

TLĪCHQ INVESTMENT CORPORATION ADMINISTRATION LAW

OFFICIAL CONSOLIDATED VERSION

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Table of Legislative Changes

Name of Law	Date Enacted	Section(s) Amended
Amendment to Tłıchq Investment Corporation Administration Law 2015	February 19, 2015	Section 2 definition “Senior Officers” added. Section 12 repealed and replaced. Section 17 repealed and replaced. Section 22 repealed and replaced. Section 23 amended at line 2 by striking out the word “President” and replacing with “Senior Officers”

Current to March 8, 2024

Last amended on February 19, 2015

Title

1. This Law shall be cited as the *Tłchq Investment Corporation Administration Law*.

Definitions

2. In this Law,

“Assembly” has the same meaning as in the Tłchq Constitution.

“Chiefs Executive Council” has the same meaning as in the Tłchq Constitution.

“Senior Officers” means the Chief Executive Officer, the President, the Chief Operating Officer, the Chief Financial Officer and other officers added to the Tłchq Investment Corporation’s structure of similar executive function.

Definition added: *Amendment to Tłchq Investment Corporation Administration Law 2015*

“Subsidiary” means any corporation, or other business interest or entity that is controlled by the Tłchq Investment Corporation.

“Tłchq Government” means the Tłchq Government and its institutions as defined in the Tłchq Constitution.

Tłchq Investment Corporation

3. A corporation shall be incorporated under the laws of Canada and it shall be registered under the name “Tłchq Investment Corporation.”
4. The Tłchq Investment Corporation shall be the main corporate instrument of the Tłchq Government and shall be responsible for the holding, management and oversight of Tłchq Government corporations, shareholdings and other business interests and entities.

Articles of Incorporation and By-Laws

5. The Tłchq Investment Corporation shall have Articles of Incorporation and By-laws consistent with the general principles and specific provisions of this Law.

6. The Tłıchq Investment Corporation shall take such steps to ensure that the Articles of Incorporation, By-laws, policies and other corporate documents of the subsidiaries are made consistent with this Law.
7. The Articles of Incorporation and initial By-laws of the Tłıchq Investment Corporation shall be approved by the Chiefs Executive Council.

Purpose and Objectives

8. The Tłıchq Government is responsible for protecting Tłıchq lands, water and resources. The Tłıchq Government is also responsible for protecting and promoting Tłıchq language, culture and way of life. The Tłıchq Investment Corporation, as the main corporate instrument of Tłıchq Government, must respect these fundamental responsibilities, while it promotes Tłıchq self-sufficiency and self-determination through its economic activities.
9. (1) The purpose and objectives of the Tłıchq Investment Corporation are to:
 - (a) operate, manage and oversee its active businesses;
 - (b) act as the holding company for its subsidiaries, interests and entities; and
 - (c) exercise supervisory powers over its subsidiaries, interests and entities.(2) Subject to this Law, the Tłıchq Investment Corporation is responsible for all matters relating to the following for its active businesses and subsidiaries:
 - (a) the review and evaluation of the objectives, goals, revenues, expenses, expenditures, investments and operating results;
 - (b) policies, practices, systems of management and administration;
 - (c) accounting policies and practices;
 - (d) financial relationship with the Tłıchq Government and among its subsidiaries, interests and other entities; and
 - (e) any other matters assigned by the Chiefs Executive Council.
10. In fulfilling these responsibilities, the Tłıchq Investment Corporation is accountable to the Chiefs Executive Council.
11. The Tłıchq Executive Officer will act as the liaison between the Tłıchq Investment Corporation and the Chiefs Executive Council.

Structure of the Tłchq Investment Corporation

12. The Tłchq Investment Corporation shall, after consultation and approval of the Chiefs Executive Council, determine its own structure from time to time.

Repealed and replaced: *Amendment to Tłchq Investment Corporation Administration Law 2015*

Powers of the Tłchq Investment Corporation

13. The Tłchq Investment Corporation has the powers of a corporation incorporated under the *Canada Business Corporation Act*, subject to any Directives issued under 14(1) of this Law.

Limitations on Powers

14. (1) The Assembly may issue Directives in the form of declarations under the *Canada Business Corporation Act* that will bind the Tłchq Investment Corporation and its subsidiaries, including Directives on the following matters;

- (a) remuneration, travel and expenses;
- (b) code of conduct, disclosure or interest and duty of care;
- (c) limitations on the borrowing of money;
- (d) major investments;
- (e) joint ventures;
- (f) dividends;
- (g) board appointments;
- (h) donations; and
- (i) reporting.

(2) The Assembly, or a committee of the Assembly, will develop Directives under subsection (1) with the assistance of the Chiefs Executive Council.

Tłchq Investment Corporation Board of Directors

15. (1) The Board of Directors of the Tłchq Investment Corporation shall be appointed by the Chiefs Executive Council.

(2) Appointments to the Board of Directors shall be at the pleasure of the Chiefs Executive Council, and for such terms as set by the Chiefs Executive Council.

16. The Board of Directors of the Tłchq Investment Corporation shall manage the affairs and business of the Tłchq Investment Corporation and its subsidiaries.
17. The majority of the Directors of the Tłchq Investment Corporation shall be Tłchq Citizens.
Repealed and replaced: *Amendment to Tłchq Investment Corporation Administration Law 2015*
18. The Chiefs Executive Council shall designate one member of the Board of Directors of the Tłchq Investment Corporation as a chairperson and may designate one other member as vice-chairperson.
19. The Chairperson of the Board of Directors of the Tłchq Investment Corporation shall be a Tłchq Citizen.

Subsidiaries, interests and entities

20. (1) When creating subsidiaries, interests and entities, the Tłchq Investment Corporation shall
 - (a) prescribe the objects and purposes of the subsidiary, interest or entity;
 - (b) prescribe the powers of the subsidiary, interest or entity;
 - (c) fix the fiscal year of the subsidiary, interest or entity; and
 - (d) ensure that the Articles of Incorporation and By-laws are consistent with this Law.
- (2) Every subsidiary shall be bound by Directives issued under 14 (1) of this Law.
21. (1) The Chiefs Executive Council shall approve all appointments to the Board of Directors of subsidiaries.
 - (2) Each person appointed Director of a subsidiary shall serve for term approved by the Chiefs Executive Council.
 - (3) The Chiefs Executive Council shall approve the designation of the Chairperson and Vice- Chairperson of the Board of Directors of the subsidiaries.

Staff

22. The Board of Directors of the Tịchq Investment Corporation shall appoint the Senior Officers of the Tịchq Investment Corporation, in consultation with the Chiefs Executive Council, and shall set the remuneration and term of office.

Repealed and replaced: *Amendment to Tịchq Investment Corporation Administration Law 2015*

23. The Board of Directors of the Tịchq Investment Corporation shall appoint the Senior Officers of subsidiaries and shall set the remuneration and term of office.

Amended: *Amendment to Tịchq Investment Corporation Administration Law 2015.*

24. Subject to section 22, the Tịchq Investment Corporation and subsidiaries may:

- (1) employ any officers and other employees that it considers necessary; and
- (2) determine their respective duties, powers, conditions of employment and remuneration.

Reporting

25. For each fiscal year, the Tịchq Investment Corporation and its subsidiaries shall submit to the Tịchq Executive Officer a report on its businesses, including financial statements, in a manner required by the Chiefs Executive Council.

26. (1) The Tịchq Investment Corporation shall report on a quarterly basis to the Tịchq Executive Officer on its business and financial activities, in the form required by the Chiefs Executive Council.

(2) Each subsidiary shall report on a quarterly basis to the Tịchq Investment Corporation on its business and financial activities in the form required by the Chiefs Executive Council.

27. The Tịchq Investment Corporation shall provide annual business reports, including financial reports, on the activities of the Tịchq Investment Corporation and its subsidiaries, interests and entities for presentation at the Annual Gathering.

Head Office

28. (1) The head office of the Tłıchǫ Investment Corporation shall be located in either Behchokò, Whatì, Gamètì, Wekweètì or on Tłıchǫ lands.
- (2) The head office of every subsidiary shall be at any location that the Tłıchǫ Investment Corporation may designate.

Official Mark

29. (1) The Chiefs Executive Council shall cause to be registered a mark in the form of “Tłıchǫ Government Corporation” for the purpose of identifying and distinguishing those corporations that are owned by the Tłıchǫ Government.
- (2) Notice of the mark shall be provided to government, industry and other relevant individuals and entities.
- (3) The Notice shall indicate that only a “Tłıchǫ Government Corporation” is a corporation representative of the Tłıchǫ Government and the Tłıchǫ Investment Corporation.

Effective Date

30. The effective date of this Law shall be on a date declared by the Chiefs Executive Council.

Coming into Force

Consistent with the *Tłıchǫ Procedures Law*, this law came into force when the Grand Chief signed it on October 26, 2006.

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Current to March 8, 2024

Last amended on February 19, 2015