

First Peoples Development Inc.
Amended and Restated By Law No. 1
Ratified November 24, 2017

**Sub Agreement Holder's
Annual General Meeting
November 24, 2017**

**Canad Inns Windsor Park
1034 Elizabeth Rd.
Winnipeg, Manitoba**

**AMENDED AND RESTATED 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;

"Band Council Resolution" or "BCR" shall mean a resolution that is ratified by Chief and Council that identifies the voting representative and alternate for Sub-Agreement Holder community; "Board" shall mean the board of directors of the Corporation;

"By-law" means this By-Law and all other by-laws of the Corporation from time to time enacted by the Corporation and being in force and effect;

"Chair" shall mean a Director selected to preside over any properly constituted meeting of the Board on a rotating basis;

"Chief" shall mean the duly elected Chief of the First Nation;

"Council" shall mean the duly elected Chief and Councillors of the First Nation;

"Director" means an individual member of the Board;

"Facilitator" shall mean a person, who may or may not be a Director, selected to preside over any properly constituted meeting of Members;

"First Nation" shall mean a band, as defined in the Indian Act (Canada).

"Member" shall mean a Sub-Agreement Holder, being a First Nation organization that has a signed Sub-Agreement;

"Officer" means an individual appointed as such pursuant to Article V; and

"Sub-Agreement" shall mean an agreement entered into between a person and the Corporation, by which the Corporation has delegated responsibility for the delivery of all or some of the Corporation's programs to eligible clientele in a particular locality, region or community.

“person” includes an individual, partnership, association, First Nation, body corporate, trustee, executor, administrator, or legal representative.

ARTICLE I REGISTERED OFFICE OF THE COMPANY

The Registered Office of the Company shall be at the Brokenhead Ojibway Nation, 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. Subject to section 2 below, First Nations in Manitoba, as represented by their Chief and Council, that have entered into and hold a valid and binding Sub-Agreement with the Corporation, shall be eligible for one membership in the Corporation.

Section 2. Despite anything else in this By-Law, an organization which is not a First Nation, but whose members are First Nations, may become a Member, by entering into a Sub-Agreement with the Corporation. With respect to any such Member, reference to a BCR in this By-Law shall be deemed to refer a resolution of the board of directors of that Member.

Applications for Membership

Section 3. 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, or an organization qualified with section 2, accompanied by a Band Council Resolution (BCR) of the Chief and Council. The BCR from the prospective First Nation shall be the “application” requesting membership with the Corporation and the BCR shall identify the voting delegate and alternate.

Delegates

Section 4. Each Member shall be entitled to appoint in writing one delegate and one alternate to attend all meetings of the Members.

Section 5. A delegate appointment shall be made by providing the Secretary a BCR at or before the commencement of a Members’ meeting. The Corporation will be entitled to rely in good faith on any such BCR. 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 6. Any Members may be terminated in accordance with the Reduction or Termination clauses and the General Conditions – Termination for Cause stated in the Member’s Sub-Agreement with the Corporation.
- Section 7. Members may resign their membership in writing via BCR provided to the Secretary.

ARTICLE III MEMBERS MEETINGS

Annual Meetings

- Section 8. 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 not more than fifteen (15) months after the previous AGM at such 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 9. A special meeting of the Members can be caused to be called at any time by either a written request of five percent (5%) of the Members to the Secretary or by resolution of the Directors.

Twenty-one Days’ Notice of Meeting

- Section 10. Notice of the time and place of Members’ meetings shall be sent to;

- a. the Members;
- b. the delegate designated by BCR to attend the Members’ meeting;
- c. each Director; and
- d. the Corporations auditors,

by regular mail, email or fax to each person’s recorded address or fax number no less than twenty-one (21) days prior to the meeting and notice cannot be given more than fifty (50) days prior to the meeting of Members.

- Section 11. The Corporation’s Executive Assistant shall be responsible for maintaining a list of Members and their delegates who are entitled to receive notice of Members’ meetings, together with the recorded addresses and fax numbers for all such Members and delegates.

- Section 12. If any notice given to a Member or delegate pursuant to this Article III is returned because the Member or delegate cannot be found, the Corporation shall not be required to give any further notices to such Member or delegate until it informs the Corporation in writing of its new address.

Quorum of Members

Section 13. 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 14. At all meetings of Members, each Member has one vote and 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 Facilitator or by any person present and entitled to vote.

Section 15. 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 Facilitator 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 favour of or against any resolution or proceeding in respect of that question.

Section 16. A demand for a poll may be withdrawn. A poll shall be taken in such manner as the Facilitator 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 17. At all Members' meetings, the Facilitator, if a delegate or alternate of a Member appointed in accordance with section 4, shall have a vote the same as if he or she were not the Facilitator.

Proxies

Section 18. Members have the right to appoint one delegate to represent them at Members' meetings, or a proxy, who shall act in the place of that delegate.

Section 19. Proxies shall be appointed in the same manner as a delegate, by BCR, in the manner described in sections 3 to 5 above, or by proxy letter signed by the Chief of the Member in question, or in the case of a Member, which is not a First Nation, the President of that Member

ARTICLE IV DIRECTORS

Number

Section 20. 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 a special resolution of the Members to amend the articles of

incorporation of the Corporation, at a properly constituted meeting of the members of the Corporation.

Qualifications

Section 21. Subject to section 2 and 21.1, any person duly elected by a majority of Members at a properly called and constituted Members' meeting, may serve as a Director, provided that they:

- a. are a member of, and nominated by, a Sub-Agreement Holder with the Corporation;
- b. are an individual designated by BCR of the Sub-Agreement Holder of which the individual is a member;
- c. are at least eighteen (18) years of age; and,
- d. have not been found to be legally incompetent as determined by a court in Canada or elsewhere.

A majority of the Directors shall be;

- a. resident Canadians; and
- b. Members/citizens of a First Nation that is a Member.

Appointment of Director by the Assembly of Manitoba Chiefs

Section 21.1. Subject to the qualification criteria set out in paragraphs (c) and (d) of section 21, 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.

Section 21.2 Despite anything else in this By-Law, any appointment or removal of a Director appointed by the Assembly of Manitoba Chiefs shall occur by a resolution of the board of directors of the Assembly of Manitoba Chiefs and reference to a BCR in this By-Law shall, with respect to the Assembly of Manitoba Chiefs, be deemed to refer to a resolution of the board of directors of the Assembly of Manitoba Chiefs.

Election

Section 22. In addition to any Director appointed pursuant to section 21.1, 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 of the Members. 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 23. With the exception of a Director appointed pursuant to section 21.1, 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. Directors with the highest

amount of votes will hold office for three (3) year terms. In the event that the Board number increases, the Board shall determine the terms of office for any new Board members.

Meetings

Section 24. 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. Directors may participate in these Meetings of Directors via conference call or electronically.

Notice

Section 25. 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. If notice is given by phone, such giving of notice will be recorded and the list will be filed in the minutes. 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 26. 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 27. A majority of the Board shall form a quorum for the transaction of business.

Voting

Section 28. 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 or her original vote. The Chair may move, second and vote upon any resolution, by-law or any other matter as if he or she were a Director only and not Chair of the meeting.

Removal

Section 29. If any Director fails to attend three consecutive meetings of the Board, or four (4) meetings within one year, 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. For greater certainty, Directors may participate in these meetings of Directors via conference call or electronically.

Section 30. A Director shall be removed if he or she ceases to be a designated representative of the Member which appointed that Director, such removal to be evidenced by a BCR of that Member (as outlined in sections 3 to 5 above).

Section 31. With the exception of a Director appointed pursuant to section 21.1, a Director may be removed from office by a majority vote of the Members at any Members' 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 31.1 A Director appointed pursuant to section 21.1 automatically ceases to hold office as a Director in the event that the Director ceases to hold office as Chief of their First Nation or upon revocation of their appointment by the Assembly of Manitoba Chiefs.

Section 32. A Director may be removed should they violate the conflict of interest guidelines of the Corporation contained in Article VI.

Filling Vacancy

Section 33. With the exception of Director appointed pursuant to section 21.1, 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.

Section 34. In the event of a vacancy created by the removal of a Director pursuant to section 21.1, the Assembly of Manitoba Chiefs shall fill that vacancy, in accordance with the appointment process set out in section 21.1

Resolutions In Lieu of Meeting

Section 35. 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 Board meetings shall be submitted for confirmation to the next succeeding meeting of the Board.

Duties of Director

Section 36. 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 Directors and Officers

Section 37. 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 wilful neglect or default respectively.

Section 38. To the extent permitted by the Act, each Officer and each Director 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 39. 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 accordance with Treasury Board rates. In the event that any Director shall become a bona fide employee of the Corporation (whether full time or part time) they shall cease to be a Director.

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 40. 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 41. 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 42. The Vice President shall have such other powers and duties as the Board may specify.

Secretary

Section 43. 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 by the Board for that purpose; and shall have such other powers and duties as the Board may specify.

Treasurer

Section 44. 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 45. 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 46. 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 or her successor is appointed.

Remuneration

Section 47. The Officers shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid for their travel expenses incurred by them in connection with the affairs of the Corporation in accordance with Treasury Board rates. In the event that any Officer shall become a bona fide employee of the Corporation (whether full time or part time) they shall cease to be an Officer.

ARTICLE VI CONFLICT OF INTEREST

Conflict of Interest

Section 48. 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 49. No Financial Benefit

- a) No Director shall, directly or indirectly, receive any profit from his/her position as a Board member; and
- 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.

Declaration of a Conflict of Interest

Section 50. 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. Specific guidelines for conflict of interest shall be in accordance with the Act and the Board shall be responsible for determining whether a conflict of interest has arisen or may arise.

ARTICLE VII BANK ACCOUNT, AND GENERAL SIGNING AUTHORITIES

Bank Accounts

Section 51. 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 52. 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 53. 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 54. 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 55. 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 shall be as effectual as if signed under the corporate seal and shall bind the Corporation to the same extent.

Section 56. 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 57. The fiscal year of the Corporation shall terminate on the 31st day of March in each year.

ARTICLE IX EFFECTIVE DATE

Section 58. This By-Law shall come into force when confirmed by the Members in accordance with the Act.

ARTICLE X AMENDMENTS

Section 59. The Board may from time to time review or amend the By-Law, subject to Member approval at a special or general meeting of the Members.

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.

ARTICLE XI COMPUTATION OF TIME

Section 60. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall also be excluded.

CERTIFICATE

We, the undersigned, Officers of the above-named Corporation certify that the foregoing Amended and Restated General By-Law was enacted by the Members on the ____ day of _____, 201__.

(President)

(Secretary)

(Vice-President)

(Treasurer)

Dated this _____ day of _____, 201__.