



**Capital
Pride**
Ottawa's most colourful festival
Le plus coloré des festivals d'Ottawa
**Fierté
dans la capitale**

A BY-LAWS RELATING GENERALLY TO THE TRANSACTION OF
THE AFFAIRS OF:

THE PRIDE COMMITTEE OF OTTAWA-GATINEAU
INC.

Due to time and resource constraints the proposed by-law changes are only available in English. The bylaws will become available in both languages as soon as resources are available to facilitate it.

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ARTICLE ONE

PURPOSE

1.01 Mission

The mission of the Pride Committee of Ottawa-Gatineau Inc. is to perpetuate the spirit of pride in our community's identity throughout the year culminating in an entertaining, professional Pride Festival, which provides positive economic impact to the region of Ottawa-Gatineau through tourism.

1.02 Goals

The establishment and maintenance of the Pride Committee of Ottawa-Gatineau Inc. for the purposes of:

- a) Promoting, with pride, the positive contribution of the diversity of sexual orientation and gender identity in Canada's Capital Region;
- b) organizing a festival each year to celebrate this diversity;
- c) encouraging all segments of the lesbian, gay, bisexual, transgender community and heterosexual supporters to celebrate their sexual orientation and gender identity through Pride celebrations, or any other events throughout the year;
- d) fostering a greater understanding and acknowledgement of the diversity of sexual orientation and gender identity in Canada's Capital Region;
- e) and any other such complementary purposes not inconsistent with these objects.

1.03 Statement of Principles

The Pride Committee of Ottawa-Gatineau is dedicated to upholding the following principles:

- a) That diversity of sexual orientation and gender identity represents a positive contribution to society, and it is therefore a matter for pride and celebration;
- b) that a Pride Festival and Pride Day should be set aside each year to celebrate this diversity;
- c) that all segments of the lesbian, gay, bisexual, transgender community are entitled and encouraged to be represented in all

pride celebrations; and

- d) that the members of the heterosexual community who support these principles are entitled and encouraged to help organize and participate in pride celebrations.

ARTICLE TWO

INTERPRETATION

2.01 Definitions

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

“Act” means the Corporations Act of Ontario and any act that may be substituted therefor, as from time to time amended;

“Board” means the Board of Directors for the Corporation;

“By-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the Act by letters patent;

“Letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“Meeting of members” includes an Annual Meeting of members and a Special Meeting of members;

"Regulations" means the regulations made under the Act and every regulation that may be substituted therefor, as from time to time amended.

2.02 Interpretation

Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

2.03 Rules of Order

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

ARTICLE THREE

BUSINESS OF THE CORPORATION

3.01 Name

The name of the Corporation shall be the Pride Committee of Ottawa-Gatineau Inc.

3.02 Head Office

The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario, as may be determined by the board.

3.03 Corporate Seal

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

3.04 Financial Year

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

3.05 Books and Records

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

3.06 Execution of instruments

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Board or any other person designated by the Board. All instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Contracts not in the ordinary course of the Corporation's operations including but not limited to deeds, transfers, licenses, contracts, engagements and other instruments shall be signed on behalf of the Corporation by two members of the Executive Committee following board approval by special resolution.

The Chair, Vice-Chair, together with the Secretary or the Treasurer, or any person or persons from time to time designated by the board may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation and may accept in the name of and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the

Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

3.07 Banking arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

3.07.1 Cheques, etc.

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 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the banks of the Corporation by using the Corporation's rubber stamp for the purpose.

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 sign all the bank's forms or settlement of balances and release or verification slips.

3.07.2 Deposits of Securities for safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors.

Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances.

The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of

the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

3.08 Voting rights in other companies

The proper signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such persons as may be determined by the officers signing them or arranging therefore. In addition, the board may from time to time direct the manner in which or the person or persons by whom any particular voting rights or class of voting rights shall be exercised.

3.09 Public Consultation

The Corporation shall hold at least one (1) public consultation annually as directed by the Board of Directors providing notice in accordance with *Appendix I*.

ARTICLE FOUR

DIRECTORS

4.01 Number of directors and quorum

The affairs of the Corporation shall be managed by its board of directors. The number of directors shall be a total of ten (10), all of whom shall be elected by the members as hereinafter specified. Quorum for the transaction of business shall be two thirds (2/3) of the total number of directors. Notwithstanding vacancies, the remaining directors may act if constituting a quorum. *See Appendix II*.

4.02 Qualification

No person shall be qualified as a director unless she or he shall be eighteen or more years of age and shall at the time of election, and within 90 days prior to the term of office, and throughout the term of office be a member of the Corporation.

4.03 Election and term

Directors shall be elected to a two-year term of office at the Annual Meeting. The directors shall continue in office until their successors are duly elected and qualified. The election shall be by secret ballot.

The retiring directors shall be eligible for re-election if otherwise qualified.

4.04 Ex officio Directors

The members of the Board of Directors may, from time to time, appoint

members of the Corporation to serve as ex officio members of the Board of Directors. An ex officio member is a non-voting position.

Such ex officio members appointed by the Board of Directors shall, ex officio, participate in the matters of the Corporation and shall serve until the subsequent Annual Meeting, or until otherwise replaced by the Board of Directors.

4.05 Removal of Directors

The members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director elected pursuant to paragraph 4.03 hereof before the expiration of her or his term of office and may, by majority vote at that meeting, elect any person as a replacement for the remainder of the term of the director who has been removed.

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

4.06 Vacation of office

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) if a receiving order is made against him or her or is she or he makes an assignment under the Bankruptcy Act;
- b) if an order is made declaring him or her to be a mentally incompetent person or incapable of managing her or his affairs;
- c) if he or she ceases to be qualified as provided in section 4.02;
- d) if she or he shall be removed from office as provided in section 4.05; or
- e) if by notice in writing to the Corporation he or she resigns her or his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- f) if he or she dies.

4.07 Vacancies

In the case of any vacancy, however caused, among the directors elected

pursuant to paragraph 4.03 hereof or their successors (unless a replacement has been elected by the members as permitted in paragraph 4.05 hereof), the remaining directors entitled to the vote pursuant to this by-law or any other by-law of the Corporation shall use reasonable efforts to appoint replacements within 60 days of the occurrence of the vacancy, unless the vacancy occurs within 60 days before the Annual Meeting, in which event the replacement director will be elected by the membership. The term of office of Appointed Directors shall end at the next Annual Meeting.

4.08 Calling of Meetings

Meetings of the board shall be held monthly at the call of the board or the Chair or any two (2) directors. Notice of the time and place of every meeting so called shall be emailed or via phone call to each director not less than two (2) days before the time when the meeting to take place. No notice of a meeting shall be required if all the directors are present or if those absent waive notice or otherwise signify their consent to such meeting being held. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

4.09 Errors in Notice

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.10 First meeting of a new board

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

4.11 Place of meeting

Meetings of the board shall be held at such place as the board may from time to time determine.

4.12 Voting

All duly elected directors except the Chair of the meeting shall be entitled to one (1) vote on each question to be decided by the board. In the case of an equality of votes, the Chair of the meeting shall have the deciding vote. At all meetings of the board every question shall be decided by a majority of the votes cast upon the question, unless these by-laws require a special resolution

in which case two-thirds (2/3) of the votes cast shall be required. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to the 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.

4.13 Interest of directors in contracts

Subject to the provisions of the Act, no director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established. *See Appendix III*

4.14 Declaration of interest

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

4.15 Remuneration

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

4.16 Committees

The Board shall create the following standing committees to assist the directors in carrying on the affairs of the Corporation. Each standing committee will include members of the board.

Within 30 days of an Annual Meeting, the board will appoint members of the Corporation to each of the standing committees, and shall designate the Chair of the Committee. The Chair of the Corporation shall be an ex officio member of each Committee but shall not be included in the numbers referred herein.

The Standing Committees shall meet to consider any business before the committee as they see fit except provided for within these by-laws. The majority of the members of the committee shall constitute a quorum. Questions to be decided by consensus and taken to the Board of Directors.

4.16.1 Standing Committees

4.16.1.1 Planning and Events Committee.

The Planning and Events Committee shall meet at least once a month, more frequently as required, to review and oversee the planning and execution of the annual Pride Festival and other events that the Corporation undertakes. *See Appendix IV*

4.16.1.2 Finance Committee.

The Finance Committee shall from time to time review the financial position of the Corporation and make recommendations to the Board of Directors concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments, financial policies/procedures and the preparation of an annual budget. The Treasurer will chair the Financial Committee. *See Appendix V*

4.16.1.3 Fundraising and Sponsorship Committee.

The Fundraising and Sponsorship Committee shall organize, plan and implement all fundraising activities for the Pride Committee of Ottawa-Gatineau Inc. The Committee will also carry out such other fundraising and sponsorship tasks as the Pride Committee may direct from time to time. *See Appendix VI*

4.16.1.4 Nominating Committee.

The Nominating Committee shall review the nominations and recommend candidates to all the Standing Committees to the Board of Directors for approval. The Committee will oversee the annual elections of the Pride Committee of Ottawa-Gatineau Inc. at the Annual Meeting. *See Appendix VII*

4.16.2 Ad hoc Committees

The Board of Directors may from time to time constitute such other committees, as it deems necessary and shall prescribe their duties. *See Appendix VIII*

4.17 Powers of Directors

The directors may consider or transact any business either special or general at any meeting of the Board.

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its objects otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

ARTICLE FIVE

BOARD OFFICERS

5.01 Board Officers

The Board shall elect, or appoint annually, directors to fill the following board offices: Chair of the Board, Vice Chair, Treasurer, and Secretary.

No person may hold more than one (1) office.

5.02 Board Duties

5.02.1 Duties of Chair, Vice Chair

The Chair shall, when present, preside at all meetings of the members of the Corporation 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 Corporation.

The Chair, with the Secretary or with another officer appointed by the board for the purpose, shall sign all by-laws and membership certificates.

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

5.02.2 Duties of 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 give all notices required to be given to members and to directors.

They shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation 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 he shall perform such other duties as may from time to time be determined by the Board of Directors.

5.02.3 Duties of Treasurer

The Treasurer or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation 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 Corporation 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 Corporation.

They shall be Chair of the Finance Committee.

They shall also perform such other duties as may from time to time be determined by the Board of Directors.

5.02.4 Duties of Other Officers

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.

5.03 Board Officers - General

Officers shall hold office until removed in the manner hereinafter specified or until their replacement by election as hereinafter specified. An officer's term of office shall also be terminated by such officer's written resignation which

may be effective immediately or upon a date named therein, provided that a resignation naming an effective date later than the date of the election of officers following the next Annual Meeting shall not have the effect of extending such officer's term beyond the date of such election. Officers shall be elected or appointed by the board at its first meeting following each Annual Meeting of members and thereupon the term of office of the previously existing officers (except such of them as have been re-elected to their previous positions) shall cease, provided that in default of such election, the existing officers shall continue to hold office until such election is held. Vacancies among the officers, however caused, shall be filled by election by the board within 60 days after the vacancy occurs. The election of officers by the directors may be by show of hands or by resolution unless a ballot be demanded by any director. Any director who is removed as a director pursuant to this by-law who is also an officer of the Corporation shall cease to be an officer upon removal as a director.

5.04 Removal of officers

Any Board officer of the Corporation may be removed by a two-thirds (2/3) vote of those present and entitled to vote at a special meeting of the board called for such purpose upon the giving of written notice as specified in paragraph 4.08 of this by-law, which notice shall be served upon the directors and upon the officer whose removal is proposed and shall specify the proposed removal as the subject matter of such meeting. The provisions of said paragraph 4.08 permitting the holding of meetings of the board without notice shall not apply to a meeting at which an officer is or is proposed to be removed pursuant to this paragraph.

ARTICLE SIX

PROTECTION OF DIRECTORS AND OFFICERS

6.01 Limitations of liability

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any other loss occasioned by any error of judgement or oversight on her or his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his or her office or in relation thereto unless the same are occasioned

by her or his own willful neglect.

6.02 Indemnity

Every director and officer of the Corporation and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any deed, act, matter or thing whatsoever made, done or permitted by her or him in or about the execution of his or her office; and
- b) all other costs, charges or expenses that she or he sustains or incurs about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

6.03 Validity of Actions

No act or proceeding of any director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

6.04 Director's reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE SEVEN

MEMBERS

7.01 Members

The members shall consist of those persons who declare that they support the mission and values of the Corporation and have paid the annual membership dues established by the board from time to time by resolution, provided that the board may waive such membership fees in particular cases where it, in its sole discretion, determines that there is just cause for doing so. There shall be maintained at the head office of the Corporation a list of members in good standing as a register.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

7.02 Annual Membership Dues

The annual membership dues shall be \$10.00.

7.03 Terms of membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his or her death or when she or he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

7.04 Expiration

All memberships expire at the end of the Corporation fiscal year, August 31st. All memberships are renewable at the start of the fiscal year.

7.05 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 Corporation prior to acceptance of her or his resignation.

7.06 Removal

Upon 30 days' written notice to a member of the Corporation, the board may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a meeting of the board held after such notice period has expired, remove such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. In order for such resolution to be effective it must contain a statement that the members of the board voting in favour thereof have formed the opinion that such member is working contrary to the aims and objectives of the Corporation or is seeking to interfere with ability of the Corporation to function effectively. Any such member may re-apply for membership in the Corporation, but if his or her re-application occurs within 24 months of the member's removal, he or she shall not become a member until the membership re-application is approved by resolution of the board. Each such applicant shall be informed promptly by the Secretary of the outcome of her or his application.

ARTICLE EIGHT

ANNUAL AND OTHER MEETINGS OF MEMBERS

MEETING OF MEMBERS

8.01 Annual meetings

The Annual Meeting of members shall be held at such time and on such day in each year as the Board of Directors or the Chair may determine, for the purpose of receiving the reports and statements required by the Act to be placed before the Annual Meeting, electing directors, appointing auditors, and for the transaction of such other business as may be properly brought before the meeting.

8.02 Special meetings

The board or any member of the board shall have power to call a Special Meeting of members at any time. A Special Meeting of members shall be called by the board upon the written petition of not fewer than 30 of the members of the Corporation; said meeting to be called by the board in the ordinary manner to be held within 60 days after the petition is received by the Corporation at its registered address.

8.03 Place of meetings

Meetings of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in the municipality where the head office is situated, or, pursuant to section 7.05 or if the board shall so determine, at some other place in Ontario.

8.04 Notice of meetings

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than 14 days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered on the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive. The notice shall include the date, place and time of the meeting as well as an agenda of proposed items with sufficient information concerning such business to permit the members to form a reasoned judgement of the decision to be taken.

8.05 Meetings without notice

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person, or if those not present waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of

members may transact.

8.06 Chair, Secretary and scrutineers

The board may designate a Chair, who may be but need not be a director, for the whole or any part of any meeting of members. If no such designation is made, the persons present and entitled to vote shall choose one of their numbers to be Chair. The Chair shall, at the outset of each meeting of members, appoint some person, who need not be a member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by resolution or by the Chair with the consent of the meeting.

8.07 Quorum

A quorum for the transaction of business at any meeting of members shall be 15 persons present in person and entitled to vote thereat.

8.08 Right to vote

At any meeting of members every person shall be entitled to vote who has been a member of the Corporation for a period of not less than 30 days prior to the date of the meeting and continues as of the date of the meeting to be qualified as a member.

8.09 Proxies

Voting by proxy shall be permitted at any meeting of the members. At any meeting of the members, each member who is present and entitled to vote may serve as a proxy on behalf of one (1) member only. With respect to all other matters relating to proxy voting, the board shall determine at its sole discretion the manner and form in which the right to vote by proxy shall be exercised.

8.10 Votes to govern

At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or the law, be determined by the majority of votes duly cast on the question.

8.11 Show of hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken on a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the

vote so taken shall be the decision of the members upon said question.

8.12 Polls

After a show of hands has been taken on any question, the Chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person or represented by proxy and entitled to vote shall have one (1) vote and the result of the poll shall be the decision of the members upon the said question.

8.13 Casting vote

In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to an additional or casting vote.

8.14 Adjournment

The Chair at any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE NINE

BORROWING

9.01 Borrowing powers

The directors may from time to time:

- a) Borrow money on the credit of the Corporation; or
- b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

9.02 Delegation

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give

such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE TEN

NOTICES

10.01 Method of giving notices

Any notice (which term in this article 10 includes any communication or document) to be given (which term in this article 10 includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last address or as recorded in the books of the Corporation or if mailed by prepaid ordinary mail to her or him at his or her said address or if sent to her or him at his or her said address by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by her or him to be reliable. A notice so served shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

10.02 Computation of time

In computing the date when notice must be given under any provision requiring a specified number of days', notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.03 Omissions and errors

The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.04 Waiver of notice

Any member, director, officer or auditor may waive any notice required to be

given to him or her under the provisions of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE ELEVEN

AUDITORS

11.01 Appointment of auditors

The members shall at each Annual Meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the board.

ARTICLE TWELVE

DISSOLUTION

12.01 Dissolution

In the event that the Corporation dissolves, after payment of liabilities, all assets or the proceeds from the sale thereof shall be distributed to registered charities serving the Ottawa area. The Board will be responsible for ensuring the appropriate distribution of assets.

ARTICLE THIRTEEN

TRANSITIONAL PROVISIONS ENACTMENT; REPEAL AND AMENDMENT OF BY-LAWS

13.01 By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law by a two-thirds (2/3) majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.

A copy of any by-law to be sanctioned at an Annual Meeting of members shall be sent to every member of the Corporation with notice of such meeting.

13.02 All amendments will be submitted to the Board of Directors for processing. Any member in good standing can submit amendments. This does not preclude

amendments being proposed, seconded and voted on to an existing by-law amendment already under consideration at an Annual Meeting or Special Meeting called for the purpose of considering By-law Amendments.

13.03 The Chair will submit a list of proposed amendments annually no later than 14 days before the Annual Meeting. Furthermore, the Chair can request that the Board of Directors call a Special Meeting to consider the list of proposed amendments if in the opinion, of the board it is the best interests of the Corporation. If a Special Meeting is called, notice shall be given as outlined in *Appendix I*.

13.04 Copies of the list of proposed amendments will be available to any member at the Pride Committee office 14 days prior to meeting and electronically available once a meeting has been called to consider the list. The board will submit the list of amendments for decision by the membership at the Annual Meeting or the Special Meeting called for this purpose.

Approved by the Members of the Corporation the ___th Day of _____, 20__

(Corporate seal)

PRIDE COMMITTEE OF OTTAWA-GATINEAU INC.

POLICY PERTAINING TO MEETINGS

The Pride Committee of Ottawa-Gatineau Inc. shall hold at least one (1) public consultation annually; notice will be given in the same manner as the Annual Meeting.

Meetings of the board shall be held at least monthly at the call of the board or the Chair. Notice of the time and place of every meeting so called shall be given to each director not less than one (1) day before the time when the meeting is to be held or shall be mailed/mailed to each director not less than five (5) days before the meeting is to take place. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

The Annual Meeting of members shall be held at such time and on such day in each year as the Board of Directors or the Chair may determine, for the purpose of receiving the reports and statements required by the Act to be placed before the Annual Meeting, electing directors, appointing auditors, and for the transaction of such other business as may be properly brought before the meeting. Notice for this meeting shall be no less than 30 days and the memberships shall be contacted based on the information provided on their membership form. As well notice will be posted on the website and in community newspapers and other media (where appropriate).

Special Meetings can be called by the board or by petition from a minimum of 30 members. Notice for a Special Meeting must be 14 days prior to the meeting and if the meeting is a request from the membership it must be held within 60 days of the petition.

Members in good standing (paid in full and having renewed their membership 30 days prior to the Annual Meeting or Special Meeting) are entitled to one (1) vote on all matters put forth by the Board of Directors and board elections. A proxy vote can be arranged prior to the meeting by contacting the Pride Committee office.

All Board and Committee meetings are open to the Membership. Members are requested to submit their request to attend and any agenda items to the Pride Committee three (3) days prior to any meeting by e-mail at info@prideottawa.com or by leaving a message at the Pride Committee offices at 613-421-5387.

Appendix II

PRIDE COMMITTEE OF OTTAWA-GATINEAU INC.

BOARD OF DIRECTORS OF THE PRIDE COMMITTEE OF OTTAWA-GATINEAU INC.

The Board of the Pride Committee of Ottawa-Gatineau Inc. consists of ten (10) members who are duly elected by the membership of the Pride Committee.

The Chair of the Board of the Pride Committee of Ottawa-Gatineau Inc. is elected from among the members of the Board for a term of one (1) years, renewable by election.

The Vice-Chair of the Board of the Pride Committee of Ottawa-Gatineau Inc. is elected from among the members of the Board for a term of one (1) years, renewable by election.

The Treasurer of the Board of the Pride Committee of Ottawa-Gatineau Inc. is elected from among the members of the Board for a term of one (1) years, renewable by election.

The Secretary of the Board of the Pride Committee of Ottawa-Gatineau Inc. is elected from among the members of the Board for a term of one (1) years, renewable by election.

Membership on the Board is for a term of two (2) years, staggered 6 / 4, renewable. No person shall hold more than one (1) position on the Board of the Pride Committee of Ottawa- Gatineau Inc.

Budgets of the Pride Committee of Ottawa-Gatineau Inc. are approved by the Board. Expenditures of funds within budget shall be the responsibility of the Board Executive. Summaries of revenues and disbursements shall be provided annually to the membership.

The Pride Committee of Ottawa-Gatineau Inc. may appoint such committees and sub-committees, as it considers necessary.

The Chair of the Pride Committee of Ottawa-Gatineau Inc. is an ex officio member on all Committees.

Membership:

Board of Directors: 10 members

Terms for the Board Executives:

| | |
|------------|--------------------|
| Chair | 1 year (renewable) |
| Vice-Chair | 1 year (renewable) |
| Treasurer | 1 year (renewable) |
| Secretary | 1 year (renewable) |

Terms for the Members

2 years (renewable)

PRIDE COMMITTEE OF OTTAWA-GATINEAU INC.

ETHICAL GUIDELINES AND CODE OF CONDUCT FOR BOARD MEMBERS

IT IS UNDERSTOOD THAT any duly elected or appointed Board Member of the Pride Committee of Ottawa-Gatineau Inc. is a representative of the entire Membership and Community and has a fiduciary and ethical responsibility to maintain the highest possible standards of behaviour and commitment. As such, the following policies are in place to outline their responsibilities and assure the highest possible standards of conduct by the Board Members and Board Executive.

1. Financial and Fiduciary Responsibilities

All Board Members must adhere to the financial systems put in place by the Treasurer and the Finance Committee for allocation of funds and contract negotiations. The Board as a whole or at the very least, the Board Executive, must approve any and all contracts; the Board Executive must sign all contracts. Any breach of policy may result in the cancellation of the contract. All fundraising activities or sponsorship packages/contracts must be approved by the Fundraising/Sponsorship Committee, and submitted for approval of the Board. A Board member who is in breach of approved policies and procedures may be requested to resign their position as a Board member.

2. Media Relations and Communication with Outside Agencies

All Board Members are to refrain from making public statements to the media or any outside agency without the express approval of the Board. A member of the Board Executive will issue all public or media statements by Press Release or verbally. If members of the press, other media and outside agencies contact individual members of the Board, all inquiries are to be referred to the Chair or a member of the Board Executive of the Pride Committee of Ottawa-Gatineau Inc. for comment. A Board member who is in breach of approved policies and procedures may be requested to resign their position as a Board member.

3. Board Member Commitments and Attendance

All Board Members must commit sufficient time and effort to support the entire Board's activities. It is understood that there are numerous tasks and duties involved with organizing Pride events, as such, it is imperative that the Board Members commit to the mandate of the Pride Committee and participate fully in their capacity of representative of the Membership and the Community. If a Member cannot fulfill their duties as elected representatives, they may be asked to step down from their position to allow for a new Board Member who can provide the time required to maintain a high level of productivity. Any Member who does

not / or cannot participate for a majority of meetings (see By-law 4.05), Committee activities and event activities may be asked to cede their position on the Board.

4. Conflict of Interest and Financial Remuneration

Board Members shall not be entitled to financial remuneration or in kind donations with out the express, written approval of the Board. Such remunerations shall only be permitted for ‘special service’ rendered outside the role and responsibilities of your position as a Board Member. Such activities, where a Member would request remuneration, must be approved PRIOR to implementation and any payment will be remitted only after the ‘special service’ has been completed.

Any solicitation of funds or in kind donations by ANY Member of the Board from suppliers, sponsors or individuals on behalf of the Pride Committee – and not immediately remitted to the Pride Committee – will result in disciplinary action up to and including immediate expulsion and action may be taken to retrieve such funds or goods.

From time to time a Member may find themselves in a personal or business related ‘conflict of interest’, this being defined as: ‘a personal or business relationship with any individual or business in which the Pride Committee is conducting business and soliciting funds or donations’. A Board Member who finds themselves in a ‘conflict of interest’ must declare the conflict to the Board immediately and may be requested to refrain from discussions at meeting regarding the issue/contract etc. This does not necessarily mean that activities/meetings will be held with the exclusion of the Member, but they will not be permitted to speak to, vote upon or bring new information to the Board at anytime during decision-making process.

TERMS OF REFERENCE

Planning and Events Committee

MEMBERSHIP: (Total – minimum of 9 members)

- 1 Chair of the Pride Committee of Ottawa-Gatineau Inc.
- 1 Vice-Chair of the Pride Committee of Ottawa-Gatineau Inc.
- 2 Board members
- 5 Community Representatives/Volunteers (as available)

TERMS OF MEMBERSHIP:

The Board of the Pride Committee of Ottawa-Gatineau Inc. shall appoint the Planning and Events Committee Chair and Committee Members.

Committee membership will be for ongoing.

The duties of the Committee shall be to:

- 1. Organize, plan, promote and implement all Pride Festival activities for the Pride Committee of Ottawa-Gatineau Inc.
- 2. Seek volunteer support as needed for all activities and events and supervise these volunteers.
- 3. Produce all ads, flyers, posters and publications for the Pride Festival activities.
- 4. Carry out such other tasks as the Pride Committee of Ottawa-Gatineau Inc. may direct from time to time.
- 5. Oversee all events and activities of the Pride Committee of Ottawa-Gatineau Inc. at the Annual Pride festivities.

TERMS OF REFERENCE

Finance Committee

MEMBERSHIP: (Total – minimum of 3 members)

- 1 - Chair of the Pride Committee of Ottawa-Gatineau Inc.
- 1 - Treasurer of the Pride Committee of Ottawa-Gatineau Inc.
- 1 - Vice-Chair of the Pride Committee of Ottawa-Gatineau Inc.

TERMS OF MEMBERSHIP:

These members of Board Executive of the Pride Committee of Ottawa-Gatineau Inc. shall be members of the Finance Committee and must be the official signatories for the organization. The Auditor shall be an ex officio member of the Finance Committee.

Committee membership will be for a period of one (1) year, renewable.

The primary purpose of the Finance Committee is to assist the Pride Committee of Ottawa Gatineau Inc. in reviewing the budget and financial statements of the Pride Committee and advise the Pride Committee on financial matters.

Further duties of the Committee shall be to:

1. Organize, plan and implement all financial systems/methods for the allocation and collection of funds for the Pride Committee of Ottawa-Gatineau Inc.
2. Plan, implement and seek outside counsel in the form of accounting and banking advice for Pride events and activities.
3. Produce an annual financial statement (audited or un-audited) for the review of the Membership of the Pride Committee of Ottawa-Gatineau Inc.

The Finance Committee will carry out other tasks as the Board may direct from time to time.

TERMS OF REFERENCE

Fundraising - Sponsorship Committee

MEMBERSHIP: (Total – minimum of 5 members)

- 1 member of the Board Executive
- 1 Board member
- 3 Community Representatives/Volunteers

TERMS OF MEMBERSHIP:

The Board of the Pride Committee of Ottawa-Gatineau Inc. shall appoint the Fundraising-Sponsorship Committee Chair and Committee Members.

Committee membership will be ongoing.

The duties of the Committee shall be to:

1. Organize, plan and implement all fundraising activities for the Pride Committee of Ottawa-Gatineau Inc.
2. Plan, implement and seek outside funding in the form of but not excluding official corporate and business sponsorship and government funding for Pride events and activities.
3. Produce all ads, flyers, posters and publications in relation to fundraising/sponsorship activities for the Pride Committee of Ottawa-Gatineau Inc.
4. Carry out such other fundraising and sponsorship tasks as the Pride Committee of Ottawa-Gatineau Inc. may direct from time to time.

TERMS OF REFERENCE

Nominating Committee

MEMBERSHIP: (Total – minimum of 4 members)

- 2 Board members
- 1 the immediate past Chair,
- 1 Community Representative

TERMS OF MEMBERSHIP:

The Board of the Pride Committee of Ottawa-Gatineau Inc. shall appoint the Nominating Committee Chair and Committee Members.

Committee membership will be for a period of one (1) year, renewable.

The duties of the Committee shall be to:

1. Nominate the ‘ex officio’ members to the Board
2. Nominate the members to the:
 - Fundraising/Sponsorship Committee
 - Planning and Events Committee
 - ad hoc Committees struck, as per the direction of the Board
3. Nominate new members to the Pride Committee of Ottawa-Gatineau Inc.
4. Carry out such other nomination tasks as the Pride Committee of Ottawa-Gatineau Inc. may direct from time to time.
5. Oversee annual elections of the Pride Committee of Ottawa-Gatineau Inc. at the Annual Meeting.
6. Research and recruit qualified individuals to run for the Board of Directors to ensure a varied range of skills and expertise and communities represented.
7. Nominate the Auditor for the Pride Committee of Ottawa-Gatineau based on the recommendation of the Finance Committee.

TERMS OF REFERENCE

Ad Hoc Committees

MEMBERSHIP: (Total - X members)

- 1 Board member
- X Community Representative/Volunteers

TERMS OF MEMBERSHIP:

The Board of the Pride Committee of Ottawa-Gatineau Inc. shall appoint the Chair and Committee Members.

Committee membership will be for a period determined by the Board.

An Ad Hoc Committee may be struck as and when the Board of the Pride Committee of Ottawa-Gatineau Inc. deems necessary. Such Committee will be for a specific terms and have a specific mandate.

The duties of the Committee shall be but not limited to:

1. Carry out such tasks as the Pride Committee of Ottawa-Gatineau Inc. may direct.