

GENERAL BY-LAW

A By-law relating generally to the
activities and affairs of

INUIT CIRCUMPOLAR COUNCIL (CANADA) INC.

(the “Corporation”)

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws of the Corporation, capitalized terms used but not otherwise defined will have the same meaning as in the Act (as defined below). In addition:

- 1.1.1 “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made thereunder, as it may be amended or replaced;
- 1.1.2 “**Articles**” means the articles of continuance of the Corporation;
- 1.1.3 “**Board**” means the board of Directors of the Corporation;
- 1.1.4 “**By-laws**” means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;
- 1.1.5 “**Delegate**” means an individual other than the Member Representative selected by a Member to attend and participate in a meeting of the Members on behalf of that Member pursuant to Section 3.4;
- 1.1.6 “**Director**” or “**Directors**” means any one or more persons, respectively, who from time to time have been duly elected by the Members to serve on the Board;
- 1.1.7 “**Executive Director**” means the executive director of the Corporation;
- 1.1.8 “**Member**” or “**Members**” means any one or more of the members of the Corporation, respectively, who are set out in Section 3.1.1;
- 1.1.9 “**Member Representative**” means an individual authorized by a Member to represent that Member at meetings of Members pursuant to Section 3.3;
- 1.1.10 “**Officer**” or “**Officers**” means any one or more persons, respectively, who have been elected or appointed as officers of the Corporation in accordance with the By-laws;
- 1.1.11 “**President**” means the president of the Corporation;
- 1.1.12 “**Permanent Participants**” means Inuit Tapiriit Kanatami together with each of the Pauktuutit Inuit Women’s Association and the National Inuit Youth Council;
- 1.1.13 “**Permanent Participant Representative**” means the respective presidents of the Permanent Participants;
- 1.1.14 “**Secretary/Treasurer**” means the secretary/treasurer of the Corporation;
- 1.1.15 “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

1.1.16 “**Vice-President, International Affairs**” means the vice-president, international affairs; and

1.1.17 “**Vice-President, National Affairs**” means the vice-president, national affairs.

1.2 Interpretation

1.2.1 The Inuktitut and English versions of these By-laws are equally authoritative, and in the event of any ambiguity or vagueness in the Inuktitut version, the English version may be consulted for interpretation, and *vice versa*.

1.2.2 In the By-laws, words importing the singular number include the plural and *vice versa* and words importing the masculine gender include the feminine and neuter genders.

1.2.3 The words “includes” or “including” as used in the By-laws mean includes or including without limitation.

1.2.4 The word “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

1.2.5 The division of the By-laws into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-laws.

ARTICLE 2 BUSINESS OF THE CORPORATION

2.1 Corporate Seal

The Corporation may have a corporate seal in a form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary/Treasurer of the Corporation shall be the custodian of the corporate seal.

2.2 Registered Office

Unless changed in accordance with the Act, the registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

2.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be March 31st of each year.

2.5 Execution of Documents

Contracts, documents or other instruments in writing requiring the signature of the Corporation, shall be signed by an Officer together with a senior staff member, 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 the power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

ARTICLE 3 MEMBERSHIP

3.1 Membership

3.1.1 There shall be one (1) class of Members of the Corporation, consisting of: (a) Inuvialuit Regional Corporation; (b) Makivik Corporation; (c) the Nunatsiavut Government; and (d) Nunavut Tunngavik Inc. For greater certainty, the Members shall be equal in status and in rights.

3.1.2 The membership fees shall be set annually by the Board.

3.2 Removal of Members

Membership in the Corporation, and all rights relating thereto, is terminated when:

3.2.1 the Member withdraws by delivering a written notice to the Executive Director or such other individual acting in the place thereof, which resignation will take place upon delivery;

3.2.2 the Member fails to pay such membership fees as may be determined from time to time by the Corporation or otherwise fails to comply with all of the membership policies of the Corporation, whereupon a resolution of the Board confirming such termination shall be passed;

3.2.3 at a Members' meeting, a resolution of the Members is passed by not less than three-quarters (3/4) of the votes cast on the question of the termination of the Member; or

3.2.4 the Member ceases to be a legal entity in good standing.

3.3 Member Representatives

Each Member shall, from time to time, designate a Member Representative to represent and exercise the powers of the Member at meetings of the Members. Each Member shall promptly advise the Corporation in writing of any change to the identity of its Member Representative.

3.4 Delegates

- 3.4.1 Prior to the annual meeting of the Members, the Members may select such number of Delegates as authorized by the Board, provided such number is no less than two (2), to attend and participate in the meeting in accordance with these By-laws. For greater certainty, all of the Members shall be entitled to select an equal number of Delegates.
- 3.4.2 Delegates (or substitutes for Delegates in the event the Delegates cannot attend) shall be selected by the Member in accordance with any by-laws, rules, policies or procedures of that Member.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Annual Meetings

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, not: (a) more than fifteen (15) months after the holding of the last preceding annual meeting; and (b) later than six (6) months after the end of the Corporation's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- 4.1.1 elect Directors in accordance with Section 5.3;
- 4.1.2 review and consider for approval the report from the President;
- 4.1.3 receive the financial statements and the report of the public accountant for the previous financial year;
- 4.1.4 appoint the public accountant;
- 4.1.5 review and consider for approval the minutes of any previous Members' meeting; and
- 4.1.6 transact any other business that may be properly brought before the Members.

4.2 Special Meetings

The Board shall have the power to call at any time a special meeting of the Members. In addition, the Board shall call a meeting of the Members on the written requisition of a Member for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

4.3 Place of Meetings

The annual meeting or any special meeting of the Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the

Board shall appoint. A meeting of the Members may be held at a place outside of Canada if all of the Members agree that the meeting is to be held at that place.

4.4 Chair of Members' Meetings

The President or, in the President's absence, the Vice-President, National Affairs, shall be the chair of any meeting of the Members. Where neither is present, the Members Representatives present may choose any individual who is present to act as chair.

4.5 Meeting by Electronic Means, etc.

Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, 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 participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting.

4.6 Notice of Meetings

4.6.1 Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

4.6.1.1 by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

4.6.1.2 by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

4.6.2 Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section 4.6.2, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".

4.6.3 Notice of any annual meeting shall include a statement informing the Members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the Corporation and that the Members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.

4.7 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be the Member Representatives, Delegates, the Directors, the Permanent Participant Representatives, the Officers, the public accountant of the Corporation and any other person(s) who may be admitted on the invitation of the chair of the meeting or with the consent of the Members.

4.8 Waiver of Notice

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member Representative at a meeting of Members is a waiver of notice of the meeting, except where that Member Representative attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.9 Quorum

Not less than three (3) Members will constitute a quorum at a meeting of Members.

4.10 Manner of Voting

4.10.1 Each Member, through their Member Representative, is entitled to one (1) vote at a meeting of Members.

4.10.2 Except for the election of the President and the Vice-President, International Affairs, which shall be conducted in accordance with Section 8.2, or unless specifically provided by the By-laws or the Act, at all meetings of Members, every question will be determined by a majority vote of the Members.

4.10.3 Except where a ballot is demanded, each vote cast by a Member participating in a meeting of the Members by means of a telephonic, electronic or other communication facility made available by the Corporation shall be recorded in the minutes of the Corporation. Where a ballot is demanded, each vote cast by a Member shall be gathered in a manner that permits (a) its subsequent verification, and (b) the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.10.4 The chair of the meeting shall not be entitled to a second or casting vote.

4.11 Adjournments

Any meeting of the Members may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned:

4.11.1 for less than thirty-one (31) days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or

- 4.11.2 by one (1) or more adjournments for an aggregate of more than thirty (30) days, notice of the adjournment will be given as if for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

4.12 Resolution in lieu of Meeting

Subject to the Act, a resolution in writing signed by all of 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 Members. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Member may submit their written signature by facsimile, email or other functionally equivalent electronic means of transmission.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Powers of the Board

5.1.1 The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

5.1.2 Without limiting the generality of the foregoing, the Board may, without the authorization of the Members:

5.1.2.1 borrow money on the credit of the Corporation;

5.1.2.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

5.1.2.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

5.1.2.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Board may, by resolution, delegate the powers referred to in this Section 5.1.2 to a Director, a committee of Directors or an Officer.

5.2 Number of Directors

The Board will consist of four (4) Directors.

5.3 Election of Directors

- 5.3.1 The Directors shall be elected by the Members at annual meetings of the Members in accordance with the slate described at Section 5.3.2. At the time of election or re-election, a Director shall not be a member of any legislature, whether federal, provincial or territorial. At least two (2) of the Directors on the Board shall not be Officers or employees of the Corporation.
- 5.3.2 At each annual meeting of the Members, a slate of candidates shall be put forward by the Corporation for election by the Members with a view to ensuring that the Board at all times includes:
- 5.3.2.1 one (1) Director nominated by the Inuvialuit Regional Corporation;
 - 5.3.2.2 one (1) Director nominated by the Makivik Corporation;
 - 5.3.2.3 one (1) Director nominated by the Nunatsiavut Government; and
 - 5.3.2.4 one (1) Director nominated by Nunavut Tunngavik Inc.
- 5.3.3 For greater certainty, there shall be no nominations from the floor of any Members' meeting.

5.4 Term of Directors

Each Director elected hereunder will have a term which shall continue until their successor is elected, provided that, in accordance with the Act, such term may not exceed four (4) years from the date of election. Subject to these By-laws, each Director will be eligible for re-election as a Director.

5.5 Removal of Directors

- 5.5.1 The office of Director shall be automatically vacated:
- 5.5.1.1 if the Director is less than eighteen (18) years of age;
 - 5.5.1.2 if the Director is declared incapable by a court in Canada or in another country;
 - 5.5.1.3 if the Director has the status of a bankrupt; or
 - 5.5.1.4 on the Director's death.
- 5.5.2 The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.6 Vacancies

5.6.1 A quorum of the Board shall fill a vacancy among the Directors with a nominee of the Member who nominated the Director who has vacated his or her office. A quorum of the Board may not fill a vacancy resulting from:

5.6.1.1 a failure to elect the number or minimum number of Directors provided for in the Articles; or

5.6.1.2 an increase in the number or the minimum or maximum number of Directors provided for in the Articles.

5.6.2 Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Section 5.6.1, the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

5.6.3 A Director appointed under Section 5.6.1 will only hold office for the unexpired term of their predecessor.

5.7 Remuneration and Expenses

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. The Directors will not be entitled to be reimbursed for travel or other expenses incurred by them in attending meetings of the Board or any committee of the Board.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in Section 11.4 to the Directors not less than ten (10) days before the time when the meeting is to be held. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

6.2 Place of Meetings

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada, as determined by the President in consultation with the Board.

6.3 Meeting by Electronic Means, etc.

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permits all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

6.4 Calling of Meetings

The Board shall meet on one (1) or more occasions in each financial year, at a time to be determined by the President in consultation with the Board. Board meetings may be called by the President, the Vice-President, National Affairs, or any two (2) Directors at any time.

6.5 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

6.6 Quorum

A majority of the number of, but not less than three (3), Directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

6.7 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

6.8 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

6.9 Minutes

The Board shall see that all minutes of the Corporation are regularly and properly kept.

6.10 Persons Entitled to be Present

The only persons entitled to be present at, and to receive notice of, a meeting of the Board will be Directors, the Permanent Participant Representatives, the President, the Vice-President, International Affairs, the Vice-President, National Affairs and any other person(s) who may be admitted on the invitation of the chair of the meeting or with the consent of the Board. For greater certainty, the Permanent Participant Representatives, the President, the Vice-President, International Affairs and the Vice-President, National Affairs may propose agenda topics and participate in Board meetings, but shall not be entitled to vote at such meetings.

ARTICLE 7 COMMITTEES

7.1 Committees of the Board

The Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

7.2 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

7.3 Procedure

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

ARTICLE 8 OFFICERS

8.1 Officers

The Officers of the Corporation shall be the President, Vice-President, International Affairs, Vice-President, National Affairs, Secretary/Treasurer, Executive Director, and such other Officers as the Board may determine. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles and the By-laws.

8.2 Election of President and Vice-President, International Affairs

In accordance with the rules and regulations in force from time to time:

- 8.2.1 the President and the Vice-President, International Affairs shall each be elected at the annual meeting of Members for a term of four (4) years by a majority vote of the Vice-President, National Affairs, Member Representatives, Delegates, each of whom shall have one (1) vote for this purpose;
- 8.2.2 an Inuk individual may become a candidate for the position of President or Vice-President, International Affairs by submitting a written declaration of candidacy to the Executive Director or such other individual acting in the place thereof no fewer than twenty (20) days prior to the meeting of the Members at which the position of President or Vice-President, International Affairs is to be filled. The declaration must be accompanied by the signatures of support of at least twenty (20) other Inuit; and
- 8.2.3 a Member may nominate, by way of a notice in writing to the Executive Director or such other individual acting in the place thereof, any one (1) Inuk individual for the position of President or Vice-President, International Affairs not fewer than twenty (20) days prior to the meeting of Members at which the position of President or Vice-President, International Affairs is to be filled,

provided that any member of the staff of the Corporation who wishes to run for the office of President or Vice-President, International Affairs and who resigns his or her position with the Corporation as a result of such candidacy, will not be automatically reinstated in his or her former position in the event such individual is not successful in the election.

8.3 Duties of President

The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Members, meetings of the Board, and any meetings of the Officers. The President shall carry out the decisions and directions of the Board, and oversee the general and active management of the activities and affairs of the Corporation. In performing these duties, the President shall normally reside in Ottawa, unless otherwise directed or approved by the Board.

8.4 Vice-President, International Affairs

The Vice-President, International Affairs shall be elected in accordance with Section 8.2 and shall hold office as Vice-President, International Affairs until a successor is elected. The primary responsibility of the Vice-President, International Affairs shall be to attend all meetings of the Inuit Circumpolar Council (International) and to perform such other duties as shall from time to time be imposed upon him or her by the Board.

8.5 Vice-President, National Affairs

The Vice-President, National Affairs shall be the current president of the Inuit Tapiriit Kanatami who shall hold office as Vice-President, National Affairs until a successor president of the Inuit

Tapiriit Kanatami is appointed. The Vice-President, National Affairs shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board. The Vice-President, National Affairs shall work together with the President in the day to day operations of the Corporation and shall act as liaison to Inuit Tapiriit Kanatami.

8.6 Secretary/Treasurer

The Secretary/Treasurer shall be appointed or re-appointed by the Board from among the Directors at the first Board meeting following the annual meeting of the Members. The Secretary/Treasurer shall hold office for a term of one (1) year or until their successor is appointed, whichever is later. The Secretary/Treasurer shall, in co-operation with the President and Vice-President, National Affairs, have overall responsibility for the sound financial operation and administration of the Corporation. In addition, the Secretary/Treasurer shall oversee:

- 8.6.1 the deposit and safe-keeping of corporate funds and securities and other valuables;
- 8.6.2 appropriate disbursement of funds in accordance with budgets and similar financial plans and directions adopted by the Board;
- 8.6.3 the maintenance of appropriate financial books and records;
- 8.6.4 the recording of minutes and votes of Member meetings, Board meetings, and other meetings, as applicable;
- 8.6.5 the appropriate use of the corporate seal; and
- 8.6.6 such other duties as may be prescribed by the Board or President, under whose supervision the Secretary/Treasurer shall be.

8.7 Executive Director

In addition to any other duties that the Board may specify, the Executive Director shall have responsibility for the day-to-day operations and management of the Corporation. The Executive Director will be engaged by way of a contract of employment or contract for services.

8.8 Term of Office

- 8.8.1 Each Officer shall continue in office until:
 - 8.8.1.1 they resign by delivery of a written resignation to the Executive Director or such other individual acting in the place thereof, which resignation will take effect upon delivery;
 - 8.8.1.2 a resolution is passed by not less than seventy-five percent (75%) of the Members that the President, Vice-President, International Affairs, or Secretary/Treasurer be removed from office;

- 8.8.1.3 with respect to the Vice-President, National Affairs, the Inuit Tapiriit Kanatami removes its president from office;
 - 8.8.1.4 they are replaced by a successor;
 - 8.8.1.5 the Secretary/Treasurer ceases to be a Director of the Corporation;
 - 8.8.1.6 a resolution is passed by not less than seventy-five percent (75%) of the Members that the Officer be removed from office for breaching any code of conduct for Directors and Officers of the Corporation; or
 - 8.8.1.7 the Officer's death.
- 8.8.2 If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

8.9 Remuneration

The Board shall determine from time to time the remuneration and other conditions of employment or service of the President and the Executive Director. The Inuit Tapiriit Kanatami shall determine and shall pay the remuneration of the Vice-President, National Affairs. However, where the Vice-President, National Affairs attends a Board meeting or a Member's meeting that does not take place on the same day as a meeting of the board of directors or members of Inuit Tapiriit Kanatami, the transportation and accommodation of the Vice-President, National Affairs shall be provided by the Corporation. The Vice-President, International Affairs shall be paid by the Corporation for all transportation and accommodation expenses, as well as compensation for time spent in performing the duties of the Corporation where authorized by the Board. The Secretary/Treasurer shall not receive any remuneration, honorarium or per diem payment for attendance at any Members' meeting or meeting of the Board but the Corporation shall provide for the transportation and accommodation expenses of the Secretary/Treasurer who attends meetings of the Officers of the Corporation at other times.

ARTICLE 9 PUBLIC ACCOUNTANT

9.1 Public Accountant

At each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

ARTICLE 10 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.1 Limitation of Liability

Subject to the provisions of the Act and to Section 10.4, 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, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, 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.

10.2 Advance of Costs

Subject to Section 10.4, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 10.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 10.3.

10.3 Limitation

The Corporation may not indemnify an individual under Section 10.1 unless the individual:

- 10.3.1 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 Director or Officer or in a similar capacity at the Corporation's request; and
- 10.3.2 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 their conduct was lawful.

10.4 Derivative Actions

The Corporation shall, with the approval of a court, indemnify an individual referred to in Section 10.1, or advance moneys under Section 10.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement 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 10.1 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 10.3.

10.5 No Restriction

The Corporation will also indemnify the individuals referred to in Section 10.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

10.6 Insurance

The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

ARTICLE 11 MISCELLANEOUS

11.1 Conflicts of Interest

Any Director or Officer who has, directly or indirectly, another interest in a matter involving the Corporation shall declare such interest to the extent and in the manner required by the Act, and by such other rules and regulations as may be adopted by the Board.

11.2 Confidentiality

Directors, Officers, Member Representatives, Delegates, and the Permanent Participants shall keep confidential all confidential information of the Corporation, including trade secrets, accounting records, data, documents, information or other material relating to the activities and affairs of the Corporation.

11.3 Rules

The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the management of the activities and affairs of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of Members when they shall be confirmed and in the absence of confirmation at such annual meeting, shall at and from that time cease to have force and effect.

11.4 Method of Giving Notice

11.4.1 A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 11.4 to a Member or Director of the Corporation is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.

11.4.2 The accidental omission to give any notice to any Member, Director, Officer, Permanent Participant, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not

affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

ARTICLE 12 BY-LAW AMENDMENTS

12.1 Amendments

The Board may, by resolution, make, amend or repeal any By-laws that regulate the activities and affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Special Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.