

ARTICLE 1- MEMBERS

1.1 Persons Entitled to be Members

- (a) The Members of the Company shall be:
 - (i) the subscribers to its Memorandum of Association; and
 - (ii) such other persons as shall apply for admission as Members of the Company and who are accepted by the Directors.

1.2 Cessation of Member

A Member shall cease to be a Member:

- (a) upon giving notice in writing to the Company of his or her intention to withdraw from Membership, and shall cease to be a Member upon the date therein specified or its earlier acceptance by the Directors;
- (b) upon cancellation of the Member's membership in accordance with Article 1.3.

1.3 Cancellation of Membership

The Company shall not be entitled to cancel a membership of a Member except if the Members in a General Meeting, by resolution passed by a majority of not less than three fourths of the votes of the Members at any time cancel the membership of a Member; provided that at least seven days notice of such meeting and of the resolution proposed to be passed thereat shall be given to such Member who it is proposed to remove. Any Member named in such notice is entitled to be heard on the resolution at the meeting.

ARTICLE 2- DIRECTORS

2.1 Eligibility of Directors

A Director is a Member of the Company and:

- (i.) shall reside in the region
- (ii.) shall be eighteen (18) years of age
- (iii.) shall not be denied membership because of race, colour, religion, creed or nationality. Primary qualification for membership shall be commitment to the overall regional good, rather than a single community's agenda. Mix of members should include expertise in both community economic development and business development.

2.2 Number of Directors

The affairs of the Company shall be managed by a Board of Directors of not less than Seven (7) or more than Fifteen (15) Directors, and in the event the number of Directors is being less than Seven (7) they shall not act other than to appoint or request the appointment of a Director or Directors, or to call a General Meeting of the Company, until the number of Directors is Seven (7) or more.

2.3 Election and Appointment

The intention of the Company is to seek Directors for the Board who represent the interests of the Region and who will further the objects of the company as set out in the Memorandum of Association. The Board shall be made up of a minimum of seven (7) and a maximum of fifteen (15) Directors all being residents of the Region, as follows:

- (i) a minimum of one (1) and a maximum of two (2) Directors who have been nominated by the Regional Municipality of Wood Buffalo;
- (ii) a minimum of one (1) and a maximum of two (2) Directors who shall be from the education sector within the Region;
- (iii) a minimum of one (1) and a maximum of two (2) Directors who shall be from an oil sands producer operating within the Region;
- (iv) a minimum of one (1) and a maximum of two (2) Directors who shall be from the rural communities within the Region;
- (v) a minimum of one (1) and a maximum of two (2) Directors who shall be from the aboriginal communities and or groups within the Region;
- (vi) a minimum of one (1) and a maximum of two (2) Directors who shall be from the small business sector within the Region.
- (vii) Additionally, the Company shall have the ability to seek additional Directors who represent the Region in order to comprise a full Board. A minimum of three (3) Directors shall be from the Region. Vacancies within any directorship category can be filled from within the Region.

2.4 Term of Directors

The Directors shall be elected for a term of not more than two (2) years. The usual term for serving on the Board is two (2) years, except that at the first Annual General Meeting after the filing of these Articles, 50 per cent of the Directors shall be elected for a term of one (1) year, and the remainder elected for a term of two (2) years.

Directors may be re-elected to the Board after their term expires to a maximum of three (3) consecutive terms.

The election of Directors shall take place at each Annual General Meeting. At any Annual General Meeting by which an election of Directors ought to take place, if

such election does not take place, the retiring Directors shall continue in office until the successors of the retiring Directors are elected.

2.5 Removal of Directors

A Director shall be removed from office if he/she:

- (a) moves out of the Region;
- (b) is a dependent adult under the *Dependent Adults Act*, or is a formal patient under the *Mental Health Act*;
- (c) resigns by notice to the Company;
- (d) dies, or is legally incapacitated;
- (e) should be convicted of a criminal offence and/or sentenced to a period of incarceration; and
- (f) is in breach of the Company's policies or Articles, as determined by a three-quarter majority of the other Directors.
- (g) Is absent for three (3) consecutive General Meetings, unless the Board concludes that there was adequate reasons for absences.

2.6 Vacancies

If an elected Director is unable or unwilling to remain on the Board, then the Board may:

- (a) appoint an interim Director to hold office for the balance of the Director's term, or
- (b) allow a vacancy, provided however there is no less than Seven (7) Directors.

2.7 Remuneration

Directors may not be paid compensation by the Company for services as Directors in accordance with a policy of the Company. The Directors may, by ordinary resolution, reimburse a Director for reasonable out-of-pocket expenses necessarily incurred in their performance as a Director, and which is consistent with the requirements of the Contribution Agreement and any relevant Company policy.

2.8 Power of Board

The management of the activities of the Company is vested in the Board which may exercise all powers and do all acts as may be exercised or done by the

Company and that are not required by statute or these Articles to be done by the Company at an Annual General Meeting.