



Council Meeting

Jubilee Centre Council Chamber
9909 Franklin Avenue, Fort McMurray

Tuesday, January 08, 2013
6:00 p.m.

Agenda

Call To Order

Opening Prayer

Adoption of Agenda

1. Adoption of January 8, 2013 Council Agenda

Minutes of Previous Meetings

2. Minutes of December 11, 2012

Delegations

Those individuals in attendance at the meeting will be provided with an opportunity to address Council regarding an item on the agenda, with the exception of those items for which a Public Hearing is required or has been held. Consistent with all delegations, each presentation will be allowed a maximum of five minutes.

Reports

3. Adoption of Amended Articles of Association for Wood Buffalo Housing and Development Corporation
4. Regional Recreation Corporation Board – Appointment of Directors

Reporting - Boards and Committees

Adjournment

5. Adjournment of January 8, 2013 Council Meeting

Unapproved Minutes of a Meeting of the Council of the Regional Municipality of Wood Buffalo held in the Council Chamber at the Municipal Offices in Fort McMurray, Alberta, on Tuesday, December 11, 2012, commencing at 6:00 p.m.

Present: M. Blake, Mayor
D. Blair, Councillor
C. Burton, Councillor
L. Flett, Councillor (via teleconference)
S. Germain, Councillor
P. Meagher, Councillor
J. Stroud, Councillor
C. Tatum, Councillor
R. Thomas, Councillor
A. Vinni, Councillor

Absent: D. Kirschner, Councillor

Administration: G. Laubenstein, Chief Administrative Officer
A. Rogers, Senior Legislative Officer
J. Wall, Legislative Coordinator

Call To Order

Mayor Blake called the meeting to order at 6:03 p.m.

Opening Prayer

Mayor Blake invited those so inclined to join her in Prayer.

Adoption of Agenda

1. Adoption of December 11, 2012 Council Agenda

Moved by Councillor P. Meagher that the December 11, 2012 Council agenda be adopted as presented.

CARRIED UNANIMOUSLY

Minutes of Previous Meetings

2. Minutes of November 27, 2012

Moved by Councillor R. Thomas that the minutes the November 22, 2012 council meeting be approved.

CARRIED UNANIMOUSLY

Delegations

3. Ken Chapman Executive Director, Oil Sands Developers Group (OSDG)

Ken Chapman spoke regarding concerns the OSDG has with the 2013 budget, particularly with respect to housing prices, population projections, transportation issues and the potential for a future decrease in oil prices.

Moved by Councillor R. Thomas that the presentation from the Oil Sands Developers Group be received as information.

CARRIED UNANIMOUSLY

4. Jim Rogers, Resident

Mr. Rogers addressed Council regarding the 2013 Capital and Operating Budgets.

Reports**5. Extension of the City Centre Area Development Charges Incentive Program**

Moved by Councillor P. Meagher that the Incentive Program as set out in resolution 10-377, which reduces development charges in City Centre by sixty percent (60%), be extended to December 31, 2014.

CARRIED UNANIMOUSLY

6. Municipal Census 2012 Report

Moved by Councillor R. Thomas that the Municipal Census 2012 report, dated October 2012, be accepted as information.

CARRIED UNANIMOUSLY

7. 2012 and Prior Capital Budget Amendments – Revised, New and Cancelled Projects

Moved by Councillor R. Thomas that the 2012 and Prior Capital Budget and the future cash flow of multi-year projects be amended as summarized on Attachment 1 (2012 and Prior Capital Budget Amendments - Revised, New and Cancelled Projects, dated December 11, 2012).

CARRIED UNANIMOUSLY

8. 2013 Capital Budget, 2014 – 2018 Capital Plan

The following motion was presented by Councillor P. Meagher: “that the 2013 Capital Budget in the amount of \$628,982,702 be approved as set out in Attachment 1 (2013 Capital Budget, dated December 11, 2012).”

Moved by Councillor S. Germain that Administration bring forward an Alternative Capital Financing Policy for consideration prior to presentation of the 2013-2015 Fiscal Management Strategy.

CARRIED UNANIMOUSLY

Moved by Councillor J. Stroud that the Anzac Fire Hall Predesign project be added to the 2013 Capital Budget.

CARRIED UNANIMOUSLY

Moved by Councillor S. Germain that Administration provide an update on the status of capital projects as of March 31, 2013 for review, information and possible re-prioritization.

CARRIED UNANIMOUSLY

Voting then occurred on Councillor P. Meagher's original motion:

Moved by Councillor P. Meagher that the 2013 Capital Budget in the amount of \$628,982,702 be approved as set out in Attachment 1 (2013 Capital Budget, dated December 11, 2012).

CARRIED UNANIMOUSLY

Moved by Councillor R. Thomas that the 2013 Capital Budget be approved as follows:

- Financial Reserves \$278,461,712
- Debenture Financing \$319,820,990
- Grants \$ 30,700,000

CARRIED UNANIMOUSLY

Moved by Councillor P. Meagher that the multi-year projects in progress as set out in Attachment 2 (2013 Capital Budget – Multi-Year Projects - In Progress - Cash Flow dated December 11, 2012) be approved.

CARRIED UNANIMOUSLY

Moved by Councillor J. Stroud that new multi-year projects as set out in Attachment 3 (2013 New Multiple Year Project – Cash Flow dated December 11, 2012) be approved.

CARRIED UNANIMOUSLY

Moved by Councillor R. Thomas that the budget line item figures on Attachments 1-4 remain confidential pursuant to section 25 of the Freedom of Information and Protection of Privacy Act, R.S.A., 2000 c. F-25, as amended, until such time as the business risk is removed.

CARRIED UNANIMOUSLY

9. 2013 Operating Budget, 2014 - 2015 Financial Plan

Moved by Councillor P. Meagher that the 2013 Operating Budget in the amount of \$659,662,707 be approved.

CARRIED UNANIMOUSLY

10. Appointments to Council Committees

Moved by Councillor A. Vinni that the following appointments be approved, effective immediately January 1, 2013:

Assessment Review Board - Amgad Rushdy to December 31, 2013; Ijad Dewan, Chandra Flett and Lee Nordbye to December 31, 2014.

Communities In Bloom Committee – Kristy Lennox to December 31, 2013; Dannette Scott, Phil Klug, John Van Seters, Lise Bolen and Elaine Martens to December 31, 2014.

Community Identification Committee – Megan Kerton and Shelley Tourangeau to December 31, 2014.

Community Services Committee – Tiffany Primmer to December 31, 2013; Dave Simcoe, Kate Shaw and Dwayne Edwards to December 31, 2014.

Landlord and Tenant Advisory Board – Marcin Borowiec to December 31, 2013; Brian Wyatt, Al Sanders and Kerri Buckle to December 31, 2014.

Library Board – Jon Tupper to December 31, 2013; Kevin Thornton and Pratik Tripathi to December 31, 2015.

MacDonald Island Park Corporation – Nick Sanders and David Tien to December 31, 2013, or upon formation of the Regional Recreation Corporation, whichever comes first.

Regional Advisory Committee on Inclusion, Diversity and Equality – Laura Roberts, Nargis Zaid and Inder Mohan Singh to December 31, 2014.

Subdivision and Development Appeal Board – Malcolm Edirisinghe and David James Secord to December 31, 2014.

Wood Buffalo Housing and Development Corporation – Tom Diamond to December 31, 2013; Kerry Collette and Ron Benson to December 31, 2015.

11. Promise of Performance – Mayor and Councillors

Moved by Councillor R. Thomas that the Promise of Performance Mayor and Councillors, dated December 11, 2012 be adopted and signed by all Council members to demonstrate our commitment to the office we hold and willingness to work together to effectively govern the Regional Municipality of Wood Buffalo.

CARRIED UNANIMOUSLY

The Promise of Performance document was then circulated for signing by all members of Council.

Reporting - Boards and Committees

- Selection Committee meeting for Boards and Committees, Presentation of Appreciation to Library Board (Councillor P. Meagher)
- Anzac Community Christmas Dinner, Janvier Community Christmas Lunch, Metis Local 1935 Elders Christmas Dinner (Councillor J. Stroud)
- Fort Chipewyan Community Engagement (Councillor D. Blair)
- Seniors Tea with the Golden Years Society, Community Leaders Holiday Reception, Fort Chipewyan Community Engagement (Mayor Blake)

Adjournment

11. Adjournment of December 11, 2012 Council meeting.

Moved by Councillor D. Blair that the December 11, 2012 Council meeting be adjourned.

CARRIED UNANIMOUSLY

The meeting adjourned at 9:34 p.m.

Mayor

Chief Legislative Officer

Subject: Adoption of Amended Articles of Association for Wood Buffalo Housing & Development Corporation**APPROVALS:**

Katherine Morianos, Acting Director, Legal Services
Brian Makey, Deputy Chief Administrative Officer
Glen Laubenstein, Chief Administrative Officer

Administrative Recommendation:

THAT the attached Articles of Association of Wood Buffalo Housing & Development Corporation be adopted by Council and that the Mayor be authorized to sign a Special Resolution of the Members of Wood Buffalo Housing & Development Corporation on behalf of the Municipality to replace the existing Articles with the amended Articles.

Summary:

At the time that Wood Buffalo Housing & Development Corporation (“WBHDC”) was incorporated the Articles of Association (the “Existing Articles”) were approved by the Municipality to provide in broad terms for the governance of WBHDC including the appointment of directors, officers and borrowing powers. The attached Articles of Association (the “Amended Articles”) will make the Articles of Association of WBHDC consistent with the Amended Operating Protocol Principles adopted by Council on May 22, 2012 and will more accurately reflect the current relationship between the Municipality and WBHDC.

Background:

WBHDC was incorporated on May 7, 2001 under the *Companies Act* (Alberta) (the “Act”), as a not-for-profit corporation, for the purpose of providing affordable housing and related services to residents of the Regional Municipality of Wood Buffalo. A not-for-profit corporation is incorporated under the Act by filing a Memorandum of Association and Articles of Association at Corporate Registry Office. The Memorandum of Association describes in broad terms the governance of the corporation.

The Existing Articles conflict in some respects with the Operating Protocol Principles for Municipal Corporations adopted by Council on May 22, 2012. As well, the Existing Articles do not fully reflect the existing relationship between WBHDC and the Municipality and the need for transparency in the operation and management of a corporation which administers assets and facilities with funds which are in part provided by the Municipality.

The main differences between the Existing Articles and the Amended Articles are as follows:

- In the Existing Articles, the Chief Administrative Officer of the Municipality is appointed as a Director of WBHDC. This has been removed in the Amended Articles.
- In the Existing Articles, Council must appoint at least one member of Council as a Director of WBHDC. This has been changed in the Amended Articles to give Council the option to appoint one or more Councillors as a Director or Directors of WBHDC.
- The Existing Articles do not specifically provide that meetings of the Directors of WBHDC will be open to the public. The Amended Articles provide that all meetings of the Directors of WBHDC are to open to the public with public notice given of the meetings of the Directors of WBHDC, unless one of the exceptions to disclosure set out in the *Freedom of Information and Protection of Privacy Act* (Alberta) applies.
- Under the Existing Articles, the Directors of WBHDC have the power to appoint and remove the Auditor of WBHDC. Under the Amended Articles, the power to appoint and remove the Auditor of WBHDC is granted to the Members (the Municipality and the Chief Administrative Officer of the Municipality) to make the auditing of the records of WBHDC consistent with the auditing of the records of the Municipality's and for efficiency.

The Amended Articles contain some additional changes to the Existing Articles to clarify the roles, duties and responsibilities of the Officers, Directors and Members of WBHDC.

The Amended Articles, once approved by Council, would be adopted by way of a Special Resolution of the Members of WBHDC (the Municipality and the Chief Administrative Officer of the Municipality) and would become effective once filed at the Corporate Registry Office.

Budget/Financial Implications:

There are no budgetary or financial implications for the Municipality.

Rationale for Recommendation:

The attached Amended Articles will make the Articles of Association of WBHDC consistent with the Operating Protocol Principles for Municipal Corporations adopted by Council on May 22, 2012, to reflect the current relationship which exists between WBHDC and the Municipality, and provide additional transparency in the operation and governance of WBHDC.

Administration understands that WBHDC is interested in making recommendations to the Municipality with respect to further amendments to the Articles of Association and to the Memorandum of Association of WBHDC. While Administration proposes to move forward with the Amended Articles at this time, Administration will continue work with WBHDC on further amendments to be brought to Council in the future.

Attachments:

1. Articles of Association for Wood Buffalo Housing & Development Corporation dated April 27, 2001 (the “Existing Articles”)
2. Proposed Amended Articles of Association for Wood Buffalo Housing & Development Corporation (the “Amended Articles”)

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**ARTICLES OF ASSOCIATION
OF
WOOD BUFFALO HOUSING & DEVELOPMENT CORPORATION**

SECTION 1 - INTERPRETATION

1.1. Definitions

In these Articles, unless the context otherwise requires:

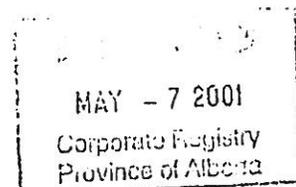
- (a) "Board of Directors" means the board of directors of the Company;
- (b) "Chairman" means the chairman of the Company;
- (c) "Company" means the Wood Buffalo Housing Corporation;
- (d) "Companies Act" means the Companies Act (Alberta), as amended, 1980 RSA C.-20;
- (e) "Director" means a director of the Company;
- (f) "Executive Committee" means the committee described in Section 5.4;
- (g) "Member" means member of the Company;
- (h) "Municipality" means the Regional Municipality of Wood Buffalo;
- (i) "Secretary" means the secretary of the Company;
- (j) "Resolution" means a resolution passed by a majority of votes cast at a duly called and constituted meeting of the Members of the Directors, as the case may be;
- (k) "Treasurer" means the treasurer of the Company;
- (l) "Vice-Chairman" means the vice-chairman of the Board of Directors.

1.2 Companies

These definitions in the *Companies Act* on the date these Articles become effective shall apply to these Articles.

1.3 Interpretation

In these Articles, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the neuter and feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.



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SECTION 2 – MEMBERSHIP

2.1 Members

The Municipality shall be a Member. The other Member will be the Regional Municipal Manager appointed by the Municipality or such other person as the Municipality shall appoint from time to time. In the event of a vacancy in the office of the Regional Municipal Manager, the Mayor shall appoint a substitute member until the Regional Municipal Manager's office is filled or council appoints another member.

2.2 Obligations of Membership

There shall be no membership fees or dues.

2.3 Conflict of Interest

The Municipality shall not be deemed to be in conflict of interest with the Company by reason only of the Municipality entering into a Lease Agreement or other Contract with the Company, from time to time, relating to the provision of or management of accommodation located within the Regional Municipality of Wood Buffalo.

SECTION 3 – APPOINTMENT OF DIRECTORS

3.1 Number and Appointment of Directors

There shall be a minimum of five (5) Directors and a maximum of nine (9) Directors. All of the Directors shall be appointed by the Municipality provided that the Regional Manager of the Regional Municipality of Wood Buffalo shall be appointed as one (1) Director and there shall be a minimum of one (1) Director appointed who is a sitting Municipal Councilor with the Regional Municipality of Wood Buffalo.

3.2 Exclusions

None of the following shall be a Director, namely:

- (a) a corporation;
- (b) a person under the age of 18 years;
- (c) a person who is not eligible to vote at a municipal election within the Regional Municipality of Wood Buffalo;
- (d) a person who has the status of a bankrupt;
- (e) a person who is found by a court to be mentally incompetent person or of unsound mind; or
- (f) a person who has been convicted of an indictable offence or a criminal offence involving fraud.

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3.3 Terms of Directors

3.3.1 The first Directors will be appointed for the following terms:

- (a) Three (3) Directors for one (1) year;
- (b) Three (3) Directors for two (2) years;
- (c) Three (3) Directors for three (3) years.

3.3.2 In the event there is less than nine (9) Directors, at least 1/3 of the Directors shall be appointed for one (1) year, at least 1/3 of the Directors shall be appointed for two (2) years and the remaining Directors shall be appointed for three (3) years.

3.3.3 Subsequent appointments of Directors will be for terms of three (3) years except in the case of a Municipal Councilor who will be appointed for the balance of his or her term of office as Councilor.

3.4 Qualifications of Directors

3.4.1 A minimum of one (1) Director will be a Councilor of the Regional Municipality of Wood Buffalo.

3.4.2 The Regional Manager of the Regional Municipality of Wood Buffalo shall be a director.

3.4.3 The Municipal Councilor or the Regional Manager shall be authorized from time to time to delegate their voting power by way of proxy to other councilors of the Regional Municipality of Wood Buffalo including the Mayor of the Regional Municipality of Wood Buffalo or a member of the administration of the Regional Municipality of Wood Buffalo.

3.5 Termination of Directors

A person shall cease to be a Director if:

- (a) such person resigns by delivering a written resignation to the Secretary which resignation will be effective upon receipt by the Secretary;
- (b) he becomes a person described in Section 3.2;
- (c) the Municipality shall pass a resolution that he be removed from his office as Director; or
- (d) he is deceased.

3.5.1 If a Director shall miss three (3) consecutive director's meetings, the Director shall be removed from office at the following Board Meeting, unless the Directors by resolution excuse the absences and reinstate the Director or suspend the termination of the Directorship. Such reinstatement shall be issued by the Directors on such terms and conditions as the Directors consider necessary, including without limiting the generality of the foregoing, the establishment of a probationary period during which the Director in default shall be monitored by the Directors.

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The Directors by resolution shall be entitled to impose conditions upon the reinstatement or the suspension of the termination as they in their absolute discretion, consider in the best interests of the Company.

3.6 Casual Vacancies

The Municipality may at any time and from time to time, appoint a new person as a Director to fill a casual vacancy on the Board of Directors for the balance of the term of the person whose departure created the vacancy, provided that, if the departing person was appointed to meet a requirement imposed by Section 3.4, the new person must meet the same requirements.

3.7 Remuneration of Directors

Directors shall not be paid any remuneration for their services, but shall receive reimbursement for all reasonable expenses necessarily incurred in fulfillment of their duties.

3.8 Conflict of Interest

No Director shall directly or indirectly receive any profit from his position as such, provided that any Director who is engaged in or is a member of a firm or corporation engaged in any business or profession may, subject to the conflict of interest guidelines established by the Board of Directors, act in and be paid the usual professional fees and business charges for any professional work or other business required to be done in connection with the administration of the affairs of the Company.

3.9 Agents of the Directors

The Board of Directors may appoint such agents as it shall deem necessary from time to time and those agents have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of their appointment.

SECTION 4 – PROCEEDINGS OF DIRECTORS

4.1 Meetings

The Directors may meet together at such time and places as they think fit for the dispatch of business and adjourn or otherwise regulate their meetings and proceedings as they see fit, subject always to these Articles. If all the Directors consent either generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors or of a committee of the Board of Directors by means of a conference telephone or other communications facility which permits all persons participating in the meeting to hear each other, and a Director participating in a meeting by such means shall be deemed to be present at the meeting. Notwithstanding the foregoing, the Directors will meet at least once every three (3) months.

4.2 Quorum

A quorum of Directors necessary for the transaction of business shall be a majority of the Directors.

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4.3 Requisition of Meetings of Directors

A meeting of Directors shall be called by the Secretary promptly upon receipt of a requisition for a meeting signed by three (3) or more Directors or may be called at any time at the direction of the Chairman.

4.4 Notice

Not less than forty-eight (48) hours written notice of any meeting of Directors, specifying the time and place of the meeting and the general nature of the business to be discussed, shall be given to all Directors in the manner prescribed in Section 15.1 Notice by mail shall be sent at least seven (7) days prior to the meeting. The accidental omission to give notice of any meeting to, or the non-receipt of any such notice by, any Director shall not invalidate any proceeding at that meeting.

If the Board of Directors shall appoint a day or days in a month or months for its regular meetings, specific notice of such meetings will not be required, but each Director will be provided with an agenda and supporting material at least two (2) days before each meeting.

4.5 Waiver of Notice

Directors may waive or reduce the period of notice convening a meeting by unanimous consent in writing and may give such waiver before, during or after the meeting.

4.6 Alternate Chairman

If the Chairman is not present within thirty (30) minutes after the time appointed for the holding of the meeting, or if he is unable to attend the meeting, the Vice-Chairman shall be the Chairman of the meeting and, failing the attendance of the Vice-Chairman, the Directors present shall elect one of their number to act as Chairman of the meeting.

4.7 Lack of Quorum

No business, other than the election of a Chairman and the adjournment of the meeting, shall be transacted at any meeting of Directors unless a quorum is present at the meeting and, unless adjourned, a meeting at which a quorum is not present shall be dissolved.

4.8 Adjournments

In the event a quorum of Directors fails to attend any properly convened meeting where proper notice has been given to all Directors, those Directors attending shall adjourn the meeting and may set a new meeting date which will not be earlier than Three (3) days following the adjourned meeting nor later than Thirty (30) days following the adjourned meeting. All Directors shall be sent notice of the new meeting date and those Directors who attend shall be deemed to constitute a quorum whether or not a quorum of Directors shall attend.

A meeting of Directors may be adjourned from time to time and 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. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as

provided in this Section 4.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.9 Resolutions

Any Director excluding the Chairman shall be entitled to move or propose a resolution at a Meeting of Directors.

4.10 Votes

Each Director present in person at a meeting, including the Chairman of the meeting, shall have one (1) vote. All votes shall be taken by a show of hands unless a Resolution is passed requiring a secret ballot. The Chairman of the meeting shall not have a casting vote in addition to his original vote.

4.11 Resolution in Writing

A Resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

4.12 Deficiencies

No act or proceeding of the Directors is invalid because of a defect in the appointment of a Director or the disqualification of a Director.

4.13 Disclosure of Interest in Contracts

Every Director who has, directly or indirectly, any interest in any contract or transaction to which the Company is or is to be a party shall declare his interest in such contract or transaction at a meeting of the Directors and shall, at that time, disclose the nature and extent of such interest. No Director who has an interest direct or indirect in any contract or transaction to which the Company is or is to be a party shall participate in any discussion or vote relating to the contract or transaction and shall absent himself during such discussions and vote of the Board.

SECTION 5 - COMMITTEES

5.1 Committees

The Directors may create a committee or committees consisting of such Directors and for such purposes as the Directors think fit. A committee, shall in the exercise of its duties, conform to any rules that may from time to time be imposed on it by the Directors. Each committee shall make periodic recommendations to the Board of Directors in respect of the subject on which the committee was created to advise. The Board of Directors shall take into consideration, but shall not be bound by, the recommendations of any committee.

5.2 Chairman of Committees

The Chairman of each committee created by the Board of Directors shall be a Director recommended by the Executive Committee, whose appointment is confirmed by the Board of Directors.

5.3 Proceedings of Committees

The members of a committee may meet and adjourn as they think proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present. The provisions relating to proceedings at meetings of Directors set forth in Section 4 of these Articles shall apply *mutatis mutandis* to meetings of committees except as otherwise specifically provided in this Section 5.

5.4 Executive Committee

There shall be an Executive Committee which shall comprise the Chairman, the Vice-Chairman, the Secretary and the Treasurer. The Executive Committee shall exercise such powers as are delegated to it by the Board of Directors. The Chairman shall be the Chairman of the Executive Committee.

5.5 Meetings of Executive Committee

Meetings of the Executive Committee shall be held at any time and place to be determined by its members, provided that forty-eight (48) hours notice of a meeting may be given to each member of that committee by telephone or fax. Otherwise, notice by mail shall be sent at least seven (7) days prior to the meeting. Three (3) members shall constitute a quorum for a meeting of the committee. No error or omission in giving notice of any meeting or any adjourned meeting of such committee shall invalidate the meeting or make void any proceedings thereat and any member of a committee may at any time waive notice of any meeting and may ratify, approve and confirm any and all proceedings thereat.

5.6 Remuneration of Committee Members

Executive Committee members shall not be paid any remuneration for their services, but shall receive reimbursement for all reasonable expenses necessarily incurred in fulfillment of their duties.

SECTION 6 – POWERS OF DIRECTORS

6.1 Administer Affairs

The Board of Directors shall administer the affairs of the Company in all things and make or cause to be made for the Company, in its name, any kind of contract which the Company may lawfully enter into and, save as hereinafter provided, generally may exercise all other powers and do all other acts and things as the Company is by its Memorandum of Association, the *Companies Act* or otherwise authorized to exercise and do.

6.2 Disposition or Pledging of Assets

The Directors on resolution of the Directors shall have the authority to dispose of by sale or by lease any of the real or personal property of the Company and further shall have the power to mortgage, pledge, or grant any security encumbering the real or personal property of the Company for the purposes of the Company.

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SECTION 7 - INDEMNITIES TO DIRECTORS AND OTHERS

7.1 Indemnities

Every Director and officer of the Company and their respective heirs, executors and administrators, and estate and effects, shall from time to time and at all times be indemnified and save harmless out of the funds of the Company from and against:

- (a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter or thing whatever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses he sustains or incurs in or about or in relation to the affairs of the Company;

except such costs, charges or expenses as are occasioned by his own willful neglect, default or misconduct.

7.2 Contract of Indemnity

The Board of Directors may from time to time cause the Company to enter into a contract to indemnify any Director, officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Company or any corporation controlled by it.

7.3 Insurance

The Board of Directors may cause funds to be expended by the Company for the purchase and maintenance of insurance for the benefit of any person who is or was a Director, officer, employee or agent of the Company against any liability incurred by such person in such capacity if the members of the Company have not provided for such insurance coverage for the directors.

SECTION 8 - OFFICERS

8.1 Officers

The officers of the Company shall be the Chairman, Vice-Chairman, Secretary, Treasurer and such other officers as the Board of Directors may by Resolution determine. Any two (2) offices may be held by the same person. The officers shall be Directors.

8.2 Appointment of Chairman

The Chairman and the Treasurer shall be appointed by the Municipality and, in each case, the term of the appointment shall be determined by the Municipality.

8.3 Appointment of Officers

Officers of the Company, other than the Chairman and Treasurer, shall be appointed by Resolution of the Board of Directors.

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8.4 Term of Office

The Officers of the Company, other than the Chairman and Treasurer (who shall hold office at the pleasure of the Municipality), shall hold office at the pleasure of the Board of Directors. Officers are eligible for reappointment.

8.5 Remuneration of Officers

Officers of the Company shall not be paid any remuneration for their services, but shall receive reimbursement for all reasonable expenses necessarily incurred in fulfillment of their duties.

SECTION 9 – DUTIES OF OFFICERS

9.1 Chairman

The Chairman shall preside at all meetings of the Members, the Board of Directors and any committees of which he is a member. The Chairman shall be the spokesman for the Company.

9.2 Vice-Chairman

The Vice-Chairman shall, in the absence of the Chairman, perform the duties and exercise the powers of the Chairman.

9.3 Secretary

The Secretary shall attend all meetings of the Members of the Board of Directors and act as clerk and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the Members and of the Board of Directors when requested by the Chairman or upon receipt of a requisition referred to in Section 4.3. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or Chairman, under whose supervision he shall be. The Secretary shall be custodian of the seal of the Company. The Company may appoint a person to perform the recording and other clerical duties imposed by this Section 9.3.

9.4 Treasurer

The Treasurer shall keep or cause to be kept proper accounting records as required by law. He shall deposit or cause to be deposited all funds received by the Company in the Company's bank account or accounts. He shall, under the direction of the Board of Directors, supervise the safekeeping of securities and the disbursement of the funds of the Company. He shall render to the Board of Directors, whenever required, an account of all his transactions as Treasurer and of the financial position of the Company, and he shall perform such other duties as may from time to time be prescribed by the Board of Directors.

9.5 Variation of Duties

From time to time, the Board of Directors may vary, add to or limit the powers and duties of any officer of officers.

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SECTION 10 – CORPORATE SEAL AND EXECUTION OF DOCUMENTS

10.1 Corporate Seal

The seal, an impression of which is stamped on a certificate of the Secretary immediately following the incorporation of the Company, shall be the seal of the Company.

10.2 Execution of Documents

Subject to any Resolution regarding the execution of instruments and the use of the seal, contracts, documents or instruments in writing requiring the signature of the Company may be signed by and the seal of the Company may be affixed in the presence of the Chairman and Treasurer or either the Chairman or Treasurer together with any other Officer and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The Directors may pass a Resolution regarding the execution of instruments and the use of the seal not inconsistent with these Articles. The Directors may from time to time, by Resolution, appoint an officer or officers on behalf of the Company to sign a specific contract, document or other instrument in writing with or without the corporate seal.

10.3 Banking Authority

The Directors shall, by ordinary resolution, designate signing authorities for the Company's bank accounts from time to time, provided that such delegation shall require a minimum of two (2) Directors to sign any cheque on behalf of the Society or in the alternative, a minimum of one officer together with the Chief Administrative Officer or General Manager of the Company.

SECTION 11 – MEETINGS OF THE MEMBERS

11.1 Annual General Meeting

There shall be an annual general meeting of the Members which shall be held on such day and at such place as the Board of Directors shall determine.

11.2 Business of the Meeting

At every annual general meeting of the Company, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors of the Company shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business, either special or general, at any meeting of the Company.

11.3 Notice

Twenty-one (21) days prior written notice shall be given to the Members and each Director of each annual general meeting of the Company.

SECTION 12 – FINANCIAL RECORDS, AUDIT AND ACCOUNTING

12.1 Records and Accounts

The Directors shall cause to be kept proper accounting records for the Company and, without limiting the generality of the foregoing, shall cause records to be kept of every receipt of funds,

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disbursement, sale, purchase, asset, liability of the Company and every other transaction effecting the financial position of the Company.

12.2 Place of Records

The accounting records of the Company shall be kept at 9909 Franklin Avenue, Fort McMurray, Alberta, T9H 2K4, or such other place as the Members may determine by Resolution.

12.3 Inspection

The accounting and financial records of the Company shall be available for the inspection of Directors and the Members at any time during normal business hours.

12.4 Auditor

The Directors shall appoint an auditor qualified as an auditor in the Province of Alberta. The Directors shall forthwith fill any vacancy occurring in the office of the auditor. An auditor may be removed by a Resolution of the Directors. No Director and no employee of the Company shall be auditor of the Company. The auditor may attend meetings of Directors. The auditor shall audit the accounts of the Company and shall report to the Directors at the annual general meeting.

12.5 Fiscal Year

The fiscal year end for the Company shall conclude on December 31st in each year or such other date as the Members shall hereafter resolve.

12.6 Financial Statements

The Directors shall at least once in every fiscal year cause financial statements of the Company to be prepared and audited. The financial statements shall consist of a statement of income and expense, a statement of surplus, a balance sheet and a statement of source and application funds.

12.7 Directors' Report

The Directors shall produce a written report in each year of the operation of the Company containing, inter alia, a statement of the Company's financial affairs, general policies, business and major transactions during the year (the "Directors' Report") and shall table the Directors' Report at the annual general meeting.

12.8 Disclosure

The Company shall make available to the public the annual Directors' Report referred to in Section 12.7.

12.9 Banking

The Directors shall cause an appropriate account or accounts to be established in a bank, trust company, credit union, Province of Alberta Treasury Branch or other like financial institution with respect to the funds of the Company and shall, in consultation with the auditors of the Company, ensure that appropriate controls are imposed on these accounts.

12.10

The Chairman and Treasurer together or the Chairman or Treasurer together with any other officer shall have signing authority on any account established in a bank, trust company, credit union, Province of Alberta Treasury Branch or other like financial institution by the Company.

SECTION 13 – INVESTMENT AND BORROWING

13.1 Investment Powers of Directors

In investing monies of the Company, the Directors shall be restricted to securities permitted by law to a trustee as outlined in the *Alberta Trustee Act*, 1980 RSA, C.-T-10.

13.2 Borrowing

Subject to approval by a Resolution of the Members, the Directors may from time to time:

- (a) borrow money upon the credit of the Company;
- (b) limit or increase the amount to be borrowed;
- (c) issue bonds, debentures or other securities of the Company;
- (d) pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such bonds, debentures or other securities, or any other present or future borrowing or liability of the Company by mortgage, hypothec, charge, pledge or other security interest relating to all or any currently owned or subsequently acquired real and personal, movable and immovable, property and leasehold interests and reversionary interests of the Company and the undertaking and rights of the Company.

SECTION 14 - GENERAL

14.1 Head Office

The head office of the Company shall be located at the Municipality.

14.2 Members and Records

The Directors shall cause minutes of all meetings of Members and of Directors and Resolutions consented to in writing by the Members or the Directors, together with minutes of all meetings of committees of Directors and copies of all notices, filings and reports required pursuant to the *Companies Act* or these Articles to be maintained at such place as the Directors shall determine which minutes, Resolutions, notices, filings and reports shall be accessible to the Directors upon reasonable notice.

SECTION 15 - NOTICES

15.1 Delivery of Notice

Any notice to be given pursuant to these Articles may be delivered to a Member or a Director either personally or by prepaid mail addressed to his last address as recorded in the records of the Company. A notice sent by mail shall be deemed to be delivered on the third business day following the date of mailing. In the case of a postal strike or other disruption of service, only personal delivery by courier or otherwise shall be effective. A notice may also be communication by fax transmission or e-mail where a Member or a Director provides a fax number or e-mail address to the Secretary in which case service shall be deemed to have been effected at the time of the transmission.

SECTION 16 - DISTRIBUTION OF ASSETS AND DISSOLUTION

16.1 Distribution of Assets Upon Dissolution

Upon dissolution of the Company, after payment of all liabilities, the assets and property of the Company shall be paid and distributed in such manner as the Members shall determine but subject to the requirements of the Memorandum of Association of the Company.

SECTION 17 - RELATIONS WITH NOMINATING ENTITIES AND THE PUBLIC

17.1 Public Meetings

The Directors may call a public meeting at any time for any purpose. The place and time of any such meeting and the manner of notice shall be entirely at the discretion of the Directors.

17.2 Public Notices

The Directors may from time to time cause to be published public notices with respect to the affairs of the Company.

SECTION 18 - PRIVATE COMPANY

18.1 Public Subscription

The Company prohibits any invitation to the public to subscribe for any ~~shares~~ or debenture of the Company.

18.2 Number of Members

The Company limits the number of its Members to fifty (50) or less.

Barb gave verbal consent to remove the word "shares" found in 18.1 on May 25, 2018 & G.

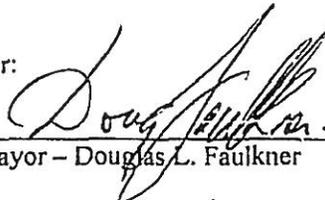
18.3 Restriction on Transfer of Interest

The transfer of a Member of any interest in the Company is prohibited with the exception that the Regional Manager of the Municipality shall transfer his membership interest to any successor Regional Manager or such other party as designated by the Municipality, upon his departure from the employ of the Municipality.

DATED this 27 day of APRIL, A.D. 2001 at Fort McMurray, in the Regional Municipality of Wood Buffalo, in the Province of Alberta.

REGIONAL MUNICIPALITY OF WOOD BUFFALO
9909 Franklin Avenue
Fort McMurray, AB T9H 2K4

Per:



Mayor - Douglas L. Faulkner

Per:

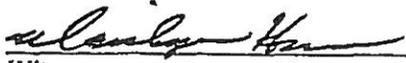


Regional Clerk
- Kevin Greig

Per:



Regional Manager - Dave Putz
9909 Franklin Avenue
Fort McMurray, AB T9H 2K4



Witness Marilyn Ham

ARTICLES OF ASSOCIATION OF WOOD BUFFALO HOUSING & DEVELOPMENT CORPORATION

ARTICLE 1 – PREAMBLE AND INTERPRETATION

- 1.1 These Articles of Association are intended to revoke and replace in their entirety the Articles of Association dated April 27, 2001.
- 1.2 These Articles should be read to comply with the *Companies Act*, R.S.A. 2000 and other applicable legislation, and unless they are otherwise defined in these Articles, terms used herein shall be taken as having the same meaning they have when used in the *Companies Act*.

1.3 Definitions

In these Articles, unless the context otherwise requires:

- a. “**Articles**” means these Articles of Association and any amendments thereto;
- b. “**Board of Directors**” or “**Board**” means the Board of Directors of the Company, each of whom is appointed pursuant to the relevant sections of these Articles;
- c. “**Board Meeting**” means a duly called and constituted meeting of the Board of Directors;
- d. “**Chair**” means the member of the Board who is elected as Chair;
- e. “**Chief Administrative Officer**” or “**CAO**” means the person appointed by Council to carry out the powers, duties, and functions of the position of Chief Administrative Officer of the Municipality as described in the Municipal Government Act (Alberta);
- f. “**Company**” means the Wood Buffalo Housing & Development Corporation, a not-for-profit Company established under the *Companies Act*;
- g. “*Companies Act*” means the *Companies Act* RSA 2000 C.-21 as amended;
- h. “**Council**” means the elected Council of the Regional Municipality of Wood Buffalo;
- i. “**Councillor**” means an elected Councillor of the Regional Municipality;
- j. “**Director**” means a director of the Company;
- k. “**Executive Committee**” means the committee described in Article 8.2.
- l. “**Members**” means Members of the Company as defined by the *Companies Act* and Article 2.1 of these Articles;
- m. “**Municipality**” means the Regional Municipality of Wood Buffalo;
- n. “**President**” means the person appointed by and directly accountable to the Board of the Company to serve as the senior executive officer of the Company under such title or description as may be determined by the Board;

- o. **“Regional Municipality”** means the Regional Municipality of Wood Buffalo, a specialized municipality incorporated under the *Municipal Government Act* (Alberta); and
- p. **“Resolution”** means a resolution passed by a majority of votes cast at a duly called and constituted meeting of the Members or of the Directors, as the case may be.

ARTICLE 2 – MEMBERSHIP

2.1 Members

The Members are the Municipality, and the Chief Administrative Officer. In the event of a vacancy in the position of Chief Administrative Officer, the Mayor of the Municipality may appoint a replacement Member to serve while a vacancy in the position of Chief Administrative Officer exists.

2.2 Obligations of Membership

There shall be no membership fees or dues

2.3 Conflict-of-Interest

The Regional Municipality shall not be deemed to be in conflict-of-interest with the Company by reason only of the Municipality entering into Contracts with the Company from time to time.

ARTICLE 3 – APPOINTMENT OF DIRECTORS

3.1 Number and Appointment of Directors

There shall be a minimum of five (5) Directors and a maximum of eleven (11) Directors. All of the Directors shall be appointed by Council and shall serve as Directors at the pleasure of Council. Council shall be at liberty to appoint one or more Councillors as a Director.

3.2 Exclusions

None of the following shall be a Director, namely:

- a. a person under the age of 18 years;
- b. a person who has the status of a bankrupt;
- c. a person who is found by a court to be mentally incompetent or of unsound mind;
- d. a person who has been convicted of an indictable offence or a criminal offence involving fraud; or
- e. a corporation.

3.3 Terms of Directors

Directors shall be appointed to varying lengths of terms from one- to three-year terms as determined by Council to reflect succession planning and governance continuity.

3.4 Termination of Directors

A Director's appointment shall be terminated if:

- a. the person delivers a written resignation to the Chief Administrative Officer with an effective resignation date;
- b. such person becomes a person described in Article 3.2;
- c. Council shall pass a resolution that such person be removed from his office as Director;
- d. such person is deceased; or
- e. such person is absent from three (3) consecutive Board meetings.

If a Director is absent from three (3) consecutive Board meetings, the Director shall be removed from office at the following Board Meeting, unless the Directors by resolution excuse the absences and reinstate the Director or suspend the termination of the Director. Such reinstatement shall be issued by the Directors on such terms and conditions as the Directors consider necessary, including, without limiting the generality of the foregoing, the establishment of a probationary period during which the Director in default shall be monitored by the other Directors. The Directors by resolution shall be entitled to impose conditions upon the reinstatement or the suspension of the termination as they, in their absolute discretion, consider in the best interests of the Company.

3.5 Casual Vacancies

The Municipality may at any time and from time-to-time, appoint a new person as a Director to fill a casual vacancy on the Board of Directors for the balance of the term of the person whose departure created the vacancy.

3.6 Remuneration of Directors

Directors shall not be paid any remuneration for their services but shall receive reimbursement for all reasonable expenses necessarily incurred in fulfillment of their duties.

3.7 Conflict-of-Interest

No Director shall directly or indirectly receive any profit or financial benefit from his position provided that any Director who is engaged in or is a member of a firm or corporation engaged in any business or profession may, subject to the conflict of interest guidelines established by the Board of Directors, act in and be paid the usual professional

fees and business charges for any professional work or other business required to be done in connection with the administration of the affairs of the Company.

3.8 Agents of the Directors

The Board of Directors may appoint such agents as it shall deem necessary from time to time and those agents have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of their appointment.

ARTICLE 4 – POWERS OF DIRECTORS

4.1 Administer Affairs

The Board of Directors shall administer the affairs of the Company in all things and make or cause to be made for the Company, in its name, any kind of contract which the Company may lawfully enter into and, save as hereinafter provided, generally may exercise all other powers and do all other acts and things as the Company is by its Memorandum of Association, the *Companies Act* or otherwise authorized to exercise and do. The powers and authority granted to the Board of Directors shall be subject to any limitations and directions imposed by the Members and Council.

4.2 Delegation to the President

The Board of Directors may, by governance policy or by resolution, delegate selected responsibilities and decisions to the President. The Board may not delegate its responsibility for governance, risk management, or finance and audit to the President. The Board of Directors shall develop and approve a governance policy that specifies the respective accountabilities of the Board and President, one to the other.

4.3 Disposition or Pledging Assets

The Directors on resolution of the Directors shall have the authority to dispose of by sale or by lease any of the real or personal property of the Company in the ordinary course of carrying out the operations of the Company. The Directors, subject to receiving the approval of Council, shall have the power to borrow money and to mortgage, pledge, or grant any security encumbering the real or personal property of the Company for the purposes of the Company.

ARTICLE 5 – INDEMNITIES OF DIRECTORS AND OTHERS

5.1 Indemnities

Every Director and Officer of the Company and their respective heirs, executors and administrators, and estates and effects, shall at all times be indemnified and saved harmless by the Company from and against:

- a. all costs, charges and expenses which such Director or Officer incurs or sustains resulting from any legal action, suit or proceeding arising from executing the duties of his or her office; and
- b. all other costs, charges and expenses relating to the Company's affairs.

A Director is not indemnified against costs, charges or expenses resulting from his own willful neglect, default or misconduct.

5.2 Contract of Indemnity

The Board of Directors may cause the Company to enter into a contract to indemnify any Director, Officer, employee, agent or other person who has undertaken or is about to undertake any liability on the Company's behalf.

5.3 Insurance

The Board of Directors shall ensure that Directors' and Officers' errors and omissions and liability insurance coverage is maintained at all times.

ARTICLE 6 – OFFICERS AND THE PRESIDENT

6.1 Officers

The Officers of the Company shall be the Chair, Vice-Chair, Secretary, Treasurer, President and such other officers as the Board of Directors may by resolution determine (the "Officers"). Any two (2) or more offices may be held by the same person. An Officer, with the exception of the President, shall be a Director.

All Officers shall be appointed by resolution of the Board of Directors and shall hold office at the pleasure of the Board. Officers are eligible for reappointment.

6.2 Chair

The Chair shall preside at all meetings of the Members, the Board of Directors and any committees of which he is a member.

6.3 Vice-Chair

The Vice-Chair shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair.

6.4 Secretary

The Secretary shall attend all meetings of the Members and all Board Meetings and act as clerk and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and all Board Meetings when requested by the Chair or upon receipt of a requisition referred to in Article 7.4. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or Chair. The Secretary shall be custodian of the corporate seal. The Company may appoint a person to perform the recording and other clerical duties imposed by this Article 6.4.

6.5 Treasurer

The Treasurer shall cause to be kept proper accounting records as required by law. The Treasurer shall cause all funds received by the Company to be deposited into its bank account or accounts. The Treasurer shall, under the direction of the Board of Directors, supervise the safekeeping of securities and the disbursement of the funds of the Company. The Treasurer shall cause to be rendered to the Board, whenever required, an account of all transactions and the financial position of the Company, and the Treasurer shall perform such other duties as may from time to time be prescribed by the Board.

6.6 President

The President shall have such authority and shall perform such duties as are prescribed by the Board of Directors at the time of his appointment and as shall be prescribed from time to time by the Board.

The Board may the fix the remuneration of the President by way of salary, commission, benefits, payment of a stated sum of money or otherwise as the Board may determine.

6.7 Variation of Duties

The Board of Directors may vary, add to or limit the powers and duties of any Officer.

6.8 Remuneration of Officers

Officers, except for the President, shall not be paid any remuneration for their services, but shall receive reimbursement for all reasonable expenses necessarily incurred in fulfillment of their duties.

ARTICLE 7 – MEETINGS

7.1 Meetings

The Directors may meet in person, by teleconference, videoconference or other satisfactory means of communication that enables all members to hear one another,

subject always to these Articles. A Director participating in a meeting by electronic means shall be deemed to be present at the meeting.

- a. The Directors will meet at least once every three (3) months;
- b. All Board meetings shall be open to the public unless a matter to be discussed is within one of the exceptions to disclosure as set out in Part 1, Division 2 and the Regulations of the *Freedom of Information and Protection of Privacy Act* (Alberta); and
- c. All meetings shall be preceded by public notice. The Board may set a regular time and place for meetings for a fiscal period and issue a public notice at the beginning of the fiscal period to inform the public of the meeting schedule.

7.2 Chair

If the Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting, or if he is unable to attend the meeting, the Vice-Chair shall be the Chair of the meeting. Failing the attendance of both the Chair and the Vice-Chair, the Board, if a quorum is present, may appoint a temporary Chair of the meeting or reschedule the meeting to a new date and time within ten days, in consultation with the Chair.

7.3 Quorum

A quorum of the Board shall be a majority of Directors. If quorum cannot be achieved, the meeting cannot be called to order and must be rescheduled to a new date and time not sooner than three (3) days and not more than fifteen (15) days later in consultation with the Chair. All Directors shall be sent timely notice of the new date and time. At the second meeting scheduled to replace the meeting at which quorum was not achieved, the Directors present shall constitute a quorum whether or not they represent a majority of appointed Directors.

7.4 Requisition of Board Meeting

A meeting of Directors shall be called by the Secretary promptly upon receipt of a requisition for a meeting signed by three (3) or more Directors, or may be called at any time at the direction of the Chair.

7.5 Notice

Board meetings shall normally be scheduled in advance every month or as determined by the Board. Directors shall be provided at least ten days written notice of a Board meeting.

If the Board of Directors shall appoint a day or days in a month or months for its regular meetings, specific notice of such meetings will not be required, but each Director will be

provided with an agenda and supporting material at least two (2) days before each meeting.

Directors may by unanimous consent in writing waive the notice period to convene a meeting and may give such waiver before, during or after the meeting.

7.6 Resolutions

Any Director, excluding the Chair of the meeting, shall be entitled to move or propose a resolution at a Board Meeting.

A resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a Board Meeting duly called and constituted.

7.7 Voting

Each Director present at a Board meeting shall have one vote, including the Chair of the meeting. All votes shall be taken, by a show of hands unless a resolution is passed to adopt a secret ballot.

The Chair of the meeting shall defeat any Motion where the vote is tied.

7.8 Deficiencies

No act or proceeding of the Directors is invalid because of a defect in the appointment of a Director or the disqualification of a Director.

7.9 Disclosure of Interest in Contracts

Every Director who has, directly or indirectly, any interest in any contract or transaction to which the Company is or is to be a party shall declare his interest in such contract or transaction at a Board meeting and shall, at that time, disclose the nature and extent of such interest. Such a Director shall absent himself during any discussions and the vote of the Directors on said matter.

ARTICLE 8 – COMMITTEES

8.1 Committees

Directors may create standing and *ad hoc* committees consisting of such Directors and for such purposes as the Directors think fit.

The Chair of each committee created by the Board shall be a Director. Committee membership is not exclusive to Directors and may include other individuals. Committee members, including the committee Chair, shall be appointed by resolution. Each committee shall have a Terms of Reference or work plan consistent with the Company's governance policies.

The provisions relating to proceedings at Board Meetings set forth in Article 7 of these Articles shall apply to committee meetings except as otherwise specifically provided for in this Article 8. Committees shall conform to any additional rules imposed by Directors.

Standing and *ad hoc* committees shall provide a written or verbal report to the Board at every Board meeting. The Board shall take into consideration, but shall not be bound by, the recommendations of any committee.

8.2 Executive Committee

The Board of Directors shall establish an Executive Committee, which is a standing committee, comprised of the Chair, the Vice-Chair, the Secretary, the Treasurer, and one (1) additional Director appointed by the Board of Directors. The Chair shall be the Chair of the Executive Committee.

Meetings of the Executive Committee shall be held at any time and place to be determined by its members, provided that forty-eight (48) hours' notice of a meeting is given to each member of the Executive Committee by e-mail, telephone or fax. Otherwise, notice by mail shall be sent at least seven (7) days prior to the meeting. Three (3) members shall constitute a quorum for a meeting of the Executive Committee.

8.3 Notice of Committee Meetings

No error or omission in giving notice of any meeting of any standing or *ad hoc* committee, including the Executive Committee, shall invalidate the meeting or make void any of its proceedings. Any member of a committee may at any time waive notice of any meeting and may ratify, approve and confirm any and all proceedings of that meeting.

8.4 Remuneration of Committee Members

Executive Committee members shall not be paid any remuneration for their services, but shall receive reimbursement for all reasonable expenses necessarily incurred in fulfillment of their duties.

ARTICLE 9 – MEETINGS OF THE MEMBERS

9.1 Annual General Meeting

There shall be an annual general meeting of the Members which shall be held on such day and at such place as the Board of Directors shall determine.

9.2 Business of the Meeting

At every annual general meeting of the Members, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors of the Company shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business, either special or general, at any meeting of the Members.

9.3 Notice

At least twenty-one (21) days prior written notice shall be given to the Members, the public and each Director of each Annual General Meeting of the Company.

ARTICLE 10 – CORPORATE SEAL AND EXECUTION OF DOCUMENTS

10.1 Corporate Seal

The Secretary shall be responsible for the corporate seal, which, along with all relevant corporate documents, shall be kept at the Company's Head Office:

The Directors shall pass a resolution regarding the execution of instruments and the use of the seal with respect to contracts, documents or instruments in writing not inconsistent with these Articles. All contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality.

The Directors may from time to time, by Resolution, appoint an Officer or Officers on behalf of the Company to sign a specific contract, document or other instrument in writing, with or without the corporate seal.

10.2 Execution of Documents

The Board of Directors shall ensure that Board meeting agenda packages, minutes, resolutions, notices, filings, corporate reports and any other documentation required by the Companies Act, other applicable legislation and these Articles are secured in the Head Office.

Any of the documents specified above shall be made available to the public, with reasonable notice, during normal working hours.

10.3 Banking Authority

Directors shall by resolution designate the Chair and Treasurer or alternates as signing authorities for the Company's bank account or accounts.

ARTICLE 11 – FINANCIAL RECORDS, AUDIT AND ACCOUNTING

11.1 Records and Accounts

The Board of Directors shall ensure that proper accounting records for the Company are kept to enable accurate identification of the Company's financial position, operations, surplus, cash flow, deficits and liabilities, and every other transaction affecting the financial position of the Company. The accounting records of the Company shall be kept at the Company's Head Office. The accounting and financial records of the Company shall be available for the inspection of Directors and the Members at any time during normal business hours.

11.2 Fiscal Year

The Company's fiscal year begins on January 1st and concludes on December 31st in each year or such other date as the Members shall hereafter resolve.

11.3 Auditor

The Members shall appoint an auditor qualified as an auditor in the Province of Alberta. The Members shall forthwith fill any vacancy occurring in the office of the auditor. An auditor may be removed by the Members. No Director and no employee of the Company shall be auditor of the Company. The auditor may attend Board Meetings. The auditor shall audit the accounts of the Company and shall report to the Members at the Annual General Meeting.

It is expected that the Company's auditor will be the same auditor used for the Regional Municipality's annual audit and for all subsidiary corporations unless otherwise determined by the Members. The Company's auditor shall report its' results to the Board and the Board will report the results to the Regional Municipality and the Members.

11.4 Audited Financial Statements

The Directors shall at least once in every fiscal year cause financial statements of the Company to be prepared and audited. The financial statements shall be prepared in accordance with the Generally Accepted Accounting Principles as established by the Canadian Institute of Chartered Accountants.

Following the Board's approval, the audited financial statements shall be provided to the Regional Municipality.

11.5 Banking

The Directors shall cause an appropriate account or accounts to be established in a bank, trust company, credit union, Province of Alberta Treasury Branch or other like financial institution with respect to the funds of the Company (the "**Bank Accounts**") and shall ensure that appropriate controls are imposed on the Bank Accounts.

The same persons designated by resolution as required under Article 10.3 shall have signing authority on any Bank Account.

ARTICLE 12 – INVESTMENTS AND BORROWING

12.1 Investment Powers of the Board of Directors

The Board of Directors shall be restricted to securities permitted under the *Trustees Act* R.S.A. 2000 C.-8 to invest the Company's monies.

The Board may develop and approve governance policies dealing with investments.

12.2 Borrowing

The Board of Directors may, with the consent or approval of Council, borrow for operating or capital purposes or guarantee the debts or obligations of a third party.

ARTICLE 13 – NOTICES

13.1 Delivery of Notice

Any notice to be given pursuant to these Articles may be delivered to a Member or a Director either personally or by prepaid mail addressed to his last address as recorded in the records of the Company. A notice sent by mail shall be deemed to be delivered on the third (3rd) business day following the date of mailing. In the case of a postal strike or other disruption of service, only personal delivery by courier or otherwise shall be effective. A notice may also be given by fax transmission or e-mail where a Member or a Director provides a fax number or e-mail address to the Secretary, in which case service shall be deemed to have been effected at the time of the transmission as long as transmission receipt or delivery receipt is retained by the Secretary.

ARTICLE 14 – DISTRIBUTION OF ASSETS AND DISSOLUTION

14.1 Distribution of Assets upon Dissolution

Upon dissolution of the Company, after payment of all liabilities, the assets and property of the Company shall be paid and distributed in such manner as the Members shall determine but subject to the requirements of the *Companies Act*.

ARTICLE 15 – RELATIONS WITH NOMINATING ENTITIES AND THE PUBLIC

15.1 Public Notices

The Directors may from time to time cause to be published public notices with respect to the affairs of the Company.

ARTICLE 16 – PRIVATE COMPANY

16.1 Public Subscription

The Company prohibits any invitation to the public to subscribe for any debenture of the Company.

16.2 Number of Members

The Company has two (2) members: the Municipality and the Chief Administrative Officer.

16.3 Restriction on Transfer of Interest

The transfer of a Member of any interest in the Company is prohibited with the exception that the Chief Administrative Officer, upon his departure from office as Chief Administrative Officer, shall transfer his membership interest to any successor Chief Administrative Officer or such other party as designated by the Mayor of the Municipality, upon the CAO's departure from the employ of the Municipality.

DATED the ___ day of _____, 2013 at Fort McMurray, in the Regional Municipality of Wood Buffalo, in the Province of Alberta

Regional Municipality of Wood Buffalo
9909 Franklin Avenue
Fort McMurray, Alberta T9H 2K4

REGIONAL MUNICIPALITY OF WOOD BUFFALO

Per: _____
Melissa Blake, Mayor

Per: _____
Glen Laubenstein, Chief Administrative Officer

Subject: Regional Recreation Corporation Board – Appointment of Directors
--

Selection Committee Recommendation:

THAT Michael Cachia, David Tien and Tim Wiwchar be appointed to the Regional Recreation Corporation Board, effective immediately, until December 31, 2014.

Summary and Background:

The Municipality commenced recruitment of Directors for the new Regional Recreation Corporation (RRC) Board in November, 2012. Although the Articles of Association for the Corporation have not yet been finalized, the appointment of three Directors is necessary for filing the necessary documents and creating the corporation, and must be approved by Council.

It is recommended that three of the seven proposed positions be former Directors of the MacDonald Island Park Corporation (MIPC), as this will ensure that the governance knowledge and experience of that Board is transferred to the new RRC Board.

The new RRC Board is expected to leverage the successful, entrepreneurial model proven by MIPC, whereby the corporation will generate revenue and solicit corporate sponsorships to offset the Municipality's capital investment and operational funding. In the past few years, MIPC has approached 75% self-generated operating revenues and secured several million dollars of sponsorship for the building of MIP and the new MIP expansion.

The new RRC Board will operate entrepreneurially at arms-length from the Municipality, yet remain accountable to Council through annual budgets/business plans; and engage with community advisory panels to ensure the new facilities/programming in Anzac, Fort Chipewyan, Conklin and Timberlea/Thickwood are adapted to local uniqueness. Success and experience from MIP will be leveraged in professional staff leadership, program design, facility operations and other areas to deliver consistent quality and service-oriented recreational environments, operational efficiencies and common equipment platforms, plus explore shared services with other municipal enterprises.

Rationale for Recommendation:

The Selection Committee, comprised of Mayor Blake and Councillors Blair, Germain, Meagher and Vinni, is recommending that Michael Cachia, David Tien and Tim Wiwchar be appointed to the Regional Recreation Corporation Board for a period of two years. As current directors of the MIPC Board, these individuals have extensive experience which will be beneficial to the RRC Board in providing governance and oversight to the corporation as it develops and delivers comprehensive sport and recreation initiatives throughout the Municipality.

The remaining four proposed directors, two of whom will be from the rural service area, will be appointed at a later date.

