



RESOLUTION OF THE MANITOBA MÉTIS FEDERATION

EXTRAORDINARY GENERAL ASSEMBLY JUNE 3-4, 2023

To Continue Manitoba Métis Federation Inc. into the *Canada Not-for-Profit Corporations Act* and Resulting Constitutional Amendment

WHEREAS the Red River Métis anticipates entering into the *Manitoba Métis Self-Government Recognition and Implementation Treaty*, which is to be ratified by the Red River Métis at an Extraordinary General Assembly and by the Canadian Parliament by Federal Implementation Legislation;

AND WHEREAS the Manitoba Métis Federation (“MMF”) was required to incorporate Manitoba Métis Federation Inc. (“MMF Inc.”) under *The Corporations Act*, CCSM c C225 (the “Manitoba Corporations Act”) in order to conduct financial and administrative affairs of the Red River Métis;

AND WHEREAS the MMF Inc. is governed by existing by-laws titled the Manitoba Métis Federation and the Manitoba Métis Federation Inc. Constitution (“MMF Constitution”) which includes By-Law No. 1, the Election By-Law (By-Law No. 2), and the Local By-Law (By-Law No. 3);

AND WHEREAS it is in the best interests of the Red River Métis that MMF Inc. be continued into the *Canada Not-for-Profit Corporations Act*, SC 2009 c 23, (the “Federal NFP Act”) under section 211 to facilitate the transfer of assets from MMF Inc. to the Red River Métis;

AND WHEREAS the MMF Constitution, as amended, will continue to constitute the by-laws of MMF Inc. under the Federal NFP Act, which is anticipated to be temporary pending the completion of the Treaty and the transfer of assets to the Red River Métis;

AND WHEREAS a resolution in substantially the same form to this resolution was adopted and approved by the MMF Cabinet at a meeting of February 27, 2023;

THEREFORE BE IT RESOLVED, AS A SPECIAL RESOLUTION OF THE VOTING MEMBERS OF THE MANITOBA MÉTIS FEDERATION INC., THAT THIS MANITOBA MÉTIS FEDERATION EXTRAORDINARY GENERAL ASSEMBLY:

1. Directs and authorizes the MMF Cabinet take all necessary steps pursuant to section 182 of the Manitoba Corporations Act to continue MMF Inc. into the Federal NFP Act.
2. Approves the Articles of Continuance in the form attached to this Resolution.
3. Directs and authorizes the MMF Cabinet, for and on behalf of MMF Inc., to do any and all acts and execute such documents as may be necessary or desirable to carry out and give effect to the continuance of MMF Inc., the execution of any such document or the doing of any such other act being conclusive evidence of such determination.

AND FURTHER BE IT RESOLVED THAT:

4. The MMF Constitution is hereby affirmed as the by-laws of the MMF Inc.
5. The following amendment to the MMF Constitution be enacted effective as of the date of the continuance into the Federal NFP Act:

Article II, subsection 4(d) of the Manitoba Métis Federation and the Manitoba Métis Federation Inc. Constitution, By-Law No. 1 be revised to replace “The Corporations Act” with “the *Canada Not-for-Profit Corporations Act*”, so that it reads as follows:

““Citizens” and “Members” described in Article IV 4(a) and 4(b) are the members of the Manitoba Métis Federation Inc. as referred to in the *Canada Not-for-Profit Corporations Act*, and”

Moved By: Minister Judy Mayer
Seconded By: Minister John Fleury

Date: June 4, 2023

Resolution _____.

I, Denise Thomas, being the Secretary of the MMF Inc. do hereby certify that this is a true and accurate copy of a Special Resolution of the members of MMF Inc. passed at a duly called meeting of the members held at Winnipeg, Manitoba the 4th day of June, 2023.

Denise Thomas, Secretary
MMF Inc.