

MEMBERS

Persons Entitled to be Members

The Members of the Corporation shall be:

The subscribers to its Articles of Association; and

Such other persons as shall apply for admission as Members of the Corporation and who are accepted by the Directors.

Cessation of Member

A Member shall cease to be a Member:

upon the Member failing to continue to meet the criteria for membership as may be set by the Directors from time to time;

upon giving notice in writing to the Corporation 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;

upon cancellation of the Member's membership in accordance with Article 0.

Cancellation of Membership

The Corporation 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.

DIRECTORS

Eligibility of Directors

A Director is a Member of the Corporation and:

shall reside in the region

shall be eighteen (18) years of age

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.

Number of Directors

The affairs of the Corporation 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 Corporation, until the number of Directors is Seven (7) or more.

Election and Appointment

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:

A minimum of one (1) and a maximum of two (2) Directors of whom shall be elected or appointed by the Regional Municipality of Wood Buffalo;

A minimum of one (1) and a maximum of two (2) Directors who shall be from the education sector within the Region;

A minimum of one (1) and a maximum of two (2) Directors who shall be from an oil sands producer operating within the Region;

A minimum of one (1) and a maximum of two (2) Directors who shall be from the rural communities within the Region;

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;

A minimum of one (1) and a maximum of two (2) Directors who shall be from the small business sector within the Region;

Additionally, the Corporation shall have the ability to seek Directors who represent the Region in order to comprise a full Board. A minimum 1 of three (3) directors shall be from the Region. Vacancies within any directorship category can be filled through appointment from the Region.

Term of Directors

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

Directors may be reappointed to the Board after their term expires up to a maximum of three (3) consecutive terms (6 years total appointment).

A former Director, who serves the maximum term, may be reappointed to the Board after a one year absence.

The appointment of Directors shall take place prior to each Annual General Meeting so that the appointments are complete by the Annual General Meeting. At any Annual General Meeting by which an appointment of Directors ought to take place, if such appointment does not take place **which causes the number of Directors to drop below the minimum Seven (7) required**, the retiring Directors shall continue in office until Directors have been appointed prior to the Annual General Meeting in the next year, and so on from time to time until such appointment takes place or the successors of the retiring Directors are appointed.

Removal of Directors

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

Moves out of the Region;

Is a dependent adult under the *Dependent Adults Act*, or is a formal patient under the *Mental Health Act*;

Resigns by notice to the Corporation;

Dies, or is legally incapacitated;

Should be convicted of a criminal offence and/or sentenced to a period of incarceration; and

Is in breach of the Corporation's policies or Articles, as determined by a three-quarter majority of the other Directors;

Is absent for three (3) consecutive General Meetings, unless the board concludes that there was adequate reasons for absences.

Vacancies

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

Appoint an interim Director to hold office for the balance of the Director's term, or

Allow a vacancy, provided however there is no less than Seven (7) Directors.

Remuneration

Directors may not be paid compensation by the Corporation for services as Directors in accordance with a policy of the Corporation. 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 Corporation policy.

Power of Board

The management of the activities of the Corporation is vested in the Board which may exercise all powers and do all acts as may be exercised or done by the Corporation and that are not required by statute or these Articles to be done by the Corporation at an Annual General Meeting.