

Certificate of Incorporation

ALASKA HIGHWAY ABORIGINAL PIPELINE COALITION

I hereby certify that the above-mentioned society was incorporated under the Societies Act of Yukon.



Corporate Access Number:10608
Date:2004-10-22

Handwritten initials 'JR' in a stylized, cursive font.

J. M. Cutcheon
M. Richard Roberts
Registrar of Societies

FORM 1

APPLICATION FOR INCORPORATION OF A SOCIETY

CONSTITUTION

1. The name of the society is: **ALASKA HIGHWAY ABORIGINAL PIPELINE COALITION**

2. The purpose of the society is for the members to assess proposals to construct a natural gas pipeline along the Alaska Highway route and where possible work together in the spirit of cooperation, mutual respect and in accordance with traditional first nation values to identify and assess matters of importance with respect to the proposed Alaska Highway pipeline which matters may include but shall not be limited to:
 - a) the integrity of the environment, lands, resources and first nation cultures;
 - b) economic opportunities and benefits;
 - c) tax and royalty revenues;
 - d) employment and training programs; and
 - e) governmental programs including social, health, employment, training and policing services.

3. The operations of the society are to be chiefly carried on in Whitehorse, Yukon Territory.

REGISTERED ADDRESS

The registered address of the society is:

Suite 200, 304 Jarvis Street
Whitehorse, YT Y1A 2H2
(Physical Address)

Suite 200, 304 Jarvis Street
Whitehorse, YT Y1A 2H2
(Mailing Address)

BYLAWS

As set out in Schedule "A" attached hereto and forming a part of this Application.

NAMES AND ADDRESSES OF FIRST DIRECTORS

Name	Address	Telephone
James Allen	P.O. Box 5309 Haines Junction, YT Y0B 1L0	867-634-2288
Angela Demit	General Delivery Beaver Creek, YT Y0B 1A0	867-862-7802
Mike Smith	35 McIntyre Drive Whitehorse, YT Y1A 5A5	867-633-7800
Mark Wedge	P.O. Box 130 Carcross, YT Y0B 1B0	867-821-4251
Ruth Massie	P.O. Box 32081 Whitehorse, YT Y1A 5P9	867-668-3613

APPLICANTS FOR INCORPORATION

(There must be at least five applications for incorporation.)

1. JAMES ALLEN
Print Name

James Allen
Signature

2. ANGELA DEMIT
Print Name

Chief Angela Demit
Signature

3. MIKE SMITH
Print Name

Mike Smith
Signature

4. MARK WEDGE
Print Name

Mark Wedge
Signature

5. RUTH MASSIE
Print Name

Ruth Massie
Signature

DATED: September 9, 2004

WITNESS(ES)

Karen Masten
Witness Signature

Karen Masten
Witness Signature

Karen Masten
Witness Signature

Karen Masten
Witness Signature

Karen Masten
Witness Signature

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REG. SEC. OF SOCIETIES

**ALASKA HIGHWAY ABORIGINAL PIPELINE COALITION
SCHEDULE A
BYLAWS**

PART 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "band" means a band under the *Indian Act* (Canada);
 - (b) "first nation" means a Yukon first nation under the *Yukon First Nation Self-Government Act* (Canada);
 - (c) "directors" means the directors of the society for the time being;
 - (d) "Protocol" means the Protocol referred to in Schedule "A";
 - (e) "Societies Act" means the *Societies Act* of the Yukon from time to time in force and all amendments;
 - (f) "Societies Regulations" means the Societies Regulations of the Yukon from time to time in force and all amendments;
 - (g) "records" means the financial records of the society;
 - (h) "registered address" of a member means the address as recorded in the register of members;
 - (i) "special resolution" means (i) a resolution passed by the vote of not less than 75 per cent of the members voting at a general meeting of which not less than 21 days notice of the resolution has been given, or (ii) a resolution agreed to in writing by all the members who would have been entitled to vote at a general meeting.

- (2) The definitions in the *Societies Act* and in the Societies Regulations apply to these bylaws.

PART 2 - Membership

2. The members of the society are the applicants for incorporation of the society and those first nations and bands who have subsequently applied for and been accepted as members.

3. A first nation or band whose traditional territory will be crossed by the right-of-way proposed for any Alaska Highway pipeline is eligible to apply to the directors for membership in the society and on acceptance by the directors shall be a member.

4. A member may withdraw as a member of the society by delivering a written resignation to the secretary/treasurer or to the society at its registered office.

5. A member may be expelled as a member upon resolution of the directors if

- (a) the member fails to appoint a director within six months after becoming a member or,
 - (b) after appointing a director, the member does not appoint a replacement director within six months after its previous appointee as a director resigns, dies, or is removed as a director.
6. No member may be expelled pursuant to paragraph 5 unless the secretary/treasurer has given written notice to the member informing the member that it may be expelled for failure to appoint a director and the member has failed to appoint a director within thirty days after the notice.

PART 3 - Meetings of Members

7. General meetings of the society shall be held at the time and place, in accordance with the *Societies Act*, that the directors or the executive committee decide.
8. Every general meeting other than an annual general meeting is a special general meeting.
9. The directors or the executive committee may, when they think fit, convene a special general meeting, but the directors shall call a special general meeting if requested to do so in writing by not less than 20% of the members eligible to vote at the meeting.
10.
 - (1) Unless waived by a member, notice of a general meeting shall be given or sent to each member not less than 7 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.
 - (2) Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member not less than 7 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.
 - (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (4) The director appointed by a member shall represent the member at an annual or special general meeting, unless another individual is authorized in writing by the member to represent the member at the meeting.
11. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

12. In lieu of passing a resolution at a general meeting of members, a resolution shall be deemed to be passed if it is agreed to in writing by all of the members who would have been entitled to vote at a general meeting.

PART 4 - Proceedings at General Meetings of Members

13. (1) Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.

(2) Special business is
 - (a) at a special general meeting, all business other than the adoption of rules of order; and
 - (b) at an annual general meeting, all business other than:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the professional accountant, if any;
 - (v) the appointment of the professional accountant, and
 - (vi) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
14. (1) Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment of the meeting shall be conducted.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is a majority of members present in person or represented by their director or other authorized representative.
15. If within 60 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 60 minutes from the time appointed for the meeting, the members present constitute a quorum.
16. Unless the directors or the executive committee selects an independent chair to preside as chairperson, the chair, or in the chair's absence, one of the other directors shall preside as chairperson of each general meeting.

17. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
18. In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member or member's representative and the proposed resolution shall not pass.
19. (1) A member or member's representative may attend and participate in a general meeting by telephone or other communication facilities that permit all persons participating in such meeting to hear each other, and a person so attending a meeting is deemed to be present and represented at the general meeting.
- (2) A member present or represented at a meeting of members is entitled to one vote.
- (3) Voting is by a show of hands.
- (4) Voting by proxy is not permitted.

PART 5 - Directors and Officers

20. (1) The number of directors shall be equal to the number of members of the society that have signed the Protocol.
- (2) Each member who, prior to the date of incorporation of the society, has signed the Protocol and, after incorporation, each member who signs and delivers to the secretary/treasurer or the registered office of the society an addendum in the form of Schedule "A" shall have the right to appoint an individual to be a director.
- (3) Each individual appointed as director shall hold office until his or her successor is appointed.
- (4) A member who has appointed a director may remove that person as director by written notice to the secretary/treasurer or the registered office. Appointment of a new director by a member shall be deemed to be notice of removal of an incumbent director.
- (5) Appointments and removals take effect when written notice is received by the secretary/treasurer or at the registered office or such later date as is specified in the notice.

21. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting.
- (2) The authority of the directors under subsection (1) is subject to:
 - (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (3) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
22. The directors shall act in good faith in the best interests of the society and in so doing shall exercise the care, skill and diligence of a reasonably prudent person.
23. (1) The directors shall appoint the chair and secretary/treasurer of the society.
- (2) The directors may by resolution establish additional offices and appoint any person to hold that office and establish the duties and responsibilities of each such officer.
- (3) An individual need not be a director to be appointed an officer; an individual may hold more than one office at the same time.
24. (1) The directors may establish an executive committee of at least three directors, one of whom shall be the chair.
- (2) The directors may by resolution, to the extent permitted by law, delegate any of their powers to the executive committee.
- (3) The directors may establish such advisory committees to the board as they see fit, appoint individuals who need not be directors to be members or alternate members of such committees, and determine the terms of reference of each such committee.
- (4) Advisory committees will provide advice and recommendations; final decisions will remain with the directors.
25. (1) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors.

- (2) A resolution in writing, approved by email by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors.
 - (3) A copy of every resolution referred to in subsection (1) or (2) shall be kept with the minutes of the proceedings of the directors.
26. No director shall be remunerated for being or acting as a director but a director shall be reimbursed in accordance with policies established by the directors from time to time for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

PART 6 - Directors Meetings

27. (1) The directors may meet together at the places and on such notice as they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The chair shall be chairperson of all meetings of the directors, but if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairperson at that meeting.
- (4) The chair and the secretary/treasurer are each authorized to convene a meeting of the directors by notice to the directors.
- (5) The chair shall, on the request of a director, convene a meeting of the directors.
28. A person entitled to attend a meeting of the directors, the executive committee, or an advisory committee may attend and participate in such a meeting by telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a person so attending a meeting is deemed to be present at the meeting.
29. An advisory committee shall elect a chairperson ; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee present shall choose one of their number to be chairperson of the meeting. The members of an advisory committee may meet and adjourn as they think proper.

30. A director may send or deliver to the secretary/treasurer or the registered office of the society a written waiver of notice of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) no notice of meeting of directors need be sent to that director; and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
31. (1) Wherever possible, questions arising at a meeting of the directors, the executive committee or an advisory committee shall be determined by consensus of those present and entitled to vote. The chairperson of each such meeting shall have the authority, in his or her discretion, to determine whether consensus has been reached and, where there is no consensus, to table the matter indefinitely or to another meeting or to call for a vote. If the chairperson calls for a vote, the question shall be decided by a majority of the votes cast.
- (2) If a vote is called at a meeting of the directors or the executive committee, each director present in person shall have one vote. In case of an equality of votes, the chairperson does not have a second or casting vote.
32. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.

PART 7 - Duties of Officers

33. The chair shall chair meetings of the directors and perform such other duties as the directors may delegate from time to time.
34. (1) The secretary/treasurer shall:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep copies of minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society ;
 - (e) have custody of the seal (if any) of the society;
 - (f) maintain the register of members;
 - (g) prepare the budget and keep the financial records, including books of accounts; and
 - (h) render or cause to be rendered financial statements to the directors, members and others when required.
- (2) With the approval of the directors or the executive committee, any of the duties in subsection (1) may be delegated by the secretary/treasurer to another officer or

person.

- (3) The secretary/treasurer shall have authority to make financial commitments and spend the society's money in accordance with authority given by resolution of the directors from time to time.

35. The directors may appoint another person to take minutes at their meetings, from time to time.

PART 8 - Seal

36. The directors may adopt a seal for the society and substitute a new seal.
37. The seal may be affixed by the chair or secretary/treasurer acting alone when authorized by a resolution of the directors or if no other persons are so authorized in the presence of any two directors or any two officers or one director and one officer.

PART 9 - Borrowing

38. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, borrow money and secure the payment or repayment of money in the manner they decide, including the issue of debentures and the giving or granting of any mortgage or security interest.
39. The members may by special resolution restrict the borrowing powers of the directors. No debenture shall be issued unless authorized by a special resolution.

PART 10 - Professional Accountant

40. At each annual general meeting the society shall appoint a professional accountant.
41.
 - (1) the directors shall appoint a professional accountant to serve until the first annual general meeting.
 - (2) the directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
2. A professional accountant may be removed by ordinary resolution of the members.
43. No director, officer, or employee of the society shall act as professional accountant for the society.

44. The financial statements of the society must be reviewed and signed by the professional accountant prior to being presented at the annual general meeting.

PART 11 - Notices to Members and Directors

45. A notice may be given to a director or member, by personal delivery or by mail, fax or email to the director or member's registered address.
46. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canada Post receptacle.
47. (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given or sent;
 - (b) the professional accountant, and
 - (c) the directors.
- (2) No other person is entitled to receive a notice of general meeting.

PART 12 - Dissolution

48. In the event of dissolution of the society, the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the regulations, be distributed to one or more incorporated Yukon societies as is determined by a special resolution.

PART 13 - Changing Bylaws

49. (1) The society may make, amend, alter or rescind any bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
- (2) An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
- (3) The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall
- (a) state the identifying numbers of the articles to be deleted, if any; and
 - (b) the entire texts of the articles to be substituted or added.

- (4) In lieu of a special resolution passed at a meeting, the members may amend the bylaws by unanimous agreement in writing, but the change is not effective until filed and approved by the registrar.

PART 14 - Other

50. On being admitted to membership, each member is entitled without charge, to a copy of the constitution and bylaws of the society.
51. Each director and member shall have the right to examine the records of the society
 - (a) during the 30 minutes prior to the commencement of business at any general meeting;
 - (b) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records seven days notice;
 - (c) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.

Unless the executive committee otherwise decides, the right of a member under this paragraph 51 may only be exercised by the director which it has appointed.

52. Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the *Arbitration Act* of the Yukon.

SCHEDULE "A"

ADDENDUM

TO: ALASKA HIGHWAY ABORIGINAL PIPELINE COALITION and its directors

The undersigned hereby affirms its commitment to the purposes and terms of the Co-operation Protocol – Alaska Highway Aboriginal Pipeline Group dated at Whitehorse, Yukon Territory, the 10th day of September 2003 and hereby adheres to and enters into the said Protocol.

Dated _____, 200____.

BY:

(Name of Member)