

NBDC By-laws

Nunavut Broadband Development Corporation

Also known as NBDC npo, this is a not-for-profit organization incorporated under Part II of the Canada Corporations Act and controlled by Nunavut residents. The membership is made up of interested citizens who come from a wide range of backgrounds, including the general public, and people who work for private sector companies, Inuit organizations, community organizations, and hamlets. The only requirement for membership is that you live in Nunavut. Currently 59% of NBDC's membership is Inuit under the Nunavut Land Claim Agreement, (NLCA).

By-laws for NBDC npo are as follows:

NBDC npo By-law 1	Replaced by By-law #2
NBDC npo By-law 2	Page 2-23 of this pdf file

NBDC Inc.

Nunavut Broadband Development Corporation owns 100% of the shares of the operating corporation, NBDC Inc., which is recognized as an Inuit firm under the Nunavut Land Claim Agreement and is incorporated in Nunavut. NBDC Inc. holds the assets of the QINIQ network for the benefit of Nunavut residents, under the direction of the Nunavut Broadband Development Corporation Board of Directors.

By-laws for NBDC Inc. are as follows:

NBDC Inc. By-law 1	Page 24-42 of this pdf file
NBDC Inc. By-law 2	Page 43-44 of this pdf file

BY-LAW NO. 2

being the General By-law of

NUNAVUT BROADBAND DEVELOPMENT CORPORATION

(Hereinafter referred to as the "Corporation")

INTERPRETATION

1. Definitions. In this By-law, unless the context otherwise specifies or requires:
 - (a) "Act" means the *Canada Corporations Act*, R.S.C. 1970, c. C-32 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - (b) "By-laws" means any By-law of the Corporation from time to time in force and effect;
 - (c) "Letters Patent" means the letters patent and any supplementary letters patent of the Corporation; and
 - (d) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.
2. Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - (a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
 - (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and

- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

3. Head Office. The head office of the Corporation shall be in the City of Iqaluit, in the Territory of Nunavut.

SEAL

4. Seal. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

DIRECTORS

5. Duties and Number. The affairs of the Corporation shall be managed by a board of directors who may be known and referred to as directors, trustees or governors. There shall be a minimum of three (3) directors and a maximum of nine (9) directors. The precise number of directors of the Corporation from time to time shall be determined by the members at a meeting of members.

6. Qualifications. Every director shall be at least eighteen (18) years of age and shall be a member of the Corporation, or shall become a member of the Corporation within ten (10) days after election or appointment as a director. Provided that directors appointed pursuant to subparagraph 8(a) need not be members of the Corporation.

7. First Directors. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members. The first directors shall be entitled to be members of the Corporation while they are first directors. The board of directors elected at the first meeting of members following incorporation shall replace the provisional directors named in the Letters Patent.

8. Election and Term.

- (a) Subject to the provisions of this By-law, at annual or special meetings of members, the Governmental Organization Members, as a class, and the Non-Governmental Organization Members, as a class, respectively, shall each have the right, but not the obligation, to each appoint one (1) director to the board of directors as determined by consensus or majority vote among each such class of members. Such appointed directors need not be members of the Corporation.

- (b) Subject to the provisions of this By-law, all other directors, up to the maximum of seven (7) directors, shall be elected by the Nunavut Resident Members as a class at an annual or special meeting. Provided that among directors elected by Nunavut Resident Members, there shall be elected at least one (1) individual who is ordinarily resident in the Kitikmeot Region, one (1) individual who is ordinarily resident in the Kivalliq Region, and one (1) individual who is ordinarily resident in the Qikiqtani Region, of Nunavut, and provided further that no greater than two (2) directors at any time may be individuals who are ordinarily resident in the same hamlet or city of Nunavut.
 - (c) At annual meetings, a minimum of three (3) and a maximum of nine (9) directors shall be appointed and/or elected by the members. The directors' term of office shall be from the date of the meeting at which they are appointed or elected, as the case may be, until the annual meeting next following or until their successors are appointed or elected, as the case may be. The whole board of directors shall retire at the annual meeting at which the election of directors is to be made but, subject to the provisions of the By-laws, shall be eligible for re-election. Provided, that the members may, by special resolution passed at an annual or special meeting, increase the terms of office of directors to a maximum of two (2) years or alternately three (3) years, and may provide for staggered terms of office.
9. Vacancies. The office of a director shall automatically be vacated:
- (a) In the case of directors elected by the Nunavut Resident Members, if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;
 - (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent by a court of competent jurisdiction;
 - (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
 - (d) if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (e) if at a special meeting of members of all classes of membership, a resolution is passed by at least two-thirds (2/3) of the votes cast by all of the members at the special meeting removing the elected or appointed director before the expiration of the director's term of office; or
 - (f) if the director dies.

10. Filling Vacancies. A vacancy occurring in the board of directors shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with subparagraph 9(e) above, it may be filled upon the vote of a majority of the Nunavut Resident Members where the removed director was elected, and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) in the case of directors appointed by Governmental Organization Members or Non-Governmental Organization Members, the member who appointed the vacating director may, but is not obligated to, appoint a replacement director for the remainder of the vacating director's term;
- (c) any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, provided there is a quorum. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
- (d) otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

11. Executive Committee. The board of directors may, but is not required to, establish an executive committee comprised of such individuals as the board may from time to time appoint to the executive committee. Committee members do not have to be directors or members of the Corporation. The executive committee shall exercise such powers as are authorized by the board of directors. Reasonable notice of meetings of the executive committee shall be given in the manner provided in paragraph 66. Subject to the Act, the provisions of paragraphs 14 and 15 hereof shall apply to the executive committee. A quorum at any meeting of the executive committee shall be two (2) committee members. Subject to the By-laws and any resolution of the board of directors, the executive committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend and repeal rules or procedures in this regard.

Executive committee members shall be subject to removal by resolution of the board of directors of the Corporation. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

12. Other Committees (including Advisory Committee). The board of directors may from time to time appoint any other committee or committees, including without

limitation an advisory committee, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Committee members do not have to be directors or members of the Corporation. Any committee member may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members who are not also directors of the Corporation.

13. Remuneration of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

MEETINGS OF DIRECTORS

14. Place of Meeting. Meetings of the board of directors may be held at any place within or outside Canada.

15. Notice. A meeting of directors may be convened by the Chair of the board, the President, the Secretary or any two directors at any time. Notice of any meeting that is provided shall be served in the manner specified in paragraph 66 of this By-law, if by mail not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place, and if by electronic means such as e-mail or facsimile not less than forty-eight (48) hours before the meeting is to take place.

A director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

16. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

17. Adjournment. Any meeting of directors may be adjourned from time to time by the chairperson at the meeting, with the consent of the meeting, to the fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

18. Regular Meetings. The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

19. Quorum. A majority of the directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

20. Voting at Meetings of Directors. Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

21. Detailed Voting Ballot. Where a director is unable to participate at a meeting of the directors of the Corporation then, subject to this By-law, the director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The detailed voting ballot shall be provided by the Secretary to any director who indicates his or her inability to attend a meeting of directors in person or by teleconference. The completed voting ballot must be returned by mail, fax or e-mail by the absent director to the Secretary or to another director of the Corporation who will be attending the meeting of directors prior to the commencement of the meeting at which the absent director's vote is to be counted. The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow a director who is unable to attend the meeting the opportunity to make a reasoned judgment on the matters contained therein. A director's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the mail ballot. The deposit of a

ballot with the Secretary or a director of the Corporation will not constitute that director present for the purposes of establishing a quorum at any meeting of directors.

22. Telephone Participation. The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the board of directors of the Corporation.

23. Meetings by Other Electronic Means. The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each director has equal access to the specific means of communication to be used;
- (c) each director has consented in advance to meeting by electronic means using the specified means of communication proposed for the meeting.

POWERS OF DIRECTORS

24. Administer Affairs. The board of directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

25. Expenditures. The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

26. Borrowing Power. The board of directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;

- (b) limit or increase the amount to be borrowed;
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (e) delegate the powers conferred on the directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

27. Fund Raising. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit and receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

28. Agents and Employees. The board of directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Corporation) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Corporation.

OFFICERS

29. Appointment. The board of directors may annually or more often as may be required, appoint from amongst the directors a Chair of the board. The board of directors shall also appoint a President, a Secretary and a Treasurer (which offices may be held by the same officer as the Secretary-Treasurer), and may also appoint any other officers as it shall deem necessary, including but not limited to a Vice-Chair of the board, an Executive Director, one or more Vice-Presidents, and one or more Assistant Secretaries and/or one or more Assistant Treasurers. A director may be appointed to any office of the Corporation but none of the said officers need to be a director or

member of the Corporation, except that the Chair of the board (and any Vice-Chair of the board if appointed) shall be directors of the Corporation. Two or more of the aforesaid offices may be held by the same person. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

30. Vacancies. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal;
- (f) that officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

31. Remuneration of Officers. The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

32. Removal of Officers. Officers shall be subject to removal by resolution of the board of directors at any time, with or without cause.

33. Duties of Officers May be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

34. Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other

powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

- (a) Chair of the Board. The Chair of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members.
- (b) Vice-Chair of the Board. If a Vice-Chair is appointed, then if the Chair of the board is absent or unable or refuses to act, the Vice-Chair of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members. If no Vice-Chair is appointed, then any other director may, with the consent of the meeting, carry out the duties of a Vice-Chair for that meeting only.
- (c) President. The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors. The President shall be vested with and may exercise all of the powers and shall perform all of the duties of the Chair of the board and/or Vice-Chair of the board if none be appointed or if the Chair of the board and the Vice-Chair of the board are absent or are unable or refuse to act; provided, however, that unless the President is a director the President shall not preside as chairperson at any meetings of directors or of committees of directors, if any.
- (d) Vice-President. If a Vice-President is appointed, then the Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
- (e) Secretary. The Secretary shall give or cause to be given notices for all meetings of the board of directors or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in Section 109 of the Act.
- (f) Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the board of directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the board of directors, receiving proper vouchers thereof and render to the board of directors at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation.

- (g) Assistant Secretary and Assistant Treasurer. The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.
- (h) Executive Director. The board of directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall supervise the day to day operations and administration of the Corporation. The Executive Director shall conform to all lawful orders given by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

35. For the Protection of Directors and Officers. Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

INDEMNITIES TO DIRECTORS AND OTHERS

36. Indemnities to Directors and Others. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any other person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

INTERESTED DIRECTOR CONTRACTS

37. Conflict of Interest. A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act and except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 98 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

38. Submission of Contracts or Transactions to Members for Approval. The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 98 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of

the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, the Letters Patent or the By-laws) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

MEMBERSHIP

39. Classes of Membership. There shall be three (3) classes of membership in the Corporation:

- (a) *Governmental Organization Members:* this type of membership shall be available to governments or governmental organizations;
- (b) *Non-Governmental Organization Members:* this type of membership shall be available to non-governmental organizations or bodies corporate;
- (c) *Nunavut Resident Members:* this type of membership shall be available to individuals who at the time of admission as members are ordinarily resident in the Territory of Nunavut.

40. Voting Rights. All members of membership classes shall be entitled to receive notice of and to attend meetings of members, except class meetings of members where held pursuant to the by-laws of the Corporation or the Act, and shall each be entitled to one (1) vote per member, subject to the right of the Governmental Organization Members as a class to appoint one (1) director, and the right of the Non-Governmental Organization Members as a class to appoint one (1) director, in accordance with subparagraph 8(a) of this By-law.

41. Entitlement. Membership shall be available to those organizations and persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member meets the qualifications of a class of membership under the by-laws and any membership rules established by the board, and has received the approval of the board of directors of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation.

42. Corporation May Maintain Inuit Majority. For greater certainty, the board of directors may also adopt membership rules and take such steps that ensure that the majority of members of all classes in aggregate are not less than fifty-one percent (51%) Inuit and/or Inuit non-governmental organizations, including, without limitation, affirmative action policies and steps to admit Inuit and Inuit non-governmental organizations in preference to non-Inuit, and to in any manner possible ensure the Corporation's status as an Inuit Firm within the meaning of the *Nunavut Land Claims Agreement* for the general benefit of the Corporation. Provided that, once admitted to

membership of any class of membership, a member may not cease to be a member except in accordance with the By-laws of the Corporation.

43. Resignation. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

44. Termination of Membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death or dissolution of the member;
- (b) when the member's period of membership expires (if any);
- (c) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- (d) in the case of a Nunavut Resident Member, when the individual member ceases to be ordinarily resident in the Territory of Nunavut;
- (e) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

45. Membership Dues. Members shall be notified in writing of the membership fees (if any) at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

MEMBERS' MEETINGS

46. Time and Place of Meetings. Subject to compliance with Section 102 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may determine at any place within Canada or, if a majority of the members so agree, outside Canada.

47. Annual Meetings. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be represented and the directors shall be elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.

48. Special Meetings. Other meetings of the members may be convened by order of the President/Chair of the board, the Vice-Chair of the board or a Vice-President who is a director and member or by the board of directors at any date and time and at any place within Canada or, if a majority of members so agree, outside Canada. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.

49. Notice. Notice of any annual or special general meeting of members shall be provided to members of the Corporation by any of the following means:

- (a) by mail sent to each member not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place;
- (b) by electronic means such as e-mail or facsimile at least 48 hours before the meeting;
- (c) by notice published in a regular newsletter of the Corporation which is sent to each member of the Corporation individually;
- (d) where the Corporation has more than one hundred (100) members, by notice published in a local newspaper circulating in a community where the majority of the members reside.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

50. Record Date for Notice. The board of directors may fix in advance a date, preceding the date of any meeting of members, which is not more than thirty (30) days and not less than fourteen (14) days before the meeting, as a record date for the determination of the members entitled to notice of the meeting, and notice of any such record date shall be given not less than seven (7) days before the record date, by advertisement in a newspaper published or distributed in the place where the Corporation has its registered office unless notice of the record date is waived in writing by every member whose name is set out in the members register of the Corporation at the close of business on the day the board fixes the record date. If no such record date is so fixed, the record date for the determination of the members entitled to receive notice of the meeting shall be at the end of the day preceding the day on which the meeting notice is given or, if no notice is given, shall be the day on which the meeting is held.

51. Waiver of Notice. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the

meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

52. Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

53. Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Letters Patent or any other By-law) shall be ten percent (10%) of the voting members of any class of membership participating themselves or by proxy or by any means permitted by the By-laws. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 66 with regard to notice shall apply to such adjournment.

54. Chairperson of the Meeting. In the event that the Chair of the board (and if any Vice-Chair of the board is also absent), and the President is absent, the persons who are present and entitled to vote shall choose another director as chairperson, and if no director is present or if all the directors present decline to take the chair, then the persons who are present and entitled to vote shall choose an officer to be chairperson, and if no officer is present or declines to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

55. Adjournment. The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need to be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

56. Meetings by Teleconference. If a majority of the members of the Corporation consents (either at a meeting of members by simple resolution or by consents signed individually by a majority of the members), a meeting of members of the Corporation may be held by teleconference.

57. Meetings by Other Electronic Means. The members of the Corporation may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- (a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each member has equal access to the specific means of communication to be used;
- (c) each member has consented in advance to meeting by electronic means using the specified means of communication proposed for the meeting.

58. Resolutions in lieu of Meetings. For matters not required by the Act to be dealt with at a meeting, a resolution in writing, signed by no less than a majority of the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

59. Voting of Members. At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

60. Detailed Voting Ballot. Where a member is unable to participate at a meeting of the members of the Corporation then, subject to this By-law, the member may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The detailed voting ballot shall be provided by the Secretary to any member who indicates his or her inability to attend a meeting of members in person or by

teleconference. The completed voting ballot must be returned by mail, fax or e-mail by the absent member to the Secretary or to another member of the Corporation who will be attending the meeting of members prior to the commencement of the meeting at which the absent member's vote is to be counted. The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow a member who is unable to attend the meeting the opportunity to make a reasoned judgment on the matters contained therein. A member's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the mail ballot. The deposit of a ballot with the Secretary or a member of the Corporation will not constitute that member present for the purposes of establishing a quorum at any meeting of members.

61. Proxies. Voting at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy does not need to be a member.

A proxy may be in the following form:

The undersigned member of Nunavut Broadband Development Corporation hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend at the _____ meeting of the members of the said Corporation to be held on the _____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the _____ day of _____, 20____.

Signature of Member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such electronic or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

CUSTODY AND VOTING SHARES AND SECURITIES

62. Voting Shares and Securities. All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

63. Custody of Securities. All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box, or if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

EXECUTION OF INSTRUMENTS

64. Execution of Instruments. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by:

- (a) any one of the Chair of the board (or a Vice-Chair of the board) or the President (or a Vice-President), together with any one of the Secretary or the Treasurer;

- (b) any two directors; or
- (c) any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

CHEQUES, DRAFTS, NOTES, ETC.

65. Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

NOTICES

66. Service. Subject to paragraph 49 of this By-law regarding notices to members of any annual or special general meetings of members, any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be:

- (a) delivered personally,
- (b) sent by prepaid mail, or
- (c) sent by electronic means such as e-mail or facsimile,

at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

67. Signature to Notices. The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

68. Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

69. Proof of Service. With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 66 of this By-law and mailed at a post office or mailbox. With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

RULES AND REGULATIONS

70. Rules and Regulations. The board of directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation and other matters provided for in these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

BY-LAWS

71. By-laws. The board of directors may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the

members duly called for the purpose of considering same and the repeal or amendment of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

AUDITORS

72. Auditors. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

FINANCIAL YEAR

73. Financial Year. The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this 4th day of November, 2003.

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BY-LAW NO. 1**A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE BUSINESS AND AFFAIRS OF****NBDC INC.**

BE IT ENACTED and it is hereby enacted as a bylaw of

NBDC INC.

(hereinafter called the "Corporation") as follows.

GENERAL BUSINESS**Registered Office**

1. The directors may from time to time by resolution fix the location of the registered office of the Corporation within the province of Canada as granted as such by the articles of the Corporation.

Seal

2. The Corporation may have a corporate seal which shall be adopted and may be changed by resolution of the directors.

Financial Year

3. The first financial year of the Corporation shall terminate on a date to be determined by the directors of the Corporation and thereafter on the anniversary date thereof in each year, until changed by resolution of the directors of the Corporation.

Banking Arrangements

4. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto, and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

BY-LAW ENACTED

Execution of Instruments

5. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation by either the President or Secretary-Treasurer of the Corporation, and the corporate seal shall be affixed to such instruments as may be required by any person so authorized to sign on behalf of the Corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the directors may at any time and from time to time by resolution direct the manner in which, and the person or persons by whom any particular deed, transfer, contract, obligation or other instrument in writing or any class of deeds, transfers, contracts, obligations or other instruments in writing requiring signature by the Corporation may or shall be signed.

DIRECTORS

Power of Directors

6. The directors shall manage or supervise the management of the business and affairs of the Corporation unless otherwise specifically provided in any unanimous shareholder agreement.

Number of Directors and Quorum

7. Subject to the articles of the Corporation, the number of directors of the Corporation shall be that number of directors appointed by the incorporators or elected by the shareholders from time to time within the minimum and maximum as permitted by the articles of the Corporation of whom a majority shall constitute a quorum for the transaction of the business at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board of directors so long as a quorum of the board of directors remains in office.

Qualifications

8. The following persons are disqualified from being a director of the Corporation:

- (a) a person who is not an individual;
- (b) an individual less than 19 years of age;
- (c) an individual:
 - (i) in respect of whom a medical practitioner has filed a certificate of involuntary admission under the *Mental Health Act*;
 - (ii) who is the subject of a *Husteesha* order under the *Guardianship and Trusteeship Act*;
 - (iii) who has been found to be a person of unsound mind by a court elsewhere than in the Northwest Territories;
- (d) an individual who has the status of bankrupt;

If a director becomes disqualified, he shall thereupon cease to be a director.

One Director

21. Where the Corporation has only one director, the business and affairs of the Corporation shall be managed by such director and all business which may be transacted at a meeting of the board of directors shall be transacted by such director in the manner provided for in paragraph 20 hereof.

Declaration of Interest

22. Every director or officer of the Corporation who is a party to a material contract or a proposed material contract for the Corporation or who is the director or an officer of or has a material interest in any person who is a party to a material contract or a proposed material contract with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors, the nature and extent of his interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and directors shall refrain from voting in respect of the material contract or proposed material contract if and when prohibited by the Act.

Avoidance Standards

23. A material contract between the Corporation and one or more of its directors or officers or between the Corporation and another person of which a director or officer of the Corporation is a director or officer or in which he has a material interest is neither void nor voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors that authorized the contract, if the director disclosed his interest in accordance with paragraph 22 and the contract was approved by the directors or the shareholders and it was reasonable and fair to the Corporation at the time it was approved.

Protection of Directors and Officers

24. No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the order of the board of directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by the error of judgment or oversight on his part or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office in relation thereto unless in or as a result of any action, suit or proceeding he is adjudged to be in breach of any duty or fiduciary duty imposed on him under the Act or under any other statute.

Indemnity of Directors and Officers

25. The Corporation shall indemnify the directors or officers of the Corporation, former directors or officers of the Corporation or any person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate if:

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation shall also indemnify such directors or officers who have been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in respect of such action or proceeding.

Insurance for Directors and Officers

26 Subject to any limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Loans to Shareholders

27 The directors of the Corporation may from time to time give financial assistance by means of a debt guarantee or otherwise

- (a) on account of expenditures incurred or to be incurred on behalf of the Corporation;
- (b) to a holding body corporate if the Corporation is a wholly owned subsidiary of the holding body corporate;
- (c) to employees of the Corporation or any of its affiliates, whether or not they are shareholders or directors:
 - (i) to enable or assist them to purchase or erect living accommodation for their own occupation; or
 - (ii) in accordance with a plan for the purchase of shares of the Corporation or any of its affiliates to be held by a trustee; and
- (d) in any other case, unless there are reasonable grounds for believing that:
 - (i) the Corporation is or would after giving the financial assistance be unable to pay its liabilities as they become due; or
 - (ii) the realizable value of the Corporation's assets excluding the amount of any financial assistance in the form of a loan and in the form of assets pledged or encumbered to secure a guarantee would after giving the financial assistance, be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

OFFICERS

Appointed Officers

28 At the first meeting of the board of directors after the election of directors, the directors shall appoint from among its members, the President. The prior incumbent, if a member of the board of directors, shall continue to hold office until after the election at such meeting and, in default of such election, shall continue to hold office after such meeting. In case the office of President becomes vacant at any time, such vacancy may be filled by the board from among its members. The board of directors shall also appoint a Secretary and may appoint one or more Vice-Presidents, a General Manager, a Treasurer and such other officers as the board of directors may determine including one or more assistants to any of the officers so appointed. The officers so appointed, other than the President, may but need not be members of the board of directors. One person may hold more than one office and if the same person holds both the office of Secretary and the office of Treasurer, he may be known as the Secretary-Treasurer.

Term of Office and Remuneration

29 In absence of a written agreement to the contrary, the board of directors may remove at its pleasure any officer of the Corporation. The terms of employment and remuneration of the President and other officers appointed by it shall be settled from time to time by the board of directors.

President

30 The President shall, when present, preside at all meetings of the shareholders and of the board of directors and shall be charged with the general supervision of the business and affairs of the Corporation. Except when the board of directors has appointed a general manager or managing director, the President shall also have the powers and be charged with the duties of that office.

Vice-President

31 During the absence or inability of the President his duties may be performed and his powers may be exercised by the Vice-President, or if there are more than one, by the Vice-President in order of seniority (as determined by the board of directors) save that no Vice-President shall preside at a meeting of the board of directors or at a meeting of shareholders who is not qualified to attend the meeting as a director, as the case may be. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the board may prescribe.

General Manager

32 The General Manager, if one be appointed, shall have the general management and direction, subject to the authority of the board of directors and supervision of the President, of the Corporation's business and affairs and the power to appoint and remove any and all officers, employees and agents of the Corporation not appointed directly by the board of directors and to settle the terms of his employment and remuneration. If and so long as the General Manager is a director he may but need not be known as the Managing Director.

Secretary

33. The Secretary shall give, or cause to be given, all notices required to be given to shareholders, directors, auditors and members of committees, he shall attend all meetings of the directors and of the shareholders and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings, he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board of directors.

Treasurer

34. The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board of directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board of directors at the meetings thereof, or whenever required of him an account of all his transactions as Treasurer and of the financial position of the Corporation and he shall perform such other duties as may from time to time be prescribed by the board of directors.

Other Officers

35. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board of directors otherwise directs.

Variation of Duties

36. From time to time the board may vary, add to or limit the powers and duties of any officer or officers.

Agents and Attorneys

37. The board of directors shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

Fidelity Bonds

38. The board of directors may require such officers, employees and agents of the Corporation as the board of directors deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board of directors may from time to time prescribe.

SHARES

Allotment

39. The board of directors may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares in the Corporation including any shares created by an amendment to the articles of the Corporation to such person or persons or class of persons as the board of directors shall by resolution determine.

Payment of Commission

40. Subject to the articles of the Corporation and prevailing law, the directors acting in good faith and with a view to the best interest of the Corporation may authorize the Corporation to pay a commission to any person in consideration of his purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

Share Certificates

41. Every shareholder shall be entitled, in the case of initial issuance without payment and in the case of any subsequent transfer upon payment of a fee of not more than three dollars (\$3.00) to a share certificate stating the number and class of shares held by him as shown by the books of the Corporation. Share certificates shall be in such form or forms as the board of directors shall from time to time approve. Unless otherwise ordered by the board of directors, they shall be signed by the President or a Vice-President and by the Secretary or an assistant Secretary and need not be under the corporate seal, provided that certificates representing securities in respect of which a transfer agent and registrar (which term shall include a branch transfer agent and registrar) or trustee have been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and registrar. If authorized by resolution of the board of directors, the corporate seal of the Corporation and the signature of one of the signing officers, or in the case of security certificates representing securities in respect of which a transfer agent and registrar have been appointed, the signatures of both signing officers, may be printed, engraved, lithographed, or otherwise mechanically reproduced in facsimile upon security certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be valid notwithstanding that one or both of the officers whose signature (whether manual or facsimile) appears thereon no longer holds office at the date of issue or delivery of the certificate.

Replacement of Share Certificates

42. Upon the effective date of this Bylaw No. 1, all previously issued share certificates, if any, are cancelled. The board of directors may by resolution prescribe, either generally or in a particular case, reasonable conditions upon which a new share certificate may be issued in lieu of and upon cancellation of the security certificate which has become mutilated, lost, stolen, destroyed or otherwise cancelled for any reason.

Central and Branch Registers

43. The Corporation shall maintain a central securities register and may from time to time maintain one or more branch securities registers. The board of directors may from time to time by resolution appoint a registrar to keep the register of security holders and a transfer agent to keep the register of transfers and may also appoint one or more branch transfer agents to keep branch

registers of transfers. A registrar and transfer agent may but need not be the same individual or Corporation.

Transfer of Securities

44. Transfers of securities of the Corporation shall be registrable on the register of transfers or on one of the branch registers of transfers (if any) kept by or for the Corporation in respect thereof upon surrender of the security properly endorsed together with such reasonable assurance as the Corporation shall require and subject to the other provisions of the Act relating to transfers and the restrictions on transfer set forth in the articles of the Corporation.

Dealings with Registered Holder

45. The Corporation may, subject to the Act, treat as absolute owner of the security the person in whose name the security is registered in a securities register as if that person had full legal capacity and authority to exercise all rights of ownership irrespective of any knowledge or notice to the contrary or any description in its records or on the security certificate indicating a pledge, a representative or fiduciary relationship, a reference to any other instrument or the rights of any other person.

Joint Holders

46. If two or more persons are registered as joint holders of any security, any one of such persons may give effective receipts for the certificate in respect thereof and for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such security.

Record Date

47. The directors may fix in advance a date preceding by not more than fifty (50) days or by less than twenty-one (21) days a record date for the determination of persons entitled to receive notice of a meeting of shareholders and not be thereof shall be given in accordance with the provisions of the Act. The directors may also fix in advance a date as the record date for determination of shareholders entitled to receive payment of a dividend, entitled to participate in a liquidation distribution, or for any other purpose except the right to receive notice of to vote at a meeting which such record date shall not precede by more than fifty (50) days, the date on which such particular actions to be taken.

SHAREHOLDERS

Annual Meetings

48. The annual meeting of shareholders shall be held subject to the provisions of paragraph 65 hereof at such place within Nunavut as the directors may determine or at such place outside of Nunavut as the directors may determine and at the shareholders entitled to vote at that meeting so agree at such time and on such day in each year as the directors may from time to time by resolution determine for the purpose of hearing and receiving the reports and statements required by the Act to be read and laid before the shareholders at any annual meeting, electing directors, reappointing, if necessary, the auditor and fixing or authorizing the board of directors to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

Special Meeting

49. The board of directors or the President or a Vice-President, who is a director, shall have the power at any time to call a special meeting of the shareholders of the Corporation to be held at such time and at such place within Nunavut as the directors may determine or at such place outside of Nunavut as the directors may determine and all the shareholders entitled to vote at that meeting so agree. The phrase "meeting of shareholders" wherever it occurs in this by-law shall mean and include the annual meeting of shareholders and a special meeting of shareholders and shall also include a meeting of any class or classes of shareholders.

Notices

50. No public notice or advertisement of any meeting of shareholders shall be required, but notice of the time and place of each such meeting shall be given not less than twenty-one (21) days nor more than fifty (50) days before the day on which the meeting is to be held to the auditor, if any, the directors and to each shareholder of record entitled to vote at the meeting. Notice of a special meeting of shareholders shall state or be accompanied by a statement of the nature of that special business in sufficient detail to permit the shareholder to form a reasoned judgment thereon together with the text of any special resolution or by-law to be submitted to the meeting. A meeting of shareholders may be held at any time without notice if a (i) the shareholders entitled to vote thereat are present or represented by proxy and do not object to the holding of the meeting or those not present or represented by a proxy have waived notice, if all the directors are present or have waived notice and if the auditor, if any, is present or has waived notice.

Reports to Shareholders

51. Subject to the provisions of the Act, a copy of the financial statements and a copy of the auditor's report, if any, shall be sent to each shareholder not less than twenty-one (21) days before each annual meeting of shareholders or before the transaction of the annual business of the Corporation pursuant to paragraph 54 hereof.

Persons Entitled to be Present

52. Persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat, the auditor, if any, of the Corporation, and others who although not entitled to vote are entitled or required under the provisions of the Act or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

Quorum

53. Two persons present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of shareholders.

Right to Vote

54. At each meeting of shareholders every shareholder shall be entitled to vote who is (subject to paragraph 47) entered on the books of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or where a record date has been fixed, satisfactory evidence is produced not later than ten (10) days before the meeting that such person owns shares in the

Corporation and demands that his name be included on the list of shareholders entitled to vote at the meeting, save that, if the share or shares in question have been mortgaged or hypothecated, the person who mortgaged or hypothecated such share or shares (or his proxy) may nevertheless represent the shares at meetings and vote in respect thereof unless in the instrument creating the mortgage or hypothecation he has expressly empowered the holder of such mortgage or hypothecation to vote thereon. In which case such holder (or his proxy) may attend meetings to vote in respect of such shares upon filing with the Secretary of the meeting sufficient proof of the terms of such instrument.

Representatives

55. An executor, administrator, committee of a mentally incompetent person, guardian or trustee and where a corporation is such executor, administrator, committee, guardian or trustee of a testator, intestate, mentally incompetent person, ward or cestui que trust, any person duly appointed a proxy for such corporation, upon filing with the Secretary of the meeting sufficient proof of his appointment, shall represent the shares in his or its hands at all meetings of the shareholders of the Corporation and may vote accordingly as a shareholder in the same manner and to the same extent as the shareholder of record. If there be more than one executor, administrator, committee, guardian or trustee, the provisions of paragraph 57 shall apply.

Proxies

56. Every shareholder, including a corporate shareholder, entitled to vote at a meeting of shareholders may by instrument in writing appoint a proxy, who need not be a shareholder, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the shareholder were present at the meeting in the manner, to the extent and with the power conferred by the proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, authorized in writing, or if the appointor is a corporation, under the corporate seal or under the hand of an officer or attorney, authorized in writing. and shall cease to be valid after the expiration of one year from the date hereof. The instrument appointing a proxy may be in such form as the directors may from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is cast under its authority or at such time or place and in such manner as the board of directors may prescribe in accordance with the Act.

Joint Shareholders

57. If shares are held jointly by two or more persons, any one of them present or represented by proxy at a meeting of the shareholders of the Corporation, may, in the absence of the other or others vote thereon, but if more than one of them are present or represented by proxy they shall vote together as one on the shares jointly held by them.

Scrutineers

58. At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the Chairman with the consent of the meeting to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.

Votes to Govern

59. At all meetings of shareholders every question shall, unless otherwise required by the articles or by-laws of the Corporation or by the Act, be decided by the majority of the votes duly cast on the question.

Show of Hands

60. At all meetings of shareholders every question shall be decided by a show of hands unless a poll thereon be required by the Chairman or be demanded by any shareholder present in person or represented by proxy and entitled to vote. Upon a show of hands every shareholder present in person and entitled to vote shall have one vote. After a show of hands has been taken upon any question the Chairman may require of any shareholder present in person or represented by proxy and entitled to vote that he demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question unless a poll thereon be so required or demanded, a declaration by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportions of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

Polls

61. If a poll be required by the Chairman of the meeting or be duly demanded by any shareholder and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting shall direct. Upon a poll each shareholder who is present in person or represented by proxy shall be entitled to one vote for each share in respect of which he is entitled to vote at the meeting and the result of the poll shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question.

Casting Vote

62. In case of an equality of votes at any meeting of shareholders, either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

Adjournment

63. The Chairman of the meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, or where otherwise permitted under the provisions of the Act, adjourn the meeting from time to time and from place to place.

Transaction of Business by Signature

64. Subject to the provisions of the Act, a resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders and a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of shareholders and signed by all the shareholders entitled to vote at that meeting, are as valid and effective as if passed at a meeting of shareholders duly called, constituted and held for that purpose.

One Shareholder

65. Where the Corporation has only one shareholder, all business which the Corporation may transact at an annual or special meeting of shareholders shall be transacted in the manner provided for in paragraph 64 hereof.

Dividends

66. The board of directors may from time to time declare dividends payable to shareholders according to their respective rights and interests in the Corporation. The Corporation may pay a dividend by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation and the Corporation may pay a dividend in money or property. A dividend payable in money shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class in respect of which it has been declared and mailed by ordinary mail, postage prepaid, to such registered holder at his last address appearing on the books of the Corporation. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all such joint holders and if more than one address appears on the books of the Corporation in respect of such joint holding the cheque shall be mailed to the first address so appearing. The mailing of such cheques as aforesaid shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby, unless such cheque be not paid at par on due presentation. In the event of non-receipt of any cheques for dividends by the person to whom it is so sent as aforesaid, the Corporation on proof of such non-receipt and upon satisfactory indemnity being given to it, shall issue to such person a replacement cheque for a like amount. Any dividend which remains unclaimed after a period of twelve (12) years after the date on which it has been declared payable shall be forfeited and revert to the Corporation.

NOTICES

Method of Giving

67. Any notice, communication or other document to be given by the Corporation to a shareholder, director, officer or auditor of the Corporation under any of the provisions of the articles or by-laws of the Act shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Corporation or if sent by means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the books of the Corporation of any shareholder in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid, and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

Computation of Time

68. In computing the date when notice must be given under any provision of the articles or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

Omissions and Errors

69. The accidental omission to give any notice to any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Notice to Joint Shareholders

70. An notice with respect to any shares registered in more than one name may, if more than one address appears on the books of the Corporation in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.

Persons Entitled by Death or Operation of Law

71. Every person who by operation of law, transfer, death of a shareholder or by any means whatsoever, shall become entitled to any share or shares, shall be bound by every notice in respect of such share or shares which shall have been duly given to the person from whom he derives his title to such share or shares, previously to his name and address being entered on the books of the Corporation (whether it be before or after the happening of the event upon which he became entitled).

Waiver of Notice

72. Any shareholder (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given under any provision of the articles or by-laws of the Corporation or of the Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

INTERPRETATION

73. In this by-law and in other by-laws of the Corporation, words importing the singular number only shall include the plural and vice-versa, words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include individuals, sole proprietorships, partnerships, unincorporated associations, unincorporated syndicates, unincorporated organizations, trusts, body corporate and natural persons in their capacity as trustees, executors, administrators or their legal representatives; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution, articles of renewal and any amendments thereto; the "Act" shall mean the Business Corporations Act of Canada, as amended from time to time or any act that may hereafter be substituted therefor.

PASSED the 2nd day of April 2004

WITNESSE the corporate seal of the Corporation



BY: _____



David E. Smith - President



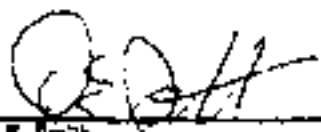
Lorraine Thomas - Secretary-Treasurer

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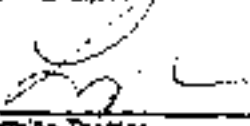
BE IT RESOLVED THAT By-law Number 1, being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby made as a by-law of the Corporation and the President be and is hereby authorized to sign the by-law and to copy the copies see thereto.

THE UNDERSIGNED, being a / of the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Business Corporations Act (Nunavut).

Dated the 2nd day of April, 2004.



David E. Smith




Lorraine Thomas

BE IT RESOLVED THAT By-law Number 1, being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby made as a by-law of the Corporation.

THE UNDERSIGNED, being the sole shareholder of the Corporation hereby signs the foregoing resolution pursuant to the provisions of the Business Corporations Act (Nunavut).

Dated the 2nd day of April, 2004.

NUNAVUT BROADBAND
DEVELOPMENT CORPORATION



Lorraine Thomas - Secretary-Treasurer

BY-LAW NO. 2

**A BY-LAW RESPECTING THE BORROWING OF MONEY, THE
ISSUING OF DEBT OBLIGATIONS AND THE SECURING
OF LIABILITIES BY**

NBOC INC.

BE IT ENACTED and it is hereby enacted as a by-law of

NBOC INC.

(hereinafter called the "Corporation") as follows:

The Directors of the Corporation may from time to time as authorized by the Business Corporations Act (Nunavut):

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation, but no invitation shall be extended to the public to subscribe for any such debt obligations;
- (c) subject to the Business Corporations Act (Nunavut), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired to secure any obligation of the Corporation; and
- (e) delegate the powers conferred on the directors under this by-law to a director, a committee of directors or an officer of the Corporation to such extent and in such manner as the directors shall by resolution determine.

PASSED on the 2nd day of April, 2004

WITNESSE the corporate seal of the Corporation

George Smith

[Signature]

BY-LAW NO. 2

[Signature]

David E. Smith, President

[Signature]

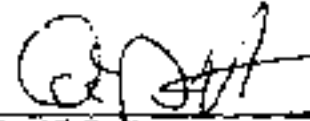
Lorraine Thomas, Secretary-Treasurer

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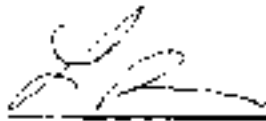
BE IT RESOLVED THAT By-law Number 2, being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby made as a by-law of the Corporation and the President be and is hereby authorized to sign the by-law and to apply the corporate seal thereto.

THE UNDERSIGNED, being all of the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Business Corporations Act (Nunavut).

Dated the 2nd day of April, 2004.



David E. Smith



Lorraine Thomas

BE IT RESOLVED THAT By-law Number 2, being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby made as a by-law of the Corporation.

THE UNDERSIGNED, being the sole shareholder of the Corporation hereby signs the foregoing resolution pursuant to the provisions of the Business Corporations Act (Nunavut)

Dated the 2nd day of April, 2004

NUNAVUT BROADBAND
DEVELOPMENT CORPORATION

Per: 

Lorraine Thomas, Secretary/Treasurer