

OALA BY-LAW NO.1

September 28, 2021

ONTARIO ABORIGINAL
LANDS ASSOCIATION

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BY-LAW NO. 1

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

ONTARIO ABORIGINAL LANDS ASSOCIATION

(the "Corporation")

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

SECTION 1 - GENERAL

1.01 Definitions

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

(a) "**Act**" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, as amended, restated or in effect from time to time and includes the Regulations;

(b) "**affiliate**" means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;

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

(d) "**Associate Member**" means a non-voting member of the Corporation as set out herein and in the articles;

(e) "**Board**" means the Board of Directors of the Corporation;

(f) "**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;

(g) "**Chair**" means the Officer who is chair of the Board;

(h) "**Director**" means a member of the Board;

(i) "**Executive Director**" means an employee of the Corporation, if so employed, having such title and who is entitled, at invitation of the Board, to attend all Board meetings;

(j) "**First Nation**" means any group of Aboriginal persons who are in possession of reserve lands recognized as such under a treaty or Act of Parliament;

(k) "**Lands Manager**" means an individual designated by a First Nation or group of First Nations to manage First Nations lands;

(l) "**members**" means the Voting Members and the Associate Members;

(m) "**meeting of members**" includes an annual meeting of members or a special meeting of members;

(n) "**Officer**" means an Officer of the Corporation as appointed by the Board from time to time;

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

(p) "**Regulations**" means *Canada Not-for-profit Corporations Regulations, SOR/2011-223* and any other regulation made under the Act, as amended, restated or in effect from time to time;

(q) "**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;

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

(s) "**Voting Member**" means the voting members of the Corporation as set out herein and in the articles.

1.02 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 in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the corporate seal shall be held in the custody of, and at the location, designated by the Board from time to time.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation 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 Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be March 31st in each and every year or such other date as determined from time to time by the Board.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Ontario or elsewhere as the Board 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 Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in section 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in section 172(1) of the Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office, by prepaid mail or by electronic means.

1.08 Registered Office

The Board may change the location of the Corporation's registered office within Ontario without authorization of the members.

1.09 Borrowing Powers

The Directors of the Corporation may, without authorization of the members,

(a) borrow money on the credit of the corporation;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

(c) give a guarantee on behalf; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest

in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

1.10 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or a committee of the Board is as valid as if it had been passed at a meeting of the Board or such committee. A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

SECTION 2 - MEMBERSHIP

2.01 Membership Classes

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation. Subject to the articles, there shall be two classes of members in the Corporation, namely, Voting Members and Associate Members. The Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution.

The following rights and conditions of membership shall apply:

(a) **Voting Members**

(i) Voting membership shall be available only to First Nations who support the purposes of the Corporation and who have applied for and have been accepted by the Board as Voting Members.

(ii) Each Voting Member shall be represented by a designee who serves as such First Nation's Lands Manager or other individual responsible for lands management for such First Nation. Each Voting Member shall specify such designee in its application for membership, and shall notify the Corporation if such individual ceases to be responsible for lands management for such First Nation.

(iii) Voting Members shall pay a membership fee as determined from time to time by the Board.

(iv) Membership of a Voting Member shall be terminated in accordance with Section 3.02.

(v) As set out in the articles, each Voting Member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one (1) vote at such meetings.

(b) **Associate Members**

(i) Associate membership shall be available only to those individuals, First Nations, corporations and associations who support the purposes of the

Corporation and who have applied and have been accepted by the Board as Associate Members.

(ii) The Board may by resolution admit persons, organizations, First Nations, associations or corporations as non-voting Associate Members at its discretion.

(iii) Associate Members shall pay a membership fee as determined from time to time by the Board.

(iv) Membership of an Associate Member shall be terminated in accordance with Section 3.02 or by resolution of the Board at any time, without notice.

(v) Subject to the Act and the Articles, an Associate Member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation unless invited to attend in writing pursuant to a resolution of the Board.

Pursuant to section 197(1) of the Act, a special resolution of the members is required to make any amendments to this Section 2.01 if those amendments affect those membership rights or conditions described in sections 197(1)(e), (h), (l) or (m) of the Act.

2.02 Membership Transferability

A membership may not be transferred.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

There shall be an annual membership due payable by Voting Members and Associate Members, each of which will be set and subject to change, as determined by the Board. The membership dues are non-refundable. Membership dues are due and payable in advance no later than April 30th in each and every year of the member's term.

3.02 Termination of membership

A membership of the Corporation is automatically terminated on the earliest of the date on which:

(a) The member fails to pay or to make arrangements satisfactory to the Corporation to pay its membership fees;

(b) The member is required to resign by a vote of three-quarters (3/4) of the Voting Members at an annual or special meeting of members;

(c) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

(d) A member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;

(e) The member resigns by delivering a written resignation to the Secretary of the Board of the Corporation with a copy to the Executive Director (if any), in which case such resignation shall be effective on the date specified in the resignation;

(f) The member is expelled in accordance with Section 3.04 below or is otherwise terminated in accordance with the articles or by-laws;

(g) The member's term of membership expires;

(h) The Corporation is liquidated or dissolved under the Act. 3.03 Effect of Termination of membership; or

(i) The Board terminates the member's membership pursuant to Section 3.04.

3.03 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 Corporation, automatically cease to exist. Any obligations owing by the member to the Corporation that existed at the time of such termination shall survive such termination, including any obligation to pay fees or other amounts due to the Corporation at the time of termination.

3.04 Discipline of Members

The Board shall have authority to suspend or terminate any member from the Corporation for any one or more of the following grounds:

(a) violating any provision of the articles, by-laws, or written policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be terminated or suspended from membership in the Corporation pursuant to this Section 3.04 the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days written notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance

with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Calling Meetings of Members

Pursuant to section 160 of the Act and the Regulations:

(a) The Directors shall call an annual meeting of Voting Members not later than 15 months after holding the preceding annual meeting, and in all events, no later than 6 months after the end of the Corporation's preceding financial year.

(b) The Directors may at any time call a special meeting of Voting Members and, if necessary to conduct a member class-by-class vote, Associate Members.

4.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given in accordance with Section 10.01 of this Bylaw to each member 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 who has given written consent to receive notice by electronic means and is 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.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.03 Content of Notice where Special Business

Notice of a meeting of members at which special business is to be transacted shall

(a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and

(b) state the text of any special resolution to be submitted to the meeting.

4.04 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Voting Members.

4.05 Electronic Participation and Voting at Physical Meetings

(a) Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

(b) Any person participating electronically in a meeting of members pursuant to section 4.05(a) of this by-law and entitled to vote at such meeting may vote, and that vote may be held, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose if such facility complies with the requirements of section 4.07 of this by-law.

4.06 Meetings Held Entirely By Electronic Means

(a) If the Directors or members call a meeting of members, those Directors or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

(b) Any vote at a meeting held entirely by electronic means in accordance with section 4.06(a) of this by-law may be held, entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility and such facility complies with the requirements of section 4.07 of this by-law.

4.07 Requirements for Electronic Voting

Voting may be carried out by means of a telephonic, electronic or other communication facility in accordance with section 4.05(b) of this by-law and section 4.06(b) of this by-law if the facility:

(a) enables each vote to be gathered in a manner that permits its subsequent verification; and

(b) permits each tallied vote to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

4.08 Scrutineers.

For purposes of complying with 4.07, the chair of any meeting of members may appoint one or more persons to act as scrutineer(s) at such meeting and in that capacity to report to the chair such information as to attendance, representation, voting (including the collection, counting and reporting of results) and other matters at the meeting as the chair shall direct, without disclosing to the Corporation how each member or group of members voted.

4.09 Chair of the Meeting

The Chair of the Board shall preside and act as the chair at any annual or other meeting of members. In the absence of the Chair from such meeting, the Vice-Chair of the Board shall act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.10 Role of the Secretary at Meetings of Voting members

The Secretary of the Board shall, as more particularly provided in Section 8.01, hereof, act as secretary for the purpose of any annual or other meeting of the members and shall record minutes of meetings and shall have such charge of all records relating to meetings of members. The Secretary shall also send out notices to the members in regard to any such annual or other meeting of members.

4.11 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 25% of the number of 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.

4.12 Votes to Govern

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.

4.13 Show of Hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

4.14 Polls

After a show of hands has been taken on any question, the chair may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member entitled to vote and present in person or by proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

4.15 Chair has Casting Vote

In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

4.16 Waiver

A meeting of the voting members may be held at any time without notice if all the members entitled to vote thereat are present in person or represented by proxy or those not so present or represented by proxy have waived notice and in regard to any annual meeting of members if the auditors are present or have waived such notice, and at such meeting any business may be transacted which the members at an annual or other meeting of the members may transact. The auditors of the Corporation are entitled to receive, unless waived by such auditor, all notices and other communications relating to any annual meeting of members.

4.17 Adjournment

The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. Pursuant to section 162(7) of the Act, if a meeting is adjourned for less than 31 days, it is not necessary for any member to be given further notice of the adjourned meeting other than by announcement at the adjourned meeting.

4.18 Proxy

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, in Ontario, signed by the member:

(i) at the registered office of the corporation no later than THREE WEEKS BEFORE 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 chairperson of the meeting 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) if a form of proxy is created by a person other than the member, the form of proxy shall

1. indicate, in bold-face type,

A. the meeting at which it is to be used,

B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and

C. instructions on the manner in which the member may appoint the proxyholder,

2. contain a designated blank space for the date of the signature,

3. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,

4. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,

5. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and

6. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member

specifies a choice under subsection (d)4. or (d)5. with respect to any matter to be acted on, the membership is to be voted accordingly;

(ii) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subsection (d)4. only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

(iii) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

(iv) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

A special resolution of all the members is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

4.19 Annual Meeting of Voting Members

An annual meeting of the voting members shall be held at the Head Office of the Corporation within six (6) months after the end of the Corporation's fiscal year or at such other location and at such other date as shall be determined by the Chair of the Board or by the Board.

4.20 Business at Annual Meeting of Voting members

At each annual meeting of voting members, the voting members in attendance shall:

(a) receive and consider the annual financial statements of the Corporation for the immediately preceding fiscal year, together with the auditors' report thereon;

(b) appoint auditors for the then current year and authorize the Board or if such authority was delegated, the Finance Committee thereof, to fix the remuneration of such auditors;

(c) consider and, if seen fit, elect/re-elect individuals as Directors from those persons nominated for such positions by the Nominating Committee; and

(d) transact such other business as may properly come before the meeting of which notice has been duly given pursuant to this By-law.

At each special meeting of the voting members, the voting members in attendance shall transact such business as may properly come before the meeting of which notice has been duly given pursuant to Section 10.01 of these By-laws.

4.21 Special Meeting of Voting Members

A special meeting of the voting members may be held at the call of the Chair of the Board or the Board at the Head Office of the Corporation or at such other location as shall be determined by the Chair of the Board or by the Board.

SECTION 5 - FUNDAMENTAL CHANGES

5.01 Amendments to the Articles or By-laws

Pursuant to section 197(1) of the Act, and subject to section 5.02 of this by-law, a special resolution of the Voting Members is required to make any amendment to the articles or the by-laws to:

(a) change the Corporation's name;

(b) change the province in which the Corporation's registered office is situated;

(c) add, change or remove any restriction on the activities that the Corporation may carry on;

(d) create a new class or group of members;

(e) change a condition required for being a member;

(f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;

(g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;

(h) add, change or remove a provision respecting the transfer of a membership;

(i) subject to section 133 of the Act, increase or decrease the number of Directors or the minimum or maximum number of Directors fixed by the articles;

(j) change the statement of the purpose of the Corporation;

(k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

(l) change the manner of giving notice to members entitled to vote at a meeting of members;

(m) change the method of voting by members not in attendance at a meeting of members; or

(n) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

5.02 Voting Rights of Associate Members

Pursuant to section 199(1) of the Act, if an amendment specified in section 5.01 of this by-law is proposed, then each class of members, whether or not such class or group otherwise carries a right to vote, is entitled to vote, as a class, on such proposed amendment, if the amendment would:

(a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;

(b) add, change or remove the rights or conditions attached to the memberships of the class or group, including:

(c) to reduce or remove a liquidation preference, or

(d) to add, remove or change prejudicially voting or transfer rights of the class or group;

(e) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;

(f) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;

(g) create a new class or group of members having rights equal or superior to those of the class or group; or

(h) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group,

provided that with respect to sections a) and e) immediately above, the articles may specify that Associate Members do not have a right to vote separately as a class.

SECTION 6 - DIRECTORS

6.01 Board of Directors

(a) The affairs of the Corporation shall be managed by its Board.

(b) 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 Voting Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. The number of

Directors may not be fewer than three (3), at least two of whom are not Officers or employees of the Corporation or its affiliates.

(c) The Directors shall be elected as herein provided.

6.02 Qualifications of Directors

(a) The following persons are disqualified from being a Director:

(i) anyone who is less than 18 years of age;

(ii) anyone who has been declared incapable by a court in Canada or in another country;

(iii) a person who is not an individual;

(iv) a person who has the status of a bankrupt; and

(v) a person who is ineligible pursuant to Section 6.03(f).

6.03 Election and Term

The following provisions shall govern in regard to the election and terms of office of Directors:

(a) **Staggered Election**

Directors shall, subject as hereinafter provided, be elected for a two year term and retire in rotation. Each person so elected shall, subject to the provisions of Sections 6.03(b), 6.03(c), 6.03(d) and 6.03(e) hereof, retire from such position at the third annual meeting of voting members following such election, or until his or her successor has been duly elected.

(b) **Retiring Directors**

Retiring Directors shall be eligible for re-election, subject to their being nominated for such re-election. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which such Director's retirement is effective.

(c) **Vacation of Office**

The office of Director shall automatically be vacated by a Director:

(i) if such Director has the status of a bankrupt or suspends payment of debts generally or compromises with creditors or makes an authorized assignment or is declared insolvent;

(ii) if such Director is declared incapable by a court in Canada or another jurisdiction;

(iii) if such Director resigns his office by notice in writing to the Corporation, (which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later);

(iv) if such Director is removed pursuant to Section 6.03(d) hereof;

(v) if such Director becomes ineligible pursuant to Section 6.03(f); or

(vi) if such Director shall die.

(d) **Removal of Directors**

The Voting Members may, by resolution passed by at least a majority of the votes cast at a meeting of Voting Members of which notice specifying the intention to introduce such resolution has been given, not less than 10 days prior to the date scheduled for such meeting, remove any individual as a Director before the expiration of such Director's term of office and may, by a majority of the votes cast at a meeting of members, elect any qualified person to serve on the Board in such removed Director's stead for the remainder of such removed Director's term.

(e) **Filling Vacancies**

Vacancies on the Board may be filled for the remainder of the term of office by the remaining Directors if they constitute a quorum. If the number to be elected is increased, a vacancy on the Board to the number authorized shall thereby be deemed to have occurred, which may be filled in the manner hereinbefore provided. Where there is a vacancy on the Board which has not yet been filled, the remaining Directors may exercise all the powers of the Board so long as a quorum of Directors remains in office.

(f) **Directors Shall Not be First Nation Council Members**

(i) NOTWITHSTANDING any other provisions in this By-law, a Chief or member of Council of a First Nation is ineligible to serve as a Director.

(ii) If, at the time of an appointment or election as Director or at any time during a tenure as a Director, it is found that an individual is also serving as a Chief or as a member of Council of any First Nation, they shall resign immediately.

(iii) If any Director refuses to resign immediately upon being elected or appointed as a Chief or member of Council of a First Nation or upon discovery that they are a Chief or member of Council, they shall be deemed ineligible to serve as a Director and they will no longer be entitled to the rights and privileges of a Director as set out in this Bylaw.

6.04 Directors Serve Without Remuneration

Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from such Director's position; provided that a Director may be reimbursed for reasonable expenses incurred by such Director in the performance of such Director's duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.

6.05 Minutes and Resolutions

Subject to the Act, the minutes and resolutions of the Board or of any committee thereof shall only be available to Voting Members, to the Directors and to the members of committees of the Board, each of whom shall upon request receive a copy of such minutes and/or resolutions.

SECTION 7 - MEETINGS OF DIRECTORS

7.01 Calling of Meetings

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. If the Corporation has only one Director, that Director may call and constitute a meeting.

7.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.01 of this by-law to every Director not less than 7 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 where required by the Act.

7.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

7.04 Votes to Govern

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.

7.05 Chair Cannot Make a Motion or Second a Motion

At any meeting of Directors, the chair of the meeting shall not be entitled to make a motion or second a motion.

7.06 Quorum

A quorum at any meeting of the Directors shall be a majority of the Directors then in office and in no case shall the quorum be less than three (3) Directors. If a quorum is present at the opening of a meeting of Directors, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.07 Executive Committee of the Board

The Board may by resolution establish an executive committee of the Board comprised of no less than three (3) Directors. If such an executive committee is established, it shall be composed of the Officers as set out below:

(a) The Executive Committee may be comprised of any of the Chair, Vice-Chair, Secretary, Treasurer, or Co-Treasurer, or such other Officer or Officers as determined by the Board.

(b) The executive committee shall exercise such powers as are authorized by resolution of the Board from time to time, except that the Board shall not delegate authority to:

(i) submit to the members any question or matter requiring the approval of members;

(ii) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;

(iii) issue debt obligations except as authorized by the Directors;

(iv) approve any financial statements of the Corporation;

(v) adopt, amend or repeal by-laws; or

(vi) establish or modify contributions to be made, or dues to be paid, by members,

(c) Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

(d) Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least 14 days prior to the meeting.

Three (3) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member of such committee may at any time waive notice of any such meeting, and may ratify, approve, and confirm any or all proceedings taken or had thereat;

(e) The Board may, by resolution remove, replace or add to the executive committee members at any time.

7.08 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 with such powers as the Board shall see fit, except the Board shall not delegate authority for the matters specified in Section 7.07(b) . The Board shall determine the duties of such committees, and may fix by resolution, any remuneration to be paid. 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.

7.09 Appointment of Officers

The board may designate the offices of the Corporation, 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 Corporation. A Director may be appointed to any office of the Corporation. 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.

7.10 Officers Shall Not be First Nation Council Members

(a) NOTWITHSTANDING any other provisions in this By-law, a Chief or member of Council of a First Nation is ineligible to serve as an Officer of the Corporation or as a member of the Board.

(b) If, at the time of an appointment or election as Officer or at any time during a tenure as a Officer, it is found that an individual is also serving as a Chief or as a member of Council of any First Nation, they shall resign immediately.

(c) If any Officer refuses to resign immediately upon being elected or appointed as a Chief or member of Council of a First Nation or upon discovery that they are a Chief or member of Council, they shall be deemed ineligible to serve as a Officer and they will no longer be entitled to the rights and privileges of a Officer as set out in this Bylaw.

7.11 Meetings of the Board by Teleconference, Electronic or Other Communication Facilities

(a) If all the Directors consent thereto generally or in respect of a particular meeting or all meetings, a Director may participate in a meeting of the Board or of a committee of the Board by means of telephonic, electronic or other communication facility as shall permit all persons participating in the meeting to communicate adequately with each other. A Director participating in a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or at the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

(b) The Directors may meet by other electronic means that permit each Director to communicate adequately with each other, provided that:

(i) either a majority of the Directors consent to meeting by electronic means or meetings by electronic means have been approved by resolution passed by the Directors at a meeting of the Directors of the Corporation;

(ii) the Directors of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;

(iii) each Director has equal access to the specific means of communication to be used; and

(iv) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

SECTION 8 - OFFICERS

8.01 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

(a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board, shall, when present, preside as chair at all meetings of the Board and of the members. The Chair shall have such other duties and powers as the Board may specify. The Chair shall also serve as an ex-officio director of National Aboriginal Lands Manager Association (NALMA).

(b) **Vice-Chair of the Board** - There shall be one or more vice-Chairs of the Board. If the Chair of the Board is absent or is unable or refuses to act, any one of the vice-Chairs of the Board, shall, when present, preside as chair at all meetings of the Board and of the members. The Vice-Chairs shall have such other duties and

powers as the Board may specify. The Vice-Chair may be required to serve as an ex-officio director of National Aboriginal Lands Managers Association (NALMA) if the Chair is not available to do so.

(c) **Secretary** - If appointed, the secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

(d) **Treasurer** - The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board or Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

8.02 Term of Office

Officers shall be elected to serve for a term of two (2) years or for such greater or lesser period as the Board may determine by ordinary resolution from time to time.

8.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation.

Unless so removed, an Officer shall hold office until the earlier of:

(a) the Officer's successor being appointed,

(b) the Officer's resignation,

(c) such Officer ceasing to be a Director (if a necessary qualification of appointment), or

(d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

SECTION 9 - EXECUTIVE DIRECTOR

9.01 Executive Director

(a) The Board may employ an Executive Director who, under the supervision and direction of the Board, shall be responsible for the day to day management of the Corporation, the affairs of the Corporation generally and for the development, organizational structure, policies and programs of the Corporation, all under the direction of the Board.

(b) Without limiting the generality of the foregoing, but subject to the Board's determination otherwise, the Executive Director shall;

(i) have responsibility for the funds and securities of the Corporation;

(ii) shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;

(iii) shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in securities as may be designated by the Board from time to time;

(iv) shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements;

(v) shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions, and a statement of the financial position, of the Corporation;

(vi) shall attend, at the invitation of the Board, all meetings of members or the Board and shall assist the Secretary in preparing notices of meetings, agendas and minutes of such meetings and shall present the same to the Chair and/or the Secretary for approval; and

(vii) shall perform such other duties as may from time to time be assigned by the Board.

(c) Under the direction of the Secretary, the Executive Director shall be responsible for maintaining and securing the Corporation's books and records, which will be delivered only when authorized by a resolution of the Board to do so and to such person or persons and may be named in the resolution.

(d) In the absence of the Executive Director from a meeting, the Board shall appoint another Director to act as Executive Director at the meeting and for the purpose of the meeting only.

SECTION 10 - NOTICES

10.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board, 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 Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with the Act; or

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.02 Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 11 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Standard of Care

Every Director and Officer, in exercising his or her powers and discharging his or her duties to the Corporation, shall:

(a) act honestly and in good faith with a view to the best interest of the Corporation; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.02 Indemnification by Corporation

Subject to section 11.04 of this by-law, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity for another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, 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 association with the Corporation or other entity.

11.03 Advance of Costs

The Corporation shall advance money to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in section 11.02 of this by-law, but the individual shall repay the money to the Corporation if the individual does not fulfil the conditions set out in section 11.04 of this by-law.

11.04 Limitation on Indemnity

The Corporation shall not indemnify an individual identified in section 11.02 of this by-law unless:

(a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a Director or Officer or in a similar capacity at the Corporation'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 his or her conduct was lawful.

11.05 Right to Indemnity

The Corporation shall, with the approval of a court of competent jurisdiction, indemnify an individual referred to in section 11.02 of this by-law, or advance moneys under section 11.03 of

this by-law, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in section 11.02 of this by-law, 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 11.04 of this by-law.

11.06 Indemnity Agreements

The Corporation may from time to time enter into agreements pursuant to which the Corporation shall indemnify one or more persons in accordance with the provisions of this section 11.06 and section 151 of the Act.

11.07 Directors and Officers Liability Insurance

The Corporation may purchase and maintain insurance for the benefit of its current or former Directors, Officers or other person entitled to be indemnified by it hereunder in respect of any liability incurred by such person in that person's capacity as a Director, or Officer of the Corporation or in some other similar capacity where the person is acting in such capacity at the request of the Board.

SECTION 12 - CONFLICTS OF INTEREST

12.01 Disclosure of Interest by Directors and Officers

A Director or an Officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of the Board the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer

(a) is a party to the contract or transaction;

(b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or

(c) has a material interest in a party to the contract or transaction.

12.02 Time of Disclosure

(a) The disclosure required by section 12.01 of this by-law shall be made, in the case of a Director:

(i) at the meeting at which a proposed contract or transaction is first considered;

(ii) if the Director was not, at the time of the meeting referred to in section 12.02(a)(i), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;

(iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or

(iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

(b) The disclosure required by section 12.01 of this by-law shall be made, in the case of an Officer (including the Executive Director) who is not a Director:

(i) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;

(ii) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or

(iii) if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

12.03 For Transactions Not Requiring Director or Member Approval

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of the meeting of the Board, the nature and extent of their interest.

12.04 Voting

A Director required to make a disclosure under section 12.01 of this by-law shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is for indemnity or insurance.

12.05 Continuing Disclosure

For the purposes of this section, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction, if:

(a) the Director or Officer is a Director or an Officer, or acting in a similar capacity, of a party referred in sections 12.01(b) or 12.01(c) of this by-law;

(b) the Director or Officer has a material interest in the party; or

(c) there has been a material change in the nature of the Director's or the Officer's interest in the party.

12.06 Access to Disclosure

The Voting Members may examine the portions of any minutes of meetings of the Board or of a committee of the Board that contain disclosures under this, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

12.07 Contracts Not Invalid

A contract or transaction for which disclosure is required under section 12.01 of this by-law is not invalid, and the Director or Officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if:

(a) disclosure of the interest was made in accordance with this Article 12;

(b) the Directors approved the contract or transaction; and

(c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

12.08 Confirmation by Members

Even if the conditions of section 12.07 of this by-law are not met, a Director or an Officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under section 12.01 of this by-law, and the contract or transaction is not invalid by reason only of the interest of the Director or Officer in the contract or transaction, if:

(a) the contract or transaction is approved or confirmed by special resolution at a meeting of the Voting Members;

(b) disclosure of the interest was made to the Voting Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and

(c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

SECTION 13 - DISPUTE RESOLUTION

13.01 Mediation and Arbitration

Subject to the discretion of the Board to determine otherwise, disputes or controversies among members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 13.02 of this by-law.

13.02 Dispute Resolution Mechanism

Subject to the discretion of the Board to determine in a particular situation that an alternative dispute resolution process is more appropriate, in the event that a dispute or controversy among members, Directors, Officers or committee members of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

(a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

(d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 14 - BY-LAWS AND EFFECTIVE DATE

14.01 Repeal of By-law No. 1

This by-law shall come into force on the date that the Corporation continues under the Act, as reflected in the Certificate of Continuance issued by Corporations Canada. Upon this by-law coming into force, all prior by-laws of the Corporation are repealed. However, such repeal shall not affect the previous operation of such by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such by-laws prior to such repeal. All Officers and persons acting under such repealed by-laws shall continue to act as if appointed under the provisions of this by-

law and all resolutions of the members or Directors with continuing effect passed under such repealed by-laws shall continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law or the Act.

14.02 Amendment of By-Law

(a) Subject to section 14.02(b) of this by-law, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation with effect from the date of the relevant resolution of the Board approving such by-law. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Voting Members where it may be confirmed, rejected or amended by the Voting Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Voting 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 Voting Members at the next meeting of Voting Members or if it is rejected by the Voting Members at the meeting.

(b) If a new by-law, or by-law amendment or repeal requires a special resolution of the members pursuant to Section 5.01 then such new by-law or amendment or repeal is only effective when confirmed by the Voting Members.

14.03 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

CERTIFIED to be By-Law No. 1 of the Corporation, as made by the Directors on the 20th day of September, 2021 and confirmed, without variation, by the members by special resolution on the 21st day of September, 2021 and coming into force on the date of continuance of the Corporation to the Act pursuant to the Certificate of Continuance issued by Corporations Canada.

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John Manitowabi, President

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Kiley Shebagegit, Secretary

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(a) Subject to section 14.02(b) of this by-law, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation with effect from the date of the relevant resolution of the Board approving such by-law. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Voting Members where it may be confirmed, rejected or amended by the Voting Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Voting 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 Voting Members at the next meeting of Voting Members or if it is rejected by the Voting Members at the meeting.

(b) If a new by-law, or by-law amendment or repeal requires a special resolution of the members pursuant to Section 5.01 then such new by-law or amendment or repeal is only effective when confirmed by the Voting Members.

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CERTIFIED to be By-Law No. 1 of the Corporation, as made by the Directors on the 20th day of September, 2021 and confirmed, without variation, by the members by special resolution on the 21st day of September, 2021 and coming into force on the date of continuance of the Corporation to the Act pursuant to the Certificate of Continuance issued by Corporations Canada.

John Manitowabi, President

Kiley Shebagegit, Secretary