

BY-LAW No.1

OF

**TREATY LAND ENTITLEMENT COMMITTEE OF MANITOBA
INC.**

AS AMENDED TO December 3rd, 1999

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BY-LAW NO. 1

A By-Law relating generally to the regulation of the business and affairs of:

TREATY LAND ENTITLEMENT COMMITTEE OF MANITOBA INC.

BE AND IT IS HEREBY enacted as a by-law of TREATY LAND ENTITLEMENT COMMITTEE OF MANITOBA INC. (hereinafter called the "TLE Committee") as follows:

1. REGISTERED OFFICE

The registered office of the TLE Committee shall be at such Indian Réserve in the Province of Manitoba as the Directors of the TLE Committee may decide.

2. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the TLE Committee.

3. PURPOSES

The purposes of the TLE Committee shall be generally to:

- (a) To conclude an agreement (referred to as the "Framework Agreement") with Canada and Manitoba providing for the settlement

TREATY LAND ENTITLEMENT COMMITTEE OF MANITOBA INC.

of certain Treaty land entitlement obligations of Canada to each of the following First Nations:

Barren Lands	Brokenhead Ojibway
Buffalo Point	Fox Lake
God's Lake	God's River
Mathias Colomb	Marcel Colomb
Nisichawayasihk Cree	Norway House
Northlands	Opaskwayak Cree
Oxford House	Rolling River
Sapotawayak Cree	Sayisi Dene
Shamattawa	Wuskwi Sipiik Cree
War Lake	York Factory

(all the above First Nations being referred to as the "TLE First Nations")

[Paragraph 3(a) as amended April 28, 1999]

- (b) To execute the Framework Agreement;
- (c) To form a limited partnership (referred to as the "Partnership") as general partner with certain or all of the First Nations referred to in Paragraph 5 (a) as the limited partners in respect thereof as contemplated in the Framework Agreement; and
- (d) To act as general partner on behalf of the Partnership to assist in the implementation of the Framework Agreement in the manner set forth in the Framework Agreement.

4. MEMBERSHIP

(a) There shall be only three types of Membership in the TLE Committee, specifically Interim Voting, Voting, and Honorary Membership:

(i) **Interim Voting Membership:** Each of the TLE First Nations shall be entitled to appoint one person to the Interim Voting Membership of the TLE Committee by Council Resolution, provided that to be eligible for appointment, each person shall:

- A. be at least 18 years of age;
- B. not be an employee of the TLE Committee; and
- C. not be an undischarged bankrupt, or person declared legally insane or otherwise ineligible to act as a Director of the Corporation

provided that upon a TLE First Nation executing a Treaty Land Entitlement Agreement, the person so appointed to the Interim Voting Membership by that TLE First Nation shall, unless and until the TLE First Nation executing the Treaty Land Entitlement Agreement appoints another eligible person, continue as the person appointed to the Voting Membership of the TLE Committee pursuant to paragraph 4(a)(ii) of By-Law No. 1.

[Paragraph 4(a)(i) as amended December 3, 1999]

- (ii) **Voting Membership**: Each of the TLE First Nations that executes a Treaty Land Entitlement Agreement shall be entitled to appoint one person to the Voting Membership of the TLE Committee by Council Resolution, provided that to be eligible for appointment the person shall:
- A. Be at least 18 years of age;
 - B. Not be an employee of the TLE Committee; and
 - C. Not be an undischarged bankrupt, or person declared legally insane or otherwise ineligible to act as a Director of the Corporation.
- (iii) **Honorary Membership**: Either the Board of Directors or the Voting Membership may issue a non-voting Honorary Membership to any person or corporation that may have contributed substantially to the achievement of the objectives of the TLE Committee in their sole discretion.

[Paragraph 4 (a)(ii) and (iii) as amended May 1st, 1997]

- (b) Honorary members are not entitled to notice of any meetings of the TLE Committee, except annual meetings, and are not entitled to vote at any meeting of the TLE Committee;
- (c) Any member may withdraw from membership in the TLE Committee by giving notice in writing to the Board of Directors and the withdrawal shall be effective the date of receipt by any of the Directors or the date in the Notice of Withdrawal, whichever is

later;

- (d) The membership of any member may be terminated by Special Resolution of the majority of the members present at any annual meeting or a special meeting called for that purpose.

5. FISCAL YEAR END

The fiscal period of the TLE Committee shall terminate on the 31st day of March, in each year or on such other date as the Directors may by resolution determine.

6. MEETINGS OF MEMBERS

- (a) The TLE Committee's annual meeting shall be held within 90 calendar days of the Fiscal Year End;
- (b) The Board of Directors or 25% of the members of the TLE Committee may requisition the Directors to call a general meeting of the TLE Committee for any of the purposes stated in the requisition. It shall be the responsibility of the Board of Directors to ensure that 21 calendar days' notice of such meetings shall be given to every Voting member of the TLE Committee;
- (c) Every notice of a general meeting shall state the nature and the business of the meeting;
- (d) Questions arising at any meeting of the TLE Committee shall be decided by a majority of the vote; in any case of an equality of

votes, the Chairman of the meeting if he is a Voting member shall not have a second or a deciding vote but call a second vote. In the event the second vote results in an equality of votes, the resolution shall be lost;

- (e) The quorum for transaction of business at any general meeting of the TLE Committee shall be a majority of the Voting Members of the TLE Committee. After the majority quorum is attained for the opening of any meeting, the quorum for the conduct of the business of the TLE Committee for the balance of the meeting, except any adjournment of the meeting to another date, shall be no less than eight (8) Voting Members.

[Paragraph 6(e) as amended June 2, 1994]

- (f) Every Voting Member shall be entitled to one vote at general meetings; voting by written proxy will be permitted. Proxies shall be provided to the Chairman of the meeting for approval prior to the designated proxy voting on any matter;
- (g) The rules of procedure at general meetings of the TLE Committee shall be determined by the general meeting and may be amended by ordinary resolution.

7. BOARD OF DIRECTORS

- (h) The affairs of the TLE Committee shall be managed by a Board of Directors, comprised of five (5) persons from among the Voting Membership, three (3) of whom are also Executive Officers of the TLE Committee;

[Paragraph 7(a) as amended June 20, 1995]

- (i) All Directors of the TLE Committee shall hold office for two (2) years or until their successors are appointed in their stead;
- (j) The Board of Directors shall be appointed by the membership from the Voting members of the TLE Committee every second year at the annual meeting of the TLE Committee or as required in the discretion of the Voting membership or in the event of a vacancy in the office of Director;
- (k) A Director shall be eligible for appointment or re-appointment so long as he remains a Voting Member of the TLE Committee;
- (l) The office of a Director shall be automatically vacated:
 - (i) if by notice in writing to the TLE Committee he resigns his office;
 - (ii) if his membership in the TLE Committee is withdrawn, terminated or he becomes ineligible for Voting Membership;
 - (iii) if he misses three (3) consecutive meetings of the Board of Directors without being excused by the Board of Directors;
or,
 - (iv) if he becomes an employee of the TLE Committee, bankrupt, insolvent, insane or otherwise incapable of retaining office at law.

[Paragraph 7 (e) as amended May 1st, 1997]

provided that if any vacancy shall occur for any reason prior to an annual meeting, the Directors shall notify each of the Voting Members of the vacancy requesting that they appoint a replacement Director within sixty (60) days and failing their appointment within sixty (60) calendar days of the date of notice of the vacancy is issued, the Directors may fill the vacant position from among the Voting Members and the person so appointed shall hold office (subject to this provision), for the balance of the unexpired term of the Vacating Director;

- (f) All Directors shall receive at least (5) calendar days notice of any Board meeting unless all Directors agree to the call of any meeting with lesser notice.

- (g) The Directors of the TLE Committee shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid a reasonable honorarium and expenses incurred by him in the performance of his duties.

8. DUTIES OF DIRECTORS

- (a) The Directors of the TLE Committee shall be responsible for co-ordination of the work of the TLE Committee and for carrying out the policies and directives of the TLE Committee as determined by the TLE Committee's general meeting;

- (b) The Executive Officers of the Board shall administer the Treaty Land Entitlement Settlement Trust Fund;

- (c) The Board of Directors shall be responsible for ensuring that one member chairs meetings of the TLE Committee, for ensuring that funds of the TLE Committee are accounted for, and for ensuring the minutes of the meetings of the TLE Committee are maintained;
- (d) The Directors may exercise all such powers of the TLE Committee as are not by the Corporations Act of Manitoba or the by-laws required to be exercised by the members. The Directors shall have the power to authorize expenditures on behalf of the TLE Committee and may delegate by resolution to an officer or officers of the TLE Committee the right to employ and pay salaries to the employees;
- (e) The Board of Directors may enact By-laws not inconsistent with this By-law relating to the management and operation of the TLE Committee as they deem expedient, provided that such by-laws shall have force and effect only until the next general meeting of the members of the TLE Committee when they shall be confirmed, and if not confirmed at the next general meeting of members shall cease to have force and effect;
- (f) The Board of Directors may require an employee or officer of the TLE Committee as the Directors may designate to give security to the TLE Committee and to maintain security in such form, amount and consideration as they deem satisfactory for keeping, accounting for and delivering and paying over monies and securities for monies or other assets of the TLE Committee which may come into its hands;

- (g) The Board of Directors may take such steps as they deem necessary to enable the TLE Committee to receive donations and benefits for the purpose of furthering the objects of the TLE Committee.

9. OFFICERS

- (a) The Executive Officers of the TLE Committee shall be a President, Vice-President, Secretary or Treasurer, and such other officers as the Board of Directors may determine; one person may hold more than one position and if one person is appointed to the position of Secretary and Treasurer he may be referred to as the Secretary-Treasurer and perform the duties of each position as set out herein;
- (b) The Executive Officers of the TLE Committee shall be appointed by the Board of Directors at the first meeting of the Board following each annual meeting, and may remove at its pleasure any such officers;
- (c) The Board of Directors may appoint such other officers and agents and engage employees as it shall deem necessary and such person(s) shall have such TLE Committee and shall perform such duties as shall be prescribed by the Board at the time of appointment;
- (d) The Executive Officers of the TLE Committee shall hold office for two (2) years or until their successors are appointed in their stead.

10. DUTIES OF OFFICERS

(a) **President:**

The President shall be the Chief Executive Officer of the TLE Committee. He shall preside at all meetings of the TLE Committee and the Board of Directors. He shall have the general and active management of the business of the TLE Committee. He shall see that all orders and resolutions of the Board are carried into effect. He shall be a voting member of any Committee to which he is appointed and a non-voting member of all other committees. He shall prepare and submit to the members at the annual meeting a statement and report of the preceding year for its approval;

(b) **Vice-President:**

The Vice-President shall act in the absence or disability of the President and shall exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board. Should both the President and Vice-President be absent or disabled, the performance of their powers and duties shall be delegated to a Chairman appointed by the Board;

(c) **Secretary:**

The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record or cause to be recorded all votes and minutes of all proceedings in the books of the TLE Committee to be kept for that purpose. He

shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he shall be. He shall be custodian of the seal of the TLE Committee;

(d) **Treasurer**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the TLE Committee and shall deposit all monies and other valuables in the name and to the credit of the TLE Committee and at such depositories as may be designated by the Board of Directors. The accounts maintained in such depository shall be in the name of TREATY LAND ENTITLEMENT COMMITTEE OF MANITOBA INC. He shall disburse the funds of the TLE Committee as may be ordered by the Board taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial position of the TLE Committee. He shall be designated as one of the signing officers of the TLE Committee in any financial transaction. He shall prepare and submit to members at the annual meeting a statement and report of the receding year for its approval. He shall also perform such other duties as may be determined by the Board;

- (e) In all cases of death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the TLE Committee shall be delivered to the Board of Directors;

11. EXECUTIVE COMMITTEE

- (a) The Executive Officers of the TLE Committee shall be the Executive Committee with full TLE Committee to conduct the business and affairs of the TLE Committee between meetings of the Board of Directors and establish its operating procedures as required from time to time;
- (b) The Executive Committee shall record the minutes of all meetings and table all minutes before the Board of Directors at the Board meeting immediately following each Executive Committee meeting.

12. NOTICES

All notices may be required under the TLE Committee By-Laws or any amendment shall be given:

- (a) To the board of Directors in writing personally or by prepaid registered mail to the last known address in the TLE Committee's records;
- (b) To the Voting Membership personally or by prepaid registered mail to the last known address in the TLE Committee's records.

Notices mailed by registered mail shall be deemed to have been received three calendar days after posting.

13. SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents, or other instruments in writing requiring a signature of the TLE Committee shall be signed by any two of the President, Vice-President, Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the TLE Committee without any further authorization or formality. The Directors shall have power to appoint an officer or officers on behalf of the TLE Committee to sign contracts, documents, and instruments in writing. The seal of the TLE Committee when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by a resolution of the Board of Directors.

The term "contract, documents, or any instrument in writing" as used herein shall include deed, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real and personal, immovable, or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

14. RESOLUTIONS AND BY LAW AMENDMENTS

- (a) The by-laws of the TLE Committee, except for paragraphs 4 - Membership and 7 - Board of Directors, may be repealed or amended by ordinary resolution of the Board. Paragraphs 4 and 7 may not be repealed or amended without the consent of the Voting membership of the TLE Committee by Special Resolution provided at any special, general, or annual meeting of the membership. All

by-law amendments or repeals shall be valid and effective only until the next annual or general meeting of the Voting membership at which time the amendments or repeal of any provisions of the by-laws shall be tabled before the Voting membership for approval. If the amendments or repeals are not approved by the ordinary Resolution of the Voting Membership, the by-laws and repeals will be null and void.

- (b) Any resolution other than a Special Resolution shall be deemed passed if a majority of the members present vote in favour of such resolutions;
- (c) For all purposes of the TLE Committee, "Special Resolution" shall mean a resolution passed by no less than two-thirds of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a resolution has been duly given.

15. INDEMNITIES TO DIRECTORS AND OTHERS

Subject to the Corporations Act of Manitoba, every Director or officer of the TLE Committee or other person who has undertaken or is about to undertake any liability on behalf of the TLE Committee and their heirs, executors, administrators and estate, respectively shall at all times be indemnified and saved harmless, out of the funds of the TLE Committee from and against:

- (a) All costs, charges, and expenses whatsoever which such director, officer or other person sustains or incur in or about any action, suit or proceedings, which is brought or prosecuted against him for, or in respect of any act, deed, matter or thing whatsoever made, done

or permitted by him in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own willful neglect;

- (b) All other costs, charges or expenses, which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect;

16. INTERPRETATION

In all by-laws and special resolutions of the TLE Committee, the singular shall include the plural, the plural, the singular ; the word "person" shall include firms and Associations, the masculine shall include the feminine. Whenever references are made in any by-law or any special resolution of the TLE Committee or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such by-law, statute, or section thereof as the case may be.

17. BOOKS AND RECORDS

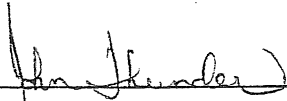
The books and records of the TLE Committee shall be open to the inspection by members at all reasonable times, upon reasonable notice at the office of the TLE Committee.

18. WINDING-UP

Notwithstanding any other provisions of this By-law, it is the unalterable provision of this by-law that members of this TLE Committee shall have no interest in the property and assets of the TLE Committee; and that upon dissolution or winding up of the TLE Committee, any funds and assets of

the TLE Committee remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized charitable organization as determined by its members at dissolution.

ENACTED THIS 3rd day of December, 1999.



President

*As amended to December 3rd, 1999.

FOR REFERENCE PURPOSES ONLY