

**NOTICE OF ANNUAL MEETING OF MEMBERS**  
**OF**  
**CREE OUTFITTING AND TOURISM ASSOCIATION**

**NOTICE IS HEREBY GIVEN** that the annual meeting (the “**Meeting**”) of the Members of **CREE OUTFITTING AND TOURISM ASSOCIATION (“COTA”)** will be held by videoconference (dial in particulars to be provided) on **November 26, 2020** at **9:00 a.m.** for the following purposes:

1. To pass the following resolutions amending By-Law No. 4 of COTA to make certain technical amendments with respect to the minimum and maximum number of directors, to properly reflect the intention of the members with respect to determining the number of directors and to more clearly set out the qualifications and composition of the Board:<sup>1</sup>

**“IT IS RESOLVED THAT:**

1. By-law No. 4, being a by-law relating generally to the transaction of the business and affairs of COTA, is amended by:
  - (a) Repealing the existing Section 1.1 in its entirety and substituting the following for the repealed Section 1.1:

**1.1 Board of Directors**

The Board will consist of a minimum of three (3) Directors and maximum of twenty (20) Directors, at least two of whom are not officers or employees of the corporation or its partners. The number of Directors shall be determined from time to time by a Special Resolution of the Members.”

---

<sup>1</sup> As a result of the inability to hold an annual meeting in person due to COVID-19, the procedure followed for the passage of motions will be slightly different this year in order to comply with the regulations under the legislation governing COTA. In summary, the *Canada Not-for-profit Corporations Regulations (SOR/2011-223)* provide that if COTA is to hold a virtual meeting or a meeting where members attend electronically, then COTA must also provide an electronic platform for voting that permits subsequent verification of votes and that permits the tallied votes to be presented to COTA without it being possible to identify how the persons voted. In view of this and the technical difficulties related to the setting up of an electronic platform for voting, motions will be passed by the Chair reading the motion and then stating “if I do not hear from a member that he or she is not in favour of passing the motion, he or she will be deemed to have accepted the motion”.

- (b) Repealing the existing Section 1.2 in its entirety and substituting the following for the repealed Section 1.2:

**1.2 Qualifications of Directors and Composition of the Board**

1.2.1 Directors must be:

- 1.2.1.1 at least 18 years of age;
- 1.2.1.2 not been declared incapable by a court in Canada or in another country;
- 1.2.1.3 an individual;
- 1.2.1.4 a Cree beneficiary of the James Bay and Northern Quebec Agreement partnered in close connection with one of the following communities:
  - Whapmagoostui
  - Chisasibi
  - Wemindji
  - Eastmain
  - Waskaganish
  - Nemaska
  - Ouje-Bougoumou
  - Mistissini
  - Waswanipi, and
- 1.2.1.5 not have the status of bankrupt.

1.2.2 The Board shall be composed of:

- 1.2.2.1 one representative of each of the communities set out in section 1.2.1.4 who is elected by the Members, for a total of nine members;
- 1.2.2.2 one individual who is elected by the Members and who is a nominee recommended by the Cree Nation Government; and
- 1.2.2.3 two individuals who are elected by the Members from the nominees recommended by the Elders.”

- (b) Repealing the existing Section 1.3.1.2 in its entirety and substituting the following for the repealed Section 1.3.1.2:

“1.3.1.2 prepare a slate of candidates for the Members to elect as Directors, where an election of Directors is required. The slate of candidates shall include at least one (1) candidate from each one of the communities listed in 1.2.1.4, at least one (1) candidate(s) nominated by the Cree Nation Government and at least two (2) candidates nominated by the Elders.”

2. to receive the audited financial statements of COTA for the fiscal year ending March 31, 2020;
3. to appoint Raymond Chabot Grant Thornton as the public accountant of COTA for the fiscal year ending March 31, 2021;
4. to fix the number of directors at twelve (12);
5. to elect the following as directors for a further 3-year term or until their respective successors have been duly elected or appointed or their respective resignations are received by COTA:<sup>2</sup>

Titus Shecapio	Alexander Moses
Jamie Moses	Isaac Masty
Tim Whiskeychan	Charles Matches
Jerry Rupert	Irene Otter
Anderson Jolly	Johnny Saganash
Ron Simard	Louise Saganash

6. to transact any other business that may properly come before the Meeting or any adjournment of the Meeting.

Dated this 21 day of October, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**



Name: Titus Shecapio  
Title: President

---

<sup>2</sup> The By-Laws of COTA provide that directors are elected for a 3-year term. The current directors have agreed to extend their term for 1 additional year due to COVID-19. In order to comply with the By-Laws, the directors will therefore be elected for a 3-year term with the understanding that an election will be held at the next annual meeting of the members in 2021 and that they may be replaced by new directors following such election.