



**PRIDE TORONTO**  
BY-LAW No. 1

As of 16-Sep-2013

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## **By-law No. 1**

Revised as of **September, 16<sup>th</sup>, 2013**

A By-law relating generally to the transactions of the business and affairs of Pride Toronto.

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## By-law No. 1

### GENERAL

A by-law relating generally to the transaction of the affairs of **Pride Toronto**, a Corporation without share capital (Ontario Corporation Number: **1157636**) incorporated under the Ontario Corporation's Act (the "**Corporations Act**") and operating under the Ontario Not-For-Profit Corporation's Act, 2010.

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

#### HEAD OFFICE

- 1.1 The head office of the Corporation shall be in the City of Toronto in the Province of Ontario, with reasonable commercial effort being taken to obtain office space within reasonable proximity of the Corporation's annual cultural festival as the Directors may, from time to time, by resolution determine

#### FISCAL YEAR

- 2.1 Unless otherwise resolved by the Board of Directors, the fiscal year of the Corporation shall terminate on the last day of July in each year.

#### DEFINITIONS

- 3.1 The following terms as used in the By-laws, resolutions of the Board and of the members shall have meanings given to them below:
- (a) "**Act**" means the Ontario Not-For-Profit Corporations Act, 2010, as amended from time to time, and any successor legislation;
  - (b) "**AGM**" means the annual general meeting of members of the Corporation;
  - (c) "**Board**" or "**Board of Directors**" means the board of directors of the Corporation;
  - (d) "**By-laws**" means this By-law No. 1 and all other by-laws of the Corporation from time to time in force and effect;
  - (e) "**Chair**" means the chairperson of the Board and includes "**Co-chair**";
  - (f) "**Corporation**" means the corporation without share capital incorporated under the Act by letters patent dated November 30th, 1995 and amended on September 17, 2009 and as may be further amended and/or restated and/or supplemented and named Pride Toronto;
  - (g) "**Director**" means a member of the Board;
  - (h) "**Letters Patent**" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

- (i) **“Membership Meeting”** includes an AGM and a Special Meeting;
- (j) **“Officer”** means an officer of the Corporation appointed under the Act including,
  - (i) the Chairs, the Secretary, the Treasurer, the Executive Director of the corporation, and
  - (ii) any other individual who performs functions for the Corporation similar to those normally performed by an individual listed above;
- (k) **“Required Financial Statements”** means the financial statements to be placed before the members at each AGM as required by the Act;
- (l) **“Special Meeting”** means a special meeting of the members of the Corporation.

### **IMPORTED DEFINITIONS**

Terms used in the By-laws, resolutions of the Board and of the members, not otherwise defined here in or therein, shall have the meanings given to such terms in the Act, unless the context otherwise requires.

### **INTERPRETATION**

- 5.1 In the By-laws of the Corporation unless the context otherwise requires, words importing the singular number include the plural and vice-versa; words importing one gender include all forms of gender identity and gender expression, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

## **MEMBERSHIP**

### **ELIGIBILITY FOR MEMBERSHIP**

- 6.1 The membership of the Corporation shall consist of such individuals whose application for admission to the membership has received the approval of the Board of Directors, in its sole discretion, in each fiscal year.
- 6.2 Unless otherwise determined by the Board, the term of membership commences as of the beginning of one AGM and ends at the beginning of the subsequent AGM.
- 6.3 Individuals shall be eligible for annual membership in the Corporation if they meet the all of the following criteria:
- (a) acknowledge in writing support for the objects and activities, including the “Mission, Vision and Values of the Corporation”, as amended from time to time;
  - (b) be approved for membership by resolution of the Board; and
  - (c) meet at least one of the following criteria:
    - (i) contribute at least 8 hours of volunteer work to the Corporation;
    - (ii) pay a membership fee, to be determined by the Board; or
    - (iii) be nominated for membership by the Board.

### **WAITING PERIOD**

- 7.1 In the event that a person is eligible for a new term of membership pursuant to either section 6.3(c)(i) or section 6.3(c)(ii) and the Board has approved the individual for membership, the membership period shall only commence sixty (60) days following the completion of the required volunteer time or the payment of the membership fee, as applicable.

### **RIGHTS OF MEMBERS**

- 8.1 Every member in good standing each year is entitled to:
- (a) hold an office of the Corporation in accordance with the By-laws;
  - (b) receive notice, attend and vote in person or by proxy at Membership Meetings, in accordance with the By-laws;
  - (c) all of the other rights and privileges afforded by the Act.
- 8.2 Membership in the Corporation is not transferable.

## **PROXIES**

- 9.1 Every member entitled to vote at a Membership Meeting may appoint by an instrument in writing (a “**Proxy**”), in form and substance acceptable to the Corporation, a person (a “**Proxyholder**”) or one or more alternate Proxyholders, who need not be members, to attend and vote at a Membership Meeting in the manner, to the extent and with the authority conferred by the Proxy.
- 9.2 An individual may only hold one member’s proxy.

## **RESIGNATION AND TERMINATION**

- 10.1 Membership shall cease:
- (a) upon the death or incapacity of a member;
  - (b) if the member resigns by written notice given to the Secretary of the Corporation; or
  - (c) if the member takes any action which, in the sole discretion of the Board of Directors, is deemed to be contrary to the objects, activities or interests of the Corporation, such member may be removed by a resolution of the Board at a meeting of the Board for which notice of the intent to remove the member has been given. Notice of the Board meeting shall:
    - (i) be served upon the member in accordance with the By-laws not less than seven (7) days prior to the Board meeting;
    - (ii) set out the grounds for the proposed membership termination and advising the member of the right to be heard prior to the Board voting on the resolution.

## **MEMBER REGISTRY**

- 11.1 The name and contact information of each member shall be kept in a register at the Corporation’s head office or such other place in Ontario as may be designated by the Board from time to time.
- 11.2 Upon receipt of a notice in writing of any change of such address, the Secretary shall cause such change to be noted in the register.

## **MEETINGS OF MEMBERS**

### **ANNUAL MEETINGS**

- 12.1 The Board shall call an AGM not later than fifteen (15) months after holding the preceding AGM and no later than two (2) months following the Corporation's receipt of its required financial statements.
- 12.2 At every AGM the following business shall be conducted:
- (a) considering and approving the minutes of the preceding AGM;
  - (b) report from the Directors
  - (c) report from the Executive Director
  - (d) presentation of the Required Financial Statements;
  - (e) election of nominee Directors;
  - (f) appointment of auditors; and
  - (g) any other business properly brought before the AGM, as outlined in the Act (s. 56)
- 12.3 The Board shall designate one of its own to act as chair of a Membership Meeting.

### **SPECIAL MEETINGS**

- 13.1 The Board shall call a Special Meeting:
- (a) at the discretion of the Board; or
  - (b) if requested to do so by at least ten (10) percent of the members of the Corporation in accordance with the requirements of the Act.

### **NOTICE**

- 14.1 Members shall receive written notice of each Membership Meeting at least ten (10) days, but not more than fifty (50) before the date set for such Membership Meeting.
- 14.2 Notice of a Membership Meeting shall, at minimum, include:
- (a) date and time of the Membership Meeting;
  - (b) location of Membership Meeting; and
  - (c) the business to be transacted at the Membership Meeting.

## **QUORUM**

- 15.1 Quorum for a Membership Meeting shall 2.5% of the members, present in person or by Proxy, whichever is greater.

## **VOTING**

- 16.1 At any Membership Meeting every question shall be decided by a majority of the votes of the members present in person or by Proxy. Voting at a Membership Meeting shall be by show of hands unless a ballot is demanded by a member entitled to vote at the Membership Meeting
- 16.2 In case of an equality of votes at any Membership Meeting, whether upon a show of hands or by ballot, the proposal shall be deemed defeated.
- 16.3 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes, as approved by the Membership, shall be admissible in evidence as prima facie proof of the fact of the vote recorded in favour or against any resolution.

## **ADJOURNMENT**

- 17.1 Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

## **BOARD OF DIRECTORS**

### **BOARD COMPOSITION**

- 18.1 The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of a minimum of five (5) members and a maximum of twelve (12) members.
- 18.2 Subject to section 18.1, the Board shall determine the number of Directors to be elected at each Membership Meeting at which Directors are to be elected.
- 18.3 The term of office of a Director shall commence upon election and terminate at the conclusion of the AGM that takes place in the third (3<sup>rd</sup>) year from the date of such Director's election.
- 18.4 Officers of the Corporation shall be elected annually by and from the members of the Board of Directors.
- 18.5 No person may be appointed to the Board or stand for election to the Board at an AGM if such person has served as a Director during the previous six (6) consecutive AGMs, until at least two (2) years have elapsed since such person ceased to be a Director.

### **QUALIFICATIONS FOR DIRECTORSHIP**

- 19.1 Directors shall:
- (a) be at least eighteen (18) years of age;
  - (b) be a member of the Corporation at the time of their election or appointment and shall remain a member throughout his or her term of office;
  - (c) not be an employee, independent contractor or consultant of the Corporation;
  - (d) not be a former independent paid contractor or paid consultant of the Corporation where services were rendered to the Corporation within the twelve (12) months prior to election or appointment to the Board;
  - (e) be bondable; and
  - (f) otherwise legally competent to conduct business and to contract under the laws of Ontario and the federal laws of Canada applicable therein.
- 19.2 Employees of the Corporation are not eligible for directorship. Former employees of the Corporation may only become eligible for directorship six (6) months following the end of employment.
- 19.3 Upon ceasing to be a Director of the Corporation, a Director ceases to be a member of the Corporation unless otherwise qualified to be a member pursuant to the By-laws.

## **ELECTION OF DIRECTORS**

- 20.1 The Board shall establish a transparent nominations process consistently applied to each nominee and recommend, which nominees will stand for election.
- 20.2 The Board may set the manner and method for election of nominee Directors and such manner and method shall be disclosed in the notice provided to members prior to a Membership Meeting at which Directors are to be elected.
- 20.3 Any individual who applied for a board position but was not put forward by the Board may have their name added to the list of approved candidates if they provide, in writing, the support of at least 10 other members at least 48 hours in advance of the election

## **REMOVAL OF A DIRECTOR**

- 21.1 The members of the Corporation may, by ordinary resolution at a Membership Meeting (see section 13) for which the notice specified the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office.
- 21.2 Upon a special resolution of the Board (a "**Removal Resolution**") the Board may make a recommendation to the members that a Director be removed from office at a Membership Meeting, notice for which shall specify the intention to pass such resolution. The Removal Resolution shall include in its particulars whether the Board intends to call a Special Meeting or if the removal is to occur at the next AGM.
- 21.3 A Director shall not have his or her membership revoked unless he or she has been removed as a Director by the membership.

## **VACANCIES**

- 22.1 The office of a Director shall be considered vacated if the Director:
- (a) resigns by notice in writing to the Corporation; or
  - (b) ceases to be a Member;
- 22.2 A vacancy on the Board of Directors (a "**Vacancy**"), however caused, may, so long as a quorum of Directors remains in office, be filled by appointment from amongst the members of the Corporation.
- 22.3 Any person appointed to fill a Vacancy, shall serve until the next AGM. For greater clarity, a person who is appointed to fill a vacancy may stand for election to the Board at an AGM held after such person's appointment.
- 22.4 A Vacancy may be filled by election at the next Membership Meeting. In such a case, the term is considered to be reset, and any newly elected Director may serve for a full term that is considered to have started as of the AGM at which he or she was elected.

22.5 If a Vacancy causes there to be less than five (5) Directors in office, the remaining Directors shall immediately call a Special Meeting to fill the vacancy. This meeting must be held between ten (10) and fifty (50) days from when the Board became aware of the Vacancy.

### **REMUNERATION**

23.1 Directors shall receive no remuneration or other monetary or non-monetary consideration for acting as Directors, but shall be entitled to reimbursement for any expenses incurred by them in connection with the Corporations affairs, upon proof of such expenses.

### **POWERS**

24.1 The Board of Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the Directors are restricted by law or by resolutions of the members from exercising those powers. These powers include, but are not limited to, the power to:

- (a) contract on behalf of the Corporation;
- (b) make banking and other financial arrangements;
- (c) make certifications or execute instruments in writing;
- (d) direct the manner in which any other person or persons may enter into contracts on behalf of the Corporation;
- (e) purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of the Corporation's real or personal property;
- (f) borrow on the credit of the Corporation for the legitimate business purposes;
- (g) encumber the assets of the Corporation;
- (h) purchase insurance with respect to the property, rights and interests of the Corporation and to indemnify the Corporation, its members, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation;
- (i) hire, evaluate, compensate and terminate all full-time, part-time or contract employees of the Corporation;
- (j) make any changes to the Corporation's organizational structure; and
- (k) determine the Corporation's strategic priorities and direction.

- 24.2 No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in the By-laws or by resolution of the Board.
- 24.3** No individual Director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided for in in the By-laws or by resolution of the Board.

## **DIRECTORS MEETINGS**

### **CALLING MEETINGS**

- 25.1 Meetings of the Board of Directors may be called a Co-Chair or any two Directors for the purpose of considering such business as may be set out in the notice. All meetings shall be recorded by the taking of minutes.
- 25.2 The Board of Directors shall meet no less than four (4) times between AGMs.
- 25.3 The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. Supplementary meetings must be preceded by at least three (3) days' notice unless all Directors are in unanimous agreement to hold a meeting.
- 25.4 A meeting of the Board may also be held, without notice, immediately following a Membership Meeting.
- 25.5 Board Meetings are not open to the general membership or members of the public. The Corporation is not obliged to individually notify members of Board Meetings, but minutes, or summaries or excerpts thereof, of Board meetings may, at the discretion of the Board, be made available to the members upon request within a reasonable time.

### **PARTICIPATION**

- 26.1 A Director may, if all the Directors consent, participate in a meeting by means such as telephone or other communications facilities as long as it permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. In such a case a Director shall be deemed to be present at that meeting.
- 26.2 A Director may not participate in a Board meeting by proxy.

### **QUORUM**

- 27.1 A quorum for the transaction of business at a meeting of the Board of Directors shall be greater than half of the members of the Board.

### **VOTING**

- 28.1 The Directors shall vote on any resolutions arising at any meeting of the Board of Directors and a majority of votes shall decide the resolution. Any votes at such meeting can be taken by ballot if so demanded by any Director present. In case of an equality of votes, the item shall be deemed defeated.
- 28.2 A declaration by the Secretary, or in the Secretary's absence the Director acting as secretary of a Board meeting, that a resolution has been carried and an entry to that effect in the minutes, as approved by the Board, shall be evidence of the fact that a

vote was recorded in favour or against any resolution properly brought before the Board.

### **CONFLICT OF INTEREST**

- 29.1 All Officers, Directors, members and employees of the Corporation must discharge their powers and carry out their duties to the Corporation, as applicable, honestly, in good faith and in the best interests of the Corporation rather than in their own interest.
- 29.2 Where a Director, either on her behalf or while acting for, by, with or through another, has a material interest, direct or indirect, in any matter, or otherwise has a conflict of interest, such Director shall:
- (a) declare her or his interest at the first meeting of the Directors after which she or he became interested or aware of any such material interest;
  - (b) request that her or his declaration be recorded in the minutes of the meeting;  
and
  - (c) not vote on any resolution or participate in any discussion with respect to the resolution concerning the matter.
- 29.3 Every declaration of interest and the general nature thereof shall be recorded in the minutes of the Board meeting at which such declaration is made.

## **OFFICERS**

### **OFFICERS OF THE CORPORATION**

- 30.1 There shall be two Co-Chairs, a Treasurer, a Secretary and such other Officers as the Board of Directors may determine from time to time.
- 30.2 The Co-Chairs shall be elected by the Board of Directors from among their number at the first meeting of the Board after each AGM, provided that in default of such election the then incumbents, provided they remain Directors, shall hold office until their successors are elected.

### **DUTIES OF A CO-CHAIR**

- 31.1 A Co-Chair shall:
- (a) preside at all meetings of the members of the Corporation and of the Board of Directors.
  - (b) sign all By-laws and execute any documents along with the Secretary;
  - (c) serve as the official spokespersons for the Corporation;
  - (d) act as a liaison between the Board, staff, membership and community; or
  - (e) perform any other duties which the Board of Directors may, from time to time, assign.

### **DUTIES OF SECRETARY**

- 32.1 The Secretary shall:
- (a) keep and maintain the records and books of the Corporation, including the registry of Officers and Directors; the registry of members; the minutes of Membership Meetings and meetings of the Board of Directors; the By-laws and resolutions;
  - (b) give any notices required for the Annual General Meeting, General Meetings; and
  - (c) perform any other duties which the Board of Directors may, from time to time, assign.

### **DUTIES OF TREASURER**

- 33.1 The Treasurer shall:
- (a) oversee the finances of the Corporation.

- (b) ensure the completeness and accuracy of all financial records and books of the Corporation;
- (c) assist in the preparation of the financial statements of the Corporation; and
- (d) perform any other duties which the Board of Directors may, from time to time, assign.

#### **EXECUTIVE DIRECTOR**

34.1 The Board of Directors may, from time to time, employ an Executive Director. The Board of Directors may delegate to her:

- (a) powers to manage and direct the business and affairs of the Corporation except such business and affairs of the Corporation as must be transacted or performed by other Officers, the Board of Directors and/or the members;
- (b) power to employ and discharge agents and employees of the Corporation; or
- (c) any lesser authority.

34.2 The Executive Director shall:

- (a) conform to all lawful orders and policies including matters and duties imposed by law, and any lawful orders and policies that are the subject of a special resolution of the Corporation, as given to her by the Board of Directors;
- (b) give to the Directors or any of them at all reasonable times all information they may require regarding the affairs of the Corporation;
- (c) be subject to discharge by the Board of Directors;
- (d) act as an Officer of the Corporation; and
- (e) not be, within the past twelve (12) months, a member of the Board of Directors.

#### **AGENTS AND OTHER EMPLOYEES**

35.1 The Board of Directors may appoint and retain any agents, employees and advisors that it reasonably considers necessary at the expense of the Corporation. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board of Directors.

#### **DUTIES OF OTHER OFFICERS**

36.1 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **BOARD COMMITTEES**

- 37.1 From time to time, the Board may appoint committees as the Board shall see fit. They shall:
- (a) have the power to establish their own procedures in conformance with the Corporation's letters patent, supplementary letters patent, By-laws and the Act;
  - (b) report to the Board and sit at the pleasure of the Board and have such powers and authority as delegated to them by the Board.

## **AUDIT OF ACCOUNTS**

### **EXECUTION OF DOCUMENTS**

- 38.1 Deeds, transfers, licences, contracts, or any other document so deemed, agreed to on behalf of the Corporation shall be signed by a Co-Chair and Treasurer or any two (2) Officers or persons authorized by the Board.

### **SIGNING AUTHORITIES**

- 39.1 All cheques, 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 the a Co-Chair and the Treasurer or any two Officers or persons authorized by the Board.

### **BOOKS AND RECORDS**

- 40.1 The Directors shall see that all necessary books and accounts of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.
- 40.2 Any one 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 cheques and vouchers and may sign all the bank's forms or settlement of balances and release or verification slips.

## **MISCELLANEOUS**

### **NOTICE**

- 41.1 No error or omissions with respect to notice for a meeting of the Board of Directors or Membership Meeting shall invalidate such meeting or invalidate or void any proceedings taken or had at the meeting if such error or omissions was not made in bad faith.
- 41.2 If a Director was not present at a meeting of the Board of Directors due to an error or omission of giving notice and wishes to revisit any issue or vote from that meeting, he or she may compel the Board to do so.

### **INDEMNIFICATION**

- 42.1 The Corporation shall indemnify and save harmless the Directors, their heirs, successors, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
- (a) all costs, charges and expenses whatsoever that she or he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in the execution of the duties of her or his office; and
  - (b) all other costs, charges and expenses that she or he sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by her or his own gross negligence, wilful misconduct or bad faith.

### **CONFLICT**

- 43.1 In the event a provision of the By-laws conflicts with any other provision in the By-laws or resolutions of the Board or of the members, the Board, acting in good faith, shall resolve the conflict in accordance with the Act.

### **RESOLUTIONS IN WRITING**

- 44.1 A resolution signed by all the members or Directors is as valid and effective as if passed at a Membership Meeting or meeting of the Board.

### **AMENDMENTS**

- 45.1 The By-laws and any part thereof may be amended from time to time by resolution of the Directors and confirmed by two-thirds of the votes cast at a Membership Meeting duly called for that purpose.

Passed by the Board of Directors this **16<sup>th</sup>** day of **September, 2013**.

Co-Chair

Secretary/Co-Chair

Adopted by the members of the Corporation this **24<sup>th</sup>** day of **October, 2013**.