



## CONSTITUTION

The name of the society is "Vancouver Pride Society"

The purposes of the society are:

1. To celebrate Lesbian, Gay, Bisexual, Transgender, Two Spirited, and Queer communities (LGBTQ2+), and other supportive or affiliated groups, in and through culturally appropriate educational activities and festivities throughout the year.
2. To continuously promote the self-awareness, celebrate the achievements, the visibility and the diversity of the above communities in partnership with all stakeholders and allies."

Comment [VPS1]: •

- Green comments describe a change that VPS perceives to be of a house-keeping nature and includes corrections, renumbering of clauses or other reasons that do not impact the meaning of the bylaws.
- Yellow comments describe a change that VPS perceives to be of a minor nature. While the meaning of the bylaw is changed, VPS perceives it would have minimal impacts on governance.
- Red comments describe a change that VPS perceives to be more significant and could have governance implications

Comment [VPS2]: Moved from Appendix A as part of the transition to the New Societies Act in Jan 2017. This is now a stand-alone file with the BC Registrar of Societies

## BYLAWS

2016 Version

Comment [VPS3]: Delete not relevant to bylaws

HERE SET OUT IN NUMBERED CLAUSES, THE BYLAWS OF THE VANCOUVER PRIDE SOCIETY

Document approved by membership on April 30, 2016

Comment [VPS4]: Delete not relevant to bylaws

Article 1 - Interpretation

Comment [VPS5]: Reformat Articles alphabetically to improve presentation

1. The definitions in the British Columbia Societies Act and British Columbia Societies Act Societies Regulation on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa, ~~and words importing a male person include a female person.~~

Comment [VPS6]: Renumber all bylaws after edits to improve presentation

2. "VPS" means the Vancouver Pride Society.

Comment [VPS7]: Change all references in the bylaws to "Societies" to reflect the new name of the act

3. "Organization" means a legal or commercial entity, which includes a corporation, society, foundation, partnership or association.

4. "Member in Good Standing" and "Member" means a registered person or organization that has paid their current annual membership dues and has no debt outstanding to the VPS beyond 29 days.

Comment [VPS8]: To reflect new name for Societies Act Regulations

5. "Member not in Good Standing" means a Member owing the VPS a debt for 30 days or more.

Comment [VPS9]: Delete - All references to gender have been edited in a gender neutral fashion

6. "Director" means a director at large of the VPS for the time being; that has been elected or appointed by the Members or the Board of Directors.

7. "Board Executive" means Co-Chairs (2 positions), Treasurer, and Secretary of the VPS, that have been elected or appointed by the Members or the Board of Directors.  
8. "Board of Directors" and "Board" refer to both the Directors and the members of the Board Executive.

New Definition: "Executive Director" refers to a senior staff position that reports to the Board. More than one person may be assigned to this position

9. "Societiesy Act" means the Societiesy Act of the Province of British Columbia.

10. "Member's Address" means the preferred contact address of a member as recorded in the Registry of Members and may be either a mailing address or an e-mail address.

11. "VPS Registered Address" means the registered address of the VPS' head office.

12. "Two Spirit" person means someone who is Gay, Lesbian, Bisexual, Transgender or Transsexual and refers to people who are of Aboriginal ancestry.

13. "LGBTQ2+" means Lesbian, Gay, Bisexual, Transgender, Transsexuals, Two Spirit, and Queer.

14. "Allies" means all other people and organizations that support LGBTQ2+.

15. "Stakeholder" means an individual, group, government entity, or organization with an interest in the success of VPS in fulfilling its mandate and maintaining the viability of the VPS' products and services to the LGBTQ2+ community.

16. ~~"Committee" means a standing committee struck by the Members of the VPS at an AGM or SGM and exists solely for the purpose of the VPS in fulfilling its mandate.~~

17. "AGM" means an annual general meeting of the Members.

18. "SGM" means an extra-ordinary meeting of the Members other than the AGM.

19. "Gender Parity" means that the VPS acknowledges the diversity of the LGBTQ2+ community, and commits to having a diverse Board of Directors that best reflects the LGBTQ2+ community and its allies.

Comment [VPS10]: New Definition to reflect that currently VPS has 2 Co-Executive Directors

Comment [VPS11]: To allow Members different contact options and to streamline membership administration to manage Members who opt to communicate by e-mail

Comment [VPS12]: Delete as Committee is no longer referenced elsewhere in bylaws

## Article 2 - Membership

20. The Members are the applicants for the incorporation of the VPS, and those persons and organizations who subsequently have become Members. All subsequent applicants for membership who have met the criteria set within these bylaws shall be called a Member except for those who cease to be a Member under the clauses set within these bylaws.

21. A person or organization may apply to the VPS for membership and on acceptance by the Directors shall become a Member.

22. Every Member shall uphold the constitution of the VPS and comply with these bylaws and all laws of British Columbia and the Government of Canada which govern the VPS.

23. There are two categories of membership:

- a. Individual Members, and
- b. Organizations.

24. An organization that has joined the VPS shall appoint one representative for the purpose of voting at an SGM or an AGM. The representative shall provide an authenticating letter from the organization upon registration.

25. The initial membership dues shall be determined by the Directors and subsequent membership dues shall be determined at the AGM of the VPS by an ordinary motion.

26. A person shall cease to be a Member of the VPS.

- a. by delivering their resignation in writing to the Secretary of the VPS or by mailing or delivering it to the VPS Registered Address,
- b. on their death or in the case of a corporation, upon dissolution,

c. on being expelled.

27. A Member may be expelled by a special resolution of the Members passed at an AGM or SGM.

a. the notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion,

b. the person or organization who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the AGM or SGM before the vote is called on the special resolution,

c. all expulsions are for a period of 3 years from the date of expulsion after which said person or organization may apply for membership with the VPS.

28. All Members are Members in Good Standing except:

a. a Member who has failed to pay their current annual membership fee ceases to be a Member after the next AGM and shall be struck from the Registry of Members; or

b. where a Member owes a debt to the VPS which has been outstanding for greater than 30 days, the Member is not in good standing,

c. a Member not in Good Standing for one year will be removed from the Registry of Members and barred from membership so long as the debt is owing,

d. a Member not in Good Standing who settles the outstanding debt with the VPS is then considered a Member in Good Standing,

e. Members not in Good Standing are ineligible to vote at AGM, SGM, or subcommittee meetings.

29. With the exception of a Member who has been expelled from the VPS, any Member whose membership has ceased and all outstanding debts have been settled may immediately reapply to become a Member of the VPS after all outstanding debts have been settled.

New Bylaw – A Members access to VPS records is limited to the following:

a. The information VPS publishes on the VPS website.

b. the records required to be kept by the VPS pursuant to s. 20(1) of the Societies Act; and

c. the minutes of each meeting of Directors

New Bylaw - Unless otherwise arranged between the sender and the recipient, delivery of records to Members shall be deemed to have occurred if posted on the VPS Website or if made available for pick-up at the Society's registered office

**Comment [VPS13]:** New bylaw to clarify what records a Member may access. A number of VPS records need to be managed confidentially, including employee records and partnership contracts

**Comment [VPS14]:** New bylaw to clarify when a delivery of records will occur

### Article 3 - Meetings of Members

30. All AGM and SGM of the VPS shall be held at the time and place, in accordance with the Societies Act, that the Directors decide. Said place must be within the city limits of the City of Vancouver.

31. Every general meeting, other than an AGM, is a SGM.

32. The Directors may, when they think fit, convene a SGM.

33. Notices of AGM and SGM shall specify the place, day and hour of the meeting; and in case of special business, the general nature of that business.

a. Notice of an AGM and SGM will:

i. be posted on the VPS website and all VPS social media accounts

ii. include a press release all local media outlets not less than fourteen (14) days prior to the scheduled meeting date; and be advertised in not less than one (1) newspaper with print circulation within the City of Vancouver with a scheduled circulation date not less than seven (7) days prior to the scheduled meeting date; and

iii. be communicated to Members not less than fourteen (14) days prior to the scheduled

**Comment [VPS15]:** Change to reflect importance of internet and social media to communicate to public. Press release is expected to get wider public coverage than a single newspaper advertisement

meeting date as per the Societies Act.

b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

c. The first AGM shall be held not more than 15 months after the date of incorporation and after that an AGM shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding AGM in accordance with the Societies Act of BC.

New Bylaw: At the option of VPS, members may attend a general meeting remotely by an internet conferencing tool that will be detailed in the notice of the Meeting

**Comment [VPS16]:** New bylaw to allow Members to participate at an AGM or SGM remotely by webinar

## Article 4 - Proceedings at General Meetings

34. All business of the VPS may be transacted at an AGM and a SGM except the following, which may only be transacted at an AGM:

- a. the adoption of rules of order,
- b. the consideration of financial statements,
- c. the report of the Directors,
- d. the report of the auditor, if any,
- e. the appointment of an auditor, if required,
- f. the election of Directors and Board Executive.

35. No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at an AGM or SGM at a time when a quorum is not present.

36. If at any time during an AGM or SGM there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

37. A quorum is 5% of the VPS Individual Members at the time of the meeting unless the VPS has less than 60 members, in which case then the quorum shall be 3.

38. If within 15 minutes from the time appointed for a SGM a quorum is not present, the meeting:

- a. if convened on the requisition of Members, shall be terminated,
- b. if in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within 15 minutes from the time appointed for the meeting, the meeting shall be terminated,
- c. if the same time and place cannot be secured on written notice from the lessor of said place, the meeting shall be terminated. Said written notice shall be maintained by the Chairs of the Board of Directors and submitted with the Co-Chairs' report at the next AGM.

39. One of the Co-Chairs shall preside as Chair of the meeting. If after 15 minutes after the advertised time for the commencement of said meeting both Co-Chairs remain absent, the Directors present shall choose a Director to be Chair of the meeting. If no Director is willing to be Chair of the meeting, the Members present shall choose a Chair of the meeting from the Members present. If after 15 minutes after the advertised time for the commencement of the meeting and the Co-Chairs of the Board remain absent and no Member or Director wishes to be Chair of the meeting, the meeting is terminated.

40. An AGM or SGM may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned AGM or SGM other than the business left unfinished at the AGM or SGM from which the adjournment took place.

41. When an AGM or SGM is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original AGM or SGM. Except as provided in this article, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned AGM or SGM.

42. No resolution proposed at an AGM or SGM need to be seconded and the Chair of said AGM or SGM may move or propose a resolution.

43. Members who become Members less than 30 days prior to an AGM or SGM cannot vote at the said AGM or SGM, except:

a. Members renewing their annual membership.

44. A simple majority (51%) of votes of Members present shall be sufficient to pass any ordinary resolution.

45. Two-thirds of votes (67%) of Members present shall be sufficient to pass any special resolution.

46. In case of an equality of votes for an ordinary resolution, the Chair shall have a casting vote but, in acting as Chair, does not otherwise have the right to vote as a Member.

a. voting is by show of hands,

b. voting by proxy is not permitted.

Comment [VPS17]: Remove for clarity

Comment [VPS18]: Remove for clarity

## Article 5 – Nomination

47. Members interested in being on the Board of Directors of the VPS must declare their intent and be nominated by a Member who has been a Member for no less than 30 days, as well as submit a completed application and sign a declaration of eligibility at a meeting for nominations which will be held no less than 10 and no greater than 28 days prior to the AGM or SGM.

~~New Bylaw: VPS shall prepare a Directors Orientation Package that would be given to members upon submission of their nomination to be a director.~~

~~48. Members of the Nomination Committee will review the applications for Board of Directors membership, to ensure each candidate meets criteria outlined in Terms of Reference for each position.~~

~~49. Members who become~~ Members are ineligible for candidacy for any position of Director or Board Executive member of the VPS for the initial sixty (60) days following their acceptance as a Member, except:

a. Members renewing their annual membership.

~~50. Notice of the Nomination Meeting shall be communicated to members not less than ten days prior to the scheduled meeting date.~~

~~51. The AGM/SGM Committee shall be composed of one Director who shall act as Chair and no less than 3 Members. A member of the AGM/SGM Committee who is nominated for an Board Executive position or who is an immediate family member of a nominee or who shares a residence with a nominee shall not participate in conducting the election for Board Executive members and must abstain from any vote on the eligibility of a Board Executive nominee.~~

52. A Member who has been elected or appointed to a Board Executive position who has a criminal record that is less than 5 years old for which a pardon has not been granted is automatically ineligible for a position as a Board Executive member and is immediately removed from the Board Executive but will remain a Member in Good Standing.

53. The Board Executive position of Treasurer cannot be held by a person with court

Comment [VPS19]: VPS is recommending streamlining the nomination process by removing the requirement for a Nominations Committee and nominations meeting.

Comment [VPS20]: Nominees would have to apply 28 days (up from 18) before the meeting. This would allow VPS time to include nominee bios in the notice of the meeting (which must be given 14 days before the meeting)

Comment [VPS21]: VPS recommends the Director orientation should occur at the time of nomination (instead of after being elected), in particular so that they know in advance the expectations to manage conflicts of interest, confidentiality and their responsibilities as a Director

Comment [VPS22]: No longer needed if nomination meetings are not held

records that contain judgments indicating financial bankruptcy within the previous 7 years.

54. Members who are in an un-discharged bankruptcy are ineligible for candidacy for any Director or Board Executive position.

55. Any ballot received upon which more votes have been recorded than the number of vacancies on the Board Executive shall be declared a spoiled ballot and will be disregarded in the election tally.

56. The nominations and elections administration process is to be conducted by a Sub Committee appointed by the Board of Directors, which shall provide a report of all nominees all vacant Director positions at the AGM or SGM. ~~the AGM / SGM Committee.~~

~~57. At the AGM or SGM, the AGM / SGM Committee is required to report all nominees of the Board of Directors positions.~~

58. All Members who have successfully been elected to a Director or Board Executive position are entitled to have the cost of their criminal record and court search reimbursed upon submission of receipts to the Board.

59. All persons nominated for a Director or Board Executive position are required to submit with their nomination at the Nomination Meeting a short autobiography of 400 words or less, which includes a description of the skills the nominee possesses to fulfill the requirements of the position.

New Bylaw: No more than one of the Directors of VPS may be a Youth Director, aged 16 or 17

**Comment [VPS23]:** This edit is to define the new nomination administration process to replace the Nominations Committee, nomination meeting and AGM/SGM Committee

**Comment [VPS24]:** To clarify when a nominee's bio is to be submitted.

**Comment [VPS25]:** New bylaws to allow for a youth director, now an option under the new Societies Act as both a mentoring and outreach opportunity. This would not be a requirement but would be optional.

## Article 6 - Board of Directors

60. The Board of Directors may exercise all powers and do all the acts and things that the VPS may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the VPS in an AGM or SGM but subject, nevertheless, to:

- a. all laws affecting the VPS;
- b. these bylaws; and
- c. rules, not being inconsistent with these bylaws, which are made from time to time by the VPS during an AGM or SGM.

61. No rule, made by the VPS during an AGM or SGM invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.

62. The Co-Chairs, Secretary, Treasurer, the Executive Director, and up to five other persons shall comprise the Board Directors.

63. The Board of Directors must attempt to adhere to Gender Parity.

64. The Co-Chairs may serve no more than two consecutive terms of three years each, in addition to terms served as a Director.

65. If a Co-Chair resigns or is unable to finish their term, then another Co-Chair will be appointed by the board. That new Co-Chair's term shall expire at the next AGM.

66. Other members of the Board of Directors may serve no more than three terms, of two years each.

67. Terms will expire at the adjournment of the Annual General Meeting.

68. Separate elections shall be held for each Board Executive position to be filled, followed by the election of the remaining director positions.

69. The Executive Director is an ex-officio member of the Board of Directors.

70. The Directors may at any time and from time to time appoint a Member who has been a Member for not less than sixty (60) days, as a Director to fill a vacancy.

71. An appointed director's term shall expire at the next AGM.



72. A Director may by special resolution be removed from their position before the expiration of their term of office. Said special resolution shall be accompanied by a brief statement of the reason or reasons for the proposed removal.

73. The Director who is the subject of the proposed resolution for removal from office shall be given an opportunity to speak at the AGM or SGM prior to debate on the motion to which the special resolution is to be debated.

74. A Director who is removed from office is ineligible for reappointment or re-election for a period of five years.

75. If a resolution to call an SGM is passed within 60 days before the future scheduled date of an SGM or AGM, the proposed resolution shall be heard at that future scheduled meeting.

76. If the resolution to call a SGM is passed within 90 days of the fiscal year end, the proposed resolution shall be heard at the AGM.

77. A person will cease to be a Director;

a. by delivering their resignation in writing to the Secretary or upon delivery to the VPS Registered Address,

b. or in the case of a corporation, dissolution,

c. upon accepting any salaried position with the VPS,

d. upon being a Member not in Good Standing,

e. upon death.

78. No Director or member of the Board Executive shall be remunerated for being or acting on behalf of the VPS either as a Director or as a contractor or for the provision of other services but ~~he~~ shall be reimbursed for all expenses necessarily and reasonably incurred ~~by him~~ while engaged in the affairs of the VPS.

Comment [VPS26]: To provide clarity that Directors will not be paid for contracted services and to make this bylaw gender neutral

## Article 7 - Proceedings of the Board of Directors

79. The Board may meet at the places they think fit to dispatch business, adjourn and or regulate their meetings and proceedings, as they see fit which includes having a meeting by teleconference.

80. For the purpose of conducting VPS business at a meeting other than an AGM or SGM, the quorum of Directors present is five Directors including no less than two members of the Board Executive.

81. A Co-Chair shall chair all meetings of the Board, but if at a meeting a Co-Chair is not present within 15 minutes after the time appointed for holding the meeting, the Treasurer shall act as chair.

82. The first meeting of the Board shall be held immediately following the election of a Director or member of the Board Executive at an AGM or SGM.

83. If at a Board meeting a Director is appointed to fill a vacancy on the Board, it is not necessary to have given notice of the meeting to the newly elected or appointed Director for the meeting to be duly constituted where a quorum of the Board is present.

84. A Director who may be absent temporarily from British Columbia may send or deliver to the VPS Registered Address a waiver of notice, which may be by letter, telegram, telex, cable, facsimile or email, of any meeting of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn,

a. no notice of meeting of directors shall be sent to that director; and

b. any and all meetings of the Board, notice of which has not been given to that Director shall, if a quorum of the Board is present, be valid and effective.

85. Questions arising at a Board meeting shall be decided by a majority of votes.

86. In case of an equality of votes at a Board meeting, the Chair has the deciding vote.

87. No resolution proposed at a Board meeting need be seconded and the Chair of a meeting may move or propose a resolution.

88. A resolution in writing, signed by all the directors and placed with the minutes of the Board meeting is as valid and effective as if regularly passed at a Board meeting.

89. If a Director is absent for three consecutive meetings of the Board, without a leave of absence granted by the Board, the Director may be removed from their position as Director by a special resolution of the Board.

~~90. If a Director is late by more than fifteen minutes to a Board meeting, he will be subject to an automatic sanction to be noted in the minutes of the Board meeting.~~

~~91. If a Director receives two sanctions for lateness to Board meetings, the Director may be removed from their position as Director by a special resolution of the Board.~~

~~92. During the first 30 days following an AGM, there shall be a transition period where the Board shall not conduct business until completion of no less than two orientation sessions comprised of the newly elected Directors, members of the Board Executive, and the outgoing Directors and members of the Board Executive. At those meetings the newly elected Board members will be oriented to Board procedure, and be familiarized with the VPS Constitution, these Bylaws, and the Society Act.~~

92. The Board may delegate any, but not all, of their powers to subordinate committees (hereinafter called "sub-committees") as they think fit.

a. a sub-committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board, and shall report every act in exercise of those powers to the earliest meeting of the Board to be held after the sub-committee's delegated business has been done.

b. the Chair of a sub-committee meeting is the Director or member of the Board Executive appointed to that position by the Board,

c. quorum for a sub-committee meeting to conduct business is never less than the appointed sub-committee Chair, excepting:

i. if at a sub-committee meeting the Chair that is appointed by the Board is not present within 15 minutes after the time scheduled for holding said meeting, any other Directors and members of the Board Executive present who are members of the sub-committee shall choose one of their number to be Chair of said meeting,

ii. if quorum is not met after 15 minutes after the time scheduled for the sub-committee meeting, the meeting is adjourned.

d. the members of a sub-committee may meet and adjourn as they think proper.

## Article 8 - Duties of the Board Executive

93. The VPS Board is a governance board, and therefore is responsible for the governance of the Vancouver Pride Society.

94. Staff appointed to an Executive Director position are ~~The Executive Director is~~ responsible for day-to-day operations of the VPS, but reports to the Board Executive.

95. The Co-Chairs will: Chair of all AGM, SGM, and meetings of the Board of the VPS,

a. supervise the other members of the Board Executive and Directors in the execution of their duties,

b. act as the public face of the Vancouver Pride Society

c. execute agreements and legal instruments together with the other members of the Board Executive as permitted and required by law.

96. The Co-Chairs may delegate, on a temporary basis, their duties described in Clause 95 to other members of the Board, or to VPS employees or contractors ~~Individual duties of the Co-Chairs may be delegated, on a temporary basis, by the Board of Directors only~~

Comment [VPS27]: To provide flexibility to manage legitimate reasons that a Director may miss three consecutive meetings

Comment [VPS28]: VPS feels this sanction is not an effective way to manage Director performance concerns

Comment [VPS29]: VPS feels that Director orientations should occur at the time nomination and not after being elected. VPS is concerned this bylaw could cause a period after an AGM/SGM where the Directors are not able to conduct business. The requirement to have a Directors orientation package has been added in Article 5 - Nominations

Comment [VPS30]: Duplicated bylaw number

Comment [VPS31]: To be aligned with current strategy of two Co-Executive Directors



~~to other members of the Board Executive, Directors, or paid employees of the VPS.~~

97. The Secretary will:

- a. be responsible for conducting the correspondence of the VPS Board.
- b. issue notices of meetings of the VPS and Board of Directors,
- c. keeping minutes of all meetings of the VPS and Board of Directors,
- d. have custody of all records and documents of the VPS except those required to be kept by the Treasurer.
- e. have custody of the Seal of the VPS, and
- f. act as the VPS's Privacy Officer

98. The Treasurer will:

- a. be responsible for keeping the financial records of the VPS including books of account as necessary to comply with the Societies Act,
- b. render financial statements to the Board of Directors ~~no less than once every calendar month and~~ when requested by Directors and members of the Board Executive and as required by law to Members and other entities.

99. In the absence of the Secretary from any AGM, SGM, Board of Directors, or sub-committee meeting of the VPS, the Directors and any members of the Board Executive present shall appoint another Member or paid employee to act as Secretary of said meeting.

## Article 9 - Seal

100. The Board of Directors may decide to provide for, destroy or substitute a common Seal for the VPS, hereinafter referred to as the "Seal".

101. Only the Board of Directors may authorize the use of the Seal, including who may use the Seal. The Board will validate its authorization for use of the Seal in an ordinary resolution.

## Article 10 - Borrowing

102. The Board of Directors may raise or secure the payment or repayment of money in the manner they decide, including (but without limiting) issuing debentures.

103. No debenture shall be issued without the sanction of a special resolution by the Members at an AGM or SGM.

## Article 11 - Auditor

104. VPS will prepare audited financial statements each year and will post a copy on the VPS website

105. The Board of Directors shall fill vacancies in the position of auditor and may replace the auditor

106. At each AGM, the Members shall by ordinary resolution either ratify the auditor or remove the auditor

~~104. Article 11 applies only where the VPS is required or has resolved to have an auditor.~~

~~105. The first auditor shall be appointed by the Board of Directors.~~

~~106. The Board of Directors shall also fill vacancies occurring in the position of auditor.~~

~~107. At each AGM, the Members shall decide whether or not to appoint an auditor.~~

~~108. If the Members decide to appoint an auditor, the Members shall vote to appoint an~~

**Comment [VPS32]:** To provide flexibility to also utilize contractors, an example would be to chair a AGM/SGM

**Comment [VPS33]:** To provide flexibility as to the when financial statements are provided. The Directors and Board Executive are still empowered to request financial statements on a monthly basis

**Comment [VPS34]:** VPS feels that audited financial statements should be provided on an annual basis. All changes to this Article reflect this

auditor.

~~109. An audit is required in the first fiscal year a new Treasurer is elected or appointed and a financial review will be required for every subsequent year of said Treasurer's term in office.~~

~~110. The appointed auditor will hold their position until the next AGM.~~

~~109. An auditor may be removed from their position by ordinary resolution at an AGM or SGM.~~

~~111. The auditor will be advised in writing, as required by law or contract, when they have been removed.~~

112. No Director, member of the Board Executive, or paid employee of the VPS may be auditor.

113. The auditor may attend all AGMs and SGMs.

## Article 12 - Notice to Members

114. A notice may be given to a Member at the Member's Address listed in the Registry of Members.

115. A notice sent by post or e-mail to a Member at the Member's postal Address or email address shall be deemed to have been given on the second day following that on which the notice is posted or sent. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle or e-mailed sent to the Member's Address.

116. Notice of AGM and SGM meetings shall be given to:

- a. every Member who is in good standing listed in the Registry of Members on the day notice is given; and
- b. the auditor if it applies, and as required by law.

117. No other person or organization is entitled to receive notice of an AGM or SGM meeting including Members not in Good Standing.

Comment [VPS35]: To clarify that notice can be sent by e-mail or post

## Article 13 - Bylaws

~~118. A copy of the VPS Constitution and Bylaws shall be posted on the VPS website. On being admitted as a Member to the VPS, each Member is entitled to, and the VPS shall make available to them, without charge, a copy of the VPS Constitution and these Bylaws.~~

119. These Bylaws shall not be altered or added to except by special resolution at an SGM or AGM. The special resolution shall be passed by 75% of the Members present who are entitled to vote at the said SGM or AGM.

120. Such resolution becomes effective on the date of its acceptance by the Registrar of Companies in BC as being in compliance with the Societies Act.

121. The Bylaws of the VPS include the numbered clauses set out in this document and the following Appendices:

- a. The Constitution of the VPS,
- b. The Mandate,
- c. The Core Values,
- d. The Organizational Chart

Comment [VPS36]: Suggested to streamline membership management

Comment [VPS37]: This bylaw is in conflict with bylaw 45 which defines special resolution to require a 2/3 majority. A 2/3 majority is the new threshold under the new Societies Act

Comment [VPS38]: Will not be relevant if suggested changes to Appendices below are adopted

## Article 14 - Miscellaneous

Comment [VPS39]: New Article to capture new clauses, if adopted

New Bylaw: VPS will not indemnify a Director or Executive Director who are found to be legally liable for their actions

New Bylaw: VPS will maintain a conflict of interest policy

**Comment [VPS40]:** New bylaw to limit VPS liability in the case of negligence by a Director or Executive Director

**Comment [VPS41]:** New bylaw requiring VPS to maintain a conflict of interest policy

## APPENDIX A

Clauses-The following Previously unalterable provisions which were included in the VPS Constitution prior to the new Societies Act coming into force on November 28, 2016 are hereby incorporated herein:

**Comment [VPS42]:** Shift Appendix A into Article 14 of the main body of the bylaws and renumber accordingly, including the number references within Appendix A-4.

**Comment [VPS43]:** Remove, not relevant to bylaws

1. The purposes will be carried out on an exclusively charitable basis; non-profit basis.
2. On the winding up or dissolution of this society, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of this society, or, if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada.
3. The purpose of the society shall be carried out without purpose of gain for its members, and any profits or other accretions to the society shall be used for promoting its purpose.
4. Paragraphs 1, 2 and 3 of Appendix A are unalterable in accordance with the Societies Act.

**Comment [VPS44]:** Most of VPS operations would not be considered charitable under Canada Revenue Agency (CRA) regulations. "Not-profit" allows VPS greater flexibility to pursue different activities. VPS is not considering CRA charitable status at this time.

## APPENDIX B

### Vancouver Pride Society Mandate

#### Preamble

~~The Mandate understands that the Laws of Canada have placed the Society in a position of leadership; leadership in liberation and in civil rights for the Queer communities of the World.~~

~~It is our duty to recognize this privileged position and use it for the advancement of these communities whenever it becomes possible. The Mandate also recognizes that a Constitution is a living document that has been and will be changed from time to time in response to the issues of the time.~~

~~The Mandate must be able to meet challenges by adjusting to them to ensure the Society remains relevant over time. The Mandate assumes all stakeholders including members, community partners, sponsors and corporate members through their various forms of partnership and/or levels of involvement will play their role in supporting these basic notions of the Vancouver Pride Society.~~

~~The goal is to communicate clear lines of action that will promote and advance the work~~

**Comment [VPS45]:** Delete complete Appendix B. Mandate and Goals are not typically included in an organizational bylaws

of the Society in support of the Celebration of Pride in Communities — be they local, provincial, national or international.

It is important that we recognize what the accomplishments of past decades; accomplishments that are or have been reflected in the VPS Constitution.

#### Goals

1. To celebrate the Gay, Lesbian, Bisexual, Transgender, Two Spirited and Queer people (LGBTQ2+) in an annual Parade and through other cultural and educational activities in local and Provincial communities that are part of, related to or in support of the LGBTQ2+;
2. To connect with any local or Provincial Queer Community through Educational Outreach for the advancement and education of LGBTQ2+ issues; festivities and other Queer cultural activities;
4. To ensure that all of our constituents have access to and the ability to celebrate their LGBTQ2+ identities, achievements, histories, and culture. Such celebrations will include an annual parade and may also include various mediums for the purpose of art, education and information;
5. To ensure the sustainability of the Vancouver Pride Society through sound fiscal management policies and procedures accompanied by a long term plan for ongoing funding and sound management of the Society.

## APPENDIX C

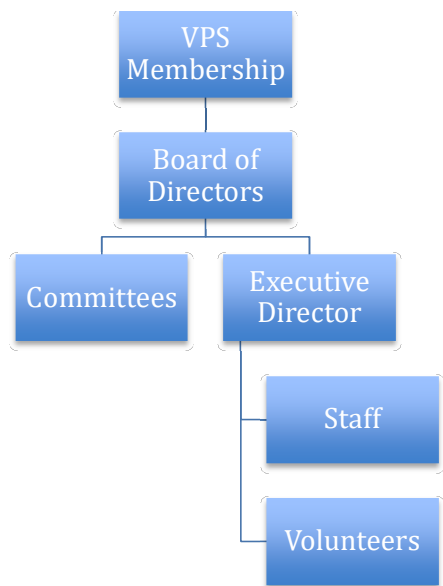
### Vancouver Pride Society Core Values

1. We respect both the dignity of individuals and the rights of all members of society regardless of sexual orientation, gender, gender choice, cultural or ethnic background, colour, age, physical or mental ability, socio-economic status or political, religious or social affiliation or beliefs. In doing so, we seek to identify and remove barriers to full participation in the activities of the VPS.
2. We believe those who volunteer for the VPS are our strength and main resource in achieving our goals.
3. We respect the individual potential for human growth and development and encourage all with whom we come in contact to reach their potential. We believe diversity is strength of the LGBTQ2+ community to be valued and celebrated, for it is a significant catalyst for human growth and development.
4. We believe sharing our knowledge and experience with other Pride organizations and other interested parties is vital to our achieving our mission.
5. We value establishing partnerships with those organization, businesses and government agencies that have goals compatible with those of the VPS in order to further our goals and achieve our Mission.
6. We strive for inclusiveness in all that we do.
7. We believe in conducting the business of the Society with fairness, openness, transparency and accountability.

Comment [VPS46]: Delete complete Appendix C Core Values are not typically included in an organizational bylaws

APPENDIX D

Organizational Chart



Comment [VPS47]: Delete complete Appendix D  
Organization Charts are not normally included in an organizational bylaws because it will limit the organization to adapt quickly to changing circumstances.  
This chart does not reflect the current organization of VPS.