

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

**Ubuntu - Black Trans, Non-Binary and Afro-Indigenous 2Spirit Collective
Amended June 2024 – Ubuntu Black Trans, Non-Binary and Gender Diverse
Collective.**

(the "Association")

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

1. Definitions

In this by-law and all other by-laws of the Association, 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 Association;

"board" means the board of directors of the Association and "director" means a member of the board; In lieu of a board, this shall, in all cases, refer to the powers of the Executive Director.

"Core" means the Core Advisory which consists of members appointed by the Executive Director to provide guidance on community engagement

"by-law" means this by-law and any other by-law of the Association 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 Association 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; and

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

2. Interpretation

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.

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

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

4. Financial Year End

The financial year end of the Association shall be determined by the board of directors.

5. Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

6. Borrowing Powers

The directors of the Association may, without authorization of the members,

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

7. Annual Financial Statements

The Association shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Association reproducing the information contained in the documents. Instead of sending the documents, the Association may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

8. Membership Conditions

Membership is open to persons who identify as Black, Transgender, Non-Binary, Afro-Indigenous 2 Spirit, or are otherwise gender diverse.

Membership in the Association shall be available to persons interested in furthering the Association's purposes and who have applied for and been accepted into membership in the Association by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

a. From the general membership:

- i. a core advisory group may be selected by the Executive Director. The goal of this group is to provide insight into the associations path to meeting its mission. The core advisory must meet the same eligibility requirements as general members and must

- be committed to the organization's mission and values.
- ii. Board members are required to meet the eligibility criteria outlined above and are elected by the general membership or appointed by the Executive Director until a full board can be elected.

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).

9. Transferring Membership

A membership may only be transferred to the Association. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Termination of Membership

A membership in the Association is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Association is liquidated and dissolved under the Act.

13. Expulsion from or involuntary termination of Membership: Membership may be terminated for any of the following reasons:

- a. Willful Disrespect of persons: Intentional disregard or dismissal of the gender identity of other members and participants.
- b. Privacy Violation: Sharing personal stories, experiences, or information of members outside of organizational spaces without express permission.
- c. Nonconsensual Actions: Taking or sharing photos without consent, or any other form of nonconsensual sharing of personal information.
- d. Misgendering: Intentional misgendering of members or minimizing the harm caused by such actions.
- e. Sexual Harassment or Unsolicited Sexual Advances: Any form of sexual harassment, unwanted sexual attention, or inappropriate sexual behavior towards members, participants, or staff.
- f. Unsafe Behaviors: Engaging in any behavior deemed by the board or Core Advisory to create an unsafe or hostile environment for members and participants, including willful refusal to adhere to community guidelines.

14. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, and access to community space and programs taking place in community space, automatically cease to exist.

15. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less

than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

16. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

17. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

18. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

19. Voting at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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.

20. Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision

of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

21. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Association call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

22. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Association or its affiliates.

23. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Association has only one director, that director may call and constitute a meeting.

24. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Association not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have

otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

25. Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

27. Appointment of Officers

The board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A director may be appointed to any office of the Association. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

28. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

29. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in

which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

30. Guiding Principles and Amendment Process

This bylaws document has been developed with the invaluable input and feedback of Black, Transgender, Non-Binary, and other gender-diverse members of our community. It reflects the collective values, priorities, and needs of these communities and serves as a living document, committed to evolving alongside them.

We recognize that the needs of our community are dynamic and may change over time. To ensure that our bylaws remain responsive and relevant, we are committed to ongoing community consultations. Feedback from these consultations will be integral to the amendment process.

In the absence of a formal Board of Directors, amendments and guidance on this document will be overseen by our trustees, who are responsible for ensuring that the bylaws continue to align with the mission and vision of our organization. Once a Board is elected, it will assume this responsibility in close collaboration with the community.

This document is a testament to our commitment to inclusivity, equity, and the ongoing pursuit of a safe and affirming space for all members.