

**DRAFT FOUNDING BYLAWS FOR THE NON-PROFIT CORPORATION**  
**INNER JOURNEY CANADA SEMINARS INC. April 16th 2013**

**SECTION I**  
**CONDITIONS OF MEMBERSHIP**

1. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone who has graduated from an Inner Journey Seminar, or has graduated from an Inner Journey Seminar outside of Canada and requested membership in Inner Journey Canada Seminars Inc., unless otherwise directed by the Board of Directors.
2. A list of active members will be maintained by the Communications Coordinator or Committee based on the current e-mail mailing list. Members whose addresses are no longer valid and who do not provide updated contact information will be considered inactive members. An inactive member who contacts the Corporation with valid contact information will immediately be restored to active member status. Both active and inactive members are eligible to vote at a General Meeting, if they attend.
3. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.
4. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Communications Coordinator or a member of their team that they delegate to.
5. Any member may be required to resign by a vote of two-thirds (2/3) of the members at a general meeting.

**SECTION II**  
**HEAD OFFICE**

6. The Head Office of the Corporation shall be in the City of Ottawa, Province of Ontario.

**SECTION III**

**BOARD OF DIRECTORS**

7. The Board of Directors of the Corporation shall be referred to as the Coordinating Circle by the membership.

8. At the time they are elected, each Director will be elected both as Director and as the Coordinator of an area of responsibility, such that each Director coordinates a separate area of responsibility and being a Director and a Coordinator are generally synonymous. The Coordinator roles, powers and areas of responsibility are as outlined in the Policy document, "Roles and Authorizations for the Coordinating Circle and Staff Lead".

9. The property and business of the Corporation shall be managed by a Board of no less than three (3) and no more than nine (9) Directors. In order for quorum to be obtained, a majority of currently active Directors must be participating. This participation can take the form of physical presence at a meeting, as well as digital participation via telephone, Skype, email, etc. Those who are party to a discussion but who abstain from voting are still counted as part of the Quorum.

10. The Directors of the Board shall, as required, appoint from members of the Board of Directors, Officers to carry out the day to day operations of the Corporation. Said Officers must include a Corporate Secretary (herein called the Administration Coordinator) and a Corporate Treasurer (herein called the Financial Coordinator) both of which may be held by the same Director.

11. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in minutes shall be admissible in evidence as prime facie proof of that fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

12. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall be for one year or until their successors are elected by the members at the next annual meeting of the members.

13. Successors to the first Directors shall be elected for a term of two years by the members at an annual meeting of the members. They shall be selected from members of the corporation.

14. The position of Director shall be automatically vacated:

- a) if a Director shall resign their office by delivering a written resignation to the Secretary of the Corporation;
- b) if they are found to be incompetent to carry out their own affairs;
- c) if they become bankrupt or suspend payment or compounds with their creditors;
- d) if at a Special General Meeting of members a resolution is passed by two thirds (2/3) of the members present at the meeting that they be removed from office;
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

15. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that seven (7) clear days notice of such meeting shall be sent in writing or e-mail to each Director. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Directors may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. A Director may be elected as a sitting Chair of meetings of the Board of Directors at the Annual General Meeting, or by a motion at a meeting of the Board of Directors. If the sitting Chair must be absent for a meeting, they can select a replacement Chair for that meeting. If there is no sitting Chair, or the sitting Chair is absent and does not select a replacement, meetings of the Board of Directors shall be chaired by Directors on a rotation basis.

16. Directors shall serve as such without remuneration. No Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties; and provided further that any Director who is engaged in or is a member of a firm engaged in any

business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

17. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected or appointed. Said Director shall hold office until the next annual meeting of members following their election or appointment.

#### **SECTION IV** **INDEMNITIES TO DIRECTORS AND OTHERS**

18. Every Director or Officer of the Corporation or other person who has acted on behalf of the Corporation or any company controlled by it and its heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office or in respect of any such liability;

b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

#### **SECTION V** **POWERS OF DIRECTORS**

19. The Directors of the Corporation shall administer, or cause to be administered, the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

20. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

21. The remuneration of all Officers, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members, or in the absence of such confirmation by the members, then the remuneration to such Officers, agents or employees shall cease to be payable from the date of such meeting of members.

22. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation, or may delegate such power to the Executive Committee of the Corporation. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

23. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

24. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. They shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Board of Directors, whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. They shall also perform such other duties as may from time to time be directed by the Board of Directors.

25. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the Directors thereof and shall attend all meetings and act as clerk thereof and maintain a long term record of all votes and minutes of all proceedings in the books or digital archives, to be kept for that purpose. They shall perform such other duties as may be prescribed by the Board of Directors, to whom they report..

26. At any time it deems necessary, the Directors of the Corporation may form an Executive Committee to carry out the day-to-day operations of the Corporation. It shall include either the Secretary or the Sitting Chair as well as the Treasurer and any other officers it considers required.

27. The Board of Directors, or the Executive Committee as its agent, may appoint committees whose members will hold their offices at the will of the Board of Directors.

## **SECTION VI** **EXECUTION OF DOCUMENTS**

28. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be, unless otherwise decided by the Board of Directors, signed by any two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

## **SECTION VII** **MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

29. The minutes of the Board of Directors or the minutes of the Executive Committee shall be available to the general membership of the Corporation upon request. Members of the Board of Directors and Executive Committee shall automatically receive a copy of such minutes. The Board of Directors or Executive Committee shall delete items from the

minutes intended for general membership where it deems the content to be of a personal or confidential nature.

## **SECTION VIII** **ANNUAL AND/OR GENERAL MEETINGS**

30. The Annual or any other General Meeting of the members shall be held at the head office of the Corporation or at any place as the Board of Directors may determine and on such day as the said Directors shall appoint. It will be chaired by a Director chosen by the Board.

31. The Annual General Meeting will determine the number of Directors on the Board of Directors for the next twelve (12) month period.

32. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors (if applicable for that year) shall be presented. Any Director positions that are vacant due either to the Director stepping down or their term expiring shall be elected from the membership for a two (2) year period. Auditors may be appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the Executive Committee, or one third (1/3) of the active general membership, shall have the power to call, at any time, a general meeting of the members of the Corporation.

33. Fourteen days prior written or e-mail notice shall be given to each member of any Annual or Special General Meeting of members. Members present in person at a meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote.

34. No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the e-mail address of the member, Director or Officer shall be their last address recorded on the books of the Corporation.

**SECTION IX**  
**VOTING OF MEMBERS**

35. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these bylaws.

**SECTION X**  
**FINANCIAL YEAR**

36. Unless otherwise ordered by the Board of Directors the fiscal year-end of the Corporation shall be December 31.

**SECTION XI**  
**AMENDMENT OF BYLAWS**

37. The bylaws of the Corporation may be repealed or amended by bylaw enacted by a two thirds (2/3) majority of the Directors at a meeting of the Board of Directors, and will provisionally go into effect as of that meeting. Such changes will be placed onto the agenda of the next meeting of members where they may be amended and must be confirmed by an affirmative vote of at least two thirds (2/3) of the members present at that meeting or else the changes to the bylaws will be reversed and cease to be in effect. All bylaw changes must be submitted to Corporations Canada as per the current legal requirements, and will cease to be in effect if they are rejected by Corporations Canada.

**SECTION XII**  
**AUDITORS**

38. An auditor, if desired by its members, or required by statute, shall be appointed at each Annual General Meeting to audit the accounts of the Corporation, and shall hold office until the next annual meeting provided that the Directors may fill any causal vacancy in the office of auditor. Any remuneration of the auditor shall be fixed by the Board of Directors.

By-laws approved on \_\_\_\_\_  
Date



at \_\_\_\_\_  
Location

Signatures of Directors:

\_\_\_\_\_  
Mark McCondach

\_\_\_\_\_  
Ed Loziuk

\_\_\_\_\_  
Gisele Richard

\_\_\_\_\_  
Stephane Boucher

\_\_\_\_\_  
Craig Sweetnam

\_\_\_\_\_  
Alana McDonald

\_\_\_\_\_  
Jean-Francois Sauriol