

## **EPOA BY-LAWS**

*(Approved by the Annual General Meeting September 1, 2012)*

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## **CHAPTER ONE DEFINITIONS & INTERPRETATION**

1.1 AGM - Annual General Meeting/Conference of EPOA

1.2 Board - The Board of Directors as a whole

1.3 Incapacity - Mental and/or physical disorder, which in the opinion of a qualified medical doctor and/or psychologist shall render a person incapable of fulfilling their duties as a director or officer

1.4 Director or Officer - A member of the Board

1.5 Pride Events - A parade, march, rally, festival, arts festival, cultural activity or other event activity organized for people identifying as lesbians and/or gay men and/or bisexuals and/or transgender persons and promoting the visibility of those persons and commemorating the history, culture and diversity of the LGBT community.

1.6 Pride Organization - An organization or group one of whose purposes and/or principal activities shall be to organize Pride events, which primarily benefit the LGBT community.

1.7 Annual Turnover - All income/revenue received by a member in a twelve month accounting period prior to the deduction of any expenses.

1.8 Where the plural or singular is used it shall, where the context so admits, include the other.

1.9 Annual Report – description of the organization including, but not limited to, Pride activities and contact information.

## **CHAPTER TWO MEMBERSHIP**

### **Eligibility and Procedure**

2.1.1 In order to apply for membership the Pride Organization has to submit a written application form to the board of epoa, including the latest annual and financial report.

2.1.2 Any Pride Organization is admitted automatically if it fulfils the following criteria:

2.1.3 The Organization is in fact directly organizing or in charge of the whole Pride Event (i.e. no sub-organizations such as party promoters)

2.1.4 Multiple Pride Events in one city entitle all Pride Organizations to become epoa members

2.1.5 The name of the Pride Event is irrelevant as long as it fulfils the definition of a Pride Event

2.1.6 The structure or legal status of the Pride Organization is irrelevant (i.e. also a for-profit organization may become a member of epoa as long as the event fulfils the definition of a Pride Event – particularly the definition of benefiting the whole community not just a few shareholders).

2.1.7 If the board feels that any of these criteria is not met, it has to contact the Pride organization for clarification and if, after this process, it still feels that the Pride Organization does not qualify, the board is entitled to deny full membership.

2.1.8 Membership dues are to be paid no later than 30 days after receiving the invoice. If the dues are not paid immediately, the Pride Organization will only be entered in the official membership roster when it has paid its dues. Voting rights of the Pride Organization as a member also only become active when the dues have been paid.

2.1.9 Any decision reached by the Board for or against the acceptance of Full Members shall be subject to review by the next AGM. The Member in question may appeal the decision of the Board in writing. The AGM has the final decision over accepting or declining Members to epoa. The AGM decides on this with a simple majority. This decision may not be appealed.

### **Full Membership – Membership Dues**

2.2.1 The organization shall collect an annual membership fee also known as dues from its Full Members according to the following scale:

Annual turnover as shown in last full financial accounts.	Dues Payable
EURO 0 to EURO 50,000	EURO 50,-
EURO 50,001 to EURO 100,000	EURO 100,-
EURO 100,001 to EURO 200,000	EURO 200,-
Over EURO 200,000	EURO 400,-

2.2.2 The dues of any member may be waived in whole or in part by the Officers upon written application and a majority vote of the officers in favor of such waiver.

2.2.3 The due date of accounting for Dues shall be January 1st with a deadline of March 31st. The officers may enforce, at their discretion, a late payment fee of up to 20% of the Dues payable.

2.2.4 The board may, at their discretion, decide to give the members a discount of up to 20% on their membership due for early payment.

### **Associate membership**

2.3.1 Any organization and/or individual which do not qualify for full membership may apply for associate membership.

2.3.2 In order to apply for Associate Membership the applicant has to submit a written application form to the board of epoa.

2.3.3 The Board decides on admitting such organizations or individuals to Associate membership. The Board does not have to give reasons for declining such Associate Membership.

2.3.4 Any decision reached by the Board for or against the acceptance of Associate Members shall be subject to review by the next AGM. The Member in question may appeal the decision of the Board in writing. The AGM has the final decision over accepting or declining Members to epoa. The AGM decides on this with a simple majority. This decision may not be appealed.

2.3.5 Associate Members shall not be entitled to vote at the AGM nor are their delegates eligible for election to the Board or Appointment as Regional Representative. They have the right to speak at the AGM and make any motion at the AGM.

2.3.6 The Board or the AGM may award Associate (Honorary) Membership to organizations or individuals that have furthered the purpose of epoa in exemplary ways. Simple majority reaches this decision. The Board or the AGM have the right to end the Honorary Membership of an organization or individual at any time by simple majority vote. No reasons have to be given for ending such Honorary Membership.

2.3.7 The membership dues for Associate Members are:  
Honorary Members free  
Associate Member EURO 400

#### **Correspondence with members**

2.4.1 Any correspondence to members shall be deemed received if sent to the last known address.

## **CHAPTER THREE ANNUAL GENERAL MEETING**

- 3.1.1 The AGM shall be held at least once each calendar year and not later than fifteen months following the adjournment of the previous AGM.
- 3.1.2 The Board shall invite members to the next AGM with details about the precise date and location of the next AGM at least 60 days prior to such AGM.
- 3.1.3 There shall be a quorum at the AGM if all current members have been invited in accordance with this article and at least five members are present.
- 3.2 The location and host organization of the next AGM shall be confirmed at each AGM. Usually the location of the AGM will be in the city of the next EuroPride. Exceptions can be allowed upon decision of the Board with a majority vote.
- 3.3 An Extra-ordinary General Meeting shall be called immediately with the reason for such Extraordinary meeting if the interests of the Association make such a meeting necessary or one quarter of all members request such a Meeting in writing and with the specific reason for such a meeting.
- 3.4 Each full member present whose dues are not in arrears for more than three months shall have one vote. Other members are not entitled to vote but may be present and have the right to speak and make proposals.
- 3.5 Decisions of the AGM are made by simple majority of the votes cast, unless the Constitution specifies otherwise. Changes to the Constitution, Removal of the Board before the end of the term as well as the dissolution of the Association require a two-thirds majority of the votes cast. All votes are open unless the AGM decides in an open vote with one quarter of the votes cast in favor to have a secret vote or the By-Laws specify a secret vote. Abstention shall not count as cast votes.
- 3.6 The AGM may change or amend the Agenda at the beginning of the AGM. Proposals to change the Constitution, to remove the Board before the end of the term or the dissolution of the Association, can only be voted on at the next General Meeting. The Board shall include these proposals in the Agenda for that General Meeting.
- 3.7 Decisions of the General Meeting shall be entered in the minutes and the minutes shall be signed by the minute-keeper.
- 3.8 Changes to the Constitution required by the regulatory, judicial or tax authorities for formal legal reasons may be made by the Board to ensure compliance with the relevant laws. The Board has to inform the Members about such changes no later than at the AGM following such changes.

### **Voting**

- 3.9 Each credentialed member shall be entitled to one vote.
- 3.9.1 Within 24 hours of the opening of the AGM at the latest each credentialed delegation shall submit in writing the name of its one spokesperson.
- 3.9.3 The spokesperson shall cast all votes and shall be authorized to represent her/his organization in signing resolution proposals
- 3.9.4 The spokesperson may delegate the voting authority to an alternate spokesperson from the same member organisation.
- 3.9.5 There shall be no proxy voting with the following exception: Associate members whose membership primarily consists of Pride Organisations shall be entitled to carry a proxy for these full member organisations and represent them at the AGM. The total number of proxies carried by one Associate member shall be limited to five. No Associate member shall be entitled to a vote on his own behalf.

### **Resolutions**

- 3.10.1 Resolutions may either be proposed by the Board or a member.
- 3.10.2 Resolutions proposed by a member must be seconded by one other member.
- 3.10.3 A resolution shall pass if the majority of votes cast are in favor. Abstentions are not counted for the purpose of establishing the basis of calculating the majority of votes.
- 3.10.4 Resolutions shall remain in force unless in conflict with the Constitution of the organization or By-Laws or until rescinded or modified by further resolution.



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**Language**

3.11 The official conference language at the AGM shall be English but translation services for other languages are encouraged.

## **CHAPTER FOUR BOARD**

### **4.1 Composition**

The board shall consist of:

- a) President
- b) Secretary
- c) Treasurer
- d) Outreach and Member Services Coordinator
- e) EuroPride Coordinator
- f) Media and Internet Coordinator
- g) Human Rights and Diversity Coordinator
- h) Conference Coordinator

In seeking to fill these positions the organization will strive to reflect the diversity of the membership.

### **4.2 Board duties**

The task of the Board is to run the organization

Reasonable expenses for duties fulfilled by an officer of the organization shall be reimbursable with the approval of the Board.

#### **4.2.1 The President shall:**

- a) Represent the organization outwardly in legal and other matters together with any other Officer.
- b) Preside at all Board and General Meetings
- c) Provide vision and direction to the Association
- d) Report to the AGM about EPOA's development since the last AGM.
- e) Explore funding opportunities
- f) Negotiate with potential sponsors about sponsorship opportunities.
- g) Exercise and perform such other powers and duties as may from time to time be assigned by the Board or prescribed by the AGM

#### **4.2.2 The Secretary shall:**

- a) Give or cause to be given notice of all meetings of the Board
- b) Minute all plenary sessions of the AGM
- c) Minute all meetings of the Board
- d) Maintain a current roster of the Board
- e) Supervise the keeping of all records of the Organization including but not limited to the archive of the organization
- f) Maintain a list of members
- g) Prepare and submit all reports as required by law or the Board excluding those falling within the duties of other officers.
- h) Together with the Outreach Coordinator prepare the annual Pride Calendar
- i) Act as the correspondent for EPOA conducting any necessary correspondence including invitations to the AGM if such correspondence is not part of the duties of another officer.
- j) Have such other powers and perform such other duties as may be prescribed by the Board or the AGM.

#### **4.2.3 The Treasurer shall**

- a) Receive and safely keep all funds of the Organization and deposit them in the Organization's account
- b) Be the second signatory on the bank account of the Organization and a signatory on other financial documents as needed
- c) Supervise the keeping of all financial records of the Organization
- d) Prepare and submit all financial reports as required by law or the Board
- e) Present a financial report at all meetings of the Board and at the AGM
- f) Have such other powers and perform such other duties as may be prescribed by the Board or the

AGM.

**4.2.4 The Outreach and Member Services Coordinator shall**

- a) Maintain a database of Pride Organizers and throughout Europe (with the help of Regional Representatives).
- b) Support the secretary in keeping the organisation's database and membership lists including all relevant information pertaining hereto.
- c) Maintain a members resource bank and information database and communicate its existence to the members
- d) Keep in permanent contact with the Regional Representatives and Pride Organizations.
- e) Together with the Secretary prepare the annual Pride Calendar
- f) Deliver to the members regular communications
- g) Coordinate the scholarship program
- h) Report to the AGM about the outreach situation of the organization.
- i) Have such other powers and perform such other duties as may be prescribed by the Board or the AGM

**4.2.5 The EuroPride Coordinator shall**

- a) Keep in contact with the organisers of EuroPride events.
- b) Support the EuroPride organisers in their outreach.
- c) Keep control about the financial situation of EuroPride organisers
- d) Report to the Board about the preparation of the EuroPride events
- e) Support prospective applicants
- f) Exercise any powers vested in them by the EuroPride licensing agreements to check, verify and audit EuroPride organisers and make any declarations necessary together with the President if so deemed necessary
- g) Report to the AGM about the situation of the EuroPride organisers.
- h) Have such other powers and perform such other duties as may be prescribed by the Board or the AGM

**4.2.6 The Media and Internet Coordinator shall**

- a) Maintain an international media and PR database
- b) Liaise with the media and try to obtain coverage for EPOA and its members
- c) Produce a newsletter if financially feasible and so deemed necessary
- d) Prepare and issue press releases together with the President
- e) Prepare or oversee the website of epoa.
- f) Report to the AGM about the Media Coverage and Cooperation .
- g) Have such other powers and perform such other duties as may be prescribed by the Board or the AGM

**4.2.7 The Human Rights and Diversity Coordinator shall**

- a) Liaise with GLBT and other Human Rights Organisations
- b) Monitor the Human Rights situation and development within the scope of EPOA
- c) Liaise with other national and international political organisations and institutions
- d) Work with individual Members to support them in their effort in establishing and extending their political focus
- e) Report to the AGM about the Human Rights and political situation
- f) Have such other powers and perform such other duties as may be prescribed by the Board or the AGM

**4.2.8 The Conference Coordinator shall**

- a) Keep in contact with the hosts of the next epoa conference and help them in organizing the conference including but not limited to finalizing the dates, the conference facilities, accommodation and accompanying program.
- b) Coordinate the agendas, contents and materials for the epoa conference.
- c) Be responsible for overseeing the smooth running of the AGM.



d) Have such other powers and perform such other duties as may be prescribed by the Board or the AGM

## **Election**

### **4.3 Nominations**

4.3.1 A nominee must be present at the AGM

4.3.2 Nominations will be accepted at the AGM.

4.3.3 Nominations may be made by credentialed delegates only.

4.3.4 The board may ask members to nominate candidates prior to the AGM

4.3.5 Subject to the above, a nominee may nominate her/himself.

4.3.6 An individual may accept a nomination for only one position.

4.3.7 A nominee at the time of nomination must be affiliated to a Full Member

Organization. He/she does not have to be a board member of the Full Member. In case of doubt, the nominee has to prove that he is affiliated to a Full Member (e.g. by providing a letter or proxy from the Member Organization)

4.3.8 No more than two people from a single organization and/or city may be elected and in the event that more than two are nominated there shall be a ballot of the AGM to determine which two names shall go forward.

4.3.9 To be eligible for president of epoa, you have to have served on the Board for at least two years

### **4.4 Interview**

4.4.1 Before elections all candidates shall address the AGM

4.4.2 Time will be allocated at the AGM to interview the nominees.

### **4.5 Voting**

4.5.1 Each Full Member shall have one vote.

4.5.2 Only the spokesperson of a credentialed Member Organization may cast this vote.

4.5.3 Voting will take place by secret ballot if there are more candidates than positions or 1/3 of the Full Members present so demands. Otherwise voting may be by show of hands.

4.5.4 Current Board Directors do not have the right to vote for the Board unless they are spokespersons of credentialed Member Organization

4.5.5 A Returning Officer appointed by the AGM shall supervise the election. He/she may not be a nominee.

4.5.6 The candidate receiving the most votes shall be elected.

4.5.7 In the event of a tie the voting process will be repeated

4.5.8 There shall be no postal or proxy voting with the following exception: Associate members whose membership primarily consists of Pride Organisations shall be entitled to carry a proxy for these Full Member organisations and represent them at the AGM. The total number of proxies carried by one Associate member shall be limited to five. No Associate member shall be entitled to a vote on his own behalf.

### **4.6 Replacement**

4.6.1 A vacancy shall arise in the event of the resignation, death, incapacity or removal of an officer

4.6.2 An officer shall be removed where one or more of the following shall occur: -

4.6.3 An officer shall be convicted of a criminal offence or felony in respect of matters of theft and/or financial probity provided that the Board may take into account the gravity of such offence and may by two-thirds majority resolve not to remove that officer:

4.6.4 An officer shall be adjudged unanimously by the rest of the Board to have:

a) committed any act of fraud or dishonesty relating to their role and responsibilities as an officer or

b) not carried out their responsibilities as an officer or

c) shall have acted contrary to the aims and objectives of the Organization or

d) shall have otherwise brought the Organization into disrepute.

e) A decision to remove an officer takes effect immediately and will be communicated to the members immediately. The decision may be appealed at the next AGM.

4.6.5 Where a vacancy shall arise the Board will appoint a replacement or re-assign the responsibilities.

#### **4.7 Term**

4.7.1 The term of office is two years.

4.7.2 No one shall serve more than four consecutive terms in any combination of offices.

#### **4.8 Meetings**

4.8.1 The officers shall meet at such time and in such manner as shall from time to time be appropriate but at least twice a year between AGMs. An extraordinary Board Meeting may be called at any time if three or more officers so request.

4.8.2 Meetings may take the form of meetings in person or by telephonic/electronic means.

4.8.3 A quorum of the Board shall be four or more.

4.8.4 No meeting shall be valid unless a minimum 72 hours notice has been given of meetings by telephonic or electronic means or 21 days notice for any meeting in person.

4.8.5 An officer is not entitled to vote on issues relating to him/herself, his/her interest or the interests of the member he/she represents. He/she may be asked to leave the board meeting during such discussion and vote. The rest of the board decides with a simple majority whether the officer in question shall leave that part of the meeting.

The decision shall be entered in the public minutes.

## **CHAPTER FIVE**

### **DEDICATION OF ASSETS AND DISSOLUTION**

- 5.1 The profits and assets of the organization are irrevocably dedicated to public or charitable purposes.
- 5.2 No part of the net earnings properties or assets of the organization on dissolution or otherwise shall inure to the benefit of any individual or private person or any member, officer, employee or director of the organization
- 5.3 On liquidation or dissolution all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to the same or similar purposes.
- 5.4 Decisions on the dissolution of the organization may only be made by an affirmative two-thirds majority of the votes cast at the AGM. Abstentions shall not be included in the basis for calculating this two-thirds majority. Such decision on the dissolution of the organization may only be passed if the membership was informed about this motion no later than with the invitation to the AGM.

## **CHAPTER SIX AMENDMENTS AND CHANGES TO THE CONSTITUTION**

6.1 Any suggested amendments to the constitution shall be submitted in writing to the Board three months prior to the AGM.

6.2 Constitutional amendments may only be made by an affirmative two-thirds majority of the votes cast at the AGM. Abstentions shall not be included in the basis for calculating this two-thirds majority.

6.3 Such decision on constitutional amendments of the organization may only be passed if the membership was informed about this motion no later than with the invitation to the AGM.

## **CHAPTER SEVEN**

### **EuroPride Licence**

#### **VISION**

**"EuroPride is the celebration of Lesbian, Gay, Bisexual and Transgender (LGBT) solidarity throughout Europe. It is for every citizen (LGBT or other) in Europe and aims to promote diversity, equal rights and inclusion for all as well as the variety of LGBT-culture."**

#### **7.1 Licensing the title "EuroPride"**

7.1.1 EPOA aisbl licenses the title "EuroPride (year)" only to a member. This member must have organized at least two Pride events within the last four years. It is required that the decision to award the title shall take place at the Annual General Meeting (AGM) of EPOA 3 years before the proposed event. The title will be officially licensed to the selected member after the decision at the Annual General Meeting (AGM) and signature of the license agreement, which authorizes the member to bare the title until the day after the closing ceremony of the event. This decision authorizes the member to use the title "Organizer of EuroPride (year)".

7.1.2 No one is allowed to use the EuroPride title until they have delivered a signed licensing agreement to the Board of EPOA containing the terms and conditions upon which usage of the EuroPride title is authorized by EPOA aisbl. Such licensing agreement shall be entered into within 120 days of the conference at which the title is awarded.

7.1.3 EPOA reserves the right to withdraw the title at any time, if the title is used contrary to the by-laws, and Rules of Procedure of EuroPride or the subsequent provision of the licensing agreement. The selected member shall give reports at the Annual General Meeting of EPOA and, twice a year to the Board of EPOA.

#### **7.2 Application**

##### **7.2.1 Letter of intent**

Pride Organisations shall send a letter of intent to apply to the office of EPOA aisbl before March 31<sup>st</sup> three (3) years prior to the proposed date of event. This can be done by electronic mail.

##### **7.2.2 The application**

Each applicant shall send a bid-book by e-mail in English to EPOA 60 calendar days prior to the starting date of that years AGM. An application fee of 250 EUR must be paid within two (2) weeks following the application. The applicant must be present at the next AGM.

#### **7.3 Bid-book content**

##### **7.3.1 Any bid must include:**

- a) Name, full postal address, telephone and e-mail address of the candidate and contact person(s).
- b) A full description of the history and legal status of the organisation and its structure.
- b) The proposed date of the event(s) and the geographic location and a timeline for the 2 years leading up to the events (including any EPOA events, such as the AGM).
- c) Details of the proposed program including an opening ceremony, a March/Parade, a Human Rights event and a closing ceremony.
- d) A business plan for the event including a full budget, organisational structure and key personnel.
- e) A marketing plan for the event including a timetable, event format and costs.
- f) A full description of the political context of the program, its projected impact on a European scale and how the program of the event will meet the **Vision of Euro-Pride**
- g) General information about the city/region/country including International airport location, transportation, health and safety issues, accommodation location and costs.
- h) A brief description of lesbian, gay, bisexual, transgender life in the host city/region/country.
- i) A description of any special political, cultural or social reasons for hosting the event

#### **7.4 Supporting Documents**

Applications are required to be accompanied by the following documents. If any of these documents cannot be obtained, a reason must be given, why such documents are unobtainable.

- a) Letters of support from:

- Organisations (gay, lesbian, bisexual, transgender AND straight) within the region in which the event(s) will take place exhibiting the support of the region
- The mayor, the city, the government
- Lesbian, Gay, Bisexual, Transgender businesses
- Media
- Prospective sponsors
- Local tourism authorities
- Travel partners (airlines, hotels, travel agents) and other co-operation partners, etc.
- Human Rights Organisations

b) Full financial information for the past 3 years, including balance sheets and other related documents clarifying the solvability and financial health of the member organisation.

The application must comply fully with these rules of procedure and the constitution EPOA aisbl. The applicant must attend the Annual General Meeting of EPOA aisbl where the application is considered and all subsequent Annual General Meetings prior to and at least two subsequently after the event.

### **7.5 Decision**

The decision to award the title EuroPride will be taken by secret ballot at the AGM with a simple majority vote. This decision will take place three years before the actual event (e.g. in 2012 for 2015).

### **7.6 Status Reports**

It is the task of the selected member to be present at the following 4 AGM's to give reports and to host the AGM the year before their licensed EuroPride takes place. The licensing agreement will specify regular reports and the communications policy and contacts.

### **7.7 Other issues**

The applicant shall keep EPOA informed about the organizing of the event and any probable difficulties. The licensing agreement will specify regular reports and the communications policy and contacts.

### **7.8 Licensing fee**

The selected member shall pay an unredeemable **licensing fee of a total of 6000 Euros** before the event and a **share of the potential profit** from the EuroPride event **not exceeding 6000 Euros**.

The first installment of the licensing fee is 2000 Euros and has to be paid no later than 6 months after the AGM where the title was awarded.

The second installment of the licensing fee is 2000 Euros and has to be paid no later than the AGM following the AGM where the title was awarded.

The third installment of the licensing fee is 2000 Euros and has to be paid no later than March 31<sup>st</sup> the year of the event. The profit share will be regulated by the licensing agreement but shall not exceed 6000 Euros.

### **7.9 Cancellation or withdrawal of license**

The board can choose to withdraw the license in the following cases:

- a) Licensee does not respect the vision of EuroPride
- b) Licensee does fail to deliver proper planning and details to the event, 1 year before the event is to take place.
- c) Licensee faces financial issues such as deficit, bankruptcy or other related situations.
- d) Licensee ceases to exist.
- e) Licensee sells or passes on the EuroPride license to a third (commercial) party.

Decision to withdraw the license has to be made by 2/3-majority. Any licensee can contest the decision made by the board at the next AGM.

If the board withdraws the license and the AGM supports the board's decision the licensee loses the right to use the EuroPride name and everything related to it. Withdrawal of the license, for whatever



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reason, will always result in penalty fees. The licensee will be required to pay 50% of the license fee in damages to EPOA aisbl.

An alternate host may be selected by the AGM, at the latest 1 year before the initial event was to take place. This alternate host will receive the title and the right to host EuroPride in case the principal host is in default or chooses not to deliver the EuroPride event.