

BY-LAWS RELATING TO THE ACTIVITIES AND OPERATIONS OF THE HALIFAX PRIDE SOCIETY

1. GENERAL

1.1 Definitions

In these by-laws and all other by-laws of the Society, unless the context otherwise requires:

- (a) "**Act**" means the *Nova Scotia Societies Act*, RSNS 1989, c 435 including any Regulations made pursuant to the *Act*;
- (b) "**Board**" means the board of directors of the Society;
- (c) "**by-law**" means these by-laws and any other by-laws of the Society as amended and which are, from time to time, in force and effect;
- (d) "**meeting of the members**" means an annual general meeting of the members or a special meeting of members;
- (e) "**member**" means a member of the Society;
- (f) "**ordinary resolution**" means a resolution passed by a majority (more than 50%) of the votes cast on that resolution;
- (g) "**Register**" means the register of the members;
- (h) "**Registrar**" means the Registrar of Joint Stock Companies appointed under the *Companies Act* (Nova Scotia) RSNS 1989, c 81;
- (i) "**Special Resolution**" means a resolution passed by three quarters (3/4) of the votes cast on that resolution;
- (j) "**Society**" means the Halifax Pride Society.

1.2 Interpretation

- (a) In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- (b) Other than as specified in Article 1.1 above, words and expressions defined in the *Act* have the same meanings when used in these by-laws.

1.3 Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Society shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Society shall be signed by only the Chair or Vice-Chair as prescribed by resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Society to be a true copy thereof.

1.5 Financial Year End

Unless and until otherwise ordered by the Board, the financial year end of the Society shall end on the 31st day of August in each year.

1.6 Banking Arrangements

The banking business of the Society shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer of the Society and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

1.7 Annual Financial Statements

Within fourteen (14) days after its annual general meeting, the Society shall file with the Registrar a statement in the form of a balance sheet showing general particulars of its liabilities and assets, and a statement of its income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, by two directors.

1.8 List of Directors

The Society shall file with the Registrar with its annual financial statements a list of its directors, with their addresses, occupations, and dates of appointment or election, and shall within fourteen (14) days of a change of directors notify the Registrar of the change.

1.9 Amendment of By-Laws

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

1.10 Books and Records

The directors shall see that all necessary books and records of the Society required by the by-laws, by the *Act*, or by any other applicable law are regularly and properly kept. The books and records may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting at the registered office of the Society.

2. MEMBERSHIP

2.1 Membership Classifications

There will be two classes of membership:

- (a) Members; and
- (b) Supporters.

2.2 Membership Conditions

(a) Individuals are eligible for annual membership in the Society if they meet all of the following criteria during the previous festival year:

- (i) have filled out the official Halifax Pride membership registration form;
- (ii) acknowledge, in writing, support for the mission and values of the Society; and
- (iii) self-identify as a member of a minority community based on sexual orientation, gender identity, or gender expression.
- (iv) exemptions to the criteria set-out in (c) can be granted at the discretion of the Board.

(b) Individuals who:

- (i) have an interest in the Society;
- (ii) have filled out the official Halifax Pride membership registration form;
- (iii) acknowledge, in writing, support for the mission and values of the Society;
- (iv) attends a meeting of members;

but do not meet the eligibility requirements for membership shall be classified as a supporter and are entitled to participate in meetings of the members of the Society but are not entitled to the rights of membership outlined below.

2.3 Membership Rights

- (a) Each member shall be entitled to receive notice of and attend all meetings of members.
- (b) Each member shall be entitled to cast a vote on all motions and resolutions considered at meetings of members.
- (c) The name of each member shall be entered in the Register. The Register shall be maintained at the head office of the Society.

2.4 Annual Membership

Membership in the Society is non-transferrable.

2.5 Expiration

All memberships expire immediately prior to the annual general meeting. All previously lapsed memberships must be renewed in order to carry voting privileges.

2.6 Resignation

- (a) Members may resign by written notice given to the Secretary of the Society and such resignation shall be effective upon receipt.
- (b) In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Society prior to the acceptance of the member's resignation.

2.7 Ceasing Membership

- (a) A member shall cease to be a member:
 - (i) upon the death of the member; or
 - (ii) if the member fails to meet the qualifications for membership under these by-laws.
- (b) A member who violates either the objects or the by-laws of the Society may have their membership revoked upon written notification by the Board. A decision to revoke membership will be made at a properly called meeting of the Board.

3. BOARD OF DIRECTORS

3.1 Number of Directors

Unless otherwise determined by a resolution at a meeting of the members, the number of directors shall not be less than five (5) or more than twelve (12).

3.2 Qualification

Each director must be a member of the Society.

3.3 Election and Term

- (a) Directors shall be elected by the members at each annual general meeting of the Society.
- (b) 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 financial year from the date of election.

- (c) The terms of the directors shall be staggered such that no fewer than two (2) but not more than six (6) directors shall terminate at each annual general meeting.

3.4 Vacancies

- (a) The directors may appoint at any time one or more additional directors who shall hold office until the next annual general meeting, so long as the total number of directors does not exceed the maximum number permitted by these by-laws.
- (b) The new director's appointment shall be subject to a confirmation vote at the next annual general meeting. If confirmed, the new director shall hold office for a one (1) year term. If the new director is not confirmed, a different director may be elected at that annual general meeting for a one (1) year term.

3.5 Removal

The Board may, by a vote of 3/4 of the total number of Directors, remove any director before the expiration of their term of office.

3.6 Duties and Powers of Directors

- (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 law expressly directed or required to be exercised or done by the Society in general meeting.
- (b) The directors shall have the authority to establish committees, including an executive committee, to determine the terms of reference of such committees, and to appoint the Chairperson of each such committee.

4. OFFICERS OF THE BOARD

4.1 Officers

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

4.2 Duties of the Officers

The duties of the officers shall be as follows:

- (a) *Chair.* The Chair shall have the general supervision of the activities of the Society, be responsible for the effectiveness of the Board, and shall perform such duties as may be assigned to the Chair by the directors from time to time. The Chair shall be the presiding officer of the Society.
- (b) *Vice-Chair.* In the absence, illness or incapacity of the Chair, or during such period as the Chair may request the Vice-Chair to do so, the Vice-Chair shall

perform the duties of the Chair and shall perform such duties as may be assigned to the Vice-Chair by the directors from time to time.

- (c) *Treasurer.* The Treasurer shall be responsible for ensuring that the accounts, financial statements, and all financial matters are in good order, shall submit the financial statements of the Society annually to the members, and shall perform such duties as may be assigned to the Treasurer by the directors from time to time.
- (d) *Secretary.* The Secretary shall have charge of all records of the Society, shall be responsible for ensuring any required filings are submitted with the Registrar, shall maintain the Register, and shall prepare or cause to be prepared a record of all meetings of the members and of the directors. The seal of the Society, if any, shall be in the custody of the Secretary and may be affixed to any document upon resolution of the directors.

5. MEETINGS OF THE BOARD

5.1 Time and Place

- (a) Meetings of the Board shall be held as often as the business of the Society may require and shall be called by the Secretary.
- (b) Meetings of the Board are open to all members of the Society.

5.2 Notice

- (a) Notice of all meetings of the Board, specifying the time and place thereof, shall be given either orally, electronically or in writing to each director at least seven (7) calendar days before the meeting is to take place.
- (b) The non-receipt of any notice by any director shall not invalidate the proceedings at any meeting of the Board.
- (c) A meeting of the Board may be held at the close of each annual general meeting without notice.

5.3 Quorum

No business shall be transacted at any meeting of the Board unless at least a majority in number of the directors are present at the commencement of such business.

5.4 Chairing of Meetings

- (a) The Chair shall preside as Chairperson at every meeting of the Board.
- (b) 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.

5.5 Voting

- (a) Each duly elected director, except the Chairperson, shall be entitled to one (1) vote on each question to be decided by the Board.
- (b) The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.
- (c) At all meetings of the Board, every question shall be decided by a majority of 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.
- (d) All votes at any meeting of the Board shall be taken by ballot if so demanded by any director. If no demand is made, the vote shall be taken the usual way by assent or dissent.
- (e) Unless a poll is requested, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the members in favour of or against such resolution.

5.6 Attendance

- (a) Directors are expected to attend all meetings. Should a director be absent for three consecutive meetings, the director can be removed from office in accordance with Article 3.5 above.
- (b) A director may participate in a meeting of the Board or a committee by telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at that meeting.

5.7 Declaration of Interest

- (a) Any director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Society shall declare such interest to the extent, in the manner and at the time required.
- (b) Any such director shall abstain from any votes relating to such contract or arrangement or proposed contract or proposed arrangement.

5.8 Remuneration

Directors shall serve without remuneration, but may, at the discretion of the Board, be entitled to reimbursement for any expenses incurred in connection with Society affairs, upon proof of such expenses.

5.9 Community Meetings

- (a) Between the annual general meeting of the present year and the opening of the Halifax Pride Festival in the subsequent year, the Board shall hold three (3) community meetings that are open to the general public.
- (b) Between the last day of the Halifax Pride Festival of the current year and prior to the date of the annual general meeting, the Board shall hold one (1) community meeting that is open to the general public.
- (c) Notice of the time and location of the community meetings shall be published on the Society's website and social media accounts at least fourteen (14) days prior to each meeting.

6. MEETINGS OF THE MEMBERS

6.1 Annual General Meeting

- (a) The annual general meeting of the Society shall be held before October 7th each year.
- (b) The following items of business shall be dealt with and deemed to be ordinary business at each annual general meeting:
 - (i) Minutes of the preceding annual general meeting;
 - (ii) Consideration of the annual reports of the directors;
 - (iii) Consideration of the financial statements, including balance sheet, operating statement, and the report of the Treasurer;
 - (iv) Appointment of an auditor; and
 - (v) Election of the Board; and

6.2 Matters for Voting at an Annual General Meeting

The following matters shall be voted upon at an annual general meeting:

- (a) Motions arising out of the ordinary business of the annual general meeting; and
- (b) Resolutions and motions arising out of the special business of the annual general meeting.

6.3 Resolutions and Motions

- (a) A resolution shall only be considered at an annual or special general meeting, if and only if:
 - (i) It is consistent with the objects of the *Act* and the Society;

- (ii) Notice of the resolution has been provided to members at least fourteen (14) days in advance of the meeting, which may satisfied by giving notice of the resolution in the notice of the meeting; and
 - (iii) It is moved by a member and seconded by a different member in attendance at that meeting.
- (b) A resolution which is in order at an annual or special general meeting may be passed by a majority votes cast, unless the substance of the resolution is otherwise required by the *Act* or these by-laws to be passed by special resolution.
 - (c) At any time a member may submit to the board a proposed resolution for consideration at the next annual general meeting of the society, which shall then be included as special business at that annual general meeting unless the proposed resolution was submitted to the board without sufficient time to ensure the required notice to members
 - (d) A resolution passed according to these Bylaws has the effect of expressing the will of the membership to the Board, but does not bind the Board to take any particular action.
 - (e) Where a resolution is introduced with a preamble, only the resolution and not the preamble shall be considered an expression of the will of the membership

6.4 Special General Meeting

- (a) A majority vote of the Board may call a special general meeting of the members.
- (b) A special general meeting shall be called by the Board within sixty (60) days of receipt by the Secretary of the Board at the Society's registered address a written petition of no fewer than fifteen (15) of the members and specifying the business for which such meeting is required.

6.5 Notice

- (a) Notice of all meetings of members, specifying the time and place thereof, shall be published on the Society's website and social media accounts at least fourteen (14) business days before the meeting is to take place.
- (b) In the case of a special meeting of the members, and in the case of special business to be conducted at an annual general meeting, the nature of such business shall be stated in the notice to the members.
- (c) The non-receipt of any notice by any member shall not invalidate the proceedings at any meeting of the members.

6.6 Quorum

- (a) Ten (10) members, as recorded in the Register of the Society, shall constitute a quorum of the Society.

- (b) No business of the Society shall be transacted at any meeting of the members unless a quorum of members is present at the commencement of such business.
- (c) 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 other 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.

6.7 Chairing of Meetings

- (a) The Chair shall preside as Chairperson at every meeting of the members.
- (b) If there is no Chair or, if at any meeting the Chair is not present at the time of holding the same, the Vice-Chair shall preside as Chairperson. In the absence of both the Chair and the Vice-Chair, any director appointed from among those directors present shall preside as Chairperson.

6.8 Voting

- (a) Each member is entitled to vote at a meeting of the members.
- (b) No member shall vote by proxy.
- (c) The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.
- (d) Once a meeting of the members has commenced, further members shall be admitted to the meeting but will not have voting rights.
- (e) If a poll is requested by three (3) or more members, it shall then be taken in such manner as the Chairperson shall direct.
- (f) Unless a poll is requested, a declaration by the Chairperson that a motion or resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the members in favour of or against such motion or resolution.
- (g) The Chairperson shall be the sole and absolute judge of the validity of any vote or votes cast at any meeting and as such may direct that any votes which the Chairperson deems to be invalid not to be counted for any purpose.

6.9 Adjournment

The Chairperson may, with the consent of the majority of the members present, adjourn any meeting, but no business shall be transacted at any adjourned meeting.

6.10 Minutes

The minutes from any meeting of the members shall be published on the Society's website within sixty (60) days.

7. FINANCE

7.1 Borrowing

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

7.2 Auditor

The auditor of the Society shall be appointed annually by the members at the annual general meeting and, on failure of the members to appoint an auditor, the directors may do so. In conducting its audit, the auditor shall have all the rights, powers, and immunities conferred upon auditors by the *Companies Act* (Nova Scotia).