

MoCreebec Eeyoud

BYLAWS

MEMBERSHIP

2. A person is eligible to be a Member of MoCreebec Eeyoud if he or she is an individual:

(a) who is, or who is descended from, a “Y” dialect Cree-speaking person, and who is committed to the principles, purpose and objectives of the MoCreebec *Constitutional Framework* ratified June 6, 1993 as evidenced by his or her application for membership in MoCreebec Eeyoud submitted in accordance with section 3 ;

(b) who is, if not a “Y” dialect Cree-speaking person or descended from a “Y” dialect Cree-speaking person, a spouse or adopted child of such a person, and who is committed to the principles, purpose and objectives of the MoCreebec *Constitutional Framework* ratified June 6, 1993 as evidenced by his or her application for membership in MoCreebec Eeyoud submitted in accordance with section 3;

(c) who is a child, including an adopted child, of a person referred to in (a) or (b) whose parent or legal guardian applies for membership of that child in MoCreebec Eeyoud on behalf of the child by completing an application for membership in MoCreebec Eeyoud submitted in accordance with section 3, or who is automatically added to the Membership List in accordance with section 5;

(d) who, between June 6, 1993 and the date of approval of this MoCreebec Eeyoud Governance Document by the initial Members (inclusive), has signed an oath of membership in MoCreebec Council of the Cree Nation and has not since passed away or notified MoCreebec Council of the Cree Nation in writing of his or her desire to be removed from membership in MoCreebec Council of the Cree Nation, and who is admitted to membership by the board as soon as feasible after the first meeting of the initial Members; or

(e) who at the date of passage of this MoCreebec Eeyoud Governance Document is a child, including an adopted child, of an individual referred to in section 2(d), and who is admitted to membership by the board as soon as feasible after the first meeting of the initial Members.

3. Applications for membership may be submitted to the board in writing when the board is convened at a meeting, or by delivering the application in any written form to the Chief, Deputy Chief or Secretary at any other time, in which case, the Chief, Deputy Chief or Secretary shall present the application to the board at their next meeting. A Clan Council Representative may submit applications on behalf of waahkumaakich of his or her clan and individuals for whom such applications are submitted shall be notified by the Clan Council Representative, Chief, Deputy Chief or Secretary of this fact as soon as possible after the application has been submitted on their behalf and shall be informed of their right to withdraw their membership upon their request.

4. If an individual is eligible to be a Member in accordance with section 2(a), (b) or (c) and applies for membership, the board shall accept the new Member or Members and the Secretary or his or her delegate shall update the Membership List. If an individual is admitted as a Member in accordance with section 2(d) or (e), the Corporation shall make reasonable efforts as soon as feasible following their admission as Members to notify the individual referred to in section 2(d) of their membership in MoCreebec Eeyoud either orally or in writing (by email or by letter to their last known address), and inform them of their right to withdraw their membership, and that of any children or adopted children they may have, upon the request of the individuals referred to in section 2(d).

5. The children of existing Members are automatically considered Members and will be added to the Membership List upon notice of their birth or adoption being received by MoCreebec Eeyoud.

6. The Membership List will contain the following information:

(a) The name and date of birth of each Member;

(b) The current (or last known) residential or business address of each Member;

(c) An email address if the Member has consented to receiving information or documents by electronic means;

(d) For each Member, the date on which that person became a Member and, if applicable, the date on which that person ceased to be a Member; and

(e) The clan of each Member.

RIGHTS OF MEMBERS

7. Each Member has the right to participate in their respective clan meetings. Each adult Member has the right to vote for their Clan Council Representative if a vote is called for that purpose, or on any other matter requiring a vote at a clan meeting, and has the right to participate in the process to be determined under section 47 for confirming or voting for a Member to act as Chief or Deputy Chief.

8. Each adult Member has the right to vote at any meeting of the Members.

9. Any adult Member may cease to be a Member by notifying MoCreebec Eeyoud in writing of their wish to withdraw their membership.

10. No Member may be removed from MoCreebec Eeyoud except with their written consent, upon their death, or upon the Corporation being liquidated and dissolved.

11. Membership in MoCreebec Eeyoud is not transferable.

12. The introduction of membership fees may only occur if approved by 75% of the adult Members present at a specially convened Members' meeting for which notice of the question to be decided has been included in the notice of the meeting.

CLANS

13. The Members shall be divided into clans (each being a group of Members) based on family or kinship groups. The clans at the date of the passing of this MoCreebec Eeyoud Governance Document, being January 26, 2015, are as follows:

(a) Hester Clan;

(b) Jolly/Gagnon Clan;

(c) Small Clan;

(d) Trapper Clan;

(e) Visitor Clan;

(f) Weapenicappo Clan; and

(g) Wynne/Iserhoff Clan.

14. Additional groups of Members constituting clans shall be added from time to time either by the board of its own right, or upon application to the board by an authorized representative of their clan. Each clan shall be entitled to have a Clan Council Representative appointed to the board of directors by their clan in accordance with this MoCreebec Eeyoud Governance Document, up to the maximum number of Clan Council Representatives prescribed in the Articles.

15. Members without a clan affiliation by family or kinship association or Members who have a family or kinship group with less than ten (10) adult Members have a right to be adopted by a clan in accordance with the following the process:

(a) A Member without a clan affiliation by family or kinship association or Members who have a family or kinship group with less than ten (10) adult Members may request an existing clan to be adopted into the existing clan by applying for adoption into that existing clan by its Clan Council Representative;

(b) The Clan Council Representative shall call a meeting of the waahkumaakich of the clan to review the application for adoption and if consensus is reached to accept the application, the Clan Council Representative shall notify the Chief, Deputy Chief or Secretary and the Member without a clan affiliation by family or kinship association or Members who have a family or kinship group with less than ten (10) adult Members shall become a waahkumaakan of that clan with all the rights of membership in that clan;

(c) If following a meeting of the waahkumaakanich of the clan referred to in section 15(b) consensus is not reached, the Member or Members seeking adoption shall notify the Chief, Deputy Chief or Secretary, and the board shall meet and determine into which clan the Member or Members seeking adoption shall be admitted.

16. A Member may only be a waahkumaakan of one clan.

17. Upon marriage, separation or divorce, an adult Member may transfer their membership to the clan of their spouse or, in the case of separation or divorce, to the clan they were a Member of before they were first married, with notice in writing to the Chief, Deputy Chief or Secretary signed by the transferring Member. For greater certainty, no authorization is required to transfer out of a clan, and transfer to a different clan automatically dissolves membership in the previous clan.

ANNUAL AND OTHER MEETINGS OF MEMBERS

18. The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in the Moose Factory/Moosonee area as the board may determine and on such day as the board may appoint.

19. All Members are entitled to be present at any meeting of the Members unless the board sets out in the notice of the meeting that a particular meeting be attended only by adult Members or by an age below the age of 18 years, if so determined by the board.

20. At every annual meeting of the Members, in addition to any other business that may be transacted, the board or any director or officer appointed by the board for the purpose shall present the report of the directors, the financial statements and the report of the auditors.

21. The board shall have power to call at any time a general or special meeting of the Members of MoCreebec Eeyoud.

22. Members shall have the power to call a special meeting of the Members of MoCreebec Eeyoud provided that:

(a) Written notice of the meeting is delivered to the Chief, Deputy Chief or Secretary at least five (5) days in advance of the meeting;

(b) The purpose of the meeting is set out in the written notice; and

(c) A group of at least 10 adult Members which group shall include waahkumaakich of 75% or more of the clans in existence at that time (or a group of at least 5% of the adult Members, if the number of adult Members is less than 200) sign the written notice referred to in section 22(a), or a group of at least 5% of the adult Members including waahkumaakich of 75% or more of the clans in existence at the time.

23. No public notice or advertisement of Members' meetings, annual or general, is required, but notice of the time and place of every such meeting shall be given to Members by one or more of the following methods:

(a) By mail, courier, or by personal delivery by their Clan Council Representative or the Chief, to each adult Member, during a period of 21 to 60 days before the day of the meeting;

(b) By telephone, electronic or other communication method to each adult Member from their Clan Council Representative or the Chief, during a period of 21 to 35 days before the day of the meeting;

(c) By affixing the notice, no later than 30 days before the meeting, to a notice board on which information respecting MoCreebec Eeyoud's activities is regularly posted and that is located in a place frequented by Members, which may be MoCreebec Eeyoud's webpage; or

(d) If MoCreebec Eeyoud at any time has more than 250 Members, by publication at least once in each of the 3 weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the Moose Factory / Moosonee area.

24. If a Clan Council Representative or Chief is known to be out of town or otherwise unable to notify their clan, the Secretary or his or her delegate will send notices directly to every waahkumaakan of the clan for whom MoCreebec Eeyoud has a mailing or email address on file.

25. No error or omission in giving notice of any annual, general or special meeting or any adjourned meeting, whether annual, general or special, of the Members of MoCreebec Eeyoud invalidates such meeting or makes void any proceedings taken at the meeting so long as a quorum of the Members was present at the meeting.

26. Members can participate in meetings of Members by conference telephone, Skype or any other communication technology that permits all persons participating in the meeting to hear each other, and a Member or Members participating in a meeting by such means is deemed to be present at the meeting.

QUORUM OF MEMBERS

27. A quorum of Members for the transaction of business at any meeting of the Members shall be met where:

(a) 25 adult Members, inclusive of any Clan Council Representatives and the Chief or acting Chief and the Deputy Chief or acting Deputy Chief, are present; and

(b) At least 75 percent of the Clan Council Representatives are present, except for the first meeting of Members following enactment of this MoCreebec Eeyoud Governance Document by the directors, at which the quorum shall be all of the initial Members.

28. If quorum is present at the opening of the meeting, the Members present may proceed with any business of the meeting even if quorum is not present for the entire meeting. However, no votes will be taken if a quorum is not present at the time of voting.

DECISION-MAKING BY MEMBERS

29. Each adult Member shall be entitled to one vote on any question arising at a special or general meeting of the Members; however, unless otherwise required by the Act or the Articles or unless the board decides that a matter should be decided by a vote of the Members prior to seeking consensus through the process described herein, consensus will be sought for all decisions of the Members.

30. An adult Member may also vote by proxy at a meeting provided that he or she grants their proxy to another adult Member, and the form of proxy is delivered to the Chief, Deputy Chief or Secretary (in

person, by facsimile or by electronic mail) at least 2 days prior to the meeting where the voting will occur. A proxy may only be granted on a meeting by meeting basis, and shall be dated and signed by the person granting the proxy and state the meeting for which the proxy is being granted to another adult Member. The Member who is granted the proxy shall, when a vote is called, state that he or she is voting by proxy for the person who granted him or her the proxy. Proxy vote results shall be counted and recorded separately from vote results where Members vote personally.

31. In seeking consensus among the Members at special or general meetings of the Members, all adult Members are entitled to voice their opinion, and Members who are children may be permitted to voice their opinion by the person chairing the meeting. Consensus will be considered to have been reached when no adult Member present at the meeting, or at a subsequent meeting or other opportunities the board may decide to hold or arrange to consider and decide upon the matter, objects to the proposed action or decision after a reasonable time has passed after the question was put to the Members. What is a reasonable time will be determined by the Chief or whichever director or officer is presiding at the meeting.

32. If the Chief or other director or officer presiding at the meeting of Members considers that a reasonable effort has been made to achieve consensus but that consensus will not be reached, the question may be referred to a vote. If the question being asked receives support from 50% plus 1 of the then-present adult Members, the question will be deemed to be agreed to.

33. Unless a recorded vote is demanded, a declaration by the Chief, Deputy Chief or Secretary of the Corporation that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

BOARD OF DIRECTORS

34. The property and business of MoCreebec Eeyoud will be managed by the board.

35. The board will be composed of the Chief or acting Chief, the Deputy Chief or acting Deputy Chief, and one representative of each clan or group of Members, who have the collective and exclusive right to appoint to the board a director, also known as a Clan Council Representative, to represent their clan, subject to the provisions regarding first director Allan Jolly set out in section 38. The first directors Clifford Trapper, George Small Jr, and Grace Delaney are hereby acknowledged to be Clan Council Representatives of the Trapper, Small and Visitor clans respectively, and upon their admission by the first directors as Members of MoCreebec Eeyoud, Archie Hester, Michael Jolly, Victor Weapenicappo and Dorothy Wynne shall be recognized as Clan Council Representatives of the Hester, Jolly, Weapenicappo and Wynne/Iserhoff clans respectively.

The first terms of George Small Jr., Grace Delaney, Archie Hester and Clifford Trapper shall end on December 6, 2016, and the first terms of Victor Weapenicappo, Michael Jolly and Dorothy Wynne shall end on December 6, 2017, unless they are resign or are removed earlier pursuant to section 38.

36. Clan Council Representatives shall be responsible for representing their clan at board meetings, arranging meetings with and consulting with their clan on matters of concern to MoCreebec Eeyoud and assisting the waahkumaakich of their clan in applying for membership in MoCreebec Eeyoud.

37. Other than as specifically provided for in relation to acknowledgement of the first 7 Clan Council Representatives as directors as set out in section 35, a Clan Council Representative shall be officially recognized as a director when the chairperson of the clan or another person appointed by the clan for this purpose, other than the Clan Council Representative, informs the board or the Chief in writing of:

- (a)** The name of the Clan Council Representative and the name of the clan;
- (b)** The date when the Clan Council Representative was appointed by their clan; and
- (c)** The names of the adult Members of the clan, and the Clan Council Representative signs an oath of office as Clan Council Representative, if one has been developed.

38. The first directors identified in the Articles will continue as directors until their successors are appointed by their respective Clan Councils, except in the event of the first director who is not a Clan Council Representative, being Allan Jolly. Allan Jolly shall continue as a first director and acting Chief until a Chief is confirmed or elected by the process to be determined under section 47, or unless he resigns or is removed earlier from his role as director and acting Chief under section 48.

39. Subject to removal under section 42 or 48, or subject to section 35 which provides for shorter terms for certain directors or subject to a shorter term of a Clan Council Representative if he or she becomes Chief or Deputy Chief pursuant to the process to be determined under section 47, the term of a director is 3 years. A director may be reappointed by his or her clan either by consensus or by ordinary resolution. If no new director is appointed by a clan after three years, the incumbent director will remain in office until a successor is appointed.

40. All directors must be adult Members, and all directors must not be:

- (a)** Anyone who has been declared incapable by a court in Canada or in another country; or
- (b)** A person who has the status of a bankrupt.

In the event any director who, after becoming a director, comes to fall within either section 40 (a) or (b), he or she shall immediately cease being a director upon that event occurring. In the event a director during his or her term is convicted of an indictable offence under the *Criminal Code* of Canada, he or she shall cease to be a director upon his or her conviction, and his or her clan may appoint a Clan Council Representative to complete the balance of the term of that director.

41. There must be at least two directors who are not officers or employees of MoCreebec Eeyoud or any affiliated corporation.

42. Clan Council Representatives may be removed as Clan Council Representatives prior to the end of their 3-year term if they are found by a court of competent jurisdiction to have breached their oath of office, or by the following process:

- (a)** after seeking advice from other adult Members of the clan, the chairperson of a clan, or the acting chairperson appointed by a majority of the adult Members of the clan for this purpose (referred to as the “**acting chairperson of the clan**” for the purposes of this section 42), shall notify in writing the Clan Council Representative of the actions or omissions of the Clan Council Representative in his or her role as representative of their clan which are of concern to the clan (the “**matters of concern**”), which may include alleged breaches of the oath of office, and shall meet at a time determined by the chairperson

or acting chairperson of the clan to discuss these matters of concern with the Clan Council Representative, provided that if the Clan Council Representative refuses to meet at a reasonable time when he or she is available, he or she shall be deemed to have resigned as Clan Council Representative;

(b) if the matters of concern are not resolved following discussions referred to in clause (a), the chairperson or acting chairperson of the clan shall, together with the Chief of MoCreebec Eeyoud and such other adult Members as the chairperson or acting chairperson of the clan may determine, meet with the Clan Council Representative at a time determined by the chairperson or acting chairperson of the clan to discuss the matters of concern to seek to resolve the matters of concern, provided that:

(i) If the matters of concern are not resolved following the first meeting, at least one more meeting shall be held to seek to resolve the matters of concern; and

(ii) If the Clan Council Representative refuses to meet at a reasonable time when he or she is available, he or she shall be deemed to have resigned as Clan Council Representative;

(c) If the matters of concern are not resolved following the discussions referred to in clause (b), the Clan Council Representative shall be notified by the Chief or the Secretary of his or her right to appear at a special meeting of the clan called by the chairperson or acting chairperson of the clan or by the Chief, at which meeting the Clan Council Representative shall have an opportunity to state why he or she should not be removed, following which the adult Members of the clan present at the meeting may remove the Clan Council Representative by an ordinary resolution and appoint another adult Member of their Clan to replace the Clan Council Representative who has been removed; and

(d) It is expressly provided that the above provisions replace the right in the Act for a director to submit to MoCreebec Eeyoud a written statement giving reasons for opposing his or her removal or replacement.

43. Directors may resign from the board prior to the end of their term by delivering a notice in writing to the Chief or Deputy Chief, or in the case of resignation by a Chief or Deputy Chief, to a Clan Council Representative. If a Clan Council Representative is confirmed or elected as Chief or Deputy Chief, he or she shall be deemed to cease being a Clan Council Representative.

44. Upon the resignation of a Clan Council Representative, upon a Clan Council Representative being confirmed or elected as Chief or Deputy Chief, or upon the death or removal of a Clan Council Representative, their clan is entitled to appoint to the board another Clan Council Representative to complete the balance of the term of the Clan Council Representative who resigned, died, was removed or became Chief or Deputy Chief.

45. Each clan may appoint two honorary directors, one youth and one elder, who will be the Youth and Elder Clan Council Representatives, respectively. Honorary directors are not directors and are not entitled to vote at directors' meetings, but are entitled to attend all board meetings and may be asked by the board to voice their opinions or provide advice on various matters to be determined by the board.

46. The first Chief and Deputy Chief of MoCreebec Eeyoud shall be confirmed or elected pursuant to the process to be determined under section 47. Every 3 years thereafter (or as soon as practicable following the end of the 3-year term), a Chief and a Deputy Chief shall be confirmed or elected pursuant to the

process to be determined under section 47, unless the Chief or Deputy Chief resigns, dies or is removed under section 48 prior to the end of the 3-year term or, in which case a person shall be appointed by the Clan Council Representatives as acting Chief or acting Deputy Chief until the next annual meeting of Members, at which a new Chief or Deputy Chief shall be confirmed or elected, subject to the right of the Clan Council Representatives to decide to follow the confirmation and election process to be determined under section 47 as soon as possible after the Chief has resigned, died or been removed. A Chief or Deputy Chief may hold consecutive 3-year terms as Chief or Deputy Chief.

47. Chiefs and Deputy Chiefs will be confirmed or elected pursuant to a process to be determined by the Clan Council Representatives, by which Members of the corporation will select and/or elect a Chief and a Deputy Chief, which process is to be determined within six (6) months of the approval of this MoCreebec Eeyoud Governance Document by the initial Members.

48. A Chief or Deputy Chief may be removed prior to the end of his or her 3-year term if he or she has been found by a court of competent jurisdiction to have breached his or her oath of office, or pursuant to the following process:

(a) If 75 % or more of the Clan Council Representatives notify the Chief or Deputy Chief in writing of alleged actions or omissions of the Chief or Deputy Chief in his or her role as Chief or Deputy Chief (the **“matters of concern regarding the Chief or Deputy Chief”**), which may include alleged breaches of the oath of office, the Chief or Deputy Chief and the Clan Council Representatives present at a meeting of the board shall be called by these Clan Council Representatives to discuss these matters of concern regarding the Chief or Deputy Chief with the Chief or Deputy Chief. At this meeting, the Chief or Deputy Chief shall have an opportunity to state why he or she should not be removed, provided that if the Chief or Deputy Chief refuses to meet within 30 days of delivery of the notice at a reasonable time proposed by the Clan Council Representatives providing the notice, he or she shall be deemed to have resigned as Chief or Deputy Chief;

(b) If the matters of concern regarding the Chief or Deputy Chief are not resolved following the meeting referred to in clause (a), at least one more meeting shall be called by the Clan Council Representatives referred to in clause (a) to seek to resolve the matters of concern regarding the Chief or Deputy Chief, and if the Chief or Deputy Chief refuses to meet after having received notice of this meeting at least 5 days in advance of the meeting, he or she shall be deemed to have resigned as Chief or Deputy Chief;

(c) If the matters of concern regarding the Chief or Deputy Chief are not resolved following the meeting referred to in clause (b), the Chief or Deputy Chief may be removed if so agreed by 75% or more of the Clan Council Representatives; and

(d) It is expressly provided that the above provisions replace the right in the Act for the Chief and Deputy Chief as directors to submit to MoCreebec Eeyoud a written statement giving reasons for opposing their removal or replacement.

49. The board may from time to time form committees, including an Executive Committee, or other advisory bodies that it considers necessary or appropriate. For greater certainty, committees may be established to assist the board or the Members in reaching consensus on particular matters. Committees may also be dissolved by the board.

50. The Clan Council Representatives shall develop an oath of office for directors as soon as possible following the passage of this bylaw, which shall commit Clan Council Representatives and the Chief and Deputy Chief to ethical standards of conduct and to act in the best interests of the Members, and shall present the oath of office for ratification by the Members at the next meeting of the Members after it has been approved by the Clan Council Representatives. Once ratified by the Members, all Clan Council Representatives and the Chief and Deputy Chief must complete the oath of office in order to serve as Clan Council Representative, Chief or Deputy Chief.

MEETINGS, BOARD OF DIRECTORS

51. The board shall meet no fewer than four (4) times per year.

52. Quorum of the board is 50% plus one of the directors.

53. Board meetings may be formally called by the Chief, or if 50% plus one of the directors request the Chief or Secretary in writing to do so. If the Chief or Secretary fails to call a board meeting after a request made by these directors, these directors may call a board meeting.

54. Board meetings will be held at the registered office of the Corporation, or at such place or places as the board may select from time to time.

55. Notice of board meetings will be delivered personally or by mail, telephone, facsimile or electronic mail to each director not less than 7 days before the meeting is to take place, unless the meeting is an emergency meeting or if the date was agreed upon at the previous meeting and recorded in the minutes.

56. No formal notice of any meeting is necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

57. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and no notice is required for such regular meetings (unless one of the topics for a regularly planned meeting is the delegation of one or more of the directors' powers in accordance with the Act). The Secretary shall provide a copy of the resolution setting the regularly scheduled meeting dates and times to all directors.

58. A directors' meeting may also be held, without notice, immediately following a meeting of the Members if a quorum of the board is present.

59. The directors may consider or transact any business, either special or general, at any meeting of the board, provided quorum is present.

60. If reasonable notice is given to the Chief or the Secretary, a director or directors may participate in a meeting of the board by conference telephone, Skype or any other communication technology that permit all persons participating in the meeting to hear each other, and a director or directors participating in a meeting by such means is deemed to be present at the meeting.

61. Provided that a quorum is present, no error or omission in giving notice for a meeting of directors invalidates such meeting or invalidates or makes void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

DECISION-MAKING by BOARD OF DIRECTORS

62. Unless otherwise required by the Act or the Articles, consensus will be sought for all decisions of the board. Consensus will be considered to have been reached when no director present at a board meeting objects to the proposed action or decision after a reasonable time for discussion has been allowed.

63. If consensus cannot be reached, the Chief may ask that the issue be set aside until the next meeting of the directors. On being raised a second time, if consensus cannot be reached, the honorary directors may voice their opinions and the board will reconsider the issue based on their opinions, if any.

64. If an issue is raised for a third time and does not receive agreement by consensus, the Chief may ask for a recorded vote, and if the question receives support from 75% of the present directors, the question will be deemed to be agreed to.

POWERS OF DIRECTORS

65. The board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.

66. Without in any way derogating from the foregoing, the board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem to be advisable and for the benefit of the Members.

REMUNERATION OF DIRECTORS

67. The Chief shall receive a full-time salary and the Deputy Chief shall receive a part-time salary for their work as directors, in reasonable amounts determined by the board from time to time. Clan Council Representatives shall receive reasonable honoraria for attending board meetings, in reasonable amounts determined by the board from time to time. Directors and honorary directors shall be reimbursed for reasonable expenses incurred in the performance of their duties.

DUTIES OF THE CHIEF and DEPUTY CHIEF

68. The Chief will, in addition to the other duties noted below, be the chief executive officer of MoCreebec Eeyoud and shall oversee the general management and supervision of the affairs and operations of MoCreebec Eeyoud as a corporation.

69. The Chief will preside at meetings of the board and work with the Secretary to arrange for and provide notices and distribute information to directors, auditors and the Members and waahkumaakich of clans, when such notices and/or information is required.

70. The Chief and Deputy Chief will assist the board in maintaining the board's accountability by providing assistance to the Clan Council Representatives, and the clans where requested, and will work with the Clan Council Representatives to continue to implement the Constitution.

71. The Chief will be the main point of contact with the board for Members and Clan Council Representatives outside regularly convened meetings.

72. The Chief will receive the reports from board or committee representatives, as well as reports from incorporated and non-incorporated entities established by the MoCreebec Council of the Cree Nation prior to the Articles of Amendment of the Corporation dated December 2, 2014 or later established by the Corporation and reporting to the board, and will assist the Secretary in reviewing such reports and presenting them to the board and/or the Members as applicable.

73. The Chief will convene a general meeting of the Members at least semi-annually.

74. The Chief will also have the following duties:

(a) To represent the interests of the Members in discussions with all other orders of government, committees, agencies and organizations;

(b) To protect and promote the principles, purpose and objectives of the Constitution and to coordinate any efforts to amend it;

(c) To work with the Clan Council Representatives to develop policies, procedures and programs that enhance the recognition of Members' rights and benefits' as Aboriginal people and support the purposes and objects of MoCreebec Eeyoud.

75. The Deputy Chief will assist the Chief in carrying out his or her responsibilities and will assume the responsibilities of the Chief in the event that he or she is temporarily unable to fulfill the Chief's duties or if expressly asked to do so for a specific purpose by the Chief or 50% +1 of the Clan Council Representatives.

76. For greater certainty, the duties of the Chief and Deputy Chief relate to supporting and carrying out the purposes and objects of MoCreebec Eeyoud in its role as the representative of the Aboriginal community self-identifying as MoCreebec Council of the Cree Nation, which purposes and objects are defined in the Articles, and in implementing the spirit and intent of the Constitution.

OTHER OFFICERS OF CORPORATION

77. In addition to the Chief and Deputy Chief, there will be one Secretary appointed by the board. A Treasurer and any other officers may also be appointed by the board. Two or more offices may be held by the same person provided that the Chief and Deputy Chief may not hold the offices of Secretary or Treasurer. There must be at least two officers of the Corporation at all times. Officers may but need not be directors or Members, except for the Chief and Deputy Chief who must be adult Members.

78. In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer will hold office until his or her successor is appointed or until his or her resignation, whichever occurs first.

79. For greater certainty, any officer removed under section 78 who is also a director will remain a director unless removed by their Clan Council, or if the director dies or resigns.

80. In the absence of a written agreement to the contrary, the terms of employment and remuneration for all officers elected or appointed by the board will be determined from time to time and may be

varied from time to time by the board. For greater certainty, nothing in this section requires the board to determine any remuneration or reimbursement of officers, and unless otherwise specified, officers who are not employees will serve in a voluntary capacity and without remuneration.

DUTIES OF THE SECRETARY

- 81.** The Secretary will attend all meetings or provide a delegate who is acceptable to the board.
- 82.** The Secretary or his or her delegate will be the secretary for all meetings of the board, and, whether or not he or she attends, the Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; he or she shall give, or cause to be given, as and when instructed, notices to directors, auditors or the Members.
- 83.** The Secretary will be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation, except those overseen by the Treasurer, if appointed. The Secretary is responsible for updating and maintaining the Membership List as directed by the board.
- 84.** The Secretary or his or her delegate will assist the Chief in coordinating efforts of the board to implement the Constitution, and may assist the Chief in any or all of his or her other tasks as may be requested by the Chief or the board from time to time.
- 85.** The Secretary will assist the Chief in managing the affairs and operations of MoCreebec Eeyoud as a corporation.

DUTIES OF OTHER OFFICERS

- 86.** The Treasurer, if appointed (and if not, the Secretary), shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board. He or she shall disburse the funds of the Corporation under the direction of the board, taking proper vouchers therefor and shall render to the board at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the board.
- 87.** The duties of any other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

PUBLIC ACCOUNTANT

- 88.** At each annual meeting, the adult Members of the Corporation shall, by consensus or by ordinary resolution, appoint a public accountant to hold office until the close of the next annual meeting. If at any annual meeting a public accountant is not appointed, the current public accountant will remain in office until a successor is appointed.
- 89.** The remuneration of the public accountant may be fixed by consensus or ordinary resolution of the Members or, if not so fixed, shall be fixed by the directors.

90. The Members of Corporation may by ordinary resolution at a special meeting remove the public accountant from office, unless the public accountant was appointed by a court. A vacancy created by such removal may be filled at the same meeting.

91. If the public accountant dies, resigns or is removed by the Members in accordance with section 90 and a new appointment is not made by the Members at the same meeting, the directors shall immediately fill the vacancy.

TRANSACTION OF AFFAIRS

92. The affairs of the Corporation may be transacted by resolutions passed at meetings of directors or committees of directors at which a quorum of the board or committee is present, or by resolution in writing signed by all the directors entitled to vote on that resolution. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

93. The board shall have power from time to time to appoint auditors, agents or attorneys for the Corporation in or out of Ontario with such powers of management, administration or otherwise (including the power to sub-delegate) as the board considers fit.

PROFITS

94. Any profit derived from carrying on the affairs and business of MoCreebec Eeyoud shall be devoted and applied solely in promoting and carrying out its purposes.

EXECUTION OF DOCUMENTS

95. The authorized signatories for any deeds, transfers, licences, contracts and engagements on behalf of the Corporation are any two of the Chief, Deputy Chief, Secretary or Treasurer (if appointed) or any other person authorized by a resolution of the board.

96. Any two of the Chief, Deputy Chief, Secretary, Treasurer (if appointed) or any person or persons from time to time designated by a resolution of a quorum of the board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

97. The authorized signatories for all cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation are any two of the Chief, Deputy Chief, Secretary, Treasurer or such officer or officers, directors, agent or agents of the Corporation and in such manner as is from time to time determined by resolution of the board, and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers, directors or agents so appointed may arrange, settle, balance and certify all books and

accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

98. The Chief and the Secretary or any other officer appointed by the board for the purpose will be the authorized signatory for this MoCreebec Eeyoud Governance Document and any other by-laws of the Corporation and any membership card or certificate.

99. Notwithstanding any provisions to the contrary contained in this MoCreebec Eeyoud Governance Document and any other by-laws of MoCreebec Eeyoud, the board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BANKING, BOOKS AND RECORDS

100. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it may be transacted by an officer or officers of the Corporation and/or other persons as the board may appoint by resolution from time to time.

101. The directors shall see that all necessary books and records of the Corporation required by the MoCreebec Eeyoud Governance Document and any other by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

FINANCIAL YEAR

102. Unless otherwise ordered by the board, the fiscal year of the Corporation will terminate on the 31st day of March in each year.

ANNUAL FINANCIAL STATEMENTS

103. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

BORROWING

104. The board may from time to time by resolution authorize:

(a) The borrowing of money on the credit of the Corporation; or

(b) The issuance, selling or pledging of securities of the Corporation; or

(c) The charge, mortgage, hypothecation or pledging of all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

105. From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed

as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

OTHER NOTICES

106. Any notice not addressed in this MoCreebec Eeyoud Governance Document which is required to be given pursuant to the Act, the Articles, this MoCreebec Eeyoud Governance Document or any other by-laws or otherwise to the Members, a director, officer or auditor is sufficiently given if delivered personally or if sent to his or her last recorded address, or, in the case of Members, announced or posted publicly in a manner deemed appropriate by the board. For greater certainty, the last recorded address may be an email address.

107. The Secretary may change or cause to be changed the recorded address of any Member, director, officer or auditor in accordance with any information believed by him or her to be reliable.

108. The written declaration of the Secretary, Chief or Deputy Chief that notice has been given pursuant to this MoCreebec Eeyoud Governance Document shall be sufficient and conclusive evidence of the giving of such notice.

PROTECTION OF DIRECTORS AND OFFICERS

109. Every director and officer of MoCreebec Eeyoud in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, articles, this MoCreebec Eeyoud Governance Document and any other by-laws, and any applicable resolution.

110. Provided that the standard of care required of him or her has been satisfied, no director or officer will be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation have been invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation have been deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which may happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own willful or fraudulent misconduct or negligent act or omission.

111. Subject to the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer 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 against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or

proceeding to which he or she is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

(i) He or she acted honestly and in good faith with a view to the best interests of the Corporation; and

(ii) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

112. The Corporation may indemnify such persons in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or applicable law.

113. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section as the board may from time to time determine.

CONFLICTS OF INTEREST

114. A director or officer of MoCreebec Eeyoud who is a party to, or who is a director or an officer of, or has a material interest in a material contract or transaction or proposed material contract or transaction with MoCreebec Eeyoud or any person who is a party to same, shall disclose in writing to MoCreebec Eeyoud or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest. Disclosure by such director or officer shall be made at the time and in the manner required by the Act, and a director having an interest in a contract or transaction shall not participate in any deliberations of the board with respect to the material contract or transaction and shall not vote on any resolution to approve the contract or transaction unless expressly permitted by the Act.

115. Notwithstanding the above, it is not a conflict of interest if the party or material interest belongs to MoCreebec Eeyoud or any of its predecessors as such, and not the individual director or officer.

INTERPRETATION

116. Except where specifically defined herein, words, terms and expressions appearing in this MoCreebec Eeyoud Governance Document shall have the meaning ascribed to them under the Act.

117. In this MoCreebec Eeyoud Governance Document and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

118. Except in relation to membership in the Corporation or a clan, or persons sitting on the board as directors or honorary directors, words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative.

119. An acting Chief or acting Deputy Chief shall have the powers and responsibilities of the Chief and Deputy Chief, respectively, set out in this MoCreebec Eeyoud Governance Document, until replaced or until the Chief or Deputy Chief is able to resume his or her powers and responsibilities.

REGISTERED OFFICE

120. The registered office of the Corporation shall be in the Moose Factory/Moosonee area in the Province of Ontario, or another location as may be from time to time specified by the board and registered with the appropriate corporate filings.

SEAL

121. The Corporation may, but need not, have a corporate seal; if adopted, such seal will be in the form approved from time to time by the board.

INVALIDITY

122. The invalidity or unenforceability of any section of this MoCreebec Eeyoud Governance Document does not affect the validity or enforceability of the remaining sections.

AMENDMENTS

123. Amendments to the Articles, which include the purpose and objects of the Corporation and the Corporation's name, require a special resolution of the Members passed by a majority of not less than two thirds of the votes cast at a duly convened general, annual or special meeting of the Members.

124. Sections of this MoCreebec Eeyoud Governance Document related to the topics that are also covered by the Articles and/or listed below shall not be amended except by a special resolution of the Members passed by a majority of not less than two thirds of the votes cast at a duly convened general, annual or special meeting of the Members. The topics requiring a special resolution that are covered in this MoCreebec Eeyoud Governance Document are:

- (a) The province in which the registered office is located;
- (b) Conditions for being a Member;
- (c) Changes to the groups of Members (clans), their designation, rights or conditions of membership;
- (d) Changes to the prohibition on transferring membership in MoCreebec Eeyoud to another person;
- (e) The manner of giving notice to Members of scheduled meetings;
- (f) The manner of voting by Members or addition of a method for voting when a Member has not attended the meeting.

125. Notice of a motion to amend sections of the MoCreebec Eeyoud Governance Document covering the topics listed above must be provided with the notice of the meeting, setting out the exact changes requested and the reason why the change is desirable, and such notice will be filed in writing with the Secretary and provided to the Clan Council Representatives for the purpose of circulating it to the Members at least 30 days before the meeting.

126. Other provisions of the MoCreebec Eeyoud Governance Document may be amended by the board from time to time, and such amendments will be presented to the Members at the next annual or general meeting.