming due shall have his/her membership terminated.
- 4.3 **Reinstatement of Membership:** A former member may be reinstated upon payment of the delinquent dues and assessments.

- 4.4 **Suspensions and Expulsions:** Any member who has seriously contravened the Code of Ethics of the Association may be suspended or expelled from the Association by a two-thirds majority of the Executive. This would become effective immediately after the vote.
- 4.5 **Voluntary Withdrawal:** Any member may withdraw from membership upon giving notice in writing to the Secretary at the Registered Office. Dues are non-refundable.
- 4.6 **Death:** The membership of a member is ended upon his/her death.
- 4.7 **Membership Year:** Memberships shall be for the period January 1 to December 31.
- 4.8 **Transmission of Membership:** No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.
- 4.9 **Continued Liability for Debts Due**  
Although a Member ceases to be a Member, by death, resignation or otherwise, he/she is liable for any debts owing to the Association at the date of ceasing to be a Member.

## **ARTICLE 5 – MEETINGS OF THE ASSOCIATION**

### **5.1 General Meeting:**

- 5.1.1 A General Meeting shall be held in Alberta before the end of May each year. The place and date are decided by the Executive.
- 5.1.2 Notices of a General Meeting's place, date and time and any business requiring Special Resolution will be included in a notice at least twenty-one (21) days prior to the meeting. These notices shall be mailed or distributed to the most recent address provided by a member of the Association.
- 5.1.3 **Agenda for a General Meeting**  
A General Meeting is held in order to conduct the business of the Association and deals with the following matters:
- (a) Adopting the agenda;
  - (b) Adopting the minutes of the last General Meeting;
  - (c) Considering the President's report;
  - (d) Reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor(s)' report;
  - (e) Appointing the auditors;
  - (f) Electing Members of the Executive to replace those whose terms are expiring;
  - (g) Establishing membership dues for the coming year;
  - (h) Considering matters specified in the meeting notice.

- 5.1.4 **Quorum:** Half the Executive plus twenty-five other members shall constitute a quorum for any General Meetings of the Association.

### **5.2 Special Meeting of the Association:**

- 5.2.1 Special Meetings may be called at any time:

- (a) By a resolution of the Executive to that effect; or
- (b) On the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- (c) On the written request of at least twenty percent (20%) of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.

5.2.2 **Notice:** The Secretary notifies all members, to the most recent address provided by a member of the Association, twenty-one days prior to the meeting, of the purpose, time and place of the Special Meeting as determined by the Executive.

5.2.3 **Agenda for Special Meeting:** Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.2.4 **Procedure at the Special Meeting:** Any Special Meeting has the same method of voting and the same quorum requirements as a General Meeting (see 5.3.3 & 5.1.4)

### 5.3 **Proceedings at a General or a Special Meeting**

5.3.1 **General Meetings of the Association** are open to the public. A majority of the Members present may ask any person(s) who are not Members to leave.

5.3.2 **Failure to Reach Quorum:** The President cancels the General Meeting if quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled by the Executive present. If a quorum is not present within ten minutes after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 **Voting:** Any Member in good standing shall have the right to one vote in person at any General Meeting or Special Meeting. All voting at General Meetings and Special Meetings shall be by simple majority of those present. A show of hands decides every vote at every General Meeting. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated. A voting member may not vote by proxy.

5.3.4 **Nomination:** Nominations of candidates by any two members will be accepted at a General Meeting. Members who are not present can be nominated upon presentation of a nominating form to the Executive at least two weeks before the General Meeting. This form must include signatures of the member being nominated, indicating his/her agreement to be nominated, and two nominating members. The Executive shall nominate one or more candidates for each Executive position up for election that year. Members vote for Executive Positions in person at a General Meeting.

5.3.5 **Failure to Give Notice of Meeting:** No action taken at a General Meeting is invalid due to accidental omission to give any notice to any Member; or any Member not receiving any notice; or any error in any notice that does not affect the meaning.

## ARTICLE 6 – THE GOVERNMENT OF THE ASSOCIATION

### 6.1 **The Executive (Board of Directors)**

6.1.1 **The Governance and Management of the Association** shall be governed by a Board of Directors, herein referred to as the Executive. The Executive may hire a paid administrator to carry out management functions under the direction and supervision of the Executive.

6.1.2 **Powers and Duties of the Executive**

The Executive has the powers of the Association, except as stated in the Societies Act. The powers and duties of the Executive include:

- (a) Promoting the objects of the Association;
- (b) Promoting membership in the Association;
- (c) Hiring employees, to operate the Association;
- (d) Regulating employees' duties and setting their salaries;
- (e) Maintaining and protecting the Associations assets and property;
- (f) Approving an annual budget for the Association;
- (g) Paying all expenses for operating and managing the Association;
- (h) Paying persons for services and protecting persons from debts of the Association;
- (i) Investing any extra monies;
- (j) Financing the operations of the Association, and raising or securing monies;
- (k) Making policies for managing and operating the Association;
- (l) Approving all contracts for the Association;
- (m) Maintaining all accounts and financial records of the Association;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- (p) Selling, disposing of, or mortgaging any or all of the property of the Association; and
- (q) Without limiting the general responsibility of the Executive, delegating its powers and duties to the Executive Director or the paid administrator of the Association.

6.1.3 **Composition of the Executive:** The Executive shall consist of the President, the Past President, the Vice-President, the Secretary, the Treasurer, herein referred to as the Officers, and at least two Members-at-Large up to a maximum of six MALs.

6.1.4 **Election and Terms of Office of the Executive.** The Executive will be elected for two-year terms at the General Meeting. Only Full Members qualify for election to the Executive.

6.1.5 **Resignation, Death or Removal of a Director or Officer:** If any member of the Executive dies, becomes incapacitated, resigns from office, is absent from three or more Executive meetings without reasonable excuse, or is expelled from the Association, the remaining members of the Executive shall declare his/her office vacant and appoint a member to replace him/her until the next General Meeting.

6.1.6 **Executive Meetings:**

6.1.6.1 There shall be at least three Executive meetings per year. Additional meetings may be called at the discretion of the President. The date for the next meeting is set at the previous meeting, and absent members are to be notified of the date for the next meeting by e-mail, FAX, mail or phone. If any business requiring the approval of the Executive arises between scheduled meetings of the Executive, the President or other Officer shall make all reasonable attempts either to set up a meeting or to contact each member for a decision on the business matter. In no case shall such a business decision be made without the approval of at least a simple majority of the sitting members of the Executive.

- 6.1.6.2 The President calls the meetings. The Executive may hold its meetings at such place(s) within the Province of Alberta as it may determine from time to time.
- 6.1.6.3 A quorum shall consist of at least half (50%) of the members of the Executive, one of whom must be either the President or the vice-President and another of whom must be another Officer.
- 6.1.6.4 All questions shall be decided by a simple majority vote. In the event of a tie vote the motion is defeated.
- 6.1.6.5 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive.

## 6.2 **Officers**

- 6.2.1 The Officers of the Association are the President, Past President, Vice-President, Secretary and Treasurer.
- 6.2.2 The Officers hold office until re-elected or until a successor is elected.

## 6.3 **Duties of the Officers of the Association**

- 6.3.1 **President:** the President is the chief Officer of the Association charged with the general management and supervision of the affairs and operations of the Association. The President shall, when present, preside at all meetings of the Association and of the Executive. The President is an *ex officio* member of all Committees. The President acts as the spokesperson for the Association.
- 6.3.2 **Past President:** The Past President, normally the immediate past President of the Association, is responsible for contributing to the management of the affairs of the Association by providing advice to the President and other Officers. Immediate Past Presidents may sit on the Executive with full voting privileges.
- 6.3.3 **Vice-President:** The vice-President performs the duties of the President whenever the President shall cease to hold office for any reason or be prevented from attending to his duties, and presides at all meetings of the Association or the Executive in the absence of or upon the request of the President.
- 6.3.4 **Treasurer:** The Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association; shall deposit all monies to the credit of the Association in such bank as designated by the Executive; shall prepare for submission to a General Meeting for approval a statement, duly audited, of the financial position of the Association; shall prepare and present a budget when requested by the Executive. The Executive may establish a paid position to carry out assigned duties as required and permitted by funding.
- 6.3.5 **Secretary:** The Secretary shall be responsible for giving proper notice of all meetings and for recording the minutes of all meetings of the Association and of the Executive; shall be the custodian of the seal of the Association and of all books, records, correspondence, contracts and other documents belonging to the Association to be delivered to such person or persons when and as directed by the Executive; shall perform such other duties as determined from time to time by the Executive. The secretary files annual return, changes in directors of the Association, amendments to the Bylaws and other incorporating documents with the Corporate Registry. The Executive may establish a paid position to carry out assigned duties as required and permitted by funding.

- 6.3.6 **Members-at-Large:** The Members-at-Large shall have such duties as assigned by the Executive from time to time.
- 6.3.7 All Executive members shall be responsible for promoting cooperation with local yoga groups in their region of the province.
- 6.4 **Committees:** Committees shall be established by the Executive as deemed necessary, either to carry out the activities of the Association or to work with local yoga groups on joint activities. Committees shall report to the Executive.
- 6.4.1 **Teacher Certification**
- a) **Committee:** The Executive shall establish a Teacher Certification Committee to oversee the certification of members as teachers.
- b) **Certification Criteria:** The Executive is responsible for teacher certification standards and criteria to be met by a member to be recognized as a Certified Teacher.
- c) **Registration of Teachers:** The Chairman or Certification Administrator of the Teacher Certification Committee shall manage the applications for certification and present member teachers who have met the criteria to the executive for approval.
- 6.5 **Paid Positions**
- 6.5.1 The Executive may establish a paid position of Executive Director to carry out assigned duties as required and permitted by funding.
- 6.5.2 The duties and remuneration of any such Executive Director shall be established by the Executive.
- 6.5.3 The activities of the Executive Director shall be overseen by the President to whom the Executive Director shall report.
- 6.6.4 The Executive Director acts as the administrative officer of the Executive in:
- attending Executive, and other meetings as required;
  - hiring, supervising, evaluating and releasing all other paid staff;
  - interpreting and applying the Executive's policies;
  - keeping the Executive informed about the affairs of the Association;
  - maintaining the Association's books;
  - preparing budgets for Executive approval;
  - planning programs and services based on the Executive's priorities; and
  - carrying out other duties assigned by the Executive.
- 6.6.5 **Termination of Employment:** Employee contracts can be terminated at any time due to any reason as authorized by the Executive.
- 6.6.6 **Other paid staff** may be hired by the Executive Director as required to help with carrying out the activities of the Association upon approval of the Executive. Duties and remuneration of paid staff shall be established by the Executive.

## ARTICLE 7 – FINANCIAL AND CONTRACTUAL MATTERS

- 7.1 **Registered Office, Address and Records:** The registered office of the Association shall be in the province of Alberta, determined by the Executive and recorded in the YAA Policy. All documents

and the seal of the Association shall be kept at this address and may be inspected by the members of the Association by contacting the President of the Association.

## 7.2 **Finance and Auditing**

7.2.1 The fiscal year of the Association ends on December 31 of each year.

7.2.2 **Auditors** of the Association shall be appointed at a General Meeting and their duties regulated in accordance with the Societies Act. Books, accounts and records of the Association shall be audited at least once a year prior to a General Meeting. In the event that auditors were not appointed at a General Meeting, auditors may be appointed by the Executive. No member of the Executive may be appointed to conduct this audit.

7.3 **Seal:** The Association shall have a corporate seal or seals which shall be of such form and device as may be adopted by the Executive, and the Executive may make such provisions as the Executive thinks fit with respect to the affixing of the Seal and the appointment of an Officer or persons to attest by their signatures that such seal was duly affixed.

## 7.4 **Cheques and Contracts of the Association**

7.4.1 **Cheques and Banking Documents:** Signing authority will be established by the Executive at a General Meeting. All cheques must have two authorized signatures. Those with signing authority sign all cheques or other orders for the payment of money; sign notes or other evidences of indebtedness issued in the name of the Association; make deposits on behalf of the Association; and generally conduct the banking and financial affairs of the Association.

7.4.2 **Execution of Documents:** Unless otherwise authorized by the Executive, all written contracts and engagements on behalf of the Association shall be signed by Officers of the Executive or other persons authorized to do so by resolution of the Executive.

## 7.5 **The Keeping and Inspection of the Books and Records of the Association**

The minutes of all meetings, books and records of the Association as required by the Bylaws, the Societies Act or any other statute or laws will be kept at the Association office. A member wishing to inspect the books or records of the Association, which can only take place at the Association office, must give reasonable notice to the President or Secretary of the Association of his intention to do so.

## 7.6 **Raising and Securing Funds and Borrowing Powers:**

7.6.1 **Raising and Securing Funds:** The Association may raise or secure funds to meet its objects and operations. The Executive decides the amounts and ways to raise money.

7.6.2 **Borrowing Powers:** The Association may borrow funds as approved at a General Meeting by a 75% majority.

7.7 **Payments:** No member, Director or Officer of the Association receives any payment for his/her services as a Member, Director or Officer. Reasonable expenses incurred while carrying out duties of the Association may be reimbursed.

## 7.8 **Protection and Indemnity of Directors and Officers**

7.8.1 Each Director or Officer holds office with protection from the Association. Neither the Executive collectively, nor the individual members of the Executive, shall be liable for debts or liabilities of the

Association. The Association shall indemnify its directors and officers, former directors and officers, and employees and volunteers and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made parties by reason of being directors, officers, employees or volunteers of the Association, including an action by or on behalf of the Association, if:

- a) they acted honestly and in good faith with a view to the best interests of the Association; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing the conduct was lawful or were acquitted; and
- c) they gave notice to the Association of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also co-operated with the Association in the defense of the action or proceeding to such extent as may be reasonable in the circumstances.

Directors or Officers can rely on the accuracy of any statement or report prepared by the Associations auditors. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report. No Director or Officer is liable for the acts of any other Director, Officer, employee or member. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.

#### **ARTICLE 8 – AMENDING THE BYLAWS**

- 8.1 The objects of the Association or these Bylaws may be added to, altered or rescinded by special resolution at a General Meeting by a majority of not less than three-quarters of those casting votes in person. The Executive must provide written notice of proposed changes at least twenty-one (21) days prior to a General Meeting at which the vote is to be conducted.
- 8.2 Upon the Objects or Bylaws being amended, the Secretary shall submit the amended Objects or Bylaws to the Corporate Registry of Alberta for approval and registration.

#### **ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**

- 9.1 Dissolution: In the event of dissolution of the Association, any assets remaining after satisfying all liabilities of the Association shall be donated to a registered and incorporated charitable organization having similar objects as the Association, as determined by the Executive. In no event do any members receive assets of the Association.