

BY-LAWS RELATING GENERALLY TO THE TRANSACTIONS OF THE

AFFAIRS OF:

Halifax Pride Committee

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ARTICLE ONE

PURPOSE

1:01 Mission & Values Statement of the Halifax Pride Society

The Halifax Pride Society is a not-for-profit organization of volunteers dedicated to producing a Lesbian, Gay, Bisexual, Transgender and Queer (LGBTQ) Pride Week Festival.

Our mission is to produce a Pride Week that is:

- ☐☐ Accessible to all;
- ☐☐ Fiscally responsible;
- ☐☐ Rewarding for all who participate, and
- ☐☐ Reflect and celebrate the best of the LGBTQ community and culture in Halifax and throughout Nova Scotia.

1:02 Our Pride Values

PROFESSIONALISM

...means being committed to the highest standards of achievement on behalf of our communities.

RESPECT

...means being sensitive and responsive to the rights of all individuals, including those who dissent.

INTEGRITY

...means conducting our business with honesty and transparency.

DEVELOPMENT

...means development of our community, fostering liaisons and partnerships with all communities (including non-urban and non-queer), enhancing the quality of life for all Nova Scotians.

EXCITEMENT

...means having fun producing a Pride Week that we want to be exciting for all Nova Scotians and visitors.

ARTICLE TWO

INTERPRETATION

2:01 DEFINITIONS

1. In these by-laws unless there is something in the subject or context inconsistent therewith:

- a) **"Society"** means Halifax Pride Committee
- b) **"Registrar"** means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act

- c) The “ordinary or annual general meeting” (***referred herein as the annual general meeting or AGM***) shall be held within 45 days of the last day of the current year’s Pride Festival.
- d) An extraordinary general meeting of the Society (***referred herein as a special general meeting or SGM***) (See Item 10)
- e) **“Special Resolution”** means a resolution passed by not less than two thirds (2/3) of such members entitled to vote and are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- f) **“Community”** means the Lesbian, Gay, Bisexual, Transgender, Two-Spirited, Intersex, Queer & Questioning (LGBT) community, our families, friends, allies and supporters.
- g) The **“Board of Directors”** is the elected body that runs the Society.

2:02 RULES OF ORDER

In areas of dispute or omission not previously covered by the by-laws, the recent edition of Robert's Rules of Order will be used.

ARTICLE THREE

BUSINESS OF THE SOCIETY

3:01 Name

The name of the Society shall be the Halifax Pride Committee

3:02 Head Office

The head office of the Society shall be in the Halifax Regional Municipality in the province of Nova Scotia, as may be determined by the board.

3:03 Corporate Seal

The corporate seal of the Society shall be in the form impressed hereon.

3:04 Fiscal Year

Until otherwise ordered by the board, the financial year of the Society shall end on the 31st day of August in each year.

3:05 Books and Records

The directors shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept.

3:06 Public Consultation

The Society shall hold at least one (1) public consultation annually as directed by the Board of Directors providing fourteen (14) days notice.

ARTICLE FOUR

DIRECTORS

4:01 Numbers of Directors and Quorum

Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than twelve. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society. Quorum for the transaction of business shall be 50% + 1 of the total number of directors.

4:02 Qualification

Any member of the Society shall be eligible to be elected a director of the Society and shall at the time of election, or within 90 days prior to the term of office, and throughout the term of office be a member of the Society.

4:03 Election and Term

Directors shall be elected by members at each ordinary or annual general meeting of the Society. Directors shall hold each term of office for a period of two (2) years, terminating at the beginning of the Annual General Meeting of the second fiscal year from the date of election. Officers of the Society shall be elected annually from those who are members of the Board of Directors.

4:04 Vacancies

In the event that a director resigns their office or ceases to be a member in the Society, whereupon their office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.

4:05 Removal of Directors

The Board of Directors may, by two-thirds (2/3) of the votes cast at a Board meeting, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only for the unexpired portion of the term until the next AGM

The failure to participate in four (4) board meetings or three (3) consecutive board meetings, in one (1) board year, may result in an automatic removal of the respective director without the meeting of the Board for such a purpose. In order to be reinstated, the Board of Directors must vote in favour of reinstatement by a two thirds (2/3) vote at the meeting following the attendance failures.

Upon 14 days written notice to a member of the Society, the board may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a meeting of the board held after such notice period has expired, remove such member from the register of members of the Society and thereupon such person shall cease to be a member of the Society. In order for such resolution to be effective it must contain a statement that the members of the board voting in favour thereof have formed the opinion that such member is working contrary to the aims and objectives of the Society or is seeking to interfere with ability of the Society to function effectively. Any such member may re-apply for membership in the Society, but if his or her re-application occurs within 24 months of the member's removal, he or she shall not become a member until the membership re-application is approved by resolution of the board. Each such applicant shall be informed promptly by the Secretary of the outcome of their application.

4:06 Meetings

(a) Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each

director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

(b) Between January 1 of any year and the opening of Halifax Pride Week, the Board of Directors may hold one or more meetings that are open to the general public. Notice of time and location of public meetings, including through social media, will be published at least fourteen (14) days prior to the meeting.

4:07 Voting

The Chair or, in the Chair's absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.

All duly elected directors, except the Chair of the meeting, shall be entitled to one (1) vote on each question to be decided by the board. In the case of an equality of votes, the Chair of the meeting shall have the deciding vote. At all meetings of the board every question shall be decided by a majority of the votes cast upon the question, unless these by-laws require a special resolution in which case two-thirds (2/3) of the votes cast shall be required. 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 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 the minutes shall be admissible evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

In the absence of the Chair their duties may be performed by the Vice-Chair, or such other director as the board may from time to time appoint for the purpose.

4:08 Declaration of Interest

It shall be the duty of every director of the Society who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Society to declare such interest to the extent, in the manner and at the time required.

4:09 Remuneration

The directors shall serve as such without remuneration but may, at the discretion of the board, be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings of the board or of the members or other meetings on behalf of the board.

4:10 Powers of Directors

4:10:1 The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage one or more coordinators and to determine their duties and responsibilities and their remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

4:10:2 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair only as prescribed by resolution of the Board of Directors.

ARTICLE FIVE

BOARD OFFICERS

5:01 Board Officers

The Board Members of the Society shall elect annually a Chair, a Vice-Chair, a Treasurer and a Secretary. No person may hold more than one (1) office.

5:02 Board Duties

5:02:1 Society Chair and Vice Chair The Chair shall, when present, preside at all meetings of the members of the Society and of the board of directors.

The Chair shall also be charged with the general management and supervision of the affairs and operations of the Society.

The Chair is the primary spokesperson for Halifax Pride to the media and the community at large, or delegates this responsibility accordingly. They represent Halifax Pride to Government officials and at community functions, unless otherwise delegated.

The Chair heads the Executive Committee.

They are one of the signing authorities on behalf of the Board for financial and legal purposes.

During the absence or inability of the Chair, their duties and powers may be exercised by the Vice Chair, or another director as the board may from time to time appoint for the purpose.

5:02:2 Society Secretary The Secretary shall be clerk of the Board of Directors.

They shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose.

They shall file with the Registrar its Annual Statement, a list of its directors with their names, addresses and dates of appointment or election and within fourteen days of a change of a director, notify the Registrar of the change.

They shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

They shall give all notices required to be given to members and to directors.

They shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which they shall deliver up only when authorized to do so by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the Board of Directors.

The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

5:02:3 Treasurer of the Society The Treasurer or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Society.

They shall be Chair of the Finance Committee.

They shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and property drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting.

A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

5:02:4 AUDITS OF ACCOUNTS The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

ARTICLE SIX

MEMBERS

6:01 Members

Members shall consist of those persons over the age of 18 years who declare that they uphold the mission and values of the Society and have paid the annual membership dues established by the board from time to time by resolution, provided that the board may waive such membership fees in particular cases. There shall be maintained at the head office of the Society a list of members in good standing as a register.

The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.

6:02 Annual Membership Dues

The membership dues for the 2011/2012 year shall be a suggested donation of \$10.00. Beginning in September 2012, the annual membership fee will be \$10.00 (ten). Membership in the Society shall not be transferable.

6:03 Expiration

All memberships expire at the AGM and are renewable then. All previously lapsed memberships must be renewed thirty (30) days prior to the AGM in order to carry voting privileges.

6:04 Resignation

Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable to him or her to the Society prior to acceptance of her or his resignation.

ARTICLE SEVEN

ANNUAL AND OTHER MEETINGS OF MEMBERS

MEETING OF MEMBERS

7:01 Annual Meetings

The annual general meeting (AGM) of the Society shall be held within 45 days of the last day of the current year's Pride Festival. At each AGM of the society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of preceding AGM;
- Consideration of the annual reports of the Board of Directors
- Consideration of the financial statements, including balance sheet and Operating statement and the report of the Treasurer thereon;
- Appointment of an Auditor
- Election of Directors

7:02 Special meetings

The board or any member of the board shall have power to call a Special General Meeting (SGM) of members at any time. An SGM of members shall be called by the board upon the written petition of not fewer than 15 of the members of the Society; said meeting to be called by the board in the ordinary manner to be held within sixty (60) days after the petition is received by the Secretary of the Board at its registered address.

7:03 Notice of Meetings

Fourteen days notice of an SGM or AGM, specifying the place, day and hour of the meeting, and, in the case of special business the nature of such business, shall be given to the members. Notice shall be given in writing, by electronic mail if the member has provided such an address, by facsimile or by sending through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, by electronic mail if no notification of rejection of that address is received by the sender, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

7:04 Quorum

No business shall be transacted at any Annual or Special meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of fifteen (15) members. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

7:05 Right to vote

At any meeting of members every person shall be entitled to vote who has been a member of the Society for a period of not less than 30 days prior to the date of the meeting and continues as of the date of the meeting to be qualified as a member. There shall be no voting by proxy.

7:06 Meeting Chair

- (a) The Chair of the Society shall preside as Chair at every general meeting of the Society;
- (b) If there is no Chair or if at any meeting they are not present at the time of holding the same, the Vice-Chair shall preside as Chair-;

7:07 Casting Vote

The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have the casting vote.

7:08 Adjournment

The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

7:09 Polls

At any meeting, unless a poll is demanded by at least eight (8) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

7:10 VOTES OF MEMBERS

Every member shall have one vote and no more. In the case of an equality of votes, the Chair shall have the casting vote.

Approved by the Members of the Society the ___ Day of _____, 2011