



NUNAVUT TUNNGAVIK INC.
ANNUAL GENERAL MEETING

Iqaluit, Nunavut

October 23-25, 2012

**Resolution # RSA 12-10-10 NTI By-Law Amendments and Continuation under the
Canada Not-for-profit Corporations Act**

Moved by: Cathy Towntongie

Seconded by: Raymond Nincheocheak

WHEREAS NTI was incorporated under Part II of the Canada Corporations Act (CCA) by Letters Patent dated the 3rd day of April, 1990;

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 16th day of December, 1992;

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 5th day of October, 1993;

AND WHEREAS the Canada Not-for-profit Corporations Act (the "Act") received Royal Assent in 2009 and came into effect on October 17, 2011;

AND WHEREAS the Act replaces Part II of the CCA (corporations without share capital), under which NTI was incorporated;

AND WHEREAS it is in the best interests of NTI that it be continued pursuant to section 297 of the Act;

AND WHEREAS NTI also needs to amend its By-Laws in order to comply with the new Act and to effect the transition;

AND WHEREAS the Board reviewed and approved certain recommended amendments to the NTI By-Laws, and recommended that the amended By-Laws be presented to NTI Members for approval;

AND WHEREAS the Members reviewed the amended By-Laws and the proposed Articles of Continuance (transition).

NOW, THEREFORE, BE IT RESOLVED THAT the amendments to NTI By-Laws are approved, and that the Consolidated By-Laws of NTI, incorporating all amendments to August 28, 2012, be and is hereby approved; and

BE IT FURTHER RESOLVED THAT the proposed Articles of Continuance (transition) are approved; and

BE IT FURTHER RESOLVED THAT the Board of Directors is authorized and directed to make an application under section 297 of the Act for a Certificate of Continuance; and

BE IT FURTHER RESOLVED THAT NTI Consolidated By-Laws (as amended and current to August 26, 2010) are repealed effective on the date that NTI continues under the Act and the new NTI Consolidated By-Laws (incorporating all amendments to August 28, 2012) will be effective on the same date; and

BE IT FURTHER RESOLVED THAT any one of the officers and directors of NTI is authorized to take all such actions and execute and deliver all such documentation that are necessary or desirable for the implementation of this resolution.

In Favour: All
Against: None
Abstention: None

Carried:
Defeated:

Dated: October 23, 2012