



Foundational Document

Memorandum and Articles of Association

Rupertsland Institute
Métis Nation of Alberta

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Memorandum and Articles of Association

Rupertsland Institute
Métis Nation of Alberta

Memorandum of Association of Rupertsland Institute

1. The name of the company is the Rupertsland Institute (and in this Memorandum of Association is hereinafter referred to as the “Company”).
2. In this Memorandum, the term “Member” means a Shareholder of the Company, and vice-versa.
3. The objects for which the company is established are:
 - a. To educate and increase the public’s appreciation of the Métis culture, and Métis educational attainment, and labour market outcomes;
 - b. To create a forum and institute for the exchange of ideas about the Métis;
 - c. To conduct research into all matters affecting the place of Métis within Canadian society and economy, in the interest of furthering knowledge about the Métis, and to promote understanding and reconciliation of the Métis by the public;
 - d. To develop, manage and deliver programs that assist Métis achieve their educational and employment goals;
 - e. To develop partnerships with governments, education institutions, other training providers, and public/private sector employers to enhance education and employment outcomes for Métis citizens of Alberta.
4. The object specified in each paragraph of Clause 3 of these Articles in no way is to be limited by reference to, or inference from, the terms of any other paragraph or the name of the Company or by the juxtaposition of two or more objects, and that in the event of any ambiguity, Clause 3 is to be construed so as to widen and not to restrict the objects of the Company.
5. All income and property of the Company shall be applied toward the furtherance of the objects of the Company and no part of the income or property shall be paid or transferred or be made available, directly or indirectly, by way of dividend, bonus, or otherwise, for the benefit of any Member of the Company, but nothing in this Memorandum limits or prevents the reasonable and bona fide remuneration to any Member of the Company for services actually rendered to the Company or for property properly and bona fide conveyed to the Company.

6. The liability of the Members is limited.

7. The Company will be run as a PRIVATE COMPANY as stipulated in the *Companies Act*, R.S.A. 2000, c. C-21, and will be LIMITED BY SHARE.

8. The authorized capital of the Company is \$4.00, divided into 4 Class "A" Common. Shares with a nominal or par value of \$1.00 each.

9. Each Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound-up while the Member is a member, or within one year thereafter, for payment of debts and liabilities of the Company contracted before the member ceases to be a member, and costs, charges, and expenses of the winding-up and for the adjustment of the rights of contributors amongst Members, such amount as may be required.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company pursuant to this Memorandum of Association, and we respectively agree to take the number, kind, and class of shares in the Company set opposite our respective names.

Number of Shares taken:

1 Class "A" Common Share to each subscriber below.

Métis Nation of Alberta

Audrey Poitras, President

Muriel Stanley Venne, Vice President

Ephram Bouvier

Bill Loutitt

Articles of Association of Rupertsland Institute

A Métis Centre of Excellence, June 10, 2010

ARTICLES OF ASSOCIATION OF RUPERTSLAND INSTITUTE (the “Company”)

SECTION ONE - INTERPRETATION

1. The regulations contained in Table “A” in the First Schedule to the *Companies Act*, R.S.A. 2000, c. C-21 are hereby excluded and do not apply to the Company;

2. The headings used throughout these Articles of Association shall not affect the construction hereof. In these Articles:

(a) “Act” means the *Companies Act*, R.S.A. 2000, c. C-21;

(b) “Articles” means the Articles of Association of the Company and any amendment thereof for the time being in force;

(c) “Company” means the above named Company, namely RUPERTSLAND INSTITUTE;

(d) “Directors”, “Board” and “Board of Directors” means the Board of Governors (or Board of Directors) of the Company for the time being;

(e) “Eligible donee” means an eligible donee as defined in the *Income Tax Act*, R.S.C. 1985 (5th Supp.) c. 1;

(f) “Debt obligation” means a bond, debenture, note or other evidence of indebtedness or guarantee of a Company, whether secured or unsecured;

(g) “Meeting of Shareholders” means an Annual Meeting of Shareholders or a Special Meeting of Shareholders, as the context requires;

(h) “Member(s)” means a Shareholder and vice versa, and in this instance, shall be constituted of the MNA Provincial Council as representatives of the MNA;

(i) “Métis” means a person who self-identifies as Métis, is distinct from the other Aboriginal peoples, is of historic Métis Nation ancestry, and is accepted by the Métis Nation;

(j) “MNA” means the Métis Nation of Alberta;

(k) “MNA Provincial Council” means those persons who are, from time to time, duly elected by the members of the MNA to govern the affairs of the MNA during their tenure in office and who are the collective presiding authority of the Shareholder, and who, as an elected body, have the voting and signing authority for the Shareholder;

- (l) “MNA Provincial Council Executive” means the MNA President, Vice-President, Secretary, and Treasurer;
- (m) “Office” means the registered office of the Company for the time being;
- (n) “Officer” means officer of the Company, and shall include the Chairperson, Vice-Chairperson, Secretary, and Treasurer under these Articles;
- (o) “Ordinary Resolution” means a resolution that requires a majority vote of Directors at a general meeting of the Board of Rupertsland Institute; or as applicable, a resolution that requires a majority vote of the Shareholders at an Annual Meeting of the Rupertsland Institute;
- (p) “Person” means a natural person, a Company (however incorporated), a society, a partnership, an unincorporated association; an institution created or administered by any Act of the Legislature of any province or, of the Parliament of Canada, and includes Her Majesty in right on any province, or of Canada;
- (q) “Register” means the register of Members to be kept by the Company as required by the *Companies Act*,
- (r) “Shareholders” or “Shareholder” means the legal and registered owner of the issued and outstanding shares in the capital stock of the Company, being the Rupertsland institute;
- (s) “Special Meeting of Shareholders” means any meeting of the Shareholders other than the Annual Meeting of Shareholders required to be held pursuant to the Act;
- (t) “Special resolution” as per the Act, means a resolution passed:
- a. at a general meeting of the Board of Rupertsland Institute, or at a Special Meeting of the Shareholders of Rupertsland Institute, of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given; and,
 - b. by a majority of not less than 75% of the votes of those members or directors who, if entitled to do so, vote in person; and,
 - c. at a general meeting, of which less than 21 days’ notice has been given, and if the members entitled to attend and vote at that general meeting so agree; or,
 - d. a resolution consented to in writing by the members who would have been entitled at a general meeting to vote on the resolution in person.
- (u) “Signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Company by these Articles, or by a resolution of the Directors of the Company;

(v) “These presents” means and includes these Articles, and any modification or alteration thereof for the time being in force;

(w) “Written or in writing” - means anything that includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form;

(x) Words importing the singular number include the plural number and vice versa;

(y) Words importing the masculine gender shall include the feminine and words importing persons include Corporations and Companies;

Save as aforesaid, words or expressions defined in the *Companies Act* have the meaning so defined when used in these Articles.

SECTION TWO - BUSINESS OF THE COMPANY REGISTERED OFFICE

3. Until changed in accordance with the Act, the registered office of the Company shall be at the City of Edmonton, in the Province of Alberta and at such location therein as the Board may from time to time determine.

4. The Company shall maintain a Register of its Members at its Registered Office. A Director’s Register shall also be maintained in order to record the names of all Directors appointed to sit on the Board of the Company.

EXECUTION OF INSTRUMENTS AND SPECIAL RESOLUTIONS

5. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Company by two persons, one of whom holds office as either Chairperson of the Board or Vice-Chairperson of the Board, or as a Director of the Company, and the other of whom holds one of the said offices, or the office of Secretary or Treasurer, or any other office created by resolution of the Board. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same. All Special Resolutions that have been voted on may be signed off by the duly appointed signatories on behalf of the Board and Shareholders of Rupertsland Institute.

BANKING ARRANGEMENTS

6. The banking business of the Company including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

CERTIFICATES

7. The Certificate for shares shall be adopted by the Board and shall be signed by the Chairperson and the Secretary of the Company or such other person or persons appointed by the Directors for that purpose.

SECTION THREE - BORROWING AND SECURITIES BORROWING POWER

8. Without limiting the borrowing powers of the Company as set forth in the Act, the Board may from time to time:

- (a) borrow money upon the credit of the Company in such amount and upon such terms as they think proper for the purpose of carrying about the objects of the Company;
- (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidence or guarantee of the Company, whether secured or unsecured;
- (c) subject to the provisions of the Act give a guarantee on behalf of the Company to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Company, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Company.

SECTION FOUR – DIRECTORS QUALIFICATION OF DIRECTORS

9. The following persons are disqualified from being a Director of the Company:

- (a) Anyone who is less than 18-years of age;
- (b) Anyone who:
 - i. is a dependent adult as defined in the Dependent Adults Act, or is the subject of a certificate of incapacity under that Act;
 - ii. is a formal patient as defined in the Mental Health Act;
 - iii. is the subject of an order under the Mentally incapacitated Act appointing a committee of his person or estate or both; or
 - iv. has been found to be a person of unsound mind by a court. elsewhere than in Alberta;
- (c) A person who is not an individual;
- (d) A person who has the status of bankruptcy;

- (e) A person who holds outstanding debt to the Métis Nation of Alberta; and
- (f) A person who has been suspended by the Métis Nation of Alberta Judiciary Council.

- 10. A Director of the Company is not required to hold shares issued by the Company.
- 11. Ex-officio Board members will hold their positions by virtue of the office they hold outside of the Company, as described in these Articles.
- 12. All of the Directors of the Company must be a resident of Alberta.

APPOINTMENT OF DIRECTORS INTERIM BOARD MEMBERS FOR RUPERTSLAND INSTITUTE

- 13. Pursuant to the MNA practice of having the MNA Provincial Council Executive serve as the Interim Board for newly created MNA affiliates, the MNA Provincial Council shall:
 - (a) Appoint the current MNA Provincial Council Executive to serve as the Interim Board to carry out the duties of Directors for Rupertsland Institute with the same powers, duties, and responsibilities as a fully constituted and ratified Board of Directors;
 - (b) Ensure the MNA Provincial Council Executive appointment consists of the MNA President, Vice-President, Secretary, and Treasurer;
 - (c) Ensure the Interim Board works to have all ex-Officio positions appointed to the Board; and
 - (d) Dissolve the MNA Provincial Council Executive as the Interim Board once the four ex-officio Board members to Rupertsland Institute have been appointed and sworn in as Board members.

PROCESS TO APPOINT PERMANENT BOARD MEMBERS FOR RUPERTSLAND INSTITUTE

- 14. The MNA Provincial Council shall by ordinary resolution, on behalf of the Métis people of Alberta:
 - (a) Establish a process for staggered term appointments to the Board that ensures the majority of the Directors' terms do not expire in the same year;
 - (b) Conduct a recruitment and selection process for Chairperson of this Board; such that, only after the four ex-officio Board members have been appointed, the MNA Provincial Council will by ordinary resolution, appoint the new Chairperson to the Board;

(c) Conduct a recruitment and selection process for two MNA members-at-large who are distinguished, professional, and knowledgeable people from the private sector; such that, only after the ex-officio Board members have been appointed, the MNA Provincial Council shall by ordinary resolution, appoint the two MNA members-at-large to the Board of Rupertsland Institute;

(d) Ensure that each candidate has the ability to provide effective and efficient expertise regarding the functioning of the Rupertsland Institute.

15. On behalf of Rupertsland Institute, and only after it is comprised of: one Chairperson; four ex-Officio members; and two MNA members-at-large, the Board shall appoint as Directors:

(a) One government representative who is a distinguished career professional, with expertise and knowledge relevant to the objects of Rupertsland Institute;

(b) One private sector representative who is a distinguished business professional, with expertise and knowledge specifically in the resource development Industry;

(c) Candidates who have the ability to provide effective and efficient expertise regarding the functioning of the Rupertsland Institute.

ONGOING BOARD COMPOSITION

16. The Board shall include as ex-officio:

(a) MNA President or an appointed delegate;

(b) MNA Minister of Education, or Training, or a more appropriate portfolio holder;

(c) University of Alberta Provost, or Provost Representative

(d) University of Alberta Dean of Native Studies;

17. The Board of Directors shall also include:

(a) One Chairperson, appointed by the MNA Provincial Council, who is a distinguished, professional, Métis person who is knowledgeable about the objects of Rupertsland Institute;

(b) Two MNA members-at-large, appointed by the MNA Provincial Council, who must meet Clause 14 (c) and (d) above;

(c) One representative from government who meets Clause 15 (a) and (c); and

(d) One representative from Industry who meets Clause 15 (b) and (c) above.

DIRECTORS TERM OF OFFICE

18. The terms of office for the Board members shall be as follows:

- (a) The Chairperson shall serve a term of five years, renewable upon review by the MNA Provincial Council, to a maximum of two consecutive terms;
- (b) The Métis members-at-large shall serve a term of three years, renewable upon review by the MNA Provincial Council, to a maximum of two consecutive terms.
- (c) The Industry representative shall serve a term of two years, renewable upon review of the Board, to a maximum of two consecutive terms.
- (d) The Government representative shall serve a term of two years, renewable upon review of the Board, to a maximum of two consecutive terms.
- (e) The ex-Officio member(s) from the MNA Provincial Council shall serve to the completion of elected term(s) in office, such that, when a MNA ex-officio member has lost a seat on the MNA Provincial Council, the MNA ex-officio member also loses the seat on the Board of Rupertsland institute.
- (f) The ex-Officio member(s) from the University of Alberta shall serve to the completion of their respective terms in office, or such that, the UofA member(s) has (have) retired, resigned, or been re-assigned from the UofA.

19. The Board shall, on behalf of Rupertsland Institute:

- (a) Ensure as necessary, that the ex-officio positions for the Board are filled, pursuant to these Articles of Association; and
- (b) At all times, ensure the Board consists of no less than two directors, but no more than nine directors.

REMOVAL OF DIRECTORS FROM THE BOARD

20. The Board of Rupertsland institute may, by ordinary resolution, but only where a 2/3 majority of the Board in this instance agrees, recommend to the appointing body, the removal of a Director from the Board pursuant to the appointment process outlined in these Articles, if:

- (a) A Director becomes physically or mentally incapacitated such that he or she cannot contribute to the effective and efficient functioning of the Company; or where,
- (b) A Director willfully and intentionally disrupts or inhibits the functions of the Board for a purpose other than the best interests of the Company; if, after all due

diligence inquiries, the Board is satisfied that such removal is in the best interest of the Company.

(c) A Director does not attend three consecutive meetings without cause.

REMOVAL OF CHAIRPERSON FROM THE BOARD

21. The Board of Rupertsland Institute may, by just cause, and special resolution, recommend the removal of a Chairperson from the Board, if:

(a) In the opinion of the Board, the Chairperson has failed, or refuses to conduct the Company's business, in accordance to these Articles of Association or the *Companies Act*; or,

(b) Despite due diligence inquiries, the Board is satisfied that such removal is in the best interest of the Company.

RE-APPOINTMENT OF INTERIM BOARD IN THE EVENT OF BOARD DISSOLUTION

22. In the unlikely event the entire Board or the majority thereof resigns, or is removed from office, the MNA Provincial Council shall re-appoint the MNA Provincial Council Executive to serve as an Interim Board, which will have the same powers, duties, and responsibilities as a full constituted and ratified Board, to carry out the duties of Directors, on an interim basis, and which will expedite, as reasonably possible, the selection and appointment of new permanent members to the Board.

RESTRICTIONS OF THE BOARD

23. The Board shall not:

(a) Restrict or-attempt to restrict, directly or indirectly, in any manner whatsoever, the powers and duties of the Board, except in accordance with powers, duties, obligations and rights of shareholders as set out in the Act; or

(b) Sell, trade, issue, transfer, or assign any shares of the Company unless the right to do so is adopted by special resolution of the Board and Shareholders.

CEASING TO HOLD OFFICE AS DIRECTOR

24. A Director ceases to hold office when:

(a) The Director dies or resigns;

(b) The Director no longer holds the ex-officio role that qualified the ex-officio position on the Board, or the ex-officio role is terminated;

(c) The Director's term of office expires; or

(d) The Director becomes disqualified or removed under the provisions of these Articles.

25. A resignation of a Director becomes effective at the time a written resignation is sent to the Company, or at the time specified in the resignation, whichever is later.

CALLING MEETINGS AND ADJOURNED MEETING

26. Calling Meetings and Adjourned Meeting

(a) The Chairperson of the Board may at any time, and the Secretary (or an approved delegate of the Chairperson) of the Company shall, upon the request of two Directors, summon a meeting of the Board; and

(b) A Quorum shall consist of a majority of the Directors of the Company in office at that time (50% of the Board) plus the Chairperson, or Vice-Chairperson if one is delegated, unless the Company only has three (3) Directors in which event a quorum is three (3) Directors.

(c) If within two (2) hours from the time appointed for any meeting of the Board a quorum is not present, such meeting shall automatically stand adjourned and shall be held at the same place ninety-six (96) hours after the time appointed for the original meeting without subsequent or further notice, unless the Chairperson of the meeting gives to all of the Directors a notice setting out a fixed time and place for the holding of the adjourned meeting, provided that such adjourned meeting shall not be held sooner than ninety-six (96) hours after the time appointed for the original meeting, if at such adjourned meeting a quorum provided for pursuant to the Act is not present, then any two (2) Directors shall be deemed to constitute a quorum for the purposes of conducting any business of the Company at such adjourned meeting. Notwithstanding the foregoing provisions of this subsection 4.01(b) of the Act, the Directors shall have the right to hold any adjourned meeting at such time and place as is unanimously agreed to by all of the Directors.

DUTIES OF DIRECTORS

27. The Directors shall duly comply with the provisions of the Alberta *Companies Act*, the regulations there under, these Articles of Association, and the Resolutions of the Company as agreed upon from time to time.

28. The Directors shall provide strategic policy direction, administrative and financial oversight over«Rupertsland Institute, and their powers as a Board shall include:

(a) Review and approval of the strategic plan, annual expenditure plans and budget;

(b) Review and approval of Rupertsland Institute policy documents, administration

manuals, policies and procedures documents, and other documents as may be presented by the CEO;

- (c) Appointment of the government and industry representatives to the Board;
- (d) Selection and ratification of Chief Executive Officer of Rupertsland Institute;
- (e) Appointment of officers and financial signatories of Rupertsland Institute;
- (f) Collaborate with the University of Alberta on the co-selection and appointment for the Director for the Métis Research Institute;
- (g) Regular monitoring of activities and financial status of Rupertsland institute;
- (h) Review and approval of audited financial statements and annual Rupertsland Institute report;
- (i) Set time and location of the Annual Meeting of the Shareholders;
- (j) Determination of rules and procedures for Board meetings (other than quorum);
- (k) Policy for termination of the CEO for just cause, or other criteria, as resolved by the Board.

NOTICE OF MEETINGS

29. Notice of the time and place of each meeting of the Board shall be given to each of the Directors not less than ninety-six (96) hours before the date on which such meeting is to be held. A notice of meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose of business to be specified. A Director may in any manner waive notice of or otherwise consent to a meeting of the Board.

GENERAL MEETINGS OF THE BOARD

30. The Board may appoint a day or days in any month or months for general meetings of the Board at a place and hour to be named. The Board must meet at least once every quarter and more often if required. Quorum shall be constituted of the Chairperson plus 50% of other Board members present at the meeting. No votes should be taken without quorum. A copy of any resolution of the Board affixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, and forthwith to each Director subsequently elected or appointed, and no other notice shall be required for any such regular meeting except where the Act or these Articles requires the purpose thereof or the business to be transacted thereat to be specified.

PROCEDURE

31. Except where it is specifically dealt with in the Alberta *Companies Act* or in any Article of the Corporation, all procedural matters relating to the conduct of both Shareholders and Director's meetings shall be as provided in the most current issue of Robert's Rules of Order.

MINUTES

32. Minutes of any meeting of the Board or of any committee of the Board, if purporting to be signed by the Secretary of such meeting or by his designate or by the Chairperson of the next succeeding meeting, shall be received as prima facie evidence of the matters stated in such minutes.

MEETINGS BY TELEPHONE OR BY OTHER COMMUNICATION FACILITIES

33. A Director may participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in such meeting to hear each other and a Director participating in a meeting by such means shall be deemed to be present at such meeting. Any person calling such meeting by telephone or other communication facilities shall prepare and provide a record of such meeting by telephone or other communication facilities for circulation to all other persons present at such meeting by telephone or other communication facilities. Any meeting by telephone or other communication facilities called or held pursuant to this section 4.06 shall be deemed to be a duly called and held meeting of the Board.

COMMITTEES OF DIRECTORS

34. The Directors may appoint one or more committees of Directors, however designated, and delegate to such committees any of the powers of the Directors except those, which, under the *Companies Act*, a committee of Directors has no authority to exercise. Unless otherwise determined herein or by the Directors, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its Chairperson and to regulate its procedure.

CHAIRPERSON

35. The Chairperson of the Board must meet the following qualifications. He or she must:

- (a) Be Métis;
- (b) Have proven management and extensive financial experience;
- (c) Have a record of success and accomplishment in chosen career or field of endeavor;

- (d) Have strong communication and interpersonal skills;
- (e) Have the ability and commitment to exercise Chairperson functions full-time.

36. The powers of the chairperson shall include:

- (a) Authority to convene Board meetings;
- (b) Preside over Board meetings and ensure minutes are kept of the same;
- (c) Right to cast a vote in the event of a voting tie;
- (d) Authority to sign contracts, contribution agreements and other agreements on behalf of Rupertsland Institute under defined limitations;
- (e) Authority to put forward the name of a CEO for ratification by the Board;
- (f) Exclusive authority to speak on behalf of Rupertsland Institute to the general public, and to represent the Rupertsland Institute before Government, third parties, and public events, and/or to delegate these responsibilities to other members of the Board or senior management staff.

37. The Chairperson of the Board shall have such duties as the Board may specify and such other powers as the Board may delegate and shall preside at all Board meetings. The Board may also assign to him or her any of the powers or duties that are by the provisions of these Articles assigned other officers, and they shall subject to the provisions of the Act, have such other powers and duties as the board may specify.

VOTES TO GOVERN

38. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Except in the case of a casting vote, the Chairperson of a meeting of the Board shall not vote. In case of an equality of votes, the Chairperson of the meeting shall be entitled to a casting vote.

REMUNERATION AND EXPENSES

39. The Directors, including the Chair, shall be paid such remuneration for their services as the Board may from time to time determine. The Directors and chairperson shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board.

40. The only persons entitled to be present at a meeting of the Board shall be those entitled to vote thereat and others who, although not entitled to vote, are entitled or required under any provision of the Act, or the Articles to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with unanimous consent of the Directors present at the meeting who are entitled to vote thereat.

RESOLUTION IN WRITING

41. A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors. The resolution may be executed in one or more counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall constitute one and the same instrument and notwithstanding the date of execution, shall be deemed to bear the date as of the date of the resolution. A facsimile transcribed copy of a resolution signed by a party, in counterparts or otherwise, shall be deemed to constitute a properly executed, delivered, and binding resolution, of and on, the parties so signing.

SECTION FIVE - OFFICERS APPOINTMENT

42. The Board may, from time to time, appoint a Vice-Chairperson of the Board, a Secretary, a Treasurer and such other Officers as the Board may determine. The Board may specify the duties of and, in accordance with these Articles and subject to the provisions of the Act, delegate to such Officers powers to manage the business and affairs of the Company.

VICE-CHAIRPERSON

43. A Vice-Chairperson may be appointed by the Board from amongst the Board and shall have such duties as the Board may specify and such other powers as the Board may delegate and shall preside at all Board meetings in absence of the Chairperson.

SECRETARY

44. A Secretary may be appointed by the Board from amongst the Board, and shall attend and be the Secretary of all meetings of the Board and of the Shareholders, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; they shall give or cause to be given, as and when instructed, all notices to Shareholders, Directors, officers and auditors, they shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Company and of all books, papers, records, documents and instruments belonging to the Company, except when some other officer or agent has been appointed for that purpose; and they shall have such duties as the Board may specify and such others powers as the Board may delegate.

TREASURER

45. The Treasurer may be appointed by the Board from amongst the Board, and shall keep proper accounting records in compliance with the Act, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Company; the Treasurer shall render to the Board whenever required, an account of all transactions as Treasurer, and of the financial position of the Company and shall have such duties as the Board may specify and such other powers as the Board may delegate.

POWERS AND DUTIES OF OTHER OFFICERS

46. The powers and duties of all other Officers shall be such as their terms of their engagement call for or as the Board may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be performed and exercised by such assistant, unless the Board otherwise directs.

VARIATION OF POWERS AND DUTIES

47. Subject to the provisions of the Act, the Board may from time to time, vary, add to or limit the powers and duties of any Officer.

TERM OF OFFICE

48. The Board, in its discretion, may remove any Officer of the Company, without prejudice to such Officer's rights under any employment contract. Otherwise, each Officer appointed by the Board shall hold office until his successor is appointed. An Officer may be removed from office at anytime by a resolution of the board, or an ordinary resolution of the Shareholder(s), in the same manner that a director may be removed by the Shareholder(s) pursuant to the provisions of the Alberta *Companies Act*.

TERMS OF REMUNERATION

49. The terms of remuneration of Officers appointed by the Board shall be settled by the Board from time to time.

AGENTS AND ATTORNEYS

50. The Board shall have power from time to time to appoint agents or attorneys for the Company in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

LIMITATION OF LIABILITY

51. No Director or Officer shall be liable for the acts, receipts, neglects or defaults or any other Director, Officer or employee, or for joining in any receipt or other act of conformity, or for any loss, damage, or extents happening to the Company through the insufficiency or deficiency of any security in or upon any of the monies of the Company shall be invested, or for any loss _or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any of the monies, securities or effects of the Company shall be deposited, or for any loss occasioned by any error of judgment or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any Director or Officer from duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

INDEMNITY

52. Subject to the limitations contained in the Act, the Company shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Company's request as a Director or Officer of a body corporate of which the Company is or was a Shareholder or creditor (or a person who undertakes or who has undertaken any liability on behalf of the Company or any such body corporate and his heirs and legal representatives) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Company, or such a body corporate (or undertaking or having undertaken any liability on behalf of the Company or any such body corporate), if:

- (a) he acted honestly and in good faith with a view to the best interests of the Company; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Company shall also indemnify such persons in such other circumstances as the Act permits or requires.

FIDELITY BONDS

53. The Board may require such Officers, employees and agents of the Company as the Board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine.

SECTION SIX - INSURANCE

INSURANCE

54. Subject to the limitations contained in the Act, the Company may purchase and maintain such insurance and in such amounts for the benefit of its Directors, Officers and other persons acting at the Company's request as a director or officer of a body corporate to which the Company is or was a shareholder or creditor as the Board may from time to time determine.

SECTION SEVEN - SHARES

REGISTRATION OF TRANSFER

55. Subject to the provisions of the Act, and the Articles, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing

such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by his attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the Board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the Board, upon compliance with such restrictions on transfer as are authorized by the Articles.

SHARE CERTIFICATES

56. The holder of the shares of the Company shall be entitled, at his option, to a share certificate, or to a non-transferable written acknowledgment of his right to obtain a share certificate, stating the number and class or series of shares held by him as shown on the securities register. Share certificates and acknowledgments of a Shareholder's right to a share certificate, respectively, shall be in such form as the Board shall from time to time approve. Share certificates shall be signed in accordance with these Articles and need not be under the corporate seal. The signature of the Signing Officers may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the Officer whose signature it reproduces and shall be binding upon the Company. A share certificate executed as previously mentioned shall be valid notwithstanding that one or both of the Officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

SECTION EIGHT - MEETINGS OF SHAREHOLDERS

PLACE OF MEETINGS

57. Meetings of Shareholders shall be held at the registered office of the Company or elsewhere in the municipality in which the registered office is situated or, if the Board shall so determine, at some other place within Alberta or, if all the shareholders entitled to vote at the meeting so agree, at a place outside the Province of Alberta.

PERSONS ENTITLED TO BE PRESENT

58. The only persons entitled to be present at a Meeting of Shareholders of the Company shall be those entitled to vote thereat, the Directors and Auditors of the Company, and others who, although not entitled to vote, are entitled or required under any provision of the Act, or the Articles of the Company to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the unanimous consent of the Shareholders present at the meeting who are entitled to vote thereat.

QUORUM

59. No business shall be transacted at a meeting of Shareholders unless a Quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, for a meeting of Shareholders, a majority of the MNA Provincial Council plus one shall be a quorum.

ADJOURNED MEETING

60. If within two (2) hours from the time appointed for any Meeting of Shareholders a quorum, as provided for in accordance with the Act, is not present, such meeting shall automatically stand adjourned and shall be held at the same place ninety-six (96) hours after the time appointed for the original meeting without subsequent or further notice, unless the Chairperson gives to all of the Shareholders a notice setting out a fixed time and place for the holding of the adjourned meeting; provided that such adjourned meeting shall not be held sooner than ninety-six (96) hours after the time appointed for the original meeting. If at such adjourned meeting a quorum, as provided for in accordance with the Act, is not present then one (1) person holding or representing fifty (50%) per cent of the shares of each class entitled to vote at such meeting shall be deemed to constitute a quorum for the purposes of conducting any business of the Company at such adjourned meeting. Notwithstanding the foregoing provisions of this section 8.03 the Shareholders shall have the right to hold any adjourned meeting at such time and place as is unanimously agreed to by all of the Shareholders present at the opening of a Meeting of the Shareholders.

MEETINGS WITHOUT NOTICE

61. A Meeting of Shareholders may be held without notice at any time and place permitted by the Act:

- (a) if all the Shareholders entitled to vote thereat are present in person or_ if those not present waive notice of or otherwise consent to such meeting being held, and
- (b) if the auditors and all the Directors are present or waive notice of or otherwise consent to such meeting being held.

At such a meeting, any business may be transacted which the Company may transact at a Meeting of Shareholders. If the meeting is held at a place outside Alberta, Shareholders not present, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

CHAIRPERSON, SECRETARY AND SCRUTINEERS

62. The Chairperson of any Meeting of Shareholders shall be the first mentioned of such of the following Officers as have been appointed and who is present at the meeting: Chairperson of the Board or Vice-Chairperson of the Board, if such Officer is a Shareholder. If no such Officer is present within fifteen (15) minutes after the time fixed for the commencement of the meeting, the persons present and entitled to vote shall choose one of their number to be Chairperson of the meeting. If the Secretary of the Company is absent, the Chairperson of the meeting shall appoint some person, who need not be a Shareholder, to act as Secretary of the meeting. If desired, one or more Scrutineers, who need not be Shareholders, may be appointed by the Chairperson of the meeting.

VOTING

63. Subject to the Act, every question at any Meeting of Shareholders shall be determined by a majority vote of the Shareholders. In case of an equality of votes, either upon a show of hands or upon a ballot, the Chairperson of the meeting, if entitled to vote thereat, shall not be entitled to a second or casting vote.

MEETINGS BY TELEPHONE OR BY OTHER COMMUNICATION FACILITIES

64. A Shareholder or any other person entitled to attend a Meeting of Shareholders may participate in the meeting by means of telephone or other communication facility that permits all persons participating in the meeting to hear each other and a Shareholder or other person participating in a meeting by such means shall be deemed to be present at such meeting. The person calling such meeting by telephone or other communication facilities shall prepare and provide a record of such meeting by telephone or other communication facility for circulation to all other persons present at such meeting by telephone or other communication facility.

65. Any meeting by telephone or other communication facility called or held pursuant to this section shall be deemed to be a duly called and held Meeting of Shareholders.

SHOW OF HANDS

66. Subject to the provisions of the Act, any question at a Meeting of Shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect to the said question, and the result of the vote so taken shall be the decision of the Shareholders upon the said question.

BALLOTS

67. On any question proposed for consideration at a Meeting of Shareholders, and whether or not a show of hands has been taken thereon, any Shareholder or representative of the Shareholder (Provincial Council) entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot so taken shall be the decision of the Shareholders upon the said question.

RESOLUTION IN WRITING

68. A resolution in writing signed by the Shareholder(s), entitled to vote on that resolution at a Meeting of the Shareholders, is as valid as if it had been passed at a Meeting of the Shareholders. A resolution may be executed in one or more counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall constitute one and the same instrument and notwithstanding the date of execution, shall be deemed to bear the date as of the date of the resolution. A facsimile transcribed copy of a resolution signed by a party, in counterparts or otherwise, shall be deemed to be and constitute a properly executed, delivered and binding resolution of and on the party so signing.

SECTION NINE - PRIVATE COMPANY PROVISIONS I

PRIVATE COMPANY

69. This private company:

- (a) Restricts or prohibits the right to transfer any of its shares;
- (b) Limits the number of its members to 50 or less, exclusive of persons who are in the employment of the company, and persons who, having been formerly in the employment of the company, were while in that employment and have continued after the determination of that employment to be members of the company, but where 2 or more persons hold one or more shares in the company jointly they shall, for the purposes of this definition, be treated as a single member, and;
- (c) Prohibits any invitation to the public to subscribe for any shares or debentures of the company.

SECTION TEN - NOTICES

PERSONS ENTITLED BY DEATH OR OPERATION OF LAW

70. Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the Shareholder from whom he derives his title to such share prior to his name and address being entered on the securities register-(whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing to the Company the proof of authority or evidence of his entitlement prescribed by the Act.

SECTION ELEVEN - EFFECTIVE DATE

EFFECTIVE DATE

71. These Articles shall come into force upon the passing of same by the Board, subject to confirmation of these Articles by the Shareholders of the Company as required by the Act, and upon such passage and approval, as aforesaid, these Articles of Association of the

Company shall supersede and replace any previous Articles or by-laws of the Company not approved by the Shareholder of the Company.

SECTION TWELVE - WIND-UP

PROCEDURE WITH THE COMPANY'S ASSETS

72. If the Company is to be wound up or dissolved, the assets of the Company are first to be used to satisfy its debts and liabilities. Any balance of assets remaining cannot and shall not be distributed among Members of the Company, instead, any such remaining balance will be transferred to a charitable or non-profit organization, hereinafter an eligible donee as defined above in these Articles that have objects similar or compatible with the objects of the Company, which eligible donees will prohibit the distribution of its, or their, income among its members to an extent at least as great as is imposed on the Company under these Articles and in the Memorandum of Association of the Company. Distribution of any balance remaining will be determined by the Members at or before the time of winding up or dissolution, if the assets, for whatever reason, cannot be transferred they will be held for charitable purposes.

MISCELLANEOUS

73. Except as expressly stated above in these presents, the Company shall be governed by Part 9 of the *Companies Act*, R.S.A. 2000, c. C-21, and any regulations thereto.

WE, the several persons whose names and address are subscribed desire to be formed into a company in keeping with these Articles of Association.

CONFIRMED BY MNA as the sole Shareholder of the Company, as endorsed by the Interim Board, being the MNA Executive this 10th day of June, 2010.

Audrey Poitras, President
Muriel Stanley Venne, Vice President
Ephram Bouvier
Bill Loutitt