

Tulita Land Corporation

Code of Conduct

The Tulita Land Corporation ("TLC") was established to represent the Tulita Dene in the ownership of settlement land in the Tulita District under the Sahtu Dene and Metis Comprehensive Land Claim Agreement. It was also established to promote the general well-being of all its Members who have all designated the Tulita Dene as the aboriginal community with which they wished to be enrolled under the Land Claim Agreement.

In order to ensure that TLC carries out these objectives in the best interests of its Members in an inclusive, impartial and professional manner, the Board of Directors of TLC wishes to adopt a Code of Conduct to guide the operations and activities of the Board and the employees of TLC.

Guidelines

The Board of Directors set the following Code of Conduct for meetings and activities of the TLC Board and Staff regarding the operations of TLC:

1. The Directors of TLC are elected by the Members of TLC. Notwithstanding these elections, each Director is expected to agree to be bound by TLC's Letters Patent and By-laws and by the Code of Conduct and Conflict of Interest Guidelines as approved by the TLC Board. The employees of TLC shall also be bound by these documents. Failure by a Director to abide by the terms of these documents may lead to the Members considering the possible removal of the Director and may lead to legal action. Employees may be terminated for such a failure and may also be subject to legal action.
2. The TLC Board is a governing Board and as such has the continuous exercise of authority over the performance of the activities of TLC. The Board recognizes that fundamental to governance is the requirement to bring foresight and a desire to develop a Mission, Vision and mandate for TLC for the benefit of its Members.
3. The TLC Board holds decision-making responsibilities and is accountable for achieving results and for the political function of setting policy as distinguished from the administration of policy decisions. The Board's main responsibilities include planning, financing and financial control, policy development, program and activity development and hiring and firing the key management staff. The President represents the Board and is accountable to the Board. The Board recognizes that it does not have responsibility for the day-to-day management of TLC. This is the responsibility of the paid employees of TLC.

4. The Directors and employees will provide, for the benefit of TLC, decisions based upon their heritage and culture which include positive attitudes, shared beliefs, values and experience as well as the required balance of integrity, knowledge, skill and attitudes that will work for the benefit of TLC. Alcohol or drug abuse that interferes in any way with the performance of the duties of a Director or employee will not be tolerated.
5. The Board will determine the mandate of TLC in consultation with its Members and take guidance from the Members regarding the content of its Letters Patent and By-laws which must be approved by the Members. Once the Mission, Vision and mandate of TLC have been established, the Directors and the employees of TLC will hold them as the operating principles of TLC.
6. The Directors and the employees recognize that, by the laws of Canada, each Director and employee has the following duties:
 - Duty of Honesty
All Directors and employees must act honestly, in good faith, and in the best interest of the organization. Directors and employees may be personally liable for the misuse of funds, misappropriation of funds or knowledge of illegal or improper acts of Directors or employees.
 - Duty of Loyalty
All Directors and employees are required to give undivided loyalty to TLC. Personal interest and duty to the organization must not be brought into conflict. Nor should a Director or employee make a personal profit from their position.
 - Duty of Care
All Directors and employees are required to exercise prudence and concern for the standing of TLC.
 - Duty of Skill
While each Director and employee must, deliberately and cautiously exercise diligence, he or she need not exhibit a skill greater than may be reasonably expected from a person of his or her knowledge and experience.
 - Duty of Diligence
Directors and employees are expected to make those enquiries that a person of ordinary care in his or her position or managing his or her own affairs would make.

- Duty of Prudence

A Director or employee should act carefully and cautiously, trying to foresee the probable consequences of a proposed course of action.

7. The Directors have an obligation to represent the membership of TLC with a view to ensuring that the best interests of the people of Tulita are represented fairly and equitably.

8. Meeting Conduct

The Directors of TLC agree to be bound by the following rules of conduct in meetings of the Board of Directors:

- The Chair is the meeting facilitator and has responsibility to preserve order and conduct all business before the Board with proper propriety and dispatch.
- All Directors have equal rights. Each Director will be treated with respect and have the attention of the other Directors when acknowledged by the Chair.
- Directors should not be addressing one another at Board meetings. All communication should flow through the Chair, particularly if there is a conflict or disagreement.
- All Directors should strive to express opinions related to the topic.
- No Director shall be interrupted while speaking except on a point of order, on a point of privilege or for clarification.
- When any matter is before the Board, the issue cannot be interrupted except on a motion for adjournment or a motion to table, defer, refer or amend.
- Exceptions to the rules within the jurisdiction of the Board can be made by unanimous consent of all the Directors present at the meeting.

9. Directors agree to conscientiously and dutifully attend all meetings of the Board and of the Members. No Director shall miss more than 3 meetings annually without reason acceptable to the Board. Directors may be forgiven absences by a resolution the Board. Failure to provide acceptable reasons for more than 3 absences in any one year may result in a special general meeting of the Members for the removal of the Director.

10. Directors are encouraged to voice an opinion at all meetings of the Board on any issue brought on the agenda. Directors are encouraged to consider seriously and

debate the opinions of the other Directors and to take them into consideration when making a decision on behalf of TLC. At no time shall the opinions of Directors be repeated publicly or used against a Director outside of a legally called Board meeting.

11. Directors agree to participate fully in meetings of the Board and will provide meaningful debate and discussions leading to a decision of the Board. Upon proper and legal notice of a meeting of the Board, no Director will use their absence, purposefully or otherwise, as a reason to stop the Board from making a decision.
12. Directors and employees shall recognize that the decisions of the Board are final and are the decisions of TLC as an entity. Directors and employees shall not publicly voice a personal opinion that is critical of the decisions of the Board. Failure to support the Board in its decisions may lead to the termination of the employment of an employee or a special general meeting of the Members for the removal of the Director.

Tulita Financial Corporation

Code of Conduct

The Tulita Financial Corporation ("TFC") was established to be a settlement corporation as described in Chapter 11 of the Sahtu Dene and Metis Comprehensive Land Claim Agreement and to carry out the permitted activities and make the qualified investments for settlement corporations under that Chapter on behalf of the Members of the Tulita Land Corporation ("TLC") who have all designated the Tulita Dene as the aboriginal community with which they wished to be enrolled under the Land Claim Agreement.

In order to ensure that TFC carries out these objectives in the best interests of those Members in an inclusive, impartial and professional manner, the Board of Directors of TFC wishes to adopt a Code of Conduct to guide the operations and activities of the Board and the employees of TFC.

Guidelines

The Board of Directors set the following Code of Conduct for meetings and activities of the TFC Board and Staff regarding the operations of TFC:

1. The Directors of TFC are elected by the Members of TLC. Notwithstanding these elections, each Director is expected to agree to be bound by TFC's Letters Patent and By-laws and by the Code of Conduct and Conflict of Interest Guidelines as approved by the TFC Board. The employees of TFC shall also be bound by these documents. Failure by a Director to abide by the terms of these documents may lead to the Members of TLC considering the possible removal of the Director and may lead to legal action. Employees may be terminated for such a failure and may also be subject to legal action.
2. The TFC Board is a governing Board and as such has the continuous exercise of authority over the performance of the activities of TFC. The Board recognizes that fundamental to governance is the requirement to bring foresight and a desire to develop a Mission, Vision and mandate for TFC for the benefit of the Members of TLC.
3. The TFC Board holds decision-making responsibilities and is accountable for achieving results and for the political function of setting policy as distinguished from the administration of policy decisions. The Board's main responsibilities include planning, financing and financial control, policy development, program and activity development and hiring and firing the key management staff. The President represents the Board and is accountable to the Board. The Board

recognizes that it does not have responsibility for the day-to-day management of TFC. This is the responsibility of the paid employees of TFC.

4. The Directors and employees will provide, for the benefit of TFC, decisions based upon their heritage and culture which include positive attitudes, shared beliefs, values and experience as well as the required balance of integrity, knowledge, skill and attitudes that will work for the benefit of TFC. Alcohol or drug abuse that interferes in any way with the performance of the duties of a Director or employee will not be tolerated.
5. The Board will determine the mandate of TFC in consultation with its Members and take guidance from the Members regarding the content of its Letters Patent and By-laws which must be approved by the Members. Once the Mission, Vision and mandate of TFC have been established, the Directors and the employees of TFC will hold them as the operating principles of TFC.
6. The Directors and the employees recognize that, by the laws of Canada, each Director and employee has the following duties:
 - Duty of Honesty
All Directors and employees must act honestly, in good faith, and in the best interest of the organization. Directors and employees may be personally liable for the misuse of funds, misappropriation of funds or knowledge of illegal or improper acts of Directors or employees.
 - Duty of Loyalty
All Directors and employees are required to give undivided loyalty to TFC. Personal interest and duty to the organization must not be brought into conflict. Nor should a Director or employee make a personal profit from their position.
 - Duty of Care
All Directors and employees are required to exercise prudence and concern for the standing of TFC.
 - Duty of Skill
While each Director and employee must, deliberately and cautiously exercise diligence, he or she need not exhibit a skill greater than may be reasonably expected from a person of his or her knowledge and experience.
 - Duty of Diligence
Directors and employees are expected to make those enquiries that a person of ordinary care in his or her position or managing his or her own affairs would make.

- Duty of Prudence

A Director or employee should act carefully and cautiously, trying to foresee the probable consequences of a proposed course of action.

7. The Directors have an obligation to represent the membership of TLC with a view to ensuring that the best interests of the people of Tulita are represented fairly and equitably.

8. Meeting Conduct

The Directors of TFC agree to be bound by the following rules of conduct in meetings of the Board of Directors:

- The Chair is the meeting facilitator and has responsibility to preserve order and conduct all business before the Board with proper propriety and dispatch.
- All Directors have equal rights. Each Director will be treated with respect and have the attention of the other Directors when acknowledged by the Chair.
- Directors should not be addressing one another at Board meetings. All communication should flow through the Chair, particularly if there is a conflict or disagreement.
- All Directors should strive to express opinions related to the topic.
- No Director shall be interrupted while speaking except on a point of order, on a point of privilege or for clarification.
- When any matter is before the Board, the issue cannot be interrupted except on a motion for adjournment or a motion to table, defer, refer or amend.
- Exceptions to the rules within the jurisdiction of the Board can be made by unanimous consent of all the Directors present at the meeting.

9. Directors agree to conscientiously and dutifully attend all meetings of the Board and of the Members. No Director shall miss more than 3 meetings annually without reason acceptable to the Board. Directors may be forgiven absences by a resolution the Board. Failure to provide acceptable reasons for more than 3 absences in any one year may result in a special general meeting of the Members for the removal of the Director.

10. Directors are encouraged to voice an opinion at all meetings of the Board on any issue brought on the agenda. Directors are encouraged to consider seriously and debate the opinions of the other Directors and to take them into consideration

when making a decision on behalf of TFC. At no time shall the opinions of Directors be repeated publicly or used against a Director outside of a legally called Board meeting.

11. Directors agree to participate fully in meetings of the Board and will provide meaningful debate and discussions leading to a decision of the Board. Upon proper and legal notice of a meeting of the Board, no Director will use their absence, purposefully or otherwise, as a reason to stop the Board from making a decision.
12. Directors and employees shall recognize that the decisions of the Board are final and are the decisions of TFC as an entity. Directors and employees shall not publicly voice a personal opinion that is critical of the decisions of the Board. Failure to support the Board in its decisions may lead to the termination of the employment of an employee or a special general meeting of the Members for the removal of the Director.

SCHEDULE TWO TO THE BY-LAWS

OF

TULITA LAND CORPORATION ("the Corporation")

CONFLICT OF INTEREST RULES

(based on section 141 of the *Canada Not-for-Profit Corporations Act*)

Disclosure of interest

1. A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of the appropriate meeting of the Directors or of the appropriate committee of the Directors, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer
 - (a) is a party to the contract or transaction;
 - (b) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (c) has a material interest in a party to the contract or transaction.

A disclosure to the Corporation shall be made by a Director or officer to the President and, in case of the President, shall be made to the Executive Director. The President or the Executive Director shall communicate the disclosure as required to observe the spirit and intent of these rules.

Time of disclosure for Director

2. The disclosure required by section 1 shall be made, in the case of a Director,
 - (a) at the meeting of the Directors or of the committee of the Directors at which a proposed contract or transaction is first considered;
 - (b) if the Director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
 - (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

Time of disclosure for officer

3. The disclosure required by section 1 shall be made, in the case of an officer who is not a Director,
 - (a) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (b) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

Time of disclosure for Director or officer

4. If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or members, a Director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of the meetings of Directors or of the appropriate committee of Directors, the nature and extent of their interest.

Voting

5. A Director required to make a disclosure under section 1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction
 - (a) relates primarily to the Director's remuneration as a Director;
 - (b) is for an indemnity for Directors or officers or insurance under section 151 of the *Canada Not-for-Profit Corporations Act*; or
 - (c) is with an affiliate of the Corporation as defined in the *Canada Not-for-Profit Corporations Act*.

Continuing disclosure

6. For the purposes of these Rules, a general notice to the Directors declaring that a Director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - (a) the Director or officer is a Director or an officer, or acting in a similar capacity, of a party to the contract or transaction;
 - (b) the Director or officer has a material interest in the party; or

- (c) there has been a material change in the nature of the Director's or the officer's interest in the party.

Access to disclosures

- 7. The Members of the Corporation may examine the portions of any minutes of the meetings of the Directors or of any committees of the Directors that contain disclosures under these Rules, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

Avoidance standards

- 8. A contract or transaction for which disclosure is required under section 1 is not invalid, and the Director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if
 - (a) disclosure of the interest was made in accordance with these Rules;
 - (b) the Directors approved the contract or transaction; and
 - (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

Confirmation by Members

- 9. Even if the conditions of section 8 are not met, a Director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under section 1, and the contract or transaction is not invalid by reason only of the interest of the Director or officer in the contract or transaction, if
 - (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
 - (b) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
 - (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

Application to court

- 10. If a Director or an officer of a Corporation fails to comply with this section, a court may, on the application of the Corporation or any of its members, set aside or annul the contract or transaction on any terms that it thinks fit, require the Director or officer to

account to the Corporation for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.

Amendments to *Canada Not-for-Profit Corporations Act* or *Regulations*

11. If any amendment to the *Canada Not-for-Profit Corporations Act* or *Regulations* makes any part of this Schedule inconsistent with the *Act* or *Regulations*, that part will be deemed to be amended to make it consistent with the *Act* and *Regulations*.