

BY-LAW NO. 1

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

THE ALBERTA FIRST NATIONS INFORMATION GOVERNANCE CENTRE (hereinafter called the "Corporation").

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

ARTICLE 1 - INTERPRETATION

1.1 Definitions

In this bylaw

- "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;
- "Adjudication Authority" means the body created to administer and organize proceedings under the Dispute Resolution Circle Model, and provides validation and authentication to certain actions of the Board or of the Corporation;
- "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- "Assembly of Treaty Chiefs" mean the duly recognized Chiefs of each Alberta Treaty First Nation located in the Treaty Areas of Treaty 6, Treaty 7 and Treaty 8;
- "Board" means the board of directors of the Corporation and "director" means a member of the board;
- "By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- "Chiefs' Senate" means the six (6) Chiefs, two (2) Chiefs appointed from each Treaty area to represent their First Nation Members to the Executive Committee of the Board of Directors;
- "Circle Meeting" means a meeting between the Corporation and other parties convened in accordance with the policies of the Adjudication Authority, as more particularly described in Article 11 hereof;

“DRCM”	means the Dispute Resolution Circle Model established under the principles adopted by the Assembly of Treaty Chiefs as the primary process for the Alberta Treaty First Nations to resolve differences and settle disputes;
“Elder”	means those individuals as identified by each Treaty First Nation of Alberta who teach about the vision of life that is contained in First Nation philosophies and handed down in ceremonies and traditional teachings;
“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;
“Member”	means a Member of the Corporation, as further defined in Article 3 herein;
“Officer”	means an individual appointed by the Board of Directors according to this By-law, including individuals appointed as any of the chair, co-chair, secretary, or treasurer;
“Ordinary Resolution”	means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
“Proposal”	means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
“Proxy”	means an individual who is entitled to vote at his or her First Nation elections and who is a member of a Treaty First Nation of Alberta within Treaty No. 6, Treaty No. 7, or Treaty No. 8, appointed to vote on behalf of a Representative by the Representative;
“Regulations”	means the regulations made under the Act, as amended, restated or in effect from time to time;
“Representative”	means the duly recognized Chief of a Treaty First Nation of Alberta that is a Member of the Corporation;
“Special Resolution”	means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
“Standard Member Resolution”	means a resolution passed by a majority of not less than 60% of the votes cast by the Representatives on that resolution;

- “Treaty Areas” means the Alberta portion of Treaty Area No. 6, Treaty Area No.7 and Treaty Area No.8;
- “Treaty First Nation of Alberta Processes” means the manner in which the Treaty First Nations in Alberta exercise decision-making and determine representation; Regional process reflects accountability and governance structure of the region; and
- “Youth” mean those members of a Treaty First Nation of Alberta between the ages of 15 and 29 years, who reflect the Treaty First Nations of Alberta youth perspectives in all political, social, economic, cultural and traditional matters.

1.2 Interpretation

In the interpretation of this by-law:

- (a) 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; and
- (b) other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE 2 - CORPORATE PROVISIONS

2.1 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be: 400, 9911 Chula Blvd, Tsuu Tina, Alberta, T2W 6H6, provided that, subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by special resolution be filed with the Minister.

2.2 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 secretary of the Corporation shall be the custodian of the corporate seal.

2.3 Financial Year End

The financial year end of the Corporation shall be March 31 in each year.

2.4 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any three (3) Officers and all contracts, documents and

instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board. 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.

2.5 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 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 Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

2.6 Borrowing Powers

Subject to the By-laws of the Corporation, the Board may from time to time by ordinary resolution;

- (a) borrow money on the credit of the Corporation, or
- (b) charge, mortgage, pledge all or any of the real or personal property of the Corporation, including book debt and unpaid call, rights, powers, franchises and undertaking to secure any such securities or any money borrowed or their debts; or any liability or obligation of the Corporation.

ARTICLE 3 - MEMBERS OF THE CORPORATION

3.1 Membership Conditions

- (a) All Treaty First Nations of Alberta are Members of the Corporation unless the Chief and Council of a Treaty First Nation of Alberta provides a Band Council Resolution to the Corporation opting out of or terminating membership.
- (b) 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).

3.2 Representation of Members

Each Member First Nation shall be represented at any meeting of Members, by their duly recognized Chief.

3.3 Votes to Govern at Members' Meetings

- (a) Subject to any specific requirements of the Act, decisions of the Members wherever possible shall be by consensus. When all reasonable avenues for achieving a consensus have been exhausted without success, and except as specified in Sections 13.1, 6.6, 4.4(c), 3.7(b), and 3.5 hereof, a Standard Member Resolution of the Representatives participating in the Members' meeting shall be sufficient to constitute a decision.
- (b) Each Treaty First Nation of Alberta shall have the right to exercise one vote through its Representative. A Treaty First Nation of Alberta Representative may appoint a Proxy to participate in a specific meeting of Members in the manner and to the extent authorized by the Proxy, in the place of the Representative.
- (c) Except as provided in section 4.3 (b), quorum is required to reach any decision.

3.4 Participation by Electronic Means at the Members' Meetings

If the Corporation 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 provisions 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 Corporation has made available for that purpose.

3.5 Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act:

(a) Absentee Voting

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:

- (i) 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;
- (ii) a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory

- (1) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the Proxy is to be used, or
 - (2) 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;
- (iii) 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;
- (iv) 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,
 - i. the meeting at which it is to be used,
 - ii. 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
 - iii. instructions on the manner in which the Member may appoint the proxyholder,
- (v) 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 subparagraph (d)(iv) 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;
- (vi) 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 attentions to the information;
- (vii) 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; and
- (viii) Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members (and if Section 199 applies, a special resolution

of each class of 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.

(b) **Electronic Ballot**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of the members may vote by telephonic, electronic or other communication facility if the Corporation has a system that:

- (i) Enables the votes to be gathered in a manner that permits their subsequent verification, and
- (ii) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

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 Corporation to change this method of voting by members not in attendance at a meeting of members.

3.6 Membership Dues

There shall be no membership fees or dues unless otherwise directed by a Standard Member Resolution.

3.7 Membership Transferability and Termination

- (a) Any Member may terminate its membership in the Corporation by delivering written notice in the form of a Band Council Resolution, to the Corporation, and lodging a copy of the same with the Secretary of the Corporation.
- (b) A membership may only be transferred to the Corporation. 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.

3.8 Effect of Termination of Membership

Subject to the Articles, upon any termination of the membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

ARTICLE 4- MEETING OF MEMBERS

4.1 Annual Meeting of Members

- (a) The Board shall call an Annual General Meeting of Members of the Corporation on or before by September 30, of each calendar year;
- (b) At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members.

4.2 Calling a Members' Meeting

- (a) A majority of the Board, or the President or Vice-President shall have power to call, at any time, a general meeting of the Members of the Corporation.
- (b) The Board shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than [20%] of the voting rights, or if the 3 Grand Chiefs of the 3 Treaty Areas, requisitions in writing a meeting of Members. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member or any Grand Chief who signed the requisition may call the meeting.

4.3 Quorum at Meetings and Meeting Adjournments

- (a) Quorum for any meeting of Members shall be 50% plus one (1) of the Representatives of the Members, or their duly appointed Proxies.
- (b) Meetings of Members may be adjourned with or without quorum to any time, date, or place, provided that notice of the new time, date and place shall be given in conformity with section 4.4 of this By-law, and provided that a meeting of Members adjourned for lack of quorum shall proceed on the adjourned date whether or not quorum is achieved.
- (c) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.4 Notice of Members Meeting

- (a) A minimum of fourteen (14) days written notice delivered by regular mail or electronic mail shall be given to each Member and each Representative of any Annual or general meeting of Members. A special general meeting of Members, for a specific or emergency purpose, may be called on written notice delivered by

regular mail or electronic mail thereof not less than five (5) business days in advance of the date set for such special meeting. Notice of any meeting where special business will be transacted shall contain sufficient information of the special business to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member of the right to vote by proxy.

- (b) Any Member, through their Representative or a Proxy, may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be their last address recorded on the books of the Corporation.
- (c) 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 Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

4.5 Persons Entitled to be Present at Members' Meetings

- (a) Each member of a Treaty First Nation Member of the Corporation has the right to attend all meetings of Members the Corporation, at their own cost, although their vote shall be exercised through their Representative.
- (b) 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 Members.

4.6 Time and Place

Meetings of the Members of the Corporation shall be held at such time on such days and at such place as the Board or as the Members who requisitioned a meeting of the Members pursuant to section 4.2(b) of these By-Laws, may from time to time determine and the 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.

4.7 Chair of Members' Meetings

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.

ARTICLE 5- POWERS OF THE CHIEF'S SENATE

5.1 Authority and Power to Delegate

The Chiefs' Senate shall give the authority to administer the affairs of the Corporation to the Board.

5.2 Accountability and Approval

The Board shall present an annual, and if appropriate a multi-year work-plan to the Chiefs' Senate on or before December 1 of each calendar year.

5.3 Approval

Approval of any work-plan shall be given by the Chiefs' Senate through a written resolution or through recording the decision in the minutes of a meeting where such work-plans were presented.

5.4 Meetings of the Chief's Senate

- (a) The Board shall call Quarterly Meeting of the Chiefs' Senate, based on the quarters of the financial year of the Corporation;
- (b) The Chiefs' Senate may call a Special Meeting of the Board at any time, if at least two (2) of the members of the Chiefs' Senate request such a Special Meeting;
- (c) The Chiefs' Senate may call a Special Meeting of the Chief's Senate at any time, if at least two (2) of the members of the Chiefs' Senate request such a Special Meeting;
- (d) A minimum of fourteen (14) days written notice delivered by regular mail or electronic mail shall be given to each Director and each member of the Chiefs' Senate in advance of the date set for any Quarterly Meeting of the Chiefs' Senate;
- (e) A minimum of five (5) days written notice delivered by regular mail or electronic mail shall be given to each Director and each member of the Chiefs' Senate in advance of the date set for any Special Meeting of the Board called by the Chiefs' Senate; and
- (f) A minimum of five (5) days written notice delivered by regular mail or electronic mail shall be given to each Member of the Chiefs' Senate in advance of the date set for any Special Meeting of the Chiefs' Senate.

ARTICLE 6 - BOARD OF DIRECTORS

6.1 Board of Directors

- (a) The property and business of the Corporation shall be managed by a Board of Directors, comprised of not less than two (2) individuals from each of Treaty 6, Treaty 7 and Treaty 8 areas in Alberta, as appointed by the Grand Chief of each Treaty Area, nominations for whom shall be received by each Grand Chief according to Treaty First Nation of Alberta Processes.
- (b) The number of Directors shall be determined at each Annual General Meeting according to the formula set out in section 6.2 of this By-law;
- (c) Directors must be individuals, not less than 18 years of age, with power under law to contract; and
- (d) The Board shall take such steps as they deem necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

6.2 Composition of Board of Directors

- (a) Unless increased by the Members by a Special Resolution at an Annual General Meeting, two (2) Directors' shall be appointed by each Grand Chief from each of the three Treaty Areas in Alberta, according to Treaty First Nation of Alberta processes;
- (b) Where the appointment of Directors is not made by one or more of the Grand Chiefs at the Annual General Meeting as herein required, the appointment of Directors for the relevant Treaty Area shall be made by the two (2) Chiefs from the Chiefs' Senate that represent the First Nation members of the applicable Treaty Area;
- (c) At each Annual General Meeting, the Assembly of Treaty Chiefs may exercise an option to appoint an Advisory Committee of up to three (3) persons to the Board, who shall perform advisory and communication functions in a non-voting capacity during the conduct of the Annual General Meeting; and
- (d) At any special or general meeting of the Members, the Members may appoint an Elder representative and/or a Youth representative to act, in an advisory and non-voting capacity to the Board, for the upcoming year or for any designated period of time as determined from time to time by ordinary resolution of the Members.

6.3 Term of Office

Directors shall each be appointed for a three (3) year term.

6.4 Eligibility and Disqualification of a Director

- (a) The following individuals shall not be appointed to the Board:
 - (i) a person who is found to be of unsound mind by a court in Canada or elsewhere;
 - (ii) a person who is an undischarged bankrupt.
- (b) A Director shall cease to hold office:
 - (i) upon becoming disqualified in accordance with section 6.4(a) of this By-law;
 - (ii) upon the Director's resignation therefrom, which shall be effective upon the dissolution or adjournment of the meeting at which the resignation is accepted and a successor is appointed;
 - (iii) if a Director is convicted of an indictable offence or any criminal offence against a person;
 - (iv) on his/her death.

6.5 Missed Meetings

If a Director has missed three (3) consecutive Board meetings, the Treaty First Nation Members within the Treaty area the Director represents will be notified in writing by the Secretary of the Corporation, and the Treaty First Nation Member may, at its discretion, notify the Corporation of the removal and replacement of the Director.

6.6 Removal/Replacement of Directors

- (a) At any time during the term of a Director appointed under section 6.1, the members of the applicable Treaty Area may, by notice in writing supported by a resolution signed by the designated signing officers of 2/3 of the First Nations Councils within that Treaty Area, and delivered to the director so removed and to the Corporation, remove and replace the director according to the Treaty First Nation of Alberta Processes of that Treaty Area; or
- (b) If at a special general meeting of Members, a resolution is passed by 51% of the votes cast by the Treaty Area members of the Treaty Area in which that director was appointed.

6.7 Calling Meetings of Board of Directors

- (a) Subject to Section 5.4(b), meetings of the Board shall be held from time to time at such place, at such time and on such day as the Chair or Co-Chair may determine; and

- (b) No person shall act for an absent Director at a meeting of Directors.

6.8 Teleconference

The Board may meet by teleconference provided that either a majority of the Directors consents to the meeting by teleconference or meetings by teleconference have been approved by resolution passed at a meeting of the Board. Teleconference facilities must permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

6.9 Meetings by Other Electronic Means

The Board may meet by other electronic means that permits each Director to communicate adequately with all of the other Directors, provided that:

- (a) the Board passes a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, and the procedure for establishing quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used; and
- (c) each Director has consented in advance to meeting by electronic means.

6.10 Notice of Meetings of Board of Directors

- (a) No formal notice of any meeting of the Board shall be required if all Directors are present, or if any Director who is absent has signified their consent to the meeting being held in that absence.
- (b) In all other circumstances, notice of every meeting shall be sent by:
 - (i) If notified by telephone or other electronic communication facility or delivered personally to each Director, at least seventy-two (72) hours before the time when the meeting is to be held; and
 - (ii) If notified by regular mail, at least fourteen (14) days prior to the date when the meeting is to be held, posted to the last known mailing address of each Director as recorded in the records of the Corporation.
- (c) Notices of a meeting of the Board must indicate in broad terms, the purpose of the meeting or the business to be transacted at the meeting.

6.11 Waiver of Notice

Any Director may, either before or after a meeting, waive notice. Attendance at a meeting is waiver of notice unless the Director attends for the purpose of objecting, and

does object to the transaction of all business on the grounds that the meeting is not lawfully called.

6.12 Quorum

Quorum shall be four (4) Directors, provided that at least one (1) Director from each of Treaty 6, Treaty 7 and Treaty 8 Areas shall be required to form quorum for the transaction of business by the Board.

6.13 Votes to Govern at Meetings of the Board of Directors

- (a) Except where the vote or consent of a greater number of Directors is required by the Act or these By-laws, decisions of the Board shall be made wherever reasonably possible by consensus or general agreement;
- (b) When all reasonable efforts to achieve consensus have been exhausted without success, a vote of 50% plus one of the Directors in attendance shall be sufficient to constitute a decision; and
- (c) Each Director is authorized to exercise one (1) vote.

6.14 Resolution in Writing

A copy of every resolution in writing shall be kept with the minutes of the meetings of Directors.

6.15 Remuneration of the Board

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred in the performance of their 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.

6.16 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.

6.17 Minutes of Board (and Executive Committee)

The minutes of the Board (or the minutes of the Executive Committee) shall be available to the Board, each of whom shall receive a copy of such minutes. Representatives of the Members of the Corporation may with written consent of the Chair, access copies of

specified Board or Executive Committee minutes upon request to the Secretary of the Corporation after delivery of the written consent of the Chair.

ARTICLE 7 - POWERS OF DIRECTORS

7.1 Authority

- (a) The Directors of the Corporation may administer the affairs of the Corporation jointly and equally in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter will or otherwise authorized to exercise and do; and
- (b) The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may Delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

7.2 Committees of the Board of Directors

- (a) The Board may establish committees and may appoint Members and non-Members to such committees and the persons so appointed will hold their positions on such committee at the pleasure of the Board, and may be removed and/or replaced at any time by an ordinary resolution of the Board. The Board shall determine the mandate and timeframes of such committees and may fix the remuneration, if any, to be paid to the persons appointed to of the committee.
- (b) There may be an Executive Committee composed of the Officers of the Corporation that shall be appointed as provided in this By-law, and shall be fixed with the responsibilities as stated herein. The Executive Committee shall exercise such powers as are authorized by the Board. Executive Committee Members may receive reasonable remuneration for serving as such, and are entitled to be reimbursed for reasonable expenses incurred in the exercise of their duty.
- (c) 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 the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Three 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.

ARTICLE 8-OFFICERS

8.1 Officers

The Officers of the Corporation shall at minimum:

- (a) be a Chair, a Co-chair, Secretary and Treasurer and any such other Officers as the Board may by resolution determine. The offices will be distributed equitably among the three (3) Treaty Areas;
- (b) Officers of the Corporation shall be appointed by resolution of the Board;
- (c) An Officer is not required to be a Director of the Corporation, except for the office of Chair and if one is appointed, the office of the President;
- (d) The Officers of the Corporation shall hold office for one (1) year from their date of appointment, or until their successor is appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time;
- (e) The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment; and
- (f) Remuneration for all officers, agents and employees and committee members shall be fixed by the Board by resolution.

8.2 Duties of Officers

- (a) The Chair shall preside at all meetings of the Corporation and of the Board. The Chair shall see that all orders and resolutions of the Board are carried into effect. The Chair shall be entitled to exercise a vote at meetings of the Board of Directors and Executive, but shall have no second casting vote in the event of a tie;
- (b) In the absence or disability of the Chair, the Co-chair will perform such other duties as shall from time to time be imposed upon him/her by the Board;
- (c) The Treasurer shall keep or cause to be kept proper accounting records for the Corporation. The Treasurer shall deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank accounts. Under the direction of the Board, the Treasurer shall supervise the safekeeping of assets and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board, whenever required, an account of all of his or her transactions as treasurer and of the financial position of the Corporation. The

Treasurer shall also perform such other duties as may from time to time be directed by the Board;

- (d) The Secretary shall attend all meetings and shall record or cause to be recorded minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board. The Secretary shall be custodian of the seal of the Corporation;
- (e) The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them; and
- (f) The National First Nation Information Governance Center shall appoint an individual to act as the liaison between the national organization and the Corporation and the individual so appointed shall represent the Corporation and advance the Corporation's position in all relevant matters to the national level and shall report to the Corporation on all decisions or pending decisions made at the national level that will, or that have the potential to, impact on the business and processes of the Corporation.

ARTICLE 9- DUTIES & LIABILITIES

9.1 Duties of Directors and Officers

Every Director and Officer of the Corporation in exercising their powers and discharging their duties 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.

9.2 Indemnities to Directors and Officers

Every Director and Officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- (a) all costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of office or in respect of any such liability, except as occasioned by his or her own wilful neglect or default; and

- (b) all other costs, charges and expenses, which sustained or incurred by the Director or Officer in or about or in relation to the affairs thereof, except as occasioned by his or her own wilful neglect or default.

9.3 Disclosure of Interest in Contracts

Every Director and every Officer of the Corporation:

- (a) who has a direct or indirect interest in a material contract or proposed material contract with the Corporation shall disclose the nature and extent of the interest to the Corporation. Disclosure must either be made in writing to the Corporation or by requesting that it be entered into the minutes of meetings; and
- (b) All such disclosure shall be made as soon as the Director becomes aware of the conflict or the potential conflict, and an interested Director shall not vote on any resolution to approve the contract or transaction, unless a majority of the non-conflicted Directors agree to permit the conflicted Director to cast a vote notwithstanding the disclosed conflict.

9.4 Contract Validity

A contract or transaction for which disclosure is required under section 9.3 will still be valid, even if the Director/Officer in conflict was present at the meeting or was counted to determine quorum, provided:

- (a) Disclosure of the interest was made in accordance with section 9.3 and the Act;
- (b) The Board approved the contract or transaction; and
- (c) The contract or transaction was reasonable and fair to the Corporation when it was approved.

9.5 Discipline of Members and of Directors

The Board shall have authority to suspend or expel any Member or any Director from the Corporation for any one or more of the following grounds:

- (a) Violating any provisions 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 board in its sole discretion;
- (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 or a Director should be expelled or suspended from membership or from the position of Director, the President, or such

other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member or the Director and shall provide reasons for the proposed suspension or expulsion. The Member or Director may make written submissions to the President, 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 President, the President, or such other officer as may be designated by the Board, may proceed to notify the Member or the Director that he or she is suspended or expelled from membership or from his or her position as a Director 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 or the Director 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, but a Director who is suspended or expelled may, within ten (10) days of receiving the Board's decision, appeal in writing to the Board, whereupon the Board shall convene within thirty (30) days an appeal panel comprised of the Chairperson, the Grand Chief of the Treaty Area that initially appointed the Director, and an Elder from the Treaty Area that initially appointed the Director, and the appeal panel shall hear submissions from the Board and from the Director and shall render a decision in writing within twenty (20) days following the appeal hearing, which decision shall be final and binding on the Director without any further right to appeal, and during the period between the Board's decision and the appeal panel decision, the Director shall remain suspended or expelled.

ARTICLE 10- ACCOUNTABILITY AND FINANCIAL REPORTING

10.1 Annual Report to Chiefs in Assembly

To reflect the Membership structure and the importance of First Nations' accountability to First Nations' government, the Corporation shall provide annual reports to the Members, Representatives and any other First Nation organization of its Members that request the report as outlined in section 6.17. The report shall contain the following items:

- (a) Chair's report;
- (b) Listing of current membership, Board, Officers and key staff;
- (c) Annual audited financial statements;
- (d) Report on activities and operations; and
- (e) Any other information that the Board deems relevant.

If requested, the Chair (or alternate) shall attend with the Chiefs' Senate and Treaty First Nations of Alberta to provide a written report on the activities of the Corporation.

10.2 Consultation

As required to meet the mandate needs and activities of the Corporation, the Corporation may directly consult with and provide reports to Chiefs' Senate, and any other First Nation organization of the Corporation's Members.

10.3 Auditor

The Members shall, at each Annual General Meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

10.4 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 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 subsection 172(1) 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 or by prepaid mail.

ARTICLE 11 – DISPUTE RESOLUTION

11.1 Dispute Resolution Principles

The Assembly of Treaty Chiefs and the members of the Treaty First Nations within the Treaty Areas continue to promote the Treaty First Nation of Alberta Processes that uphold and incorporate the values, principles and integrity of the Treaty First Nations and that recognize that as one of the three orders of government in Canada, the Treaty First Nations follow processes that reflect mutual respect, coexistence and information sharing through collaboration and cooperation.

11.2 Dispute Resolution Process

Where disagreements or disputes that cannot be resolved through the operational policies of the Corporation arise between:

- (a) the Corporation and the Assembly of Treaty Chiefs;
- (b) an officer or director of the Corporation and the Corporation;
- (c) a senior employee of the Corporation and the Corporation;
- (d) a Member of the Corporation and the Corporation;

- (e) a member or entity of one of the Alberta Treaty First Nations and the Corporation;

the dispute shall first be brought before the Adjudication Authority in a Circle Meeting conducted in accordance with the DRCM, and the determination of the Adjudication Authority shall be final and binding on the parties to the dispute except where the determination addresses a point of law that would otherwise fall within the exclusive jurisdiction of a federal or provincial court. In such an event, either of the parties to the dispute may bring the matter before a court of competent jurisdiction pursuant to the procedures established by that court, if they disagree with the determination of the Adjudication Authority.

11.3 Limitations

If a dispute is between parties that fall within section 11.2, and the nature of the dispute is one that would otherwise fall within the exclusive jurisdiction of a federal or provincial court, and a limitation period in relation thereto may expire prior to a determination by the Adjudication Authority, or within 60 days after a determination by the Adjudication Authority can reasonably be expected to be received, either party to the dispute may commence an action in the appropriate court to ensure compliance with the limitation periods. In such an event, the party commencing the action shall not pursue the matter through the federal or provincial courts until the Adjudication Authority has made a determination. Where the parties are satisfied with the determination of the Adjudication Authority, the party that commenced the action in the federal or provincial court shall forthwith withdraw the action.

11.4 Outside Disputes

The Corporation shall at all times use its best efforts to establish within its contracts and agreements with third parties who are not Alberta Treaty First Nation members or entities, a dispute resolution process that requires:

- (a) the first formal attempt at resolution of a disagreement or dispute to be made through the DRCM;
- (b) where the DRCM does not bring about a resolution satisfactory to the parties, the dispute shall be determined by the Mediation and Arbitration process pursuant to Article 11.5 of this By-law.

11.5 Mediation and Arbitration

- (a) In the event that a dispute or controversy among Members, Directors, officers, committee members or volunteers 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:

- (i) 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 of the Corporation) 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.
 - (ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.
 - (iii) 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 the parties to the dispute. The parties agree that all proceedings related 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.
- (b) 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.

11.6 Circle Meetings

The Board, the Chairperson of the Board, the Managing Director, or the President shall have power to call a Circle Meeting the date, time and place for such meeting to be determined with consent of the Adjudication Authority and in accordance with the dispute resolution process described in Article 11 of this By-law.

11.7 Circle Meeting Configuration

Any Circle Meeting shall be organized and conducted in a venue that accommodates a circular arrangement of the participants, with persons entitled to participate modified to take into account the particular purposes of the Circle Meeting and to conform to the specifications set by the Adjudication Authority from time to time.

11.8 Conduct of a Circle Meeting

A Circle Meeting shall be held with all those individuals comprising the Adjudication Authority present in person and the procedures of a Circle Meeting, and the manner in

which it is conducted and decisions are made, shall be in accordance with the Circle Meeting Policies and Procedures established by the Adjudication Authority from time to time, following the principles and traditions of the Treaty First Nations of Alberta Processes pursuant to Article 11.1 of this By-law.

ARTICLE 12 – GENERAL PROVISIONS

12.1 Dispute Resolution

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 the dispute resolution mechanisms as provided in Article 11 of this By-law.

12.2 Method of Giving Any 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 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 section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- (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 letterbox; and a notice so sent by any means 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 of other

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

12.3 Insurance of the Board

Upon approval by the Board of Directors from time to time, the Corporation shall purchase and maintain insurance for the benefit of any Director, Officer, or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 13- BY-LAW AMENDMENTS

13.1 Amendments

The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by resolution passed by the Members, in the following manner:

- (a) By an Ordinary Resolution passed at a general meeting of Members, provided not less than fourteen (14) days notice specifying the content of the proposed resolution has been duly given;
- (b) By a resolution proposed as a Standard Member Resolution at a general meeting of Members, where the resolution is passed by not less than 60% of the Representatives of the Members who are entitled to attend and vote at meetings of Members, or where a different majority percentage is prescribed by the Act in relation to the subject matter of the proposed special resolution, by such prescribed majority; and
- (c) By a written resolution passed without the calling of a meeting of Members, where all the Representatives of the Members endorse their consent thereto;

provided, however, that any repeal or amendments of such by-laws shall not be enforced or acted upon until approval of the Ministry of Industry is received.

13.2 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.

ENACTED BY RESOLUTION OF THE BOARD OF DIRECTORS on the _____ day
of _____, 2011.

Chair

Secretary

APPROVED BY SPECIAL RESOLUTION OF THE MEMBERS on the _____ day
of _____, 2011.

DRAFT