

- 1.01.08 All terms contained in the By-laws which are defined in the Act but not in the By-laws shall have the meanings given to such terms in the Act;
- 1.01.09 Words importing the singular number only shall include the plural and vice versa;
- 1.01.10 Words importing the masculine gender shall include the feminine and neuter genders;
- 1.01.11 Words importing persons shall also include bodies corporate, corporations, companies, partnerships, syndicates, trusts, entities, unincorporated organizations and any number or aggregate of persons; and
- 1.01.12 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 or interpreting 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.

ARTICLE TWO - BUSINESS OF THE ASSOCIATION

2.01 CORPORATE SEAL - (a) Until changed by the Board the corporate seal of the Association shall be in the form impressed in the margin hereof.

(b) The Board shall be responsible for the custody and use of the seal.

2.02 EXECUTION OF DOCUMENTS - (a) Documents may, where the Board consists of a sole Director, be signed on behalf of the Association by such Director. Documents may, where the Board consists of more than One (1) Director, be signed on behalf of the Association by the President and the Secretary;

(b) In addition to (a) above, the Board may at any time and from time to time specifically authorize any person or persons to sign on behalf of the Association any Document, and/or direct the manner in which any Document may or shall be signed;

(c) Any Signing Officer may affix the corporate seal of the Association to any Document;

(d) All Documents signed or executed in accordance with (a), (b) or (c) above shall be binding upon the Association without any further authorization or formality.

2.03 BANKING ARRANGEMENTS - The banking business of the Association 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. All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or the person or persons, whether or not officers of the Association, and in such manner as the Board at any time and from time to time designates by resolution.

2.04 BORROWING - After approval of the members, the Directors may borrow or raise or secure the payment of money in such manner as they see fit; Provided however in no case shall debentures be issued without the sanction of a special resolution of the Association.

2.05 FISCAL YEAR - Unless otherwise ordered by the Board, the Association's fiscal year shall be from the 1st day of January to the 31st day of December.

2.06 LOCAL CHAPTERS - The Board may divide the Province of Alberta into regions or districts and may, provided sufficient interest is shown, create independent Local Chapters of the Association.

2.07 BY-LAWS - The By-laws of the Association shall not be rescinded, altered or added to except by special resolution of the Association.

ARTICLE THREE - DIRECTORS

3.01 NUMBER AND POWERS - The Board shall consist of not less than One (1) director and not more than Nine (9) directors. The Board shall manage the business and affairs of the Association and exercise all such powers and do all such acts and things as may be exercised or done by the Association and not by the Act or the By-laws expressly directed or required to be done in some other manner.

3.02 QUALIFICATION - Only Honorary Life Members with voting privileges, Voting Life Members and Annual Voting Members in good standing shall be eligible to be elected as directors. Every director shall be an Alberta resident Eighteen (18) or more years of age.

3.03 ELECTION AND TERM - The election of directors shall take place at the first meeting of members and at each succeeding annual meeting of members, and all the directors then in office shall cease to hold office but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the members otherwise determine. The election shall be by ordinary resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

3.04 REMOVAL OF DIRECTORS - The members may by ordinary resolution at a special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors.

3.05 VACATION OF OFFICE - The office of a director shall be vacated if:

3.05.01 he dies;

3.05.02 he sends to the Association a written resignation and such resignation, if not effective immediately, becomes effective in accordance with its terms;

3.05.03 he ceases to be qualified for election as a director.

3.06 VACANCIES - A quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the members to elect the number or minimum number of directors required by the By-Laws. In the absence of a quorum of the Board, or if a vacancy has arisen from a failure of the members to elect the minimum number of directors required by the By-Laws, the Board shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any member may call the meeting.

3.07 ACTION BY THE BOARD - The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office. Where the Association has only One (1) director, that director may constitute the meeting.

3.08 VALIDITY OF ACTS - An act by a director or officer is valid notwithstanding any irregularity in his election or appointment or a defect in his qualification.

ARTICLE FOUR - MEETINGS OF DIRECTORS

4.01 PLACE OF MEETINGS - Meetings of directors and of any committee of directors may be held at any place as determined by the President, or any three (3) directors.

4.02 CALLING OF MEETINGS - A meeting of directors may be convened from time to time by any director, and the Secretary (if any) shall upon direction of any director convene a meeting of the directors.

4.03 NOTICE - (a) Notice of the time and place of the holding of any meeting of the directors shall be given to each director in the manner provided in Article Ten not less than Seven (7) days (exclusive of the day on which the notice is given but inclusive of the day for which notice is given) before the date of the meeting; Provided that meetings of the directors or of any committee of directors may be held at any time without formal 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 the absent directors have waived notice. A notice of meeting of directors need not specify the purpose of the business to be transacted at the meeting.

(b) For the first meeting of directors to be held following the election of directors at an annual or special meeting of the members or for a meeting of the directors at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

4.04 ADJOURNMENT - Any meeting of the Board or of any committee of directors may be adjourned from time to time by the Chairman of the meeting with the consent of the meeting, to a fixed time and place and no notice of the time and place for the continuance of the adjourned meeting need be given to any director 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 a 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.

4.05 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 time and place of such regular meetings shall be sent to each director forthwith after being passed and no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.06 QUORUM - The quorum for the transaction of business at any meeting of the Board shall be as follows:

- 4.06.01 if the Association has Two (2) or more directors, the quorum shall consist of a simple majority of the directors of the Association; and
- 4.06.02 if the Association has One (1) director, that director alone shall constitute the quorum.

4.07 CHAIRMAN - The Chairman of any meeting of the Board shall be the President, failing which the directors present shall chose One (1) of their number to be Chairman.

4.08 VOTES TO GOVERN - At all meetings of the Board every question shall be decided as follows:

- 4.08.01 if the Association has Two (2) or more directors, by a simple majority of the votes cast on the question. In case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote; and
- 4.08.02 if the Association has One (1) director the vote of that director shall decide the question.

ARTICLE FIVE - COMMITTEES OF DIRECTORS

5.01 GENERAL - The directors may from time to time appoint from their number

a committee of directors and may delegate to such committee any of the powers of the directors.

5.02 TRANSACTION OF BUSINESS - The powers of a committee of directors may be exercised by a meeting in 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.

5.03 PROCEDURE - Unless otherwise determined by the Board each committee shall have the power to:

- 5.03.01 fix its quorum at not less than a majority of its members;
- 5.03.02 elect its Chairman; and
- 5.03.03 regulate its procedure.

ARTICLE SIX - RELATIONSHIP OF DIRECTORS TO CORPORATION

6.01 REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES - (a) With the exception of the Secretary and/or Treasurer the directors and officers shall serve without any remuneration or compensation, provided however, the Board may reimburse a director or officer for his travelling and other expenses properly incurred by them in connection with the affairs of the Association. The directors may by resolution award special remuneration to any director undertaking any special services on the Association's behalf other than the routine work ordinarily required of a director of the Association. The confirmation of any such resolution or resolutions by the members shall not be required.

(b) If any director or officer of the Association shall be employed by or shall perform services for the Association other than as a director or officer, or shall be a member of a firm, or shareholder, director or officer of a body corporate which is employed by or performs services for the Association, the fact of his being a director or officer of the Association shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

6.02 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 party who is a party to, a material contract or proposed material contract with the Association, shall disclose in writing to the Association and request to have entered in the minutes of meetings of directors of the Association the nature and extent of his interest. Any director or officer so interested shall not vote on any resolution to approve the contract.

6.03 SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL - The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the members or at any special meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement

is imposed by the Act or the By-laws) shall be as valid and as binding upon the Association and upon all the members as though it had been approved, ratified and/or confirmed by every member of the Association.

6.04 LIMITATION OF LIABILITY - No director or officer for the time being of the Association 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 act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation 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 Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his office or in relation thereto, unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith with a view to the best interests of the Association, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board.

6.05 INDEMNITY - Except in respect of an action by or on behalf of the Association to procure a judgment in its favour against him, the Association shall indemnify each director and officer of the Association and each former director and officer of the Association and his heirs and legal representatives, against all costs, charges and expenses, including any 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 Association, if:

6.05.01 he acted honestly and in good faith with a view to the best interests of the Association; and

6.05.02 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.

6.06 INSURANCE - The Association 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.

6.07 SAVING - Subject to compliance with Section 6.02, it is declared that no director shall be disqualified from holding office, or required to vacate his office, by reason of holding any office or place of profit in the Association

or in any body corporate in which the Association shall be a shareholder or by reason of being in any manner directly or indirectly interested or contracting with the Association either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which he is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any director be liable to account to the Association or any of its members or creditors for any profit arising from any such office or place of profit, and, no contract or arrangement entered into by or on behalf of the Association 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 Association 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, if the director has complied with Section 6.02 hereof, and if the contract or arrangement was approved by the Board or the members and it was reasonable and fair to the Association at the time it was approved.

ARTICLE SEVEN - OFFICERS

7.01 APPOINTMENT - The directors annually or as often as may be required may appoint a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer, and one or more assistants to any of the officers so appointed. All of such officers shall be a director of the Association. Two (2) or more such offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer he may but need not be known as the Secretary-Treasurer. The directors may from time to time appoint such other officers, employees and agents as they shall consider necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the Board.

7.02 REMOVAL OF OFFICERS - The Board may by resolution remove any officer, employee or agent at any time with or without cause.

7.03 DUTIES OF OFFICERS MAY BE DELEGATED - In case of the absence, inability or refusal to act of any officer of the Association or for any other reason which the Board may consider sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

7.04 PRESIDENT - The President shall exercise general supervision over the business and affairs of the Association. The President shall, when present, preside at all meetings of the members and the Board. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and perform such other duties as may from time to time be assigned to him by resolution of the Board or as are incident to his office.

7.05 VICE-PRESIDENT - The Vice-President, or if more than One (1) 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, inability or refusal to act of the President. The Vice-President, or if more than One (1) the Vice-Presidents in order of seniority, shall sign such contracts,

documents or instruments in writing as require his or their signatures and shall also have such other powers and duties as may from time to time be assigned to him or them by resolution of the Board.

7.06 SECRETARY - (a) The Secretary shall give or cause to be given notices of all meetings of the directors, any committee of the directors and members when directed to do so. The Secretary, if in attendance, shall be the Secretary of all meetings of the directors, any committee of directors and members, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereof. The Secretary shall have charge of the seal of the Association, the minute books of the Association, and, subject to the provisions of Sections 7.07, the documents and registers maintained by the Association. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the Board or as are incidental to his office, including, without limitation:

- 7.06.01 make and maintain a permit record of the Association' business in the form of minutes;
- 7.06.02 perform such managerial duties as are assigned by the Board;
- 7.06.03 receive, reply and originate correspondence as required;
- 7.06.04 maintain the Association's archives and files.

(b) If there is no Secretary in attendance at a meeting, those in attendance at the meeting may appoint from among themselves a person to perform the function of a secretary at that meeting.

7.07 TREASURER - Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such other depository or depositories as the Board may by resolution direct. He shall prepare and maintain adequate accounting records. He shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Association. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the Board or as are incidental to his office. He may be required to give such bond for the faithful performance of his duties as the Board in its uncontrolled discretion may require, but no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

7.08 MANAGING DIRECTOR - The directors may from time to time appoint from their number a Managing Director and may delegate to the Managing Director any of the powers of the directors. A Managing Director shall conform to all lawful orders given to him by the Board and shall at all reasonable times give to the Board or any of the directors all information they may require regarding the affairs of the Association. Any agent or employee appointed by a Managing Director shall be subject to discharge by the Board.

7.09 VACANCIES - If the office of President, Vice-President, Secretary, Treasurer, or any other office created by the Board shall be or become vacant

by reason of death, resignation or in any other manner whatsoever, the Board may appoint an officer to fill such vacancy.

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

7.11 INABILITY OF OFFICER OR DIRECTOR TO PERFORM DUTIES - If any officer or director is unable to perform his functions or discharge his duties as such director or officer, the Board may appoint such other director(s) or officer(s) to perform the functions and/or to discharge the duties of that director or officer.

7.12 TERM OF OFFICE - The Board, in its discretion by ordinary resolution, may remove any officer of the Association.

7.13 DISCLOSURE OF INTEREST - An officer shall disclose his interest in any material contract or proposed material contract with the Association in accordance with Section 6.02.

7.14 AGENTS AND ATTORNEYS - The Board shall have the power from time to time to appoint agents or attorneys for the Association in or outside Alberta with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

7.15 FIDELITY BONDS - The Board may require such officers, employees and agents of the Association as the Board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such security as the Board may from time to time determine.

ARTICLE EIGHT - MEMBERSHIPS

8.01 ALLOTTMENT - Membership shall be open to any person who is in agreement with the aims and purposes of the Association, regardless of race, religion, nationality, political opinions or social position.

8.02 REJECTION OF APPLICATION - Notwithstanding the open membership provision of Section 8.01 hereof, an application for membership may be rejected by the Board where in its opinion and absolute discretion such rejection is in the best interests of the Association.

8.03 FORMS - Application for membership shall be made in writing on a form provided for the purpose to the Board.

8.04 FEES, DUES, ASSESSMENTS AND FINES - Subject to the Act, members shall pay such fees, dues, assessments and fines as the Board may from time to time direct. Provided however, the Board, in its discretion, may waive or reduce any such fees, dues, assessments or fines payable by any member or members.

8.05 CLASSES OF MEMBERSHIP - There shall be five classes of membership, namely:

- 8.05.01 Honorary Life Membership - conferred by resolution of the Board in recognition of services rendered to the Association or to the support of the objectives of the Association and may or may not carry the right to vote. Honorary Life Members shall not be required to pay any fees, dues or assessments;
- 8.05.02 Annual Voting Membership - may be applied for by any person whose principal residence is in Alberta;
- 8.05.03 Annual Non-Voting Membership - may be applied for by any person whose principal residence is outside Alberta;
- 8.05.04 Voting Life Membership - may be applied for by any person whose principal residence is in Alberta;
- 8.05.05 Junior Membership - may be applied for by any person who is between the ages of twelve (12) and eighteen (18).

8.06 MEMBERSHIP CERTIFICATES - Every member of the Association shall be entitled, at his option, to a membership certificate. Membership certificates shall be in such form as the Board shall from time to time approve. Any membership certificate shall be signed in accordance with Section 2.02 and need not be under the corporate seal.

8.07 SUSPENSION - Failure by any member to pay any outstanding fees, dues, assessments or fines within thirty (30) days after the commencement of the Association's fiscal year shall result in the automatic suspension of all rights and privileges of membership until such arrears are paid in full.

8.08 NOTICE REGARDING FEES - Notice of the date by which annual membership fees are due shall be published in the Association's official publication not later than one (1) month prior to the end of the then current fiscal year.

8.09 TERMINATION - A member wishing to terminate his membership may do so upon written notice to the Board. The member shall cease to be a member upon the receipt of such notice by the Board.

8.10 DISMISSAL - The Board shall have the right at any time to terminate or suspend any member for conduct in its opinion detrimental to the best interests of the Association. The member affected shall have the opportunity of making representations to the Board prior to the Board rendering a decision. The Board's decision is subject to an appeal by the member to the membership in general meeting, whose majority decision shall be final.

8.11 DECEASED MEMBERS - Upon the death of any member, such membership shall lapse and be at an end and no person claiming by or through the deceased member's estate shall be entitled to any rights or privileges in connection therewith.

8.12 TRANSFER - No member shall be entitled to transfer his membership or interest in the Association under any circumstances whatsoever.

ARTICLE NINE - MEETINGS OF MEMBERS

9.01 ANNUAL MEETINGS - (a) The annual meeting of members shall be convened by the Board on such day in each year and at such time as the Board may determine.

(b) At every annual meeting, in addition to any other business that may be transacted thereat, the financial statement and the report of the auditors shall be presented and the directors elected and auditors appointed for the next ensuing year.

9.02 SPECIAL MEETINGS - (a) Other meetings of the members may be convened by order of the the President, the Vice-President or by the Board, to be held at such time and place as may be specified in such order.

(b) Special meetings of members may also be called by written requisition to the Board signed by not less than Fifty (50%) per cent of the members of the Association entitled to vote thereat. Such requisition shall state the business to be transacted at the meeting and shall be sent to the registered office of the Association. It shall be the duty of the directors on receipt of such requisition to cause the meeting to be called. If the directors do not call the meeting within Twenty-One (21) days after receiving such requisition, any member who signed the requisition may call the meeting.

9.03 PLACE OF MEETINGS - Annual meetings of members of the Association shall be held at the registered office of the Association or at such other place in Alberta as may be specified in the notice convening such meeting. Any meeting other than the annual meeting may be held outside Alberta if all the members entitled to vote at that meeting so agree, and a member who attends a meeting of members held outside Alberta is deemed to have so agreed, except when he attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

9.04 NOTICE OF MEETINGS - (a) A printed, written or typewritten notice stating the day, hour and place of meeting and if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon and (ii) the text of any special resolution to be submitted to the meeting, shall be served in accordance with Article Ten upon each person who is entitled to notice of such meeting and who on the record date for notice appears on the records of the Association as a member, upon each director of the Association, and upon the auditor of the Association, not less than Twenty-One (21) days and not more than Fifty (50) days (exclusive of the date of mailing and of the date for which notice is given) before the date of every meeting; Provided however that a meeting of members may be held for any purpose at any date and time and at any place without notice if all the members entitled to notice of such meeting are present in person or represented by proxy at the meeting (except where the member attends the 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 the members entitled to notice of such meeting and not present in person nor represented by proxy thereat waive notice of the meeting. Notice of any meeting of members or the time for the giving of any such notice or any irregularity in any such meeting or in the notice thereof may be waived by any member, the duly appointed proxy of any member, any

director or the auditor of the Association in writing or by telegram, cable or telex addressed to the Association, and any such waiver may be validly given either before or after the meeting to which such waiver relates.

(b) The auditor of the Association is entitled to attend any meeting of members of the Association and to receive all notices and other communications relating to any such meeting that the member is entitled to receive.

9.05 OMISSION OF NOTICE - The accidental omission to give notice of any meeting to or the non-receipt of any notice by any person shall not invalidate any resolution passed or proceeding taken at any meeting of members.

9.06 RECORD DATES FOR NOTICE - (a) The directors may fix in advance a date as the record date for the determination of members entitled to receive notice of a meeting of members, but such record date shall not precede by more than Fifty (50) days or by less than Twenty-One (21) days the date on which the meeting is to be held.

(b) If no record date is fixed the record date for the determination of the members entitled to receive notice of a meeting of the members shall be:

(i) At the close of business on the day immediately preceding the day on which the notice is given; or

(ii) If no notice is given the day on which the meeting is held.

9.07 CHAIRMAN, SECRETARY, SCRUTINEERS - The Chairman of any meeting of members shall be the first mentioned of such of the following officers as have been appointed 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 (1) of their number to be Chairman. If the Secretary of the Association is absent, the Chairman shall appoint some person, who need not be a member, to act as Secretary of the meeting. If desired, One (1) or more scrutineers, who need not be members, may be appointed by a resolution or by the Chairman with the consent of the meeting.

9.08 PERSONS ENTITLED TO BE PRESENT - The only persons entitled to be present at a meeting of members shall be those members entitled to vote thereat, those members without voting privileges, the directors and auditor of the Association, and others who, although not entitled to vote, are entitled or required under any provision of the By-laws to be present at the meeting. Any other person may be admitted only with the consent of the meeting expressed by a resolution passed at the meeting.

9.09 QUORUM - Eight (8) voting members present shall be a quorum of any meeting of members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

9.10 PROXIES - (a) Every member, including a member that is a body corporate, entitled to vote at a meeting of members may by means of a proxy appoint a

proxy holder or proxy holders or One (1) or more alternate proxy holders, who need not be a member, to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy.

(b) An instrument appointing a proxy shall be in writing and shall be executed by the member or his attorney authorized in writing, or if the member is a body corporate, either under its seal or by an officer or attorney thereof, duly authorized, and is valid only at the meeting in respect of which it is given or at any adjournment thereof.

(c) The Chairman of the meeting of members may, subject to any regulations made as aforesaid, in his discretion accept telegraphic, telex, cable or written communication as to the authority of anyone claiming to vote on behalf of and to represent a member, notwithstanding that no instrument of proxy conferring such authority has been lodged with the Association, and any votes in accordance with such telegraphic, telex, cable or written communication accepted by the Chairman of the meeting shall be valid and shall be counted.

9.11 CORPORATE MEMBERS - Notwithstanding the foregoing, if a body corporate or association is a member of the Association, the Association shall recognize any individual authorized by a resolution of the directors or governing body of the body corporate or association to represent it at meetings of members of the Association. An individual so authorized may exercise on behalf of the body corporate or association he represents all the powers it could exercise if it were an individual member.

9.12 VOTES TO GOVERN - At any meeting of members every question shall, unless otherwise required by the By-laws or under the Act, be determined by the majority of votes cast on the question. Only Honorary Life Members with voting rights, Voting Life Members and Annual Voting Members shall have the right to vote at meetings of the Association. In the case of an equality of votes either upon a show of hands or upon a ballot, the Chairman of the meeting shall be entitled to a second or casting vote.

9.13 SHOW OF HANDS - Any question at a meeting of members 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 (1) vote. Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot thereon is also 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.

9.14 BALLOTS - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member or proxy holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner either at once or later at the meeting or at an adjourned meeting as the Chairman shall direct. Any ballot demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without

adjournment. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person who is present and entitled to vote shall have One (1) vote.

9.15 ADJOURNMENT - The Chairman of the meeting may with the consent of the meeting adjourn any meeting of the members from time to time to a fixed time and place and if the meeting is adjourned by One (1) or more adjournments for less than Thirty (30) days no notice of the time and place for the holding of the adjourned meeting need be given to any member other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by One (1) 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. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons 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 an adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.16 RESOLUTION IN WRITING - A resolution in writing signed by all the members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the members.

ARTICLE TEN - NOTICE

10.01 METHOD OF GIVING NOTICE - (a) Any notice or other document required to be given or sent by the Association to any member, director or auditor of the Association shall be delivered personally or sent by prepaid mail addressed to:

- (i) the member at his latest address as shown on the records of the Association; and
 - (ii) the director at his latest address as shown in the records of the Association or in the last notice filed under Section 22 of the Act.
- (b) With respect to every notice or other document sent by prepaid mail it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a post office or into a post office letter box.
- (c) If the Association sends a notice or document to a member and the notice or document is returned on Two (2) consecutive occasions because the member cannot be found, the Association is not required to send any further notices or documents to the member until he informs the Association in writing of his new address.

10.02 COMPUTATION OF TIME - In computing the time 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 notice shall be excluded and the date of the meeting or other event shall be included.

10.03 OMISSIONS AND ERROR - 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 to any member, director, officer, auditor or member of a committee of the Board, or any error contained in such notice not affecting the substance of the notice, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.04 PROOF OF SERVICE - A certificate of any officer of the Association in office at the time of the making of the certificate or of an agent of the Association as to facts in relation to the mailing, delivery or service of any notice or other documents 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 Association, as the case may be.

10.05 WAIVER OF NOTICE - Any member, 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 abridgement shall cure any default in the giving or in the time of such notice as the case may be. Any such waiver or abridgement shall be in writing except the waiver of notice of a meeting of members or of the Board which may be given in any manner.

ARTICLE ELEVEN - AUDITING

11.01 APPOINTMENT OF AUDITOR - The Board may from time to time appoint an auditor or auditors to hold office for such period as the Board may determine.

11.02 QUALIFICATION - In the absence of unanimous agreement of the members to appoint two (2) of the directors to be auditors of the Association, the auditor shall be an independent accountant duly qualified to practice in Alberta.

11.03 RIGHTS AND DUTIES OF AUDITOR - (a) The auditor shall make a report to the members and directors on the account examined by him and on every balance sheet and statement of income and expenditures made before the Association at any annual meeting during his tenure of office, and the report shall state:

(i) whether or not he has obtained all the information and explanations he has required, and

(ii) whether, in his opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Association's affairs as of the date of the balance sheet and the result of its operations for the year ended on that date according to the best of his information and the explanations given to him, and as shown by the books of the Association.

(b) Every auditor of the Association shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Association, and is entitled to require from the directors and officers of the Association such information and explanation as may be necessary for the performance of the duties of auditor.

(c) The auditor is entitled to attend at any meeting of members of the Association at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

(d) The rights and duties of an auditor of the Association shall extend back to the date up to which the last audit of the Association's books, accounts and vouchers was made, or, where no audit has been made, to the date on which the Association was incorporated.

11.04 EXAMINATION OF BOOKS AND RECORDS - The books and records of the Association may be inspected by any member of the Association at the annual meeting or at any other time upon giving reasonable notice to and arranging a time satisfactory to the officer or officers having charge of same. Every member of the Board shall have access to the books and records at all times.

ARTICLE TWELVE - PUBLICATIONS

12.01 NAME - The Association's publication, namely, "That'll Do", shall be published in such form as the Board shall determine.

12.02 PURPOSE - The function of the publication shall be to give notices and announcements to and on behalf of the Association. It shall also carry news items and articles of interest to the general membership and such paid advertisements as shall be acceptable to the Board.

12.03 PREPARATION - The responsibility for the preparation, editing and publishing of each publication and remuneration for same, if any, shall be decided by the Board.

12.04 BULLETINS - The Association may issue bulletins to any region, district or local chapter devoted to announcements which only concern that region, district or local chapter.

ARTICLE THIRTEEN - EFFECT OF BY-LAWS

13.01 EFFECTIVE DATE - This By-law shall come into force when confirmed by the members.

THE UNDERSIGNED being all of the subscribers to the Application for Incorporation hereby confirm without amendment the foregoing By-law #1 of the Association.

DATED this 28th day of February, A.D. 1984.

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
1. MARY LYNN TIPTON	Lone Pine, Alberta	Housewife
2. RICHARD TIPTON	Lone Pine, Alberta	Farmer
3. ED WEDMAN	RR #1, Leduc, Alberta	Farmer
4. PAUL KRUGER	Box 115, Leduc, Alberta	Farmer
5. BURKE PERRY	431 Rooney Cres., Edmonton	Contractor

SIGNATURE
Mary Lynn Tipton
Richard Tipton
Ed Wedman
Paul Kruger
Burke Perry

WITNESS as to the above signatures:

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
LEE KRUGER	Box 115, Leduc, Alberta	Housewife

SIGNATURE
Lee Kruger

AFFIDAVIT OF EXECUTION

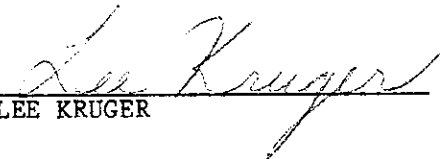
CANADA)
)
PROVINCE OF ALBERTA)
)
TO WIT:) MAKE OATH AND SAY:

1. I WAS PERSONALLY PRESENT and did see MARY LYNN TIPTON, RICHARD TIPTON, ED WEDMAN, PAUL KRUGER and BURKE PERRY named in the attached instrument, who are personally known to me to be the persons named therein, duly sign and execute the same for the purposes named therein.

2. THAT THE SAME was executed in the Province of Alberta and that I am the subscribing witness thereto.

3. THAT I KNOW the said MARY LYNN TIPTON, RICHARD TIPTON, ED WEDMAN, PAUL KRUGER and BURKE PERRY and they are, in my belief, of the full age of eighteen years.

SWORN BEFORE ME at the City)
of Edmonton,)
in the Province of Alberta)
this 29TH day of FEBRUARY,)
A.D. 1984.)
Milton R. Brunette)
A COMMISSIONER FOR OATHS in and)
for the Province of Alberta)


LEE KRUGER

MILTON R. BRUNETTE
CITY COMMISSIONER EXPIRES OCTOBER 27, 1984