



No. E 7800

BUSINESS CORPORATIONS ACT
**CERTIFICATE OF REGISTRATION OF AN
EXTRA-TERRITORIAL CORPORATION**

LOI SUR LES SOCIÉTÉS PAR ACTIONS
**CERTIFICAT D'ENREGISTREMENT D'UNE SOCIÉTÉ
PAR ACTIONS EXTRATERRITORIALE**

I HEREBY CERTIFY THAT **JE CERTIFIE PAR LA PRÉSENTE QUE**
DENE NATION

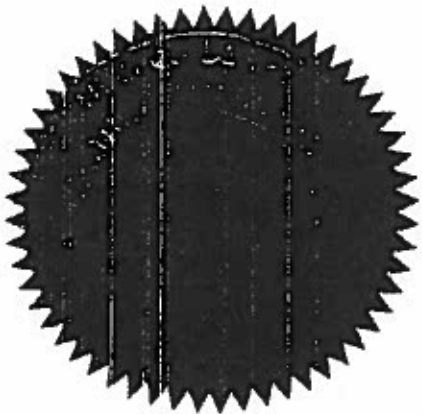
a body corporate incorporated
under the laws of

une personne morale constituée
en vertu des lois

CANADA

was registered under Part XXI of the
Business Corporations Act
of the Northwest Territories, the
Statement of Registration of
which is attached.

était enregistrée en vertu de la Partie XXI
de la *Loi sur les sociétés par actions*
des Territoires du Nord-Ouest, la
déclaration d'enregistrement en faisant foi
étant jointe.



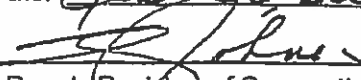
Date of Registration
Enregistrement fait le

2003/01/28

DEPUTY / REGISTRAR OF CORPORATIONS
REGISTRAIRE ADJOINT DES SOCIÉTÉS PAR ACTIONS

BUSINESS CORPORATIONS ACT
STATEMENT OF REGISTRATION
EXTRA-TERRITORIAL CORPORATION

FILED

File No. ET 7800
Date: Jan 28 2003

Deputy Registrar of Corporations

1. NAME OF CORPORATION

DENE NATION

2. Assumed name under which the corporation will carry on business in the Northwest Territories and which has been approved by the Registrar:

N/A

3. Does this corporation carry on business for gain?

☐

YES

☒

NO

4. Postal and street address of head office (including postal code):

P.O. Box 2338, 5120 - 49 Street, Yellowknife, NT X1A 2P7

5. The directors of this corporation are:

NAME	Postal and street address (including postal code)
Bill Erasmus	5120 - 49 Street, Box 2338, Yellowknife, NT X1A 2P7
Charles Furlong	c/o Gwich'in, P.O. Box 118, Aklavik, NT X0E 0A0
Michael N. Nadli	Box 89, Deh Cho First Nations Building, Fort Simpson, NT X0E 0ON0

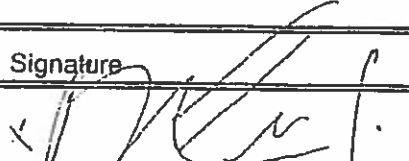
IMPORTANT: If required ____ Schedule of additional directors is attached.

6. If the Corporation was ever incorporated or previously registered in the Northwest Territories, under what name and registration number was it incorporated or registered?

Name	Registration number
n/a	

7. The following documents are attached:

- a) Copy of the charter of the corporation verified in a manner satisfactory to the Registrar:
- b) Notice of Registered Office (completed form 21)

Date	Signature	Title (Director/Officer)
Jan 6/03		Director

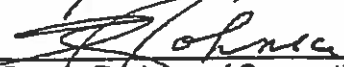
Northwest

FORM 21

FILED

Territories

BUSINESS CORPORATIONS ACT
NOTICE OF REGISTERED OFFICE OR
NOTICE OF CHANGE OF REGISTERED OFFICE
EXTRA-TERRITORIAL CORPORATION

File No. ET 7800
Date: Jan. 28, 2003

Deputy Registrar of Corporations

1. NAME OF CORPORATION

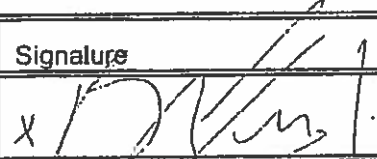
DENE NATION


2. Postal and street address of registered office (including postal code):

P.O. Box 939, 4902 - 49 Street
YELLOWKNIFE, Northwest Territories X1A 2N7

3. Post office box designated as the address for service by mail
if any (including postal code):

N/A

Date	Signature	Title (Director/Officer/Solicitor)
Jan 6/03		Director

FILED - DÉPÔT	
NO.:	ET 7800
Date:	Jan. 28, 2003
 DEPUTY REGISTRAR OF CORPORATIONS REGISTRAIRE ADJOINT DES SOCIÉTÉS	

NOTARIAL CERTIFICATE

CANADA)
 NORTHWEST TERRITORIES)

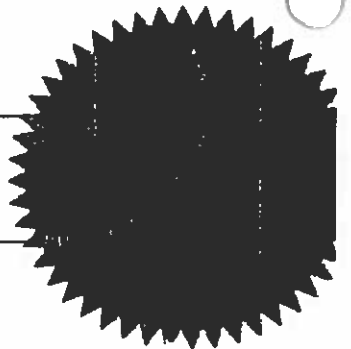
I, SHARON FARNSWORTH, of the City of Yellowknife, in the Northwest Territories, a Notary Public duly appointed, DO CERTIFY that the paper writing herelo annexed are true copies of documents produced and shown to me and purporting to be Letters Patent Issued pursuant to the Canada Corporations Act on November 13, 2002, for the DENE NATION, the said copies having been compared by me with the original document, an act whereof being requested, I have granted under my notarial form and seal of office to serve as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my seal of office at the City of Yellowknife, in the Northwest Territories, on January 16, 2003.



SHARON FARNSWORTH,
 A Notary Public in and for
 the Northwest Territories.

My Commission expires: Dec. 15/05



I

The undersigned hereby apply to the Minister of Industry for the grant of a charter by letters patent under the provisions of Part II of the *Canada Corporations Act* constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

DENE NATION

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive (* and, where required by the circumstances: "except that of which has signified its consent to the use of the said name") and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

BILL ERASMUS, Dene National Chief,
5120 - 49 Street, P.O. Box 2338, Yellowknife, NT X1A 2P7.

CHARLES FURLONG, Chief
GWICH'IN
P.O. Box 118, Aklavik, NT X0E 0A0

MICHAEL M. NADLI, Grand Chief
DEH CHO TERRITORY GOVERNMENT
P.O. Box 89, Deh Cho First Nations Building, Fort Simpson, NT X0E 0N0

The said:

1. BILL ERASMUS
2. CHARLES FURLONG
3. MICHAEL M. NADLI

will be the first directors of the Corporation.

III

The objects of the Corporation are:

- (a) To support the Dene Territories and Dene Communities in upholding the rights and interests of the Dene, including rights and interests arising from Dene use and occupation of lands (hereinafter referred to as "Denendeh") and Dene rights and interests arising from Treaties;
- (b) To develop, discuss, and promote policies that will uphold and protect said rights and interests and which are, generally, for the betterment of the Dene;
- (c) To develop, implement, and support programs and policies for the social, educational, health, and cultural benefit of the Dene;
- (d) To recognize the cultural importance of promoting and preserving the use of Dene languages for present and future Dene generations;
- (e) To give voice to the concerns, comments, and opinions of the Dene;
- (f) To cooperate and develop working relationships with organizations having similar goals and objectives, including the Assembly of First Nations.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the corporation is to be situated is: (Please specify only municipality/city and province here. The complete mailing address should be indicated in the covering letter.)

YELLOWKNIFE, NORTHWEST TERRITORIES

VI

It is specially provided that in the event of dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more organizations in Canada carrying on similar activities.

It is specially provided that in the event of liquidation or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed rateably amongst the members.

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the corporation may from time to time

a) borrow money upon the credit of the corporation;

b) limit or increase the amount to be borrowed;

c) issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;

d) secure any 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.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

VIII

The by-laws of the corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

BB78782837: # S/ d
P. 9/17 P-344

IX

The corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the corporation are to be used in promoting its objects.

DATED this 12th day of November, 2002.

GWICHTEN

Δ
Harris printer

NAME: BILL BLADIN

Title: Dave National Chief

Address (postal, street (lot & block number or house number) and postal code): P.O. Box

2338 Yellowlegs Nest x 2P7

Parental priority

Name: CHARLES FURLONG

THU CHIEF

Address (postal, street (for a block number or house number) and postal code): P.O. Box 118

AKLAVIK NWT XPE DAO

DEH CHO TERRITORY GOVERNMENT

X. M. Nadli
Signature line

Please print:

Name: Michael M Nadli

Title: Grand Chief

Address (postal, street (for & block number or house number) and postal code): Box 89

Deh Cho First Nations Building
Fort Simpson, NT X0E 0N0



Industry Canada

Industrie Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

DENE NATION

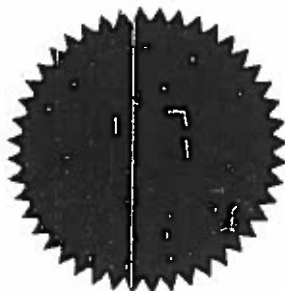
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - November 13, 2002

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 412151-1



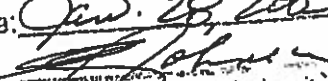
Canada



Industrie Canada Industry Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

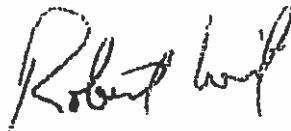
FILED - DÉPÔT	
NO.:	ET 7800
Date:	Jan. 28, 2003
	
DEPUTY REGISTRAR OF CORPORATIONS REGISTRARE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS	

CERTIFICATE OF CORPORATE STATUS

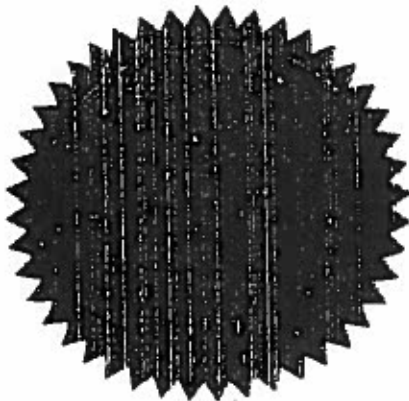
I HEREBY CERTIFY that DENE NATION is subject to the provisions of the *Canada Corporations Act*.

According to the information contained in the records maintained in the Department of Industry, as of the date of this Certificate, the corporation's charter is in force.

Given under the seal of office of the Minister of Industry this 16th day of January, 2003.



Robert Weist
Incorporation and Disclosure Services Branch
for the Minister of Industry



Canada



Industry Industrie
Canada Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

SUPPLEMENTARY LETTERS PATENT

issued to

DENE NATION

The Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, does hereby amend and vary the provisions of the letters patent incorporating the Corporation as provided in a Special Resolution of the said Corporation, a copy of which is annexed hereto to form part of these presents.

Date of Supplementary Letters Patent - February 1, 2010

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 412151-1



Canada

BY-LAWS

1.0 MEMBERSHIP

- 1.1 Each of the five (5) Dene Territories shall be a Member of the Dene Nation, namely: Gwich'in, Sahtu, Deh Cho Territory Government, Monfwi Region, and Akaitcho Territory Government.
- 1.1(a) In these By-laws the expression "Dene Territories" is interchangeable with and has the same meaning as the expression "Dene Regions," in the singular or the plural, as the circumstances may require.
- 1.2 The Dene Territories shall be made up of Dene Communities, as follows:
- Gwich'in: Inuvik, Aklavik, Tsiigehtchic, and Teetl'it Zheh (Fort McPherson)
- Sahtu: K'ahbamtue (Colville Lake), Tulita, Radeli Koe (Fort Good Hope), and Deline
- Deh Cho Territory Government: Chi Ta Gotine (Tulita), Pedzeh Ki (Wrigley), Liidlii Kue (Fort Simpson), Thedzhek'edeli Koe (Jean Marie River), Zahti Koe (Fort Providence), Tthenaago (Nahanni Butte), Echaot'i Koe (Fort Liard), K'aagee Tu (Kakisa Lake), Sambaa K'e (Trout Lake), Katl'o Dehe (Hay River Dene Reserve), and St'ueh Nda (West Point)
- Monfwi Region: Bechoko (Rae-Edzo), Wha ti, Gameti, and Wekweti
- Akaitcho Territory Government: Deninu K-ue (Fort Resolution), Salt River (Fort Smith), Lutsel K'e, Smiths Landing (Fort Fitzgerald), Dettah, Ndilo, and Tadoule Lake (Manitoba).
- 1.3 Each Member of the Dene Nation shall be self-governing and determine and administer its own membership, including who may be a "Dene Citizen," and its representation in the Dene Nation.
- 1.4 A Member may withdraw from the Dene Nation by notice in writing given to the Executive and the withdrawal shall take effect thirty (30) days thereafter.

- 1.5 New Members of the Dene Nation and new Dene communities shall be added by resolution of the Dene National Assembly.
- 1.6 Reinstatement of a Member shall occur by resolution of the Dene National assembly.

2.0 THE DENE NATIONAL ASSEMBLY

Meetings

- 2.1 The Dene Nation shall have Annual or Special meetings whereby Dene Citizens from the Dene Territories and the Dene Communities meet to hold discussions, have consultations, and make resolutions.
- 2.2 The Annual meeting of the Dene Nation shall be held each year at a time and place to be fixed by the Executive under the direction of the Leadership.
- 2.3 The National Assembly shall establish fair, consistent, and clear policies for the direction of the Dene Nation.
- 2.4 All Dene Citizens are entitled to participate in the National Assembly and to voice their opinions on any issue under discussion, but voting privileges are reserved for Voting Delegates.
- 2.5 Decisions of the National Assembly shall be determined by consensus, failing which a vote shall be taken in the manner prescribed in these By-laws.
- 2.6 Special National Assembly meetings may be called:
 - (a) by consensus or resolution of the National Assembly;
 - (b) by consensus of the Leadership; or
 - (c) by resolution of the Leadership passed by at least two-thirds (66%) of the Leadership present or represented by Proxy at a meeting of the Leadership.
- 2.7 The National Assembly may strike committees to inquire into any matter of interest to the National Assembly or to carry out functions designated by the National Assembly on such terms as may be established by the National Assembly.

- 2.8 Except as otherwise provided herein, an Annual or Special meeting of the National Assembly shall be held on such day, at such time, and at such place as the Leadership may direct, provided that no such meeting shall occur without giving at least sixty (60) days' Notice of the location, date, and time of such meetings and a draft Agenda to all Dene Territories and Dene Communities.
- 2.9 Notice of meetings of the National Assembly shall be sufficient if delivered in writing to the members of the Leadership for posting in each Dene Community.
- 2.10 Two-thirds (2/3) of the voting delegates either personally present or represented by proxy shall constitute a quorum for any Annual or Special meeting of the National Assembly.

Voting

- 2.11 Each Dene Community is entitled to be represented at a National Assembly by delegates ("Voting Delegates") who are entitled to one vote each. The number of Voting Delegates shall be determined as follows:

Chiefs:

- (a) The Chief of every Dene Community is a voting delegate;

Dene Communities:

- (b) Each Dene Community shall have three (3) additional voting delegates;
- (c) Where a Dene Community has more than one hundred (100) Dene Citizens, they shall have one additional voting delegate for every additional fifty-one (51) to one hundred (100) Dene Citizens in that community.
- (d) For the purpose of determining the number of eligible Voting Delegates for each Dene Community at meetings of the National Assembly, each Dene Community shall disclose its total number of Dene Citizens to the Dene Nation Executive, in such manner and at such times as the Dene Nation Executive may require.

Members of the Executive:

- (e) Each member of the Dene Nation Executive shall be entitled to one vote at meetings of the National Assembly.
- 2.12 The selection of voting delegates shall be determined by each Dene Community in its absolute discretion.
- 2.13 A Dene citizen who is entitled to vote at an Assembly, and who is not able to be personally present at the Assembly (an "Absent Voter"), is entitled to have his or her vote cast by another Dene Citizen, by Proxy.
- 2.14 A Proxy shall be authorized to vote on behalf of an Absent Voter by his or her Dene Territory or Dene Community, as the case may be.
- 2.15 No Voting Delegate and not member of the Executive shall be Proxy for more than one Absent Voter.
- 2.16 A resolution is passed when consensus is reached or, failing which, a majority of not less than two-thirds (66%) of the Voting Delegates who are present in person or by proxy, at a meeting, vote in favor of the resolution.
- 2.17 A Special Resolution to amend the Constitution of the By-laws of the Dene Nation is passed when a majority of not less than three-quarters (75%) of the Voting Delegates who are present in person or by proxy at a meeting of the National Assembly vote in favor of the resolution.
- 2.18 Unless a show of hands or a ballot and a poll thereon is demanded by at least one (1) Voting Delegate, the Chairperson may declare a resolution to have been passed or defeated.
- 2.19 A declaration by the Chairperson that a resolution is passed, carried unanimously, or by a particular majority or less, followed by an entry to that effect in the Minute Book of the Dene Nation, shall be conclusive proof of that fact without recording the number or proportion of the votes cast for or against the resolution.
- 2.20 In the case of an equality of votes cast for and against a resolution, the Chairperson shall:
 - (a) call for amendments to the resolution and, if amendments are seconded, hold another vote; or
 - (b) declare that a second vote will take place at a fixed place, date, and hour during the meeting; and

failing the passage of such amended resolution(s) or a decision by second vote, shall:

- (c) direct the Dene Nation Elders Council to evaluate the issues raised by the resolution and to prepare an oral or written report to be presented at the next meeting of the National Assembly.

2.21 A Voting Delegate who is in attendance at a meeting of the National Assembly, may, while the meeting is in session, appeal a ruling of the Chairperson to the members of the Leadership present at the meeting, who shall decide the ruling by vote among them. The decision of the Leadership is absolutely final and conclusive.

3.0 THE LEADERSHIP

Role

- 3.1 The general supervision and direction of the Dene Nation shall be entrusted to the Leadership consisting of the Executive, all of the Chiefs to the Dene Communities, and one elder from each Dene Community.
- 3.2 One elder from each Dene Territory shall be a member of the Dene Nation Elders Council which shall operate according to Dene law and traditions. Notwithstanding the requirement to appoint a proxy under these By-laws, an elder may informally delegate another elder to attend meetings and vote in his or her stead.
- 3.3 The Leadership shall discuss, consult, and decide upon matters that are important to the attainment of the objects of the Dene Nation.
- 3.4 The Leadership shall oversee and participate in the implementation of resolutions of the Dene Nation.
- 3.5 The Leadership may establish policies and procedures for its own use and for general application to the Dene Nation.
- 3.6 The Leadership shall represent Dene Citizens and support and encourage Dene Communities and Dene Territories to meet their respective goals and objectives.
- 3.7 The Leadership may strike committees to carry out any of the Leadership's functions and duties, on such terms and conditions as may be established by the Leadership.

Formal Meetings:

- 3.8 The Leadership shall meet as often as the business of the Dene Nation requires, but the Dene National Chief shall call a meeting of the Leadership not less than twice every calendar year.
- 3.9 The Dene National Chief, upon receiving a request in writing from four (4) members of the Leadership representing at least three (3) Dene Territories, shall call a meeting of the Leadership.
- 3.10 Notice of formal meetings of the Leadership must be given to each member of the Leadership and such notice may be given via facsimile or e-mail or other electronic means or by registered mail posted no less than fourteen (14) days prior to the date of said meeting.
- 3.11 Upon taking office, every member of the Leadership shall provide a facsimile, e-mail, or other electronic address and a regular mailing address to the Executive for the purpose of receiving Notices in accordance with these By-laws.
- 3.12 A quorum for any meeting of the Leadership shall be two-thirds (66%) of the number of members of the Leadership in attendance in person or by proxy at the meeting.
- 3.13 The practice and procedure relating to the Proxies for Voting Delegates applies to Proxies for members of the Leadership.
- 3.14 The Leadership shall appoint two Co-Chairpersons to preside over any meeting of the Leadership or the National Assembly.
- 3.15 The Chairpersons shall ensure that the minutes and records of all meetings of the Leadership or the National Assembly are recorded and the minutes and records shall be delivered to and stored at the Dene National Office.

Informal Meetings

- 3.16 The Leadership may convene by telephone, teleconference, video conference, e-mail, facsimile, or other form of written correspondence on such notice as the Leadership may deem sufficient in the circumstances provided that such notice is given to all members of the Leadership.
- 3.17 A resolution or decision of the Leadership at an Informal Meeting is to be recorded in the Minutes after all of the participating members (or their

Proxies) have been polled. All decisions made at Informal Meetings of the Leadership shall be ratified at the next formal meeting of the Leadership.

- 3.18 A resolution or decision made at an Informal Meeting agreed by all of the members of the Leadership who participated in the Meeting shall be as valid and effectual as if it had been passed at a formal meeting of the Leadership.

Voting

- 3.19 A resolution or decision of the Leadership is passed when consensus is reached or, failing which, a majority of two-thirds (66%) of the members present in person or by Proxy at a meeting, vote in favor of the resolution.
- 3.20 A declaration by the Chairperson that a resolution or decision is passed, carried unanimously or by a particular majority or less, followed by an entry to that effect in the Minute Book of the Dene Nation, shall be conclusive proof of that fact without any record of the number or proportion of the votes cast for or against the resolution being made.

Suspension of Powers of the National Chief

- 3.21 (a) The Leadership may suspend the powers, functions, and duties of the Dene National Chief by a resolution passed by a two-thirds (66%) majority of members present in person or by Proxy at a Leadership meeting.
- (b) Upon the suspension of a National Chief by a resolution, the Leadership shall appoint an interim Dene National Chief by resolution who shall hold office until the suspension is rescinded by the Leadership or the National Assembly.
- (c) The Leadership may, by resolution, rescind its decision to suspend the Dene National Chief or, in the alternative, it shall call a National Assembly to take place within ninety (90) days of the date of suspension of the National Chief.
- (d) At a meeting of the National Assembly called under this by-law, the National Assembly may, by consensus or resolution:
- (i) rescind the suspension and restore the Dene National Chief to office; or
 - (ii) elect a new Dene National Chief; or

- (iii) require the calling of an election to take place within ninety (90) days of the closing day of the National Assembly to fill the office of the Dene National Chief.
- (e) The By-laws respecting Informal Meetings of the Leadership apply to meetings of the Leadership under this section.

4.0 THE EXECUTIVE

Qualifications

- 4.1 The Executive of the Dene Nation shall consist of the Dene National Chief, one Dene Citizen representing each Territory and an Elder chosen by the Elders Council.
- 4.2 The members of the Executive shall be *ex officio* members of all committees of the Dene Nation.

Meetings

- 4.3 The Executive shall meet at such times and places the Dene National Chief may decide or at least two-thirds (66%) of the members of the Executive, may require. For the purpose of such meetings, any four (4) members of the Executive shall constitute a quorum for the conduct of business of the Executive.
- 4.4 Notice of meetings of the Executive shall be given to each member of the Executive and may be given in the manner contemplated under paragraphs 2.8 and 2.9 of these By-laws. The By-laws dealing with informal meetings of the Leadership also apply to meetings of the Executive.

Role

- 4.5 The Executive shall be the Board of Directors of the Dene Nation and shall work toward establishing the Dene Nation as well informed, unified, and recognizable organization by making decisions consistent with the objects of the Dene Nation and directions given by the Leadership and the National Assembly.
- 4.6 The Executive shall provide quarterly financial statements to the Leadership.

- 4.7 The Executive shall request the preparation of an audited Financial Statement from the Dene Nation's auditors for presentation at the annual Meeting of the National Assembly.
- 4.8 The Executive shall prepare a yearly budget and periodic strategic plans based on information and submissions received from the Leadership for presentation at the Annual Meeting of the National Assembly.
- 4.9 The Executive shall organize and arrange for meetings of the Leadership, as the need arises.
- 4.10 The Executive shall appoint such Officers of the Dene Nation as may be required from time to time to conduct the business of the Dene Nation, including Officers to:
- (a) have the custody and control of the official seal of the Dene Nation which is to be applied to documents and records according to law and the policies of the Dene Nation; and
 - (b) keep such complete books and records of account of the Dene Nation as may be required to demonstrate the financial status of the Dene Nation to the Executive or any other person authorized by these By-laws to inspect said books and records.
- 4.11 The Executive shall, by resolution, authorize its Officers and such employees of the Dene Nation as may be required from time to time, to execute financial and legal documents, including cheques, provided always that cheques drawn on the accounts of the Dene Nation shall be signed by no less than two such duly authorized persons and no cheque for any sum over \$3,000.00 may issue without the signature of a member of the Executive.

The Dene National Chief

- 4.12 The Dene National Chief shall ensure that the spirit and intent of these By-laws is maintained by impartially organizing, promoting, and facilitating discussion among, and decision-making by, the members and organs of the Dene Nation, according to Dene law and tradition and by making the Dene National Office accessible and responsible to all Dene Citizens.
- 4.13 The Dene National Chief shall be the spokesperson of the Dene Nation in relation to national and internal issues.

- 4.14 The Dene National Chief shall oversee the operational and administrative functions performed by the Chief Executive Office of the Dene Nation who shall be hired and perform the functions and duties in accordance with the hiring policies of the Dene Nation.
- 4.15 The Dene National Chief shall develop with the Chief Executive Officer of the Dene Nation for the approval of the Executive, clear and concise written operational policies and procedures including, without limiting the generality of the foregoing, those for the hiring and termination of support staff, the payment of wages, salaries, and benefits, and the contracting of services to the Dene Nation.
- 4.16 The Dene National Chief shall, on request, report to the Executive in relation to and be responsible for all operational and administrative decisions.
- 4.17 The Dene National Chief shall consult with, obtain the advice of, and be accountable to the Leadership in relation to statements made and actions taken on behalf of the Dene Nation.
- 4.18 The salary of the Dene National Chief shall be determined by resolution of the Executive, based on a pay scale approved by the Executive.
- 4.19 If the Dene National Chief is incapacitated or others wise unable to discharge his or her duties and functions for any period longer than thirty (30) days, the Leadership may appoint a spokesperson from amongst its membership in place of the Dene National Chief until:
- (a) the Dene National Chief is able to resume his or her duties and functions; or
 - (b) another Dene National Chief is elected by the National Assembly.
- 4.20 The Dene National Chief may resign office upon giving the Leadership written notice of the effective date of the resignation of ninety (90) days or such lesser period of time as the Dene National Chief and the Leadership may agree, in writing.

Election of the Dene National Chief

- 4.21 A person nominated for and selected to the position of Dene National Chief must be a Dene Citizen.
- 4.22 The Leadership may appoint an Election Committee to coordinate and conduct the election, acclamation, or other means of selecting the Dene

National Chief according to the policies and procedures established by the National Assembly.

- 4.23 The Dene National Chief shall be elected, acclaimed, or selected according to Dene law and tradition by the Voting Delegates present at the Annual Meeting of the National Assembly and shall serve for a period of three (3) years, subject to these By-laws.
- 4.24 The Dene National Chief shall take an Oath of Office upon being elected or acclaimed and before performing any act in his or her official capacity. The Oath of Office shall be approved by and be administered before the National Assembly.

Involuntary Removal of the Dene National Chief

- 4.25 The National Chief shall not be removed from office except by a resolution of the National Assembly passed by not less than two-thirds (2/3) of the Voting Delegates present or voting by Proxy.
- 4.26 Notice of a resolution to remove the Dene National Chief shall be given to all Dene Citizens no less than ninety (90) days before a meeting of the National Assembly called for that purpose.
- 4.27 The Notice shall be given in accordance with paragraphs 2.8 and 2.9 of the By-laws and the Notice shall state who the moving person is and the grounds upon which the removal of the National Chief is requested.
- 4.28 If a Dene National Chief is removed from Office at a meeting of the National Assembly, the National Assembly shall appoint an interim Dene National Chief to hold office until a Dene National Chief is elected, appointed, or selected in accordance with these By-laws.
- 4.29 An interim Dene National Chief shall take the Oath of Office prescribed under these articles before a member of the Executive and before performing any act in his or her official capacity.

5.0 RAISING MONEY AND BORROWING

- 5.1 The Leadership may, by a resolution passed by no less than two-thirds (2/3) of the Leadership members present in a person or by Proxy at the time of the vote, authorize the borrowing of funds from recognized financial institutions or the raising of monies for any purpose conducive to the objects of the Dene Nation.

- 5.2 The Leadership may by resolution passed by no less than two-thirds (2/3) of the Leadership members present in person or by Proxy at the time of the vote, authorize the assets and property of the Dene Nation be sold, mortgaged, pledged, or otherwise given as security or exchange for the purpose of raising monies or borrowing funds from a recognized financial institution.
- 5.3 Any resolution passed under this section shall specifically name the persons authorized to execute documents on behalf of the Dene Nation for the purpose of giving security for funds received from any financial institution or otherwise dealing with Dene Nation properties and assets.

6.0 INSPECTION OF RECORDS

- 6.1 The books and records of the Dene Nation shall be open to inspection by a Dene Citizen at the head office of the Dene Nation upon request made to the Dene National Office.
- 6.2 The said inspection shall be conducted at such time(s) as the Dene Nation, by its Officers or employees, and the Dene Citizen may agree. Failing agreement, the Dene National Office shall fix a date and time for inspection.

7.0 YEARLY FINANCIAL STATEMENTS

- 7.1 The books and records of account of the Dene Nation shall be audited yearly by a firm of chartered accountants or such other accountants as may be designated by resolution of the National Assembly.
- 7.2 The audit shall be contained in a Financial Statement and a copy of the said Financial Statement shall be provided to all Dene Citizens attending the Annual National Assembly, at which time the Financial Statement shall be approved by consensus or by vote.
- 7.3 The approved Financial Statement shall be filed with the registrar of Societies within fourteen (14) days after the Annual National Assembly.

7.4 Along with the said Financial Statement, a list of the current Directors of the Dene Nation shall be filed with the Registrar of Societies.

7.5 The fiscal year end of the Dene Nation shall be March 31st.

8.0 BRANCH OFFICES

8.1 Branch offices of the Dene Nation may be established by resolution of the Leadership approved at the Annual Meeting of the Dene Nation.

9.0 CHANGES IN CONSTITUTION AND BY-LAWS

9.1 These By-laws and the Constitution of the Dene Nation shall not be altered, varied, or rescinded in whole or in part except by a Special Resolution passed by a majority of not less than three-quarters (75%) of the Voting Delegates who are present in person or by Proxy at a Meeting of the National Assembly provided that 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.

9.2 The Notice required in paragraphs 2.8 and 2.9 of these By-laws shall be sufficient for the purpose of amending these By-laws or the Constitution.

10.0 INTERPRETATION OF THE BY-LAWS

10.1 Nothing in the Constitution or By-laws of the Dene Nation shall be interpreted in a manner that interferes with or may have adverse effect upon the Treaty or Aboriginal Rights and interest of Dene Citizens, Dene Territories, or Dene Communities.

Dec 5/02
(Date)

