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A by-law relating generally to the conduct of the affairs of

## 2 Spirits in Motion Society

(the "Corporation")

**BE IT ENACTED** as a by-law of the Society as follows:

### Article I. DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

"**Indigenous**" means First Nations, Metis, Non-Status and Inuit;

"**2 Spirit Peoples**" shall mean Indigenous people who are identified as having diverse genders and sexualities than the cis-heteronormative society and/or transcending their nations' traditional binary roles. They were visionaries, healers, medicine peoples, historians, keepers of their nation's cultural traditions and were given leading roles in many spiritual and social ceremonies and who often took leading roles. They are working

to restore their rightful roles. They transcend the binary boundaries imposed by European settlers;

"**Immediate family member**" is defined as parent, sibling, brother-in-law, sister-in-law, children and grandchildren of 2 Spirit individuals;

"**Extended family member**" is defined as maternal and paternal grandparents, uncles and aunties and first cousins of a 2 Spirit individual;

"**Partner**" is defined as a significant other in the life of a 2 Spirit individual;

"**Code of Conduct**" means the current version of the code of conduct applicable to the Directors of the Society, adopted by the Board;

"**Liability**" shall mean Directors of the Board being legally bound to, or responsible for decisions, actions, activities and employees of the Society; and,

"**Youth**" shall mean anyone 2 Spirit person between the ages of eighteen (18) and twenty-nine (29).

## **Article II. Interpretation**

Section 2.01 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Section 2.02 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Section 2.03 "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

## **Article III. Registered Office**

Section 3.01 The registered office of the Society is to be situated in the City of Edmonton, in the Province of Alberta or any other place in Canada that the membership so agrees.

## **Article IV. Vision, Mission, Aims, Objects, Belief, Core Values and Principles**

Section 4.01 Vision Statement: 2 Spirit Peoples are accepted, valued and honoured in Indigenous and Canadian communities.

Section 4.02 Mission Statement: The 2 Spirits in Motion Society will create, maintain and strengthen a safe and supportive social environment for 2 Spirit peoples to feel and be loved, to succeed, to become empowered to make their own decisions and to find and express their purpose in life.

Section 4.03 Aims:

- (a) CREATE a national 2 Spirit organization to lead the creation of safe and supportive social environments
- (b) STRENGTHEN safe and supportive social environments by providing bi-annual national training programs and services for governments, community organizations, front-line program and service workers on current and emerging 2 Spirit needs and priorities.
- (c) ESTABLISH and PROMOTE a national Scholarship Fund to support 2 Spirit Youth and Elders wishing to access resources to attend local, regional, nations or international 2 Spirit/LGBTQ+ Gatherings.
- (d) HOSTING safe and supportive social environments through annual Working Forums to identify current and emerging 2 Spirit needs and priorities and to establish annual national training program priorities.

Section 4.04 Objects: The Society will work with members to:

- (a) Establish national 2 Spirit leadership in Indigenous and Canadian communities;
- (b) Support the development of provincial/territorial leadership and representation at the national level;
- (c) Diagnose for, design, develop and deliver programs to enhance self-esteem among 2 Spirit people;
- (d) Develop education resources to support 2 Spirit outreach programs; and,
- (e) Establish, implement and maintain a resourceful communications program.

Section 4.05 Belief in the 2 Spirit Identity:

The society firmly believes and promotes that the term 2 Spirit is a transitional English term to describe a group of Indigenous (First Nations, Metis and/or Inuit) individuals from throughout Turtle Island who self-identify as gender and/or sexually diverse and/or who transcend their respective nations' traditional binary roles. The Society also firmly believes that only those gender and/or sexually diverse individuals with Indigenous descent have the right and privilege to use the term: 2 Spirit.

## **Article V. Amendment of By-Laws**

Section 5.01 The by-laws of the Society may be augmented, amended or repealed by resolution of the Board of Directors sanction by an affirmative vote of not less than two-thirds (2/3) of the members present and entitled to vote at an annual meeting or a special meeting of the members convened for the purpose of considering such a resolution, or may be similarly augmented, amended or repealed at an annual or special meeting of the members by resolution passed by an affirmative vote of not less than two-thirds (2/3) of the members present and entitled to vote.

Section 5.02 Where augmentation, amendment or repeal of the by-laws of the Society is to be proposed by a member of the Society, a notice of motion incorporating the text of the proposal

shall be submitted to the Board of Directors not less than ninety (90) days and not more than one hundred and fifty (150) days before the anniversary of the previous annual meeting of members. The Board of Directors may elect to convene a special meeting of members to consider such a motion, but such special meeting shall not be convened sooner than sixty (60) days following the receipt of the motion by the Board, and if the Board of Directors elects to convene a special meeting of members, a copy of the notice of motion shall be forwarded by the Board to each member of the Society in accordance with the notification requirement as set out in this Bylaw.

Section 5.03 Where augmentation, amendment or repeal of the by-laws of the Society has been initiated by the Board of Directors by resolution, the text of any such resolution shall be forwarded to each member of the Society in accordance with this Bylaw.

## **Article VI. Membership**

Section 6.01 Subject to the articles, there shall be one class of voting members in the Society divided into the following two (2) categories of membership.

- 1) Individual 2 Spirit people,
- 2) 2 Spirit-specific community-based organizations.

Section 6.02 Type 1 – Individual 2 Spirit people (FULL-VOTING). Membership in the Society shall be available to persons interested in furthering the Society's purposes and who satisfy the following conditions:

- (a) Must be of Indigenous descent in this lifetime and self-identified as gender and/or sexually diverse and/or transcending their nations traditional binary roles;
- (b) Must be a minimum of eighteen (18) years of age; and,
- (c) Must pay an annual membership fee as defined in this Bylaw.

Section 6.03 Type 2 – 2 Spirit-specific community-based organizations (FULL-VOTING) Membership in the Society shall be available to persons interested in furthering the Society's purposes and who satisfy the following conditions:

- (a) Must be an incorporated or unincorporated 2 Spirit-specific local, regional, provincial and/or territorial organization or group anywhere in Canada;
- (b) Must present credentials from regional area (letters of support); and,
- (c) Must be willing to pay an annual membership fees as defined in this Bylaw.

Section 6.04 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if

those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

#### **Article VII. Membership Fees**

Section 7.01 The annual membership fee will be determined by the members at the annual general meeting of the Society.

Section 7.02 Member will be notified in writing of any membership fee due. Annual membership fees shall be due and payable not later than the 31<sup>st</sup> day of March in each year. If said fees are not paid the member in default shall automatically be suspended from the Society until such time as the fees are paid.

Section 7.03 A member which is deemed to be suspended shall be ineligible to vote at any and all meetings of the Society they would normally be allowed to vote at.

Section 7.04 Annual membership shall be deemed to commence on the 1<sup>st</sup> day of April and terminate on the 31<sup>st</sup> day of March in the succeeding year.

Section 7.05 Membership applicants shall pay the membership fees for the year in which they are accepted as members.

Section 7.06 Membership shall be confirmed for at least one (1) month prior to Annual, Special, or General meetings of the Society in order for approved members to be able to vote at any said meetings or within a period as approved by the Board or Directors.

#### **Article VIII. Notice of Members Meeting**

Section 8.01 There shall be an annual meeting of the members of the Society held each calendar year, provided that the annual meeting shall not be held later than:

- (a) The 31<sup>st</sup> day of July in each year;
- (b) Fifteen (15) months after the holding of the preceding annual meeting; or,
- (c) Six (6) months after the financial year end of the Society.

Section 8.02 Subject to compliance with section 159 (Place of Members' Meetings) of the Act, annual meetings of the members of the Society shall be convened in Canada at such places as shall be determined by the members by resolution.

Section 8.03 Notice of the time and place of a meeting of **members** shall be given to each member who, at the close of business on the record date for notice or if no record date is fixed, at the close of business on the preceding day on which the notice is given, is entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Section 8.04 Notice of any annual meeting shall include a statement informing the members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the Society and that the members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.

Section 8.05 Notice of any annual meeting where special business will be transacted shall state the nature of the business in sufficient detail to permit a member to form a reasoned judgement on the business and state the text of any resolution to be submitted to the meeting that requires approval by a two-thirds (2/3) majority vote. For purposes of this Section, all business transacted at an annual meeting of members, except considerations of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business."

Section 8.06 Each Type 2 member of the Society shall be entitled to name not more than one (1) adult delegate to attend the annual meeting of the Society, whom shall be entitled to attend all sessions of the meetings and hold all the same rights and obligations of a member for the duration of their nomination.

Section 8.07 No delegate shall be allowed to register as a delegate at the annual meeting without first having presented to the Credentials Committee, if any, or to the Secretary of the Society, an instrument in writing, in form satisfactory to the Secretary attesting to the name of the delegate, and the decision to accept or reject a delegate by the Credential Committee, or, in its absence, the Secretary shall conclusively provide that such decisions be made in good faith.

Section 8.08 At the commencement of any meeting, the Chairperson shall receive from the Secretary of the Society, a report of the number of delegates who have been accepted as members with voting rights for the meeting, and a majority of this number shall determine the quorum for the remaining sessions of the meetings, without regard to any subsequent change in the number of members attending the sessions.

Section 8.09 Business at the annual meeting shall consist of receiving and considering reports from the Board, the audited financial statement from the Public Accountant, electing the



directors and members of the Executive Committee, appointing the Public Accountant for the year and transacting any other business which, by law, ought to be transacted at an annual meeting or such other business as may be properly placed on the agenda for consideration.

Section 8.10 The resolutions (advanced by members) will be read and debated in such order as they are received.

~~Section 8.11 Subject to the provisions in this Bylaw, the members and/or delegates may approve the wording of the resolutions or may amend same, so as to conform with the wishes of the assembly.~~

Section 8.12 Except where inconsistent with the Act, this Bylaw, or any rules of procedure adopted by the Board, the most current edition of Roberts Rules of Order shall govern the proceedings at any meeting of members of the Society.

Section 8.13 Any member entitled to attend a meeting of the members may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, if the Society makes available such means. A person participating in a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the members at the meeting. Unless a ballot is demanded, each vote cast by a member participating by telephonic, electronic or other communication facility shall be recorded in the minutes by the Secretary. Where a ballot is demanded, each vote cast by a member shall be gathered in a manner that permits

- (a) its subsequent verification; and,
- (b) the tallied votes to be presented to the Corporation without it being possible for the Society to identify how each member voted.

Section 8.14 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the Bylaws of the Society to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **Article IX. Voting at the Meetings of Members of the Society**

Section 9.01 All questions submitted for a vote at any meeting of the Society shall be determined by a majority of the votes of the delegates present and entitled to vote unless otherwise provided by this Bylaw or the Act. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 9.02 Each member shall be entitled to one (1) vote on each questions submitted to the floor for vote.

Section 9.03 Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or signed by the member or by their agent or mandatary and delivered
  - (i) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (ii) with the Secretary of the Society on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) Members exercising proxy votes shall be entitled to hold no more than four (4) proxy vote at one time, including their own vote. Notice of meetings of members of the Society shall indicate that proxy votes will be permitted; and,
- (e) A member who is not able to attend a meeting or a member who must leave a meeting early may assign their vote to any other member but such assignment must be made in writing and must be deposited with the Secretary of the Society, or Credentials Committee, if any.

## **Article X. Special Meetings**

Section 10.01 Special meetings of the members of the Society may be convened at such times and places as may be determined from time to time by the Board of Directors.

Section 10.02 The Board Directors shall call a special meeting of the Society upon written request of the members who hold five percent (5%) of the votes that may be cast at the meeting of members sought to be held for the purposes stated in the request.

Section 10.03 Notice of any special meeting shall be given to each member in a manner consistent with this Bylaw, specifically with Article VIII – Notice of Members Meetings.

Section 10.04 Notice of special business to be conducted at special meetings of the members shall be consistent with the information to be provided under Article VIII – Notice of Members Meetings.

Section 10.05 Attendance by electronic means, as described in Article VIII, Section 8.13, shall apply to special meetings of the members of the Society.

#### **Article XI. Spiritual Advisory Council**

Section 11.01 The purpose of the Society's 2 Spirit Spiritual Advisory Council shall be to contribute to the Society by recognizing and honouring contributions; sharing community and/or corporate memories; provide, as requested, traditional, spiritual or political support.

Section 11.02 Eligibility – 2 Spirit Spiritual Advisor shall be individuals who meet the following eligibility criteria:

- (a) Must be a person of Indigenous (First Nations, Metis or Inuit) descent;
- (b) Must be able to demonstrate that they have contributed to the 2 Spirit community, as relevant at a local, provincial/territorial and national level;
- (c) Must be recognized as having cultural/spiritual knowledge, skills and values of their respective nations;
- (d) Must have the support of their respective regional caucus at the Annual General Meeting (AGM) where they are nominated and appointed;
- (e) Anyone currently employed by a Type 2 Member and/or the Society shall not be eligible;
- (f) 2 Spirit Spiritual Advisors are deemed spiritual representatives of the whole 2 Spirit community and the Society.

Section 11.03 Number of Members. The 2 Spirit Spiritual Advisors Council shall be comprised of not more than ten (10) members that are representative of the ten (10) regions of the Society.

Section 11.04 Responsibilities:

- (a) The Spiritual Advisor Council is directly responsible and accountable to the general assembly;
- (b) The Spiritual Advisor Council is directly responsible to uphold the Code of Ethics and ensure its relevancy;
- (c) The Spiritual Advisor Council is responsible for providing support to the general assembly, the Youth Forum, the 2 Spirit Youth Council, the Board of Directors and the leadership of the Society;
- (d) The Spiritual Advisors Council shall individually and as a collective address issues from a national perspective and treat all members of the Society equally.

- (e) The Spiritual Advisors Council may be called upon to provide formal and informal attendance at various honorary events in terms of representing the national 2 Spirit community at meetings, conferences, ceremonies related to local, regional, provincial, territorial or the Society itself in celebrating our events, history and development.
- (f) The Spiritual Advisors Council may be called upon to support traditional practices throughout the 2 Spirit community.
- (g) The Spiritual Advisors Council may be called upon to support the political activities of the Society as requested.
- (h) Spiritual Advisors may also be involved in supporting the national 2 Spirit community in terms of communicating history and corporate memories related to the development of the community.
- (i) Spiritual Advisors shall establish appropriate policies and procedures to fulfill their functions.
- (j) Spiritual Advisors shall positively promote the Society and its various members.

Section 11.05 Process. The process for selecting Spiritual Advisors shall be as follows:

- (a) Nominations to the Spiritual Advisors Council can be made at any time vacancies occur either by:
  - (i) A nomination from registered members from within a region;
  - (ii) A nomination from a minimum of five (5) Type 1 members.
- (b) The nomination shall be tabled with the Spiritual Advisors Council.
- (c) Once a nomination is made the following process will take place:
  - (i) The Spiritual Advisors Council will ensure that all eligibility criteria are met and that a vacancy exists;
  - (ii) Spiritual Advisors Council members shall be appointed with a view to ensuring fair geographical balance;
  - (iii) The Spiritual Advisors Council will consult with the region from which the nominated person is situated in order to receive their recommendation if the nomination is from a group of five (5) Type 1 members;
  - (iv) Upon approval by the Spiritual Advisors Council the nomination shall be tabled for ratification at the next annual general meeting; and then,
  - (v) Once an appointment has been ratified, the Spiritual Advisors Council member immediately assumes responsibility for the position.

Section 11.06 Term – The term of appointment shall be as follows:

- (a) Spiritual Advisor Council members shall serve a two (2) year term.

Section 11.07 Attendance at regular Board meetings. Where resources permit, one (1) member of the Spiritual Advisor Council will be invited to attend regular board meetings of the Society. Efforts will be made to invite a different Spiritual Advisor to each Board meeting to ensure various Spiritual Advisor Council members are able to attend and provide support to the Board.

**Article XII. Board of Directors**

Section 12.01 The activities and affairs of the Society shall be managed by the Board of Directors consisting of thirteen (13) persons elected by the delegates from time to time pursuant to the provisions below.

Section 12.02 The members in each of the following ten (10) regions shall, within their respective regional caucuses at the Annual General Meeting, nominate one (1) individual to be elected as a Director:

- 1) British Columbia;
- 2) Alberta;
- 3) Saskatchewan;
- 4) Manitoba;
- 5) Ontario;
- 6) Quebec;
- 7) Maritimes Atlantic Region;
- 8) Yukon Territory;
- 9) Northwest Territories; and,
- 10) Nunavut.

Section 12.03 Each region must identify their regional nominee to the Secretary of the Society in a manner and timeframe as established by the Board of Directors from time to time.

Section 12.04 The Society understand the importance of equal representation on the Board of Directors and will work to have a balance of representation within members. If there is inequity in either First Nation, Metis and/or Inuit within the Board of Directors, the Society shall assign up to two (2) Board of Directors positions to create equity within the Board of Director structure. For greater certainty, Metis and Inuit distinct seats will be assigned to make up the total thirteen (13) Board when the Board is made up of 60% of more First Nations identified individuals.

Section 12.05 The 2 Spirit Youth Council shall nominate one (1) individual to be elected as a Director, who in that capacity, shall be the National Youth Representative to the Board of Directors. The 2 Spirit Youth Council shall provide the Secretary of the Society with the name of the nominee in a manner and timeframe established by the Board of Directors from time to time.

Section 12.06 The Secretary shall prepare a slate consisting of the eleven (11) nominees

identified under this Article above, together with the nominees for those of the five positions on the Executive Committee scheduled for election for that particular upcoming annual meeting, obtained pursuant to Article XI, Section 4, which shall be provided to the Board of Directors for inclusion in the notice of the upcoming annual meeting of the members. For greater certainty, the slate of nominees developed pursuant to Article IX, Sections 2-4, of this by-law to be presented to the members shall be final and there shall be no nominations from the floor of any members' meetings provided that nominations from the floor of members' meetings may be made in connection with Executive Committee positions.

Section 12.07 Directors who are not members of the Executive Committee shall serve from the date of the annual meeting at which they are elected until the later end of the next annual meeting or until their successors are elected, unless sooner removed.

Section 12.08 A Director shall vacate their position if:

- (a) They resign from office by written notification to the Secretary or, in their absence, to the Director General of the Society;
- (b) At a special meeting of the members of the Society a resolution is passed by not less than a majority of the delegates present and entitled to vote that they be removed from office;
- (c) They die;
- (d) They become bankrupt; or,
- (e) They are declared incapable by a Court of Canada or in another country.

Upon ceasing to be Director, and Executive Committee member ceases to hold office on the Executive Committee.

Section 12.09 In the event of a vacancy on the Board of Directors by a person who is not a member of the Executive Committee, the members in the region or, as applicable, the 2 Spirit Youth Council, who nominated the Director who has vacated office shall be notified in writing by registered mail by the Board of Directors and shall be invited to name a replacement nominee for the balance of the term of the Director who has vacated office. The Board of Directors shall appoint that nominee to the Board of Directors for the balance of the term.

Section 12.10 The Board of Directors shall have a regular meeting once in each quarter of the financial year, and in addition thereto may meet as often as the business of the Society may require. Such additional meetings will be known as special meetings of the Board of Directors. A special meeting of the Board of Directors may be called by the Co-Chairs, or in their absence, the Director General upon written request of not less than five (5) Directors.

Section 12.11 A quorum for the transaction of any business at a meeting of the Board of Directors shall be a majority of the Directors of the Society at the time of the meeting.

Section 12.12 Notice of all meetings of the Board of Directors and the Executive Committee shall be mailed, faxed, electronically mailed to each Director at their current address of record not less than twenty-one (21) days before the date of such meeting.

Section 12.13 Unless otherwise specified in the Act, this by-law, or any rules of procedure adopted by the Board of Directors, the proceedings at any meeting of the Board of Directors shall be the same as those governing meetings of the members of the Society.

Section 12.14 Directors of the Society shall serve without compensation. No Director shall be entitled to any profit or, to reimbursement for any wages lost in the performance of their duties. Reasonable expenses incurred by a Director in the performance of their duties may be reimbursed.

Section 12.15 Meetings of the Board of Directors shall be held at such time and place as may be determined by the Co- Chairs of the Society.

Section 12.16 No agenda item shall be tabled for more than one (1) regular Board of Directors meeting.

Section 12.17 Any motion not specifically directed to a Committee or, to a Director, staff or third party shall be delegated to the Executive Committee for action.

Section 12.18 Committees are referred matters for review, research or recommendation and shall report findings to the Board of Directors for further action.

Section 12.19 A vacancy on the Board of Directors shall not invalidate any business transacted at any meeting held during the period of such vacancy provided that a quorum of Directors remains in office.

Section 12.20 Motions must have a seconder. Passing of motions require a majority vote of the meeting quorum.

Section 12.21 Voting shall be by show of hands or by ballot and, will be at the discretion of the Co-Chairs.

Section 12.22 If all members of the Board of Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting,

and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Board of Directors at the meeting. Each vote cast by a Director participating by telephonic, electronic or other communications facilities shall be recorded in the minutes by the Secretary.

**Article XIII. Duties of the Board of Directors**

Section 13.01 The Board of Directors shall abide by the Society's Code of Ethics and Director's Code of Conduct.

Section 13.02 The Board of Directors may prescribe any rules or regulations relating to the activities and affairs of the Society as it deems necessary and expedient, provided that such rules or regulations are not inconsistent with this by-law, the Canada Not-for-Profit Act or any other statute.

Section 13.03 In addition to such other duties as are reflected in this by-law and the duties of the Board of Directors pursuant to the Act, the Board of Directors shall:

- (a) ensure that the activities and deliberations of the Board of Directors will be compatible with the purposes of the Society.
- (b) ensure that all Directors of the Board practice financial restraint and accountability with regard to travel arrangements and accommodations while on Society business.
- (c) except in emergency situations, ensure that a Director of the Board provides a minimum of two (2) weeks' notice to the Society when unable to attend a duly scheduled Board of Directors and/or Committee meeting.
- (d) ensure that all Directors submit a written report on their Society's activities, issues, concerns, etc., at a timeline as designated by the Board of Directors, at each and every duly convened Board of Directors meeting, for purposes of advocacy, policy development and maintenance of communication links between members and regions.
- (e) ensure that an activity report shall proceed within two (2) weeks, to the regions and Society after each and every Board of Directors and/or Committee meeting attended by an Executive Committee member and/or Director of the Board.
- (f) ensure that all Directors of the Board contribute to the annual written activity report to be presented to the membership at the annual meeting.
- (g) ensure that all Directors of the Board, while attending meetings on behalf of the Society comply fully with the timelines as set out in the agenda.



Section 13.04 Directors shall serve on a standing or special committee of the Board of Directors, as instructed by the Board of Directors and/or membership.

#### **Article XIV. Executive Committee**

Section 14.01 The Executive Committee shall have, and shall exercise, all the powers and authority of the Society between regular meetings of the Board of Directors, provided that no action taken by it is contrary to Section 138(2) of the Act or any policy established or approved by the Board of Directors. All decisions of the Executive Committee must be ratified by the Board of Directors at the next regularly scheduled meeting of the Board of Directors.

Section 14.02 The Executive Committee of the Society shall meet as necessary in the most cost-efficient manner with quorum consisting of three (3) of the five (5) Executive Committee members along with the Director General of the Society.

Section 14.03 The Executive Committee of the Society shall be composed of the President, Vice-President, Secretary, Treasurer and Youth Executive member. The President and Vice-President shall be known as Co-Chairs for the Society.

Section 14.04 The members of the Executive Committee shall be elected by the delegates at an annual meeting of the Society. To ensure continuity within the Executive Committee, the terms of office of the various Executive Committee members shall be staggered as contemplated below.

The first interval shall consist of a secret ballot vote by the membership for the positions of Director and President, Director and Secretary, and Director and Youth Executive.

The second interval shall consist of a secret ballot vote by the membership for the positions of Director and Vice-President, and Director and Treasurer.

Any person who intends to run for an Executive Committee position of the Society must have majority support from the regions in which they are situated, indicating in a motion with a mover and seconder, the position being sought.

Section 14.05 No region shall have more than one (1) member on the Executive Committee of the Society at any one time, excepting the Youth Executive member.

Section 14.06 Members of the Executive Committee shall serve from the conclusion of the annual meeting at which they were elected until the later of completion of the second annual meeting thereafter or their successors are elected, unless sooner removed.

Section 14.07 An Executive Committee member failing to attend two (2) consecutive regular meetings of the Executive Committee without valid reason may be removed from their position on the Executive Committee by the Board of Directors.

Section 14.08 A member of the Executive Committee shall vacate their position on the Executive Committee if:

- (a) they resign from office by written notification to the Secretary or, in their absence, the Director General of the Society;

- (b) at a meeting of the Society a resolution is passed by not less than majority of the Board of Directors that they be removed from office;
- (c) they die;
- (d) they become bankrupt;
- (e) they are declared incompetent by a court in Canada or in another country; or
- (f) they cease to be a Director.

Section 14.09 In the event of a vacancy on the Executive Committee, whether caused by removal, resignation or any other reason, the Board of Directors may fill such vacancy for the remainder of the applicable term of office from among the Board of Directors. When the Board of Directors fills such a vacancy with a Director not then already on the Executive Committee, such action shall be deemed to create a vacancy pursuant to the Bylaws which shall be filled in accordance with that section.

Section 14.10 A meeting of the Executive Committee may be called by the Director General on the request/approval of not less than three (3) Executive Committee members. Article V, Section 13 shall apply to meetings of the Executive Committee.

Section 14.11 When required, the Executive Committee shall be responsible for the formation and identification of a mediation body to assist individual members or regions in resolving difficulties they may be experiencing. The Executive Committee shall contact the individual members to offer assistance or the individual members may request the assistance be provided by the Society. A letter must be written to offer or request the assistance for the purposes of documentation and be directed to the Co-Chairs of the Society.

#### **Article XV. Duties of the Executive Committee**

Section 15.01 Subject to the limitations under Section 138(2) of the Act relating to the powers of executive committees, the Executive Committee shall ensure that all Society resolutions and motions are accomplished and shall periodically review the progress made on such resolutions or motions.

#### **Article XVI. Officers**

Section 16.01 The Co-Chairs (President and Vice-President) shall chair all meetings of the Society general membership, Board of Directors and the Executive Committee. The Co-Chairs shall be ex-officio members of all standing and ad-hoc committees and:

- (a) shall ensure that each member of the Executive Committee is performing tasks required of such committee member.
- (b) shall act as the spokespersons for the Society to government and direct other board members, Executive Committee members and staff on the positions, which they may convey on behalf of the Society.
- (c) shall be responsible for performing other such duties as deemed necessary from time to time by the Board of Directors.

- (d) shall be at each regular meeting to provide a written report on their activities and a written annual report at the annual meeting.
- (e) shall preside as Co-Chairs at all meetings of the Society, unless they appoint a designate.

Section 16.02 The Secretary:

- (a) shall ensure that minutes are kept for all meetings of the Society and all meetings of the Board of Directors.
- (b) shall ensure the safe keeping of all documents of the Society.
- (c) shall ensure that all personnel, finance, communications policies are established and maintained.
- (d) shall develop and maintain the Code of Ethics for the Society.
- (e) shall ensure all notices, correspondence or other material required by the governing documents of the Society are distributed and/or filed in an appropriate and timely manner.
- (f) shall be the custodian of the Corporate Seal of the Society and affix the said Seal to all necessary documents when authorized to do so by the Board of Directors.
- (g) discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

Section 16.03 The Treasurer shall:

- (a) receive all monies paid to the Society and deposit such monies in accounts in such bank(s) as the Board of Directors may determine.
- (b) ensure the keeping of all books of the account of the Society and make same available to the public accountant in time for preparation of the annual audit.
- (c) prepare a financial report for the financial year last ending prior to each annual meeting for presentation to the members of the Society at the annual meeting, together with the audited financial statement.
- (d) monitor all financial transactions of the Society on a regular basis.
- (e) present all quarterly financial statements at regular meetings of the Board of Directors.
- (f) present an operational budget to the Board of Directors prior to the start of each financial year.
- (g) discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

Section 16.04 The Executive Youth member shall:

- (a) serve as an ex-officio member of all standing and ad-hoc committees of the Society, where constituted by the Board of Directors or the members.
- (b) be the direct liaison between the Executive Committee and the 2 Spirit Youth Council.

- (c) serve as a voting member of the 2 Spirit Youth Council and attend all council meetings and adhere to all 2 Spirit Youth Council policy and procedures, in addition to their responsibilities.
- (d) discuss, voice concerns and advocate for 2 Spirit Youth living throughout Canada.
- (e) provide representation for 2 Spirit Youth living throughout Canada.
- (f) discharge any such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

**Article XVII. 2 Spirit Youth Council**

Section 17.01 Membership to the 2 Spirit Youth Council shall be open to those Youth delegates between the ages of eighteen (18) to twenty-nine (29) .

Section 17.02 The 2 Spirit Youth Council will be structured consistent with the Society's Board of Directors, as outlined in Article IX, unless otherwise specified in the governing documents of the 2 Spirit Youth Council.

Section 17.03 Councillors of the 2 Spirit Youth Council will have additional duties as follows:

- (a) That in order to qualify as a Councillor, they shall be and so continue to be throughout their term of office a member of the 2 Spirit Youth Council as defined in Article XV, Section 1. In the event that a Councillor should lose their qualification after their appointment by virtue of them ceasing to be for whatever reason, a member or staff of the Society, they may be confirmed in office by the 2 Spirit Youth Council.
- (b) A Council member of the Executive Committee of the Board of Councillors shall vacate their position if they resigned from their office by delivering a written resignation to the Secretary of the 2 Spirit Youth Council: and in case where the Secretary of the 2 Spirit Youth Council resigns from their office, they shall deliver a written resignation to the President of the 2 Spirit Youth Council.
- (c) A council member of the Executive Committee of the Board of Councillors shall vacate their position if they surpass the age of twenty-four, however, they will be able to retain their office until the next annual National Youth Forum of the 2 Spirit Youth Council.

Section 17.04 The 2 Spirit Youth Council shall be formally involved and provide input on all issues to the Society's Board of Directors and membership.

Section 17.05 The 2 Spirit Youth Council represents a cross-section of 2 Spirit youth within the 2 Spirit community.

The 2 Spirit Youth Council shall be, following the election of the applicable nominees as Directors, represented at the Board of Directors by the National Youth Executive member.

Section 17.06 Responsibilities of the 2 Spirit Youth Council shall be as follows:

- (a) to bring together 2 Spirit Youth from across Canada, to consult with Spiritual Advisors and other resource people regarding concerns of 2 Spirit Youth.
- (b) to discuss, voice concerns and advocate for 2 Spirit youth.
- (c) to promote and enhance cultural awareness and the identity of 2 Spirit youth.
- (d) to provide representation for 2 Spirit youth at a national level.

Section 17.07 Meetings of the 2 Spirit Youth Council will be held in a manner that is consistent with those of the Board of Directors outlined in Article IX, unless otherwise specified in the governing documents of the 2 Spirit Youth Council. The Board of Councillors, Councillors and Executive Committee of the 2 Spirit Youth Council shall have additional duties as follows:

- (a) the Board of Councillors shall have at a minimum three (3) regular meetings annually, and in addition thereto may meet as often as the business of the 2 Spirit Youth Council may require, such meetings to be known as special meetings of the Board of Councillors.
- (b) unless otherwise specified in this by-law and the governing documents of the 2 Spirit Youth Council, the proceedings at any meeting of the Board of Councillors shall be the same as those governing the meetings of the 2SiMS Board of Directors.
- (c) a special meeting of the Board of Councillors may be called by the President of the 2 Spirit Youth Council on the written request of not less than five (5) Councillors
- (d) in the case of an equality of votes, the chairperson shall cast the deciding vote.
- (e) the 2 Spirit Youth Council shall have the option to invite an Advisor to attend meetings of the 2 Spirit Youth Council. The Advisor to the 2 Spirit Youth Council will facilitate discussion as needed and be a resource person on issues of interest to the 2 Spirit Youth Council.

Section 17.08 The duties of the 2 Spirit Youth Council will be structured consistent to those of the Board of Directors, as outlined in the Bylaws.

Section 17.09 The Board of Councillors, Councillors and the Executive Committee of the 2 Spirit Youth Council shall have additional duties as follows:

- (a) Any Councillor or Executive Committee member failing to attend two (2) regular and/or special meetings of the Board of Councillors other than for legitimate reasons, the particulars of which shall be communicated to the Secretary of the 2 Spirit Youth Council in writing in a form satisfactory to the Council, may be removed from their position by motion of the Board of Councillors.

Section 17.10 Notice of meetings of the 2 Spirit Youth Council will be structured consistent to that of the Board of Directors as outlined in the Bylaws.

Section 17.11 Standing Committees of the 2 Spirit Youth Council will be structured consistent to those of the Board of Directors as outlined in the Bylaws.

Section 17.12 Election to the 2 Spirit Youth Council shall be made at the Annual National Youth Forum and those Council members, including the Executive Committee shall serve from the end of the annual meeting following the annual National Youth Forum at which they were elected, until the later of completion of the next annual meeting thereafter or their successors are elected, unless sooner removed.

Section 17.13 In addition to the 2 Spirit Youth Council Policies and Procedures Manual, the 2 Spirit Youth Council will adhere to the Society's Code of Conduct and Code of Ethics and policies and procedures of the Society. The 2 Spirit Youth Council will respect the autonomy of the members within the context of maintaining a national perspective.

#### **Article XVIII. Error, Omission or Invalidity**

Section 18.01 No error or omission in the giving of notice and no failure to give adequate notice of any meeting of the Board of Directors or the members of the Society occurring inadvertently without bad faith shall invalidate any meeting or make void any proceeding taken thereat, and any member or Director, as the case may be, may, at any time in writing, ratify, approve or confirm any such proceedings.

Section 18.02 The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions.

#### **Article XIX. Standing Committees**

Section 19.01 Standing Committees of the Society may be struck by the members of the Society or by the Board of Directors by resolution. Membership of a Standing Committee shall be determined by the resolution by which the Standing Committee is struck. Board Standing Committees, struck for the purpose of carrying out the duties of the Board, shall be comprised of members of the Board of Directors who shall until the expiration of their term of office as Directors or until replaced by resolution of the Board of Directors.

Section 19.02 The duties of the Standing Committee shall be defined in resolutions by which they are constituted.

Section 19.03 Standing Committees may only be disbanded by the constituting bodies which they were brought into existence.

Section 19.04 Standing Committees must report to the body which brought them into existence, whenever that body meets. A Standing Committee may have its mandate or membership altered or be disbanded only by the body which brought it into existence.

Section 19.05 Members of all Standing Committees of the Society shall be reimbursed for all reasonable expenses incurred as members of the said Standing Committees.

#### **Article XX. Adjournments**

Section 20.01 The Any meeting of the members of the Society or the Board of Directors may be adjourned by the chairperson from time to time to any other time and place, and any such business may be transacted at the original meeting.

Section 20.02 The chairperson may adjourn any meeting because of limitations of time, lack of quorum or any other reason which, in their opinion, is reasonable.

Section 20.03 Any meeting of the members of the Society or the Board of Directors may be adjourned notwithstanding the absence of quorum.

Section 20.04 No notice shall be required of the resumption of an adjourned meeting.

**Article XXI. Staff**

Section 21.01 The Board of Directors shall employ an Director General who shall be responsible for hiring, directing and/or terminating any and all staff hired to realize the purposes of the Society, and who will be responsible directly to the Board of Directors.

Section 21.02 The Director General shall be dismissed only by resolution of the Board of Directors.

Section 21.03 The remuneration of all agents and employees of the Society shall be determined and ratified by motion of the Board of Directors.

Section 21.04 Staff evaluations will be conducted on an annual basis.

**Article XXII. LEGAL PROTECTION OF DIRECTORS AND OFFICERS**

Section 22.01 Subject to the provisions of the Act and to Section 4 below, the Society shall indemnify a Director or officer of the Society, a former Director or officer of the Society or another individual who acts or acted at the Society's request as a Director or officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that Society with the Society or other entity.

Section 22.02 Subject to Section 4 below, the Society shall advance moneys to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 1 above. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 3 below.

Section 22.03 The Society may not indemnify an individual under Section 1 above unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Society, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Society's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

Section 22.04 The Society shall, with the approval of a court, indemnify an individual referred to in Section 1 above, or advance moneys under Section 2 above, in respect of an action by or on behalf of the Society or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's history with the Society or other entity as described in Section 1 above against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 3 above.

Section 22.05 The Society will also indemnify the individuals referred to in Section 1 above in any other circumstances that the Act permits or requires. Nothing in these by-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

Section 22.06 The Society shall, at all times, maintain in force such directors and officer's liability insurance as may be approved by the Board of Directors.

Section 22.07 If any Director or Officer of the Society should be employed by, or should perform services for, the Society otherwise than as a Director or Officer, or should be a member of a firm or a shareholder or Director or Officer of a company which is employed by or performs services for the Society, the fact of their being also a Director or Officer of the Society shall not disentitle such member or shareholder or Director or Officer, or such firm or company, as the case may be, from receiving proper remuneration or compensation for such employment or services.

#### **Article XXIII. CONFLICT OF INTEREST**

Section 23.01 No Director shall be entitled to vote as a member of the Board of Directors on, and must comply with the requirements of the Act relating to, issues for which they are in a conflict of interest under the terms as set out in Section 2.

Section 23.02 A person shall be deemed to be in a conflict of interest if:

- (a) they or any member of their Immediate Family or shared household has or, potentially has, a pecuniary gain to be made from the Society whether such gain is direct or indirect.
- (b) their partner either directly or vicariously by reason of their membership in any organization views which are in direct opposition to the purposes of the Society.



- (c) they have an interest in a material contract or a material transaction, whether made or proposed, with the Society, if the person (i) is a party to the contract or transaction, (ii) is a director or officer of a party to the contract or transaction, or (iii) has a material interest in a party of the contract or transaction.

Section 23.03 For the purpose of this section a person shall not be deemed to be in a conflict of interest by reason only of their, or, their immediate family, holding shares in a public corporation with which the Society has business dealings.

Section 23.04 In the event that a conflict of interest arises that is deemed by the Board of Directors to be detrimental to the welfare of the Society, the Director in such conflict shall be required to resign from the Board of Directors.

#### **Article XXIV. FINANCE AND BORROWING POWERS**

Section 24.01 The Directors of the Society may from time to time:

- (a) borrow money on the credit of the Society.
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society.
- (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person.
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society.

Section 24.02 The Board may, by resolution, delegate the powers referred to in this Section to a Director, a committee of Directors or an officer. Nothing herein limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

Section 24.03 The Board of Directors shall have the power to authorize expenditures on behalf of the Society from time to time to further the purposes of the Society, and may enter into a trust arrangement with a trust company or bank for the purpose of creating a trust fund in which the securities so deposited may be withdrawn from time to time only upon written order of the Society signed by such Director or Directors, agent or agents of the Society and in such manner as may be determined from time to time by resolution of the Board of Directors, and such authority may be general or confined to specific instances, and any institutions so selected by the Board of Directors shall be fully protected when acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposits or proceeds thereof.

#### **Article XXV. PUBLIC ACCOUNTANT**

Section 25.01 An Public Accountant shall be appointed at every annual meeting and shall serve until a successor is appointed through a tendering process renewable every three (3) years.

Section 25.02 The remuneration of the Public Accountant shall be approved by the Board of Directors.

Section 25.03 In the event of the resignation, disqualification or death of the Public Accountant or, in the event of the Public Accountant becoming, in the opinion of the Board of Directors, incapable of performing their duties, the Board of Directors shall immediately appoint another Public Accountant in their place. Such appointment shall be on the agenda at the next meeting for ratification.

Section 25.04 Wherever and whenever possible the Society will encourage the use of Indigenous Public Accountants.

#### **Article XXVI. FINANCIAL YEAR**

Section 26.01 The financial period of the Society shall terminate on the 31st of March in each year or on such other date as the Board of Directors may by resolution determine.

#### **Article XXVII. SIGNATURE AND CERTIFICATION OF DOCUMENTS**

Section 27.01 Contracts, documents or other instruments in writing requiring the signature of the Society shall be signed by any two (2) of the Co-Chairs, Secretary, Treasurer, Youth Executive and Director General provided that the Board of Directors shall have the power, from time to time, to appoint an officer or officers or person or persons on behalf of the Society to sign contracts, documents or instruments in writing, generally, or to sign specific contracts, documents or instruments in writing and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

Section 27.02 The Seal of the Society, when required, may be affixed to contracts, documents or instruments in writing signed as aforesaid or, by an officer or officers appointed by a resolution of the Board of Directors.

Section 27.03 The term “contract, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, cheques, receipts, authorizations and discharges for the payment of money or other obligations, conveyances, transfers and assignments of share, stocks, bonds, debentures or other securities and all paper writings.

#### **Article XXVIII. CORPORATE SEAL**

Section 28.01 The Corporate Seal, of the Society, an impression whereof is stamped in the margin hereof, shall in such form as shall be prescribed by the Board of Directors and shall have endorsed thereupon the words “2 Spirits in Motion Society”.

Section 28.02 The Corporate Seal shall be kept in custody of the Secretary of the Society and shall be used only in the manner prescribed by the Board of Directors.

**Article XXIX. Dissolution of Society**

Section 29.01 Upon the dissolution of the Society, for any reason in accordance with applicable law, and after the payment of all debts and liabilities, any remaining property or assets of the subject Society shall be distributed or disposed of to one or more qualified donees, pursuant to the provisions of applicable law, including the *Income Tax Act* (Canada). Insofar as the Board has the power and authority to do so, such prescription or distribution may be undertaken or directed by the Board of Directors to the benefit of charitable organizations, the objects of which are beneficial to the conservation of fish and wildlife, and which carry on their work primarily in Province located in, and the same shall be undertaken with such directions as may be provided by any Court of competent jurisdiction.

**CREATED, APPROVED, UPDATED, REPEALED:**

This Constitution was created in preparation for the Annual General Meeting (AGM) of the Society held in Toronto, Ontario on Sunday, January 26<sup>th</sup>, 2020 and is hereby approved by the membership as confirmed by the Co-Chairs affixing their signatures here:

Signature:	Signature:
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Co-Chair Name (print here)	Co-Chair name: (print here)
Date:	Date:

**This Constitution is hereby repealed by the Membership as confirmed by the Co-Chairs affixing their signatures and dates here:**

Signature:	Signature:
Co-Chair Name (print here)	Co-Chair name: (print here)
Date:	Date:

**This Constitution is hereby updated by the Membership as confirmed by the Co-Chairs affixing their signatures and dates here:**

Signature:	Signature:
Co-Chair Name (print here)	Co-Chair name: (print here)
Date:	Date: