



– BY-LAW NO. 1 – VERSION 7

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A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF PRIDE LONDON FESTIVAL

WHEREAS it is deemed expedient to consolidate and to update By-law No. 1 of Pride London Festival, passed on October 7, 2003;

THEREFORE BE IT ENACTED THAT By-law No. 1, passed by Pride London Festival on October 7, 2003, Bylaw No. 2, being a By-law to amend By-law No. 1, passed on January 9, 2006, and By-law No. 3, being a By-law to amend By-law No. 2, passed on October 22, 2009, and By-law No. 4, being a By-law to amend By-law No. 3, passed on November 6, 2012, and By-law No. 5, being a By-law to amend By-law No. 4, passed on November 7, 2017 be, and By-law No. 1 version 6, being a By-law to amend By-law No. 5, passed on November 7, 2017 be, and By-law No. 1 version 7, being a By-law to amend By-law No. 6, passed on Sept 1st 2020 be, and they are hereby repealed and the following substituted therefor and enacted as follows:

HEAD OFFICE

Until changed in accordance with the 'Act', the Head Office of the Corporation shall be in the City of London, County of Middlesex, Province of Ontario.

1 DEFINITIONS

1.01 Definitions

The following definitions shall apply:

- a. "Corporation" – shall mean Pride London Festival
- b. "Articles of Incorporation" – includes Letters Patent and By-law No. 1.
- c. "Member(s)" – shall mean a person(s) who is/are current, bona fide Member(s) of Pride London Festival
- d. "Membership" – shall mean current, paid-up Membership in Pride London Festival
- e. "Board" – shall mean the Board of Directors of Pride London Festival
- f. "Director" – shall mean a Member of the Board of Directors of Pride London Festival
- g. The 'Act' – shall mean The Ontario Corporations Act
- h. "Special Resolution" – shall mean "a resolution passed by the Directors and confirmed with or without variation by at least 2/3 of the votes cast at a general meeting of the Members of

the Corporation duly called for that purpose, or in lieu of such confirmation, by consent in writing of all the Members entitled to vote at such a meeting (Section 1 of the Act.)”

- i. “AGM” – shall mean Annual General Meeting.

2 MEMBERSHIP

2.01 Membership Criteria

There shall be one (1) class of Membership in the Corporation. Membership in the Corporation shall be limited to individuals who are interested in promoting the objectives of the Corporation and who meet the following criteria:

- a. at least fourteen (14) years of age;
- b. resident within the City of London or its rural environs in Middlesex County
- c. agree to abide by the Articles of Incorporation, its Mission Statement and any other rules that may be established by the Corporation or the Board from time to time;
- d. Read and Sign the Code of Conduct for Members (see Appendix A.3 Accountability & Responsibility Policy: Member).

2.02 Membership Limitations

Membership in the Corporation shall not be transferable.

2.03 Membership Entitlements

Each Member is entitled to receive notice of, attend and vote at all meetings of Members of the Corporation.

2.04 Membership Term and Fees

Members shall pay an annual Membership fee to the Corporation in an amount determined by the Board from time to time, and at its sole discretion. Membership will terminate 1 year from date of payment. Members will be granted 30 days from expiry to renew their membership to be eligible to serve as a director or vote at meetings of the membership.

Membership can be obtained through volunteering for four (4) hours in any 1 year period, and upon provision of written request for membership

Members renewing online are required acknowledge they have re-read the Code of Conduct.

Members renewing in-person are required to re-read and sign the Code of Conduct.

2.05 Resignation

Any Member may withdraw from Membership in the Corporation by delivering their written resignation to the Secretary of the Corporation along with a written covenant agreeing not to disclose any confidential information that they have obtained while a Member.

2.06 Discipline of a Member **(New)**

The Board shall have the authority to discipline, suspend or expel any Member from the Corporation in accordance with Section 22 Discipline.

2.07 Termination of Membership **(New)**

A Membership in the Corporation is terminated when:

- a. the Member dies;
- b. a Member fails to maintain any qualifications for Membership described in Section 2.01 Membership Criteria;
- c. the Member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member is expelled in accordance with Section 2.06 Discipline of a Member **(NEW)**, Section 22.02.3 Suspension of Membership, Section 22.02.4 Termination of Membership, or is otherwise terminated in accordance with By-law No. 1;
- e. the Member's term of Membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

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

2.08 Reinstatement of a Suspended Member

A suspended Member may be reinstated after

- a. The Member provides a statement in writing of their intent to follow the By-law No. 1, Code of Conduct, Mission Statement, and other written policies of the Corporation;
- b. The Member re-signs the Code of Conduct, see Appendix A.3 Accountability & Responsibility Policy: Member;
- c. The Member agrees that the reinstatement is probationary; Level One and Level Two Warnings are no longer required as disciplinary measures and any further discipline will result in either another suspension or termination of Membership. The Member may appeal the decision as outlined in Section 23 Dispute Resolution **(New)**.

2.09 Member Voting Rights

At all meetings of the Membership each Member shall:

- a. be given one vote, either by show of hands or by ballot, for each motion on the floor;
- b. be a member for a minimum of fourteen (14) days
- c. be entitled, whether in person or online, to one ballot for the Directors elections and one ballot for the Community Advocate;
- d. be given the option of voting by proxy when unable to attend a meeting in person, considering the following:
 - i. the proxy holder is a Member in good standing;
 - ii. proxies are valid for the specified voting date;

- iii. proxy voting is only permitted for election votes and/or clearly defined, written and publicly available motions;
- iv. proxy voting is not permitted for motions rising from the floor;
- v. proxy forms will be available online and are required to be registered no later than 48-hours prior to the commencement of the vote;
- vi. upon receipt of an online registration of a proxy, a confirmation will be sent to the absentee Member and to the designated proxy holding Member before the proxy vote will be considered valid;
- vii. a Member is limited to holding proxy votes for seven (7) members or fewer.

3 COMMUNITY ADVOCATE AND PAST-COMMUNITY ADVOCATE

Community Advocate – Defined, roles & responsibilities

3.01 Community Advocate Status

- a. The Community Advocate must be a current Member of the Corporation in accordance with Section 2.
- b. Must not be a current Member of the Board of Directors.
- c. Must sign the Code of Conduct (see Appendix A.4 Accountability & Responsibility Policy: Board Director, Officers and Community Advocate).

3.02 Community Advocate Selection

The Members shall elect the Community Advocate at the annual meeting by secret ballot if requested by a Member, or if the election is held electronically by a verified system. The candidate receiving the greatest number of votes will be declared the winner.

- a. All Candidates shall submit their intentions before the declared deadlines as follows:
 - i. no sooner than 30-days prior to the AGM elections; or
 - ii. no sooner than 14-days before a special Membership meeting called for the purpose of electing a replacement Community Advocate to fill a remaining term of a vacating Community Advocate.
- b. An individual who intends to stand for election for the position of Community Advocate may submit their intention to the Secretary, in writing, along with a resume and/or a cover letter outlining their skills, qualifications and rationale for seeking this position.
- c. The Community Advocate shall serve a one-year term but may seek re-election upon completion of each term. Upon completion of their tenure, a departing Community Advocate is required to assume the position of Past-Community Advocate for a period of up to one year, serving in an advisory capacity to the newly elected Community Advocate.
- d. To qualify to stand for election to Community Advocate, an individual must have been a Member of the Corporation for 60 days or more.
- e. The Community Advocate must be at least eighteen (18) years of age.

3.03 Community Advocate Vacancy

The office of Community Advocate shall be declared vacant:

- a. if the Community Advocate has submitted a written resignation to the Secretary of the Corporation;
- b. if the Community Advocate is found by a Court of Law to be of unsound mind;
- c. if consistently, without explanation, neglecting their duties;
- d. if, at a special or general meeting of Members, a resolution that the Community Advocate be removed from office is passed by at least two-thirds of the Members present at the meeting; or
- e. upon the death of the Community Advocate.

3.04 Replacement of the Community Advocate

- a. The Board may appoint a Community Advocate to replace the vacating Community Advocate for the remainder of their term; or
- b. the Board may call a special meeting of the Members to elect a new Community Advocate to replace the vacating Community Advocate for the remainder of the term.

3.05 Roles and Responsibilities of the Community Advocate

- a. The Community Advocate will serve as an advisor as well as the advocate.
- b. The Community Advocate is a volunteer and receives no remuneration for services provided.
- c. The Community Advocate must have a clear understanding of Pride London Festival and its Articles of Incorporation and Mission Statement.
- d. The Community Advocate is called upon when a Member has a complaint with a decision made by the Board, a conflict with one or more Members of the Board, or a conflict with another Member, or other Members, of the Corporation where that conflict is deemed to be in contravention of the Pride London Festival purpose under the Letters Patent, the Mission Statement, the By-law No. 1 and the Code of Conduct.
- e. The Community Advocate must provide email and telephone contact information. An email address will be provided with mail forwarding to a private account created solely by, and for, the Community Advocate.
- f. When contacted by a Member who is a complainant, the Community Advocate must remain neutral and provide impartial and confidential assistance to the Member. The Community Advocate will review the relevant sections of the By-law No. 1 and written documents with the complainant.
- g. Confidential records of all meeting will be kept by, and be only available to, the Community Advocate for as long as they are acting as Community Advocate or Past-Community Advocate. Audio recordings will be used only when the complainant agrees to them; audio recordings will be summarized and transcribed into summarized written records. If audio recordings are not used, then written minutes will be taken. The complainant may request to view or review the minutes taken by the Community Advocate. Once a dispute or complaint has been resolved or terminated, all written and audio records will be destroyed.
- h. Upon meeting with the complainant, the Community Advocate will bring the concerns of the complainant to the Board, while keeping the complainant's identity confidential unless otherwise

instructed by the complainant. The Community Advocate will consult with the Board to develop cooperative strategies for a resolution to the complaint.

- i. Successive meetings with the complainant and the Community Advocate, or the Board and the Community Advocate may be required.
- j. A meeting with the Community Advocate, the complainant and the Board may be required.
- k. Any conclusions and recommendations put forward by the Community Advocate are not binding to the complainant or to the Board
 - i. The Community Advocate may choose to refuse or withdraw from discussions if:
 - ii. there is a conflict of interest;
 - iii. they feel personally threatened or compromised; iv. any attempts at conflict resolution are being disregarded and/or contradicted; or
 - v. there is a stalemate in the resolution process.
- l. In the event that the dispute resolution is taken to the Mediator, the Community Advocate will provide a detailed summary of all meetings with the complainant and with the Board to the Mediator.

3.06 ROLES AND RESPONSIBILITIES OF THE PAST-COMMUNITY ADVOCATE

- a. The Past-Community Advocate will serve primarily as an advisor to the Community Advocate. The Past-Community Advocate, upon the request of the Community Advocate will: impart guidance regarding protocols and procedures; observe and comment while remaining removed from disputes and complaints; and provide feedback.
- b. The Past-Community Advocate will hold the position for a period of up to one year.
- c. Any unresolved complaints or disputes being managed by the Past-Community Advocate at the end of a term will either be handed over to the new Community Advocate, shared with the new Community Advocate, or administered solely by the Past-Community Advocate, at the discretion of all parties involved.
- d. In the event that the Community Advocate has chosen to withdraw from a complaint or dispute, the Past-Community Advocate may be summoned to assume the responsibilities.
- e. The Past-Community Advocate may withdraw prior to the end of a one-year term if:
 - i. the Past-Community Advocate has submitted a written resignation to the Secretary of the Corporation;
 - ii. the Community Advocate no longer requires a Past-Community Advocate;
 - iii. there is a conflict of interest.

4 MEDIATOR

4.01 Mediator Role

- a. The Mediator is a designated neutral or impartial dispute resolution practitioner whose main function is to provide independent, impartial, confidential, and informal assistance to Members of the Corporation.
- b. This is an ad hoc appointment, and the Mediator is required until there is a resolution or a final decision has been reached.

4.02 Appointment of the Mediator

- a. The Board shall appoint the Mediator when requested by a Member, a group of Members, or by the Board, within a 30-day period of the request, after all other available methods of dispute resolution have been explored, pursued and evaluated.
- b. Any expenses incurred in securing and paying the Mediator will be paid by the Board.
- c. The Mediator must not be a Member of the Corporation.
- d. Some examples of persons who could become Mediators are: professional Mediators; those with mediation or liaison experience in other not-for-profit or charitable organizations; those in the LGBTQ+ community with legal experience; Members of other Pride organizations in other cities; etc.
- e. The Mediator will be paid at a negotiated rate; travel and accommodation costs will also be covered, if necessary.
- f. The Mediator and the Board will sign a contract prior to any provision of services by the Mediator.
- g. Once a final resolution or decision on the dispute has been attained, the Mediator's responsibilities will cease.

4.03 Mediator Responsibilities

- a. Upon securement, the Mediator must become familiar with the Corporation's Articles of Incorporation and Mission Statement.
- b. The Mediator will be called upon when there is a dispute between the Board and a Member or a group of Members.
- c. The Mediator shall review any written and/or recorded documentation relevant to the dispute submitted by the disputing parties and the Community Advocate.
- d. The Mediator will meet individually with each disputing party at least once.
- e. The Mediator will remain neutral and impartial and exercise good judgement while interpreting and discussing By-law No. 1 with each disputing party.
- f. The Mediator will meet with both disputing parties together at least once, proposing resolution strategies acceptable to both parties.
- g. In the event no mutually agreeable resolution is attained, the Mediator will determine a final decision on the matter.
- h. The decision made by the Mediator is binding to both disputing parties.

5 BOARD OF DIRECTORS

5.01 Board Structure

The property and business of the Corporation shall be managed by a Board of Directors consisting of not fewer than Three (3) and not more than Eleven (11) Directors of whom a majority shall constitute a quorum.

5.02 Director Status

- a. A Director must be an individual who is a current Member of the Corporation in accordance with Section 2 MEMBERSHIP.
- b. A Director must read and sign the Directors' code of conduct (see Appendix A.4 Accountability & Responsibility Policy: Board Director).
- c. All Board Members must be at least eighteen (18) years of age before the election date.

5.03 DIRECTORS SELECTION

- a. The Members shall elect the Directors at the AGM. The number of Director positions available is established as the number of remaining Directors (serving their second year) minus the number of vacating Directors.
- b. All Member voting shall follow Section 2.09 Member Voting Rights (New).
- c. The candidate receiving the greatest number of votes will assume the first available Director position. The candidate receiving the second greatest number of votes will assume the second available position. This will continue until all available Director positions have been filled.
- d. If there are as many or more available Director positions than candidates, all candidates will be acclaimed as Directors.
- e. If there is a tie for the last remaining Director position, then a run-off vote will be taken between the candidates who have tied.
- f. On-line voting will be available for all Members when there is no public meeting and/or a Member is unable to attend a public meeting.

5.04 Election of Directors

- a. An individual who intends to stand for election to the Board of Directors shall submit their intention to the Secretary and the contact person listed in the candidate call announcement, in writing, along with a resume, a cover letter outlining their skills and rationale for joining the Board. The candidate may wish to indicate, in the cover letter, any officer positions or committee chairs they wish to fill. All Candidates shall submit their intentions before the declared deadlines as follows;
 - i. no sooner than 30-days prior to the AGM elections; or
 - ii. no sooner than 14-days before a special Membership meeting called for the purpose of electing replacement Board Members to fill a remaining term of a vacating Director, see Section 5.05 Director Vacancy **(Amended)**.
- b. All Directors shall serve for a two-year term unless removed from office in accordance with Section 5.05 Director Vacancy **(Amended)** or the Act. six (6) directors are elected in odd numbered years; five (5) directors are elected in even numbered years.
- c. A Director who is elected or appointed to replace a vacating director will complete the balance of the vacating director's term.
- d. To qualify for election to the Board, an individual must have been a Member of Pride London Festival for at least 60 days immediately prior to the election date.
- e. No submission will be accepted after the deadline and nominations from the floor of the election meeting will not be allowed.

- f. A Member who has been reinstated from a suspension or termination cannot run for a Board position within two-years of their reinstatement date
- g. The Board, shall elect the offices of President, Vice-President, Secretary, Treasurer, and Committee Chairs as per Section 9.01 Officer Appointments **(Amended)**.

5.05 Director Vacancy

The office of Director shall be automatically declared vacant:

- a. if a Director has submitted a written resignation to the Secretary of the Corporation;
- b. if a Director is found by a Court of Law to be of unsound mind;
- c. if a Director's Membership in the Corporation has been suspended, under Section 22.02.3 Suspension of Membership, or terminated, under Section 22.02.4 Termination of Membership; or
- d. upon the death of the Director.

5.06 Replacement of a Vacating Director

- a. The Board shall call a special meeting of the Members to elect a new Director to replace the vacating Director for the remainder of the vacating Director's term.
- b. The Board may choose to appoint a Director to replace the vacating Director for the remainder of their term where the remaining term is less than three (3) months, or the Board may choose a temporary replacement for a removed Director, under Section 5.05 Director Vacancy **(Amended)** c, only when the following conditions are true: i. a quorum of the Board exists; and ii. the minimum number of Board Directors required by Section 5.01 Board Structure is met.
- c. Where a Director has been removed and has requested mediation, a temporary Director may be appointed as per Section 5.06 Replacement of a Vacating Director **(Amended)** (b) to fill the vacancy until mediation is complete. If the reinstatement of the original Board Member is ordered by mediation, the temporary Director will step aside.
- d. Where the Mediator upholds the decision to remove the Director, the position will be filled using either Section 5.06 Replacement of a Vacating Director **(Amended)** (a) or Section 5.06 Replacement of a Vacating Director **(Amended)** (b), whichever is appropriate.

5.07 Removal of a Director

A Director will be removed by the remaining Board Directors where:

- a. the Director receives proper notification of Board meetings and yet fails to attend three (3) consecutive meetings or fails to attend one half or more of the meetings held in any twelvemonth period without permission of the Board;
- b. the Director has committed a violation of any provision of the Letters Patent, By-law No. 1, written policies of the Corporation, or the Code of Conduct (Appendix A.4 Accountability & Responsibility Policy: Board Director, Officers and Community Advocate);
- c. the Director is deemed to be participating in conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.

A Director may also be removed when, at a special or general meeting of Members, a resolution that a Director be removed from office is passed by "special resolution" of the Members present at the

meeting. The special Members meeting will be called according to Section 12.07 General Membership Meetings Notifications **(Amended)** item b.

Where a Director has been removed, suspension or termination of Membership may also be considered under Sections 2.06 Discipline of a Member **(New)**, 2.07 Termination of Membership **(New)**, And 22 Discipline **(New)**.

5.08 Reinstatement of a Director

5.08.1 REINSTATEMENT WITHOUT MEMBERSHIP SUSPENSION OR TERMINATION

A Director who has been removed and whose Membership has not been suspended under Section 22.02.3 Suspension of Membership, or terminated under Section 22.02.4 Termination of Membership, may be reinstated in either of the circumstances listed below:

- a. the Director's removal has been overturned through the mediation process, Section 23.03 Mediation through the Mediator; or
- b. at the discretion of the Board, the Director provides a statement in writing of their intent to follow the Letters Patent, Mission and Vision Statements, By-law No. 1, Code of Conduct and other written policies of the Corporation.

5.08.2 REINSTATEMENT WITH MEMBERSHIP SUSPENSION OR TERMINATION

A Director who has been removed and their Membership has been suspended, pursuant to Section 22.02.3 Suspension of Membership, or terminated, pursuant to Section 22.02.4 Termination of Membership, will not be reinstated to the Board or any positions previously held.

5.08.3 REINSTATEMENT FOLLOWING DIRECTOR'S PROBATIONARY PERIOD

Where a director has been removed for disciplinary reasons, the Director's reinstatement is probationary for the either the remainder of their current term or one (1) year, whichever is greater. In the event of further infractions, Level One and Level Two Warnings (under Section 22.02.1 Level One Warning and Section 22.02.2 Level Two Warning) will be waived as disciplinary measures. Any further disciplinary measures may include:

- a. escalation of discipline, according to Section 22 Discipline
- b. removal from any and all offices and committee chair positions.
- c. suspension or termination of Director status.
- d. suspension or termination of Membership.

Removed Chair and Officer positions are not automatically reinstated unless mandated through a mediation ruling.

5.09 Conflicts Of Interest

Following conflict of interest rules taken from the Professional Institute of Public Sector Workers of Canada (<https://pipsc.ca/about/governance/policies/conflict>).

Where a Director has a conflict of interest they shall immediately, or at the earliest opportunity, disclose the interest and the nature of same to the Board and refrain from entering into the discussion and voting on the matter.

A conflict of interest may include, but is not limited to;

- a. a pecuniary or otherwise personal interest in any matter or matters being discussed or considered by the Board;
- b. a company a Board Member is employed by;
- c. any business matter that the Board Member has a financial gain from;
- d. a service that a Board Member is offering for free; or
- e. a company a Board Member owns or has a partnership in being considered for use by Pride London Festival.

5.09.1 DEFINITION OF CONFLICT OF INTEREST

A conflict of interest may be said to exist when a Board Director of the Corporation has a material interest outside of the Corporation that could influence him or her, or could be perceived to influence him or her to act in a manner that is contrary to the best interests of the Corporation. A conflict of interest includes a conferral of an advantage as determined in the opinion of the Board: a. whether or not the advantage is monetary;

- b. whether the conferral has already occurred or will occur in the future;
- c. whether the advantage has been bestowed on the Board Member, a family Member (with the term “family Member” to include the Board Member’s spouse, children, parents, siblings, or the spouses of such children, parents of such Board Member’s spouses, who are living with and/or financially supporting or supported by the Board Member), or an associate;
- d. whether or not the advantage is to the actual or perceived detriment of the corporation; and
- e. whether or not the conferral has occurred intentionally.

5.09.2 CONFLICT OF INTEREST FOR BOARD MEMBERS

The following situations may give rise to a conflict of interest for Board Members as determined in the sole opinion of the Board:

- a. where a Board Member, a family Member, or a personal friend, business partner or business associate, has a direct or indirect financial interest in another corporation with which the Board Member is doing business;
- b. where a Board Member competes with the Corporation in the rendering of services;
- c. where a Board Member serves as a Director, officer or employee of an entity which results in there being conflicting duties owed to that entity and to the Corporation;
- d. where a Board Member is the subject of a formal allegation of misconduct under the Section 23 Dispute Resolution (**New**) and the Board Members is being considered for discipline, or where a Board Member has made formal allegations of misconduct with respect to another Board Member under consideration; or
- e. where a Board either has a private or personal interest, or has engaged in or not engaged in certain acts, which negatively impacts their ability to be a Board acting in the best interests of the Institute or to properly carry out their duties and responsibilities as a Director.

5.09.3 EXCEPTIONS TO CONFLICT OF INTEREST

Subject to the review and sole discretion of the Board, a conflict of interest will not generally arise in the following situations where:

- a. the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board Director, or where a pecuniary interest is in common with a broad group of which the Board Director is a member;
- b. the issue is one of general or public information; or
- c. the issue is one in common with the Membership of the Corporation.

5.10 Board Meetings

- a. Meetings of the Board may be held at any time and place determined by the Board, provided that forty-eight (48) hours' written notice of such meeting shall be given either by mail, e-mail or telephone to each Director.
- b. A meeting of the Board shall also be held, without notice, immediately following the AGM of the Members shall deal with the Officers and Chairs of the Corporation, see Section 9.01 Officer Appointments (**Amended**).
- c. The Board shall meet at least once each month.
- d. Where the Board establishes a regular meeting schedule, no additional notice of regular meetings shall be required.
- e. No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat.
- f. If the Board unanimously consents thereto, with respect to a particular meeting, a Director may participate in the said meeting of the Board, or of a committee of the Board, by means of a telephone or conference call or other communication facility that would permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

5.11 Motions and Voting

Motions made at meetings of the Corporation and of the Board shall require movers and seconders. Motions arising at meetings of the Board shall be decided by majority vote. In the case of an equality of votes, the motion shall be declared lost.

5.12 Restrictions against Remuneration and Profit

- a. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as Director.
- b. A Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties associated with the role as a Director or officer.
- c. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof for activities not associated with their role of Director or officer of the Corporation. In all cases, the board of Director shall approve the activities offered and remuneration by a vote. The subject Director shall declare a conflict of interest and not take part in discussions and voting for the activity.

5.13 Appointments by the Board

The Board may appoint such agents and employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.

5.14 Remunerations

Reasonable remuneration may be established by resolution of the Board for the payment of its officers, agents and employees. Such resolution shall have full force and effect unless otherwise overturned at a meeting of the general Members.

6 INDEMNITIES TO DIRECTORS AND OTHERS

6.01 Indemnities

Every Director or officer of the Corporation or other person who, with the approval of the Corporation, has undertaken or is about to undertake any liability on behalf of the Corporation, and such person's heirs, executors, administrators, and personal representatives, respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation, from and against:

- a. all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- b. all other costs, charges and expenses, which they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

7 EXECUTIVE COMMITTEE

7.01 Committee Appointments

The Board may appoint an executive committee consisting of the President, Vice-President, Secretary and Treasurer, except that the Secretary need not be a Member of the Board.

Executive committee Members shall receive no remuneration for serving as such, but are entitled to be reimbursed for reasonable expenses incurred in the exercise of their duties.

8 POWERS OF DIRECTORS

8.01 Entering Into Agreements

The Board 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 powers and do all such acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

8.02 Authorizing Expenditures

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution, to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

8.03 Revenue Generation

The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

9 OFFICERS

9.01 Officer Appointments

The Board of Directors shall, at its first meeting following the AGM, elect a President, a Vice President a Treasurer, a Secretary (who need not be a Member of the Board), Committee Chairs, and the Chairperson (who shall not be a Member of the Board but must be a Member of the Corporation).

9.02 Officer Tenure

The officers shall hold office for one (1) year from the date of election or until their successors are elected or appointed at the next AGM.

Officers shall be subject to removal by resolution of the Board at any time, Section 5.07 Removal of a Director **(Amended)**.

10 DUTIES OF OFFICERS

10.01 Duties of the President

- a. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board.
- b. The President shall be the spokesperson for the Corporation at conferences, events, including media events, and for all public relations purposes, unless for a specific event or purpose the President or the Board appoints another individual to act in the President's stead.
- c. The President shall be responsible for the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried out.

10.02 Duties of the Secretary

- a. The Secretary shall attend all meetings of the Corporation and of the Board and record all actions taken, prepare all agendas and minutes of all proceedings.
- b. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the Board.
- c. The Secretary shall be custodian of the seal of the Corporation, if any, and shall deliver it only when authorized by a resolution of the Board to do so and only to such person or persons as may be named in the resolution.

10.03 Duties of the Treasurer

- a. The Treasurer shall be the custodian of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of such securities, with such registered dealer in securities as may be designated by the Board from time to time.
- b. The Treasurer shall produce official receipts for donations and other proceeds received.
- c. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board, and whenever else they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.
- d. The Treasurer shall prepare the annual budget for the Corporation and present it to the Board for discussion and approval.
- e. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.
- f. The Vice-President, if appointed, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as may be imposed by the Board from time to time.

10.04 Duties of the Vice-President

The Vice-President, if appointed, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as may be imposed by the Board from time to time.

10.05 Duties of Other Officers

The duties of any other officers of the Corporation shall be as set out in the terms of their engagement.

10.06 Duties of the Chairperson

10.06.1 APPOINTMENT OF THE CHAIRPERSON

See 9.01 Officer Appointments

10.06.2 CHAIRPERSON RESPONSIBILITY AND ROLES

The chairperson:

- a. shall preside as chair over all meetings of the general membership, including the Annual General Meeting;
- b. shall run such general membership meetings using the modified rules of order (Appendix B: Modified Robert's Rules of Order);
- c. shall not participate in any discussion except to ensure orderly conduct;
- d. shall not vote on any motions at the meeting except in the event of a tie for which they may cast the deciding vote or opt out of casting the deciding vote;
- e. shall maintain pace and order in the meeting;
- f. shall monitor attendees' language and demeanor and avoid conflict;
- g. may, if sufficient warning to come to order has been given and not attained, at their own discretion, terminate a meeting; identified attendees causing the disruption will be reported to the board for potential disciplinary action;
- h. may, if sufficient warning to refrain from inappropriate behaviour has been given to an attendee and ignored, at their own discretion, eject the offending attendee from the meeting; the individual will be reported to the board for potential disciplinary action.

10.06.3 CHAIRPERSON ATTITUDE AND CONDUCT

The Chairperson shall:

- a. remain neutral; and
- b. enforce all By-law No. 1, code of conduct, and meeting protocols.

10.06.4 REMOVAL OF A CHAIRPERSON

Chairperson is to serve at the pleasure of the Board and may be removed at any point with a simple majority vote of the Board.

11 EXECUTION OF DOCUMENTS

11.01 Contracts, Documents or Any Instruments

- a. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the President and the Secretary, or any two other officers of the Corporation as the Board may, by resolution, direct.
- b. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation may be affixed to contracts, documents and instruments in writing signed as aforesaid by the President and the Secretary or other officer as may be directed by resolution of the Board.
- c. The Secretary, or any other officer appointed by the Board from time to time by resolution, shall be authorized to prepare certified copies of any documents issued by the Corporation.

11.02 Record Keeping Requirements

As required in the Act.

“A not-for-profit corporation is required, among other things, to meet certain record keeping obligation such as:

- a. Proper books of accounts and accounting records (section 302 of the Act);
- b. Minutes of meetings of Members and Directors (section 299 of the Act);
- c. Maintain copies of the Letters Patent, Supplementary Letters Patent, Bylaws and Special Resolution (section 300 of the Act);
- d. A register of its Members and Directors (section 300 of the Act); and
- e. A registry of a corporation’s ownership interest in land that complies with section 300.1 of the Act.

12 MEETINGS OF MEMBERS

12.01 General Meetings Chairperson

The Chairperson shall conduct all meetings of the general Membership, including the AGM.

12.02 General Meetings Rules of Order

All meetings of the general Membership, including the AGM, shall use the Order of Meetings (Appendix B: Modified Robert’s Rules of Order).

12.03 General Membership Meeting Location

The annual or any other general or special meeting of the Members shall be held at the head office of the Corporation or at any place in London as the Board may determine and on such day as the Board shall appoint.

12.04 AGM Timing

The first AGM shall be held no later than eighteen (18) months after incorporation and each subsequent annual meeting shall be held no later than two (2) months after the Corporation’s fiscal year-end date, Sections 15.01 Fiscal Year-End.

12.05 Minutes of General Meetings

Minutes will be taken for all meetings of the general Membership.

12.06 AGM Required Agenda Items

- a. Agenda for the meetings, approved by Members present prior to continuing with the remaining agenda items.
- b. At every annual meeting, in addition to any other business that may be transacted, shall include the:
 - i. report of the Directors;
 - ii. report of the auditors or accountants;
 - iii. selection of the auditors and/or accountants shall be appointed for the ensuing year, as per Section 18.01 Appointment of Auditor/Accountant (**Amended, Act**).

- c. The Members may consider and transact any business either special or general at any meeting of the Members under the agenda item "New Business".
- d. A majority Fifty percent plus 1 (50% +1) of Members present at a meeting shall constitute a quorum.

12.07 General Membership Meetings Notifications

- a. The Board shall have power to call, at any time, a general meeting of the Members.
- b. The Board shall call general meetings of the corporation 4 times per year at regular intervals (every 3-4 months) inclusive of the AGM
- c. The Board shall call a special meeting of Members within five (5) days upon receipt of a written request with signatures from ten percent (10%) the Membership. Proper notice procedure for notifying the Membership (item c below) of the upcoming meeting will be followed. The letter must contain a full explanation for the purpose of the meeting and the motion to be presented to the Membership (item d below).
- d. Fourteen (14) days prior written notice shall be given to each Member of any annual, special or general meetings of Members.
- e. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- f. Notice of each meeting of Members must remind the Members that they have the right to vote by proxy.

12.08 Membership Voting Rights at AGM

- a. Each Member present at a meeting shall have the right to exercise one (1) vote for each motion and (1) vote for the election of Board Directors.
- b. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy, see Section 2.09 Member Voting Rights.

12.09 Error or Omission in Giving Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of the Member, Director or officer shall be the last address for that Member recorded on the books of the Corporation.

13 MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

13.01 Meeting Minutes

- a. Minutes will be taken at all meetings of the Board of Directors and Executive Committees.

- b. The minutes of the meetings of the Board and the minutes of the meetings of the Executive Committee shall not be available to the Membership of the Corporation but shall be available only to the Members of the Board or Committee, each of whom shall receive a copy of such minutes.

14 VOTING OF MEMBERS

14.01 Voting At Member Meetings

At all meetings of Members, every question shall be determined by a majority vote unless otherwise specifically provided by statute or by this By-law No. 1.

15 FINANCIAL YEAR

15.01 Fiscal Year-End

Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be September 30.

16 COMMITTEES

16.01 Committee Creation

The Board may appoint committees whose Members shall hold office at the pleasure of the Board. The Board shall determine the duties of such committees. The chairperson of each committee shall be a Director of the Corporation. The President is a default member of all committees.

17 ENACTMENT AND AMENDMENT OF BY-LAW NO. 1

17.01 By-law No. 1 Amendments

The portion(s) of this By-law No. 1 of the Corporation, not embodied in the Act and Letters Patent of Incorporation, may be repealed or amended by By-law No. 1 enacted by a majority of the Board and sanctioned by "Special Resolution" at the next AGM. In the event that such repeal or amendment is not so sanctioned, such repeal or amendment shall at, and from the time of such meeting, cease to be of any force and effect.

18 AUDITORS AND ACCOUNTANTS

18.01 Appointment of Auditor/Accountant

As required in the Act.

"For not-for-profit corporations whose annual revenue is greater than \$100,000, Members of the corporation **must** appoint an auditor to hold office until the first annual meeting and at each annual meeting. There is no waving of this statutory requirement (section 130.1 of the Act.)"

"In respect of a financial year of the corporation where the corporation's annual income is less than \$100,000 and where a resolution is passed by at least 80% of the votes cast by Members at a general

meeting (extraordinary resolution) to not appoint an auditor and to not have an audit, the corporation is exempt from a financial audit. (May 2018, Not-for-Profit Incorporator's Handbook, Section 5.7)"

"An amount other than \$100,000 may be prescribed by regulation for the annual revenue of not-for-profit corporations for the purposes of an audit exemption. (May 2018, Not-for-Profit Incorporator's Handbook, Section 5.7)"

19 BOOKS AND RECORDS

19.01 Record Keeping Requirements

As required in the Act.

"A not-for-profit corporation is required, among other things, to meet certain record keeping obligation such as:

- a. Proper books of accounts and accounting records (section 302 of the Act)
- b. Minutes of meetings of Members and Directors (section 299 of the Act)
- c. Maintain copies of the Letters Patent, Supplementary Letters Patent, Bylaws and Special Resolution (section 300 of the Act).
- d. A register of its Members and Directors (section 300 of the Act)
- e. A registry of a corporation's ownership interest in land that complies with section 300.1 of the Act."

19.02 Filing and Reporting

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or any applicable statute of law are regularly and properly kept and filed with the proper government agencies as the Act requires.

20 RULES AND REGULATIONS

20.01 Special Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with this By-law No. 1 relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members when they shall be confirmed by "special resolution", and failing such confirmation at such AGM, shall at and from that time cease to have any force or effect.

21 LANGUAGE

21.01 Future Gender Language

In this By-law No. 1 and in all other By-law No. 1 of the Corporation hereafter passed all gender specific language will be avoided.

22 DISCIPLINE

22.01 Powers of the Board to Discipline

The board shall have authority to discipline, suspend or expel any Member (including Directors and volunteers) from the Corporation for any one or more of the following grounds:

- a. violating any provision of the By-law No. 1, Code of Conduct, or other written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

22.02 LEVELS OF DISCIPLINE

Discipline is a multilevel progression, and the classification of discipline is dependent on the nature of the offense as outlined below:

22.02.1 LEVEL ONE WARNING

A Level One Warning is given to a member for a first occurrence of minor infractions including, but not limited to: demeaning, insulting, and/or excessively foul language; spamming on social media; untrue or misleading posts; verbal or written malicious messages aimed at Members, non-Members, or the Corporation. The Board shall provide a written Level One Warning to the offending Member, outlining the reason(s) for the disciplinary action. The offending Member may choose to appeal to the Board and the Board may rescind or modify its disciplinary action. The Member may also appeal to the Community Advocate to seek advice. The final decision to maintain or remove the Level One Warning, however, rests solely with the Board. The Board will inform the Member that successive levels of discipline should their behaviour persist.

22.02.2 LEVEL TWO WARNING

A Level Two Warning is given to a member for a first occurrence of harassment, or offensive, sexualized language. A Level Two Warning is also given to a repeated occurrence of minor infractions as outlined in a 22.02.1 Level One Warning. The Board shall provide a written Level Two Warning to the offending Member, outlining the reason(s) for the disciplinary action. The offending Member may choose to appeal to the Board and the Board may rescind its disciplinary action. The Member may also appeal to the Community Advocate to seek advice. The final decision to maintain or remove the Level Two Warning, however, rests solely with the Board. The Board will inform the Member that successive levels of discipline will be imposed should the behaviour persist.

22.02.3 SUSPENSION OF MEMBERSHIP

Suspension of Membership is imposed on a member for a first occurrence of sexual harassment, threats, or discrimination in any form. A Suspension of Membership is also imposed when there is a repeated occurrence of infractions as outlined in 22.02.1 Level One Warning and a 22.02.2 Level Two Warning. In the event that the Board determines that a Member should be suspended from Membership in the Corporation, the President, or such other officer as may be designated

by the Board, shall provide twenty (20) day notice of suspension to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the Board, in response to the notice received within a twenty (20) day period. The Member may take further actions to appeal the Board's decision through the Community Advocate or Mediator as outline in 23 Dispute Resolution **(New)**. The suspension of a Member shall be of a period of time no less than three months and no greater than two years from the date of suspension. The length of the suspension, within the three-month to two-year range, may also be disputed. Following a suspension, a Member may be reinstated as outline in Section 2.08 Reinstatement of a Suspended Member **(NEW)** of the By-law No. 1.

22.02.4 TERMINATION OF MEMBERSHIP

A Membership is terminated when they are found to be legally guilty of an offense directed at the Corporation or another Member. A Membership is also terminated for a repeated offense of an action which has led to a suspension; or three or more occurrences of infractions as outlined in 22.02.1 Level One Warning and a 22.02.2 Level Two Warning. In the event that the Board determines that a member should be expelled from Membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) day notice of the expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the Board, in response to the notice received within such twenty (20) day period. The Member may take further actions to appeal the Board's decision through the Community Advocate or Mediator as outline in Article 23 Dispute Resolution **(New)**.

23 DISPUTE RESOLUTION

A dispute resolution process is initiated when there is a dispute between Members and/or between Members and the Board. This may include, but is not limited to:

- a. a dispute with a disciplinary action taken by the Board against a Member;
- b. a dispute by a Member, or a group of Members, on a decision made by the Board, or an action undertaken by the Board, which is perceived by the Member(s) to be in contravention of the Bylaw No. 1, Code of Conduct, or other written policies of the Corporation;
- c. a dispute by a Member, or a group of Members, on a practice or procedure undertaken by the Corporation which is perceived by the Member(s) to be in contravention of the By-law No. 1, Code of Conduct, or other written policies of the Corporation;
- d. a dispute between Members where at least one Member perceives that an action taken by other Members is in contravention of the By-law No. 1, Code of Conduct, or other written policies of the Corporation.

When a Member or group of Members appeal for dispute resolution, they must follow these successive steps:

- i. appeal to the Board, either through writing the Board directly or appealing through the Community Advocate; ii. appeal to the Community Advocate if they have not already done so;
- iii. request that the Board acquire a Mediator.

23.01 Board Review

The first appeal must be made to the Board of Directors directly or may be taken to the Board of Directors through the Community Advocate. An appeal must be made in writing and addressed to the Board. The Board must respond to the appeal within 20 days of receiving it.

23.02 Mediation through the Community Advocate

A second appeal may be made through the Community Advocate if the initial review by the Board is not accepted by the Member. The Community Advocate must proceed as directed in Section 3.05 Roles and Responsibilities of the Community Advocate.

23.03 Mediation through the Mediator

A final appeal may be made through the Mediator who is a neutral dispute resolution practitioner. The Mediator must proceed as directed in Section 4.03 Mediator Responsibilities. The decision made by the Mediator is deemed to be final and no further appeals may be made.

24 SOCIAL MEDIA

24.01 Member

Maintain best practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow Members, volunteers, committee Members and Board Members (see Appendix A.3 Accountability & Responsibility Policy: Member).

24.02 Board Director, Officers, and Chairperson

Maintain best practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow Members, volunteers, committee Members and Board Members (see Appendix A.4 Accountability & Responsibility Policy: Board Director, Officers and Community Advocate).

24.03 Committee and Volunteer

Maintain best practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow Members, volunteers, committee Members and Board Members (see Appendix A.5 Accountability & Responsibility Policy: Volunteer).

APPENDIX A: CODE OF CONDUCT

A.1 DEFINITIONS

The definition from the By-law No. 1 Section 1.01 Definitions apply as well as the following additional Definitions shall apply to all Appendixes;

- a. Personal Harassment: shall mean any conduct whether verbal or physical that is discriminatory in nature. This includes but is not limited to an individual's real or perceived: race, ethnicity, ancestry, place of origin, political beliefs, religion, sex, gender, gender identity or expression, sexual orientation, ability, age, level of literacy, Membership in a union or staff association, marital status, family status, or source of income.

- b. Sexual Harassment: shall mean conduct, comment, gesture or contact of a sexual nature that one would find to be unwanted or unwelcome by any individual, or that might, on reasonable grounds, be perceived by that individual as placing a condition of sexual nature on employment, career development, or participation as a volunteer.
- c. Public: shall mean the people constituting a community, province/state or nation.
- d. Intoxication: shall mean an individual who is under the influence of either Alcohol, Marijuana or any other legal or illicit drug where the functions and/or duties of the individual being impaired beyond a reasonable state.
- e. Discrimination: shall mean treatment or consideration of, or making a distinction in favor of or against, a person or thing based on the group, class, or category to which that person or thing belongs rather than on individual merit.

A.2 CODE OF CONDUCT

Policy

The Code of Conduct policy is designed to allow Pride London Festival to preserve its long tradition of integrity and credibility with the public, Members, volunteers, stakeholders and within the Organization.

This policy provides the guidelines for acceptable and encouraged behavior as well as actions or behaviors that are regarded as misconduct and is applicable to all Members, volunteers and Directors with the additional Directors Code of Conduct policy applying to Directors of Pride London Festival.

A.3 ACCOUNTABILITY & RESPONSIBILITY POLICY: MEMBER

The accountability and responsibility Policy outlines what is expected of Members of Pride London Festival to maintain high standards, professionalism, respect and promotion for Pride London Festival.

In order to achieve this, Members are expected and required to:

A.3.1 BEHAVIOUR IN PERSON

- a. Maintain best practices and conduct at all Pride London Festival meetings and respect the views of fellow Members, volunteers, committee Members and Board Members.
- b. At all times be mindful of conduct, in relation to the activities and events of PLF, ensuring one's own conduct is respectful, non-discriminatory and non-harassing to any volunteer, Member, Board Member or committee Member in accordance with Pride London Festival policies and Bylaw No. 1.

A.3.2 BEHAVIOUR ONLINE

- a. Maintain best practices and conduct on all Pride London Festival related Social Media and online communication and respect the views of fellow Members, volunteers, committee Members and Board Members.
- b. All postings should remain non-discriminatory and non-harassing to any volunteer, Member, Board Member or committee Member in accordance with Pride London Festival policies and Bylaw No. 1.

Signature: _____ Date: _____

A.4 ACCOUNTABILITY & RESPONSIBILITY POLICY: BOARD DIRECTOR, OFFICERS AND COMMUNITY ADVOCATE

The accountability and responsibility Policy outlines what is expected of Members of Pride London Festival to maintain high standards, professionalism, respect and promotion for Pride London Festival.

In order to achieve this; Members are expected and required to:

A.4.1 BEHAVIOUR IN PERSON

- a. Maintain best practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow Members, volunteers, committee Members and Board Members.
- b. At all times be mindful of conduct, ensuring one's own conduct is fair, non-discriminatory and non-harassing to any volunteer, Member, Board Member or committee Member in accordance with Pride London Festival policies and By-law No. 1.
- c. At all times a Board Member must adhere to the best of their ability to ensure the following during all Board meetings:
 - Follow the Robert's Rules of Order - at all meetings.
 - Ensure accurate Minutes are taken and approved at each meeting - designation of a minute taker along with a digital recorder are required. A Recap Report is required for any meeting of 2 or more Board Members discussing anything relevant to Pride London Festival and presented to the Board for approval and review in the upcoming meeting (without vs with quorum)
 - Be Aware of Topics and Language - With potential for Members to review minutes of previous Boards - "Appropriate, Relevant, Factual and Professional/ Business Language" should always be used during meetings.
 - Always practice Record Retention - All Board Members are required to keep a copy of each email/ response and communication delivered to Members and the public – the entirety of which should be kept on digital file storage for a period of 5 years.
 - Declare any clear conflict of interest ahead of topic discussion (recuse) - Conflict of Interest can be of business in nature including but not limited to : D1) A company a Board Member is

employed by D2) any business matter that the Board Member has a financial gain from D3) a service that a Board Member is offering for free D4) a company a Board Member owns or has a partnership in being considered for use by Pride London Festival

A.4.2 BEHAVIOUR ONLINE:

- a. Maintain best practices with respect to the conduct on all Pride London Festival related Social Media and online communication and respect the views of fellow Members, volunteers, committee Members and Board Members.
- b. All postings should remain non-discriminatory and non-harassing to any volunteer, Member, Board Member or committee Member in accordance with Pride London Festival policies and Bylaw No. 1.
- c. At all times be mindful of the language and topics used and discussed; maintaining a respectful and appropriately professional tone and focus when using the following;
 - social media group messengers - ex: Facebook, twitter or any other social media group messaging application,
 - video chat conference programs/sites - ex: zoom, houseparty, Facebook & all other video chats, and
 - e-mail communication ex: webmail , official & personal email account usage.

Signature: _____ Date: _____

A.5 ACCOUNTABILITY & RESPONSIBILITY POLICY: VOLUNTEER

The accountability and responsibility Policy outlines what is expected of Members of Pride London Festival to maintain high standards, professionalism, respect and promotion for Pride London Festival.

In order to achieve this, Members are expected and required to:

A.5.1 BEHAVIOUR IN PERSON

- a. Maintain good practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow Members, volunteers, committee Members and Board Members.
- b. At all times be mindful of conduct, ensuring one's own conduct is fair, non-discriminatory and non-harassing to any volunteer, Member, Board Member or committee Member in accordance with Pride London Festival policies and By-law No. 1.

A.5.2 BEHAVIOUR ONLINE

- a. Maintain good practices with respect to the conduct on all Pride London Festival related Social Media and online communication and respect the views of fellow Members, volunteers, committee Members and Board Members.
- b. All postings should remain non-discriminatory and non-harassing to any volunteer, Member, Board Member or committee Member in accordance with Pride London Festival policies and Bylaw No. 1.

Signature: _____ Date: _____

APPENDIX B: MODIFIED ROBERT'S RULES OF ORDER

See next page.



ORDER OF MEETINGS

ESTABLISH A QUORUM & CALL MEETING TO ORDER

TYPES OF AMENDMENTS

Friendly

Given by someone trying to improve the amendment without changing the meaning. The person who made the motion needs to accept the amendment.

Regular

Changing the wording and possibly the intent of the motion. The amendment itself requires a vote before the vote on the motion.

Substitute Motion

Used to propose an alternative action to the main motion. If a substitute motion passes, it does away with the prior motion. If it fails, the previous motion comes back up for consideration.

MOVE THROUGH THE AGENDA

1. **Announce Agenda Item:** Chair clearly states agenda item number and subject.
2. **Reports and Recommendations:** Relevant speaker gives report and provides recommendations.
3. **Questions and Answers:** Questions from members are asked and addressed.
4. **Motions and Action Items (A motion can be made or seconded by any member):**
 - a. **Motions Introduced:** Chair invites motion from body, and announces name of member introducing motion. Chair and Secretary may assist in properly forming motion, if required.
 - b. **Second:** If motion is seconded, Chair announces name of seconding member.
 - c. **Motion Discussion:** Chair announces the motion on the floor and the member who originally made the motion is permitted to speak to the details of the motion first.
 - **Amendments and Substitutions:** Other members may propose amended or substitute motions. (see Types of Amendments)
 - **Discussion on the Amendment**
 - **Vote on the Amendment:** Chair announces that vote will occur. Members vote on the last motion on the floor.
 - d. **Vote on the Motion:** Chair takes vote on the motion by asking for "yeas," "nays," or "abstentions" by a show of hands or secret ballot, if required.
 - e. **Results and Actions:** Chair announces result of vote and action to be taken.
5. **Repeat:** Begin process again with next agenda item.

To maintain an orderly meeting please only speak after being recognized by the chair.

REASONS TO INTERRUPT

You may politely interrupt a speaker for these reasons:

point of order

if you see a breach of the rules

request for information to get information about the topic being discussed

parliamentary inquiry to get information about rules of order

point of privilege if you can't hear, safety reasons, comfort, etc.

appeal

if you disagree with the chair's ruling

ADJOURN MEETING

EXPLANATION OF MOTIONS

Motion to Amend

You want to change some of the wording in a motion under discussion. After recognition by the president of the board, move to amend by adding words, striking words, or striking and inserting words.

Move to Substitute

You like the idea of a motion being discussed, but you need to reword it beyond simple word changes. Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

Move to Refer

You want more study and/or investigation given to the idea being discussed. Move to refer to a committee. Try to be specific as to the charge to the committee.

Move to Postpone

You want more time personally to study the proposal being discussed you may move to postpone to a definite time or date.

Move to Limit Debate

You are tired of the current discussion. Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3rds majority vote.

Move to Close the Debate

You have heard enough discussion. Requires a 2/3rds majority vote.

Move to Table the Motion

You want to postpone a motion until some later time.

The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead.

Call for Orders of the Day

You believe the discussion has drifted away from the agenda and want to bring it back.

Move to Recess

You want to request a short break for a set period of time.

Move to Reconsider

You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

Move to Rescind

You want to change an action voted on at an earlier meeting. A 2/3rds majority vote is required.

Move to Adjourn

You want to end the meeting.

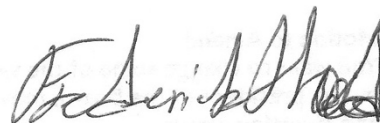
AUTHORIZING SIGNATURES

This By-law No. 1 Version 7 is hereby enacted by Pride London Festival, and shall take full force and effect this the 4th day of December 2024



Robyn Hodgson

President, Pride London Festival



Frederick Hood

Vice President, Pride London Festival