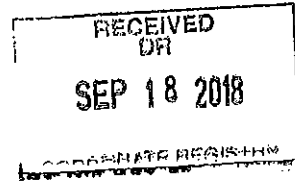


CERTIFICATE



I, Twyla Palmquist and Bob Davidson, Co-Chairs of COMMUNITY FUTURES BIG COUNTRY (the "Corporation") do hereby certify that the attached resolution is a true copy of the special resolution passed by the Members of the Corporation at a properly constituted meeting thereof held on the 13th day of September, 2018, which Special Resolution authorized the replacement of the current Articles of Association of the Corporation with the Amended Articles of Association attached thereto.

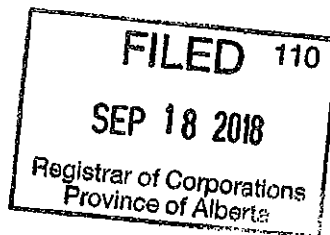
DATED the 13th day of September, 2018.

A handwritten signature in black ink, appearing to read "T. Palmquist", written over a horizontal line.

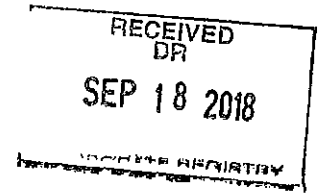
Twyla Palmquist

A handwritten signature in black ink, appearing to read "Bob Davidson", written over a horizontal line.

Bob Davidson



**SPECIAL RESOLUTION OF THE MEMBERS OF
COMMUNITY FUTURES BIG COUNTRY
(the "Corporation")**

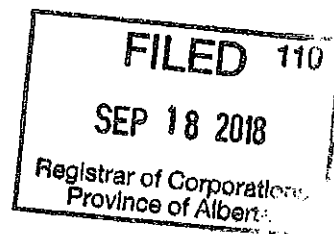


**SPECIAL RESOLUTION AUTHORIZING THE REPLACEMENT
OF THE ARTICLES OF ASSOCIATION OF THE CORPORATION**

WHEREAS the Members of the Corporation have determined that it is desirable to have the Corporation amend its Articles of Association by replacing the current form thereof with the Amended Articles of Association attached hereto;

UPON motion duly made, seconded and carried, IT WAS RESOLVED BY SPECIAL RESOLUTION of the Members of the Corporation that the Corporation replace the current Articles of Association with the Amended Articles of Association attached hereto.

DATED this 13th day of September, 2018.



**AMENDED ARTICLES OF ASSOCIATION
OF
COMMUNITY FUTURES BIG COUNTRY**

Article 1 Name

- 1.01 The name of the Corporation shall be Community Futures Big Country. This Corporation is, and shall continue to exist as a non-profit corporation.

Article 2 Interpretation

- 2.01 In these Articles, the following terms shall have the following meanings:
- a) **Appointed Members** means the Members appointed by the Appointing Bodies.
 - b) **Appointing Bodies** means the Town of Drumheller, Village of Munson, Village of Morrin, Village of Delia and Starland County.
 - c) **Board** means the Board of Directors of the Corporation.
 - d) **Corporation** means Community Futures Big Country.
 - e) **Director** means an individual who is on the Board of the Corporation.
 - f) **Drumheller Region** means the geographic area comprised of the following: the Town of Drumheller, Village of Munson, Village of Morrin, Village of Delia and Starland County.
 - g) **Member** means an individual elected or appointed pursuant to procedures outlined herein, and includes Appointed Members and Members at Large.
 - h) **Members at Large** means Members other than Appointed Members that are appointed as Directors pursuant to Article 6 from the slate of nominations prepared by the Nominating Committee in accordance with the processes set forth in Article 12 and upon such appointment, automatically become Members at Large.
 - i) **New Appointee** means an Appointed Member appointed by an Appointing Body that will replace the previous representative of that Appointing Body.
 - j) **Special Resolution** has the meaning set forth in Article 5.
- 2.02 The masculine shall include the feminine and where applicable shall include the neuter.

Article 3 Membership

- 3.01 All Members, including Appointed Members and Members at Large, shall be Directors such that membership in the Corporation shall be restricted to the Board who is chosen as per Article 6. For clarity and consistency with Article 6, there shall be no more than fourteen Members in the Corporation.
- 3.02 The geographic area of the operations of the Corporation is primarily the Drumheller Region. It is preferable if Members of the Corporation reside in this geographic area, however, notwithstanding the foregoing, the Board may admit as Members individuals who have an interest in the objectives of the Corporation even if they do not reside in this area.
- 3.03 Members shall be eighteen (18) years of age or older and any invitation to the public to become Members is prohibited.
- 3.04 Membership of a Member at Large shall not be transferable and shall, subject to earlier termination as a Member, expire upon such Member at Large ceasing to be a Director. Membership of an Appointed Member is transferable to a New Appointee, effective the date of transfer.
- 3.05 Any Member desiring to withdraw from membership may do so by submitting to the Secretary a written resignation and thereupon he shall cease to be a Member. Such action shall not preclude that Member from becoming a Member in the future. Upon such withdrawal, such Member shall be deemed to have also resigned as a Director and, if applicable, officer. If such Member was an Appointed Member, his membership shall be deemed to have been transferred to the New Appointee.
- 3.06 Terms of membership are further defined in Article 6.

- 3.07 Any Member may be expelled from membership for any reason which is deemed to be prejudicial to the best interests of the Corporation by a majority vote of the Board. Prior to the vote being taken, the Member proposed for expulsion shall be given fourteen (14) days' notice in writing of the proposed expulsion and shall be afforded an opportunity to explain or justify the Member's position to the Board. At such meetings no persons other than the Board and the Member proposed for expulsion and any necessary witnesses shall be present. After such expulsion a Member would be eligible for nomination after a minimum of one year. If such Member was an Appointed Member, his membership will be deemed to have been transferred to the New Appointee, effective the date of expulsion.

Article 4 Annual Fees

There are no Annual Fees.

Article 5 Special Resolutions

A "Special Resolution" means a resolution which must be passed by majority of not less than 75% of the votes cast by the Members who voted in respect of that resolution or signed by all the Members entitled to vote on that resolution.

Article 6 Board of Directors and Officers

- 6.01 The Board will be charged with the responsibility of developing strategic planning in cooperation with other community agencies regarding community economic development on behalf of the Corporation. The Board will also initiate and/or facilitate the development of projects which it deems beneficial to the Drumheller Region in reaching its goals and objectives that it has set to achieve its mandate.
- 6.02 The Corporation will be governed by a Board composed of up to fourteen (14) Directors comprised of the following:
- a) Five (5) Directors shall be appointed by the Appointing Bodies with each Appointing Body being entitled to appoint one Director;
 - b) One (1) Director shall be appointed from the Drumheller and District Chamber of Commerce, or such other name as it may be known by from time to time; and
 - c) Up to eight (8) Directors shall be elected by the Members on a rotating 2 year basis, in accordance with the procedure outlined in Article 12.
- 6.03 No Director shall be elected to the Board for more than four (4) consecutive two year terms. A person is eligible for re-election to the Board after a one (1) year absence from an elected position. No Appointed Member shall be on the Board for more than eight (8) consecutive one (1) year terms.
- 6.04
- a) On an annual basis, the Board will elect an Executive Committee comprised of a Chair, Vice-Chair, and Secretary-Treasurer from amongst the Members generally. This will be done by secret ballot and all Board members (both elected and appointed) will be eligible to vote.
 - b) The Executive Committee will be comprised of a Chair, Vice-Chair, Secretary-Treasurer (as aforesaid) and Past Chair. The Past Chair will be a non-voting member of the Executive Committee. The terms of reference of the Executive Committee will be specified in a policy document passed by the Board.
- 6.05 The Board will establish the scope and nature of the activities to be carried out by the Corporation in order to carry out its mandate and the Corporation will strive to maintain a broad cross section of representation from the community which will include expertise in community economic development, business development, and tourism.
- 6.06 The Board shall have the authority to approve each annual budget which will detail therein how available operating funds are to be spent in carrying out the mandate of the Corporation.
- 6.07 The Board shall have authority to determine signing authority on all accounts, contracts, or documents that are binding on the Corporation.

- 6.08 The Board shall have the authority to hire the General Manager and to determine the terms of employment thereof. It shall also have the authority to dismiss its General Manager for such reasons as the Board deems necessary.
- 6.09 The Board shall have the authority to appoint both Standing and Ad-Hoc Committees and to determine the terms of reference thereof. Any Committee which has been delegated Board powers must be comprised solely of Directors. Any external communication from Standing or Ad-Hoc Committees must have approval from the Board, Executive Committee, or General Manager
- 6.10 If it is necessary for any reason to replace a Director before the expiration of his term, such replacement shall be only for the balance of the term of the Director being replaced and such replacement shall be carried out in accordance with the herein Articles of Association dealing with the selection of the Board.
- 6.11 Membership on the Board may be terminated by majority resolution of the Board upon a Director:
- a) being absent for four (4) consecutive regular meetings of the Board unless the Board concludes there was adequate reasons for such absences;
 - b) acting in a manner detrimental to the purpose of the Corporation, as evidenced by a majority vote of the Board;
 - c) being found lunatic or of unsound mind;
 - d) being convicted of any offence involving imprisonment without the option of a fine; or
 - e) violating the Board's Conflict of Interest or Code of Ethics guidelines.
- 6.12 The Corporation would prefer that if a Director desires to retire from the Board prior to the expiry of his term, it give at least one (1) months' notice in writing, and such resignation shall take effect upon the expiration of such notice or earlier acceptance. Further, a Director ceases to hold office when he dies; he is properly removed from office in accordance with the terms hereof; he ceases to be qualified for election as a Director, he ceases to be a Member, or his written resignation is sent or delivered to the Corporation, or his term expires, and if a time is specified in such resignation, at the time so specified, provided it does not extend beyond his term.
- 6.13 The term of office for elected Directors shall commence at the first meeting of the Board following the Annual General Meeting and, upon the completion of their term, shall expire immediately prior to the first meeting of the Board following the Annual General Meeting except as otherwise stated herein.
- 6.14 Directors shall not receive compensation for their services but shall be entitled to be paid any reasonable out-of-pocket expenses incurred in the course of discharging any duty on behalf of the Board.
- 6.15 Motions shall require a simple majority of votes by those Directors present for approval. All Directors, including the Chair, shall have one vote. Voting by proxy will not be accepted. In the event of a tie vote, the Chair shall not have an extra casting vote and the resolution shall be considered lost and defeated.
- 6.16 Minutes shall be recorded for all meetings of the Board, and upon their subsequent approval by the Board as being true and a complete record of the business transacted, shall be maintained at the office of the Corporation.
- 6.17 The Annual General Meeting of the Corporation shall be held within 90 days of the Corporation's year end.
- 6.18 Officers of the Board shall be appointed by the Board as referred to in Article 6.04 above and shall comprise the following:
- a) Chair

- b) Past Chair (if a qualified candidate is available and willing)
 - c) Vice-Chair
 - d) Secretary/Treasurer
- 6.19 Each Officer shall be and remain during his term of office a Member in good standing of the Corporation.
- 6.20 In the event of a vacancy amongst Officers, the Chair shall be empowered to appoint a replacement Officer from the Members, but it shall be necessary for the Board to ratify such appointment at the next meeting of the Board, in its discretion.
- 6.21 The Chair:
- a) Shall endeavor to attend all meetings of the Corporation and its Executives and shall preside over the proceedings of their meetings;
 - b) Shall be an ex-officio member of every Committee;
 - c) Shall be the official spokesman for the Corporation but may delegate such power in regard to public pronouncements to such member(s) of the Corporation as he may decide;
 - d) Shall act at all times in accordance with the lawful directives of the Corporation;
 - e) Shall cause to be brought to the attention of the Corporation's Members all matters affecting the well-being of the Corporation and its operations;
 - f) May, from time to time, with the concurrence of the Corporation's Members approve the formation of Committees and prescribe their functions and limitations and appoint persons to serve therein; however, that each appointment to membership on each Committee shall cease and determine on the day prior to the next Annual General Meeting.
 - g) In the absence of the General Manager, the Board may assign to the Chair any of the powers and duties that are by any provisions of these Articles assigned to the General Manager and he/she shall, subject to the provisions of the *Companies Act* (Alberta), have such other powers and duties as the Board may specify. During the absence or disability of the Chair of the Board, his duties shall be performed and exercised by the Vice- Chair(s) or the Acting Chair.
- 6.22 The Vice-Chair: Shall do all things reasonably as required by the Chair for the better functioning of the Corporation. In the absence of the Chair he shall assume his role.
- 6.23 The Secretary/Treasurer shall endeavour to:
- a) Maintain minutes of all meetings of the Corporation and its members and in that capacity shall be clerk thereof. He may utilize the services of a stenographer and in the absence of contrary direction from the Chair; such stenographer may attend with the Secretary at the aforementioned meetings;
 - b) Be responsible for the accurate maintenance of the records of members and their addresses;
 - c) Be responsible for the maintenance of all required books of account and financial records;
 - d) Establish and maintain adequate systems for the control of expenditures;
 - e) Prepare, or have prepared under his direction the proposed budget and its presentation by him to the Board for approval or amendment;
 - f) Maintain the Corporation within the expenditures of the accepted budget or within such alterations thereof as the Corporation may lawfully make;
 - g) Establish and maintain adequate systems to ensure that the funds of the Corporation are properly deposited and accounted for in accordance with normal accounting procedures;

- h) Ensure that all necessary appointments of signing officers for banking and other financial documentation are made from time to time by the Board.
 - i) Assist the Chair in such other areas of financial control as the Chair may require;
 - j) Perform such other duties as the Chair may, from time to time, direct.
- 6.24 The Past Chair will assist the new Chair in the orderly transition of power and do all things reasonably as required by the Chair for the better functioning of the Corporation. One (1) Board member shall be appointed as Past Chair having been the most recent Director to fill the office of Chair. This appointment shall be for a full two-year term. Should this position become vacant due to the continuance of the Chair's position or otherwise, the Board may, in its discretion, appoint a current Director who previously occupied the position of Chair as the replacement Past Chair.
- 6.25 The Board shall have the power of administration. It may make or authorize petitions or representations to the Government, or Parliament of Canada, the Government or Legislature of Alberta, or others, as it may determine or as may be required.
- 6.26 The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any provision herein or in the Memorandum of Association or policy of the Corporation, provided, however, that such powers are not inconsistent with the provisions of the *Companies Act* (Alberta).
- 6.27 The Board shall frame such policies, rules and regulations best adopted to promote the welfare of the Corporation, and shall submit them for adoption, at a General Meeting of the Corporation, called for that purpose.

Article 7 Conflict of Interest

No Director or Officer shall enter into any business arrangement in which he has a direct or indirect interest with the Corporation except on a competitive basis and having declared any interest therein. The Member shall have the right to make a presentation to the Corporation but shall not be present during the discussion and voting period. The Corporation shall adopt policies which set out comprehensive guidelines governing conflict of interest, lending, human resources, ethical conduct and disclosure for those directly involved with the Corporation.

Article 8 Indemnity of Board Members

- 8.01 The Corporation shall indemnify all Directors and Officers of the Corporation and any other person, their heirs, executors and administrators from and against all costs, charges, expenses and damages sustained as a result of an undertaking authorized by the Corporation.
- 8.02 Without limitation to 8.01, the Corporation shall indemnify every Director or Officer of the Corporation from all costs, charges, expenses and damages to which the Director or Officer of the Corporation may be put as a result of a bona fide execution of the duties of his office or position.

Article 9 Meetings

- 9.01 The Annual General Meeting of the Corporation shall be held within ninety (90) days after the fiscal year end at a time and place determined by the Board. At least twenty one (21) days' notice of the Annual General Meeting shall be given. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the General Manager or any Officer of the Board and mailed to the last known address of each Member shall constitute sufficient notice.
- 9.02 General Meetings of the Corporation, which includes meetings other than those set forth in Article 9.01 and Article 9.06, may be held at a time and place designated by the Board. At least seven (7) days' notice of such meetings shall be given.

- 9.03 The meetings of the Members of the Corporation shall be open to employees and paid advisors and invited guests, without vote and without obligation on the Corporation to give notice, and excepting In-Camera sessions.
- 9.04 At any meeting of the Board, Five (5) Board members shall form a quorum for the transaction of business.
- 9.05 If there is no quorum within thirty (30) minutes after the time for such a meeting, the meeting shall stand adjourned.
- 9.06 Special Meetings of the Corporation may be held at any time when summoned by the Chair, or requested in writing by any three (3) members of the Board. At least twenty one (21) days' notice of such meetings shall be given.
- 9.07 The Board shall meet from time to time, and not less than ten times a year, to carry on the business of the Corporation.
- 9.08 Notice of all meetings, naming the time and place of assembly, shall be given by the General Manager as directed by the Board.
- 9.09 Minutes of the proceedings of all Member and Board meetings shall be entered in books to be kept for that purpose, by a person designated by the Board from time to time.
- 9.10 The entry of such minutes shall be signed by the Chair who presides at the meeting at which they are adopted.

Article 10 Management of Business Affairs

- 10.01 The management of business affairs shall be the responsibility of the General Manager or Chief Executive Officer ("CEO"), who shall report through the Chair, to the Executive Committee and Board:
- a) For all approved plans, results, occurrences and matters of and relating to the operations of the Corporation and the Loan Review Committee;
 - b) For the general supervision, direction, and control of all employees of the Corporation and to ensure the proper performance of their duties and responsibilities in accordance to approved plans;
 - c) For all administrative functions within approved guidelines of the Corporation including budget preparation and control, maintaining the books of account, correspondence, and clerical support.
- 10.02 The General Manager or CEO shall be responsible for the custodianship of all property and records of the Corporation as required by policy.
- 10.03 At the direction of the Chair, the General Manager or CEO shall attend all meetings of the Board or any other meetings of members or Committees of the Corporation, provided however, that he shall have no vote.
- 10.04 The General Manager or CEO shall do all things as may reasonably be required of him by the Chair in order to maintain the successful operation of the Corporation and Committees in accordance with approved plans and policies.

Article 11 Voting Rights of Members

- 11.01 Every Member in good standing represented at any meeting shall be entitled to one (1) vote. Voting at meetings shall normally be by show of hand, or if requested by the Chair, by secret ballot. In the alternative, a secret ballot shall be taken if requested by five (5) Members providing such request receives the approval of two-thirds (2/3) of the Members assembled.
- 11.02 Motions or amendments shall be carried at meetings by a majority vote unless otherwise provided for in these Articles of Association or otherwise required under the *Companies Act* (Alberta).

Article 12 Elections

- 12.01 The annual election of the Board shall take place at the Annual General Meeting.
- 12.02 Every Member of the Corporation in good standing shall be eligible for election and all retiring Members of the Board in good standing shall be eligible for re-election subject to the provisions of Article 3.
- 12.03 The Nominating Committee shall consist of the Executive Committee.
- 12.04 The Nominating Committee shall endeavour to prepare a slate of nominations for election to the Board. No nomination shall be valid without the written or oral consent of the nominee.
- 12.05 The Chair shall be the Chair of the Nominating Committee and shall appoint the Chair of the elections.
- 12.06 Two (2) scrutineers shall be appointed by the Chair of Elections to distribute ballots, collect completed ballots and tabulate the results of the voting.
- 12.07 At the close of voting, the Chair or Chair of Elections shall report the results of the election to The Board.

Article 13 Amendments to the Constitution

- 13.01 Subject to additional requirements set forth in the *Companies Act* (Alberta), the Memorandum of Association and/or Articles of Association of the Corporation or any part thereof may be repealed, altered or amended at any meeting called for that purpose or any Annual General Meeting or any General Meeting of the Corporation, provided that in each case, at least twenty one (21) days' notice of such intention to repeal, alter, or amend the said Memorandum of Association or Articles of Association has been sent to each Member entitled to vote. The notice must specify in detail each proposed repeal, alteration, and/or amendment.
- 13.02 Only Members in good standing are entitled to vote and the Memorandum of Association and Articles of Association may be amended, repealed, or altered upon approval by Special Resolution of the Members and the satisfaction of any other applicable requirements at law.
- 13.03 For greater clarity, no amendments to the Articles of Association or Memorandum of Association shall have any force until a copy thereof, certified by the Chair or the Vice-Chair, or Secretary/ Treasurer of the Corporation to be a true copy of the amendment passed by the Corporation as here and before provided, has been filed with the Registrar of Companies.

Article 14 Registered Office

- 14.01 Subject to the provisions of the *Companies Act* (Alberta), the Corporation may, by ordinary resolution of the Members or of the Board, change from time to time the place within the province where the registered office of the Corporation is to be situated, which resolution shall be filed with the Registrar of Companies.

Article 15 Fiscal Year

- 15.01 The fiscal year of the Corporation shall commence on the first day of April in each year and terminate on the last day of March in the following year.

Article 16 Audit

- 16.01 All money belonging to the Corporation shall be deposited by an officer or any employee so designated by the Board in an account for the account of the Corporation at a branch of any financial institution which guarantees the money at, or exceeding the level of insurance provided by the Canadian Depositors Insurance Corporation of Canada. No cheque or other order for the payment of monies shall be valid unless signed in accordance with the resolution of the Board.

- 16.02 The books, accounts and records of the Corporation shall be audited at least once a year by a duly qualified accountant selected at the Annual General Meeting. Complete and proper financial statements for the previous year shall be presented at the Annual General Meeting for approval.
- 16.03 The accounts, books and documents of the Corporation may be inspected by any Director of the Corporation upon requesting and receiving approval of the Board for such inspection; provided, however, that the Director making such a request shall specify the exact reasons for the request and specific information which he seeks to know and he shall be entitled only to examine such accounts, books, or documents as may pertain directly to specific information requested.
- 16.04 The books of accounting and account records shall be kept at the registered office of the Corporation, or, subject to the limitations of the *Companies Act* (Alberta) in this regard, at such other place or places as the Director may determine by resolution.

Article 17 Policies and Procedures

- 17.01 Parliamentary procedure shall be followed at all General and Board Meetings, in accordance with "Roberts Rules of Order."
- 17.02 Policies and procedures relative to the effective operation of the Corporation have been and will continue to be adopted from time to time and a manual of such policies and procedures will be developed and maintained by the management.

Article 18 Loan Review Committee and Borrowing by the Corporation

- 18.01 The Loan Review Committee shall be an official committee of the Corporation and shall at all times, be delegated, by the Board, the responsibility of reviewing loan applications that have passed the administrative tests for viability, with the purposes of advising the Board. This committee shall have no executive powers.
- 18.02 The terms of reference of the Loan Review Committee will be specified in a policy document passed by the Board.
- 18.03 Subject to the terms of any conflict of interest guidelines or policies of the Corporation, the Board may approve the borrowing of funds by the Corporation from whatever person and in whatever manner the Board sees fit. The Board shall have the power to sell, dispose of, mortgage or charge the entire undertaking and property of the Corporation or any part thereof, for such consideration as the Board thinks fit.

Article 19 Seal

- 19.01 The Corporation shall have a seal to be approved by the Directors.
- 19.02 The seal of the Corporation shall not be affixed to any instrument except by the authority of a Resolution of the Directors. The Chair or Secretary/ Treasurer or other such person as the Directors may appoint for the purpose shall sign every instrument to which the seal of the Corporation is to be affixed.
- 19.03 The seal shall remain in the custody of the General Manager or CEO at his official office and held in trust for the Chair of the Board. The seal shall not be used without the express consent of the Chair of the Board.

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