



First Peoples Development Inc.

By Law No. 1  
Ratified February 19, 2014

Sub Agreement Holder's  
Annual General Meeting  
Feb 19 – 20, 2014

The Best Western Airport Plus Hotel  
Winnipeg MB

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**BY-LAW NO. 1**  
**OF**  
**FIRST PEOPLES DEVELOPMENT INC.**  
**("the Corporation")**

Being a General By-Law for regulating the business and affairs of the Corporation.

The Director(s) of the Corporation deem it expedient that certain by-laws for the regulation and management of the Corporation be enacted;

**AND THEREFORE ENACT AS FOLLOWS:**

**Definitions**

In this and all other by-laws of the Corporation:

"Act" shall mean The Corporations Act, as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may be substituted therefore;

"Board" shall mean the Board of Directors of the Corporation.

"Chair" shall mean a Director selected to preside over any properly constituted meeting on a rotating basis.

**ARTICLE I**

REGISTERED OFFICE OF THE COMPANY

The Registered Office of the Company shall be at the Long Plain First Nation Indian Reserve, in the Province of Manitoba, and at such place therein as the Board may from time to time by special resolution determine.

**ARTICLE II**

MEMBERSHIP

**Membership**

Section 1. All First Nations in Manitoba, as represented by their Chief and Council, shall be eligible for membership in the Corporation.

**Applications for Membership**

Section 2. The membership in the Corporation shall be determined by the Board upon receiving an application for membership submitted by a First Nation qualified in accordance with Section 1, accompanied by a Band Council Resolution (BCR) of the Chief and Council.

**Delegates**

- Section 3. Each member shall be entitled to appoint in writing one delegate to attend all meetings of the members of the Corporation. Any number of members may together appoint one delegate to attend on their behalf, in which case such delegate shall be entitled to cast one vote for each First Nation by which the said delegate has been appointed.
- Section 4. A delegate appointment shall be made by providing the Secretary of the Corporation with a letter of appointment at or before the commencement of a membership meeting. The Corporation will be entitled to rely in good faith on any such letter. The appointment of a delegate may be made, in the discretion of the member, on a meeting by meeting basis or, alternatively, until further notice.

**Loss of Membership**

- Section 5. Any members may be terminated by a majority decision of the Board at a regular meeting of the Directors.
- Section 6. Members may resign their membership in writing.

**ARTICLE III****MEMBERS MEETINGS****Annual Meetings**

- Section 7. The annual meeting of the members shall be held at the Registered Office of the Corporation or at such other place in the Province of Manitoba in each year at such place and time as the Directors may from time to time by resolution determine, to receive the Auditor's report, if any, to elect the Directors for the ensuing year; to appoint auditors, if any, and for all other purposes relating to the management of the Corporation's affairs as may properly be brought before the meeting.

**Special Meetings**

- Section 8. A special meeting of the members can be caused to be called at any time by either a written request of ten (10%) percent of the members to the Secretary of the Corporation or by resolution of the Director of the Corporation.

**Twenty-one Days' Notice of Meeting**

- Section 9. Notice of time and place of membership meetings shall be sent to the Chief and Council of the First Nations which are members and to the last recorded delegate to attend the membership meeting by regular mail no less than twenty-one (21) days prior to the meeting.

**Quorum of Members**

- Section 10. At all meetings of members, each member shall be permitted to have one delegate in attendance. The quorum for meetings of the members shall be fifty (50%) percent plus one.

**Voting**

- Section 11. At all meetings of members, every question may be decided either by a show of hands or by a poll. A poll may be demanded on any question:
- a. Either before or after a show of hands;
  - b. Either by the Chair or by any person present and entitled to vote.
- Section 12. If a poll is demanded on a question after a show of hands, the result of the show of hands shall be null and void. Whenever a question shall have been decided by a show of hands, and shall not have been followed by a poll thereon, then the Chair shall declare the result. The declaration shall be entered in the minutes of the meeting and such entry shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against any resolution or proceeding in respect of that question.
- Section 13. A demand for a poll may be withdrawn. A poll shall be taken in such manner as the Chair shall direct, and the result of that poll shall be deemed the decision of the Corporation in general, meeting upon the matter in question.
- Section 14. At all members' meetings the Chair shall have a vote the same as if he or she were not the Chair.

**Proxies**

- Section 15. Members have the right to appoint one delegate to represent them at membership meetings, any number of members may appoint a proxy to replace a delegate at any particular membership meeting for any reason.
- Section 16. Proxies shall be appointed in the same manner as a delegate.

**ARTICLE IV****DIRECTORS****Number**

- Section 17. The affairs of the Corporation shall be managed by a Board of not less than three (3) Directors and not more than twelve (12) Directors. This number may be enlarged by decision of the membership at a properly constituted meeting of the members of the Corporation.

### Qualifications

Section 18. Subject to section 18.1, any person duly elected by a majority of members at a properly called and constituted members' meeting, may serve as a Director of the Corporation, provided always that they are:

- a. A First Nations community having signed a Sub-Holders Agreement with the Corporation;
- b. An individual designated by BCR from Chief and Council;
- c. At least eighteen (18) years of age; and,
- d. Of sound mind and has not been found otherwise by a court in Canada or elsewhere.

A majority of the Directors shall be members/citizens of a First Nation that is a member of the Corporation.

A majority of the Directors shall be resident Canadians.

### Appointment of Director by the Assembly of Manitoba Chiefs

Section 18.1. Subject to section 18, the Assembly of Manitoba Chiefs may at any time and at their sole discretion appoint as Director of the Corporation up to two persons each then holding the office of Chief of their respective First Nation.

A Director appointed pursuant to this section automatically ceases to hold office as a Director in the event that the Director ceases to hold office as a Chief of their First Nation or upon the revocation of their appointment by the Assembly of Manitoba Chiefs.

### Election

Section 19. In addition to any Director appointed pursuant to section 18.1, an election of Director shall take place at the first meeting of members for the term of three (3) years. Elections shall be held at each annual meeting of members to replace those Directors whose terms have expired but, if qualified, a retiring Director shall be eligible for re-election. The election shall be by resolution. If an election of Director is not held at the proper time, the incumbent Director shall continue in office until their successors are elected.

### Term of Office

Section 20. With the exception of a Director appointed pursuant to section 18.1, a Director shall hold office for staggered terms of two (2) Directors holding office for the term of two (2) years, and three (3) Directors holding office for the term of three (3) years, or until their successor shall be elected.

**Meetings**

Section 21. Meetings of Directors shall be held as often as the business of the Corporation may require, and may be called by the President, by a Vice-President or by any two Directors, or by the Secretary upon the direction or authorization of any of the foregoing.

**Notice**

Section 22. A meeting of the Board may be convened on at least two business days' notice. The notice may be in writing and delivered or mailed or may be given by telephone, email or facsimile and need not specify the purpose of, or business to be transacted at the meeting unless required to do so by statute. For the first meeting of the Board to be held immediately following the election of Directors by the members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of Directors be present.

**Waiver of Notice**

Section 23. A meeting of the Board may be held and duly constituted at any time without notice if all the Directors are present and have waived notice or, if any be absent, those absent have waived notice or signified their consent in writing to the meeting being held in their absence, or, thereafter, have ratified and approved of the proceedings thereof or action taken and any resolution passed thereat.

**Quorum**

Section 24. A majority of the Board shall form a quorum for the transaction of business.

**Voting**

Section 25. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote in addition to his original vote. The Chair may move, second and vote upon any resolution, by-law or any other matter as if he were a Director only and not Chair of the meeting.

**Removal**

Section 26. If any Director fails to attend three meetings of the Board of Director having had proper notice, the Board may in their discretion remove that Director from office and appoint another in their stead by ordinary resolution, in which event the person so appointed shall hold office until the next annual election of Directors.

Section 27. A Director ceases to be the designated representative of the First Nation/Sub-Agreement Holder, as designated through a BCR.

Section 28. With the exception of a Director appointed pursuant to section 18.1, a Director may be removed from office by a majority vote of the members of the Corporation at any membership meeting and another appointed in their stead by ordinary resolution of the members, in which event the person so appointed shall hold office until the next annual election of Directors.

Section 29. A Director may be removed should they violate the conflict of interest guidelines of the Corporation contained in Article VI.

### **Filling Vacancy**

Section 30. With the exception of Director appointed pursuant to section 18.1, should any vacancy occur in the Board from the death or retirement of a Director, or from any other cause, a quorum of the Board may, by majority vote, fill such vacancy from among those persons qualified to be elected; any person thus appointed shall serve in the first instance only until the next annual members' meeting.

### **Resolutions In Lieu of Meeting**

Section 31. A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or committee of Directors duly called and constituted. Minutes drawn purporting to represent minutes of any meeting of Directors held on any given date shall prima facie be deemed to be proper minutes of that meeting for all purposes and shall be valid authorization for all decisions reflected therein, provided that the decisions are within the competence of the meeting and the minutes or counterparts thereof are signed by the Chair and Secretary of that meeting and entered in the Minute Book of the Corporation. All minutes of Director's meetings shall be submitted for confirmation to the next succeeding meeting of the Board.

### **Duties of Director**

Section 32. The Board shall be responsible, amongst other things:

- a. To ensure the corporation is attaining the objectives of the Corporation; and
- b. To approve budgets and policies of the Corporation.

### **Protection of Director**

Section 33. All Directors and Officers for the time being of the Corporation and every one of them and every one of their heirs, executors, and administrators shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against all actions, costs, charges, losses, damages, and expenses, which they or any of them, or any of their heirs, executors, or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

Section 34. In addition to any other compensation for service as a Director or Officer of the Corporation, and as part of any compensation, and to the extent permitted by the Act, each Officer and each Director of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, shall be indemnified and reimbursed by the Corporation for all liabilities, costs and other expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or procedure to which they are made a party by reason on being or having been a Director or Officer of the Corporation or such body corporate, PROVIDED always that:

- a. They acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

#### **Remuneration of Director**

Section 35. The Director shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid for their expenses incurred by them in connection with the affairs of the Corporation. In the event that any Director shall become a bona fide employee of the Corporation (whether full time or part time) they shall be paid remuneration with respect to services performed as an employee.

### **ARTICLE V**

#### **OFFICERS**

The Board of Directors shall elect from within its membership four positions known as Officers of the Corporation as follows: the President, Vice-President, Secretary, and Treasurer.

#### **Chair of The Board**

Section 36. The Board may appoint a Chair of the Board, from the Directors, who shall preside over the proceedings of Board meetings to ensure the process of decision-making is properly followed. The Board may rotate the responsibility of Chairing meetings.

#### **President**

Section 37. Once appointed by the Board, the President shall be subject to the authority of the Board; and shall have such other powers and duties as the Board may specify. During the absence, disability, or refusal to act of the President, the Vice-President shall assumed the powers and duties of the office of the President.

**Vice-President**

Section 38. The Vice President shall have such other powers and duties as the Board may specify.

**Secretary**

Section 39. The Secretary shall ensure all meetings of the Board and its Committees keep minutes of all proceedings and shall provide notices to members, Director, Officers, auditors and members of committees of the Board. The Secretary shall be the custodian of any corporate seal of the Corporation and of all records belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the Board may specify.

**Treasurer**

Section 40. The Treasurer shall ensure proper accounting records are kept in compliance with the Act as well as the safekeeping of securities and the disbursement of funds of the Corporation. The Treasurer shall ensure an accounting of all transactions and the financial position of the Corporation is rendered to the Board. The Treasurer shall have such other powers and duties as the Board may specify.

**Variation of Powers and Duties**

Section 41. The Board may, from time to time, and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any Officer.

**Term of Office**

Section 42. The Board, in its discretion, may remove any Officer of the Corporation at any time, with or without cause. In the absence of such removal, each Officer appointed by the Board shall hold office until his successor is appointed.

**Remuneration**

Section 43. The remuneration (if any) of all Officers appointed by the Board shall be determined from time to time by resolution of the Board. An Officer who is a Director or member of the Corporation shall not be disqualified from receiving such remuneration as may be determined.

## **ARTICLE VI**

### **CONFLICT OF INTEREST**

#### **Conflict of Interest**

Section 44. This Article is intended to ensure the highest standards and maintenance of the integrity of the Board is upheld. Directors shall act at all times in the best interest of the Corporation; this means putting the interest of the Corporation ahead of any personal interest or the interest of any person or entity. It also means performing duties and transacting the affairs of the Corporation in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

The Board may in its discretion from time to time adopt more comprehensive conflict of interest guidelines.

Section 45. No Financial Benefit

- a. No Director shall, directly or indirectly, receive any profit from his/her position as a Board member; Directors may receive reasonable payment for their services and reimbursement for reasonable expenses incurred by them in the performance of duties as permitted in the By-laws and approved by the Board.
- b. The financial interests of immediate family members (including immediate family members of a Director's partner/legal spouse) or close personal or business associates of a Director are considered to also be financial interests of the Director.

Section 46. Declaration of a Conflict of Interest

Any decisions to be rendered by the Board that may, directly or indirectly, place a Director in a conflict of interest position must be declared by that Director and they shall abstain from voting on any such matters.

## **ARTICLE VII**

### **BANK ACCOUNT, AND GENERAL SIGNING AUTHORITIES**

#### **Bank Accounts**

Section 47. One or more bank account(s) shall be kept in the name of the Corporation in such bank or banks as the Board may select, and the same may be changed by the Board by resolution.

Section 48. All cheques drawn upon the Corporation's bank account and all notes, drafts, and other instruments related to the Corporation's banking business shall be signed in the name of the Corporation by such Officer(s) or other person(s) as the Director shall appoint for the purpose.

**Execution of Instruments**

- Section 49. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two of the President, Vice-President, Secretary or Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any additional or other Officer(s) or any other person(s) on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- Section 50. The corporate seal of the Corporation, if any, may, when required, be affixed to contracts, documents or instruments in writing signed by any person(s) authorized by this By-Law or by the Board.
- Section 51. It shall not, however, be a prerequisite to the validity of any document that it be impressed with the Corporation's seal, and all instruments signed by the proper Officers of the Corporation shall be as effectual as if signed under the corporate seal and shall bind the Corporation to the same extent.
- Section 52. The Directors may authorize the use of a facsimile seal in each jurisdiction in which the business of the Corporation is conducted and may designate the persons authorized to affix the same on behalf of the Corporation.

**ARTICLE VIII**

## FISCAL YEAR

- Section 53. The fiscal year of the Corporation shall terminate on the 31st day of March in each year.

**ARTICLE IX**

## EFFECTIVE DATE

- Section 54. This by-law shall come into force when confirmed by the members in accordance with the Act.

**ARTICLE X**  
**AMENDMENTS**

Section 55. The members may from time to time at any special or general meeting of the members amend and re-enact these By-laws by a majority vote of a quorum of the members as represented by their delegates, provided that proper notice of a meeting of the members has been made as set out in this by-law of the Corporation in which it is set out the specific amendments contemplated at the meeting.

**CERTIFICATE**

We, the undersigned, Officers of the above-named Corporation certify that the foregoing Amended General By-law was enacted by the Members on the \_\_\_\_ day of \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
(President) (Secretary)

\_\_\_\_\_  
(Secretary)

\_\_\_\_\_  
(Vice-President) (Treasurer)

\_\_\_\_\_  
(Treasurer)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.