

**BY-LAWS RELATING  
GENERALLY TO THE TRANSACTIONS OF  
THE AFFAIRS OF:**

**Halifax Pride Committee**

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## **ARTICLE ONE**

### **PURPOSE**

#### **1.1 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, Transsexual, Transgender, Intersex, Queer, Questioning, 2 Spirited, and Allies (LGBTTIQ2SA+; herein referred to as LGBTQ+) Pride Festival.

Our mission is to produce a Pride Festival 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.

#### **1.2 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.

##### **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 Festival that we want to be exciting for all Nova Scotians and visitors.

## **ARTICLE TWO**

### **INTERPRETATION**

#### **2.1 Definitions**

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 no later than October 7th. Notice of an AGM shall be given to the members at least 14 days prior to the meeting.
- d) An extraordinary general meeting of the Society (referred herein as a special general meeting or SGM). Notice of a SGM shall be given at least 14 days prior to the meeting.
- e) "Special Resolution" means a resolution passed by not less than three quarters (3/4) 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, Transsexual, Transgender, Intersex, Queer, Questioning, and 2 Spirited (LGBTQ+) community, our families, friends, allies and supporters.
- g) The "Board of Directors" is the elected body that runs the Society.

## **2.2 By-Laws**

The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

## **ARTICLE THREE**

### **BUSINESS OF THE SOCIETY**

#### **3.1 Name**

The name of the Society shall be the Halifax Pride Committee.

#### **3.2 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.

#### **3.3 Corporate Seal**

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

### **3.4 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.

### **3.5 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. The books and records may be inspected by any member at any reasonable time within two days prior to the AGM at the registered office of the Society.

### **3.6 Management**

- a) 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.
- b) 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.
- c) The Society may only borrow money as approved by a special resolution of the members.

### **3.7 Executive Committee**

The officers of the Society shall comprise the executive committee. The officers of the society are the Chair, Vice Chair, Secretary, and the Treasurer. The Directors may appoint additional members to the executive committee.

## **ARTICLE FOUR**

### **DIRECTORS**

#### **4.1 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. The Chair person or person acting as chair at any meeting of the organization is not entitled to vote unless it is to break the tie of an existing vote.

#### **4.2 Qualification**

All directors must be members of the Society.

#### **4.3 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. The terms of the directors shall be staggered such that no fewer than two but not more than six shall be elected at each AGM. Officers of the Society shall be elected from those who are members of the Board of Directors.

#### **4.4 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 until the next AGM by the Board of Directors from among the members of the Society. Any vacancy not filled at the time of an AGM may be filled by an election. This election is exempt from the limits specified in 4.3. The staggering of terms would be maintained.

#### **4.5 Removal of Directors**

The Board of Directors may, by two-thirds (2/3) of the votes of all members of the board of directors, 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 until the next AGM.

#### **4.6 Meetings**

- a) Meetings of the Board of Directors shall be held as often as the business of the Society may require, shall be called by the Secretary and shall be open to the membership. 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 the AGM of the current year and the opening of Halifax Pride Festival, the Board of Directors shall hold three community 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 twenty-one (21) days prior to the meeting.
  
- c) Between the last day of the Halifax Pride Festival of the current year and prior to the date of the AGM a community meeting will be held. Notice of time and location of public meetings, including through social media, will be published at least twenty-one (21) days prior to the meeting.

#### **4.7 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 three quarters (3/4) 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.

#### **4.8 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. If there are any votes surrounding the disclosure, the board member is expected to abstain for that specific voting matter

#### **4.9 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.

## **ARTICLE FIVE**

### **BOARD OFFICERS**

#### **5.1 Board Officers**

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

#### **5.2 Board Duties**

##### **5.21 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.

##### **5.22 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.

### **5.23 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.

### **5.3 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**

### **6.1 Members**

Members shall consist of those persons who declare that they uphold the mission and values of the Society and have paid the annual membership dues. 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.

### **6.2 Annual Membership Dues**

The annual membership fee will be a voluntary donation of \$10.00 (ten) and may be waived without contest. Membership in the society shall be non-transferable.

### **6.3 Expiration**

All memberships expire at the AGM. All previously lapsed memberships must be renewed in order to carry voting privileges.

### **6.4 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**

#### **7.1 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

## **7.2 Special meetings**

The Board of Directors 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.

## **7.3 Notice of Meetings**

Fourteen days notice (14) 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 by electronic mail and any other reasonable methods. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

## **7.4 Right to vote**

At any meeting of members every member shall be entitled to vote. There shall be no voting by proxy.

## **7.5 Meeting Chair**

The Chair of the Society shall preside as Chair at every general meeting of the Society. 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. If neither are present, the Directors may appoint an alternate chair for that meeting.

## **7.6 Polls**

At any meeting, unless a poll is demanded by at least one (1) member, 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.

Approved by the Members of the Society the \_\_\_ Day of \_\_\_\_\_, 2013