



to provide leadership, promote safety, and enhance the value and reputation of the underground facility locating industry in Canada.



CANADIAN ASSOCIATION OF PIPELINE AND UTILITY LOCATING CONTRACTORS

Bylaws

BY-LAWS

A by-law relating generally to the conduct of the affairs of
Canadian Association Of Pipeline And Utility Locating Contractors
(the "Society")

BE IT ENACTED as a by-law of the Society as follows:

SECTION 1.0 INTERPRETATION

1.1 DEFINITIONS. In these by-laws:

- a. "Act" means the Societies Act of Alberta, being Chapter S-14 of the Revised Statutes of Alberta 2000 and any amendments thereto or regulations thereunder;
- b. "Annual General Meeting" means the annual general meeting of Members at which there will be discussed, presented and voted upon those matters and resolutions as more particularly described in Section 10.1;
- c. "appoint" includes "elect" and vice versa;
- d. "Board of Directors" or "Board", means the board of directors of the Society;
- e. "by-laws" means this by-law and all other by-laws of the Society from time to time in force and effect;
- f. "Meeting" means and includes an Annual General Meeting and a Special Meeting;
- g. "Member" means a duly admitted member of the Society in good standing who has complied with Sections 2.1 to 2.3, as applicable, hereunder and "Members" has a corresponding meaning in the plural;
- h. "non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Alberta);
- i. "Ordinary Resolution" means:
 - I. a resolution passed by a majority of the votes cast by the Members who, if entitled to do so, voted in respect of that resolution in person or by proxy, or
 - II. a resolution signed and consented to in writing by all the Members entitled to vote on that resolution;
- j. "recorded address" means in the case of a Member his address as recorded in the Members' register of the Society and in the case of a director, officer, auditor or member of a committee of the Board, his latest address as recorded in the records of the Society;
- k. "special business" means all business transacted at a Special Meeting and any business transacted at an Annual General Meeting other than receipt and consideration of the

financial statements and auditor's report, election of directors, appointment of the auditors and establishment of annual membership fees;

l. "Special Meeting" means a special meeting of all Members entitled to vote at a Annual General Meeting at which any special business is conducted; and

m. "Special Resolution" means:

I. a resolution passed: (A) at an Annual General Meeting or Special Meeting of which not less than 21 days notice specifying the intention to propose the resolution and details respecting the nature and substance of the proposed resolution has been duly given to the Members, and (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy, or

II. a resolution signed and consented to in writing by all the Members entitled to vote on that resolution;

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, executors, administrators and legal representatives, trusts and unincorporated organizations.

1.2 HEADINGS. 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.

1.3 DEFINED TERMS. All terms defined in the Act have the same meanings in the by-laws and resolutions of the Society.

1.4 CONFLICT WITH THE ACT. All of the provisions of the by-laws shall be subject to the Act. To the extent of any conflict between the provisions of the by-laws and the provisions of the Act, the provisions of the Act shall govern

1.5 INVALIDITY OF ANY PROVISION OF BY-LAWS. The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

SECTION 2.0 MEMBERS

2.1 ELIGIBILITY. Membership in the Society is open to corporations, partnerships, organizations and individuals participating in, supplying or have interests in the goals and objects of the Society and who meets the other conditions and requirements as stated below. Candidates shall not be eligible for admission to the Society until the Board of Directors confirms acceptance of the application of such proposed Member.

2.2 CLASSES OF MEMBERSHIP. There are three (3) classes of membership in the Society as categorized below and which must meet the conditions and requirements set out below:

2.2.1 REGULAR MEMBER. Regular Members must meet the following conditions and requirements for admission as Members of the Society:

- a) Regular Members must be corporations or partnerships incorporated in any jurisdiction in Canada;
- b) Regular Members must have, and at all times maintain, a Certificate of Recognition (COR) issued by Alberta Employment and Immigration, or equivalent certification issued by a provincial governmental organization or authority in those provinces in which it works;
- c) Regular Members must pay an annual membership fee as established at each Annual General Meeting; and
- d) Regular Members must at all times adhere to the standards developed, published and promulgated by the Society.

2.2.2 ASSOCIATE MEMBER. Associate Members must meet the following conditions and requirements for admission as Members of the Society:

- a) Associate Members must be corporations or partnerships incorporated or formed in any jurisdiction in Canada;
- b) Associate Members must operate a business which supplies of goods or services to the: (i) locating industry, (ii) buried facility owners/operators that purchase locating services, (iii) training organizations, (iv) one-call centers, or (v) buried facility damage prevention organizations;
- c) Associate Members must pay an annual membership fee as established at each Annual General Meeting; and
- d) Associate Members must at all times adhere to the standards developed, published and promulgated by the Society.

2.2.3 AFFILIATE MEMBERS. Affiliate Members must meet the following conditions and requirements for admission as Members of the Society:

- a) Affiliate Members must be corporations, partnerships, organizations or associations incorporated or formed in any jurisdiction in Canada or individuals resident in Canada;
- b) Affiliate Members must acknowledge and endorse the purposes and objects of the Society;
- c) Affiliate Members must pay an annual membership fee as established at each Annual General Meeting; and
- d) Affiliate Members must at all times adhere to the standards developed, published and promulgated by the Society.

2.3 FEES. Membership fees shall be established by Ordinary Resolution at each Annual General Meeting. The Board of Directors is authorized to establish from time to time dues payment procedures and penalties as required. Membership fees are due and payable as of July 1 of each calendar year. Fees for newly admitted Members shall be prorated from the date of acceptance of the Member's application to next following June 30th.

2.4 RIGHTS OF MEMBERS. All Members shall receive, on an annual basis, recognition of membership by way of a membership certificate and a listing on the Society's website. In addition, Members who are in good standing shall have the following rights and entitlements:

- a) All Members shall be entitled to attend all Meetings. Regular Members are entitled to one vote at each Meeting in respect of all matters to be voted upon at any Meeting. Associate Members are entitled to one vote at each Meeting in respect of all matters, other than financial matters and decisions, to be voted upon at any Meeting. Affiliate Members shall not have any voting rights or privileges at any Meetings.
- b) All Members which are corporations, partnership, associations or organizations must designate an individual who is a shareholder, director, officer, employee or other authorized individual to act as a representative for such Member and who will be accountable to the Society as such. The designed individual representative shall be entitled to attend Meetings as agent on behalf of the Member and, where the Member has voting rights, to vote at Meetings on behalf of the Member.
- c) Designated individual representatives of Regular Members and Associate shall be entitled to participate on the Board of Directors and on committees.
- d) Affiliate Members, or their designated individual representative, as applicable, are entitled to participate on the Society's committees.

2.5 WITHDRAWAL. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors addressed to the attention of the President.

2.6 EXPULSION. Any Member may be temporarily suspended or permanently expelled from the Society by a resolution of the Board of Directors for failure to meet any of the conditions or requirements set out above or for any other reason which the Board determines to be detrimental to the Society's best interests. The Board of Directors shall give a Member six (6) weeks notice in writing prior to taking any action respecting suspension or expulsion of the Member during which time the Member shall have the opportunity to respond to the pending action by way of a submission in writing addressed to the Board of Directors. Any such notice provided by the Board of Directors to a Member shall also set out the conditions or requirements that must be met or satisfied by the Member in order to be considered for future readmission as a Member of the Society. The Board of Directors shall consider any Member's written submission and thereafter, as deemed appropriate in the Board's sole discretion, shall make a final decisions whether to proceed or not proceed with any proposed suspension or expulsion of such Member by providing a further written notice to the Member regarding the final decision of the Board. If a Member does not provide a written submission to the Board as described herein, the suspension or expulsion of the Member shall take effect immediately at the expiry of the aforementioned six (6) week period. Members which have been previously suspended or expelled are eligible for readmission as Members subject to satisfying or complying with any and all conditions or requirements imposed by the Board on such Members at the time of expulsion or suspension.

2.7 PROFITS. No Member shall realize any gain or profit, whether directly or indirectly by virtue of their membership in the Society and all profits or gains realized by the Society shall be used solely for the promotion of the objects of the Society. Any Member which uses the mailing list, or permits a third party to use of the mailing list, of the Society to solicit, promote or otherwise advance such Member's or third party's business interests is subject to the forfeiture of their membership.

SECTION 3.0 ADMINISTRATION

3.1 REGISTERED OFFICE and SEPARATE RECORDS OFFICE. The registered office of the Society shall be at a place within Alberta as appointed by the Board of Directors. Unless the Board designates a separate records office, the registered office of the Society shall also be its records office.

3.2 SEAL. The Board shall adopt a seal for the use of the Society. The said seal shall at all times remain in the custody of the Secretary and shall be affixed to documents only by the authority of the President or the Secretary of the Society.

3.3 LOGO. Any use of the official logo or membership logo of the Society must be in compliance with brand guidelines as established by the Board of Directors.

3.4 FISCAL YEAR. The financial or fiscal year of the Society shall be April 1 to March 31 each year.

3.5 EXECUTION OF INSTRUMENTS. The Secretary or any other officer or any director may sign certificates and similar instruments on the Society's behalf with respect to any factual matters relating to the Society's business and affairs, including certificates certifying copies of the by-laws, resolutions and minutes of meetings of the Society. Subject to the foregoing, deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Society by two persons, one of whom holds the office of President of the Board, Director, or Vice-President and the other of whom holds one of the said offices or the office of Secretary, Treasurer, or any other office created by by-law or by resolution of the Board; provided, however, that if the Society has only one director, that director alone may sign any such documents on behalf of the Society. In addition, and notwithstanding the foregoing, the Board may from time to time designate any person or persons to execute deeds, transfers, assignments, contracts, obligations, certificates and other instruments or classes of instruments of any kind and nature on behalf of the Society.

3.6 BANKING ARRANGEMENTS. The banking business of the Society including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

3.7 PROVISION OF SERVICES. The Society is authorized to provide services and/or products to Members and other third parties and the Board of Directors may establish and determine appropriate fees or charges which shall be charged by the Society for the provision of such services and/or products.

SECTION 4.0 BORROWING AND SECURITIES

4.1 BORROWING POWERS. The Society may borrow, raise money or secure a payment of money in such manner as it thinks fit. In particular, but without limiting the generality of the foregoing, the Board may from time to time:

- a) borrow money upon the credit of the Society without the authorization of the Members;

- b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Society, whether secured or unsecured provided the Board has obtained approval by a Special Resolution;
- c) charge, mortgage, hypothecate, pledge or otherwise create, issue, execute and deliver a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Society without the authorization of the Members;
- d) give a guarantee on behalf of the Society to secure the obligation of any person without the authorization of the Members; and
- e) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments without the authorization of the Members.

SECTION 5.0 DIRECTORS

5.1 **NUMBERS.** The Board of Directors will consist of nine (9) directors elected in accordance with these by-laws. At all times, the Board of Directors must be comprised of a majority of representatives of Regular Members and a minimum of one (1) director position must be filled by a representative of an Associate Member.

5.2 **ELECTIONS AND TERM.** The election of directors shall take place at each Annual General Meeting by an Ordinary Resolution. The term for appointment of each directors elected to the Board is two (2) years provided that four (4) directors are to be elected in even years and five (5) directors are to be elected in odd years. Subject to the foregoing, any director shall be eligible for re-election at an Annual General Meeting. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

5.3 **POWER OF BOARD.** The Board shall, subject to the by-laws or directions given to it as approved by a Special Resolution passed at a Special Meeting, have full control of the management of the business and affairs of the Society. Subject to the provisions of these by-laws relating to participation by telephone, the powers of the Board may be exercised by a meeting at which a quorum is present.

5.4 **SPECIAL RESOLUTION.** The Members may, by Special Resolution passed at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any director from office before the expiration of that director's term of office and elect any person in that director's stead for the remainder of the term. If the vacancy created by such removal is not filled at the Special Meeting at which the director was removed, such vacancy may be filled by the Board as provided in Section 5.6 below.

5.5 **CEASING TO HOLD OFFICE.** A director ceases to hold office when he dies, when he is removed from office by the Members, when he ceases to be qualified for election as a director, or when his written resignation is sent or delivered to the Society, or if a time is specified in such resignation, at the time so specified, whichever is later.

5.6 **VACANCIES ON THE BOARD OF DIRECTORS.** Subject to the bylaws, a quorum of the Board may fill a vacancy in the Board. In the absence of a quorum of the Board or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors, the Board shall forthwith call a Special Meeting in order to have a resolution passed by the Members to fill the vacancy. If the Board fails to call such meeting or if there are no such directors then in office, any Member may call the Special Meeting.

5.7 QUALIFICATION. The following persons are disqualified from being a director of the Society:

- a) anyone who is less than 18 years of age;
- b) anyone who
 - I. is a dependent adult as defined in The Dependent Adults Act or is the subject of a certificate of incapacity under that Act,
 - II. is a formal patient as defined in The Mental Health Act, 1972,
 - III. is the subject of an order under The Mentally Incapacitated Persons Act appointing a committee of his person or estate or both, or
 - IV. has been found to be a person of unsound mind by a court elsewhere than in Canada;
- c) a person who has the status of bankrupt.
- d) a person who is not an individual.

5.8 RESOLUTION IN LIEU OF MEETING. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors. A director may signify his assent to such resolution by facsimile or other means of electronic transmission and such assent shall be as effective as if such director had originally signed such resolution in his own hand and shall be legally effective to create a valid and binding resolution. Any resolutions may be executed in separate counterparts and all such executed counterparts when taken together shall constitute one resolution.

5.9 PARTICIPATION BY TELEPHONE. A director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

5.10 PLACE OF MEETINGS. Meetings of the Board may be held at any place in or outside Canada.

5.11 CALLING OF MEETINGS. Meetings of the Board shall be held from time to time as often as the business of the Society shall require but no less than once each year. Meetings of the Board shall be held at such time and at such place as the Board may determine.

5.12 NOTICE OF MEETING. Notice in writing of the time and place of each meeting of the Board shall be given to each director not less than two (2) clear business days, excluding any part of a non-business day, before the time when the meeting is to be held. Such notice may be delivered in the manner set out in Section 14.1 and shall be delivered to the latest address of the director as shown in the records of the Society or in the last annual return filed pursuant to Section 26 of the Act. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except any proposal to:

- a) submit to the Members any question or matter requiring approval of the Members;
- b) fill a vacancy among the directors;
- c) approve any annual financial statements;
- d) adopt, amend or repeal by-laws;
- e) demand or accept the resignation of or make the appointment of any officer or officers;
- or
- f) call an Annual General Meeting or Special Meeting.

A director may in any manner waive notice of a meeting of the Board of Directors or otherwise consent thereto, and attendance of a director at a meeting of the Board of Directors is a waiver of notice of the meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called.

5.13 FIRST MEETING OF NEW BOARD. Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the Annual General Meeting at which such Board is elected.

5.14 ADJOURNED MEETING. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.15 REGULAR MEETINGS. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the by-laws require the purpose thereof or the business to be transacted thereat to be specified.

5.16 PRESIDENT AND SECRETARY. The President, or in his absence, a Vice-President shall be chairman of any meeting of the Board. If none of the said officers are present, the directors present shall choose one of their number to be chairman. The Secretary of the Society shall act as secretary at any meeting of the Board, and if the Secretary of the Society be absent, the chairman of the meeting shall appoint a person, who need not be a director, to act as secretary of the meeting.

5.17 QUORUM. A majority of the directors appointed shall constitute a quorum for the transaction of business at a meeting of the Board of Directors and, notwithstanding any vacancy among the directors, a quorum of the directors may exercise all the powers of the Board.

5.18 VOTES TO GOVERN. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chairman, in addition to his or her original vote, shall have a second casting vote. All votes at any such meetings shall be taken by ballot if demanded by any director present, but where no demand is made, the vote shall be taken in the usual way by assent or dissent.

5.19 CONFLICT OF INTEREST. A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Society shall disclose the nature and extent of his interest to the Board. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Society's business would not require approval by the Board, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve the same.

5.20 REMUNERATION. Directors of the Society shall not receive any remuneration for acting as such but shall be entitled to be reimbursed for out-of-pocket expenses incurred in attending Board, committee or Members' meetings or otherwise in respect of the performance by them of their duties as the Board may from time to time determine.

SECTION 6.0 COMMITTEES

6.1 COMMITTEES. The Board may appoint committees and delegate to such committee any of the powers of the Board. The functions, duties and responsibilities of any such committee shall be determined by the Board of Directors. At the discretion of the Board of Directors, members of committees may be reimbursed for their reasonable travel expenses for attending any meetings of the committee or Meetings rated at government allowances.

6.2 TRANSACTION OF BUSINESS. Subject to the provisions of these by-laws relating to participation by telephone, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada and may be called by any one member of the committee giving notice in accordance with the by-laws governing the calling of directors meetings.

6.3 PROCEDURE. Unless otherwise determined herein or by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

SECTION 7.0 OFFICERS

7.1 APPOINTMENT OF OFFICERS. The Board of Directors must, annually, appoint a President, a Vice President, a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Society. All officers including the President, must be duly elected or appointed directors of the Board. The President or such other officer as the Board may designate, shall be the chief executive officer of the Society.

7.2 PRESIDENT. The Board shall appoint a President who shall, subject to the authority of the Board, have general supervision of the business of the Society and shall have such other powers and duties as the Board may specify or assign to the President. The President shall preside at all Meetings at which he or she is present. During the absence or disability of the President, his or her duties shall be performed and his or her powers exercised by the Vice President. If appointed, the president shall be the chief executive officer, and,

7.3 VICE PRESIDENT. The Board shall appoint a Vice President who shall have such powers and duties as the Board may specify.

7.4 SECRETARY. The Board of Directors shall appoint a secretary. The secretary shall be entitled to attend, and in such case shall be the secretary of, all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to Members, directors, officers, auditors and members of committees of the Board. The Secretary shall be the custodian and shall have charge of the corporate seal of the Society (or the stamp or mechanical device generally used for affixing the seal of the Society) which seal whenever used shall be authenticated by the signature of the

President or the secretary. The secretary shall have charge of all books, papers, records, documents and instruments belonging to the Society, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the Board or the chief executive officer may specify.

7.5 TREASURER. At their option, the Board of Directors may appoint a treasurer. The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society. The treasurer shall render to the Board whenever required an account of all his transactions as treasurer and of the financial position of the Society and he shall have such other powers and duties as the Board or the chief executive officer may specify.

7.6 POWERS AND DUTIES OF OTHER OFFICERS. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board or the chief executive officer may specify. 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 or the chief executive officer otherwise directs.

7.7 VARIATION OF POWERS AND DUTIES. The Board may from time to time subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

7.8 TERM OF OFFICE. Each officer appointed by the Board shall hold office until the earlier of the date his or her resignation becomes effective, the date his or her successor is appointed or the date he or she is removed by the Board or otherwise ceases to be qualified for that office using the same criteria specified in Section 5.7. The Board, in its discretion, may remove any officer of the Society from his or her position as officer, and may choose whether or not to appoint a successor.

7.9 TERMS OF EMPLOYMENT AND REMUNERATION. The terms of employment and the remuneration of officers appointed by the Board shall be settled by it from time to time. The fact that any officer is a director or Member of the Society shall not disqualify him from receiving such remuneration as an officer as may be determined. All officers shall be subject to removal by resolution of the Board at any time, with or without cause, notwithstanding any agreement to the contrary, provided however, that this right of removal shall not limit in any way such officer's right to damages or other rights by virtue of such agreement or any other rights resulting from such removal in law or in equity.

7.10 CONFLICT OF INTEREST. An officer shall disclose his interest in any material contract or proposed material contract with the Society in accordance with Section 5.19.

SECTION 8 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 LIMITATION OF LIABILITY. Every director and officer of the Society in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or

upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default. No act or proceeding of any director or officer or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or officer or Board. Directors and officers may rely upon the accuracy of any statement or report prepared by the Society's auditors, internal accountants or other responsible officials.

8.2 INDEMNITY. The Society shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a Member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Society or any such body corporate) 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 Society or such body corporate, if:

- a) he acted honestly and in good faith with a view to the best interests of the Society; 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.

8.3 INSURANCE. The Society may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board may from time to time determine.

SECTION 9 AUDITING AND RECORDS

9.1 APPOINTMENT OF AUDITOR. The Members shall by Ordinary Resolution at each Annual General Meeting appoint an auditor to audit the accounts of the Society which auditor shall hold office until the next Annual General Meeting provided 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.

9.2 BOOKS AND RECORDS. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year. The auditor of the Society shall have a right of access to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the directors and officers of the Society such information as may be necessary for the performance of the auditor's duties.

9.3 APPROVAL OF STATEMENT. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at a meeting of the Directors for their approval.

9.4 ACCESS TO BOOKS AND RECORDS. The books and records of the Society may be inspected by any Member at an Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each director shall, at all times, have access to such books and records.

SECTION 10.0 MEETINGS

10.1 ANNUAL GENERAL MEETINGS. The Society shall hold an Annual General Meeting and shall present at each Annual General Meeting a financial statement setting out its income, disbursements, assets and liabilities which financial statement shall be audited and signed by the Society's auditor. Annual General Meetings shall be held each year at such time in each year and, subject to Section 10.5, at such place as the Board may from time to time determine, for the purpose of receiving and considering the financial statements and auditors' report, electing directors, appointing auditors, establishing annual membership fees and for the transaction of such other special business as may properly be brought before the Meeting.

10.2 SPECIAL MEETINGS. The Board shall have the power to call a Special Meeting at any time, for the transaction of any special business which may be properly brought before such a Special Meeting. All business transacted at a Annual General Meeting, other than receipt and consideration of the financial statements and auditors' report, election of directors (other than pursuant to Section 5.4), appointment of the auditors and establishing annual membership fees is deemed to be special business.

10.3 PARTICIPATION BY TELEPHONE. A Member or any other person entitled to attend a Meeting may participate in such Meeting by means of telephone or other communications facilities that permit all persons participating in the Meeting to hear each other and a person participating in such a Meeting by those means is deemed to be present at the Meeting provided that any Member participating in such manner shall only be entitled to vote in respect of any question or resolution raised at such Meeting by way of proxy.

10.4 PLACE OF MEETINGS. Meetings of Members shall be held at locations the Board of Directors shall so determine, provided that all Annual General Meetings shall be held at a place within Alberta..

10.5 CALLING AND NOTICE OF MEETINGS. Notice of the time and place of each Annual General Meeting or Special Meeting shall be sent not less than twenty-one (21) days and no more than sixty (60) days to each Member recorded on the books of the Society and who is entitled to attend and/or vote at such Meeting, each director and the auditor of the Society. All notices of Meetings may be delivered in the manner set out in Section 14.1 to the Members, the directors and the auditor in each case at their latest address as shown in the records of the Society. Failure to receive a notice does not deprive a Member of the right to vote at a Meeting. Any Meeting may be called at any time by the Secretary upon the instruction of the President or the Board. In addition, a Special Meeting may be called by the President or Secretary upon receipt by him or her of a petition signed by 1/3 of the Members, setting forth the reasons for calling such Special Meeting. Such petition shall be delivered to each Member recorded on the books of the Society concurrently with the notice in respect of such Special Meeting in the manner and the time set out in this Section 10.6. All notices of Meetings shall state the time and the place of the proposed Meeting and each notice of a Meeting at which special business is to be transacted shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the Meeting.

10.6 PRESIDENT AND SECRETARY. The chairman of any Meeting shall be the first mentioned of such of the following officers as have been appointed and who is present at the

Meeting: president or vice-president. If no such officer is present within fifteen (15) minutes from the time fixed for holding the Meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Society is absent, the chairman shall appoint some person, who need not be a Member, to act as secretary of the Meeting.

10.7 PERSONS ENTITLED TO BE PRESENT. The only persons entitled to be present at Meetings shall be Members, the directors and auditors of the Society, others who, although not entitled to attend are entitled or required under any provision of the Act or by-laws to be present at the Meeting, legal counsel to the Society when invited by the Society to attend the Meeting, and any other person on the invitation of the chairman of the Meeting or with the consent of the Meeting.

10.8 QUORUM/ADJOURNMENT. A quorum for the transaction of business at the Annual General Meeting or Special Meetings shall be ten (10) per cent of Members in good standing present in person, each being a Member entitled to vote thereat, or a duly appointed proxyholder for an absent Member so entitled. If a quorum is present at the opening of the Annual General Meeting or Special Meeting, the Members present or represented by proxy may proceed with the business of the Meeting. If a quorum is not present at the opening of any Meeting, the Members present or represented by proxy may adjourn the Meeting to a fixed time and place but may not transact any other business.

10.9 RIGHT TO VOTE. Every person shall be entitled to vote at Meetings who at the time is entered in the register of Members and who has voting rights in respect of the matter to be voted upon. Each Member shall be entitled to one vote on each question arising at any Meeting. Votes of Members shall only be given personally or by proxy.

10.10 PROXIES. Every Member entitled to vote at a Meeting may appoint an alternate Member to serve as a proxyholder or, in the case of a Member which is a corporation or partnership, an individual who is a shareholder, director, officer, employee or other authorized individual of such Member to attend and act at the Meeting in the manner and to the extent authorized, and with the authority conferred by, the proxy. A proxy shall be in writing executed by the Member or his attorney and shall conform in content and form with the form approved by the Board. Any Member may only act as a proxyholder for up to four (4) other Members.

10.11 TIME FOR DEPOSIT OF PROXIES. The Board may specify in a notice calling a Meeting a time, preceding the time of such Meeting by not more than forty-eight (48) hours exclusive of non-business days, before which time proxies to be used at such Meeting must be deposited with the Society or its agent. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the secretary of the Society or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the secretary of the Society or by the chairman of the Meeting or any adjournment thereof prior to the time of voting.

10.12 VOTES TO GOVERN. Unless otherwise provided in this bylaw, all questions proposed for the consideration of, and voting by, Members at a Meeting shall be determined by an Ordinary Resolution and in the event of an equality of votes at any Meeting either upon a show of hands or upon a ballot there shall be no second or casting vote.

10.13 SHOW OF HANDS. Any question to be voted upon at a Meeting shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a

show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot thereon is 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 Meeting shall be prima facie evidence of the fact without proof of the number or proportion 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 Members upon the said question.

10.14 **BALLOTS.** On any question proposed for consideration and voting at a Meeting, and whether or not a show of hands has been taken thereon, any Member or proxyholder entitled to vote at the Meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

10.15 **ADJOURNMENT.** The chairman at a Meeting may, with the consent of the Members at such Meeting and subject to such conditions as the Members may decide, adjourn the Meeting from time to time and from place to place. If a Meeting is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned Meeting, other than by announcement at the earliest Meeting that is adjourned. If a Meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned Meeting shall be given as for an original Meeting. Unless the Meeting is adjourned by one or more adjournments for an aggregate of more than ninety (90) days the Board need not concurrently with giving notice of a Meeting send a form of proxy in prescribed form to each Member who is entitled to receive notice of the Meeting.

10.16 **RESOLUTION IN LIEU OF MEETING.** A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting is as valid as if it had been passed at a Meeting; and a resolution in writing dealing with all matters required to be dealt with at a Meeting and signed by all the Members entitled to vote at such Meeting, satisfies all the requirements relating to Meetings. A copy of every such resolution in writing shall be kept with the minutes of the Meetings. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed. A Member may signify his assent to such resolution by facsimile or other means of electronic transmission and such assent shall be as effective as if such Member had originally signed such resolution in his own hand and shall be legally effective to create a valid and binding resolution. Any resolutions may be executed in separate counterparts and all such executed counterparts when taken together shall constitute one resolution.

SECTION 11.0 DISSOLUTION

11.1 Upon the dissolution, liquidation or winding-up of the Society, and after payment of all the Society's debts and liabilities, all remaining property of the Society shall be transferred pursuant to the provisions of the Act.

SECTION 12.0 AMENDING BY-LAWS

12.1 The by-laws of the Society may only be rescinded, altered or added to by a Special Resolution of the Members.

SECTION 13.0 DISPUTE RESOLUTION

13.1 A dispute arising out of the affairs of the Society and between any Members of the Society or between:

- a) a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member, or
- b) a person claiming through the Member or aggrieved person or claiming under the bylaws,

and the Society or a director or officer of the Society, shall be decided and resolved by arbitration pursuant to the Arbitration Act (Alberta).

A decision made pursuant to arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench of Alberta, and there shall be no appeal from it.

SECTION 14.0 NOTICES

14.1 METHOD OF GIVING NOTICES. Notice of the time and place of each meeting of the Board shall be made pursuant to Section 5.12. Notice of the time and place of each Meeting shall be made pursuant to Section 10.6. Any notice, communication or document to be given, sent, delivered or served pursuant to the Act, the by-laws or otherwise to a Member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if: (a) delivered personally to the person to whom it is to be given or if delivered by courier to his recorded address, (b) if mailed to him at his recorded address by registered, prepaid ordinary or air mail, (c) or if sent to him at his recorded address by facsimile or by any means of transmitted, recorded, electronic or other forms of telecommunication. Any notice or delivery so given or made shall be deemed to have been given or made and received on the day of delivery, if delivered in person or by courier, or on the third business day after the date of mailing, or on the day of transmission in the case of electronic communication. The Secretary may change or cause to be changed the recorded address of any Member, director, officer, auditor or member of a committee of the Board in accordance with any information believed by him to be reliable.

14.2 COMPUTATION OF TIME. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving of the notice shall be excluded and the date of the meeting or other event shall be included.

14.3 OMISSIONS AND ERRORS. Irregularities in the notice of any meeting of directors or Members, or in the giving thereof, or the accidental omission to give any notice to any Member, director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person 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.

14.4 WAIVER OF NOTICE. Any Member (or his duly appointed proxyholder), director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the by-laws or otherwise and such waiver or abridgment shall cure any default in the giving

or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing, provided that attendance of a director at a meeting of directors or of a Member or any other person entitled to attend a Meeting is a waiver of notice of the meeting except where such director, Member or other person, as the case may be, 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.

14.5 SIGNATURES TO NOTICES. The signatures to any notice to be given by the Society may be written, stamped, typewritten or printed or written, stamped, typewritten or printed in whole or in part.

Name and Signature	Occupation	Address	Name and Signature of Witness

APPROVED BYLAWS



DATED at Calgary, Alberta, on June 17, 2011.

Randy Palaniuk
President