MNAASGED CHILD AND FAMILY SERVICES CORPORATION

BY-LAW# 1

A By-law relating generally to the conduct of the affairs of the Mnaasged Child and Family Services Corporation

WHEREAS by Letters Patent dated the 20th day of February 2003 the Mnaasged Child and Family Services Corporation (the **"Corporation")** was incorporated;

AND WHEREAS the Corporation wishes to enact this revised By-law respecting the conduct of its affairs;

THEREFORE, BE IT ENACTED as a By-law of the Corporation as follows;

1. INTERPRETATION

1.01 In this By-law, unless the context requires otherwise:

(a) the singular includes the plural;

(b) the masculine gender includes the feminine;

(c) **"Applications for Candidacy"** has the meaning set out in subsection 1(d) of Schedule A hereto;

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

(e) **"By-law"** means this By-Law #1;

(f) **"Candidate Undertaking"** has the meaning set out in subsection 1(e)(ii) of Schedule A hereto;

(g) **"Community Directors"** has the meaning set out in section 7.01 hereto;

(h) **"Corporations Act"** means the *Corporations Act,* R.S.O. 1990, Chapter 38, as amended, and any statute enacted in substitution therefore from time to time;

(i) **"Council of Elders"** has the meaning set out in section 11 hereto;

U) **"CYFSA"** means the *Child, Youth and Family Services Act* (Ontario), as amended and any statutes enacted in substitution therefore, from time to time;

(k) **"Documents"** includes deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures other securities and all paper writing;

(l) **"First Nation Representative Director"** has the meaning set out in section 7 hereof;

(m) **"Letters Patent"** means the Letters Patent of the Corporation and any Supplementary Letters Patent of the Corporation;

(n) **"Mnaasged Sacred Bundle"** has the meaning set out in section 5.01 hereof;

(o) **"Nominating Committee"** has the meaning set out in subsection 2(a) of Schedule A hereto;

(p) **"Participating First Nations"** means the six (6) First Nations identified in section 4 hereof;

(q) **"Recorded Address"** means the address of any member, director, officer, auditor of the Corporation or members of a committee of the Board, as recorded on the books of the Corporation;

(r) **"Sacred Bundle Keeper"** has the meaning set out in section 5.02 hereto;

(s) **"Selected Candidate"** has the meaning set out in subsection 2(d)(i) of Schedule A hereto;

(t) **"Selection Year"** has the meaning set out in subsection 7.01(a) hereof;

(u) **"Statement of Interest"** has the meaning set out in subsection 1(e)(i) of Schedule A hereto.

(v) **"Submission Period"** has the meaning set out in subsection 1(b)(ii) of Schedule A hereto; and

(w) **"Submission Period Notice"** has the meaning set out in subsection 1(a) of Schedule A hereto.

1.02 Schedule A - Community Director Candidate Submission and Selection Process, which is attached to this By-law, is and forms an integral part of this By-law.

2. CORPORATE SEAL

An impression of the seal of the Corporation is stamped below. It must be stamped on all legal or official documents of the Corporation, such as contracts and other written agreements.

3. HEAD OFFICE

The Head Office of the Corporation shall be located at:

311 Jubilee Road
Muncey, Ontario
NOL 1Y0

or at such other place as the Board may from time to time determine.

4. CYFSA AND OPERATIONS OF THE CORPORATION

The Corporation shall operate as a child and family service authority under the CYFSA for members of the below listed First Nations and other indigenous persons, in the geographic areas of: County of Middlesex including City of London, Lambton County including City of Sarnia, County of Elgin including City of St. Thomas, County of Chatham/Kent, County of Essex including City of Windsor. The following First Nations have designated the Corporation for purposes of its being a child and family services authority pursuant to the CYFSA:

FIRST NATION NAME	RESERVE NUMBER
AAMJIWNAANG FIRST NATION	45
CALDWELL FIRST NATION	N/A
CHIPPEWAS OF KETTLE & STONY POINT FIRST NATION	43/44
EELUNAAPEEWI LAHKEEWIIT	47
MUNSEE-DELAWARE NATION	1
ONEIDA NATION OF THE THAMES	41

5. SACRED BUNDLE

5.01 The Corporation has adopted and established the **"Mnaasged Sacred Bundle",** which is intended to capture and translate the cultural teachings, principles and values of the Participating First Nations in a manner which will assist and inform the Corporation in pursuing its undertakings.

5.02 The Board will, from time to time, appoint from among its members an individual who will fill the role of **"Sacred Bundle Keeper".** The role of the Sacred Bundle Keeper shall be to revisit and review the Mnaasged Sacred Bundle, from time to time, in order to: review its content and meaning with new directors as they are appointed to the Board; and encourage the Board and its members to strengthen their knowledge and understanding of the Mnaasged Sacred Bundle.

5.03 The Board shall, from time to time, designate a member of the Corporation's staff to assist the Sacred Bundle Keeper in fulfilling their role.

6. MEMBERSHIP

The membership of the Corporation shall be made up of 18 members. Each of the Participating First Nations shall be entitled to designate a maximum of three (3) individuals who are to be members of the Corporation; provided that, in all circumstances one of those three (3) individuals must be their respective nominee to the Board. Each of the Participating First Nations shall be, entitled to change their own designations of the individuals who are to be members of the Corporation, from time to time, so long as such change is supported by a Band Council Resolution **("BCR").** Any Community Director appointed as such shall, as a result of such appointment, be deemed to be a member of the Corporation for purposes of the *Corporations Act* (and the requirements of section 286(1) thereof), for the period that such individual is a Community Director.

6.01 ELIGIBILITY FOR MEMBERSHIP

To be eligible to be a member of the Corporation, a person must be:

(a) A member of a Participating First Nation;

(b) Designated to be a member of the Corporation by a BCR made by his or her Participating First Nation and that designation shall not have been withdrawn

(although this requirement shall not apply to individuals who are deemed to be members by virtue of having been appointed a Community Director); and

(c) An individual and 18 years of age or older.

6.02 RESIGNATION

Any member may withdraw as a member of the Corporation by notifying the Secretary of the Corporation of that member's resignation in writing.

6.03 MEMBERSHIP REGISTER

A membership register of current members is to be maintained by the Secretary of the Corporation at the head office of the Corporation, along with copies of the respective BCRs evidencing a current member's designation for membership, as applicable.

6.04 MEMBER MEETINGS

The Board shall call an annual general meeting of members of the Corporation between September and November of each year. The directors of the Corporation are intended to be present thereat and entitled to participate therein (provided that no director shall vote in respect of their own election or appointment to the Board).

The quorum for meetings of members shall be a minimum of 10 members who are designees from at least four (4) of the Participating First Nations. Each member is entitled to one (1) vote on each issue arising at a meeting of members. A motion is passed if 2/3 (66%) of those members present vote in its favour.

7. BOARD OF DIRECTORS

The management of the business and affairs of the Corporation shall be managed and supervised

by the Board. The Board shall adhere to and implement the Mnaasged Sacred Bundle to ensure that the Corporation achieves its vision in a prudent, ethical and culturally significant way. The Board is responsible for assembling, activating and maintaining the Mnaasged Sacred Bundle and will consult the Bundle Keeper from time to time to ensure continuity thereof.

7.01 COMPOSITION OF BOARD

The maximum number of directors constituting the Board shall be eight (8) and the minimum number of directors constituting the Board shall be six (6). Each of the six (6) Participating First Nations shall be entitled to have one (1) nominee appointed to the Board as a director of the Corporation (each such individual being hereinafter sometimes referred to as a **"First Nation Representative Director"**) and to change that nominee from time to time. Commencing in 2022, an additional two (2) directors (each such individual being hereinafter sometimes referred to as a **"Community Director"**) may be appointed to the Board on the following basis:

(a) Starting in July of 2022 and during July of every second (2nd) year thereafter (each such year being referred to as a **"Selection Year"**), individuals interested in being appointed as a Community Director will be required to submit themselves to the process detailed in Schedule A hereto.

(b) At or in conjunction with the annual general meeting of members held in a Selection Year, the members will be asked to confirm the appointment to the Board of the two (2) Selected Candidates (who may have been identified as Selected Candidates pursuant to the process contemplated under Schedule A hereto). If a majority of the members entitled to vote, confirm the appointment of a Selected Candidate to the Board, that individual shall be appointed to the Board until the second (2^{nd}) annual general meeting occurring after their appointment and as a result the number of directors comprising the Board shall be increased by one (1).

For purposes of clarity, if both Selected Candidates are appointed to the Board (by the confirmation of the majority of the members entitled to vote), the number of directors comprising the Board shall be increased by two (2). If the appointment of a Selected Candidate to the Board is not confirmed by a majority of the members entitled to vote, there shall be no corresponding increase in the number of directors comprising the Board.

(c) The manner in which members may vote for purposes of confirming the appointment of Community Directors shall be on such basis and utilizing such processes as the Board may, from time to time, approve. Without limiting the foregoing, the Board may approve in person voting at the applicable annual general meeting of members; voting by electronic means; voting by mail; or any combination of the foregoing. Alternatively, should the Board elect to do so, it may advise and direct that voting on the confirmation of the appointment of Community Directors in a particular Selection Year occur by way of written resolution of the members (so long as all of the members entitled to vote thereon are prepared to vote in favour of the confirmation of appointment of one or both of the Selected Candidates and in which case the Executive Director shall prepare a corresponding resolution for execution by the members entitled to vote thereon). The Executive Director shall oversee the voting process for the confirmation of the appointment of Community Directors as established by the Board, from time to time, and may engage employees of the Corporation and such other resources as the Board or the Nominating Committee agree are required for such purpose.

7.02 PROXYHOLDER

In addition to the ability to nominate its preferred Director candidate, each Member First Nation

shall have the right to designate a fixed Proxyholder to represent it at Board meetings or Member's meetings in its Director's place. Such Proxyholder will have the right to exercise the Director or Member's vote in such circumstances. Each Member may nominate its Proxyholder by First Nation Council Resolution, but the Board must approve each nominated Proxyholder by motion. The Proxyholder will be expected to serve the same term as the Member's nominated Director but may be removed or replaced from time to time at the discretion of the Member subject to approval by the Board.

7.03 ELIGIBILTY

A person appointed as a director of the Corporation must:

(a) Be a member of one of the Participating First Nations;

(b) Be at least 18 years of age;

(c) Not be found incapable of managing property under the *Substitute Decisions Act, 1992* (Ontario) or the *Mental Health Act* (Ontario); and

(d) Not be an undischarged bankrupt.

Employees of the Corporation are not eligible to be directors of the Corporation.

No solicitor acting for the Corporation or any client or party adverse in interest to the Corporation may be a director of the Corporation. Any director who ceases to be eligible to be a director of the Corporation pursuant to any requirement or criteria specified in this By-law shall cease to be a director of the Corporation upon the occurrence of the circumstances or event in question and the Participating First Nation whose nominee that director is, shall be entitled to have an alternative nominee appointed as a director.

7.04 TERM OF OFFICE

The term of office of a First Nation Representative Director shall continue until his or her successor is elected or appointed to the Board by virtue of the Participating First Nation who nominated that director nominating his or her replacement. The term of office of a Community Director shall come to an end immediately prior to the commencement of the second (2nd) annual general meeting occurring after their appointment. A former director is eligible for re-appointment so long as that person remains eligible to be a director pursuant to the provisions of this By-law.

7.05 RESIGNATION OF DIRECTORS

An individual may resign as a director of the Corporation by delivering a written resignation to the Secretary of the Corporation.

7.06 TERMINATION OF DIRECTORS

An individual shall cease to be a director of the Corporation if:

(a) he or she ceases to be eligible to be a director under section 7.03 hereof; or

(b) he or she fails to attend three (3) consecutive Board meetings; provided that, in the case of a First Nation Representative Director, the Participating First Nation whose nominated that director may confirm, in writing, to the Corporation that such First Nation wishes to have such individual continue to be a director (within 30 days of the Corporation advising that Participating First Nation of such director's attendance failure) and, in which case that director shall continue as a director.

7.07 VACANCIES

Should a First Nation Representative Director resign, cease to be a director pursuant to section 7.05 of this By-law or otherwise be removed pursuant to the provisions of the *Corporations Act,*

the Corporation shall request the Participating First Nation whose nominee ceased to be a First Nations Representative Director to advise the Corporation of that Participating First Nation's replacement nominee within 60 days of the Corporation's request. Should a Community Director resign as a director, cease to be a director pursuant to section 7.05 of this By-law or be removed as a director pursuant to the provisions of the *Corporations Act,* the incumbent First Nation Representative Directors shall have the authority to fill such vacancy with an individual who otherwise meets the eligibility requirements of section 7.03 of this By-law.

7.08 MEETINGS

Any two (2) First Nation Representative Directors, the Executive Director or the President of the Corporation may call a meeting of the Board at any time, as long as each director is given a minimum of 48 hours written notice of same, which notice shall include: the date, time and place of the meeting, and a summary of the nature of the business proposed to be conducted. If all directors waive notice of a meeting, that meeting of the Board may proceed without notice.

7.09 QUORUM

A majority one half plus one (1/2 + 1) of the First Nation Representative Directors must be present at each Board meeting in order for a meeting of the Board to be properly constituted. The quorum for a meeting of the Board is therefore a minimum of four (4) First Nation Representative Directors.

7.10 LOCATION OF MEETINGS

The Board may hold its meetings at the head office of the Corporation or any place within or outside of Ontario as may be approved by the Board.

7.11 RESOLUTION INSTEAD OF A MEETING

A written resolution, signed by all directors who would be entitled to vote on it at a meeting of the Board, is valid as if passed at a meeting of the Board.

7.12 VOTES TO GOVERN

At all meetings of the Board every question is to be decided by consensus of the then incumbent directors entitled to vote thereon or failing consensus by a majority of votes of the then incumbent directors entitled to vote thereon. The Chair of the meeting may assess whether there is consensus on a given matter.

7.13 CONFLICTS OF INTEREST

Every director of the Corporation is a fiduciary of the Corporation and is under an obligation to act in the utmost good faith towards the Corporation in their dealings with the Corporation or on its behalf. No director shall place themselves in a position where there is a conflict between their duties as a director of the Corporation and their other interests. In keeping with section 71 of the *Corporations Act,* a director who has such a conflict of interest (which shall include any direct or indirect interest they have in any contract or transaction that the Board may consider) shall: advise the meeting at which the underlying matter is being considered of such conflict of interest; ask that such conflict of interest be recorded in the minutes for that meeting; and, refrain from voting on any matters in respect of which they have a conflict of interest. The avoidance and disclosure of conflicts of interest is an ongoing responsibility of the directors of the Corporation. Accordingly, to the extent a director becomes subject to a conflict of interest or potential conflict of interest, they shall endeavor to disclose to the Board (at the next meeting of the Board occurring after such director determines they have a conflict of interest or potential conflict of interest), of the nature and scope of such conflict and ask that such disclosure be recorded in the minutes of that meeting.

7.14 REMUNERATION

Directors shall not be paid for performing their duties as directors of the Corporation but may be reimbursed for their reasonable out of pocket expenses to attend Board meetings and other expenses necessary for the performance of their duties, in accordance with applicable expense policies and procedures approved by the Board, from time to time.

7.15 REPORTING

Each First Nation Representative Director is responsible for providing quarterly updates on the operations of the Corporation to the Participating First Nation who nominated them as a director.

8. SPECIFIC MATTERS RE BOARD AUTHORITY

8.01 FINANCIAL CONTROL

Expenditures by the Corporation (which are not provided for in a budget for the Corporation which has been approved by the Board), require approval by the Board. The approval of expenditures by the Corporation shall be made in accordance with and subject to the Corporation's FINANCIAL MANAGEMENT POLICY, as amended from time to time.

8.02 SIGNING OFFICERS

All cheques, drafts or orders for the payment of money, promissory notes, bankers' acceptances and bills of exchange issued on behalf of the Corporation must be signed by at least two (2) of the five (5) persons designated for such purposes, from time to time, by resolution of the Board, in accordance with the Corporation's FINANCIAL MANAGEMENT POLICY, as amended form time to time.

8.03 TERMS OF EMPLOYMENT AND OTHER ENGAGEMENTS

The hiring and engagement of any employees, agents and attorneys of and for the Corporation, together with the terms thereof, is subject to the prior approval of the Board.

8.04 FUNDRAISING

The Board may take whatever steps it determines necessary to enable the Corporation to obtain or receive legacies, gifts, grants, settlements, endowments and donations of any kind to further the objectives of the Corporation.

8.05 RULES AND REGULATIONS

The Board may prescribe policies, procedures, rules and regulations relating to the management of the business, affairs and operations of the Corporation, so long as same are consistent with the By-laws and Letters Patent of the Corporation.

8.06 GRIEVANCE PROCEDURES

The Board shall establish written procedures for complaints or grievances lodged against the Corporation by wards of the Corporation; children in care; customary care parents; volunteer workers; and others with whom the Corporation has dealings. Said procedures shall address how complaints and grievances can be reported, documented, heard (if a hearing is necessary) and resolved. Said procedures may be implemented by a committee of the Board or in such other manner as the Board may by resolution from time to time determine. The Board shall ensure that a written record of the number, type and resolution of grievances lodged with the Corporation is kept.

9. OFFICERS

9.01 APPOINTMENT OF OFFICERS

Promptly following each annual general meeting of the members of the Corporation, the Board will appoint, or reappoint, as applicable, a President, an Executive Director, a Vice-President, a Secretary and a Treasurer of the Corporation. The Board may appoint other officers of the Corporation as it sees fit.

9.02 TERMS OF OFFICE

The officers of the Corporation are to hold office from the date of their appointment until that appointment is rescinded or someone else is appointed to take their place.

An officer may resign as an officer by submitting a written letter of resignation to the Corporation. The Board may remove any officer and may fill vacancies as it sees fit by means of a resolution.

9.03 PRESIDENT

The President of the Corporation shall:

(a) Liaise with the Executive Director of the Corporation regarding the status of matters which the Board has directed be undertaken, from time to time;

(b) Preside at meetings of the Board as Chair, but shall not have a second or casting vote;

(c) Perform such other duties as may be assigned by the Board; and

(d) Serve as a spokesperson for the Corporation.

9.04 VICE PRESIDENT

In the absence or incapacity of the President, the Vice-President of the Corporation assumes the responsibilities of the President and performs other duties assigned by the Board.

9.05 SECRETARY

The Secretary of the Corporation shall:

(a) Ensure that all notices required by the Corporation's By-laws are given;

(b) Attend all meetings of the Board and the members of the Corporation;

(c) Prepare minutes of meetings of the Board and the Corporation's members and ensure that same are recorded in the Corporation's minute books;

(d) Serve as a custodian for the Corporation's corporate seal and all the books, papers, records and documents and other instruments belonging to the Corporation including:

- A copy of all the Letters Patent and By-Laws of the Corporation and any amendments to them,

- Minutes of all meetings and resolutions of the Board of Directors and any Committees,

- The names, addresses and occupations of all personnel who are or have been directors of the Corporation, with the dates when each became or ceased to be a director,

- The dates and other details of the issues, withdrawal or removal from the Board, and

- BCRs nominating directors for appointment to the Board.

(e) Be familiar with the OCAP / FNIGC principles and provide advice to the Corporation's staff regarding compliance with same;

(f) Assist in ensuring that the records of all committees established by the Board are maintained in a satisfactory manner;

(g) Be responsible for the periodic review of the Corporation's paper and electronic records management systems (i.e. server/directories/Matrix etc.); and

(h) Perform such other duties as may be assigned by the Board, from time to time.

9.06 TREASURER

The Treasurer of the Corporation shall be responsible for:

(a) Custody of the funds of the Corporation;

(b) Controlling the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation under direction of the Board;

(c) Chairing the Finance Committee, if established,

(d) Overseeing the Corporation's status as a charity, including receiving donations and issuing tax receipts, as well as the management of the Corporation's disbursement quota reports;

(e) Receiving, reviewing and approving monthly financial statements for presentation to the Board;

(f) Assisting with the coordination of the Corporation's annual budget and audit review

processes: and

(g) Performing such other duties as may be assigned by the Board, from time to time.

9.07 EXECUTIVE DIRECTOR

The Executive Director of the Corporation is appointed at the pleasure of the Board and is accountable to the Board. He or she is responsible for:

(a) Oversight of the day-to-day management of the business and affairs of the Corporation;

(b) Reporting to the Board on the business and affairs of the Corporation at Board meetings;

(c) Documenting, managing and overseeing all of the Corporation's employee, agent and attorney engagements within the parameters of such approvals and guidelines as may have been approved by the Board, from time to time;

(d) Sitting as an ex officio member of all committees of the Board, without voting privileges; and

(e) Performing such other duties as may be assigned by the Board, from time to time.

9.08 OTHER OFFICERS

The Board may establish and determine the duties of other officers of the Corporation.

10. COMMITTEES

The Board may create, direct, modify or disband any standing or ad hoc (temporary) committee it determines is necessary or advisable for the purpose of assisting the Board in

the discharge of its duties. The composition and membership of the committees shall be determined by the Board, and members may be drawn from inside or outside the membership of the Corporation. The terms of reference of committees, including powers, responsibilities, quorum, meetings, notice, chairing, voting and reporting are to be determined by the Board.

11. COUNCIL OF ELDERS

In recognition of the wisdom and counsel to be gained from the elders of the Participating First Nations, the Board shall, from time to time, appoint a council (the **"Council of Elders")** from among the elders of the Participating First Nations and who the Board believes carry the original wisdom, knowledge and teachings of the Onkwehnwe, Anishnawbe and Lunaapeew cultures. Although the Board shall have the authority to, from time to time, determine the size, composition, terms of reference, specific roles and duties of the Council of Elders, it is intended that the advice, guidance and knowledge of the Council of Elders will be of benefit to the Corporation and those it provides services to.

12. EXECUTION OF DOCUMENTS

(a) Contracts, documents, or any other instruments in writing requiring the signature of the Corporation must be signed by the Executive Director and such additional officers of the Corporation as may, from time to time, be determined by the Board for such purpose. The Board shall have authority to determine, from time to time and by resolution, the manner in which any specific contracts, documents and instruments in writing on behalf of the Corporation are to be executed. Instruments executed in accordance with the foregoing shall be binding upon the Corporation without any further authorization or formality.

(b) Notwithstanding section 12(a), the Executive Director may him or herself execute and

deliver those contracts, documents or other instruments in writing which the Corporation's Financial Management Policy, as amended from time to time, permits the Executive Director to execute and deliver him or herself.

(c) When required, the seal of the Corporation may be stamped on contracts, documents and instruments in writing by those officers authorized to execute same on behalf of the Corporation as provided for above.

13. NOTICES

13.01 METHOD

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the *Corporations Act,* the Regulations thereunder, the Letters Patent, the By-laws or otherwise, to a member, director, officer, auditor or members of a committee of the Board, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the Recorded Address or if mailed to such person at the Recorded Address by prepaid ordinary mail, or if sent to the Recorded Address by any means of facsimile transmission, electronic mail or similar form of electronic transmission. 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 received by the addressee on the fifth (5th) business day after mailing; and a notice so sent by means of facsimile transmission, electronic mail or similar form of electronic transmission, shall be deemed to have been given when transmitted. The Secretary may change or cause to be changed the Recorded Address of any member, director, officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

13.02 COMPUTATION OF TIME

In computing the date when notice must be given, the date of giving the notice counts as one day. This applies to any provision of the articles of incorporation (Letters Patent) or By-laws which require a specific number of days' notice of any meeting or other event, unless otherwise specified under the specific section. For the purposes of this section, weekends and Holidays count in the computation of notice periods.

13.03 WAIVER OF NOTICE

Any member or duly appointed proxy, director, officer or auditor may waive any notice required to be given and such waiver, whether given before, at or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.

14. DISSOLUTION

If and when the Corporation should dissolve or wind up its operations; all assets remaining after payment of its liabilities are to be distributed to one or more recognized charitable organizations in Canada which serve First Nations Peoples.

15. AMENDMENTS OF BY-LAWS

By-laws of the Corporation may be enacted, repealed, amended, altered, added or re-enacted in the manner contemplated in, and subject to the provisions of the *Corporations Act;* provided that, same shall require the approval of the members by way of special resolution (as that term is defined in the *Corporations Act).*

16. INTERPRETATION

All terms defined in the *Corporations Act* have the same meaning in this By-law and all other By- laws and resolutions of the Corporation.

The President and Secretary of the Corporation hereby confirm that the foregoing By-law was

passed by unanimous resolution of the Board and special resolution of the members of the Corporation, pursuant to the provisions of the *Corporations Act,* in both cases as of the 22nd day of July 2024.

President

Secretary

5376249 6

SCHEDULE A

COMMUNITY DIRECTOR CANDIDATE SUBMISSION AND SELECTION PROCESS

1. Submission Process

(a) *Notice of Submission Period-At* least ninety (90) calendar days prior to the annual general meeting to be held during a Selection Year, the Executive Director shall give notice (the **"Submission Period Notice"**) of the Submission Period to each of the Participating First Nations.

(b) *Contents of Submission Period Notice* - The Submission Period Notice shall include:

(i) an announcement that the selection of two (2) individuals for consideration by the members of the Corporation for appointment as Community Directors is to take place and an invitation to the members of the Participating First Nations to submit, in writing, and in accordance with subsection 1 of this Schedule A, an Application for Nomination;

(ii) the beginning and end dates of the period during which Applications for Candidacy will be received (the **"Submission Period");** and

(iii) instructions on how to obtain information regarding the completion of an Application for Candidacy.

(c) *Method of Giving Submission Period Notice* - The Submission Period Notice shall be given by: posting the notice on the website of the Corporation and at its head office; the Corporation sending a written request to each of the Participating First Nations asking that they post such notice on their website and at their band council office; and, in such other manner as the Board may from time to time determine.

(d) *Validity of Applications for Candidacy* - To be valid, applications for Consideration **("Applications for Candidacy")** to become a Community Director must be:

(i) in the form prescribed by the Nominating Committee and must contain the following information or documentation:

(A) a proposed candidate's resume, including disclosures outlining the proposed candidate's experience, expertise, qualifications, and community involvement;

(B) a proposed candidate's Statement of Interest (as contemplated in subsection 1(e)(i) of this Schedule A;

(C) a proposed candidate's Candidacy Undertaking (as contemplated in subsection 1(e)(ii) of this Schedule A; and

(D) a proposed candidate's completed conflict of interest disclosure form substantially in the form prescribed by the Board, from time to time,

which form may be obtained from the website and at the head office of the Corporation during the Submission Period;

(ii) signed by the candidate; and

(iii) received by the Executive Director, prior to the end of the Submission Period.

(e) *Statement of Interest and Nominee Undertaking* - For the purposes of this

Schedule A, the following documents must be submitted as part of any Application for Candidacy, include the following information and be in such form as the Board may, from time to time, determine:

(i) Candidate Statement of Interest - A statement of interest made by the candidate (a **"Statement of Interest"**), which will request a short, written statement (of a length to be determined by the Board from time to time), by the candidate outlining their reasons for seeking appointment to the Board; and

(ii) Candidate Undertaking -An undertaking (the **"Candidate Undertaking"**) by the candidate to the Corporation:

(A) to stand for appointment to the Board, and, if appointed, to serve as a director of the Corporation;

(B) to observe the applicable provisions of the *Corporations Act;*

(C) to comply with the Corporation's conflict of interest guidelines outlined in the By-law and which may otherwise be adopted by the Board from time to time;

(D) to consent to the disclosure of credit and/or personal information to, or from any credit reporting agency;

(E) to observe all the Corporation's by-laws and the rules relating to the meetings, voting procedures and all other matters contemplated therein; and

(F) to resign from the Board in the event a majority of the First Nation

Representative Directors determines that such person has ceased to meet the eligibility requirements as set out in the By-law or the *Corporations Act* for directors.

(f) *Additional Information* - In addition to the Submission Period Notice, the Corporation shall provide to any member of one of the Participating First Nations who requests an Application for Candidacy:

(i) the eligibility requirements for directors as specified in the By-law;

(ii) the requirements for a valid Application for Candidacy;

(iii) instructions relating to the proper delivery of an Application for Candidacy to the Executive Director; and

(iv) the specific Community Director selection criteria established by the Board from time to time.

2. Selection Process

(a) *The Nominating Committee* - The First Nation Representative Directors shall, subject to subsection 2(b) below, appoint a committee (the **"Nominating Committee"**), for the following purposes:

(i) overseeing the Community Director candidate submission and selection process outlined in this Schedule A;

(ii) evaluating all Applications for Candidacy;

(iii) conducting (on a discretionary basis) interviews with candidates, as contemplated in subsection 2(d) below; and

(iv) selecting, by consensus, up to two (2) Selected Candidates for consideration by the members entitled to vote on their appointment.

(b) *Nominating Committee Eligibility and Resources* - No Community Director may be a member of the Nominating Committee. In the event that a member of the Nominating Committee becomes unable to serve or ineligible, a majority of the First Nation Representative Directors may appoint another director in such director's place on the Nominating Committee. The Nominating Committee may engage employees of the Corporation (including, without limitation, the Executive Director and their staff) and such other resource persons as the Nominating Committee agree are required to assist the Nominating Committee, including, without limitation, engaging personnel to assist with an initial review of Applications for Candidacy for purposes of confirming completeness.

(c) *Interviews with the Nominating Committee* - Following the end of the Submission Period, the Nominating Committee may, in its discretion, elect to meet with some, all or none of the individuals who have submitted valid Applications for Candidacy to review an individual's:

(i) eligibility in relation to the requirements of section 7.03 of the By-law;

(ii) experience, expertise, and qualifications in relation to the specific selection criteria established by the Board from time to time;

(iii) Statement of Interest; and

(iv) understanding of the role, responsibilities, time and other requirements of a director of the Corporation.

(d) *Selection by the Nominating Committee* - Upon completion of the foregoing and

subject to the process described in subsection 2(e) of this Schedule A, the Nominating Committee shall:

(i) select, by consensus, up to two (2) individuals from the individuals who have submitted valid Applications for Candidacy, and who the Nominating Committee is prepared to recommend to the members of the Corporation for confirmation of appointment to the Board, as the best qualified in relation to the specific Community Director selection criteria established by the Board, at that time, and which persons shall thereinafter become **"Selected Candidates".** For purposes of clarity, the Nominating Committee may decline to make one or more recommendations, if it determines, by consensus, to do so. Individuals will only be considered by the members for confirmation of appointment as Community Directors, if they have been identified by the Nominating Committee as Selected Candidates; and

(ii) deliver to the Executive Director the names and contact particulars of Selected Candidates.

(e) *Actions of the Nominating Committee-* Upon making a determination with respect to any Selected Candidates, the chair or designate of the Nominating Committee shall inform the individuals who submitted valid Applications for Candidacy, whether or not they were identified as a Selected Candidate.

(f) *Actions by the Executive Director* - Upon receiving the names of any Selected Candidates from the Nominating Committee, the Executive Director shall proceed to distribute voting information to the members (entitled to vote thereon) with respect to the Selected Candidates.