

By-law for the Not-For-Profit Corporation of Capital Pride/ La Fierste Dans La Capitale

A by-law relating generally to the conduct of the affairs of

Capital Pride - La Fierste Dans La Capitale

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

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ARTICLE I - INTERPRETATION

1. **Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Board of Directors" means the board of directors of the Corporation, also known as the Community Advisory Committee, and "director" means a member of the Board;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Operations Committee" means the team of non-member volunteers led by the Festival Director appointed by the Board of Directors, who are mandated to deliver the Capital Pride Festival and other activities;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. **Interpretation**

In the interpretation of this by-law, 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. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE II – MISSION AND MANDATE

3. **Mission**

Capital Pride creates opportunities to celebrate, advocate, educate and connect people, respecting the full diversity of the 2SLGBTQ+ community in Canada's capital region.

4. **Mandate**

[Repealed, 2019].

ARTICLE III – COMMUNITY

5. **Community**

The 2SLGBTQ+ community in the National Capital Region is fluid and composed of many intersecting identities. The community consists of, but is not limited to, the following groups and any sub-groups or individuals that may fall within or between them: Two-Spirit, Lesbian, Gay, Bisexual, Trans, Queer and Intersex.

ARTICLE IV – MEMBERSHIP

6. **Membership Definition**

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation is defined as the Board of Directors.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. Members may hold elected office as set out in Articles V and VI below.

7. **Membership Conditions**

Members of the Board of Directors are expected to conduct themselves in a professional manner which will bring credit to the Corporation, to abide by this constitution and by-laws and any amendments hereto, and to conduct themselves in accordance with the Code of Ethics of the Corporation (Article IX).

The Board of Directors may, at its sole discretion, remove a member who fails to conduct themselves in accordance with Article IX.

Resignation of Membership shall be effective upon giving written notice of same to the Chair or Secretary.

8. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with this By-law;
- c. the member's term of membership expires;
- d. the member misses two consecutive meetings of the Board of Directors or three meetings of the Board of Directors within a twelve month period without giving notice of leave or notice of absence prior to the meeting; or
- e. the Corporation is liquidated and dissolved under the Act.

9. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

10. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

ARTICLE V – BOARD OF DIRECTORS

11. Composition of Directors

The Board of Directors shall consist of no fewer than five (5) and no more than fifteen (15) Directors. The composition of directors shall include, at minimum, the following five (5) officers: Chair, Vice-Chair, Secretary, Treasurer, and Community Engagement Officer. To the best effort of the Board, the directors shall provide a broad and intersectional representation of the diversity within the community for which it serves.

12. Responsibility

The directors of the Board shall manage all the affairs of the Corporation and direct all committees in their work. The directors shall be responsible for developing and

implementing strategic plans and policies of the Corporation. The Board of directors shall also be responsible for the financial oversight of the Corporation.

13. Term of Office for Directors

The term of office for all directors shall be for a period of two years. At the completion of their term, Directors may seek re-election.

A director's term may end prior to the two-year period in accordance with Article IV.

14. Committees of the Board of Directors

The Board of Directors may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make. Any committee member may be removed by resolution of the Board.

15. Ex-officio

An ex-officio may be appointed to serve on the Board of Directors and its committees. An ex-officio does not have voting authority.

16. Remuneration

The members of the Board of Directors shall not be remunerated for board-related services except for their Board approved expenses.

ARTICLE VI – OFFICERS

17. Offices

Unless otherwise specified by the Board of Directors (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation shall be: Chair, Vice-Chair, Secretary, Treasurer, and Community Engagement Officer.

18. Responsibility of Officers

The Officers shall manage the affairs of the Corporation, lead and be accountable for their respective portfolios and the associated committees. The Officers shall report to and be responsible to the Board of Directors.

19. Term of Office for Officers

A director may be elected, in accordance with Article VII, to any office of the Corporation and hold the position for a one-year term expiring not later than the

close of the next annual meeting of members following the election. Only one office may be held by the same director. An officer may be re-elected from year to year.

20. Description of Offices

The following duties and powers are associated with the designated positions:

- a. Chair – The Chair of the Board of Directors, subject to the authority of the latter, shall have general supervision and management of the affairs of the Corporation, and such other duties and powers as the Board may specify. The Chair of the Board of Directors shall, when present, able and fit to do so, preside at all meetings of the Corporation and of the Board.
- b. Vice-Chair – The Vice-Chair shall, in the absence for any reason of the Chair, or if the aforementioned is unable or fit to do so, perform the duties and exercise the powers of the Chair. The Vice Chair should assist the Chair in the general supervision and management of the affairs of the Corporation. The Vice-Chair shall have such other duties and powers as the Board may specify.
- c. Secretary – The Secretary of the Board of Directors shall, when able and fit to do so, attend and be the secretary of all meetings of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; and the secretary shall give, or cause to be given, as and when instructed, notices to members, the public accountant and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation, whether it be physical or digital.
- d. Treasurer – The Treasurer of the Board of Directors shall oversee monies and securities belonging to the Corporation and should, to the best of their ability, prevent deficit. The treasurer shall preside and uphold the mandate of the Finance Committee as defined by the Board of Directors. Further, the treasurer shall conduct monthly account reviews and report to the Board, and submit a financial report at the annual general meeting of the Corporation.
- e. Community Engagement Officer – The Community Engagement Officer of the Board of Directors shall engage and consult with members of the 2SLGBTQ+ community and stakeholders to ensure that the Corporation makes informed decisions pertaining to its strategic planning and policies. The Community Engagement Officer shall report on its activities, and should keep the Board of Directors informed about current issues affecting the community it serves.

ARTICLE VII – MEETINGS

21. Rules of Procedure

Except where otherwise required by the By-laws, all meetings of the Corporation will be conducted in accordance with the provisions of Robert’s Rules of Order.

22. Annual General Meeting (AGM)

The Annual General Meeting shall be held within 120 days following the Corporation’s Fiscal year end, at exact dates and at a location in Ottawa or Gatineau, Canada, as determined by the Board of Directors, upon 30 days prior to written notice to the members.

23. Cost of Publishing Proposals for Annual General Meeting

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

24. Notice of Meetings

Notice of the time and place of a meeting shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, in advance of the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

25. Calling of Meetings

Meetings of the Board of Directors may be called by the chair, the vice-chair or any two (2) directors at any time; provided that for the first organization meeting

following incorporation, such meeting may be called by any director or incorporator.

26. Place of Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, Board meetings may be held at any place within Canada determined by the Board of Directors, if all of the members entitled to vote at such meeting so agree, outside Canada.

27. Participation by Electronic Means at Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

28. Meeting Held Entirely by Electronic Means

Meetings of members may be held entirely by teleconference provided quorum is met.

29. Quorum at Meetings

A quorum at any Board of Director meeting (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

30. Votes to Govern Meetings

At any meeting of the Board of Directors every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall cast a vote.

31. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in

accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE VIII – ELECTION OF OFFICERS AND BOARD OF DIRECTORS

32. Call for Nomination

The Board of Directors shall announce to the community a Call for Nominations two months in advance of the Annual General Meeting of the Corporation to fill any vacant director positions.

33. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

34. Election

The election of all officers and Directors of the Board shall take place at the Annual General Meeting of the Corporation. Each member shall have one vote per position up for election.

35. Vacancy

In the absence of a written agreement to the contrary, an officer or Board of Director shall hold to the specified term of office unless there is a termination of membership, as defined in Article IV.

If the office of any officer of the Corporation shall be or become vacant, the Board of Directors may, by resolution, appoint an existing director to fill such vacancy.

If the vacancy in director positions and/or a lack of diversity amongst the directors is recognized and deemed to be a risk to the Corporation, the Board of Directors may, by resolution, elect new director(s) to fill such vacancy.

ARTICLE IX – CODE OF ETHICS

36. It is the responsibility of every member of the Board of Directors to conduct themselves in a manner which will bring credit to themselves and the community.

It is expected therefore that every member shall abide by the Code of Ethics listed hereunder:

Members of the Board of Directors shall not use their authority or office for

personal gain, and shall seek to uphold and enhance the standing of the Corporation and community by:

- a. maintaining integrity in all business;
- b. complying with the letter and spirit of:
 - i. the laws of Canada
 - ii. policies, standards, and guidance on professional practice that may be issued by the Corporation from time to time; and
 - iii. contractual obligations.
- c. rejecting and denouncing any business practice that is not consistent with the foregoing precepts; and
- d. upholding and abiding by the Constitution and By-laws of the Corporation, and its related Rules and Regulations.

ARTICLE X – DISCIPLINE AND DISPUTE RESOLUTION

37. Discipline of Members

The Board of Directors shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion; and
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board of Directors determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the Board of Directors, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

38. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

39. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. the dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. the number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XI – ADMINISTRATION

40. Financial Year

The financial year end of the Corporation shall be from November 1st to October 31st.

41. Signing Authorities

The Board of Directors will appoint no fewer than three and no more than five signing authorities, two of which will be the Chairperson and Treasurer. Cheques, contracts, transfers, assignments, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of signing authorities. Contractors of the Corporation shall not be a signing authority.

42. Auditors

The Board of Directors shall annually appoint an auditor who shall review the accounts of the Corporation, and provide financial statements which will be included in the Annual report, and presented to the subsequent Annual General meeting.

43. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

44. Banking Arrangements

The banking business of the Corporation 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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

45. Corporate Documents

The Secretary, or such other Officer as the Board of Directors may from time to time appoint, shall certify that any particular document is a document of the Corporation.

46. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

47. By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

48. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).