



PROSPERITY AND SELF-SUFFICIENCY LAW

WHEREAS one of the fundamental objectives of the MNO, as set out in its Statement of Prime Purpose, is to develop prosperity and economic self-sufficiency for Métis citizens, Métis communities and the Métis Nation—as a whole—within Ontario;

AND WHEREAS successive Annual General Assemblies have provided direction to the MNO to establish business structures and processes in order to maximize effectiveness, efficiency and success in pursuing Métis economic development opportunity at the local, regional and provincial levels;

AND WHEREAS based on this direction, the MNO has sought and obtained expert corporate, legal and tax advice on how to best structure and implement an economic development model that achieves the abovementioned objective and direction;

AND WHEREAS the MNO is now in a position to successfully explore, access and benefit from economic opportunities that are available to it at the local, regional and provincial levels throughout Ontario;

THEREFORE, in furtherance of the advancement of Métis prosperity and economic self-sufficiency, the MNO adopts the following Law.

Title of Law

1. This Law shall be known as the *MNO Prosperity and Self-Sufficiency Law*.

Definitions

2. In this Law,

“Annual General Assembly” has the same meaning as in the MNO Bylaws. “Community Council” has the same meaning as in the MNO Bylaws.

“Charter Agreement” means the agreements executed between the MNO and its Community Councils that establish a Community Council as well as set out the respective roles, responsibilities and obligations of the MNO and a Community Council.

“Infinity Investment Structures” means MNO Infinity Investments LP, Métis Infinity Investments (GP) Inc. or any Subsidiary thereof.

“MNO” has the same meaning as in the MNO Bylaws.

“MNO Chief Operating Officer” means the senior administrative officer of the MNO, as appointed from time to time.

“MNO Economic Development Structures” mean the structures identified in this Law, including, any Subsidiary.

“MNO Executive” has the same meaning as in the MNO Bylaws.

“Métis Infinity Investments (GP) Inc.” or “Infinity Investments GP” means the for-profit corporation created by the Infinity Trust that will act as the general partner to Infinity Investments LP and will provide the necessary advice, support, expertise and capacity to conduct the operations of the limited partnership.

“MNO Infinity Investments LP” or “Infinity Investments LP” means a limited partnership created by the Infinity Trust (99.9% interest) and Infinity Investments GP (0.1% interest) that will have the responsibility to undertake any new economic development or business activities on behalf of the MNO, a MNO Region, a Community Council or a combination thereof.

“MNO Infinity Trust” or “Infinity Trust” means the trust established for the sole benefit of the MNO.

“MNO President” has the same meaning as in the MNO Bylaws.

“MNO Region” means one of the nine administrative regions of the MNO.

“PCMNO” has the same meaning as in the MNO Bylaws.

“Subsidiary” means any corporation, shareholding, business interest or entity that is owned by the MNO Economic Development Structures.

For greater certainty, words importing the singular number shall include the plural number, and vice versa, and references to persons shall include firms and corporations and the use of either the masculine or the feminine form does not preclude application to a person of either sex.

Overview, Purpose and Objectives

3. The MNO is the government of the Métis people in Ontario. It has the authority to represent its citizens and communities throughout the province as well as advance, protect and defend Métis rights and self-government. It is also responsible for protecting and promoting Métis identity, culture and way of life.
4. The MNO Economic Development Structures, as set out in this Law, must respect the fundamental roles and responsibilities of the MNO, while pursuing, promoting and advancing Métis prosperity and self-sufficiency through its economic development and business activities.

5. The goal of this Law is to enable the MNO to build a strong, stable and self-sustaining economic base upon which it can pursue, advance and achieve the objectives set out in its Statement of Prime Purpose as well as fulfill its roles and responsibilities to Métis citizens and communities for generations to come.

MNO Economic Development Structures

6. The MNO Economic Development Structures shall, to the greatest extent possible, be consistent with the structures described below and set out in Appendix A to this Law, while recognizing that they may need to be modified or adapted in order to ensure effective and efficient corporate, legal and tax planning.
7. A trust will be established called the MNO Infinity Trust. The MNO shall be the sole beneficiary of the Infinity Trust. The number of trustees and terms for each trustee shall be set out in the Infinity Trust's constituting documents. The PCMNO shall be responsible to appoint 50% of all trustees to the Infinity Trust with the remaining trustees being appointed by the Infinity Trust trustees.
8. The Infinity Trust shall establish Infinity Investments GP. The Infinity Trust and Infinity Investments GP shall create a limited partnership under the laws of Ontario known as Infinity Investments LP.
9. Infinity Investments LP shall be the main business instrument of the MNO and shall be responsible for the holding, management and oversight of the corporations, shareholdings and other business interests either directly or through Infinity Investments GP.
10. Infinity Investments GP will act as the general partner to the limited partnership and will provide the necessary advice, expertise, support and capacity to conduct the operations of Infinity Investments LP or any Subsidiary of the MNO Economic Development Structures.
11. The purpose and objectives of Infinity Investments Structures are to collectively:
 - a. identify, develop and pursue economic development and business opportunities for the MNO;
 - b. operate, manage and oversee their active businesses;
 - c. act as the holding company for all Subsidiaries; and
 - d. exercise supervisory powers over their Subsidiaries.
12. Flowing from the mandate set out in Section 10 and this Law, the Infinity Investments Structures are responsible for the following:
 - 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; and

d. financial relationships with the MNO and among its Subsidiaries, interests and other entities.

13. The MNO Chief Operating Officer will act as the liaison between the MNO Executive, PCMNO and the MNO Economic Development Structures.

Constituting Documents

14. The MNO Economic Development Structures shall have constituting documents consistent with the objectives, general principles and specific provisions of this Law.
15. All future Subsidiaries created by the Infinity Investments Structures shall have Articles of Incorporation, Bylaws and other corporate documents that are consistent with this Law.
16. The constituting documents of the Infinity Investment Structures shall be reviewed by the PCMNO.
17. Any amendments to the constituting documents of Infinity Investment Structures shall be reviewed and approved by the trustees of the Infinity Trust.

Appointments to MNO Economic Development Structures

18. The trustees of the Infinity Trust shall confirm the appointment of individuals to the MNO Economic Development Structures based on the constituting documents of those structures.

Future Economic Development and Business Activities

19. In order to protect the MNO's legal liability and tax status as well as ensure transparency, consistency and credibility, all future economic development or business activities undertaken by the MNO at the local, regional and provincial levels shall be done under the MNO Economic Development Structures established pursuant to this Law.
20. Where future economic development or business activities are pursued at the provincial level or on behalf of the MNO as a whole, any financial allocations that ultimately flow to the MNO from the Infinity Trust shall be allocated pursuant to the percentage formula set out in Appendix B of this Law. This percentage formula can only be changed by special business resolution of the Annual General Assembly.
21. Where future economic development or business activities are available to a MNO Region, a Community Council or a combination thereof because of their geographic proximity to the opportunity, a mutually agreeable allocation model for any financial profits and/or allocations that ultimately flow to the MNO from the Infinity Trust as a result of said economic development or business activity shall be negotiated between the MNO and the participating MNO Region, Community Council or a combination thereof prior to pursuing said economic development or business activity.

Capitalization and Reinvestment

22. The ultimate goal of the MNO Economic Development Structures shall be to create strong, stable and profitable economic development and business activities to support the MNO's prosperity and self-sufficiency for generations to come. In order to achieve this goal, the MNO Economic Development Structures shall have the discretion to develop and implement policies and procedures with respect to their proper financial capitalization and reinvestment of profits, which shall be reviewed and approved by the trustees of the Infinity Trust.
23. For greater certainty, it is expected that profits, dividends and payments from the MNO Economic Development Structures shall not be made until these entities are properly capitalized. Further, a priority will be placed on reinvestment in order to grow the assets, capital, businesses and prosperity of the MNO Economic Development Structures.

Consolidating MNO's Existing Economic Development Structures

24. The MNO shall take steps to consolidate all of its existing economic development corporations and business interests, to which it has a controlling interest, under the MNO Economic Development Structures set out in this Law based on legal, corporate and tax advice.
25. The consolidation process set out in Section 23 will not be applied to the MNO Cultural Commission or the Métis Voyager Development Fund.
26. Any consolidation of an existing MNO Community Council economic development corporation under the MNO Economic Development Structures set out in this Law shall be based on the mutual agreement of the MNO and the relevant Community Council as well as legal, corporate and tax advice.

Subsidiaries, Interests and Entities

27. When creating a Subsidiary, the MNO Economic Development Structures shall:
 - a. prescribe the objects and purposes of the Subsidiary;
 - b. prescribe the powers of the Subsidiary;
 - c. fix the fiscal year of the Subsidiary; and
 - d. ensure that the Articles of Incorporation and Bylaws are consistent with this Law.

Administration and Staff

28. Once the Directors of the Infinity Investments GP are appointed by the trustees of the Infinity Trust, these Directors shall appoint the Chief Executive Officer of the Infinity Investments GP and shall set the remuneration and term of office. The Chief Executive Officer of Infinity Investments GP shall act as Chief Executive Officer of the Infinity Investments Structures.

29. The Board of Directors of the Infinity Investments GP shall, as necessary, make recommendations for the Directors and/or Officers of all Subsidiaries, including remuneration and term of office.
30. Subject to this Law, the Infinity Investments Structures and Subsidiaries may:
 - a. employ any Officers and other employees that it considers necessary; and
 - b. determine their respective duties and powers, conditions of employment and remuneration.

Reporting

31. Each Subsidiary shall report on a quarterly basis on their business and financial activities in the form required by the Chief Executive Officer of the Infinity Investments Structures.
32. The MNO Economic Development Structures shall report on a quarterly basis to the MNO Chief Operating Officer on their business and financial activities, who will provide updates to the MNO President, MNO Executive and PCMNO, as required.
33. For each fiscal year, the MNO Economic Development Structures and their Subsidiaries shall submit to the MNO President a report on their operations, businesses and activities, including financial statements.
34. At each Annual General Assembly, an update and report on the activities of the MNO Economic Development Structures, including, Subsidiaries shall be provided to MNO citizens.

Official Mark

35. The MNO shall develop and cause to be registered a mark denoting that an entity is a MNO Economic Development Structures as contemplated under this Law in order to distinguish it from other business entities.
36. Notice of the mark shall be provided to government, industry and other relevant individuals and entities. Only MNO Economic Development Structures under this Law shall be authorized to use this mark.

No Effects on Existing MNO Governance Structures or Agreements

37. Nothing in this law alters or affects the MNO Bylaws, the Charter Agreements or the Regional Consultation Protocols that are in place between the MNO, its Regions and its Community Councils.
38. Nothing in this Law effects or limits the roles, responsibilities and obligations of the MNO, a Community Council or a Regional Consultation Protocol Committee.

39. For greater certainty, this Law does not affect any current or future agreements or arrangements negotiated between the MNO and its Regional Consultation Committees with government and/or industry as a result of Crown consultation and accommodation related activities (i.e., potential payments, shares, revenue sharing, etc.). The Law only sets out a framework in relation to community-based economic development or business opportunities that may be identified in the abovementioned agreements or arrangements (i.e., joint ventures, contract set asides, etc.).

Amendments

40. This Law may be amended by the PCMNO and implemented based on any such amendment.

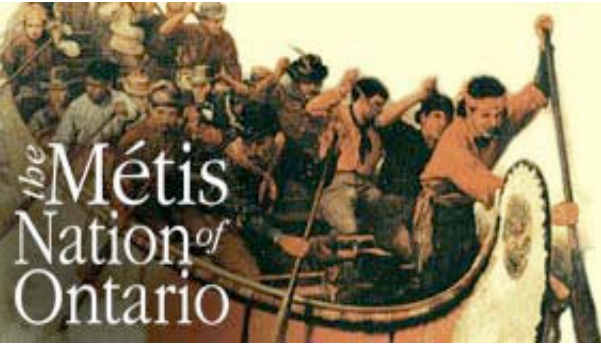
41. The Annual General Assembly shall review and approve any amendments made by the PCMNO to this Law.

Effective Date

42. This Law came into effect on August 25, 2013.

Adopted by the 20th MNO AGA
August 25, 2013

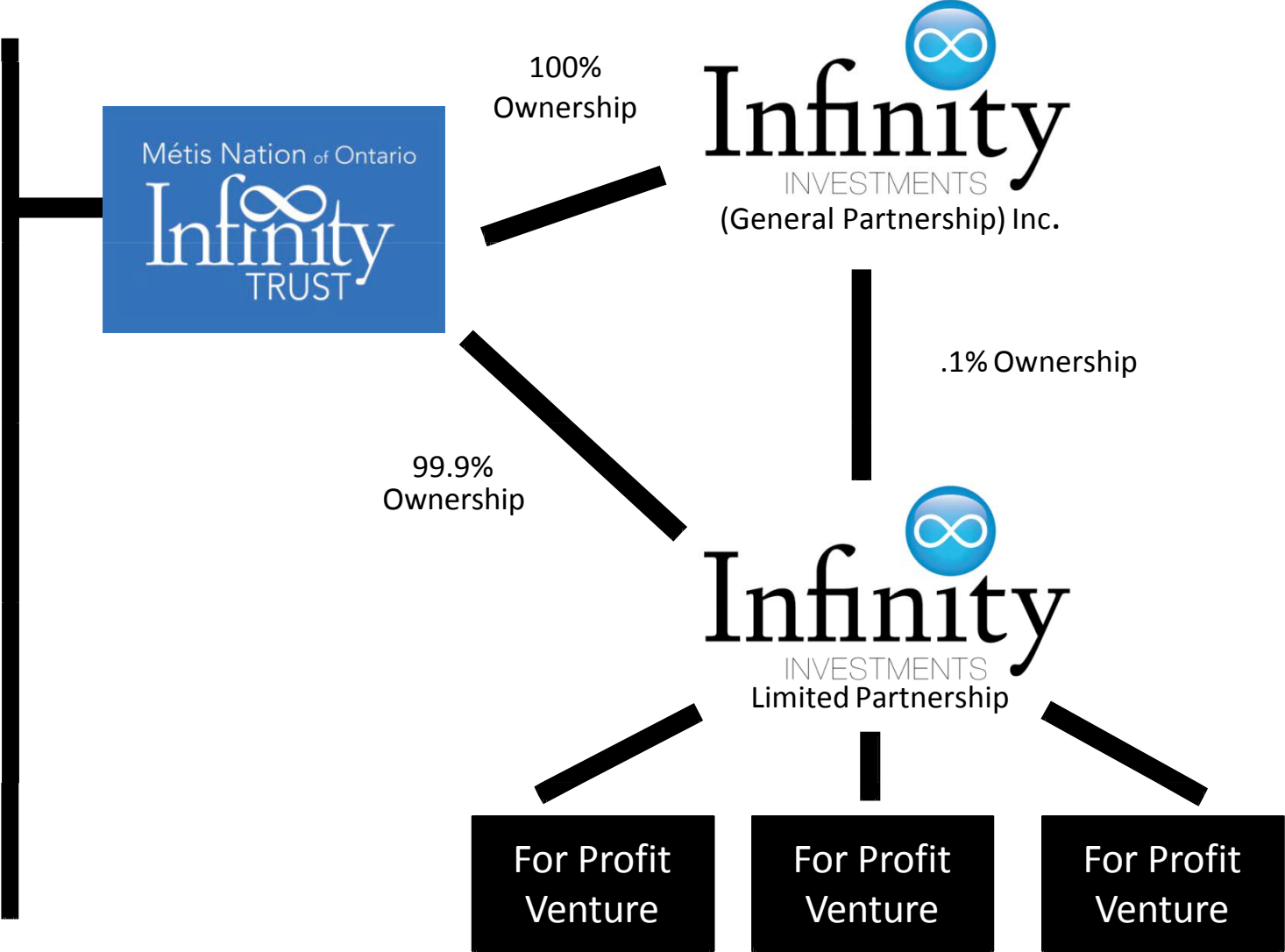
Amended by the 22nd MNO AGA
August 24, 2015



Appendix A

the Métis Nation of Ontario

Sole Beneficiary of Infinity Trust



MNO Prosperity and Self-Sufficiency Law Appendix B

Allocation Formula for Funds Received by MNO from Infinity Trust

