

## **BY-LAW NO. 1**

### **A by-law relating generally to the conduct of the affairs of**

### **INDIAN RESOURCE COUNCIL INC.**

(the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

#### **SECTION 1 - GENERAL**

##### **1.1 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "Authorized Representative" means an individual who is authorized by such Member to represent the Member: i) at a Meeting of Members, ii) on any corporate committee or group; iii) to take any representative action on behalf of such Member and, iv) if the Member is entitled to vote, to vote on behalf of the Member at a Meeting of Members.
- d) "Board" means the Board of Directors of the Corporation
- e) "By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- f) "Director" means a member of the Board;
- g) "First Nation" means an Indian Band within the meaning of the Indian Act (Canada) or a First Nation recognized as such in legislation of Canada;
- h) "Meeting of Members" includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;
- i) "Member" means a member of the Corporation as defined in the Act;
- j) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- k) "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- l) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- m) "Reserve" means "reserve" as defined in the Indian Act R.S.C., 1985, c. I-5; and
- n) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.2 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.3 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **1.4 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.5 Financial Year End**

The financial year end of the Corporation shall be determined by the Board of directors.

## **1.6 Banking Arrangements**

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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

## **1.7 Annual Financial Statements**

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

## **SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

### **2.1 Membership**

Subject to the Articles, there shall be four (4) classes of Members in the Corporation, namely, Voting Members, Associate Members, Honorary Members and Corporate Members. The Board may, by Ordinary Resolution, approve the admission of the Members of the Corporation in accordance with any additional membership qualifications contained the policies and constitution of the Corporation, if any.

Members may also be admitted in such other manner as may be prescribed by the Special Resolution of the voting Members of the Corporation.

The following classes of membership shall apply:

### **2.1.1 Voting Members**

- a) Voting Membership shall be available only to a First Nation which has:
  - (i) active energy related natural resource development or production; or
  - (ii) the potential produce or develop energy related natural resources;

on First Nation lands controlled or owned by such First Nation, who has applied for and has been accepted by the Board for Voting membership in the Corporation in accordance with the policies and constitution of the Corporation, if any, including any additional membership qualifications set out therein.

- b) The term of membership of a Voting Member shall be two (2) years, subject to renewal in accordance with the policies and constitution of the Corporation, if any, and the approval of the Board.
- c) As set out in the Articles, each Voting Member is entitled to receive notice of, attend and vote at all meetings of members and each such Voting Member shall be entitled to one (1) vote at such meetings.
- d) For the purposes of paragraph 2.1.1(a)(ii) for an First Nation to be eligible for Voting Membership, the First Nation must have the potential to produce or develop energy related natural resources based on geological, scientific or other data proving such potential. The Board of directors its sole discretion, acting reasonably and in accordance with the polices and constitution of the Corporation, if any, shall have final authority to determine if a First Nation has the potential to produce or develop natural energy resources for the purpose of issuing Voting Class Membership.

### **2.1.2 Associate Members**

- a) Associate Non-Voting Membership shall be available only to:
  - i) a First Nation; or
  - ii) a First Nation entity or organization;

who has applied for and have been accepted by the Board for Associate Non-Voting Membership in the Corporation in accordance the policies and constitution of the Corporation, if any, including any additional membership qualifications set out therein.

- b) The term of membership of an Associate Non-Voting Member shall be two (2) years, subject to renewal in accordance with the policies and constitution of the Corporation, if any, and approval of the Board.
- c) Subject to the Act and the Articles, an Associate Non-Voting Member shall not be entitled to receive notice of, attend or vote at Meetings of the Members of the Corporation. The Board of

Directors may invite Associate Non-Voting Members to attend a Meeting of the Members of the Corporation as an observer.

### ***2.1.3 Honorary Member***

- a) Honorary Non-Voting Membership shall be available only to:
  - i) a First Nation entity or organization; or
  - ii) an individual;

who has applied for and have been accepted by the Board for Honorary Non-Voting Membership in the Corporation in accordance the policies and constitution of the Corporation, if any, including any additional membership qualifications set out therein.

- b) The term of membership of an Honorary Non-Voting Member shall be two (2) years, subject to renewal in accordance with the policies and constitution of the Corporation, if any.
- c) Subject to the Act and the Articles, an Honorary Non-Voting Member shall not be entitled to receive notice of, attend or vote at Meetings of the Members of the Corporation. The Board of Directors may invite Honorary Non-Voting Members to attend a Meeting of the Members of the Corporation as an observer.

### ***2.1.4 Corporate Members***

- a) Corporate Non-Voting Membership shall be available only to corporations who have applied and have been accepted for Corporate Non-Voting Membership in the Corporation.
- b) The term of membership of a Corporate Non-Voting Member shall be two (2) years, subject to renewal in accordance with the policies and constitution of the Corporation, if any.
- c) Subject to the Act and the Articles, a Corporate Non-Voting Member shall not be entitled to receive notice of, attend or vote at Meetings of the Members of the Corporation. The Board of Directors may invite Corporate Members to attend a Meeting of the Members of the Corporation as an observer.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.2 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each Member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

### **2.3 Absentee Voting by Mail Ballot**

Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of members may vote by mailed-in ballot or a ballot delivered by electronic means, provided that the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) permits the tallied votes to be presented at the Meeting of Members without it being possible for the Members present at the meeting being able to identify how each Member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Members not in attendance at a Meeting of Members.

### **2.4 Authorized Representatives**

#### ***2.4.1 Designating Authorized Representatives***

All Members, who are not an individual, shall designate an Authorized Representative or Authorized Representatives to represent such Member at a Meeting of Members, for the purpose of representing such Member on any corporate committees or groups or to take any representative action on behalf of such Member. Each Member shall notify the Corporation in writing of its designated Authorized Representatives.

#### ***2.4.2 Replacing an Authorized Representative***

In the event a Member replaces one or more of its Authorized Representatives, such Member shall notify the Corporation of the change in writing.

#### ***2.4.3 Standing for Meetings of Members***

The Corporation must receive written notification of a Member's Authorized Representatives for the Authorized Representatives to have standing at a Meeting of Members or to act on behalf of the Member. Notwithstanding the fact that a Member may have more than one Authorized Representative, each Member shall only be entitled to one vote at a Meeting of Members.

### **2.5 Membership Dues**

The Board, may by ordinary resolution set reasonable annual or bi-annual membership dues for each class of Members. In the event the Board sets annual or bi-annual membership dues, Members shall be notified in writing of the membership dues payable by them and, if the membership dues are not paid within six (6) calendar months of the membership dues payment date set out in such notice, the Members in default shall cease to be Members in good standing and upon ordinary resolution of the Board have their respective memberships terminated.

## **2.6 Member Proposals**

A member entitled to vote at an annual meeting of members may pursuant to section 163 of the Act:

- a) submit to the corporation notice of a Proposal that the member proposes to raise at the meeting; and
- b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal in accordance with the Act.

## **SECTION 3 - MEMBERSHIP, TERMINATION AND DISCIPLINE**

### **3.1 Termination of Membership**

A membership in the Corporation is terminated when:

- a) the Member ceases to exist, or, in the case of a Member that is a corporation, the corporation is dissolved;
- b) a Member fails to maintain any of the qualifications for membership described in Section 2.1 of these by-laws or fails to maintain any of the qualifications for membership set out in the policies and constitution of the Corporation, if any;
- c) the Member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the Member is expelled in accordance with Section 3.2 below or is otherwise terminated in accordance with the Articles, by-laws, policies and constitution of the Corporation, if any;
- e) the Member's term of Membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.2 Discipline of Members**

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation; or
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion, acting reasonably.

In the event that the Board, in accordance with the policies and constitution of the Corporation, if any, determines that a Member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the

event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.1 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those persons or their Authorized Representatives entitled to vote at the Meeting, the directors and the accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles, By-laws, policies and constitution of the Corporation, if any, to be present at the meeting. The Board of directors may by resolution entitle the one or more of the non-voting classes of Members to be present at a Meeting of Members. Any other person or organization may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **4.2 Chair of the Meeting**

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **4.3 Quorum**

A quorum at any meeting of the members in person or by proxy (unless a greater number of members are required to be present by the Act) shall be fifty percent (50%) plus one member of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **4.4 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, no Member shall have a second or casting vote.

## **SECTION 5 - DIRECTORS**

### **5.1 Directors**

The Board shall consist of eleven (11) directors to be elected in accordance with section 5.3 herein. Subject to the Articles, the Members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required. The number of Directors elected to the Board may be changed by the Voting Members in accordance with section 5.4 herein and the

relevant provisions of the Act. Notwithstanding any provision of these By-laws, the minimum number of Directors elected to the Board shall be three (3).

## **5.2 Term**

The directors of the Corporation shall be elected to hold office for a two year term expiring not later than the close of the second (2<sup>nd</sup>) annual meeting of members following the election. The duration of the term of office for a Director elected to the Board may be changed by the Voting Members in accordance with section 5.4 herein and the relevant provisions of the Act.

## **5.3 Election of Directors**

### ***5.3.1 Election of Directors by Region***

The vacancies on Board of Directors of the Corporation shall be elected by the membership as follows:

- a) 1 Director shall be elected by the Voting Members located in the Province of British Columbia;
- b) 4 Directors shall be elected by the Voting Members located in the Province of Alberta;
- c) 4 Directors shall be elected by the Voting Members located in the Province of Saskatchewan
- d) 1 Director shall be elected by the Voting Members located in the Provinces of Manitoba and Ontario; and
- e) 1 Director shall be elected by the Voting Members located in the Provinces Quebec, Nova Scotia, Prince Edward Island, New Brunswick and Newfoundland.

(each of the geographical groups described in subsections 5.3(a) through (e) above are hereinafter each referred to as a "Region")

The number of Regions, the geographical boundaries of the Regions and/or the number of Directors allocated to each Region may be changed by the Voting Members in accordance with section 5.4 herein and the relevant provisions of the Act.

### ***5.3.2 Nominations***

Each Voting Member set out above shall have the right nominate a director for election to the Board for their respective Region.

### ***5.3.3 Election of Directors by Majority Vote***

The Voting Members in each Region shall, by majority vote, vote to elect the Director(s) or Director, as the case may be, for their respective Region. Voting Members shall only be entitled to vote to elect Director(s) for the Region in which they are located. In the event that the number of nominees for a Region equals the number of vacancies on the Board for that Region those nominees shall be automatically appointed to the Board. The election of Board shall be conducted in accordance with the policies and constitution of the Corporation as determined from time to time.



#### **5.3.4 Member Regions**

The Board shall have the final authority, based on geographical information, to determine which Region a Voting Member is located in for the purpose of a Member exercising its voting rights for a membership vote which is allocated by Region.

#### **5.4 Changing Number of Directors, Term of Office and Regions**

The Voting Members of the Corporation by Special Resolution may change:

- a) the number of Directors elected to the Board;
- b) the duration of the term of office of a Director;
- c) the number of Membership Regions and/or the geographical boundaries of the Membership Regions allocated for the purpose of membership votes allocated by Region; and
- d) the number of Directors allocated to each Region.

### **SECTION 6 - MEETINGS OF DIRECTORS**

#### **6.1 Calling of Meetings**

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

#### **6.2 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.1 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

#### **6.3 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## 6.4 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairman of the Board shall have a second casting vote

## 6.5 Quorum

A quorum at any meeting of the Directors in person or by proxy (unless a greater number of Directors are required to be present by the Act) shall be fifty percent (50%) plus one Director entitled to vote at the meeting of the Board Directors. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## 6.5 6 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of directors.

## SECTION 7 - OFFICERS

### 7.1 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **Chair of the Board** - The Chair of the Board, if one is to be appointed, shall be a director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board of directors and of the members. The Chair of the Board shall have such other duties and powers as the Board may specify.
- b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a director. If the Chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of directors and of the members. The vice-chair shall have such other duties and powers as the Board may specify.
- c) **President** – If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- d) **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public

accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- e) **Treasurer** - If appointed, the treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. One individual may hold more than one office of the Corporation.

## **7.2 Vacancy in Office**

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 shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Board may, by Ordinary Resolution, appoint a person to fill such vacancy.

## **SECTION 8 - NOTICES**

### **8.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a

post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or Member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **8.2 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## **8.3 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 9 - DISPUTE RESOLUTION**

### **9.1 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.2 of this By-Law.

### **9.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**SECTION 10 - EFFECTIVE DATE**

**10.1 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 2013 and confirmed by the members of the Corporation by special resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 2013.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 2013.

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**CHECK APPROPRIATE BOX**

- I agree with the draft IRC Inc By-Laws

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NAME, SIGNATURE AND FIRST NATION

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COMMENTS:

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