



BY-LAWS

IYENGAR YOGA ASSOCIATION OF CANADA/
ASSOCIATION CANADIENNE DE YOGA IYENGAR

****First Honorary President, Sri B.K.S. Iyengar (1918-2014)****

Amended: OCTOBER 21, 2016

TABLE OF CONTENTS

<u>Section</u>		<u>Page</u>
1.	General	1
	1.01	1
	1.02	2
2.	Membership	3
	2.01	3
	2.02	3
	2.03	3
	A.	3
	B.	4
	C.	4
	2.04	4
	2.05	4
	2.06	5
	2.07	5
	2.08	5
	2.09	5
3.	Honorary Status	6
	3.01	6
	3.02	6
4.	Friend of the IYAC/ACYI	6
	4.01	6
	4.02	7
	4.03	7
	4.04	7
	4.05	7
5.	Board of Directors	8
	5.01	8
	5.02	8
	5.03	8
	5.04	8
	5.05	9
	5.06	10
	5.07	10
	5.08	11
	5.09	11
	5.10	11
	5.11	11
	5.12	12

5.13	Presence of Directors at Elections	12
5.14	Frequency, Venue, & Notice of Board Meetings	12
5.15	One Vote Per Director	13
5.16	Electronic Participation at Meetings	13
5.17	Quorum at Meetings	13
5.18	Recording Director Resolutions	14
5.19	Directors' Written Resolution in <i>Lieu</i> of Meeting	14
5.20	Appointment of Additional Directors	14
5.21	Cessation of Office	14
5.22	Filling Ceased Director Vacancies	14
5.23	Debt Obligations	15
6.	Officers	15
6.01	Positions	15
6.02	Honorary Presidents	15
6.03	Qualifications	15
6.04	Election & Appointment	16
6.05	Term of Office	16
6.06	Officer Duties	16
6.07	Officer Powers	18
6.08	Frequency, Venue & Notice for Officer Meetings	18
6.09	Electronic Participation at Meetings	18
6.10	Cessation of Office	18
6.11	Filling Ceased Officer Vacancies	19
7.	Member Committees	19
7.01	Appointment by Board	19
7.02	Participants	19
7.03	Rules of Procedure	19
7.04	Resignation & Removal of Participants	19
8.	Consensus Decision-Making	20
8.01	Definition of Consensus	20
8.02	When Voting Must Occur	20
8.03	Procedure When Consensus Fails	21
9.	Meetings of Members	22
9.01	Frequency of Meetings	22
9.02	Business at AGMs	22
9.03	Calling of Meetings	22
9.04	Chairperson	23
9.05	Persons Entitled to be Present	23
9.06	Quorum	23
9.07	Electronic Participation	23
9.08	Venue	24
9.09	Notice of Meetings	24
9.10	Adjournments	25
9.11	Voting	25
9.12	Recording Member Resolutions	25
9.13	Written Resolution in <i>Lieu</i> of Meeting of Members	26

10.	Proxy Voting/Consensus Views	26
10.01	Proxy Requirements	26
10.02	Maximum Number of Members Per Proxy	28
10.03	Collecting, Counting, & Reporting Proxy Results	28
11.	Member Proposals	29
11.01	General	29
11.02	Expenses	29
11.03	Board Obligations	29
11.04	Board Refusal of Member Proposal	29
12.	Member Discipline	30
12.01	Grounds for Complaint	30
12.02	Commencement of Complaint	30
12.03	Appointment of Complaint Panel	30
12.04	General Principles	31
12.05	Informal Resolution	32
12.06	Initial Communications	32
12.07	Investigation of Complaint	33
12.08	Results of Investigation	34
12.09	Consent to Written Proceeding	34
12.10	Informal Oral Hearing	34
12.11	Decision & Reasons	35
12.12	Sanctions	35
12.13	No Right of Appeal	36
12.14	Limited Reconsideration Power	36
12.15	Withdrawal of Complaint	36
12.16	Admission of Allegations	36
12.17	Representation	36
12.18	Legal Rules & Procedures	37
12.19	Extensions of Time & Adjournments	37
12.20	Vexatious & Frivolous Complaints	37
12.21	Complaint Panel Termination	38
13.	Making, Repealing, & Amending By-Laws	38
13.01	Making, Repealing, & Amending by the Board	38
13.02	Legal Effect & Ratification by Members	38
13.03	Exceptions to Board By-Law Power	39
	A. Matters Requiring Special Resolution by General Membership	39
	B. Matters Requiring Special Resolution by Membership Categories	40
13.04	Submission of Approved By-Laws	40
14.	Restating & Amending Articles	41
15.	Audits, Reviews, & Public Accountant	41

15.01	Annual Assessment & Determination	41
15.02	Selection & Remuneration of Public Accountant	41
16.	Financial Year	41
17.	Remuneration	41
18.	Compensation for Expenses	42
	18.A Indemnification	42
19.	Execution of Documents	43
20.	Certified Copies	43
21.	Corporate Seal	43
22.	Registered Office	43
23.	Books & Records	43
24.	Errors & Omissions in Notices	43
25.	Invalidity of By-Law Provisions	43
26.	Dispute Resolution	44
27.	Repeal of Former By-Laws & Coming Into Force & Effect	44
28.	Transitional Provisions	44
28.01	Continuation of Honorary Status	44
28.02	Continuation of Officers, Directors & Committees	44
28.03	Continuation of Members in New Membership Categories	44
28.04	Ceased Membership Categories	45
28.05	Ceased Zonal Ethics Committees	45

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the
Iyengar Yoga Association of Canada/Association canadienne de yoga Iyengar

SECTION 1 – GENERAL

1.01 Definitions

Unless the context otherwise requires, in this by-law and all other by-laws of the Iyengar Yoga Association of Canada/Association canadienne de yoga Iyengar as amended and from time to time in force and effect:

1. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the regulations made pursuant to the *Act* and any statute or regulations that may be substituted, as amended from time to time;
2. "AGM" means an Annual General Meeting of the Members of the IYAC/ACYI;
3. "Articles" means the IYAC/ACYI's original articles of continuance, restated articles of continuance and articles of amendment under the *Act*;
4. "Board" means the group of Directors of the IYAC/ACYI;
5. "By-Laws" means this by-law and subsequent by-laws of the IYAC/ACYI as amended and from time to time in force and effect;
6. "Certification Mark" means the IYAC/ACYI's Canadian Registered Trademark Number TMA665,284 as set out below:



7. "Complainant" means a person who commences a Complaint against a Member pursuant to section 12 of this By-Law;
8. "Complaint" means a complaint filed pursuant to section 12 of this By-Law;
9. "Director" means a director on the IYAC/ACYI Board;
10. "Former By-Laws" means the IYAC/ACYI by-laws as amended and in force and effect immediately prior to the coming into force of this By-Law;
11. "Former Committee" means an IYAC/ACYI Member Committee which existed immediately prior to the coming into force of this By-Law;

12. "Former Director" means an IYAC/ACYI Director in office immediately prior to the coming into force of this By-Law;
13. "Former Officer" means an IYAC/ACYI Officer in office immediately prior to the coming into force of this By-Law;
14. "IYAC/ACYI" means the Iyengar Yoga Association of Canada/Association canadienne de yoga Iyengar;
15. "Iyengar Yoga" means the art, science and philosophy of yoga in the tradition and method of B.K.S. Iyengar;
16. "Meeting of Members" means a meeting of the Members of the IYAC/ACYI and includes an AGM and/or a Special Meeting of Members;
17. "Member" means a member in good standing of the IYAC/ACYI;
18. "Member-in-Question" means a Member against whom a Complaint has been filed pursuant to section 12 of this By-Law;
19. "Officer" means Honorary Presidents, President, Vice-President, Treasurer, or Secretary of the IYAC/ACYI;

Amended October 21, 2016, AGM

20. "Ordinary Resolution" means a resolution passed by consensus or a majority of not less than 50% plus 1 of the votes cast on the resolution;
21. "*Regulations*" means the regulations made under the *Act*, as amended from time to time;
22. "RIMYI" means the Ramamani Iyengar Memorial Yoga Institute in Pune, India;
23. "Special Business" means business conducted at a Special Meeting of Members and all business conducted at an AGM except consideration of the annual financial statements, public accountant's report, election of Directors, and appointment of a public accountant;
24. "Special Meeting of Members" means a meeting of any category or categories of Members or a meeting of all Members convened to discuss Special Business; and
25. "Special Resolution" means a resolution which cannot be passed by consensus and must be passed by a majority of not less than two-thirds (2/3) of the votes cast on the resolution.

1.02 Interpretation

In the By-Laws

1. words in the singular include the plural and vice-versa;
2. words in one gender include all genders;
3. references to "person" include an individual, body corporate, partnership, trust and unincorporated organization; and

4. other than as specified in subsection 1.01 above, words and expressions defined in the *Act* have the same meanings when used in the By-Laws.

SECTION 2 – MEMBERSHIP

2.01 Membership Categories

Subject to the Articles, the IYAC/ACYI membership categories are

1. Certified Teacher;
2. Teacher Trainee; and
3. General.

2.02 Conditions for All Membership Categories

Members of all membership categories shall

1. be an individual;
2. support the studying, teaching, dissemination and promotion of the art, science and philosophy of Iyengar Yoga;
3. apply for and be admitted as a Member in accordance with the IYAC/ACYI procedures and requirements;
4. abide by the written procedures, ethical standards, and policies of the IYAC/ACYI;
5. be a Member of only one membership category; and
6. pay annual membership dues.

2.03 Conditions for Specific Membership Categories

A. Certified Teacher Member

A Certified Teacher in good standing

1. holds a valid Introductory Level 2 or higher Iyengar Yoga teaching certificate issued by
 - a. the IYAC/ACYI;
 - b. the RIMYI; or

- c. a foreign Iyengar Yoga association authorized by the RIMYI and recognized by the IYAC/ACYI, if the individual resides in Canada;
2. teaches only Iyengar Yoga without mixing other yoga methods;
3. complies with the written IYAC/ACYI policies on teaching standards, minimum requisite teaching hours, and professional development;
4. is entitled to receive notice of, attend, and vote in the amount of one vote per Member at Meetings of Members; and
5. is eligible to apply for the IYAC/ACYI group liability insurance coverage.

B. Teacher Trainee Member

A Teacher Trainee in good standing

1. studies in an IYAC/ACYI-recognized Iyengar Yoga teacher trainee programme;
2. must apply to become a Teacher Trainee Member upon commencement of the IYAC/ACYI-recognized teacher trainee programme;
3. is entitled to receive notice of, attend, and vote in the amount of one vote per Member at Meetings of Members; and
4. is eligible to apply for the IYAC/ACYI group liability insurance coverage.

C. General Member

A General Member in good standing

1. is a practitioner of Iyengar Yoga;
2. does not fit within any other membership category;
3. is entitled to receive notice of, attend, and vote in the amount of one vote per Member at Meetings of Members; and
4. is not eligible to apply for the IYAC/ACYI group liability insurance.

2.04 Admission of Members

The Board shall consider and determine membership admission applications, withdrawal applications and transfer applications.

Alternatively, the Board may authorize and direct another manner in which membership admission applications, withdrawal applications and transfer applications shall be considered and determined.

2.05 Term of Membership

The term of membership for all categories is annual, subject to renewal in accordance with the written procedures and policies of the IYAC/ACYI.

2.06 Setting Membership Dues

The Board shall, after consulting with Members and considering their feedback, set the amount of annual membership dues which may vary according to the type of membership category.

Board consultation with Members does not have to be at a Meeting of Members. Consultation may occur by circulating proposals to Members and receiving Member feedback by means of a telephonic, electronic, or other communication facility.

2.07 Waiving or Reducing Membership Dues

On application by an individual or in the Board's own discretion, the Board may on a case-by-case basis and in exceptional circumstances waive or reduce membership dues for an individual.

2.08 Withdrawal & Transfer of Membership

Membership is personal to the individual and cannot be transferred to another person.

A Member may withdraw from a membership category if the purpose of the withdrawal is to transfer to another membership category.

A Member may transfer from one membership category to another membership category if the IYAC/ACYI determines that the Member meets the required conditions for the category to which she or he is transferring.

To withdraw from a membership category and transfer to another membership category, a Member shall apply to the IYAC/ACYI for withdrawal and transfer consideration and determination in accordance with the written IYAC/ACYI policies and procedures.

2.09 Cessation of Membership

A Member ceases to be a Member when

1. a Member dies;
2. a Member resigns by delivering a written resignation to the IYAC/ACYI Membership Registrar in which case such resignation shall be effective on the date specified in the resignation or, if no date is specified, the date the resignation was received by the IYAC/ACYI;

3. a Member fails to maintain any of the qualifications for membership described in the By-Laws;
4. a Member is expelled or membership is otherwise suspended or terminated in accordance with the Articles or By-Laws;
5. a Member's term of membership expires; or
6. the IYAC/ACYI is liquidated and dissolved under Part 14 of the *Act*.

Upon termination of membership

1. the rights and benefits of a Member, including any rights in the property of the IYAC/ACYI, cease to exist;
2. if a Certification Mark license agreement exists between the Member and the IYAC/ACYI, the agreement terminates;
3. membership and/or Certification Mark dues shall not be refunded.

SECTION 3 – HONORARY STATUS

3.01 Application Procedure & Criteria

On recommendation from a member or in its own discretion, the Board shall consider and determine whether to grant Honorary status to a Member who has contributed in significant and exceptional ways to the growth and evolution of Iyengar Yoga in Canada.

3.02 Benefits

The Board shall determine and maintain a written list of benefits associated with Honorary status. Benefits shall apply only for the duration that the individual remains a Member of the IYAC/ACYI. At a minimum, benefits shall include

1. waiver of the IYAC/ACYI annual membership fees; and
2. if applicable, payment of the Member's annual Certification Mark fees by the IYAC/ACYI.

SECTION 4 – FRIEND OF THE IYAC/ACYI

4.01 Conditions

Private organisations or studios—whether profit or non-profit, corporate or non-corporate—may subscribe as a Friend of the IYAC/ACYI if the organisation or studio

1. promotes Iyengar Yoga;
2. offers IYAC/ACYI-approved Iyengar Yoga workshops, teacher training, or classes taught by a current Certified Teacher Member;
3. does not allow activities which conflict with the written ethical standards and teaching policies of the IYAC/ACYI;
4. allows IYAC/ACYI promotional materials to be distributed freely to its members and clientele; and
5. pays annual Friend of the IYAC/ACYI subscription dues.

For clarity, a Friend of the IYAC/ACYI is not a Member of the IYAC/ACYI and has no voting privileges.

4.02 Benefits

The Board shall determine and maintain a written list of benefits associated with a Friend of the IYAC/ACYI subscription. Benefits shall apply only for the duration that the organization or studio maintains its Friend of the IYAC/ACYI subscription. At a minimum, benefits shall include

1. promoting and advertising as a Friend of the IYAC/ACYI;
2. linking the organization's or studio's website on the IYAC/ACYI website; and
3. if an IYAC/ACYI directory is published, listing the organization's or studio's contact particulars in the directory.

4.03 Application Procedure & Criteria

The Board shall consider and determine Friend of the IYAC/ACYI subscription applications. Alternatively, the Board may authorize and direct another manner in which Friend of the IYAC/ACYI subscription applications shall be considered and determined.

4.04 Subscription Term & Dues

The term of a Friend of the IYAC/ACYI subscription is annual and subject to renewal in accordance with the written procedures and policies of the IYAC/ACYI.

The Board shall set the amount of Friend of the IYAC/ACYI annual subscription dues.

4.05 Revocation of Status

The Board may revoke Friend of the IYAC/ACYI status if the organization or studio

1. fails to comply with subscription requirements in the By-Laws;
2. is bankrupt; or
3. is liquidated and dissolved.

Upon revocation of Friends of the IYAC/ACYI status, the benefits to the organization or studio cease to exist and subscription dues shall not be refunded.

SECTION 5 – BOARD OF DIRECTORS

5.01 Director Qualifications

A Director shall

1. be at least eighteen years of age;
2. be a Member;
3. not be declared incapable by a court in Canada or in another country; and
4. not have bankruptcy status.

In addition to the above qualifications, a Director who is not a Certified Teaching Member and who is not a Special Skills Director must, by the point of election, have practised Iyengar Yoga for at least three (3) years and have confirmed this in writing with the Board.

5.02 Special Skills Director

Notwithstanding subsection 5.01 above, there may at all times be one Director on the Board who is not a Member and who has not practised Iyengar Yoga, but is elected by the Members because of the Director's special skills needed by the IYAC/ACYI.

A Special Skills Director

1. cannot be an Officer;
2. has the right to attend and participate at Meetings of Members but does not have the right to vote nor express consensus views at such meetings; and
3. has the right to attend, participate, vote, and express consensus views at Board meetings.

5.03 Number of Directors on Board

The Board shall be composed of not fewer than three (3) and not more than fifteen (15) Directors, at least two (2) of whom are not Officers or employees of the IYAC/ACYI.

The Members may, from time to time by Ordinary Resolution, fix the number of Directors of the IYAC/ACYI and the number of Directors to be elected at AGMs, or delegate those powers to the Directors. No decrease in the number of Directors shall shorten the term of an incumbent Director.

A majority of the Directors on the Board shall be Certified Teacher Members.

5.04 Director Duties

The Directors shall manage or supervise the management of the property, finance, activities and affairs of the IYAC/ACYI.

5.05 Director Powers

The powers of the Directors are

1. entering lawful contracts;
2. authorizing expenditures;
3. establishing policies;
4. determining and approving membership applications;
5. creating and appointing *ad hoc* panels of Directors and/or Members to handle and determine complaints against Members;
6. hiring and paying contractors, employees and agents;
7. in accordance with the *Act*, making, amending and repealing By-Laws, except those requiring a Special Resolution by the Members or a category of Members;
8. making, amending, and repealing rules and regulations;
9. approving financial statements;
10. determining membership dues;
11. determining the granting of Honorary status to a Member;
12. determining Friends of the IYAC/ACYI subscription applications;
13. appointing from their number the offices of Vice-President, Secretary and Treasurer;
14. specifying the duties of Officers and delegating powers to them;
15. removing an Officer;
16. appointing from their number and delegating powers to a Managing Director whose mandate, duties, powers, budget, and terms of existence shall at all times be determined by the Board;

17. appointing from their number and delegating powers to Director Committees whose mandate, duties, powers, budget, and terms of existence shall at all times be determined by the Board;
18. appointing Member Committees whose mandate, duties, powers, budget, qualifications required for Chairpersons and Co-Chairpersons, and terms of existence shall at all times be determined by the Directors;
19. appointing advisors to the Directors;
20. designating which banks, trust companies, and financial institutions with which the IYAC/ACYI shall transact business;
21. authorizing which Directors or, from time to time, other Members shall transact banking business on behalf of the IYAC/ACYI;
22. entering trust arrangements with a trust company for the purpose of creating trust funds in which the capital and interest may be made available for the benefit of promoting the interests of the IYAC/ACYI;
23. borrowing money upon the credit of the IYAC/ACYI;
24. investing the property and financial resources of the IYAC/ACYI under professional guidance and in a manner that serves the best interests of the IYAC/ACYI;
25. acquiring, accepting, soliciting or receiving legacies, gifts, grants, settlements, bequests, endowments and donations; and
26. any other reasonable act within the bounds of the *Act*, By-Laws and Articles which is necessary to carry out the duties of the Board, further the objectives of the IYAC/ACYI, and comply with the By-Laws, *Act*, and Articles.

5.06 Non-Delegable Powers

Despite the power of the Board to delegate powers to Officers, a Managing Director, and Committees of Directors, the Board shall not delegate to such persons the authority to

1. submit to the Members any question or matter requiring approval of the Members;
2. fill a vacancy among Directors or in the office of public accountant;
3. appoint additional Directors;
4. issue debt obligations;
5. approve financial statements;
6. make, amend, or repeal By-Laws; and
7. establish contributions to be made or dues to be paid by Members.

5.07 Delegation of Powers to Member Committees

The Board may delegate only the following Director powers to Member Committees:

1. consideration and determination of membership applications;
2. consideration and determination of Friends of the IYAC/ACYI status applications;
and
3. consideration and determination of policies related to professional development, teacher training, and teacher assessment and certification.

5.08 Delegation of Power to Handle Complaint Proceeding

If, pursuant to the Member Discipline provisions in section 12 of this By-Law, a Complaint is made against the entire Board, the President shall delegate three Members having no interest in the Complaint to act for the Board, with one of the three Members acting for the President, for the purposes of the Complaint and the Member Discipline section only.

5.09 Matters Requiring Membership Consultation

The Board shall consult with and consider the feedback of Members prior to making decisions on

1. major expenditures;
2. membership dues;
3. major policies;
4. borrowing money upon the credit of the IYAC/ACYI; and
5. making, amending, or repealing By-Laws.

Board consultation with Members does not have to be at a Meeting of Members. Consultation may occur by circulating proposals to Members and receiving Member feedback by means of a telephonic, electronic, or other communication facility.

5.10 Unanimous Member Agreement to Restrict Director Powers

Members may, pursuant to section 170 of the *Act*, sign a unanimous written Member agreement to restrict, in whole or in part, the powers of the Directors to manage or supervise the management of the activities and affairs of the IYAC/ACYI.

5.11 Nomination of Directors

Any Member entitled to vote at an AGM may nominate a qualifying Member to stand for election to be a Director if the nomination

1. is in writing;
2. is seconded by another Member entitled to vote at the AGM;
3. is signed by both the nominating Member and the seconding Member; and
4. complies with Member proposal requirements in the By-Laws.

This section does not preclude nominations made at a Meeting of Members.

5.12 Election & Term of Office

At each AGM at which an election of Directors is required, Members shall hold a vote and elect Directors by Ordinary Resolution to hold office for a term of not less than three (3) years and not more than four (4) years. For clarity, Directors shall not be selected by consensus.

A Director who is elected without an expressly stated term shall cease to hold office at the close of the first AGM following the Director's election.

A Director may be elected to a maximum of two (2) consecutive terms, after which a period of at least one (1) year since the termination of the second consecutive term must lapse before running for election again.

It is not necessary that all Directors hold office for the same term.

5.13 Presence of Directors at Elections

An individual who is elected to hold office as a Director is not a Director and is deemed not to have been elected to hold office as a Director unless

1. the individual was present at the meeting when the election took place and did not refuse to hold office as a Director; or
2. the individual was not present at the meeting when the election took place and
 - a. consented in writing to hold office as a Director before the election or within ten (10) days after the day on which the election took place; or
 - b. has acted as a Director after the election.

5.14 Frequency, Venue, & Notice of Board Meetings

The Board shall meet at least two (2) times per year.

Board meetings shall be called by the President, Vice-President, or any two (2) Directors.

The Board may meet at any place and at any time determined by the Directors provided that written notice including the purpose of the meeting and business to be discussed, sufficient documentation and information are provided to all Directors by means of an electronic or other communication facility at least forty-eight (48) hours in advance of the meeting. Any of the following matters to be discussed at a Board meeting shall be specifically mentioned in a notice:

1. submission to the Members of any question or matter requiring approval of the Members;
2. filling a vacancy amongst Directors or in the office of public accountant;
3. appointing additional Directors;
4. issuing debt obligations;
5. approving financial statements;
6. making, amending, or repealing the By-Laws; or
7. establishing contributions to be made or dues to be paid by Members.

Notice of a Board meeting shall not be necessary if all Directors are present and none objects to the holding of the meeting or if those absent have waived notice of or have otherwise indicated their consent to the holding of the meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.15 One Vote Per Director

At Board meetings, each Director shall have one (1) vote and no person shall act for an absent Director.

5.16 Electronic Participation at Meetings

A Director may, in accordance with the *Regulations*, if any, and if all Directors consent, participate in a meeting of Directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

5.17 Quorum at Meetings

The quorum for Board meetings shall be a majority of Directors in office from time to time but no less than three (3) Directors.

Despite any vacancy amongst the Directors, a quorum of the remaining Directors may exercise all the authorities, powers and discretions of the Directors.

If a quorum is present at the opening of a meeting of Directors, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

If a quorum is not present at the opening of a meeting of Directors, the Directors present may adjourn the meeting to a fixed time and place and may not conduct any other business.

5.18 Recording Director Resolutions

Unless a ballot is demanded, an entry in the minutes of a Board meeting to the effect that the Chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

5.19 Directors' Written Resolution in Lieu of Meeting

A written resolution signed by all Directors entitled to vote on the resolution at a Board meeting or at a meeting of a Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors. A copy of every written resolution shall be kept with the minutes of Board meetings.

5.20 Appointment of Additional Directors

The Board may appoint one (1) or more additional Directors who shall hold office for a term expiring not later than the close of the next AGM, but the total number of Directors so appointed may not exceed one third (1/3) of the number of Directors elected at the previous AGM.

5.21 Cessation of Office

A Director ceases to hold office when

1. a Director dies;
2. a Director resigns by delivering written resignation to the Board in which case such resignation shall be effective at the time the written resignation is sent to the Board or at the time specified in the resignation, whichever is later;
3. a Director fails to maintain any of the Director qualifications in the By-Laws;
4. the Members remove a Director at a Special Meeting pursuant to section 130 of the *Act*; or
5. the IYAC/ACYI is liquidated and dissolved under Part 14 of the *Act*.

A Director is entitled to submit to the IYAC/ACYI a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a Special Meeting pursuant to section 130 of the *Act* is called for that purpose, in which case the IYAC/ACYI shall give immediate notice of the Director's statement to the Members, with a copy to the Director.

5.22 Filling Ceased Director Vacancies

The Directors may by Ordinary Resolution fill a ceased Director vacancy, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors mentioned in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles. If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Meeting of Members to fill the vacancy and, if they fail to call a Special Meeting or if there are no Directors then in office, the meeting may be called by any Member.

A vacancy created by the removal of a Director by Members pursuant to section 130 of the *Act* may be filled by the members at the Special Meeting at which the Director is removed or, if not so filled, may be filled by a quorum of Directors.

A Director appointed or elected to fill a ceased Director vacancy holds office for the unexpired term of the appointed Director's predecessor.

5.23 Debt Obligations

Directors shall not

1. issue, reissue, sell, pledge or hypothecate debt obligations of the IYAC/ACYI;
2. give a guarantee on behalf of the IYAC/ACYI to secure performance of an obligation of any person; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the IYAC/ACYI, owned or subsequently acquired, to secure any obligation of the IYAC/ACYI.

SECTION 6 – OFFICERS

6.01 Positions

The Officers shall be

- a. Honorary Presidents;
- b. President;

Amended October 21, 2016, AGM

- c. Vice-President;
- d. Secretary; and
- e. Treasurer.

6.02 Honorary Presidents

The Honorary Presidents for life shall be Geeta S. Iyengar and Prashant S. Iyengar as they continue the work of B.K.S. Iyengar (1918-2014). Neither Geeta S. Iyengar nor Prashant S. Iyengar is subject to the qualifications, duties, terms, elections, and appointments mentioned in the By-Laws.

Amended October 21, 2016, AGM

6.03 Qualifications

The President and Vice-President shall be Certified Teacher Members and Directors who are not Special Skills Directors.

The Treasurer and Secretary shall be Directors who are not Special Skills Directors.

Two or more offices may be held by the same individual.

6.04 Election & Appointment

At each AGM at which an election of the President is required, Members shall hold a vote to elect a President by Ordinary Resolution. For clarity, a President may not be selected by consensus.

When the appointment of a Vice-President, Treasurer, or Secretary is required, the Board shall appoint the offices by Ordinary Resolution at the first Board meeting following an AGM.

An Officer who is elected or appointed without an expressly stated term shall cease to hold office at the close of the first AGM following the election or appointment.

It is not necessary that all Officers hold office for the same term.

6.05 Term of Office

The term of office for Officers other than the Honorary Presidents shall be no less than two (2) years and no more than three (3) years from the date of election or appointment or until a successor is elected or appointed in their stead, whichever is earlier.

Amended October 21, 2016, AGM

The immediate past President shall be an advisor to the Board for one (1) year after the termination of the past President's term in office.

Amended May 8, 2015, AGM

6.06 Officer Duties

1. The President shall
 - a. be the official representative of the IYAC/ACYI;
 - b. chair Board meetings and Meetings of Members;
 - c. ensure that policies and strategic plans are implemented;
 - d. subject to the authority of the Board, generally supervise and steer the management and affairs of the IYAC/ACYI; and
 - e. perform any other duties which the Board may from time to time specify.

2. The Vice-President shall
 - a. support the President in all respects;
 - b. in the absence or inability of the President to act, perform the duties and exercise the powers of the President; and
 - c. perform any other duties which the Board may from time to time specify.

3. The Secretary shall
 - a. be clerk at and record the minutes from Board meetings and Meetings of Members;
 - b. record the results of votes and consensus decisions at Board meetings and Meetings of Members;
 - c. give notice or cause to give notice of Board meetings and Meetings of Members;
 - d. manage the corporate legal records or oversee the management of such records by a Director chosen by the Board;
 - e. be custodian of the seal of the IYAC/ACYI and deliver it to such person or persons as the Board may from time to time authorize; and
 - f. perform any other duties which the Board may from time to time specify.

4. The Treasurer shall
 - a. have the custody of and manage the financial resources and property of the IYAC/ACYI;
 - b. keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the IYAC/ACYI;
 - c. be the IYAC/ACYI's primary contact with accountants, bookkeepers, auditors, and financial advisors;

- d. deposit or oversee a Member authorized by the Board to deposit monies, securities, and other valuable effects in the name of and to the credit of the IYAC/ACYI;
- e. disburse IYAC/ACYI funds and keep records of disbursements as directed and authorized from time to time by the Board;
- f. prepare or cause to be prepared accurate annual financial statements required by the *Act*;
- g. on the request of any of the Directors, prepare and make available financial information and related documents regarding the IYAC/ACYI; and
- h. perform any other duties which the Board may from time to time specify.

6.07 Officer Powers

The Board shall determine and delegate to Officers the powers necessary to perform Officer duties. The Board shall not delegate to Officers the authority to

1. submit to the Members any question or matter requiring approval of the Members;
2. fill a vacancy amongst Directors or in the office of the public accountant;
3. appoint additional Directors;
4. issue debt obligations;
5. approve financial statements;
6. make, amend, or repeal By-Laws; or
7. establish contributions to be made or dues to be paid by Members.

6.08 Frequency, Venue & Notice for Officer Meetings

Officers shall meet at least two (2) times per year.

Officers may meet at any place and at any time determined by the Officers provided that written notice and sufficient documentation and information are provided to all Officers by means of electronic or other communication facility at least forty-eight (48) hours in advance of the meeting.

Notice of a meeting of Officers shall not be necessary if all of the Officers are present and none objects to the holding of the meeting or if those absent have waived notice of or have otherwise signified their consent to the holding of the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.09 Electronic Participation at Meetings

An Officer may, in accordance with the *Regulations*, if any, and if all Officers consent, participate in a meeting of Officers by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. An Officer so participating in a meeting is deemed to be present at the meeting.

6.10 Cessation of Office

An Officer ceases to hold office when

- i. an Officer ceases to be a Director pursuant to the Director cessation provisions of the By-Laws;
- ii. an Officer resigns by delivering written resignation to the Board in which case such resignation shall be effective at the time the written resignation is sent to the Board or at the time specified in the resignation, whichever is later;
- iii. an Officer fails to maintain any of the Officer qualifications described in the By-Laws; or
- iv. the Board decides by Ordinary Resolution to remove an Officer.

6.11 Filling Ceased Officer Vacancies

A quorum of Directors may by Ordinary Resolution fill a ceased Officer vacancy, except the office of President which, if ceased, shall be filled by the Vice-President until a new President is elected at the following AGM.

An Officer appointed to fill the office of a ceased Vice-President, Secretary, or Treasurer shall hold office for the unexpired term of the appointed predecessor or a lesser term specified by the Board.

SECTION 7 – MEMBER COMMITTEES

7.01 Appointment by Board

The Board may from time to time appoint committees of Members whose mandate, duties, powers, budget, qualifications required for Chairpersons and Co-Chairpersons, and terms of existence shall, subject to the *Act*, Articles and By-Laws, be determined by the Board.

7.02 Participants

Any Member may participate on a Member Committee.

7.03 Rules of Procedure

A Member Committee may formulate its own rules of procedure, subject to the *Act*, By-Laws and the Committee's terms of existence set out by the Board.

For clarity, decision-making by Member Committees shall follow the consensus and voting procedures in the By-Laws.

7.04 Resignation & Removal of Participants

The Board may by Ordinary Resolution remove a Member, Chairperson, or Co-chairperson of a Member Committee.

A Committee member may resign by submitting a statement of resignation in writing to the Committee Chairperson or Co-Chairperson.

SECTION 8 – CONSENSUS DECISION-MAKING

8.01 Definition of Consensus

Consensus means a group decision made after allowing participants a reasonable opportunity to be heard in an informed and fair manner, and formed not necessarily by individual agreement but, rather, by a common feeling from the group as a whole that it is the best possible decision in the circumstances.

8.02 When Voting Must Occur

Unless otherwise required by the *Act* or the Articles, questions arising at any meeting of the Members or category of Members, of Directors, of Officers, of Director Committees, and of Member Committees shall be decided by a consensus of participants entitled to vote at the meeting, including a decision required in the *Act* to be made by a vote, except the following circumstances in which questions shall always be decided by vote:

1. election of Directors;
2. election of President;
3. if the IYAC/ACYI is considered a "designated corporation" as defined in the *Act*, a unanimous member resolution at an AGM to not appoint a public accountant pursuant to subsection 182(1) of the *Act*;
4. if, at a meeting, participants are not able to reach a consensus; or
5. by Special Resolution for any matter under the *Act*, Articles, or By-Laws which requires a Special Resolution including, but not limited to, the following fundamental changes to the Articles or By-Laws outlined in subsection 197(1) of the *Act*:

- a. changing the name of the IYAC/ACYI;
- b. changing the province in which the IYAC/ACYI's registered office is situated;
- c. adding, changing or removing any restriction on the activities which the IYAC/ACYI may carry on;
- d. creating a new category or group of Members;
- e. changing a condition required for being a Member;
- f. changing the designation of any category or group of Members or adding, changing or removing any rights and conditions of any such category or group;
- g. dividing any category or group of Members into two or more categories or groups and fixing the rights and conditions of each category or group;
- h. adding, changing or removing a provision respecting the transfer of membership;
- i. subject to section 133 of the *Act*, increasing or decreasing the number of—or the minimum or maximum number of—Directors fixed by the Articles;
- j. changing the statement of the IYAC/ACYI purpose(s) in the Articles;
- k. changing the statement in the Articles concerning the distribution of property remaining on liquidation after the discharge of any liabilities of Members;
- l. changing the manner of giving notice to Members entitled to vote at a Meeting of Members;
- m. changing the method of voting by Members not in attendance at a Meeting of Members; and
- n. adding, changing or removing any other provision that is permitted by the *Act* to be set out in the Articles.

8.03 Procedure when Consensus Fails

The chairperson of a meeting of Directors, of Officers, of Members or category of Members, of Director committees, and of Member committees shall set a reasonable amount of time allowed for discussion and for reaching a consensus decision for each matter to be decided at the meeting. Time allotted for consensus shall be consistent with a matter's complexity and importance. If a consensus decision is not reached within

the time allotted by the chairperson, the chairperson shall, after consulting with participants,

- a. determine whether the time allotted should be extended to allow a consensus decision for the matter on the same day;
- b. determine whether the matter should be adjourned; or
- c. call for an immediate vote to decide the matter by Ordinary Resolution.

SECTION 9 – MEETINGS OF MEMBERS

9.01 Frequency of Meetings

The Board shall hold a Meeting of Members at least one (1) time per year at an AGM which is not later than fifteen (15) months after the last preceding AGM and not later than six (6) months after the end of the preceding financial year end.

9.02 Business at AGMs

In addition to any Special Business there may be, the following business shall be conducted at all AGMs:

1. election of Directors, if necessary;
2. election of President, if necessary;
3. assessment and determination of whether the *Act* requires the IYAC/ACYI to appoint a public accountant, conduct a financial audit, and conduct a financial review;
4. appointment of a public accountant or reappointment of an incumbent public accountant, if necessary;
5. presentation of comparative financial statements; and
6. consideration of a public accountant's report, if any.

9.03 Calling of Meetings

Only the Board may call an AGM. In between AGMs, the Board may call Special Meetings of Members.

Members who hold 5% of the votes which may be cast at a Meeting of Members sought to be held may requisition the Board to call a meeting for the purpose(s) stated in the

requisition. The Member requisition-- which may consist of several documents of similar form each signed by one or more Members-- shall state the business to be conducted at the meeting and shall be sent to each Director and to the registered office of the IYAC/ACYI. On receiving the Member requisition, the Board shall call a Meeting of Members to conduct the business stated in the requisition unless

1. the Board has fixed a record date for Members entitled to receive notice of a Meeting of Members;
2. the Board has called a Meeting of Members and has given notice of the meeting to Members; or
3. the business of the meeting as stated in the Member requisition includes matters described in subsection 11.04 of this By-Law.

If the Directors do not call a meeting within twenty-one (21) days after receiving the Member requisition, any Member who signed the requisition may call the meeting. A meeting called by the Members shall be called as nearly as possible in the manner in which meetings are to be called under the By-Laws.

Unless the Members otherwise resolve at a meeting called by them, the IYAC/ACYI shall reimburse the Members for expenses reasonably incurred by them in requisitioning, calling and holding the meeting.

9.04 Chairperson

The President of the IYAC/ACYI or any other Officer or Director whom the President designates shall chair Meetings of Members.

If the President is unable to chair a Meeting of Members or to designate an Officer or Director, the Vice-President shall chair the meeting or designate any other Officer or Director. If the Vice-President is unable to chair a Meeting of Members or to designate an Officer or Director, the Board shall designate any other Officer or Director.

9.05 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be Members, individuals attending as proxies, Directors, Officers, the IYAC/ACYI public accountant, and persons who are entitled or required to attend under the Act, Articles, or By-Laws. Any other person may be admitted only on invitation from the Chairperson of the meeting or by Ordinary Resolution of the Members.

9.06 Quorum

A quorum at a Meeting of Members shall be 5% of the Members entitled to vote at the meeting or fifteen (15) members present at a meeting, whichever is greater.

If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not conduct any other business.

9.07 Electronic Participation

If the Directors or Members of the IYAC/ACYI call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the *Regulations*, if any, entirely or partially by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Any person entitled to attend such a meeting may participate by the communication facility made available by the IYAC/ACYI. A person so participating in a meeting is deemed to be present at the meeting.

A Member entitled to vote at a Meeting of Members may vote or express a consensus view by means of a telephonic, electronic or other communication facility if the IYAC/ACYI has a system that

1. enables the votes and consensus views to be gathered in a manner that permits their subsequent verification; and
2. permits the tallied votes and consensus views to be presented to the IYAC/ACYI without it being possible for the IYAC/ACYI to identify how each Member voted or expressed consensus views.

Members who vote or express consensus views by means of a telephonic, electronic or other communication facility shall, at a time designated by the Board, provide their votes and consensus views to a Member designated by the Board to collect the votes and consensus views. The designated Member shall

1. ensure that the votes and consensus views are kept confidential;
2. count the votes and record in writing the tallied results on a form provided by the Board;
3. provide exact written replication of the consensus views on a form provided by the Board; and
4. at a time designated by the Chairperson of the Meeting of Members, provide the forms to the Chairperson without it being possible for the Chairperson to identify how each Member voted or expressed consensus views.

9.08 Venue

Meetings of Members shall be held within Canada at a place which the Directors determine.

A Meeting of Members may be held at a place outside of Canada if the place is specified in the Articles or all of the Members entitled to vote at the meeting agree that the meeting is to be held at that place.

A Member who attends a Meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the conduct of any business on the grounds that the meeting is not lawfully called.

9.09 Notice of Meetings

If Special Business is to be conducted at a Meeting of Members, the notice shall

1. state the nature of the business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
2. state the text of any Special Resolution to be submitted at the meeting.

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, the Directors and, if applicable, the public accountant by

1. mail, courier or personal delivery during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
2. telephonic, electronic or other communication facility during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Any person entitled to notice of a Meeting of Members may waive notice. A person's attendance at a Meeting of Members constitutes a waiver of notice of the meeting unless the person attends the meeting for the express purpose of objecting to the conduct of any business on the grounds that the meeting is not lawfully called.

9.10 Adjournments

If a Meeting of Members is adjourned for less than thirty-one (31) days, it is not necessary that any person be notified of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned.

If a Meeting of Members is adjourned by one or more adjournments for an aggregate of days that is more than thirty (30) days, notice of the adjournment shall be given to Members entitled to vote at the meeting, the Directors and, if applicable, the public accountant, in the manner referred to in subsection 9.09 above.

9.11 Voting

If voting occurs at a Meeting of Members, it shall be

1. by a show of hands for participants attending in person and by proxy, except if a Member entitled to vote at the meeting demands a ballot either before or after a vote by show of hands, in which case a ballot is taken; and
2. by counting participant responses sent via communication facilities for participants attending by telephonic, electronic, or another communication facility made available by the IYAC/ACYI.

9.12 Recording Member Resolutions

Unless a ballot is demanded, an entry in the minutes of a Meeting of Members to the effect that the Chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9.13 Written Resolution in *Lieu* of Meeting of Members

Except in instances when the IYAC/ACYI is considered a soliciting corporation under the *Act* and except where a written statement explaining resignation or opposition to being removed is submitted by a Director under subsection 131(1) of the *Act* or by a public accountant under subsection 187(4) of the *Act*,

- a. a resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members; and
- b. a resolution in writing dealing with all matters required by the By-Laws and *Act* to be dealt with at a Meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the By-Laws and *Act* relating to Meetings of Members.

A copy of every written resolution in *lieu* of a Meeting of Members shall be kept with the minutes of the Meetings of Members.

SECTION 10 – PROXY VOTING/CONSENSUS VIEWS

10.01 Proxy Requirements

Members not in attendance at a Meeting of Members may vote or express a consensus view by appointing in writing a proxyholder and one or more alternate proxyholders who are not required to be Members to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at a meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

- b. a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatary
 - i. at the registered office of the IYAC/ACYI no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the Chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to express a consensus view, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands and to express a consensus view;
- d. if a form of proxy is created by a person other than the Member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on her or his behalf at the meeting, and
 - C. instructions on the manner in which the Member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of signature,
 - iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the Member to specify that the membership registered in her or his name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,
 - v. provide a means for the Member to specify that the membership registered in her or his name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors,
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly, and

- vii. provide a means for the Member to specify her or his consensus view for each matter, or group of related matters which may be decided by consensus and which are identified in the notice of meeting;
- e. a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) above only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters which may properly come before the meeting shall contain a specific statement to that effect.

10.02 Maximum Number of Members Per Proxy

An individual shall act as proxy for no more than two (2) Members.

10.03 Collecting, Counting, & Reporting Proxy Results

Members who vote or express consensus views by proxy shall deliver a completed written proxy form to a proxyholder prior to the AGM. At the AGM, proxyholders shall identify themselves with and deliver the proxy forms to a Member designated by the Board to collect proxy forms. The designated Member shall

1. verify that each proxyholder submits no more than two (2) proxy forms;
2. verify that the proxy forms comply with the By-Law requirements;
3. count the votes and record in writing the tallied results on a form provided by the Board;
4. provide exact written replication of the consensus views on a form provided by the Board; and
5. at a time designated by the Chairperson of the Meeting of Members, provide the forms to the Chairperson without it being possible for the Chairperson to identify how each member voted or expressed consensus views.

SECTION 11 – MEMBER PROPOSALS

11.01 General

A Member entitled to vote at a Meeting of Members may

1. submit to the Board notice of any matter, including nominations for the election of Directors, that the Member proposes to raise at a Meeting of Members; and
2. discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal.

11.02 Expenses

The Member who submits a proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless the Board otherwise approves payment of costs by the IYAC/ACYI.

11.03 Board Obligations

The Board shall

1. include a Member's proposal in the notice of the Meeting of Members; and
2. if requested by the Member who submits a proposal, include in the notice of meeting a statement in support of the Member's proposal and the name and address of the Member. The statement and the proposal shall together not exceed 500 words.

11.04 Board Refusal of Member Proposal

The Board is not required to comply with the above notice requirements for a Member proposal if

- a. the Member does not submit the proposal to the Board within ninety (90) to one hundred and fifty (150) days before the anniversary of the previous AGM;
- b. it clearly appears that the primary purpose of the Member's proposal is to enforce a personal claim or redress a personal grievance against the IYAC/ACYI or its Directors, Officers, Members, or debt obligation holders;
- c. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the IYAC/ACYI;

- d. not more than two(2) years before the receipt of the proposal, the Member failed to present—in person or, if authorized by the By-Laws, by proxy—at a Meeting of Members, a proposal that at the Member’s request had been included in a notice of meeting;
- e. the Member’s right to submit a proposal and provide notice to Members is being abused to secure publicity; and
- f. substantially the same proposal was submitted to Members in a notice of a Meeting of Members held not more than the five (5) years before the receipt of the proposal and did not receive the following minimum amount of support at the meeting:
 - i. 3% of the total number of memberships voted if the proposal was introduced at one annual meeting;
 - ii. 6% of the total number of memberships voted at its last submission to Members, if the proposal was introduced at two annual Meetings of Members; and
 - iii. 10% of the total number of memberships voted at its last submission to Members, if the proposal was introduced at three or more annual Meetings of Members.

Neither the IYAC/ACYI nor a person acting on its behalf incurs any liability by reason only of complying with this section.

If the Board refuses to include a Member proposal in a notice of meeting, it shall, within twenty-one(21) days after the day on which it receives the proposal, provide to the Member submitting the proposal written notification of the Boards’ intention to omit the proposal from the notice of meeting and of the reasons for the refusal. A member aggrieved by the Board’s refusal may apply to court for a remedy.

SECTION 12 – MEMBER DISCIPLINE

12.01 Grounds for Complaint

The grounds for filing a Complaint against a Member are

1. violating the Articles, By-Laws, ethical guidelines, teaching standards, or written policies of the IYAC/ACYI;
2. engaging in conduct which conflicts with the purposes of the IYAC/ACYI;
3. breaching an undertaking given by the member to the IYAC/ACYI; and
4. any other reasonable ground, having regard to the purposes of the IYAC/ACYI.

12.02 Commencement of Complaint

Any person or the Board on its own initiative may commence a Complaint against a Member by submitting to the President a written, dated and signed statement including the name, street address, telephone number, and e-mail address of the Complainant, the name of the Member-in-Question, the grounds for the Complaint, and the relevant facts, dates, and circumstances of the Complaint.

If a Complaint is against the President, the Complaint shall be submitted to the Vice-President who shall perform all of the Member Discipline duties that are assigned to the President. If a Director is the subject of a Complaint, that Director shall not participate in any of the discussions or decisions that the Board makes about the Complaint, shall have no role in appointing the Complaint Panel, and shall have no involvement in the processing of the Complaint.

If a Complaint is against the entire Board, the President shall delegate three Members having no interest in the Complaint to act for the Board, with one of the three Members acting for the President, for the purposes of the Complaint and this Member Discipline section only.

12.03 Appointment of Complaint Panel

As soon as reasonably possible after receipt of a Complaint, the President shall submit the major facts and circumstances of the Complaint to the Board without revealing the names of the Complainant nor of the Member-in-Question.

As soon as reasonably possible, the Board shall consider the facts and circumstances of the Complaint and create and authorize by Ordinary Resolution an *ad hoc* Complaint Panel composed of three (3) Directors and/or Members, none of whom have a personal interest in nor conflict with the matter, to handle and determine the Complaint. If the issues in the Complaint or its complexity warrant it, the Board may appoint five (5) people to the Complaint Panel. A majority of the Complaint Panel shall be Certified Teacher Members.

In determining who should be appointed to the Complaint Panel, the Board shall consider the

1. nature and seriousness of the Complaint;
2. parties involved;
3. potential conflicts of interest; and
4. skills and maturity necessary to handle and decide the Complaint.

12.04 General Principles

A Complaint Panel shall

1. act as quickly and informally as the circumstances allow;

2. maintain confidentiality and communicate about the Complaint only with persons directly pertinent to the Complaint;
3. be fair and impartial;
4. act independently of all IYAC/ACYI Committees and the Board;
5. maintain written and dated records of all communications related to a Complaint;
6. terminate the participation of any Complaint Panel member if she or he is in a conflict of interest; and
7. emphasize education while acknowledging that in some instances discipline may be required.

12.05 Informal Resolution

At any time during the process, and with the agreement of the parties, a Complaint Panel may decide that the Complaint may be resolved through discussions between the Complainant and the Member-in-Question or by other informal means which the Complaint Panel determines to be appropriate. If the Complaint Panel so decides, it may refer the Complaint to the Ethics Committee for informal resolution. The Ethics Committee shall appoint an individual or individuals on the Ethics Committee to assist with the informal resolution. If the informal resolution is unsuccessful, or if partially successful, but concerns still exist, the individual(s) appointed or the Ethics Committee may refer the matter back to the Complaint Panel for final resolution. Unless the parties to the Complaint agree otherwise, the individual(s) appointed by the Ethics Committee to informally resolve the Complaint can have no further involvement in the Complaint.

12.06 Initial Communications

A Complaint Panel may contact the Complainant by any reasonable means it considers appropriate to clarify allegations and adduce further evidence before contacting the Member-in-Question.

As soon as reasonably possible, a Complaint Panel shall send a confidential registered letter to the Member-in-Question, with a copy to the Complainant, containing a copy of the Member Discipline sections of the By-Laws, a copy of the Complaint and any additional information acquired through the Complaint Panel's direct communication with the Complainant. The letter shall also state:

1. what the Complaint Panel is and why it was formed;
2. the name of the Complainant;
3. the date on which the IYAC/ACYI received the Complaint;
4. street address, telephone number, and e-mail address for the Complaint Panel;
5. specific questions about the allegation which the Complaint Panel may have;

6. an explanation that any information relevant to the complaint which the Member-in-Question provides, whether oral or written, shall be shared with the Complainant and used by the Complaint Panel to decide the Complaint;
7. potential disciplinary consequences to the Member-in-Question;
8. any other information which would help the Member-in-Question understand the nature of the Complaint and potential disciplinary consequences; and
9. the date by which the Member-in-Question must provide a written response to the Complaint.

Prior to sending the registered letter, the Complaint Panel may consider whether the facts and circumstances warrant contacting the Member-in-Question by telephone or in person to explain and discuss the above-listed matters, in which case one individual on the Complaint Panel shall be designated to contact and speak to the Member-in-Question.

Within twenty (20) days of receipt of the Complaint Panel's registered letter, the Member-in-Question shall send by registered mail to the Complaint Panel a written response to the allegations.

Within ten (10) days of receipt of the response from the Member-in-Question, the Complaint Panel shall send by registered mail to the Complainant a copy of the Member-in-Question's response.

Within seven (7) days of receipt of the response, the Complainant may send a written reply to the Complaint Panel by registered mail. The Complaint Panel shall promptly send the Complainant's written reply to the Member-in-Question.

12.07 Investigation of Complaint

A Complaint Panel may investigate a Complaint to determine its validity.

A Complaint Panel shall decline to investigate a Complaint and shall dismiss it if it is satisfied on the basis of the materials received that, on a balance of probabilities, the Complaint

1. is outside the jurisdiction of the IYAC/ACYI;
2. is frivolous, vexatious, or an abuse of process; or
3. does not allege facts that, if proved, would constitute a discipline violation.

If a Complaint Panel declines to investigate a Complaint, then it shall terminate the Complaint proceedings and send a written decision with reasons to the Complainant and to the Member-in-Question by registered mail, with a confidential copy sent by any written communication facility to the Board.

If a Complaint Panel does not decline to investigate a Complaint, then it shall investigate the matter by whatever reasonable means it considers appropriate.

A Member-in-Question shall cooperate fully in an investigation under this section by all available means including, but not limited to, responding fully and substantively to the Complaint in the manner specified by a Complaint Panel and to all requests by a Complaint Panel in the course of the investigation.

12.08 Results of Investigation

A Complaint Panel shall send by registered mail a written summary of the results of its investigation to the Complainant and to the Member-in-Question, together with a list of evidence relied on and copies of evidence relied on. The parties shall be given deadlines by which they may reply to the summary of the investigation. The Complaint Panel shall promptly provide a copy of any reply to the summary of investigation to the opposing party.

12.09 Consent to Written Proceeding

The Complaint Panel shall consult with the Complainant and with the Member-in-Question to determine whether they prefer an informal oral hearing or a decision based solely on written evidence and submissions.

If both the Complainant and the Member-in-Question consent in writing to a decision based solely on written evidence and submissions then the Complaint Panel shall contact the Complainant and Member-in-Question to

1. schedule reasonable timelines for the Complainant and the Member-in-Question to submit copies of any further evidence and submissions to the Complaint Panel; and
2. discuss any other administrative or procedural matters related to the hearing by way of written evidence and written submissions.

The Complaint Panel must promptly provide copies of any further evidence or submissions provided to the opposing parties.

12.10 Informal Oral Hearing

If one or both of the parties do not consent to a decision based solely on written evidence and written submissions, then the Complaint Panel shall consult with the Complainant and with the Member-in-Question to

1. determine the time required for an informal oral hearing;
2. schedule an informal oral hearing on a mutually agreeable day and time and, failing a mutually agreeable date, the Complaint Panel shall set the date;
3. determine the number, names, and contact information for witnesses who may be called at the informal oral hearing;

4. schedule reasonable timelines for the Complainant and the Member-in-Question to submit copies of evidence not already provided to each other and to the Complaint Panel prior to the informal oral hearing; and
5. discuss any other administrative or procedural matters related to the informal oral hearing.

The informal oral hearing shall be confidential and shall be conducted by one or by a combination of the following communication facilities which must permit all participants to communicate adequately with each other during the hearing:

1. in person,
2. by teleconference, or
3. by other audio or audiovisual communication facility.

The Complainant and Member-in-Question are entitled to:

1. provide relevant and material evidence at an informal oral hearing, including oral or written statements from witnesses; and
2. after all evidence is heard, make submissions at an informal oral hearing, starting with the submissions of the Complainant.

12.11 Decision & Reasons

After considering all evidence and submissions, a Complaint Panel shall determine on a majority view whether, on a balance of probabilities, the Complaint is established based on one or more of the grounds in subsection 12.1 above.

A Complaint Panel shall send its decision and reasons by registered mail to the Complainant and to the Member-in-Question, with a confidential copy sent by any written communication facility to the Board. The reasons shall, at a minimum, include the grounds for the decision, relevant facts and circumstances of the Complaint, evidence that supports the decision, reasons for accepting or not accepting relevant evidence, and the final decision.

If a Complaint Panel dismisses a Complaint, the Complaint proceedings shall terminate.

12.12 Sanctions

If a decision is adverse to the Member-in-Question, the Complaint Panel shall provide deadlines for the Complainant and for the Member-in-Question to provide written submissions and relevant and material evidence on the question of the appropriate sanction(s) to be imposed.

Submissions and evidence may include any humanitarian and compassionate grounds, the character of the Member-in-Question, the past record of the Member-in-Question, and any other relevant facts and circumstances. If no written submissions are received within the set deadlines, a Complaint Panel may proceed to determine the sanctions to be imposed.

After considering the parties' submissions and evidence on sanctions, the Complaint Panel shall determine on a majority view one or more of the following sanctions to impose on the Member-in-Question:

1. written warning;
2. written undertaking of the Member-in-Question to refrain from continuing or repeating the conduct in question;
3. remedial courses or assignments to be completed within a specified time frame;
4. suspension of membership for a fixed period of time, after which membership is automatically restored;
5. termination of membership; and/or
6. any other reasonable disciplinary measure that the Complaint Panel finds appropriate for the particular circumstances of the Member-in-Question.

If a Complaint Panel imposes remedial course(s) or assignment(s), as one of the sanction(s), the Complaint Panel shall assign a member of the Board, a member of the Professional Development Committee, a member of the Ethics Committee, or a senior Certified Teacher Member, as appropriate, to monitor and assess the Member-in-Question's coursework and/or assignment(s). In its decision, the Complaint Panel shall also indicate the sanction which would come into effect if the remedial course(s) or assignment(s) are not completed or are not completed to the monitoring member's satisfaction.

In the event of suspension or termination of membership, if applicable, the Certification Mark license for the Member-in-Question shall be suspended or terminated as the case may be.

A Complaint Panel shall send its decision and reasons for sanctions by registered mail to the Complainant and to the Member-in-Question, with a confidential copy sent by any written communication facility to the Board.

12.13 No Right of Appeal

The decision of a Complaint Panel shall be final and binding on the Member-in-Question, without right of appeal.

12.14 Limited Reconsideration Power

If, within twenty-one (21) days of a Complaint Panel's decision, one of the parties to the Complaint requests, in writing, a reconsideration of the Complaint, the Complaint Panel shall reconvene to consider the request and determine whether to reconsider the Complaint.

Complaints shall only be reconsidered if

1. there is an obvious error in the decision;
2. the decision was made without due regard to fairness requirements; and/or
3. evidence that was previously unavailable, despite the exercise of due diligence, becomes available.

If a Complaint Panel decides to reconsider the Complaint, the Complaint Panel shall contact the parties to hear their submissions, orally or in writing, as to how the Complaint Panel ought to proceed. The Complaint Panel shall then set the procedure for the reconsideration and advise the parties of the procedure.

12.15 Withdrawal of Complaint

At any time during the proceedings, a Complainant may withdraw a Complaint by sending a written withdrawal notice by registered mail to the Complaint Panel.

12.16 Admission of Allegations

At any time during the proceedings, a Member-in-Question may admit the allegations, in which case the Complaint Panel shall proceed directly to setting deadlines for submissions and evidence to consider for the imposition of sanctions.

12.17 Representation

A Complainant and a Member-in-Question have the right to be represented by a third party at their own expense.

12.18 Legal Rules & Procedures

Legal rules of evidence and procedure do not apply to the proceedings and the Complaint Panel may ask relevant questions of the parties, witnesses, or representatives as it sees fit.

12.19 Extensions of Time & Adjournments

A Complaint Panel may, on written application by the Complainant or by the Member-in-Question before the deadline in question, allow an adjournment or a reasonable extension of time for any procedural time limit.

12.20 Vexatious, Frivolous, & Abuse of Process Complaints

If, at any time during the proceedings, a Complaint Panel considers on a balance of probabilities that the Complaint is vexatious, frivolous, and/or an abuse of process, it may raise its concern and shall hear from both the Complainant and the Member-in-Question on the concern. If a Complaint Panel finds a Complaint to be vexatious,

frivolous, or an abuse of process, it shall terminate the proceedings, dismiss the Complaint, and issue a written decision with reasons, with a confidential copy sent by any written communication facility to the Board. If a Complaint Panel finds that a Complaint is not vexatious, frivolous, and/or an abuse of process, the Complaint Panel shall issue a written or oral decision with reasons and proceed with the Complaint.

12.21 Complaint Panel Termination

After

1. a Complaint is withdrawn, settled or otherwise resolved;
2. a Complaint Panel issues a decision to dismiss the Complaint; or
3. a Complaint Panel issues a decision to allow the Complaint and a decision relating to the sanction imposed;

and the time for reconsideration has passed or a Complaint Panel has issued any reconsideration decision, the Complaint Panel shall terminate its duties.

SECTION 13 – MAKING, REPEALING, & AMENDING BY-LAWS

13.01 Making, Repealing, & Amending by the Board

Subject to subsections 13.02 and 13.03 of this By-Law, the Board may, after consulting with and considering the feedback of Members, make, amend, or repeal the By-Laws by Ordinary Resolution.

Board consultation with Members does not have to be at a Meeting of Members. Consultation may include circulating proposals to Members and receiving Member feedback by means of a telephonic, electronic, or other communication facility.

13.02 Legal Effect & Ratification by Members

The making, repealing, or amending of By-Laws by the Board is legally effective at the time the Board passes an Ordinary Resolution on the By-Law, however, the Board shall also present such resolution for Member ratification by Ordinary Resolution at the next Meeting of Members immediately following the Board's resolution.

If, at a Meeting of Members, the Members accept or accept as amended the Board's By-Law resolution, the Board's resolution or resolution as amended would continue to be legally valid.

If, at a Meeting of Members, the Members reject a Board By-Law resolution, the Board's resolution would cease to be legally valid at the time of Member rejection, in which case

a subsequent resolution of the Board which has substantially the same purpose or effect is not legally effective until it is accepted or accepted as amended, by the Members.

If the Board fails to seek ratification of its By-Law resolution by the Members, the resolution would cease to be legally valid at the time of the Meeting of Members immediately following the Board's resolution.

13.03 Exceptions to Board By-Law Power

A. Matters Requiring Special Resolution by General Membership

The Board shall not make, amend, or repeal the By-Laws for matters referred to in subsection 197(1) of the *Act* which require a Special Resolution by the Members, namely

1. changing the name of the IYAC/ACYI;
2. changing the province in which the IYAC/ACYI's registered office is situated;
3. adding, changing or removing any restriction on the activities which the IYAC/ACYI may carry on;
4. creating a new category or group of Members;
5. changing a condition required for being a Member;
6. changing the designation of any category or group of Members or adding, changing or removing any rights and conditions of any such category or group;
7. dividing any category or group of Members into two or more categories or groups and fixing the rights and conditions of each category or group;
8. adding, changing or removing a provision respecting the transfer of membership;
9. subject to section 133 of the *Act*, increasing or decreasing the number of—or the minimum or maximum number of—Directors fixed by the Articles;
10. changing the statement of the purpose(s) of the IYAC/ACYI;
11. changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of Members;
12. changing the method of voting by Members entitled to vote at a Meeting of Members;
13. changing the method of voting by Members not in attendance at a Meeting of Members; or

14. adding, changing or removing any other provision that is permitted by this *Act* to be set out in the Articles.

Subject to paragraph 13.03(B) below, a proposal to make, amend or repeal any of the By-Law matters in the above-mentioned list is legally effective only when the general Membership passes a Special Resolution on the matter at a Meeting of Members.

B. Matters Requiring Special Resolution by Membership Categories

The Board shall not make, amend, or repeal the By-Laws for the following matters referred to in subsection 199(1) of the *Act* which, in addition to requiring general Membership approval by Special Resolution, require an independent Special Resolution by each of the affected membership categories, irrespective of whether Members of a category carry the right to vote:

1. adding, changing or removing the rights or conditions attached to the memberships of the category including, but not limited to,
 - a. reducing or removing a liquidation preference, or
 - b. adding, removing, or changing prejudicially voting or transfer rights of the Member category;
2. increasing the rights of any other Member category having rights equal to or superior to those of the category;
3. increasing the rights of a Member category having rights inferior to those of the category to make them equal or superior to those of the category;
4. effecting an exchange or creating a right of exchange of all or part of the memberships of another category into the memberships of the category.

A proposal to make, amend or repeal any of the By-Law matters in the above-mentioned list is legally effective only when

1. the general Membership passes a Special Resolution on the matter at a Meeting of Members; and
2. in a separate vote or votes, each of the affected Membership categories approve by Special Resolution the making, amending, or repealing of the proposed By-Law.

13.04 Submission of Approved By-Laws

Once the making, repealing, or amending of By-Laws have been ratified and/or approved by the general Membership and/or affected membership category as the case may be, the Board shall submit a copy of the By-Laws and changes to

1. Corporations Canada within twelve (12) months of approval by the general Membership and/or Membership category or categories, as the case may be; and
2. RIMYI as soon as reasonably practical after approval by the general Membership and/or Membership category or categories, as the case may be.

SECTION 14 – RESTATING & AMENDING ARTICLES

Any restatement or amendment of the Articles shall be by Special Resolution of the Members.

SECTION 15 – AUDITS, REVIEWS & PUBLIC ACCOUNTANT

15.01 Annual Assessment & Determination

At each AGM, the Members shall assess and determine whether the *Act* requires the IYAC/ACYI to appoint a public accountant, conduct a financial audit, and conduct a financial review.

15.02 Selection & Remuneration of Public Accountant

If a public accountant is required, the Board shall select the public accountant and fix her or his remuneration.

SECTION 16 – FINANCIAL YEAR

The Board shall determine the financial year of the IYAC/ACYI.

SECTION 17 – REMUNERATION

Directors, Officers, Members, volunteers, and Chairpersons and Co-chairpersons of Member Committees shall not receive remuneration for services related to their IYAC/ACYI duties.

Directors, Officers, Members, volunteers, and Chairpersons and Co-chairpersons of Member Committees may receive reasonable remuneration for services to the IYAC/ACYI that are performed in a capacity other than their IYAC/ACYI roles.

SECTION 18 – COMPENSATION FOR EXPENSES

The IYAC/ACYI shall compensate Directors, Officers, Members, volunteers, and Chairpersons and Co-chairpersons of Member Committees for reasonable expenses incurred in performance of their duties to the IYAC/ACYI.

SECTION 18A – INDEMNIFICATION

- (a) In this Section, “Individual” means a present or former Director, Officer, moderator, assessor, or committee chair.
- (b) The IYAC/ACYI may indemnify an Individual against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the Individual is involved because of that association with the IYAC/ACYI.
- (c) The IYAC/ACYI may advance money to an Individual for the costs, charges and expenses of a proceeding referred to in (b), above. The Individual shall repay the money advanced if the Individual does not fulfill the conditions in (d) below.
- (d) The IYAC/ACYI may not indemnify an Individual under subsection (b) unless the Individual
 - i. acted honestly and in good faith with a view to the best interests of the IYAC/ACYI; and
 - ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing their conduct was lawful.
- (e) In the event that the Individual is awarded their costs, charges or expenses in respect of the civil, criminal, administrative, investigative or other proceeding in which the Individual is involved, or is provided insurance monies to reimburse for the cost, charges or expenses of any such proceeding, that Individual must repay the amounts the IYAC/ACYI advanced under this indemnity provision.
- (f) Despite (b) above, an Individual is entitled to indemnity from the IYAC/ACYI in respect of all costs, charges and expenses reasonably incurred by the Individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the Individual is subject because of that Individual's association with the IYAC/ACYI, if the Individual seeking indemnity
 - i. was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the Individual ought to have done; and
 - ii. fulfils the conditions set out in (d), above.

SECTION 19 – EXECUTION OF DOCUMENTS

Contracts, documents and any other written instruments requiring execution by the IYAC/ACYI shall be signed by any two (2) of its Directors. The Board may from time to time provide written authorization for a non-Director to execute a specific document in *lieu* of a Director if the non-Director is a Member and has the legal capacity to execute the document.

Any person authorized to sign a document on behalf of the IYAC/ACYI may affix the corporate seal to the document.

SECTION 20 – CERTIFIED COPIES

Any Director may certify a copy of any instrument, resolution, By-Law or other document of the IYAC/ACYI to be a true copy.

SECTION 21 – CORPORATE SEAL

The IYAC/ACYI may have a corporate seal in the form approved from time to time by the Board.

SECTION 22 – REGISTERED OFFICE

The registered office of the IYAC/ACYI shall be situated in the province specified in the Articles.

The Board may by Ordinary Resolution change the street address for the registered office as long as it is within the province mentioned in the Articles.

SECTION 23 – BOOKS & RECORDS

The Board shall ensure that all necessary books and records of the IYAC/ACYI required by the *Act* and by the By-Laws are regularly and properly kept.

SECTION 24 – ERRORS & OMISSIONS IN NOTICES

The accidental omission to give notice, the non-receipt of notice by any person where the IYAC/ACYI has provided notice in accordance with the By-Laws, or an error in any notice not affecting its substance shall not invalidate an action taken at any meeting to which the notice pertained.

SECTION 25 – INVALIDITY OF BY-LAW PROVISIONS

The invalidity or unenforceability of any provision of the By-Laws shall not affect the validity or enforceability of the remaining provisions of the By-Laws.

SECTION 26 – DISPUTE RESOLUTION

Resolution of a dispute amongst Members, Directors, Officers, Committee members, employees, or volunteers of the IYAC/ACYI arising out of or related to the Articles, By-Laws, or any aspect of the operations of the IYAC/ACYI shall first be attempted in private meetings with the concerned parties. If a dispute is not resolved in private meetings then, in *lieu* of legal action, it shall be settled by a process of mediation and/or arbitration agreed to by the parties and approved by the Board, with associated costs being absorbed by the IYAC/ACYI unless otherwise determined by the mediator and/or arbitrator.

SECTION 27 – REPEAL OF FORMER BY-LAWS & COMING INTO FORCE & EFFECT

This By-Law shall repeal and replace the Former By-Laws and shall come into force and effect on the date of continuance of the IYAC/ACYI pursuant to the *Canada Not-for-profit Corporations Act*.

SECTION 28 – TRANSITIONAL PROVISIONS

28.01 Continuation of Honorary Status

On the coming into force of the By-Laws all Members who were granted Honorary status under the Former By-Laws shall continue to have Honorary status.

28.02 Continuation of Officers, Directors & Committees

On the coming into force of the By-Laws all

1. Former Officers shall continue their terms as Officers;
2. Former Directors shall continue their terms as Directors; and
3. With the exception of Zonal Ethics Committees, Former Committees shall continue to exist and all members, Co-Chairs and Chairs of Committees shall continue their terms on the Committees.

28.03 Continuation of Members in New Membership Categories

On the coming into force of the By-Laws

1. Members of the Teaching Member category under the Former By-Laws shall become Members of the Certified Teacher Member category;

2. Members of the Associate Member category under the Former By-Laws who are studying in an IYAC/ACYI-recognized Iyengar Yoga teacher trainee programme shall become Members of the Teacher Trainee Member category;
3. Members of the Associate Member category under the Former By-Laws who were previously full teaching Members but are on a leave of absence from teaching Iyengar Yoga shall become Members of the General Member category;
4. Members of the Student Member category under the Former By-Laws shall become Members of the General Member category.

28.04 Ceased Memberships

On the coming into force of the By-Laws

1. the Associations & Centres Membership category under the Former By-Laws shall cease to exist and all Members of the category, if any, shall cease to be Members of the IYAC/ACYI and shall instead become Friends of the IYAC/ACYI; and
2. the Newsletters Membership category under the Former By-Laws shall cease to exist and all Members of the category, if any, shall cease to be Members of the IYAC/ACYI.

28.05 Ceased Zonal Ethics Committees

On the coming into force of the By-Laws, all Zonal Ethics Committees shall cease to exist. For clarity, the National Ethics Committee shall continue to exist.