

COMPARISON OF CURRENT BYLAWS AND PROPOSED AMENDMENTS

CURRENT BYLAWS

PROPOSED BYLAWS

Dehcho First Nations Association
Bylaw (registered)

Dehcho First Nations Associations
Amended Bylaws February 2009

Definitions

In these bylaws, the following terms have the following meanings;

- (a) "Annual General Assembly" means a meeting of the delegates
- (b) "Executive" means those person referred to in section 56;
- (c) "Dehcho Dene Regional Election" means an election for the position of Grand Chief pursuant to section 49
- (d) "Delegates" means the persons referred to in section 12
- (e) "Elected Leader" means a Chief of a member First Nation or a President of a Member Metis Local, or other designated person in authority representing a Member as the highest officer of the Dehcho First nation;
- (f) "Elder" means a member who is held in regard and respected by the Leadership and generally by the membership of the Dehcho First Nation of which the Elder is a member
- (g) "Elected leaders Caucus" means a meeting of the Elected Leaders only;
- (h) "Leader" includes an Elected leader as well as the designated Elder representing a Member, and "Leadership" means the entire group of such persons;
- (i) "Dehcho Dene"
 - 1) means a person who is a descendant of a Dene who has resided on, used or occupied land Dehcho Ndehe prior to December 31, 1922 and who identifies as a Dene or as a Metis or a person who was adopted as a minor under the laws of any jurisdiction or under Dehcho Dene custom by a Dene who resided on, used or occupied land Dehcho Ndehe prior to December 31, 1922 or is a descendent of a person so adopted
 - 2) As well as such individuals who are recognized as Honorary

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Dehcho Dene by a resolution of an Annual General Assembly or a Special Assembly, Honorary Dehcho Dene shall not have the right to vote at any meeting of a Dehcho First nation or the Dehcho First Nations and only be eligible for rights as directed by the respective resolution of the Annual General Assembly or the Special Assembly.

(j) "Dehcho First Nation" means any of the Deh Gah Goti'ie Dene Council, Ka'a'gee Tu First nation, Liidlii Kue First Nation, Nahadehe First Nation, Pehdzeh Ki First Nation, Samba K'e Dene Band, Tthekendeli First nation, West Point First Nation, Fort Providence Métis Council or Fort Simpson Metis Local 52.

(k) "Dehcho First Nations" means, collectively, Deh Gah Got'ie Dene Council, Ka'a'gee Tu First nation, Liidlii Kue First Nation, Nahadehe First Nation, Pehdzeh Ki First Nation, Samba K'e Dene Band, Tthekendeli First nation, West Point First Nation, Fort Providence Métis Council or Fort Simpson Metis Local 52. as represented by the public body performing various functions of government in respect of their people and traditional lands, as governed by the leadership and located in Fort Simpson, Northwest Territories.

(l) "Leadership Meeting" means a meeting of the leadership only, whether a regularly scheduled meeting pursuant to section 37 or a special meeting.

Corporate Seal

(1.)The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

2. The seal, an impression whereof is stamped in the margin thereof, shall be the seal of the Dehcho First Nations.

Head Office

2. Until changed in accordance with the Act, the Head Office of the corporation shall be in the Town of Fort Simpson, in the Northwest Territories.

3. Until changed in accordance with the Act, the Head office of the Dehcho First nations shall be in the Village of Fort Simpson in the Northwest Territories. The operations of the Dehcho First nations are to be carried out throughout the Northwest Territories and elsewhere.

Conditions

3. Membership in the corporation shall be limited to persons

4. Dehcho First Nations shall be restricted to the organizations

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of Inclusion In DFN

interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation.

4. There shall be no membership fee or dues unless otherwise directed by the board of directors.

5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.

6. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

listed in section 5 of these By-laws (hereinafter referred to as a "Dehcho First Nation").

5. The following organizations shall collectively be deemed the the Dehcho First nations

- (a) Liidlii Kue First Nation
- (b) Fort Simpson Metis Local
- (c) Deh Gah Got'ie Dene Council
- (d) Fort Providence Metis Local
- (e) Sambaa K'e Dene Band
- (f) Nahanni Butte Dene Band
- (g) Pehdzeh Ki First Nation
- (h) Jean Marie River First Nation
- (i) Ka'a gee Tu First Nation
- (j) West Point First nation
- (k) Begadee Shuhtagotine

Each of the above organizations shall be represented by their designated leader as well as one elder appointed by the member organization. Each leader and elder will constitute the Leadership of the Dehcho First nations, and will represent the Dehcho Region of the Northwest Territories with respect to political matters relating to land and governance.

6. There shall be no fees for a Dehcho First nation to be part of the Dehcho First nations unless otherwise directed by a Dehcho First Nations Leadership resolution. Each Dehcho First Nation shall be deemed to be automatically included as a member of Dehcho First Nations until a respective Dehcho First Nation has cancelled by its membership pursuant to section 7.

7. Any DFN may withdrawn from the DFN's by delivering to the DFN's a membership resolution with the notice of withdrawal The notice of withdrawal must be confirmed by a vote by a

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Dehcho First Nation Meetings

7. The annual or any other general meeting of the members shall be held within 30 days after the end of the corporation's fiscal year, in the city where the head office of the corporation is situated.

8. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meetings of the members. The board of directors of the president or vice-president shall have power to call, at any time, a general meeting of members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 50% of the voting rights. Members present in person at a meeting will constitute a quorum.

9. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

minimum of 2/3 of the Dehcho Dene membership of such Member, with 50% of those persons voting in favour of the withdrawal.

8. Any DFN may be required to withdraw by a vote of three-quarters (3/4) of the Members of the Delegates at an annual general Meeting or a special general meeting called for that purpose.

9. The Leadership or any other general meeting of the DFN's shall be held at such times and places as the Leadership or Grand Chief determines from time to time. The DFN's may consider and transact any business either special or general at any meeting of the DFN's. The Leadership shall call a special general meeting of DFN's on written requisition of DFN's ***carrying not less than 50% of the voting rights. Fifty percent plus one of DFN's present at a meeting will constitute a quorum*** . Notice of each meeting of Members must remind each DFN **if they** have the right to vote by proxy. A DFN may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of DFN's, in the manner and to the extent authorized by the proxy.

10. The Annual General Assembly shall be held within 90 days after the end of the DFN's fiscal year, or such other time as the Leadership determines in each year. The location of an Annual General Assembly shall be in such community as the Leadership determine. To the greatest extent possible the Annual General Assembly shall be rotated throughout the communities in the Dehcho Ndehe. The following shall be the business transacted at an Assembly:

- (a) every third year to nominate and elect the office of Grand Chief of the DFN's
- (b) every third year to nominate and elect the officers of DFN's

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10 Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the corporation.

11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

(c) to authorize revisions to the Constitution and Bylaws when required

(d) to deal with any special matters which the Leadership desires to bring before the Delegates and to receive and consider suggestions from the Delegates and the Members

11. A Special Assembly of the DFN's may be called at any time by the Leadership. The notice for such Assembly shall state the business which the Leadership propose to consider at such Assembly.

12. An Annual or Special Assembly should be attended by Delegates who shall be such persons as selected by the Members according to their own internal rules and procedures according to the following formula: Each DFN is eligible to bring 4 Delegates for the first 100 members and 1 Delegate thereafter for each one hundred Members per respective DFN.

(a) Liidlii Kue First Nation - 12 delegates

(b) Fort Simpson Metis Local - 4 delegates

(c) Deh Gah Got'ie Dene Council - 12 delegates

(d) Fort Providence Metis Local - 4 delegates

(e) Sambaa K'e Dene Band - 4 delegates

(f) Nahanni Butte Dene Band - 4 delegates

(g) Sambaa K'e Dene Band -4 delegates

(h) Nahanni Butte Dene Band - 4 delegates

(i) Pehdzeh Ki First Nation - 6 delegates

(j) Jean Marie River First Nation - 5 delegates

(k) Ka'a gee Tu First Nation - 4 delegates

(l) West Point First Nation - 4 delegates

(n) Begadee Shutagotine - 4 delegates

In addition, the Leadership shall be deemed to be delegates with each Leader being counted from their home community.

13. Only the registered delegates chosen under paragraph 12

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may vote at any Annual or Special Assembly and no Delegates shall be registered or vote unless he/she provides written confirmation from the Dehcho First Nation he/she is to represent that he/she has been properly nominated by that Dehcho First Nation.

14. A quorum at any Annual or Special Assembly shall be two thirds (2/3) of the Delegates representing the Dehcho First Nations from the Dehcho First Nations.

15. At every Annual General Assembly, in addition to any other business that may be transacted, the report of the Leadership , the IMB - Dehcho Trust report, DEC report, the financial statement and the report of the auditors shall be presented for approval. The auditor of the Dehcho first nations shall be appointed each year by resolution at the Annual General Assembly

16. The notice convening any Annual or Special Assembly shall be sent by mail preceded by a telephone call to all Members not less than fourteen (14) days before such Annual or Special Assembly. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Dehcho First Nation to form a reasoned judgement on the decision to be taken.

17. Each registered Delegate present at a meeting shall have the right to exercise one vote.

18. No error or omission in giving notice of any annual or general meeting of the Dehcho First Nations or an Annual or Special Assembly or any adjourned meeting, whether annual, general or special shall invalidate such meeting or make void any proceedings taken thereat and any Dehcho First Nation may at any time waive notice of any such meeting and may ratify,

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Leadership

12. The property and business of the corporation shall be managed by a board of directors comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.
13. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.
14. Directors shall be elected for a term of one (1) year by the members at an annual meeting of the members.
15. The office of director shall be automatically vacated:
- if at a special general meeting of members, a resolution is passed by the members present at the meeting that he/she be removed from office;
 - if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
 - if he is found by a court to be of unsound mind;
 - if he becomes bankrupt or suspends payment or compounds with his creditors;
19. A Leader must be an individual, 18 years of age, with power under law to contract. Leaders must be Dehcho Dene.
20. The property and business of the Dehcho First nations shall be managed by leadership, as confirmed by a resolution passed by the Leadership.
21. The Leadership shall be the governing body of the Dehcho First Nations between Annual General Assemblies. The Leadership shall establish the general policies for the management and operation of the business of the Dehcho First nations taking into account the decisions made by Delegates at the Annual General Assembly.
22. Each leaders shall serve for a term to be determined by the Dehcho First Nation who appointed him/her. The office of a Leader shall be automatically vacated:
- if he/she is removed by the Dehcho First Nation which appointed him/her and the Dehcho First Nation provides written notice to the Dehcho First nations administration of such removal;
 - if a Leader has resigned his/her office by delivering a written resignation to the respective Dehcho First Nation.
 - if he/she is found by a court to be of unsound mind.
 - if he/she becomes bankrupt
 - on death;
- If any vacancy shall occur for any reason outlined in this section, the Dehcho First Nation who appointed him/her shall fill the
- approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Dehcho First Nation Leader or Officer for any meeting or otherwise, the address of the Member, leader or Officer shall be his last address recorded on the books of the Dehcho First Nation.

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e. on death

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.

16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any capacity and receiving compensation therefore.

17. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

vacancy.

23. If the Leadership considers that any officer has conducted himself/herself in a manner gravely detrimental to the interest or reputation of the Dehcho First Nations it may, by a resolution passed by a least three-quarters (3/4) of the Leadership actually present at a Leadership meeting, suspend or remove him/her from office provided that any such officer is first advised in writing at least fourteen (14) days prior to the meeting of the Leadership with a concise statement of grounds for his/her dismissal and shall be entitled at that meeting to make a statement in explanation and defence of his/her conduct.

24. If any individual is guilty of disorderly conduct or disruptive behaviour at a meeting, the Leadership shall have the right to require such person to leave such meeting after making a resolution passed by at least three-quarters (3/4) of the Leadership actually present at the meeting.

25. Any employee whose services have been terminated or suspended or who claims serious maltreatment may appeal in writing to the Leadership and ask for a hearing of his/her case. The Grand Chief will advise the employee in writing of the date, time and place where his/her appeal will be heard. The decision of the leadership shall be final.

26. The Leadership shall serve with such remuneration as the Leadership determines.

27. No Leader Shall directly or indirectly receive any profit from his/her position as such; provided that a Leader may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

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Powers of Leadership

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

19. The Directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time:

- a. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such price as may be deemed expedient by the board of directors;

28. Nothing in these By-laws shall be construed to prevent any leader from serving the Dehcho First Nations as an officer or in any other capacity and receiving compensation therefore.

29. The Leadership may administer the affairs of the Dehcho First nations in all things and make or cause to be made for the Dehcho First nations, in its name, any kind of contract which the Dehcho First Nations may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Dehcho First Nations is by its charter or otherwise authorized to exercise and do.

30. The Leadership shall have the power to authorize expenditures on behalf of the Dehcho First Nations from time to time and may delegate by resolution to an officer or officers of the Dehcho First Nations the right to employ and pay salaries to employees.

31. The Leadership shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Dehcho First nations in accordance with such terms as the Leadership may prescribe.

32. The leadership is hereby authorized, from time to time:
(a) to borrow money upon the credit of the Dehcho First Nations from any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Leadership in its discretion may deem expedient;
(b) to limit or increase the amount to be borrowed;

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d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

20. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

21. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

22. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

(c) to issue or cause to be issued bonds, debentures or other securities of the Dehcho First Nations and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such price as may be deemed expedient by the Leadership;

(d) to secure any such bond, debentures or other activities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and unmovable, property of the Dehcho First Nations, and the undertaking and rights of the Dehcho First Nations.

33. The Leadership shall take such steps as they may deem requisite to enable the Dehcho First Nations to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Dehcho First nations.

34. The Leadership may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the leadership at the time of such appointment.

35. Remuneration for all officers, agents and employees and committee members shall be fixed by the Leadership by resolution upon adoption of the annual budget.

36. The Leadership may defer the decision of any of the above authorities of the Leadership to the Annual General Assembly or Special Assembly.

37. The Dehcho First nations Leadership may not exercise or

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Leadership Meetings

23. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

24. A majority of directors in office, from time to time, but no less than two directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all of any of the authorities, powers and discretions by or under the by-laws of the corporation.

delegate authority that rests with the Annual General Assembly the highest authority in Dehcho First Nations.

38. Meetings of the Leadership may be held at any time and place to be determined by the Leadership.

39. For seasonally schedule meetings notice by mail shall be sent at least 14 days prior to the meeting.

40. For meetings other than regularly scheduled meetings notice shall be given a minimum of 48 hours prior to the meeting to each Leader.

41. There shall be at least four seasonal (4) Leadership Meetings per year.

42. Notice may be dispended by the unanimous consent of all the Leadership.

43. No error or omission in giving notice of any meeting of the Leadership or any adjourned meeting of the Leadership shall invalidate such meeting or make void any proceedings taken thereat and any Leader may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Leader and Elder is authorized to exercise one (1) vote.

44. Any meeting of the Leadership at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Dehcho First Nations. At all meetings of the Leadership two-thirds (2/3) of the Leadership shall constitute a quorum. Any meeting of the Leadership at which a quorum is present shall be competent to exercise all or any of the authorities,

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powers and discretions by or under the by-laws of the Dehcho First Nations.

45. When DFN Leadership is short by a maximum of two votes and there are two First nations present but only one elder or one elected leader at the meeting from the respective First nation, the meeting may continue by consensus only with ratification of any decisions to take place at the next scheduled meeting with a quorum.

46. All questions arising at a meeting, with the exception of those for which a special majority is required by these by-laws, be decided by a simple majority of those present and voting at such meeting.

47. The Leadership or the Grand Chief shall appoint a person to act as chair of all meetings, which person shall not be the Grand Chief, a member of the Leadership or the Executive Committee of the Dehcho First Nations.

48. Every Leader or officer of the Dehcho First nations or other person who has undertaken or is about to undertake any liability on behalf of the Dehcho First Nations or any company controlled by it and their heirs, executors or administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Dehcho First Nations, from or against;

(a) all costs, charges and expenses which such Leader, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties

Indemnities to Leadership and Others

25. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such

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liability;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Officers

26. The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, nor members.

27. The president shall be elected at an annual meeting of members. Officers other than president of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

28. The officers of the corporation shall hold office for year(s) from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

Duties of Officers

29. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.

30 The treasurer shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

(b) all other costs, charges and expense which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

49. The officers of the Dehcho First Nations shall be;

- (a) the Grand Chief;
- (b) the Executive Committee.

50. The Grand Chief shall be elected at the Annual General Assembly.

51. The Grand Chief shall be the chief executive officer of the Dehcho First Nations. He/she shall have the general and active management of the affairs of the Dehcho First Nations. He/she shall see that all orders and resolutions of the Leadership are carried into effect.

52. The Executive Committee shall, in the absence or disability of the Grand Chief, perform the duties and exercise the powers of the Grand Chief and shall perform such other duties as shall from time to time be imposed upon him/her by the Leadership.

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31. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

32. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

33. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of

53. The Executive Committee shall act as treasurer and shall have the custody of the funds and securities of the Dehcho First nations and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Dehcho First Nations in the books belonging to the Dehcho First Nations and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Dehcho First Nations in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the leadership from time to time. The Executive Committee shall direct the disbursement of the funds of the Dehcho First nations as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Grand Chief and the Leadership at the regular meeting of the Leadership, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Dehcho First Nations. The Executive Committee shall also perform such other duties as may from time to time be directed by the Leadership.

54. The Executive Committee may be empowered by the Leadership, upon resolution of the Leadership, to carry out the affairs of the Dehcho First nations generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Executive Committee shall give or cause to be given notice of all meetings of the Members and of the Leadership and shall perform such other duties as may be prescribed by the leadership. The Executive Committee shall be custodian of the seal of the Dehcho First nations, which he/she shall deliver only when authorized by a resolution of the Leadership to do so and to such person or persons as may be named in the

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directors requires of them.

resolution.

Committees and Boards

34. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

55. One or more officer positions may be held by the same person. The duties of all other officers of the Dehcho First Nations shall be such as the terms of their engagement call for or the Leadership requires of them.

56. The Leadership may appoint committees and boards whose members will hold their offices at the will of the Leadership. The Leadership shall determine the duties of such committees or boards and may fix by resolution, any remuneration to be paid. The membership of any committee or board may be altered at any time. No committee or board at anytime shall have power to act on behalf of the Dehcho First nations or the Leadership unless expressly authorized to do so in writing by the Leadership.

Executive

35. There shall be an executive committee composed of directors who shall be appointed by the board of directors. The executive committee shall exercise such power as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

57. The Executive shall consist of two elected leaders and four members at large, two of whom shall be regular members and two of whom shall be elders.

58. The Executive shall be appointed by the Annual General Assembly and shall hold office for a term of three years from the date of the appointment until their successors are appointed in their stead.

36. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee be sent at least 14 days prior to the meeting. (no less than 2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee

59. For effective operations and smooth transfer of responsibilities, it is beneficial to overlap membership of the Executive Committee. Therefore, in any year one member of the Executive Committee shall volunteer to remain or be nominated.

60. The term of the Executive Committee shall be concurrent with the term of the Grand Chief.

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of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

61. The Executive shall be subject to removal by resolution of an Annual Assembly or Special Assembly.

62. The Executive Committee members may be replaced at any leadership meeting, at their request or in the case of the leaders, at the completion of their term as community leaders. Any vacancy within the Executive Committee will be filled by way of appointment by the DFN Leadership during a regularly scheduled Leadership meeting.

63. The Executive shall exercise such powers as are authorized by the Leadership.

64. The Executive shall be responsible for the daily management of the business, funds and property of the Dehcho First Nations and will establish operating policies and regulations for approval by the Leadership.

65. The Executive Committee member commits to attend a minimum of eight (8) Executive meetings annually, four face-to-face and four teleconferences.

66. Members of the Executive shall be advised at least two days prior to the regular meetings.

67. No error or omission in giving notice of any meeting of the Executive or any adjourned meeting of the Executive shall invalidate such meeting or make void any proceedings taken thereat and any Executive member may at any time waive notice or any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

68. A quorum of two-thirds (2/3) 4 out of 6 members, providing

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that there is one Chief, Elder and a member at large of the Executive shall form a quorum.

69. No act or proceeding of Executive shall be invalidated by any absence of an Executive member.

70. The Executive shall provide a financial statement for the Leadership quarterly.

71. Members of the Executive shall serve with such remuneration as the Leadership determines.

72. No Executive member shall directly or indirectly receive any profit from his/her position as such; provided that an Executive member may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

73. Nothing herein contained shall be construed to preclude any Executive member from serving the Dehcho First Nations as an officer or in any other capacity and receiving compensation therefore.

Execution of Documents

37. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have the power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to

74. Contracts, documents or any instruments in writing requiring the signature of the Dehcho First Nations, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Dehcho First Nations without any further authorization or formality.

75. The Leadership shall have power from time to time by resolution to appoint an officer or officers on behalf of the Dehcho First Nations to sign specific contracts, documents and instruments in writing.

76. The Leadership may give the Dehcho First Nations' power

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contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors

of attorney to any registered dealer in securities for the purpose of transferring of and dealing with any stocks, bonds, and other securities of the Dehcho First nations

Minutes of Leadership & Executive Committee

38. The minutes of the board of directors and the minutes of the executive committee shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

77. For the purpose of the execution of documents the Executive Director shall be considered one of the two officers eligible for signatures.

78. The seal of the Dehcho First nations when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Leadership.

79. Records shall be kept and minutes taken of Leadership meetings, Minutes of Leadership meetings shall be confirmed as being accurate and signed by the Grand Chief after approval by the Leadership at the next regularly scheduled meeting.

80. Minutes of Assemblies shall be confirmed and approved by the next Annual General Assembly.

81. The minutes of the Leadership and the minutes of the Executive Committee shall be available to the general membership of the Dehcho First Nations at the Dehcho First Nation(s) office. Each Dehcho First Nation shall receive a copy of such minutes.

82. Approved minutes of the Executive Committee shall be forwarded to the Leadership for review and ratification.

83. Decision of the Executive Committee are to be reviewed and ratified by the Leadership quarterly.

84. Minutes shall be available to the Leadership, each of

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Financial Year	39. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be March 31.	whom shall receive a copy of such minutes. 85. Unless otherwise ordered by the leadership, the fiscal year end of the Dehcho First nations shall be March 31. 86. All money payable to the Dehcho First Nations shall be deposited in the Dehcho First nations name in a Bank or Banks selected by the Dehcho First nations leadership and no money shall be withdrawn except on the written authorization of persons appointed by the Dehcho First Nations leadership.
Amendment of By-laws	40. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law to the requirements of subsection 155(2) of the <i>Canada Corporations Act</i> , may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.	87. The By-laws of the Dehcho First nations may be rescinded, altered or added to by a majority vote of the Annual General Assembly or by two-thirds (2/3) vote of a Special Assembly and not otherwise. 88. By-Law Amendments at a special assembly can only take place if the special assembly was scheduled for that purpose. 89. No rescission, alteration or additions shall have any effect until it has been registered by Industry Canada. 90. Notice of a proposed amendment, rescission or replacement to these by-laws shall be given at least fourteen (14) days prior to an Annual or Special Assembly. 91. Notwithstanding section (89) above, notice of a proposed amendment, rescission or replacement to these By-laws may be waived partly or completely by a two-thirds vote of an Annual or Special Assembly.
Auditors	41. The members shall, at each annual general meeting, appoint an auditor to audit the accounts and annual financial	92. The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements

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statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

Books and Records

42, The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

43. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from the time cease to have any force and effect.

Interpretation

In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words

of the Dehcho First Nations for report to the members at the next annual general assembly meeting.

93. The auditor shall hold office until the next annual General meeting.

94. Leadership may fill any vacancy in the office of the auditor.

95. The remuneration of the auditor shall be authorized by the Leadership.

96. The leadership shall see that all necessary books and records of the Dehcho First nations required by the by-laws of the Dehcho First Nations or by any applicable statute or law are regularly and properly kept.

97. The books and records of the Dehcho First nations shall be open to inspection by members at the Head office of the Dehcho First Nations upon written request to the Executive Director or otherwise as the Leadership may determine or direct.

98. The Leadership may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Dehcho First Nations as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting

99. In these by-laws and in all other by-laws of the Dehcho First Nations hereafter passed unless the context otherwise requires

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importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

100. Any dispute concerning:

(a) the interpretation of these By-laws;

(b) the selection of delegates to an Annual or Special Assembly; and

© any other matters of an internal nature

shall be referred to the Executive Committee for decision.

The decision of the Executive Committee may be appealed in writing, to the Leadership, who shall provide a written decision within thirty (30) days of such reference and whose decision shall be final.

101. The operations of the Dehcho First nations shall be conducted on a non-profit basis, and any profits or other accretions to the Dehcho First Nations shall be used in promoting its objects.

102. Upon Dissolution or winding-up of the Dehcho First Nations assets, after payment of liabilities, shall be distributed to the Dehcho First Nations members.

Non-Profit Organization

Winding Up