

SCHEDULE ONE TO THE BY-LAWS

OF

**TULITA LAND CORPORATION
(the "Corporation")**

CONDUCT OF ELECTION FOR PRESIDENT AND DIRECTORS

1. Date of Election

Elections shall occur every two (2) years during the month of September. The date of each election shall be determined by the Board of Directors.

2. Returning Officer

The Corporation shall retain a Returning Officer and pay his/her fees and expenses as well as the costs of conducting the election. The Returning Officer shall be retained at least twelve (12) weeks prior to the date of the election. The Corporation may also appoint a deputy Returning Officer.

The Returning Officer and Deputy Returning Officer shall be deemed to be officers and not employees of the Corporation. The Returning Officer and Deputy Returning Officer shall not be subject to direction from the Board of Directors or staff of the Corporation in the performance of the duties of their office.

The Returning Officer and Deputy Returning Officer shall have discretion to make decisions necessary for the conduct of the election. They shall also be authorized to obtain legal advice, at the expense of the Corporation, as they deem necessary prior to, during and following an election.

3. Eligibility for Nomination

In order to be nominated for election as President or a Director of the Corporation, a candidate must be a voting member of the Corporation as defined in paragraph 36 of the By-laws and qualify for election as a Director pursuant to paragraphs 6 and 9 of the By-laws. Specifically, a candidate must be:

- (a) an individual, at least 19 years of age, of sound mind, and with power under law to contract;
- (b) a voting member of the Corporation; and
- (c) not a bankrupt or have suspended payment or compounded with his creditors.

4. Period of Office

Once elected, the President and each Director shall hold office for a period of four (4) years. Notwithstanding the foregoing, the term of the President and each Director shall be extended until election of his/her successor.

Commencing in 2015, election of the President shall occur every four (4) years. Commencing in 2015, the terms of Directors shall be staggered such that the election of three (3) Directors shall occur every two (2) years. To facilitate transition to the staggering of terms, the three (3) Directors receiving the fewest number of votes in the 2015 election will serve a term of two (2) years and the other three (3) Directors will serve a term of four (4) years.

5. Notice of Election

The Returning Officer shall publish an advertisement in a newspaper circulated in the western Northwest Territories for two (2) consecutive weeks announcing that the election shall be held. This advertisement must begin to run no later than ten (10) weeks prior to the date of the election.

The advertisement shall specify which positions are open for election and the date for the close of nominations, which shall be no later than eight (8) weeks prior to the date of the election. The announcement shall also specify the means of acquiring a nomination form from the Returning Officer.

6. Nominations

The Returning Officer shall make a nomination form available to all voting members of the Corporation by placing the form on the website maintained by the Corporation and by making the form available upon request to the Corporation. Nomination forms shall not be otherwise circulated to members.

Each nomination form shall include written acceptance of the nomination by the member and shall contain the member's agreement to be bound by the provisions of the articles, by-laws, code of conduct, conflict of interest rules, oath of office and any other rules or policies of the Corporation.

In order for a member to be considered for election as President or a Director, the member must submit a nomination form for each office sought to the Returning Officer, in person, by mail, or electronically, before the closing date. Each nomination must be supported by two (2) voting members other than the member being nominated.

A member may be nominated for the office of President and the office of Director concurrently. If a member is so nominated to two offices, the nominations shall be treated in a descending order of priority beginning with the office of President and then with the office of Director. If the member is elected to the office of President, then his or her candidacy for the office of Director shall be deemed to have been withdrawn.

Following the close of nominations, the Returning Officer shall post a list of candidates at the head office of the Corporation, on the website maintained by the Corporation, and in a public place in Tulita.

A candidate may withdraw his/her nomination by notice in writing to the Returning Officer provided that the withdrawal is received by the Returning Officer within three (3) days after the submission of his/her nomination form.

7. Conduct of Election

Should more than one (1) person be nominated for the office of President, or should more than the required number of persons be nominated for the office of Director, the Returning Officer shall conduct an election by:

- (a) creating ballots containing the name and a photograph of each candidate and numbered such that the Returning Officer can ensure that each voting member casts only one ballot while maintaining secrecy of votes cast;
- (b) making a mail-in ballot available to every voting member whose address on record with the Corporation is other than Tulita, together with a self addressed return envelope for return of the ballot, and with the instruction that each return envelope and mail-in ballot must be received by the Returning Officer prior to the opening of polls on the date of the election;
- (c) holding an advance poll by placing a ballot box in a location in Tulita to be determined by the Returning Officer on a day two (2) weeks prior to the date of the election, with the hours to access the ballot box being from 9:00 a.m. to 5:00 p.m.; and
- (d) placing a ballot box in a location in Tulita to be determined by the Returning Officer on the date of the election, with the hours to access the ballot box being from 9:00 a.m. to 5:00 p.m.

All ballots shall be held in a safe and secure position designated by the Returning Officer until such time as the election has been concluded and the ballots counted.

The casting of a ballot, whether by return of a mail-in ballot or by casting a ballot at the advance poll or on the date of the election, shall be deemed to constitute a revocable appointment by the voter of the Returning Officer as his/her attorney, agent and proxy for the purpose of voting at the annual general meeting in favour of election of the slate of winning candidates as the President and Directors of the Corporation.

8. Eligible Voter

An eligible voter is a member, aged 18 years and older. Except as specifically provided herein, voting by proxy in an election shall not be permitted.

It is the responsibility of each member to ensure that his/her current address is on record with the Corporation such that the Returning Officer can make ballots available to those members eligible to vote by mail-in ballot.

9. Counting of Ballots

The Returning Officer, in the presence of a representative of each candidate, shall count all of the ballots deposited in the ballot boxes as well as all of the ballots delivered to him/her by mail, immediately after 5:00 p.m. on the date of the election.

Ballots shall be considered to be spoiled if it is not clear for whom the member intended to cast his votes, if the member has entered votes in favour of more than the number of candidates to be elected, or if the ballot is not clearly marked in the boxes opposite the names of candidates.

10. Results of Election

Upon completion of the counting of ballots, the Returning Officer shall publicly announce the results of the election, by posting the names of the winning candidates and the numbers of votes that each candidate received, at the head office of the Corporation, on its website, and at a public place in Tulita.

The Returning Officer shall attend the annual general meeting of the Corporation and shall move and second a motion to elect the slate of winning candidates as the President and Directors of the Corporation.

No member who has voted in the election, whether in person or by mail-in ballot, shall be entitled or permitted to vote on the motion introduced by the Returning Officer to elect the slate of winning candidates. The Returning Officer shall cast votes, equal in number to the number of ballots cast in the election, in favour of election of the slate of winning candidates.

No nominations for President or Directors may be made from the floor at the annual general meeting.

11. Destruction of Ballots

The Returning Officer shall retain all of the ballots for a period of sixty (60) days in a safe and secure place and if no legal challenge of the outcome of the election has been taken in a court of record, he/she shall then destroy all of the ballots.

12. Dispute Resolution

Any dispute concerning the conduct or results of the election shall be resolved by application to the Supreme Court of the Northwest Territories. Such application shall be filed and notice of the same served on the Corporation within thirty (30) days after the date of the election. Service on the Corporation shall be effected by registered mail delivered to the registered office of the Corporation.

13. Additional Rules

The Returning Officer may, from time to time, make such other additional rules as they consider appropriate for the conduct of the election of the President and Directors provided such rules do not conflict with the provisions of this Schedule One or any of the By- laws of the Corporation.