

ATTACHMENT TO THE NOTICE OF THE ANNUAL GENERAL MEETING

**TULITA LAND CORPORATION
("TLC")**

MEMBERS' SPECIAL RESOLUTION

WHEREAS it is in the best interests of TLC and its affiliates, members, Directors and employees to create an enforceable Code of Conduct for the members of TLC;

AND WHEREAS section 158 of the Canada Not-for-Profit Corporations Act provides that the By-laws of a not-for-profit corporation, such as TLC, may give its directors the power to discipline a member or to terminate their membership as long as the By-laws set out the circumstances and the manner in which that power may be exercised;

AND WHEREAS the Directors have made the amendment to the By-laws set out below.

BE IT RESOLVED AS SPECIAL RESOLUTION OF THE MEMBERS OF TLC THAT:

1. The amendment to the By-laws of TLC made by the Directors regarding the Members' Code of Conduct be accepted so that the following is added immediately after section 4:

"MEMBERS' CODE OF CONDUCT

4.1 The members shall abide by the following Code of Conduct:

- (a) no member shall
 - i. make a false statement about, or defame or slander, the Corporation, its affiliates, members, Directors or employees or the Directors or employees of its affiliates,
 - ii. direct abusive or insulting language or threats at another member or a Director or employee of the Corporation or of any of its affiliates,
 - iii. physically assault another member or a Director or employee of the Corporation or of any of its affiliates,
 - iv. attend any meeting organized by the Corporation or any of its affiliates or enter the offices of the Corporation or any of its affiliates while under the influence of drugs or alcohol, and
 - v. bring any alcohol, drugs, explosives, firearms, weapons or other similar items to any such meeting or offices, and

- (b) all members shall
 - i. when attending any meeting organized by the Corporation or any of its affiliates, conduct themselves in a manner that is respectful to others and abide by the directions of the Chair of the meeting and confine their remarks to the topics being discussed at the meeting,
 - ii. be honest and open in all their communications with the Corporation, its affiliates, members, Directors or employees or the Directors or employees of its affiliates, and
 - iii. Participate positively in the pursuit of the purposes of the Corporation and any vision or mission statement adopted by the Corporation.
- 4.2 Any Director may bring any possible breach by a member of the Members' Code of Conduct to the attention of a meeting of the Board of Directors.
- 4.3 If the Board decides that there has been a breach and that the breach is sufficiently serious, it will give written notice to the member that it is considering disciplining the member for the breach, together with detailed reasons for doing so and the discipline that is proposed, and give the member the opportunity to attend a Board meeting for the purpose of presenting the member's case against any such discipline being imposed. For this purpose,
 - (a) any breach of subparagraph 4.1(a)(i) shall be sufficiently serious if it causes harm to the reputation of the Corporation, its affiliates, members, directors, or employees,
 - (b) all breaches under subparagraphs 4.1(a)(iii), (iv) or (v) shall be deemed to be sufficiently serious subject only to exceptional circumstances for which the member provides credible evidence, and
 - (c) For any other breach, the notice to the member shall describe grounds on which the Board believes the breach is sufficiently serious.
- 4.4 The member shall be entitled to at least 14 days' written notice of the meeting, to bring legal counsel to the meeting and to make written or oral submissions to the meeting, through an interpreter if the member so wishes and the Board agrees that an interpreter would be appropriate.
- 4.5 Any Director with a personal interest in the possible breach shall not attend any meeting of the Board while the possible breach is being discussed or participate in the decision on whether to discipline the member. If that means that a quorum of the Board is not possible for the purposes of making a decision regarding the discipline, then the Board shall refer the matter to a meeting of members for a decision. Any member with a personal interest in the possible breach shall not attend the meeting of members while the possible breach is being discussed or

participate in the decision on whether to discipline the member. A member elected at the meeting of the members shall act as the Chairperson of the meeting.

- 4.6 After giving the member a full and fair opportunity to be heard and carefully, impartially and fairly considering all the information provided to it, the Board, or the meeting of members, as the case may be,, or the meeting of members, as the case may be, shall decide whether to discipline the member and the nature of the discipline to be imposed.
- 4.7 The Board, or the meeting of members, as the case may be, may impose any of the following forms of discipline on the member:
 - (a) Denying the member the right to vote at one or more meetings of the members,
 - (b) Denying the member the right to attend one or more meetings of the members, or
 - (c) Expelling the member temporarily or permanently as a member, with any permanent expulsion resulting in the termination of the member's right to receive any distribution to the members from the Sahtu Trust.
- 4.8 The Board shall forthwith after making its decision give the member written reasons for its decision or the decision of the meeting of members, as the case may be.
- 4.9 If the decision is made by the Board, the member shall be entitled to appeal the decision of the Board to the next meeting of the members.
- 4.10 The Board may decide whether or not to suspend the discipline pending any appeal to the members, based on the severity of the breach of the Members' Code of Conduct.
- 4.11 In any appeal to the members, the member shall be entitled to notice of and to attend the meeting at which the appeal is considered and to legal counsel and an interpreter if the member so wishes and the Board agrees that an interpreter would be appropriate.
- 4.12 Any legal counsel or interpreter allowed to attend a meeting of the Board or of the members on behalf of the member shall be paid for by the member."

AND BE IT FURTHER RESOLVED THAT:

2. Any Director or officer of TLC be and is hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the purpose of bringing the proposed amendment to the By-laws into effect.