



Constitution, Bylaws & Policies

Revised June 16, 2016

Stand together with us
to determine the terms
of Triple-X work.



Contact us:

phone: 604 488 0710

e-mail: info@triple-x.org

web: triple-x.org

twitter: [@xxxworkers](https://twitter.com/xxxworkers)

mailing address:

3075-349 W. Georgia St.

Vancouver, BC

Canada V6B 3X6

© September 2016

Printed on recycled paper.



**Triple-X Workers' Solidarity Association
of British Columbia**

Constitution, Bylaws & Policies

Revised June 16, 2016

Contents

Triple-X Constitution	1
Triple-X Bylaws	2
Part 1: Interpretation	2
Part 2: Membership	3
Part 3: Meetings of Members	8
Part 4: Proceedings at General Meetings	9
Part 5: Directors and Officers	12
Part 6: Proceedings of Directors	14
Part 7: Duties of Officers	17
Part 8: Seal	19
Part 9: Borrowing	19
Part 10: Auditor	20
Part 11: Notices to Members	20
Part 12: Bylaws	21
Triple-X Policies	22
Capacity Building	22
Confidentiality	22
Privacy	23
Public Speaking	23
Rules of Conduct	23

Triple-X Constitution

Name of Society: Triple-X Workers' Solidarity Association of British Columbia

Society Incorporation Number: S-0059449

Federal Business Number: 830870309BC0001

Filed with the Registrar of Companies, Province of British Columbia, Canada, February 21, 2012 at 03:45 p.m. (Pacific Standard Time).

Purposes

The purposes of the society are:

- a. To enable Triple-X workers to make decisions about how to improve their lives.
- b. To combat discrimination faced by Triple-X workers.
- c. To increase remuneration for Triple-X workers.
- d. To enhance job satisfaction for Triple-X workers.
- e. To advocate for better jobs in the Triple-X industry.

Triple-X Bylaws

Revised June 16, 2016

Here set forth, in numbered clauses, are the consolidated bylaws of Triple-X Workers Solidarity Association of British Columbia providing for the matters referred to in the *Society Act of British Columbia*. Registered February 21, 2012.

Revised March 11, 2014; April 25, 2014; May 21, 2014;
June 16, 2016.

Part 1: Interpretation

1.

1.1 In these bylaws, unless the context otherwise requires:

- “directors” means the directors of the society for the time being;
- “Society Act” means the *Society Act of British Columbia* from time to time in force and all amendments to it;
- “registered address” of a member means the member’s address as recorded in the register of members.

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2: Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members. No person under the age of 18 years shall be admitted as a member.¹
4.
 - 4.1 New members must be nominated and seconded by a current Triple-X member and upon acceptance by the directors or their designate, that person becomes a member. Individuals who cannot satisfy the nomination requirement may apply to the membership committee for consideration.²
 - 4.2 You can become a member of the Triple-X Workers' Solidarity Association of B.C. if:
 - a. you have agreed to the direct exchange of sexual stimulation for financial compensation within the last six months and you intend to continue to work in the Triple-X industry; and
 - b. you consider yourself to be a Triple-X worker; and

-
1. Filed with the Registrar of Companies, Province of British Columbia, Canada, February 21, 2012.
 2. Special Resolution, Annual General Meeting, April 2, 2013. Registered March 11, 2014.

c. you have sufficient Triple-X work experience in the judgement of the membership committee; and

d. You agree to the following aims:

Triple-X Workers stand together:

- for fair wages and minimum rates
- against laws and regulations that discriminate against us;
- to ensure regulations treat us with validity, fairness and respect;
- against unprotected sexual contact in our workplace;
- to play an active role in British Columbia's response to our work including public health, municipal regulation, and workplace safety;
- against abuse, exploitation and harassment of all workers.^{3,4}

e. you do not perform the function of a manager of triple-x workers; manager being defined as one who employs triple-x workers, uses the function of triple-x

3. Aims adopted Triple-X Board Meeting (agenda item no. 7), July 6, 2012. Bylaws revised by Special Resolution, Annual General Meeting, April 2, 2014. Registered May 21, 2014.

4. Membership bylaw revised by Special Resolution, Annual General Meeting, April 2, 2013. Registered April 24, 2014.

workers as dependant contractors, or is in a position to hire, fire or discipline triple-x workers.⁵

4.3 Unique Triple-X Name – Conflict of Names

An applicant for membership with a name identical to that of an existing member shall adopt a change of professional name before being accepted.

4.4 Inactive Membership

- a. A member in good standing who has indicated his or her intention to cease working in Triple-X work in B.C. for a period of time may become an Inactive Member.
- b. A member in good standing who submits a written application shall be granted inactive status upon:
 - i payment of all outstanding dues; and
 - ii a further one-time administration fee of twenty-five per cent (25%) of the basic annual dues.
- c. A member shall not be eligible to apply for Inactive Membership status for a period of one (1) year of becoming a member of Triple-X.
- d. An Inactive Member shall not engage in any Triple-X work within B.C.
- e. An Inactive Member must still uphold the constitution, comply with Triple-X bylaws, and agree to the aims of the society (section 4.2d).

5. Adopted Triple-X Board Meeting, (agenda item no. 5) March 9, 2016. Bylaws revised by Special Resolution 2016 Annual General Meeting, June 16, 2016.

- f. An Inactive Member shall become a member in good standing upon payment of dues for the current period in which the member applies to be reinstated.

4.5 Life Membership

- a. Life Membership may be awarded by the members to an individual member who has made a significant contribution to the organization.
 - b. Provided they remain a member in good standing, Life Members will benefit from:
 - membership for life;
 - full voting privileges and the ability to be elected to office;
 - no charge for annual dues.
 - c. Life Members are not subject to section 4.2.^{6,7}
5. Every member shall uphold the constitution, comply with these bylaws, and agree to the society's aims (section 4.2d).⁸
 6. The amount of the first annual membership dues must be determined by the directors and after that the

-
6. Life Membership adopted Membership Committee Meeting, November 26, 2012. Adopted at Triple-X Board Meeting, (agenda item no. 6) December 6, 2012. Special Resolution: Annual General Meeting, April 2, 2014. Registered April 25, 2014.
 7. Revisions to membership bylaws by Special Resolution, Annual General Meeting, April 2, 2014. Registered April 25, 2014.
 8. Revision to membership bylaws by Special Resolution, Annual General Meeting, April 2, 2013. Registered March 11, 2014.

annual membership dues must be determined at the annual general meeting of the society.

7. 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 90 days.⁹
8.
 - 8.1 A member may be expelled by a special resolution of the members passed at a general meeting.
 - 8.2 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - 8.3 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who

9. Revision to membership bylaws by Special Resolution, Annual General Meeting, April 2, 2013. Registered March 11, 2014.

has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3: Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13.
 - 13.1 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - 13.2 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and

not more than 15 months after the holding of the last preceding annual general meeting.

Part 4: Proceedings at General Meetings

15. Special business is

- a. all business at an extraordinary general meeting except the adoption of rules of order, and
- b. all business conducted at an annual general meeting, except the following:
 - i* the adoption of rules of order;
 - ii* the consideration of the financial statements;
 - iii* the report of the directors;
 - iv* the report of the auditor, if any;
 - v* the election of directors;
 - vi* the appointment of the auditor, if required;
 - vii* the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16.

- 16.1 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

- 16.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 16.3 A quorum is three (3) members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
19. If at a general meeting
- a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

b. the president and all the other directors present are unwilling to act as the chair,
the members present must choose one of their number to be the chair.

20.

20.1 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

20.2 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

20.3 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21.

21.1 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

21.2 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22.

22.1 A member in good standing present at a meeting of members is entitled to one vote.

22.2 Voting is by show of hands.

22.3 Voting by proxy is not permitted.

23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5: Directors and Officers

24.

24.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- a. all laws affecting the society,
- b. these bylaws, and
- c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

24.2 A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25.

25.1 The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

25.2 The number of directors must be 5 or a greater number determined from time to time at a general meeting.

26.

26.1 The directors must retire from office at each annual general meeting when their successors are elected.

26.2 Separate elections must be held for each office to be filled.

26.3 An election may be by acclamation, otherwise it must be by ballot.

26.4 If a successor is not elected, the person previously elected or appointed continues to hold office.

27.

27.1 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

27.2 A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

28.

28.1 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

28.2 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

29. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6: Proceedings of Directors

31.

31.1 The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- 31.2 The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- 31.3 The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- 31.4 A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32.
- 32.1 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- 32.2 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed

for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - a. a notice of meeting of directors is not required to be sent to that director, and
 - b. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

37.

37.1 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

37.2 In the case of a tie vote, the chair does not have a second or casting vote.

38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

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

Part 7: Duties of Officers

40.

40.1 The president presides at all meetings of the society and of the directors.

40.2 The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

41. The vice president must carry out the duties of the president during the president's absence.

42. The secretary must do the following:

a. conduct the correspondence of the society;

- b. issue notices of meetings of the society and directors;
- c. keep minutes of all meetings of the society and directors;
- d. have custody of all records and documents of the society except those required to be kept by the treasurer;
- e. have custody of the common seal of the society;
- f. maintain the register of members.

43. The treasurer must

- a. keep the financial records, including books of account, necessary to comply with the Society Act, and
- b. render financial statements to the directors, members and others when required.

44.

44.1 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

44.2 If a secretary treasurer holds office, the total number of directors must not be less than five (5) or the greater number that may have been determined under bylaw 25.2.

45. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8: Seal

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9: Borrowing

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
49. A debenture must not be issued without the authorization of a special resolution.
50. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10: Auditor

51. This Part applies only if the society is required or has resolved to have an auditor.
52. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor must be promptly informed in writing of the auditor's appointment or removal.
56. A director or employee of the society must not be its auditor.
57. The auditor may attend general meetings.

Part 11: Notices to Members

58. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
59. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it

is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60.

60.1 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 Part 10 applies.

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

Part 12: Bylaws

- 61. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62. These bylaws must not be altered or added to except by special resolution.

Triple-X Policies

Capacity Building

Each elected table officer may be paired with a shadow officer drawn from members in good standing and selected by the board members. Shadow officers do not have voting privileges.¹⁰

Confidentiality

In the course of your membership in or work for Triple-X you may learn certain facts about people — members, staff, directors, volunteers and others — that are of a highly personal and confidential nature. You understand that, unless the person concerned says you can tell any information to others, all such information must be considered confidential and is to be treated accordingly. You agree therefore not to disclose any such information to any person without the specific permission of the individual concerned. Examples of such information include medical condition, involvement in Triple-X work, gender identity, HIV or Hep C status, sexual orientation, substance misuse, home or work phone number and addresses, criminal charges or record, and other personal facts.

10. Adopted Triple-X Board Meeting, (agenda item no. 5) December 6, 2012. Amended Triple-X Board Meeting, (agenda item no. 3) January 10, 2013.

Privacy

Collection of this information is required by the association bylaws. Your personal information will be kept private in accordance with the *B.C. Personal Information Protection Act*. Triple-X will not share your personal information with anyone without your consent. You can review your personal information on request.¹¹

Public Speaking

Representing Triple-X to the media or at a public forum is the sole responsibility of official spokespersons. If you are contacted by the media, or asked to make a public presentation which may involve information about Triple-X, please contact the president.

Rules of Conduct

Improper conduct is not acceptable for employees of Triple-X or for directors, other members and volunteers, and will not be condoned. Offences may result in disciplinary action including loss of membership, loss of employment or removal from the board. Improper conduct includes, but is not limited to:

- breach of confidentiality;
- disregard for other Triple-X policies, constitution, bylaws, or aims;

11. Adopted at Triple-X Board Meeting, (agenda item no. 7) July 6, 2012.

- physical, verbal or written abuse, harassment, endangerment or other mistreatment of a staff, director or other member, or volunteer;
- failure to work cooperatively, respectfully and politely with other members, or to gain the trust of other members;
- dishonesty in dealing with Triple-X (such as not reporting conflict of interest);
- falsification of Triple-X records.

It is not advisable to share internal politics and problems as this may weaken the organization. Internal debates should remain internal unless the group decides otherwise. As a member of Triple-X it is expected that you will promote the organization, not publically attack and embarrass it.¹²

12. Membership Committee Meeting, February 16, 2013. Adopted Triple-X Board Meeting, (Agenda item no. 5) February 28, 2013.

Stand together with us
to determine the terms
of Triple-X work.



Contact us:

phone: 604 488 0710

e-mail: info@triple-x.org

web: triple-x.org

twitter: [@xxxworkers](https://twitter.com/xxxworkers)

mailing address:

3075-349 W. Georgia St.

Vancouver, BC

Canada V6B 3X6

© March 2015

Printed on recycled paper.