

## Constitution

### Article I - Name

The name of the Corporation is **moonlight • institute**.

### Article II - Purpose

The purposes of the Corporation are to:

1. Nurture a sustainable framework for an equitable and just future;
2. Uphold the core principles of equity, justice, decolonization, ethical use of technology, sustainability, and progressive governance;
3. Advance education by researching or promoting policies that support the core principles of the Corporation;
4. Develop tools for improving public understanding and advancement of the core principles of the Corporation;
5. Develop communication tools to ensure people have increased access to ideas about how to improve society;
6. Utilize various media tools to inform people through stories of hope, progress and pathways to a flourishing future;
7. Protect the environment for the benefit of the public by researching policies and developing tools that will foster long-term sustainability, ecosystem conservation and restoration, and biodiversity protection;
8. Promote health by supporting projects that work to ensure access to mental health services, clean water and stable food sources;
9. Receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).

### Article III - Non-Profit Status

1. The Corporation does not have a purpose of financial gain for its members.
2. Any profits or other accretions to the Corporation shall be used in the advancement of the core principles of equity, justice, decolonization, ethical use of technology, sustainability, and progressive governance.
3. In the event of dissolution of the Corporation, all the remaining assets, after payment of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act (Canada).

## Article IV - Directors

1. At no time shall the Board of Directors consist of fewer than 3 directors and greater than 10 directors.
2. The Executive of the Corporation consists of a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary.
3. The Board of Directors of the Corporation may appoint one or more ex-officio directors who shall hold office for a term expiring not later than the close of the next annual general meeting
4. The Board of Directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members.
  - a. The total number of appointed directors must not exceed one-third ( $\frac{1}{3}$ ) of the number of directors elected at the previous annual general meeting of members
  - b. The total number of directors serving on the Board following appointment must not exceed the maximum in Article IV.1
5. The Board of Directors shall serve without remuneration.
  - a. No director shall directly or indirectly receive any profit from their position on the Board of Directors.
  - b. A director may be reimbursed for reasonable expenses incurred in performing their duties as it relates to the Board of Directors.
  - c. A director shall not be prohibited from receiving compensation for services provided to the Corporation in any other capacity.
  - d. A director who receives compensation for services provided to the Corporation shall not be asked to do unpaid work that is similar to work for which they would reasonably expect to be compensated.

## Article V - Membership

1. The Corporation is authorized to establish one class of members that entitles the member to receive notice of, attend and vote at all meetings of the members of the Corporation.
2. Membership shall be subject to the approval of the Board of Directors as outlined in the Corporation's bylaws.
3. Membership may be revoked at the discretion of the Board of Directors as outlined in the Corporation's bylaws.

## Article VI - Amendment

Any changes to the Constitution of the Corporation shall be subject to majority approval

# moonlight • institute

*illuminating pathways*

(50% + 1) of the members of the Corporation in attendance at a general meeting of the members.

---

## Version History

2021-03-21 v1.0 Initial version approved by the membership at 2021 SGM