

SOCIETIES ACT
APPLICATION FOR INCORPORATION

CONSTITUTION

We hereby declare that we desire to have a society incorporated under the *Societies Act*, and that

1. the name of the society is: Giant Mine Oversight Body Society;
2. the objects of the society are to fulfill the mandate and carry out the roles and responsibilities of the independent oversight body of the Giant Mine Remediation Project, in accordance with and in furtherance of the Giant Mine Remediation Project Environmental Agreement, as that agreement may be amended from time to time. The Giant Mine Remediation Project Environmental Agreement is an agreement first made June 9th, 2015 between Her Majesty the Queen in Right of Canada, the Government of the Northwest Territories, the Yellowknives Dene First Nation, the City of Yellowknife, Alternatives North and the North Slave Métis Alliance. It is annexed to this application and forms part of this constitution;
3. upon its incorporation, the Giant Mine Oversight Body Society shall become a Party to the Giant Mine Remediation Project Environmental Agreement;
4. subject to the *Societies Act* and any other applicable law, this Constitution and the Giant Mine Oversight Body Society's bylaws are to be interpreted consistently with the Giant Mine Remediation Project Environmental Agreement; and
5. the operations of the Society are to be chiefly carried from an office located in the Yellowknife (Northwest Territories) area.

BYLAWS

This bylaw relates generally to the conduct of the affairs of the Giant Mine Oversight Body Society:

1. **Interpretation.** In this bylaw, unless the context requires otherwise, words importing the singular include the plural and *vice versa*; words importing gender include the masculine, feminine and neuter genders; words importing persons include firms and corporations.
2. **Office.** The office of the Society must be in the Yellowknife (Northwest Territories) area.

RULES APPLYING TO MEMBERSHIP

3. **Eligibility for Membership.** The following are eligible for membership in the Society:
 - a) the Government of the Northwest Territories;
 - b) the Yellowknives Dene First Nation;
 - c) the City of Yellowknife;
 - d) Alternatives North;
 - e) North Slave Métis Alliance; and
 - f) one individual holding or acting in the position of Director or Deputy Director, Giant Mine Remediation Project within the Department of Aboriginal Affairs and Northern Development Canada, or if those positions are vacant or no longer exist, an individual identified by the Government of Canada as authorized to be a member of the Society on Canada's behalf.
4. **Fees.** No membership fee may be charged to any member.
5. **Roll.** The members of the Society shall be those persons who are from time to time enrolled as members of the Society in good standing, and the Society shall maintain at its office a list of such members.
6. **Resignation.** No member of the Society may resign unless that resignation is permissible under section 10(2)(b) of the Giant Mine Remediation Project Environmental Agreement. A member that is permitted to resign may do so by providing notice in writing to the Secretary of the Society. The resignation of a member takes effect 60 days after the notice or at the time specified in the notice, whichever is later. The member shall give a copy of this notice to the other members of the Society without unreasonable delay. The Secretary shall circulate the notice to the directors of the Society without unreasonable delay.
7. **Termination and Replacement.** The membership of the individual holding membership on behalf of Canada is automatically terminated if the Government of Canada gives notice to the Secretary of a change in the individual holding or acting in the office referred to in section 3(f) or otherwise authorized by the Government of Canada to be a member of the society on Canada's behalf.

The change in membership takes effect at the time indicated in the notice, or if no time is specified takes effect immediately, the individual becomes a member of the Society without any further steps being required, and the Secretary shall update the membership roll accordingly.

Except in unforeseen circumstances, Canada must give the other members of the Society 30 days' notice of any planned change, and in any event Canada shall give a copy of the notice of change to the other members of the Society without unreasonable delay. The Secretary shall circulate the notice to the other directors without unreasonable delay.

RULES APPLYING TO DIRECTORS

8. **Board of Directors.** The Board of directors of the Society shall manage the affairs of the Society. The Board may exercise all such powers and do all such things as may be exercised or done by the Society unless such power or thing is expressly required by the by-laws, by a resolution of the Society, or by statute to be done by the Society at a meeting of the members.
9. **Qualification of Directors.** Directors must be individuals, eighteen or more years old with the power under law to contract. Members may not be directors. A director need not reside in the Northwest Territories. Directors must have expertise in matters directly relevant to the objects of the Society. An individual is not disqualified from being a director solely on the basis of any of membership in the Yellowknives Dene First Nation or the North Slave Métis Alliance, or a prior affiliation with any member.
10. **First Directors.** The applicants for incorporation are the first directors of the Society, and subject to section 13 ("Vacation of Office") each such director's term of office on the Board of directors continues until the director is removed or the director's successor is appointed.
11. **Appointment of Directors.** Each member shall appoint an individual to be a director of the Society. A member appointing a new director shall first invite the Board to provide its views on the skills the Board believes it most needs to fulfil the objects of the Society. The Board must provide its views within 15 days of the request.

Each such appointment must be in writing and provided to the Secretary, along with an executed form of consent to act as director substantially in the form annexed hereto as Schedule A. The appointment of a director takes effect at the time indicated in the notice of appointment, or if no time is specified takes effect immediately. The member shall give written notice of the appointment to the other members of the Society without unreasonable delay. The Secretary shall circulate the notice of appointment to the other directors without unreasonable delay.

12. **Term.** A director's term of office is from the date of the appointment until the expiry date set out in the notice of appointment or for four years from the date of appointment, whichever is first. A member shall make best efforts to appoint a new director within 90 days of a vacancy. A member may re-appoint the same individual. The members shall discuss staggering the terms of their appointments of directors to minimize the possibility that two or more directors' terms will expire simultaneously.

13. **Vacation of Office.** The office of director is automatically vacated:
- a) if a director has resigned the office by delivering a written resignation to the Chair, Vice-Chair, or Secretary of the Society;
 - b) if a director is found to be of unsound mind or lacking the power under law to contract;
or
 - c) on death of the director.

14. **Expectations of Directors.** The members acknowledge that the directors are expected to act independently and competently in the best interests of the Society. The members also intend the Society to be able to adapt to the changing circumstances of the Giant Mine Remediation Project (including the shift from active surface remediation to the perpetual care of the underground arsenic trioxide).

15. **Removal of Directors.** The member that appointed a director may revoke that appointment by giving written notice to the director and to the Secretary of the Society. The member shall give a copy of this notice to the other members of the Society without unreasonable delay.

The removal of a director takes effect at the time indicated in the notice of revocation, or if no time is specified takes effect immediately. The Secretary shall circulate the notice of revocation to the other directors without unreasonable delay.

16. **Remuneration of Directors:**

- a) The directors of the Society shall be paid an honorarium for their services on an hourly basis at rates to be established by resolution of the Board, but a director may in writing decline to be paid an honorarium.
- b) Subject to any resolutions of the Board and any written policies of the organisation, Directors shall be reimbursed for reasonable expenses incurred in the performance of their duties as directors.

RULES APPLYING TO OFFICERS

17. **Appointment of Officers.** The Board shall as often as may be required appoint by resolution:

- a) a Chair and a Vice-Chair from among its members,
- b) a Treasurer and a Secretary, who need not be directors; and
- c) an Executive Director, who must not be a director.

The offices of Executive Director, Treasurer and Secretary may be held by the same individual. The Board may by resolution appoint such other officers as it deems necessary, who shall have the authority and shall perform such duties as may be prescribed by the Board.

18. **Remuneration.** Those officers that are directors may be paid for their service as officers at the same rates established under section 16 (“Remuneration of Directors”). An officer that is an employee is not entitled to remuneration in excess of that set in the terms of that employee’s employment agreement.

19. **Removal of Officers.** Despite any term of any agreement to the contrary, all officers are subject to removal from that office by resolution of the Board with or without cause. In contrast, the termination of the employment of an employee of the Society – as distinct from the holding of a corporate office – whether that termination is with or without cause, is subject to applicable labour law and the terms of any applicable agreement.
20. **Delegation.** In the case of absence or inability to act of any officer, or in any circumstances that the directors consider appropriate, the Board may by resolution delegate all or any of the powers of an officer to any other officer, to any director or to any employee. Nothing in section 17(c) limits this provision.
21. **Duties of the Chair.** The Chair has the following duties:
- a) to preside at meetings of the Board and at meetings of the members;
 - b) to define the agenda and timing of meetings of the Board, in consultation with the other directors;
 - c) to assume a leadership role in the governance of the Board;
 - d) to act as a spokesperson of the Society, sharing this responsibility with the Executive Director and other directors as the Board deems appropriate;
 - e) to act as a primary contact between the Society and outside persons, organizations, and the public at large, sharing this responsibility with the Executive Director and other directors as the Board deems appropriate; and
 - f) to sign such documents as may require the Chair's signature.
22. **Duties of the Vice-Chair.** In the absence of the Chair, the Vice-Chair shall preside at meetings of the Board and at meetings of the members. On the request of the Chair or as specified by resolution of the Board, the Vice-Chair may temporarily carry out the other duties of the Chair set out in section 21.
23. **Executive Director.** The Executive Director is the chief administrative officer of the Society and is responsible to the Board for the co-ordination of all affairs of the Society. In all matters affecting the Society, the Executive Director is an agent of the Society acting under the authority of the Board, subject to the express intention and express direction of the Board.
24. **Duties of Executive Director.** In addition to any other authority or duties conferred by direction of the Board, the Executive Director is charged with:
- a) the implementation of strategies and carrying out of the directions of the Board;
 - b) the approval of disbursements and entry into contracts within the limits and in accordance with the authorities delegated by the Board;
 - c) the selection, employment, supervision and discharge of all employees, subject to the ratification of the Board and Board involvement in the foregoing as it deems appropriate;
 - d) to act as a spokesperson of the Society, sharing this responsibility with the Chair and other directors as the Board deems appropriate;
 - e) to act as a primary contact between the Society and outside persons, organizations, and the public at large, sharing this responsibility with the Chair and other directors as the Board deems appropriate; and

- f) to sign such documents as may require the Executive Director's signature.
25. **Duties of Secretary.** The Secretary shall, when present, act as secretary of all meetings of directors and of members, and shall have charge of the minute books of the Society and the documents and registers referred to in the *Societies Act*. The Secretary shall sign such documents as require the Secretary's signature, and has such other duties as may be assigned by the Board as well as those that are incidental to that office.
26. **Duties of Treasurer.** Subject to the provisions of any resolution of the Board, the Treasurer has care and custody of all the funds and negotiable instruments of the Society, and shall deposit them in such bank as the Board may by resolution direct. The Treasurer shall sign such documents as require the Treasurer's signature, and has such other duties as may be assigned by the Board as well as those that are incidental to that office.
27. **Committees.** The Board may constitute committees from among its members, officers or employees as it considers appropriate to assist the directors in carrying on the affairs of the Society, and shall prescribe the duties of any such committee.

RULES APPLYING TO MEETINGS OF THE DIRECTORS

28. **Calling a Meeting.** Meetings of the Board may be held either at the office of the Society or at any place within Canada. A meeting of the Board may be called by the Chair of the Board, or by any two directors.
29. **Notice.** The Secretary or the Executive Director shall give all the directors notice of the meeting, including the day, time and place of the meeting, and the general nature of the business to be transacted. Subject to section 30 ("Dispensing with notice"), notice of any meeting of the Board must be delivered or otherwise communicated to each director not less than seven days before the meeting is to be held.
30. **Dispensing with Notice.** Despite section 29 ("Notice"), meetings of the Board may be held at any time without notice, or despite any irregularity in the notice, if all the directors are present and consent to the holding of the meeting, or if those absent have consented in writing to the meeting being held in their absence.
31. **Chair.** The Chair of the Board shall, when present, preside at all meetings of the Board. If the Chair is not present, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair at a meeting, the directors present shall choose from among themselves a director to preside at the meeting.
32. **Quorum.** A quorum at any meeting of the Board requires the presence of a majority of appointed directors, and in any case no fewer than three directors.
33. **Voting.** The directors shall endeavor to achieve consensus decision-making and the Chair shall endeavor to facilitate such consensus decisions. In the absence of consensus, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of

votes, the Chair of the meeting has no second or deciding vote and the motion fails. Written resolutions may, but unless a director requests it need not, record the number or proportions of votes in favour of or against the motion.

34. **Adjournments.** The Chair with the consent of any meeting may adjourn the meeting, and any business may be done at the resumed meeting that could have been done at the original meeting in accordance with the original notice. No notice of an adjournment and resumption is required to be given if the time and place of the resumption of the meeting is announced at the meeting prior to the adjournment.

RULES APPLYING TO MEETINGS OF SOCIETY MEMBERS

35. **Annual General Meeting.** The Society shall hold an annual general meeting of its members every year, which meeting must be held at least 31 days and no more than 180 days after the Society's financial year-end. The annual general meeting of the members may be held at the offices of the Society or at such other place within the Yellowknife area, on such day in each year and at such time as the Board may determine. At annual general meetings, the Board shall present a report by the directors on the affairs of the Society for the previous year, a financial statement of the Society, the auditor's report and such other information or reports relating to the Society's affairs as the directors may determine.
36. **Auditor.** The members shall, at each annual general meeting, appoint an auditor of the accounts of the Society to hold office until the next annual meeting, provided that the directors may fill any vacancy in the office of auditor that may arise between meetings. The remuneration of the auditor may be fixed from time to time by the Board.
37. **Special Meetings.** Special meetings of the members may be called by the Chair, by any three directors of the Board or by any three members.
38. **Notice.** The Secretary shall give each member, each director, each officer, and the auditor of the Society notice of any meeting, including the day, time and place of the meeting, and the general nature of the business to be transacted. Subject to section 39 ("Dispensing with notice") and section 60 ("Bylaw Amendment"), notice of any meeting of the members must be delivered or otherwise communicated to each recipient not less than 10 days before the meeting is to be held.
39. **Dispensing with Notice.** Despite section 38 ("Notice"), any meeting of the members may be held at any time and at any place without notice, or despite any irregularity in the notice, if all the members (and, if applicable, the auditor) are present and consent to the holding of the meeting, or if those members who are absent have consented in writing to the meeting being held in their absence.
40. **Chair.** The Chair of the Board shall, when present or deemed to be present under section 53, preside at all meetings of the members. In the absence of the Chair at a meeting, the members present shall choose another director to act as chair of the meeting, but if no director is present or if all the directors present decline, the members present shall select one of their number to preside at the meeting.

41. **Proxies.** At any meeting of members, a proxy appointed by a member is entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing the proxy would be entitled to exercise if present at the meeting. A proxy need not be a member of the Society.
42. **Quorum.** A quorum at any meeting of the members requires the presence of at least four members or their proxies.
43. **Voting.** The members shall endeavor to achieve consensus decision-making and the Chair shall endeavor, in an impartial manner, to facilitate such consensus decisions. In the absence of consensus, questions arising at any meeting of the members shall, subject to section 60 (“Bylaw amendment”), be decided by a majority of votes, with each member casting a single vote. The Chair shall have no vote and in the case of an equality of votes, the motion fails. Written resolutions may, but unless the Chair or a member requests it need not, record the number or proportions of votes in favour of or against the motion.
44. **Adjournments.** The Chair with the consent of any meeting may adjourn the meeting, and any business may be done at the resumed meeting that could have been done at the original meeting in accordance with the original notice. No notice of an adjournment and resumption is required to be given if the time and place of the resumption of the meeting is announced at the meeting prior to the adjournment.
45. **Public Comments of Members.** Nothing in these by-laws limits the discretion of the members of the Society to comment freely on the affairs of the Society or the Giant Mine Remediation Project.

RULES APPLYING TO NOTICES

46. **Service.** Any notice to be given to any member, director or auditor must be delivered personally, sent by registered or certified mail, or sent by email provided that receipt of the email is acknowledged, each to the address provided to the Society for that purpose and, if it is different, to the address most commonly or recently used by that person.
47. **Time.** Where a given number of days notice is required prior to an event, neither the day of delivering the notice nor the day of the event is counted.
48. **Proof of Service.** A certificate of the Chair or of the Secretary as to facts known to that person in relation to the personal delivery or sending of a notice are conclusive evidence thereof and are binding on every member, director, officer or auditor of the Society.

RULES APPLYING TO ASSETS, *ETC.*

49. **Cheques, *etc.*** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or person as the Board directs, and in such manner as the Board directs.

50. **Execution of Contracts, etc.** Unless a Board resolution provides otherwise, all contracts, documents or instruments requiring the signature of the Society must be signed by the Chair together with the Secretary. The Board may also appoint any officer or any other person to sign contracts, documents or instruments in general, or to sign a specific contract, document or instrument. All contracts, documents or instruments so signed are binding upon the Society without further authorization.
51. **Borrowing Powers.** The Society must not borrow money or issue debentures.
52. **Distribution of Assets.** The Society may not distribute any part of its income to any of its members. On a winding-up of the Society, all remaining financially valuable assets must be offered to the Government of Canada and the Government of the Northwest Territories, in proportion to the amount of funding provided by each. The records of the Society shall be offered to an appropriate archival institution, to be determined by the Board, and that institution shall, except in the case of confidential information, allow public access to the records. Any other assets of the Society may be dealt with according to the decisions of the directors.

MISCELLANEOUS RULES

53. **Remote Participation.** Any person entitled to attend a meeting referred to in this bylaw may participate in the meeting by means of a communication technology that permits all persons participating in the meeting to communicate effectively, and a person participating in a meeting by such means is deemed to be present. The Secretary shall make best efforts to arrange remote participation.
54. **Written Resolutions.** A resolution in writing, signed by all of the directors of the Society who would be entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.
55. **Vacancies.** A vacancy on the Board of Directors does not impair the ability of the remaining directors to act.
56. **Financial Year.** Unless changed by resolution of the Board of Directors,
a) the first financial year of the Society is the period from the date of incorporation to and including March 31, 2016; and
b) each subsequent financial year is the period from and including April 1 to and including March 31 of the immediately following calendar year.
57. **Best Interests of the Society.** Directors and officers shall act in the best interests of the Society in fulfilling its objects, in accordance with the bylaws and the *Societies Act*. Each director must carry out his or her duties in an objective manner, independent of the member that appointed him or her, and consistently with the duties of the Oversight Body as set out in the Giant Mine Environmental Agreement. For greater certainty, the directors do not act as representatives of the member that appointed them.

58. **Conflicts of Interest.** Directors and officers shall bring any question of potential conflict of interest to the attention of the Board and the Executive Director without unreasonable delay. A director or officer must immediately declare a conflict of interest at any meeting where the issue arises, and may not be present for, participate in deliberations, or vote on any matter in which that director or officer is in a conflict of interest. Where necessary to resolve whether a director or officer is in a conflict of interest, the Board shall discuss the situation with the director or officer. Following this discussion, if a Board resolution is necessary to resolve the issue, the Board (without the participation of the director that is in a possible conflict of interest) shall by resolution determine whether the director or officer is in a conflict of interest.

59. **Books and Records.** All minutes, books and records of the Society must be open to the inspection of the members at each annual general meeting, and are open to the inspection of the Members at the offices of the Society at any time during normal business hours. Directors of the Society must at all times have reasonable access to such minutes, books and records.

60. **Bylaw Amendment.** The bylaws of the Society may be amended by unanimous written resolution of the members, or at a meeting of the members, and not otherwise. At least 30 days notice shall be required for motions to amend the bylaws and passage of a motion to amend the bylaws requires shall require at least four votes in favour.
