

The Buteyko Breathing Educators Association



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By-laws of the Buteyko Breathing Educators Association (BBEA)

BYLAW NO. 2, 2011

Buteyko Breathing Educators Association (the "Corporation")

BE IT KNOWN that Bylaw No. 1 of the Corporation is hereby enacted as follows:

A Bylaw enacted pursuant to the Corporations Act (British Columbia and California) and being the General Bylaw of the Corporation

1 DEFINITIONS

- a) **"Corporation"** shall refer to the **Buteyko Breathing Educators Association (BBEA)**, the public information and advocacy and administrative arm of the profession, and shall also mean the Directors of the organization, members and employees of the Association and officers of the teaching institute of the association [**Teaching Institute of Buteyko Educators (TIBE)**]
- b) **"Board"** shall mean the Board of Directors of the **BBEA**.
- c) **The Buteyko Breathing Educators Association [BBEA]** will operate an education and training arm known as the **Teaching Institute of Buteyko Educators [TIBE]** which provides educational support services for the profession including curriculum design, delivery, education, advice, counsel and secretariat⁴/clerical support for the BBEA. The **Board of Buteyko Examiners [BBE]** is an affiliated arm's length agency which reviews and approves applications for registration, certification or licensure as a Buteyko Educator, and approves continuing education for BBEA members.
- d) **"Chair" and "Vice-chair"** shall refer to the chair and vice-chair of the Board of Directors of BBEA, elected tri-annually from and by the Board immediately following the Annual General Meeting (**AGM**).
- e) **"Executive Director (ED)"** is a paid employee of the BBEA and its senior administrative officer, and may from time to time, at the will of the Board, of BBEA also serve as the chief academic officer of the TIBE. Unless otherwise determined by the Board, the ED shall also be eligible to be an ex-officio member of all Committees of the Board as assigned by the Chair.
- f) **"Secretary-Treasurer"** shall mean Secretary and Treasurer of the Board of BBEA. This is a non-paid position held by an elected Board Member.
- g) **"Member"** when used without qualification and printed with an initial upper-case letter shall mean a Member in good standing⁵ of the BBEA.
- h) **"Buteyko Educator"** shall include classifications outlined in [Article 13](#) and shall

mean a registrant of BBEA who has completed the requisite academic and clinical requirements as set out by the TIBE and whose credentials have been reviewed and accepted by the BBE. Such members shall earn the credentials and be registered and/or accredited, as appropriate and within the classifications outlined in [Article 13](#).

- i) **"Public Member"** shall mean a lay person who is not a Buteyko Educator, Buteyko student or otherwise a Buteyko professional who is a paid up member in good standing as defined by the Board of the BBEA.
- j) **"Fiscal Year"** for the corporation shall be January 1 – December 31.
- k) **"Director"** shall mean an elected director or trustee of the BBEA.

2 HEAD OFFICE

The Head Office of the Corporation shall be in the City of Victoria, British Columbia or in such city and at such place therein as the directors may from time to time determine.

3 SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

4 BOARD OF DIRECTORS

The affairs of the Corporation and its education arm, **TIBE**, and contemplating the association's advocacy, public education, and standards compliance roles, BBEA shall be supervised and directed by a board of at least eight (8) directors (hereinafter referred to as "Directors"), each of whom at the time of election or within ten (10) days thereafter and throughout the term of office, shall be a Member of the Corporation, and a minimum of two (2) of whom shall be Buteyko Educator Members. The Chair of the Board and the Chairs of any standing committees must be registered Buteyko Breathing Educators. The ED [Executive Director of the BBEA] who has ex-officio status only, is an employee of the Corporation and shall not be eligible for election as Director of the Corporation.

A "Director" shall be deemed to have been disqualified from holding the Office of Director if that Director fails to attend three duly called consecutive meetings of the Board of Directors, and that Director shall be deemed to have forthwith resigned as a Director unless the Board of Directors determines otherwise.

Election of Directors may be by a show of hands of Members, Buteyko Educator Members, and Public Members present in person, or represented by official proxy presented before the election to the Chair of the BBEA at the Annual Meeting of the Members unless a ballot be demanded by a Member. Members of the Corporation may, by special resolution passed by at least 2/3 (two-thirds) of the votes cast at the annual general meeting (AGM) of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person in the stead of such Director for the remainder of the term.

5 DIRECTORS' TERM, MEMBERSHIP OF THE BOARD, STANDING COMMITTEES, QUORUM, EXECUTIVE-DIRECTOR, SECRETARY-TREASURER.

The Board may add or remove Members of the Standing Committees on the recommendation of the Chair or otherwise in its discretion, and may from time to time amend the following provisions governing the Standing Committees.

5.1 Term for Directors

Subject to the terms of the Corporation's Letters Patent¹ and supplementary Letters Patent, at least eight (8) Directors shall be elected for the greater of two terms or six years. A "term" is considered to be three years, although as required, some directors will assume the remaining portion of a term vacated by a previous director. After the first six years of the corporation, at least [2] directors shall retire from office each year with a view to injecting new energy and experience into the Board, but also with a commitment to continuity of governance. Nominations for the chair and vice-chair positions shall occur annually, *in camera*, immediately after the AGM.

5.2 Operational Affairs Committee Composition [OAC]

The Board of Directors of the Corporation is hereby authorized, in its discretion to elect from among its number, an Operational Affairs Standing Committee to be composed of a minimum of the Chair of the Board and two additional Directors. The Chair shall select the Members for nomination to the Operational Affairs Committee with appropriate administrative, financial, educational and business qualifications where possible, and subject to the overriding right of the Board of Directors to elect such Members of the Operational Affairs Committee. The OAC develops policies and monitors activity related to the authorizing of the sale, lease, mortgage, or exchange of all or substantially all of the property and assets of the Corporation. The OAC also designs operational and procedural policies with respect to the on-going public relations, fundraising, government and community relations and inter-professional relationships of the corporation.

5.3 Board Development Committee Composition [BDC]

The Board Development Committee [BDC] shall be a standing committee of the Board of Directors elected annually from among themselves. Pursuant to the requirements of [Article 7](#) herein, the Board Development Committee will ensure the ongoing generation of a recruitment pool, and provide for the orientation and development of suitably qualified candidates for Director and constituency representatives from the following constituencies with an effort, where possible, to include directors from North America and elsewhere: business, higher education, legal, finance, advancement/fund raising, government, healthcare management and reimbursement, biomedical research, environmental experts, other allied health care professionals, Buteyko research, communications and media, and related health sectors. The Board Development Committee shall

propose a slate of candidates for the office of Director; such candidates shall be chosen from as wide a range of expertise as possible.

5.4 Training Institute of Buteyko Educators [TIBE]

The TIBE is the training and educational arm of the BBEA. The TIBE produces and provides up to date training by appropriately qualified trainers for Buteyko Breathing Educators based on the following tiers:

- a. Buteyko Educator Level 1.
- b. Buteyko Educator Level 2.
- c. Buteyko Educator Level 3.

The **Training Institute of Breathing Educators** (TIBE) shall be an agency of the BBEA whose executive shall be comprised of a standing committee of the Board of Directors elected for one three year term, mutually renewable, from among themselves whose chair or vice-chair must include at least one registered Buteyko Educator at Level 3 who is also a Board Member. The TIBE will ensure the ongoing generation, refinement, evaluation and deployment of an effective curriculum predicated on learning outcomes and standards which are of a high, sustained standard. The TIBE shall also oversee the strategic recruitment² and retention of students and be instrumental in the design of high quality orientation and public relations initiatives to grow the profession. The TIBE will also be responsible for the creation and articulation of policies and practices whose purpose is to attract suitably qualified candidates.

The Training Institute of Breathing Educators (TIBE) shall be the principal monitor of curriculum design quality, delivery methodology, and performance standards of students and instructors. The TIBE shall approve all entrance testing, exit testing³, and provide ongoing professional education including mandatory continuing education standards and instruments for the profession.

The TIBE is also responsible for initiating, vetting, monitoring and evaluating research projects and participation by the BBEA or TIBE including fundraising for these express purposes.

Quorum

One-third plus one of the Members of the Board present at a meeting (in person or by any electronically mediated method acceptable to the Board) shall constitute a quorum at any meeting of the Board. A Standing Committee may also act in lieu of a meeting by a writing or writings signed by each and all of its Members, all of whom approve the action. Such action will be reported to the next meeting of the relevant Committee for incorporation into its minutes.

5.5 Functions

Except as otherwise restricted in the Corporation's Bylaws, or as may be imposed from time to time by the Board of Directors, the Operational Affairs Committee [OAC] shall have the authority to act for the Board between Board meetings, when necessary, including the right to hire or terminate employees and/or any future senior administrative appointment; and shall have such other authority as expressly delegated to it by these Bylaws or by the Board.

The Operational Affairs Committee shall not have the authority of the Board to alter, amend, repeal, or establish any of the Bylaws of the Corporation; to elect, appoint, or remove any Member of the Operational Affairs Committee; to authorize the sale, lease, mortgage, or exchange of all or substantially all of the property and assets of the Corporation; or to alter, amend, or repeal any resolution or action of the Board of Directors, unless such action or resolution of the Board of Directors, by its terms, provides that it may be repealed, altered, or amended by the Operational Affairs Committee. The Board shall consist of elected Members as outlined in [Article 4](#), the term for which Members shall be a maximum of six years, in two terms of three years each. At the end of the first term, the Director can elect to renew for Term Two based on satisfactory performance as determined by the Board Development Committee.

5.6 Executive Director, BBEA

The Executive Director (ED) is the senior administrative officer of the BBEA. Unless otherwise determined by the Board, the ED shall be eligible to be an ex-officio⁸ member of all Committees of the Board. Subject to the direction of the Board, the ED shall have supervision over the general operational work of the corporation. The ED also supervises administrative staff, communicates with BBEA members other employees of BBEA and students thereof. The ED also shall have such other powers and duties as from time to time may be conferred upon or assigned to her/him by the Board.

5.7 Secretary-Treasurer of the Board of Directors

The Board shall also elect from among its Members a Secretary-Treasurer who is responsible for the minutes of the corporation's meetings, and for managing the financial record and transactions of the Board and the Corporation's activities including the BBEA

6 THE BUTEYKO BOARD OF EXAMINERS (BBE)

The **Buteyko Board of Examiners (BBE)** is the standards enforcement arm of the BBEA. Its purpose is to ensure safety and the public interest by registering Buteyko Breathing Educators to ensure compliance with federal, state, provincial, regional and municipal health and safety regulations and standards, and by assuring that Buteyko Educators comply with the approved curriculum standards and learning outcomes of the BBEA, as developed by TIBE Educators.

- a) The members of the BBE must be at least Level 3 registrants, who are members in good standing of the BBEA and whose documented training and continuing

- education record complies with the requirements published in the BBEA manual and members' guide, as overseen by the TIBE.
- b) The members of the BBE receive applications from individuals who have completed approved training by registered Buteyko Educators who are designated as trainers of Buteyko Educators and in good standing with the BBEA.
 - c) The executive of the BBE will be nominated at the annual general meeting by any Member, Buteyko Educator or Public member and appointment ratified by the BBEA membership.
 - d) There will be at least three executive members of the BBE at any time.
 - e) The BBE will be an arm's length agency of the BBEA, its officers recruited from BBEA members in good standing

7 MEETINGS OF THE BOARD

ERRORS IN NOTICE, BOARD OF DIRECTORS

Notwithstanding reasonable efforts to give notice, no error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any absent Director may at any time waive notice of any such meeting and may ratify and approve or disapprove of any or all proceedings taken or had thereat.

7.1 Regular Meetings

Notice of the time and place of each regular meeting shall be given to each Member. Normally such notice shall be by prepaid post or other methods of delivery such as email and telephone addressed to such Member at his or her address as it appears in the records of the Board at least ten days before the meeting is to take place. When considered necessary or appropriate by the Chair, notice of the meeting may be given orally or by such other method as is determined by the Chair. Such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be considered at the meeting.

7.2 Special Meetings

Special meetings of the Board may be convened at the request of the Chair or, in case of his/her absence or illness, the ED or any half plus one (1) Members at any time, and the Secretary-Treasurer, by direction of the Chair or the ED and any three Members. In such cases, the Chair or Acting Chair shall convene a special meeting of the Board. Notice of each special meeting shall be given to each Member not less than three days before the meeting is to take place; provided always that a special meeting of the Board may be held at any time without formal notice if all the Members are present or those absent have waived notice or have signified their consent orally or in writing, either before or after to the meeting being held in their absence, or if the Secretary has taken reasonable steps to attempt to give notice of the meeting but has been unable to contact not more than one-third of the Members and those Members present at the meeting vote in favor of the waiver of notice for the meeting. Notice of any meeting or any irregularity in the meeting or notice hereof may be waived by any Member. Such notice shall specify in reasonable detail the purpose for which the meeting is called.

7.3 Place of Meeting

Unless otherwise directed by the Chair, all meetings of the Board shall be held at a time and place approved by the Board, or by teleconference; the Board undertakes, as resources permit, to hold the AGM at a location determined by the Board.

7.4 Voting at Meetings

Unless otherwise provided herein, matters arising at any meeting of the Board shall be decided by a majority of votes. Being present also includes participation in a teleconference mode in which the Chair or the ED confirms the attendance of Member participants. In the case of an equality of votes, the Chair shall have a casting vote. All votes at any meeting shall be taken in person or by electronic ballot if so demanded by any Member present, but if no demand is made the vote shall be taken in the usual way by a voice vote, electronic vote, or a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie*⁶ evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the Chair the duties of the Chair may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

7.5 Role and Election of the Chair, Vice-Chair and Secretary-Treasurer

The Chair shall chair the meeting and shall determine the procedures for the conduct of such meeting consistent with these by-laws and subject to such direction or procedures as may be adopted from time to time by the Board. In the absence of the Chair, his or her duties shall be performed by the Vice-Chair or such other Member as the Board may appoint for such purpose.

The Chair is elected for a three year term, mutually renewable year over year, and subject to evaluation by the Board Development Committee; as well, the Chair can be renewed by the membership of the BBEA once, for a total period of six years.

The Board shall also elect a Vice-Chair and Secretary-Treasurer from among its Members, this election occurring immediately after the AGM, *in camera*⁷. A Chair or Vice-Chair of the Board may also serve as a Chair of a Standing Committee. There shall be, then, a Chair, a Past-Chair (*ex officio*/non-voting), a Vice-Chair, an Executive Director of the BBEA *ex officio*, and a Secretary-Treasurer. One person may hold more than one office except the offices of Chair and the Vice-Chair. The Chair and Vice-Chair shall be elected by the Board of Directors from among their number *in camera* at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being Members of the Board, shall hold office until their successors are elected.

The Chair shall hold office as Chair for a 3 year period, provided that the Chair shall cease to be Chair in the event the Chair ceases to be a Director, or the Board of Directors votes to remove the Chair as Chair, or upon the Chair's resignation.

The Chair shall hold the position of Past-Chair for a period of one year following the completion of the term.

The Chair of the Board shall be responsible for the on-going evaluation of and termination of the Executive Director. The Board shall be responsible for the establishment of policy governing staff complement, recruitment, employment, evaluation and discharge; and the Executive Director of BBEA shall manage BBEA personnel in accordance with such policy.

7.5.1 Duties of the Chair, Past Chair, Vice Chair and Executive Director

The Chair shall preside, when present, at all meetings of the Members of the Corporation and of the Board of Directors and of any Standing Committee to which s/he is elected by the Board. The Chair shall also be charged with the general direction of the affairs of the Corporation, including establishment of policy, subject to approval by the Board, for the governance of BBEA.

The Chair, with the Secretary or other officer appointed by the Board for the purpose, shall sign all Bylaws and Membership certificates. During the absence or inability of the Chair, the duties of the Chair and powers may be exercised by the Vice-Chair.

The Past-Chair shall be an ex-officio Member of the Board of Directors providing advice and counsel to the Board Chair and other board officers for a period of one year after the expiration of his/her term.

The Executive Director of the BBEA shall be charged with management of BBEA in accordance with such policy and shall also perform such duties and exercise such powers as the Chair may from time to time delegate to the Executive Director or the Board or the Bylaws may prescribe.

7.5.2 Duties of the Secretary-Treasurer

The Secretary-Treasurer shall be the clerk of the Board of Directors. The Secretary-Treasurer shall attend all meetings of the Board of Directors and be responsible for recording of all facts and minutes of all proceedings in the books kept for that purpose. The Secretary-Treasurer shall give all notices required to be given to Members and to Directors. The Secretary-Treasurer shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which the Secretary-Treasurer shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

As well, the Secretary-Treasurer, or person performing the usual duties of a Secretary-Treasurer, shall be responsible to keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Secretary-Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings hereof or whenever required of the Secretary-Treasurer, an account of all the Secretary-Treasurer's transactions as Secretary-Treasurer, and of the financial position of the Corporation. The Secretary-Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

7.6 Resolution

A resolution signed by two-thirds of the Members shall have the same force and effect as if passed at a regularly constituted meeting of the Board.

7.7 Order of Business

The normal order of business at regular meetings of the Board shall be as follows, subject to the discretion of the Chair:

- 1) Approval of Agenda
- 2) Minutes of the previous meeting
- 3) Chair or ED's Report
- 4) Items for decision
- 5) Items for discussion
- 6) Items for information
- 7) Adjournment

7.8 Agenda

The agenda for any meeting shall be prepared by the Chair or the ED in consultation with the Chair.

Normally all matters for inclusion in the agenda for meetings of the Board shall be submitted in writing to the Chair or the ED fourteen days prior to the day of the meeting at which they are to be presented. Late submissions for agenda business will be subject to the approval of the Chair and, if approved, will be added to a final agenda to be submitted for approval by a majority of the Members present at the beginning of each meeting.

The business of a meeting shall be confined to the agenda approved at the beginning of the meeting and no new matter, other than that of privilege or petition, shall be dealt with unless the introduction of such new matters shall be approved by a majority of Members present. The Chair shall be notified before the meeting of new items to be submitted for inclusion on the agenda and, at the commencement of the meeting, he or she shall request a motion concerning the disposal of such items.

Normally resolutions to be considered at a meeting shall be submitted in writing to the Secretary-Treasurer at least two days in advance of the meeting to enable copies to be made for distribution at the meeting.

A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

7.9 Evidence of Action

Save and except where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entering thereof in the minutes of the Board shall be prima facie evidence of the action taken.

7.10 Record of Proceedings

A record of the proceedings of each meeting of the Board shall be kept in books provided for that purpose and the minutes or a summary thereof of the previous meeting shall be submitted at the next meeting of the Board, and after adoption by the Board, the minutes or summary shall be signed by the Chair and such minutes shall be available for inspection by any person during regular office hours by the Chair. A copy of the minutes of each meeting as drafted by the Chair of the Board or a summary thereof shall be sent to each Member prior to the next regular meeting of the Board. The Chair may delegate this function to the ED.

7.11 Confidentiality

Where confidential matters are being considered, that part of the meeting may be held *in camera*. Where matters of a personal nature concerning an individual may be disclosed at a meeting, that part of the meeting shall be held *in camera*. The Board may at any time, in its sole discretion, determine that a meeting or any part thereof be held *in camera*, in which event, only persons authorized by the Board to be present may remain at the meeting. Unless otherwise determined by the Board, all Members and any person entitled by the Board to attend an *in camera* part of a meeting of the Board shall respect the privacy of matters discussed in confidence and shall not disclose such matters without the prior approval of the Board.

The following matters are confidential and normally shall be considered by the Board meeting *in camera* unless otherwise determined by the Board;

1. Nominations made pursuant to Articles [4](#), [5.1](#) and [5.3](#).
2. Personnel and student matters pertaining to individuals;
3. Matters relating to inter-association relations;
4. Matters relating to the negotiation of contracts, the acquisition or sale of real property, or matters relating to the settlement or disposition of court actions;
5. Such other matters as are determined by the Board.

Members of the public attending the meeting shall not be permitted to address the meeting unless authorized to do so by a majority vote of the Board. Such persons will not be permitted to use cameras or electronic equipment during the Board meeting unless permission is granted by a majority vote of the Board provided that exemptions may be granted from time to time by resolution of the Board and subject to such conditions as the Board may impose.

Notwithstanding the provisions of [Article 7.10](#), a record of the proceedings of any portion of any meeting of the Board held *in camera* shall be kept in books provided for that purpose and the minutes or a summary thereof shall be submitted at the next meeting of the Operational Affairs Committee of the Board and, after adoption by the Operational Affairs Committee of the Board, the said minutes or summary shall be signed by the Chair or the ED and shall be available for inspection by any Member of the Board and provided to that Member by the Chair or ED or his/her delegate. Such minutes or summary of any *in camera* portion of any meeting of the Board shall not be available for inspection by any person who is not a Member of the Board without the written consent of the Chair of the Board or the ED unless otherwise determined by the Board. Once adopted by the Operational Affairs Committee of the Board, the said minutes or summary of the *in camera* portion of any meeting of the Board shall be deemed to be minutes of the Board.

7.12 Conflict of Interest

A member of the Board or any Standing Committee hereof, who has a conflict of interest, either in a proposed contract with the BBEA in some other matter to be considered, shall declare his or her interest or shall not vote thereon. Such Member may, if determined by the Board, be asked to withdraw from the meeting during the discussion or voting of any motion relating thereto.

8 NOMINATIONS FOR ELECTION OF DIRECTORS

Candidates for the office of Director (meaning any of the Board Directors) shall include the slate of candidates for office of Director proposed by the Board Development Committee and including therein the order of rotation. Such proposed slate shall be sent to the Members no less than 35 days before the annual meeting. Further candidates may be nominated in writing signed by at least two Buteyko Educator members in good standing together with the signed consent of the proposed nominee, and such further nominations shall be delivered to the corporation at least 21 days before the meeting of Members at which the election of Directors is held. The Chair of the Board Development Committee or another Member of the committee representing the Chair shall report to the meeting the names of candidates nominated by the Board Development Committee together with the names of any additional candidates nominated above. The Chair of the annual meeting of Members shall declare elected candidates who have been nominated without contest, and shall hold a ballot, in separate panels if required, in order to determine which candidates shall fill any contested seats. In the case of a tie, the Chair of the annual general meeting shall cast a deciding vote.

8.1 VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Corporation, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual general meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above *provided*.

9 POWERS

The Directors of the Corporation, or of the Operational Affairs Committee elected pursuant to [Article 4](#), shall supervise and direct the affairs of the Corporation and shall establish policy for the governance of the BBEA. The Executive Director of BBEA shall administer the affairs of BBEA in accordance with such policy and shall be accountable to the Board for such administration.

The Directors of the Corporation or of the Operational Affairs Committee elected pursuant to [Article 4](#) hereof, may be delegated by the Board to 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. The Chair or the Executive Director of BBEA may be delegated by the Board to lawfully enter into contracts for the operation of BBEA, to the extent provided under policy established by the Board, and shall manage the affairs of BBEA and do such other acts and things as may be required in the job description approved by the Board and as may be authorized under Board policy.

Without in any way derogating from the foregoing, the Directors, or the Operational Affairs Committee as aforesaid, may be expressly empowered by the Board and such delegation duly recorded, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

10 REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such; however, appropriate, approved expenses for travel and communication will be reimbursed to the Directors subject to appropriate receipts and documentation.

11 EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation and BBEA shall be signed by any two of the Chair, Vice-Chair, or Executive Director, or

by any person authorized by the Board of Directors or the Operational Affairs Committee appointed pursuant to [Article 4](#), hereof, or by the Executive Director acting alone pursuant to and in accordance with the Board's policy for the governance of BBEA, and the Secretary-Treasurer shall affix the seal of the Corporation to such instruments as require the same.

The Chair, Vice-Chair, the Executive Director, the Directors, or Secretary-Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time, standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

12 BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

13 MEMBERSHIP CLASSIFICATIONS for Buteyko Educators

The Membership shall consist of such persons who are Members of the Corporation as at the date hereof who meet the requirements for Membership prescribed by this Bylaw and who have paid the required dues and have been admitted as Members by the Board of Directors or the Board Development Committee [BDC] and such persons who after the date hereof meet the requirements for Membership prescribed by this Bylaw and execute the membership form prescribed by the Board of Directors or the Board Development Committee, pay the required dues and are admitted as members by the Board of Directors or the Board Development Committee. Each member shall promptly be informed by the Chair or the ED of his or her admission as a Member.

The **categories of BBEA membership** shall apply, criteria for which are published by the TIBE and authorized by the BBE from time to time.

13.1 PUBLIC MEMBERS

Public Members must as a qualification of Membership execute an application for Membership in the form prescribed by the Board of the BBEA and be accepted by the Board of Directors. Public Members in good standing are entitled to a vote at any meeting of the Members and shall be entitled to attend the annual general meeting of the Members.

13.2 TERMINATION OF MEMBERSHIP

The Board of Directors or the Operational Affairs Committee may, by a majority vote, after due enquiry, terminate for cause any Membership. Such termination is subject to ratification by the Members at the next meeting of the Members of the Corporation, by a two-thirds majority of those Members present or duly represented by proxy, and on default of ratification such termination is automatically rescinded. For greater certainty, upon termination as aforesaid, all of the rights of the Member pertaining to Membership, including without limitation the Membership on the Board of Directors, shall be terminated.

In addition, a Membership in the Corporation automatically terminates upon the happening of any of the following events:

1. the person resigns in writing, the Membership; or
2. the Member dies; or
3. the information given in the Membership application executed by the Member is untrue in any material respect; or
4. a Member fails to pay in full the annual dues within thirty (30) days after notice of non-payment has been sent to such Member by the Corporation; or
5. a Member fails to meet the criteria for Members described in [Article 6](#) hereof.

14 DUES

The annual dues for Members are as follows:

\$100 for a Buteyko Educator (regular) (Year 1)

\$125 for a Buteyko Educator (Years 2 on)

The dues will be reviewed annually at the AGM.

\$100 for a Public member

The ED shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the Members in default shall thereupon automatically cease to be Members of the Corporation, but any such Members may on payment of all unpaid dues or fees be reinstated.

15 ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere as the Board of Directors may determine and on such day as the said Directors shall appoint.

No persons may attend the meeting of Members of the Corporation unless they are a Member of the Corporation or they have duties to perform under this Bylaw or they are legal counsel or auditors to the Corporation, or they are persons who are not Members but who have been nominated for election as Directors by the Board Development Committee or they are proxy holders holding duly executed proxies on behalf of Members or their attendance is approved by a vote of the majority of the voting Members present.

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 shall be presented and a slate of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The Members may consider and transact any business either special or general without any notice hereof at any meeting of the Members. The Board of Directors or the Chair or Vice-Chair shall have power to call at any time, a general meeting of the Members of the Corporation. No public notice nor advertisement of Members' meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by e-mail, telephone, prepaid mail, telegraph, or by facsimile ten days before the time fixed for the holding of such meeting; provided that any meetings of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

15.1 ERROR OR OMISSION IN NOTICE

No error or omission in giving or receiving 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 address of any Member, Director or officer shall be the last address recorded on the books of the Corporation.

15.2 ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

15.3 QUORUM OF MEMBERS

A quorum for the transaction of business at any annual or general meeting of Members shall consist of not less than eighteen (18) Members present in person or by proxy.

15.4 VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Member of the Corporation shall at all meetings of Members be entitled to one vote and that person may vote by proxy. Such proxy need not be a Member but before voting shall produce and deposit with the Secretary-Treasurer sufficient appointment in writing from the constituent or constituents. No Member shall be entitled either in person or by proxy to vote at meeting of the Corporation unless that person is a Member in good standing and has paid all dues or fees, then payable.

At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the Bylaws of the Corporation or by law. Every question shall be decided in the first instance by a show of hand unless a poll be demanded by any voting Member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the voting Members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

16 FINANCIAL YEAR, FINANCIAL DOCUMENTS, DEPOSIT OF SECURITIES

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of June in each year. All checks, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any two, or more if required by resolution of the Board of Directors, of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and checks for deposit with the Corporation's bankers or the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any two, or more if required by resolution of the Board of Directors, of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid

checks and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

16.1 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds hereof.

17 NOTICE

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the letters Patent, the Bylaws or otherwise to a Member, Director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the recorded address or if mailed to the person at the recorded address by prepaid air or ordinary mail, or if sent to the person at the recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, officer or auditor in accordance with any information believed by the Secretary-Treasurer to be reliable.

18 BORROWING

The Directors may from time to time

- a. borrow money on the credit of the Corporation; or
- b. issue, sell or pledge securities of the Corporation; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize in writing any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan hereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such

additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

19 INTERPRETATION

In these Bylaws and in all other Bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa.

APPROVED by the Board of Directors and by the Members of the Corporation on

_____, 2010.

Footnotes

¹ **Corporation Letters Patent** - refers to any changes to the bylaws which occur over time. They are "supplementary" to the original bylaw detail

² **Strategic Recruitment** - support for recruitment (PR materials, market information, application and registration support as needed, etc.)

³ **Exit Testing** - . A testing process which comes after the training and after the 50 case studies, (the first segment of training) for those whose application to the BBE is approved (i.e. they had qualified teachers, and attended a qualified and approved program).

⁴ **Secretariat** - An administrative unit responsible for maintaining records and other secretarial duties; especially for international organizations

⁵ **In Good Standing** – A person or organization in **good standing** is regarded as having complied with all his or its explicit obligations and having unabated powers to conduct his or its activities.

⁶ **Prima facie** – At first sight; before closer inspection; Evident without proof or reasoning.

⁷ **In camera** – In private

⁸ **Ex Officio** - someone who has a right because of an office held, such as being allowed to sit on a committee simply because one is president of the corporation