

NOTICE OF GENERAL MEETING

VICTORIA PRIDE SOCIETY

(the "**Society**")

Notice is hereby given that the directors of the Society call a general meeting (the "**Meeting**") of the Society pursuant to Part 3 of the Bylaws of the Society, to be held on Sunday, September 30, 2018 at 6:30 pm, PST at the Parkside Hotel located at 810 Humboldt Street, Victoria, British Columbia, V8V 5B1 for the purpose of adopting a special resolution (the "**Special Resolution**") to do the following:

1. Authorize and direct the directors of the Society to file a transition application as required by section 240 of the *Societies Act* (British Columbia), including updating the Society's Constitution;
2. As part of the transition application, cancel the existing Bylaws of the Society and approve and adopt a new set of Bylaws which conform to the requirements of the *Societies Act* (British Columbia); and
3. Authorize the officers and directors of the Society to take all such actions and execute and deliver all such documentation, including the transition application, which are necessary or desirable for the implementation of the resolution.

A copy of the Special Resolution which includes the new Bylaws is enclosed with this Notice.

Members of the Society who are unable to attend the meeting and wish to vote are required to complete, date, sign, and return the form of Proxy enclosed with this Notice to the Secretary of the Society by email at kellyjean@victoriapridesociety.org at least 24 hours prior to the commencement of the Meeting.

Dated at Victoria, British Columbia on the 16^h day of September, 2018.

VICTORIA PRIDE SOCIETY

Per: (signed) "David Tillson"
David Tillson, President

**SPECIAL RESOLUTION REGARDING ADOPTION OF NEW BYLAWS OF
VICTORIA PRIDE SOCIETY (THE "SOCIETY") DATED SEPTEMBER 30, 2018**

A special resolution of the members transitioning the Society under the provisions of the British Columbia *Societies Act* [SBC 2015] Chapter 18 (the "**New Act**"), authorizing the directors to file a transition application, and amending the Bylaws of the Society.

WHEREAS:

- A. It is considered to be in the best interests of the Society that it transitions to the current requirements of the New Act, including filing a transition application pursuant to section 240 of the New Act;
- B. It is considered to be in the best interests of the Society that it amend its Bylaws to accord with the New Act; and
- C. The directors of the Society require the ratification of the new Bylaws by the membership pursuant to current Bylaw 13.2.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1. The directors of the Society are authorized and directed to file a transition application under section 240 of the New Act (the "**Transition Application**"), including updating the Society's Constitution as required by the New Act;
- 2. As part of the transition application, the existing Bylaws of the Society, as filed with the Registrar of Companies, be cancelled, and the form of Bylaws presented to the members at the general meeting on September 30, 2018, and appended to this special resolution, be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, to be effective as of the date of filing the Transition Application with the Registrar of Companies; and
- 3. Any one of the officers and directors of the Society is authorized to take all such actions and execute and deliver all such documentation, including the Transition Application, which are necessary or desirable for the implementation of this resolution.

VICTORIA PRIDE SOCIETY

INSTRUMENT OF PROXY

THIS PROXY IS SOLICITED BY THE DIRECTORS OF VICTORIA PRIDE SOCIETY AND WILL BE USED AT THE GENERAL MEETING OF MEMBERS TO BE HELD ON SEPTEMBER 30, 2018.

The undersigned, being a member of Victoria Pride Society (the "**Society**"), hereby nominates, constitutes and appoints _____, the true and lawful proxy of the undersigned, with full power of substitution, to attend, to act and vote in respect of the voting rights held by the undersigned at the general meeting of the Society to be held on **September 30, 2018** and any adjournment thereof (the "**Meeting**"). The undersigned hereby instructs the above-named proxy to cast the vote represented by this instrument of proxy in accordance with the following direction regarding item 1. below, and in the proxy holder's discretion on all matters other than the matter described under item 1. below that may properly come before the Meeting.

1. FOR [] AGAINST []

Passing the special resolution in the form enclosed with the Notice of Meeting dated September 16, 2018.

DATED September ___ 2018.

(Signature of Member)

(Name of Member)

Bylaws of Victoria Pride Society (the "Society")

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Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society; and

"**Bylaws**" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.6 A person ceases to be a member of the society

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- (b) on his or her death or, in the case of a corporation, on dissolution,
- (c) on being expelled, or
- (d) on having been a member not in good standing for 30 consecutive days.

Discipline and expulsion of members

2.7 A member may be expelled if the Board reaches a consensus to expel the member in question.

2.8 Prior to expelling a member, the Board must provide that member with a brief written statement of the reasons for the proposed expulsion.

2.9 The member who is the subject of the proposed resolution for expulsion must be given a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any; or
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one (1) of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is three (3) voting members or 30% of the voting members, whichever is greater. Directors must form less than 50% of the total members in good standing at the meeting.

Lack of quorum at commencement of meeting

3.8 If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within fifteen (15) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting. For the purposes of an adjourned meeting, the 50% rule for directors in bylaw 3.7 will not apply.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for ten (10) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,

- (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting permitted

3.15 Voting by proxy is permitted, provided that:

- (a) a member provides a written form of proxy to the secretary prior to the meeting;
- (b) a proxy is valid only for one (1) meeting;
- (c) a proxy may be exercised only by another member; and
- (d) a proxy shall not be counted in determining quorum.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than five (5) and no more than twelve (12) directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election of directors must elect the Board.

Directors may fill casual vacancy on Board

- 4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, provided that:
- (a) the appointee must be recommended to the directors by an existing director; and
 - (b) the appointee must be approved by a simple majority (50%) or more of the directors.

Term of appointment of director filling casual vacancy

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the next annual general meeting which occurs following that director's appointment, at which time that director must retire and may stand for election as a director in which case they will be entitled to hold office for a full three (3) year term if elected.

Election of directors, terms and removal

- 4.5** Directors will be elected for a three (3) year term and will retire from office at the third annual general meeting following their election, when their successors will be then elected.
- 4.6** An election may be by acclamation, secret ballot, or show of hands.
- 4.7** A person may serve an indefinite number of consecutive terms as director as long as they continue to have the confidence of a majority of members in good standing.
- 4.8** A director missing three consecutive meetings of the Board, for which a notice of meeting has been given, and who is not either temporarily absent from Victoria, British Columbia, or has not received the prior approval of the directors to missing such meetings, shall be deemed to have resigned as a director and officer of the Society.

Directors to be members

- 4.9** No person who is not a member of the Society may serve as a director of the Society.

Part 5 – Directors' Meetings

Calling directors' meeting

- 5.1** A directors' meeting may be called by the president or by any two (2) other directors.

Notice of directors' meeting

5.2 At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they see fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one (1) position:

- (a) president;
- (b) vice-president;
- (c) secretary; and
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

6.5 At the discretion of the Board, a second co-vice-president may be elected or appointed.

Role of secretary

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings respecting taxes.

Powers of Executive Committee

6.9 The president, vice-president (and co-vice-president if applicable), secretary and treasurer collectively form a management committee (the "**Executive Committee**"), which will have a broad power to manage the day-to-day operations of the Society or engage qualified persons to manage the day-to-day operations of the Society, without requiring approval from the Board, including without limitation the power to do the following:

- (a) hire or terminate employees (including Senior Managers as defined in the Act) or independent contractors;
- (b) determine the level of remuneration to be paid to employees or independent contractors; and
- (c) appoint directors or members of the Society who are not directors to sit on committees, delegate decision making power to such committees, and mandate rules that a committee is required to follow.

Notwithstanding the above, The Executive Committee will not have the power to determine the level of remuneration to be paid to directors for services provided by directors to the Society in a capacity other than as a director, and any such remuneration must be approved by the Board.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one (1) other director;
- (b) if the president is unable to provide a signature, by the vice-president together with one (1) other director;
- (c) if the president and vice-president are both unable to provide signatures, by any two (2) other directors; or
- (d) in any case, by one (1) or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Notice to Members

8.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address or by electronic message sent to the member's email address on record.

8.2 Notice of a general meeting must be given to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if appointed.

No other person is entitled to receive a notice of a general meeting.

8.3 These Bylaws and the Constitution of the Society will be available for all members to view on the Society's website.

Part 9 – Unalterable Provision from Constitution

9.1 The Society is a non profit, with none of the directors receiving financial compensation for their work in the Society, with the exception of reimbursement for items purchased in the name of the Society and expenses otherwise incurred in the normal day to day operations of the Society. This provision was previously unalterable.

- 9.2** The Society, or its agents on behalf of the Society, shall not endorse or publicly support any political organization or political party in the name of the Society. This provision was previously unalterable.
- 9.3** In the event of dissolution of the Society, all assets of the Society will be distributed to those charitable organizations recognized as such under the Canadian Income Tax Act, as determined at the last annual general meeting of the Society. This provision was previously unalterable.
- 9.4** The Society shall be carried on without object or purposeful gain for its members, and no part of any income of the Society shall be payable or otherwise available for the personal benefit of its members. Any profits or other accretions to the Society shall be used only for promoting its purposes. This provision was previously unalterable.