

**CANADIAN ASSOCIATION
OF
PETROLEUM LANDMEN**

Calgary, Alberta, Canada

**Incorporated under the SOCIETIES ACT (ALBERTA)
on May 23, 1961
Certificate Incorporation No.3612**

BY-LAWS

**As amended March 29, 1963
As amended June 17, 1968
As amended November 18, 1968
As amended April 13, 1970
As amended February 15, 1971
As amended April 19, 1971
As amended September 21, 1971
As amended October 18, 1971
As amended May 14, 1973
As amended May 1, 1979
As amended January 1, 1980
As amended May 12, 1980
As amended April 17, 1989
As amended April 13, 1992
As amended March 21, 1994
As amended October 5, 1998
As amended April 24, 2003
As amended April 22, 2009**

ARTICLE 1 – NAME

- 1.1 The name of the association shall be the Canadian Association of Petroleum Landmen (hereinafter referred to as the “Association”).

ARTICLE 2 – OBJECTIVES

- 2.1 The Association shall be a non-profit organization, the objectives of which shall be:
- (a) to inspire and maintain a high standard of professional conduct on the part of its members;
 - (b) to further the education of its members in matters pertaining to the oil and gas industry;
 - (c) to promote fellowship and co-operation among its members through the activities of the Association;
 - (d) to encourage its members to volunteer to participate in the Association through service on committees and the management of the activities of the Association;
 - (e) to assist its members in adjusting to the business cycles associated with the oil and gas industry through non-financial support;
 - (f) to promote appreciation for and public understanding of the work performed by its members;
 - (g) to engage in public and governmental relations with respect to matters directly related to the work of its members in the oil and gas industry;

- (h) to promote education and training in petroleum land management by establishing and maintaining scholarship funds for the benefit of students at any accredited college or university which offers a program in petroleum land management and by offering to assist any accredited college or university in developing or maintaining a program in petroleum land management, where such program would be of benefit to the Association;
- (i) to assist other associations in the oil and gas industry in the furtherance of their activities, where such activities are of benefit to the Association; and
- (j) to fund, promote and establish activities and services that enhance the value of membership in the Association and promote the role of the Petroleum Landman.

ARTICLE 3 – DEFINITIONS

3.1 Throughout these By-Laws, the terms set forth below shall have the meanings ascribed thereto:

- (a) "Board of Directors" means the board of directors of the Association elected or appointed on the basis set forth in Article 10 of these By-Laws;
- (b) "Certification Committee" means the committee established by the Board of Directors for the purposes of professional accreditation as described in Article 6 of these By-Laws;
- (c) "Ethics Committee" means the committee established by the Board of Directors for the purposes described in Article 5 of these By-Laws;

- (d) "General Resolution" means a resolution of the Association passed by the vote of a majority of those members entitled to vote who vote in person at any regular, annual or special meeting of the Association where applicable quorum requirements are satisfied;
- (e) "Industry Company" means a corporation, firm or partnership that is directly involved in the oil and gas industry in Canada;
- (f) "Land Service Company" means a corporation, firm, partnership, or individual, the primary business purpose of which is to act on behalf of an Oil and Gas Company with respect to:
 - (i) the acquisition or disposition of oil, natural gas or surface interests;
 - (ii) negotiations and/or regulatory approvals pertaining to such interests; or
 - (iii) the administration of leases, other title documents and contracts pertaining thereto;
- (g) "Officers" means those members of the Board of Directors elected to or serving in the roles of President, Vice-President, Treasurer or Secretary of the Association;
- (h) "Oil and Gas Company" means a corporation, firm, partnership or individual, the primary business purpose of which is the exploration for and/or production of oil and/or natural gas in Canada and/or the transportation of such oil and/or natural gas;
- (i) "Petroleum Landman" means an individual employed by or offering contract land services to a Land Service Company or an Oil and Gas Company as a landman whose primary job responsibilities pertain to all or any of:
 - (i) the acquisition or disposition of oil, natural gas, or surface land interests;

(ii) the negotiation, drafting or management of agreements respecting oil, natural gas or surface land interests; and

(iii) the management of land related activities or supervision of land administration activities respecting oil, natural gas or surface land interests,

provided that if a Land Service Company or an Oil and Gas Company is an individual, such individual shall be deemed to be employed by a Land Service Company or an Oil and Gas Company for the purposes of this Subsection 3.1(i);

(j) "Proxy" means a proxy in the form adopted by the Board of Directors from time to time to permit members of the Association to vote by proxy in circumstances where permitted by these By-Laws and the Societies Act, as applicable at the relevant time;

(k) "Secretary" means the Director designated to be primarily responsible for the care, custody and control of the minute book, corporate records, and all other books and records of a non-financial nature of the Association pursuant to Section 9.3;

(l) "Special Resolution" means:

(i) a resolution proposed and passed as a special resolution:

(A) at a general meeting of the Association of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given; and

(B) by the vote of not less than 75% of those eligible members who vote in person or by Proxy at such meeting; or

(ii) a resolution proposed and passed as a special resolution;

- (A) at a general meeting of the Association of which less than twenty one (21) days' notice has been given, if all the members in attendance, satisfying applicable quorum requirements and entitled to attend and vote at such general meeting, so agree; and
- (B) by the vote of not less than 75% of those eligible members who vote in person or by Proxy at such meeting; or
- (iii) such other resolutions as may be prescribed by the Societies Act from time to time and meet the notice provisions and 75% approval thresholds described above;
- (m) "Societies Act" means the Societies Act, RSA 1980 c.S-18 as amended from time to time, and any other enactments made in substitution therefore in whole or in part; and
- (n) "Treasurer" means the Director designated to be primarily responsible for the care, custody and control of the finances and all financial records of the Association pursuant to Section 9.4.

ARTICLE 4 – MEMBERSHIP

4.1 There shall be six (6) types of memberships in the Association, described as follows:

- (a) **Active Membership:** An active membership may be obtained and maintained by a Petroleum Landman whose duties are consistent with at least one (1) of the following general job classifications and as more fully described in the Association's membership application form:

- (i) Contracts and Negotiations – Participation in the negotiation and drafting of agreements or the management of contractual responsibilities pursuant to land agreements;
- (ii) Field Services – Participation in or management of the job functions related to the acquisition of surface rights or freehold mineral right;
- (iii) Administration – Planning, supervision and coordination of the land administration activities respecting the maintenance of land holdings; or
- (iv) Manager Land/Vice-President Land – Management of land related matters;

and who meets at least one (1) of the following requirements:

- (A) a degree from an accredited university or college and a minimum of one (1) year's full-time employment as a Petroleum Landman;
- (B) a minimum of two (2) year's full-time employment as a Petroleum Landman; or
- (C) a minimum of one (1) year's full-time employment as a Petroleum Landman and a minimum of five (5) year's related experience in the oil and gas industry; and
- (D) evidence of attendance at a course on ethics, at any time before the date of application in the immediately preceding five (5) year period. The course will be either offered by the CAPL or an equivalent course, as approved by the Certification Committee.

An active member shall be entitled to attend meetings of the Association, participate in the activities of the Association, sponsor applicants for membership or election in the Association, vote in elections and on any General Resolution or Special

Resolution of the Association, seek election for office in the Association and, where applicable, hold office in the Association;

- (b) Life Membership: A life membership may be granted by the Board of Directors to individual(s) who, in the opinion of the Board of Directors, are deserving of such status because of their long and dedicated service or outstanding contribution to either the Association or the oil and gas industry. Without limiting the generality of the foregoing, any former President of the Association who has been an active member for 25 years and is at such time a member in good standing of the Association, and any Herb Hughes award recipients, shall be entitled to have a life membership conferred upon them. A life member shall not be required to pay annual membership dues to maintain a life membership in good standing, but shall otherwise have the same rights, privileges and obligations with respect to the Association as those held by an active member;

- (c) Honorary Membership: An honorary membership may be granted by the Board of Directors to individuals who, in the opinion of the Board of Directors, are deserving of such status, subject to the consent of such individuals. The term of such membership shall be for one (1) year, and may be renewed for successive one (1) year terms at the discretion of succeeding Boards of Directors. An honorary member shall not be entitled to:
 - (i) sponsor applicants for membership or election in the Association;

 - (ii) vote in elections or on any General Resolution or Special Resolution of the Association;

 - (iii) seek election for or hold office in the Association; or

 - (iv) receive any insurance benefits.

An honorary member shall not be required to pay annual membership dues to maintain an honorary membership in good standing. Except as provided in this Subsection 4.1(c), an honorary member shall have the same rights, privileges and obligations with respect to the Association as those held by an active member;

(d) Associate Membership: At the discretion of the Board of Directors, an associate membership may be obtained and maintained by:

- (i) an accredited member in good standing of any association for Petroleum Landmen other than the Association;
- (ii) any individual who is an employee of or provides contract services to an Industry Company and whose role therein substantially involves the provision of services or products utilized by members of the Association; or
- (iii) any individual who is no longer qualified to maintain an active membership, has been an active member of the Association for at least three (3) years immediately prior to the application for associate membership and is an employee of or provides contract services to an Industry Company (in which case a written notice provided to the Director responsible for membership requesting the change and outlining the individual's new circumstances shall replace the application requirements set forth in Section 4.2 hereof).

An associate member shall not be entitled to:

- (i) sponsor applicants for membership or election in the Association;
- (ii) vote in elections and/or on any General Resolution or Special Resolution of the Association;
- (iii) seek election for or hold office in the Association; or

- (iv) receive any insurance benefits.

Except as provided in this Subsection 4.1(d), an associate member shall have the same rights, privileges and obligations with respect to the Association as those held by an active member;

- (e) Senior Membership: An active member who is at least sixty (60) years of age, has been an active member for a minimum of ten (10) years and no longer qualifies for or chooses to waive any life insurance policies held by the Association under the terms thereof may apply to become a senior member of the Association. An active member who wishes to become a senior member of the Association shall so notify the Director responsible for membership at the office of the Association, and a majority vote of the Board of Directors shall be required to confer a senior membership. A senior member shall pay the membership dues as prescribed by the Board of Directors and shall have the same rights, privileges and obligations with respect to the Association as those held by an active member; and
- (f) Student Membership: A student membership may be obtained by an individual who is currently enrolled in one of the following programs:
 - (i) Petroleum Land Management Program at the University of Calgary (3rd or 4th year students);
 - (ii) Land Agent Program at Olds College (2nd year students);
 - (iii) Petroleum Land Management Program at one of the following universities – University of Oklahoma, University of Mississippi, Texas Tech University, University of S.W. Louisiana, and the University of Houston (Downtown);
or

- (iv) any other educational institution that, at the discretion of the Director responsible for membership, qualifies for acceptance into this category.

Initially, a student member will have a limited one year membership and must apply each year while attending their learning institution for continued membership. The membership will be valid from the date of acceptance for a period of one year. Upon receipt of evidence of the successful completion of their program the student may apply for student membership for a maximum of two (2) additional one year membership terms

A student member will be entitled to receive:

- (i) a membership roster (in either electronic or paper form at the discretion of the Board of Directors) upon acceptance as a member, but will not be entitled to any updates;
- (ii) a subscription to The Negotiator magazine (in either electronic or paper form at the discretion of the Board of Directors);
- (iii) free admission to such General Meetings as approved by the Board of Directors and admission to all other general meetings and networking meetings at the prescribed student fee;
- (iv) admission to all open CAPL events at membership rates; and
- (v) membership rates for all CAPL educational seminars.

Student members shall not be entitled to:

- (i) receive any insurance benefits;

- (ii) vote in elections or on any General Resolution or Special Resolution of the Association; or
- (iii) seek election for or hold office in the Association.

Except as specifically enumerated above, a student member shall have the same rights, privileges and obligations with respect to the Association as those held by an active member. A student who qualifies and wishes to apply for a student membership in the Association shall:

- (i) complete the application for student membership form prescribed by the Board of Directors;
- (ii) have the designated program director or equivalent at their educational institution sign the application; and
- (iii) return the completed application form to the attention of the Director responsible for membership at the office of the Association for such Director's signature and the Board of Directors' approval.

A majority vote of the Board of Directors shall be required to confer a student membership. .

4.2 Any individual who wishes to apply for active or associate membership in the Association shall:

- (a) complete the application for membership form prescribed by the Board of Directors and return the completed form to the attention of the Director responsible for membership at the office of the Association; and

- (b) obtain the sponsorship of three (3) active, senior, or life members of the Association, each of whom shall be required to complete the sponsorship form prescribed by the Board of Directors and return such completed form to the attention of the Director responsible for membership at the office of the Association, provided however, that not more than one (1) of such sponsors shall be employed by the same Land Service Company, Industry Company, or Oil and Gas Company which employs such applicant (or at which such applicant provides contract land services) and that a sponsor may not be the member of the Board of Directors who signs the application for membership form, as prescribed in the preceding paragraph.

Provided that an applicant complies with the aforesaid provisions of this Subsection 4.2 and satisfies the applicable conditions set forth in either Subsection 4.1(a) or 4.1(d), their application shall be considered by the Board of Directors at which a majority vote shall be required to confer an active or associate membership.

4.3 Any member may resign from the Association at any time by written notice addressed to the attention of the Director responsible for membership at the office of the Association, and such resignation shall be effective upon its receipt by such Director. The resignation of a member shall not relieve such member of the obligation to pay any amounts owing to the Association by such member at the effective date of such resignation.

4.4 Any active or associate member whose membership has either lapsed or been terminated, or any life member whose membership has been terminated, may only acquire an active or associate membership in the Association by applying for such membership pursuant to Section 4.2. However, the acquisition of either an active membership or an associate membership by such member pursuant to this Section 4.4 shall be subject to:

- (a) the unanimous approval of the Board of Directors in the event such membership had been terminated pursuant to the provisions of Article 5; or

- (b) the approval of the Board of Directors in the event such membership had not been terminated pursuant to Article 5,

provided, however, that in either event such individual shall have promptly paid to the Association any amounts owing by such individual to the Association at the time such membership lapsed or was terminated.

4.5 Except as provided in Section 4.7, if an active member's job description or responsibilities within the oil and gas industry change to the degree that such member no longer qualifies for active membership or if an associate member's job description or responsibilities within the oil and gas industry change to the degree that such member no longer qualifies for an associate membership, such active or associate member shall promptly advise the Director responsible for membership of such change. Such Director shall thereupon advise the Board of Directors in a timely manner of such change. Upon the direction of the Board of Directors, such Director shall advise the member that:

- (a) such change shall not affect the member's status;
- (b) such change would require the member to resign pursuant to Section 4.3 and apply for membership of a different type as described in Section 4.1; or
- (c) such change would not allow the member to continue as a member of the Association under any of the categories described in Section 4.1.

If such member fails to advise the Director responsible for membership of such change, the Director can advise the Board of Directors of the change and the provisions of this Section 4.5 shall nevertheless apply.

4.6 Neither a membership in the Association nor the rights and privileges associated therewith shall be transferable from a member to another individual.

- 4.7 Notwithstanding the foregoing provisions of this Article, any Active or Associate member in good standing who is actively seeking land related employment in the oil and gas industry or who assumes a management position within an Oil and Gas Company, Land Service Company or Industry Company shall, at the discretion of the Board of Directors, be entitled to maintain their membership in the Association while engaged in such employment search or while serving in such management capacity, subject always to compliance with these By-Laws.
- 4.8 In accepting or continuing membership in the Association, each member expressly grants the Association the right to publish their names in the Association's directory (whether electronic or paper) and in any other listing of committees or other Association groups, and acknowledges that their name or picture may be used without further consent in the Association's website, monthly magazine or other forms of communication at the discretion of the Board of Directors, provided always that such publication must at all times be in compliance with Section 5.1(i) of these By-Laws.

ARTICLE 5 – ETHICS

- 5.1 A member of the Association shall:
- (a) conduct the member's business dealings with honesty, integrity, courtesy, competency and good faith at all times;
 - (b) advance the standing of the land profession by conducting that member's practice in a fair and honest manner, and maintaining good will and trust between the land profession and others;
 - (c) serve in public affairs when that member's professional knowledge may be of benefit to the public;

- (d) truthfully represent that member's professional authority and expertise to others in the member's dealings with them, and shall not represent that the member has skills or knowledge with respect to matters in which the member is not professionally qualified;
- (e) not disclose confidential information obtained during the member's professional duties and shall not violate the trust of the member's employer or client by divulging such information, unless and to the extent either that such employer or client instructs the member to do so or such disclosure is required by law, and under no circumstances shall the member use such confidential information for personal gain;
- (f) not undertake or engage in any activities or accept remuneration for services rendered that may create a conflict of interest with the member's employer or client without the express agreement and consent of such employer or client;
- (g) not be convicted or otherwise recorded as guilty by any court of competent jurisdiction with respect to any indictable offense or any other offense of which an element is fraud;
- (h) advise the Board of Directors of any practice by a member of the Association that they believe to be contrary to the code of ethics prescribed hereto; and
- (i) not use the Association's roster or internet site to promote personal or non-Industry Company activities.

5.2 The Board of Directors shall, with due diligence, develop and implement an ethics procedure to address the possibility that members of the Association may violate the code of ethics prescribed by Section 5.1. Without restricting the generality of the foregoing, such ethics procedure shall:

- (a) create an Ethics Committee and prescribe the number of members of the Association who shall serve on the Ethics Committee, the manner in which the members of the Ethics Committee shall be appointed, any restrictions on the appointment of members of the Association to the Ethics Committee, the duration of the term of membership on the Ethics Committee and, if applicable, the participation of ex-officio legal counsel in the proceedings of the Ethics Committee, provided however, that no member of the Board of Directors may serve on the Ethics Committee and that the chairman and vice-chairman of the Ethics Committee shall be appointed by a vote of no less than two-thirds of the total number of voting members of the Board of Directors;
- (b) specify the procedures to be utilized by the Ethics Committee with respect to the investigation of a complaint that a member of the Association has violated the code of ethics prescribed by Section 5.1 and the conduct of the hearing associated with such a complaint if the Ethics Committee determines that the conduct referred to in such complaint may have violated such code of ethics;
- (c) specify the sanctions which may be imposed against such member by the Association if the Ethics Committee determines, following such hearing, that a member of the Association has violated such code of ethics;
- (d) specify an appeal procedure whereby a member of the Association who is determined by the Ethics Committee to have violated such code of ethics may appeal such determination or the sanction proposed to be imposed by the Ethics Committee to the Board of Directors;
- (e) ensure that all procedures of the Ethics Committee and the Board of Directors with respect to determinations made pursuant to this Section are consistent with the legal principles of natural justice, including the requirement that a member of the Association who is accused of violating such code of ethics shall have the right to

respond, in person, to such charges to the Ethics Committee and, if appealed by such member, to the Board of Directors; and

- (f) specify the requirement for the Ethics Committee to report the status of its activities periodically to the Board of Directors.

The initial approval of such ethics procedure and any subsequent amendments thereto shall be subject to the approval of no less than two-thirds of the total number of voting members of the Board of Directors.

- 5.3 Any member of the Association who has been determined by the Ethics Committee to have violated the code of ethics prescribed by Section 5.1 may be subject to disciplinary action, admonished, suspended, expelled or allowed to resign from the Association. However, such sanction may not be imposed against such member until either such member's right to appeal such determination or such sanction to the Board of Directors has expired or such appeal was made, but was unsuccessful.
- 5.4 Any member of the Association may obtain a copy of the ethics procedure at no cost upon request to the Director responsible for the Ethics Committee.

ARTICLE 6 – PROFESSIONAL ACCREDITATION

- 6.1 The Board of Directors shall develop and implement a voluntary professional accreditation procedure for the benefit of the members of the Association. The professional certifications associated therewith shall be that of Professional Landman, to be known as “P. Land” and Professional Surface Landman, to be known as “PSL”. Without restricting the generality of the foregoing, such voluntary professional accreditation procedure shall:

- (a) create a Certification Committee and prescribe the number of members of the Association who shall serve and the duration of the term of membership thereon, and the manner of and restrictions on the appointment thereto;
- (b) specify the conditions which must be satisfied before a member may obtain either or both of such professional certifications;
- (c) specify the testing procedure to be utilized by the Certification Committee with respect to the professional certifications;
- (d) specify the requirements for recertification which must be satisfied for a member to retain professional certification;
- (e) specify any fees payable by a member of the Association with respect to the professional certification of such member; and
- (f) specify the requirement for the Certification Committee to report the status of its activities periodically to the Board of Directors.

The initial approval of such voluntary professional accreditation procedure and any subsequent amendments thereto shall be subject to the approval of no less than two-thirds of the total number of voting members of the Board of Directors.

ARTICLE 7 – MEETINGS

- 7.1 Regular meetings of the Association shall be held once each calendar month, except during July and August. Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board of Directors by notice served in accordance with Article 18 of these By-Laws not later than eight (8) days prior to the date of such meeting.

- 7.2 The Association shall hold an annual meeting in April of each year, such meeting to be called by the Secretary upon the instructions of the President or Board of Directors. At this meeting there shall be elected a President, Vice President, and the Directors required to be elected to satisfy the requirements of Article 10 hereof for such year. The Officers and Directors shall form the Board of Directors, and shall serve until their successors are elected and installed.
- 7.3 (a) Special meetings of the Association may be held at any time the Board of Directors determines that such a meeting is required.
- (b) A special meeting shall be called by the Board of Directors following receipt by it or any member thereof of a petition signed by one-third (1/3) of the members in good standing entitled to vote at meetings of the Association, specifying the reasons for calling such a meeting. Such meeting shall be held not later than 21 days following receipt of such petition.
- 7.4 A quorum with respect to any meeting of the Association shall be the lesser of ten percent (10%) of the aggregate of active, senior, and life members of the Association or a total of seventy-five (75) active, senior and life members of the Association. No business of the Association shall be conducted at any meeting of the Association unless a quorum is present in person, or where permitted by these By-Laws, present by Proxy at such meeting.
- 7.5 Subject to Section 7.6, all business transacted at meetings of the Association shall be transacted by General Resolution of the members of the Association entitled to vote on the matter in question.
- 7.6 Notwithstanding anything in these By-Laws to the contrary, a Special Resolution of the members of the Association shall be required for all business transacted at meetings of the Association when so required by the Societies Act or these By-Laws, which shall include but not be limited to the following matters:

- (a) rescission or alteration of, or additions to, these By-Laws;
- (b) alteration of the objectives of the Association;
- (c) the issuance by the Association of debentures to secure the payment of money; or
- (d) surrender by the Association of its Certificate of Incorporation under the Societies Act.

7.7 Notwithstanding anything in these By-Laws to the contrary, if a Special Resolution is to be proposed at any meeting of the Association, applicable notice requirements of these By-Laws shall be complied with, such notice to specify that it is intended that the Special Resolution will be proposed at such meeting.

7.8 Members may vote at meetings of the Association at which Special Resolutions are to be considered by Proxy given to another member of the Association, provided such Proxy is prepared in the form required by the Board of Directors and filed with the Secretary prior to commencement of the meeting.

ARTICLE 8 – BOARD OF DIRECTORS

8.1 The duties of the Board of Directors of the Association shall be as follows:

- (a) to manage the affairs of the Association;
- (b) to plan the programs of meetings of the Association and to convene such meetings;
- (c) to review applications for membership to the Association;

- (d) to select the members of the Ethics Committee pursuant to the provisions of the ethics procedure and to develop and, as applicable, amend the ethics procedure, all as further described in Section 5.2;
- (e) to select the members of the Certification Committee and to develop and, as applicable, amend the accreditation procedure, all as further described in Article 6;
- (f) to appoint all other committees of the Association required to conduct the activities of the Association and to prescribe the duties of such committees and the term of such appointments
- (g) to supervise the finances of the Association; and
- (h) to comply with an oath of office as such is approved or amended from time to time by no less than two-thirds of the members the Board of Directors.

8.2 No member of the Board of Directors shall be entitled to remuneration for services performed by such Director on behalf of the Association in that member's capacity as a Director unless approved at a meeting of the Association where the notice of meeting specifically stated that such approval would be requested. Nothing in this Section 8.2 or otherwise in these By-Laws shall prevent a member of the Board of Directors from being remunerated for any services performed by such Director on behalf of the Association in any capacity other than as a Director of the Association, or for a member of the Association to be remunerated for services performed on behalf of the Association, provided however, that it shall be a requirement that remuneration of all such persons be in accordance with approvals given by the Board of Directors from time to time.

8.3 Notwithstanding the provisions of Article 10, the members of the Association may, by Special Resolution, remove any Director from office before the expiration of that Director's term, and may by General Resolution elect any active, senior, or life member of the Association to serve in the place and stead of any such Director removed from office.

- 8.4 The President shall convene meetings of the Board of Directors at such times as the President considers appropriate.
- 8.5 The quorum with respect to any meeting of the Board of Directors shall be fifty percent (50%) of the members of the Board of Directors, other than the Past President. No business of the Association within the authority of the Board of Directors shall be conducted at a meeting thereof unless a quorum is present at such meeting.
- 8.6 Any member of the Board of Directors can hold more than one (1) office.
- 8.7 If a member of the Board of Directors is temporarily unable to fulfill such member's responsibilities pursuant to this Article by virtue of such member's illness or extended absence, the duties of such member may be re-assigned to another member of the Board of Directors by the President, until such ill or absent member has advised the President that he/she is capable of and has resumed their responsibilities.

ARTICLE 9 – DUTIES OF EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS

- 9.1 The duties of the President of the Association shall be:
- (a) to preside, when present, at all meetings of the Association and of the Board of Directors;
 - (b) to be the chairman of the Board of Directors and to be an ex-officio member of all committees of the Association, with the exception of the Ethics Committee;
 - (c) to designate the responsibilities of the Board of Directors which are to be fulfilled by each Director of the Association; and

- (d) to execute any documents binding the Association along with one of the Vice-President, Treasurer or Secretary.

9.2 The duties of the Vice-President of the Association shall be:

- (a) to assume the powers and duties of the President in either the temporary or permanent absence or inability to act of the President;
- (b) to assist the President generally in the performance of the President's duties;
- (c) to be a member of the Board of Directors;
- (d) to oversee and report to the Board of Directors from time to time on the operation of the Association's office; and
- (e) to execute any documents binding the Association along with one of the President, Treasurer or Secretary.

9.3 The duties of the Secretary of the Association shall be:

- (a) to attend all meetings of the Association and of the Board of Directors and to keep accurate minutes and have custody of the same;
- (b) to be in charge of the seal of the Association and, if required, to authenticate the use of the seal;
- (c) to have charge of all the correspondence of the Association and be under the direction of the President and the Board of Directors;
- (d) to keep a record of all the members of the Association and their addresses;

- (e) to send all notices of meetings of the Association as required;
- (f) to cause copies of all Special Resolutions passed by the Association to be duly filed with the Registrar of Corporations pursuant to the Societies Act;
- (g) to be a member of the Board of Directors; and
- (h) to execute any documents binding the Association along with one of the President, Vice-President or Treasurer.

In the absence, or the inability to act, of the Secretary, such duties may be performed by any member of the Board of Directors as may be designated by the President.

9.4 The duties of the Treasurer of the Association shall be:

- (a) to receive all monies paid to the Association;
- (b) to collect and receive the annual dues or assessments levied by the Association, to properly account for all funds of the Association and to keep such books and records for the Association as may be directed by the Board of Directors from time to time;
- (c) to present a full detailed account of receipts and disbursements of the Association to the Board of Directors whenever requested;
- (d) to prepare for submission to the annual meeting of the Association a statement as hereinafter set forth of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association;
- (e) to be a member of the Board of Directors; and

- (f) to execute any documents binding the Association along with one of the President, Vice-President or Secretary.

In the absence, or the inability to act, of the Treasurer, such duties may be performed by any member of the Board of Directors as may be designated by the President.

9.5 The immediate Past President of the Association shall be an ex-officio, non-voting member of the Board of Directors. The duties of the Past President of the Association shall be:

- (a) to attend meetings of the Board of Directors;
- (b) to provide advice with respect to matters being considered by the Board of Directors, as requested by the other members of the Board of Directors; and
- (c) to serve as chairman and select the members of the Nominating Committee described in Section 10.5.

Notwithstanding the foregoing, if the individual who would otherwise serve as the Past President with respect to a term of the Board of Directors is re-elected to the Board of Directors for such term, there shall be no Past President during such period for the purposes of this Section and the President shall assume the duties of the Past President under Subsection 9.5(c).

ARTICLE 10 – ELECTIONS

10.1 The Board of Directors shall consist of the Past President, President, Vice-President, and a minimum of ten (10) additional elected members of the Association.

10.2 Subject to the terms and conditions of these By-Laws and the Societies Act, the term of office of each member of the Board of Directors shall commence on May 1st of the year of

election, or designation in the case of the Past President, of that member to the Board of Directors and shall be for a term of:

- (a) one (1) year for the Past President, President, and Vice-President; and
- (b) two (2) years for the other Directors.

10.3 The election of the members of the Board of Directors, other than the Past President, shall be held annually at the annual meeting of the Association in April, with the eligible members electing the President and the Vice-President for one (1) year terms, and not less than five (5) additional members to the Board of Directors for two (2) year terms.

10.4 Except as otherwise provided in these By-Laws, no member of the Board of Directors shall hold a term of office exceeding two (2) consecutive two (2) year terms, unless such member of the Board of Directors is elected to the position of President or Vice-President for a particular year and serves on the Board of Directors in that capacity for the applicable one (1) year term.

10.5 The Past President shall be a member of and chairman of a Nominating Committee and shall appoint three (3) additional active, senior or life members of the Association (which are not currently serving on the Board of Directors), to such Nominating Committee and so advise the Board of Directors at its first meeting of each calendar year. The duties of the Nominating Committee shall be as follows:

- (a) in accordance with an election procedure as approved by the Board of Directors, to organize and supervise the election of the Board of Directors;
- (b) to seek out and encourage qualified members of the Association to stand for election to the Board of Directors; and

- (c) to nominate for election to the Board of Directors, not later than thirty (30) days prior to the date of the election, five (5) or more active, senior or life members of the Association to stand for election with respect to all of the elected positions on the Board of Directors to be elected for that year .

Notwithstanding the provisions of Section 10.5 but subject to Section 10.4, any active, senior or life member of the Association shall have the right to stand for election with respect to any elected position on the Board of Directors by delivering written notice of such member's candidacy for such position to the attention of the chairman of the Nominating Committee at the office of the Association, provided such notice is:

- (a) accompanied by the endorsement of such candidacy by five (5) active, senior or life members of the Association; and
- (b) is received at the office of the Association not later than thirty (30) days prior to the date of such election.

10.6 The Nominating Committee shall prepare a ballot listing all of the candidates seeking election to a position on the Board of Directors. Not later than eight (8) days prior to the date of the election of the Board of Directors, the Nominating Committee shall, in accordance with the provisions of Article 18 hereof, provide one (1) copy of such ballot to each active, senior and life member of the Association, including with such ballot instructions as to the manner in which such ballot may be cast at or in advance of the meeting referred to in Section 10.7.

10.7 The members of the Board of Directors, other than the Past President, shall be elected by a plurality of the votes cast by the active, senior and life members of the Association either in attendance, or by Proxy, at the annual meeting of the Association at which such Directors are to be elected.

- 10.8 Vacancies on the Board of Directors created by the interim appointment of a member as the President or the Vice-President, or by the death, resignation or other termination of a member, may be filled by majority vote of the Board of Directors from the membership of the Association for the balance of the term then remaining for the vacating member, provided however, that any member so appointed shall not be prohibited from subsequently being elected to serve on the Board of Directors for two (2) consecutive two (2) year terms after expiry of the interim appointment.

ARTICLE 11 – DUES AND ASSESSMENTS

- 11.1 The annual dues assessed to each member of the Association other than life members and honorary members shall be as prescribed from time to time by the Board of Directors. Dues for active, associate, and senior members shall be applicable to the one (1) year period from January 1st to December 31st, and shall be paid by the member within thirty (30) days of being invoiced therefor by the Association. Dues for student members shall be applicable to the one (1) year period set forth in Subsection 4.1(f) and shall be submitted by the member with the completed application form.
- 11.2 Special assessments in addition to the amounts prescribed by Section 11.1 may be made if approved by a two-thirds majority of the total active, senior, and life members present in person or by proxy at a meeting of the Association, provided that a quorum is present at such meeting and that the motion to make such assessment had been included on an agenda of which notice in accordance with Article 18 has been given to each member not later than eight (8) days prior to the meeting. Such approved assessment shall be paid by each member within thirty (30) days of being invoiced therefor by the Association.
- 11.3 If a member has not paid to the Association the dues or other assessments owing by such member to the Association within the time prescribed for such payment, the Treasurer shall notify the member, by double registered mail, requesting payment of the outstanding amount, together with a collection fee equal to fifteen percent (15%) of such outstanding

amount. If a member fails to pay the outstanding amount plus the collection fee within thirty (30) days of receipt of the notice, such member's membership in the Association may be terminated at the discretion of the Board of Directors.

ARTICLE 12 – FINANCES

12.1 The fiscal year of the Association shall be January 1st to December 31st.

12.2 The Board of Directors may generally make such expenditures and commitments as it considers appropriate on behalf of the Association with respect to the objectives described in Subsection 2.1. However, if the Board of Directors proposes to make an expenditure or binding commitment on behalf of the Association with respect either to:

- (a) the acquisition or disposition of real estate, but excluding the leasing of office, annual conference or training space for a period of five (5) years or less; or
- (b) an expenditure or commitment for a future expenditure of greater than \$50,000.00 with respect to the objectives described in Subsections 2.1(h) and (i) hereof,

then the Board of Directors shall prepare a ballot respecting such proposed expenditure and, in accordance with Article 18 hereof, provide one (1) copy of such ballot to each active, senior, and life member of the Association not later than eight (8) days in advance of the meeting of the Association at which such proposed expenditure is to be voted upon, including with such ballot instructions as to the manner in which such ballot may be cast at or in advance of such meeting. The Board of Directors may not make such proposed expenditure or binding commitment unless it is approved as a General Resolution by the active, senior, and life members of the Association.

12.3 All monies belonging to the Association shall be:

- (a) deposited by the Treasurer in the name of the Association in one (1) or more accounts at a branch of a Canadian chartered bank or a branch of a trust company;
- (b) invested by the Treasurer in the name of the Association in term deposits with a branch of a Canadian chartered bank or a branch of a trust company;
- (c) invested by the Treasurer in the name of the Association in treasury bills issued by the Government of Canada or bonds issued by the Government of Canada or a Province of Canada; or
- (d) invested by the Treasurer in the name of the Association in banker's acceptance notes issued by a chartered bank,

provided, however, that:

- (a) all such accounts and term deposits shall be maintained at a branch of a financial institution located in Calgary, Alberta;
- (b) each applicable financial institution shall have a high credit rating from a recognized rating firm or institution; and
- (c) the Treasurer shall give due consideration to any deposit insurance programs prescribed by law when selecting the financial institutions with which monies are to be deposited on behalf of the Association.

12.4 No cheque or other order for the payment of monies out of any account maintained pursuant to Section 12.3 shall be valid unless signed by any two (2) of: the Treasurer, the President, the Vice-President, the Secretary or one (1) other Director designated by the Board of

Directors, provided that either the Treasurer or the President shall always be one (1) such signatory.

12.5 No money may be borrowed on behalf of the Association unless:

- (a) such loan is first approved by three-fourths of the total number of voting members of the Board of Directors; and
- (b) such loan is then approved by Special Resolution, provided that the Board of Directors shall prepare a ballot respecting such Special Resolution and provide one (1) copy of such ballot by notice served in accordance with Article 18 hereof and given to each active, senior and life member of the Association not later than twenty-one (21) days in advance of the meeting of the Association at which such Special Resolution is to be voted upon, including with such ballot adequate information respecting the proposed terms of the proposed loan and instructions as to the manner in which such ballot may be cast at or in advance of such meeting.

If the Special Resolution is approved, such loan shall be obtained by the Treasurer in such manner as the Board of Directors directs, provided that the material conditions applicable to such loan shall be consistent with those conditions contained in such Special Resolution. If the Association is to issue a debenture as security for any loan to be obtained, it shall be a requirement that a separate Special Resolution authorizing the granting by the Association of such debenture be approved prior to the Association obtaining the loan.

12.6 The Association's financial books, accounts and records shall be maintained by the Treasurer and audited at the end of each fiscal year of the Association by a reputable auditor designated by the Board of Directors. The auditor's report shall be presented by the Treasurer to the members of the Association at the next annual meeting of the Association in April.

12.7 The Association's financial books, accounts and records may be inspected by any member of the Association at the annual meeting of the Association in April or, upon at least two (2) weeks' written notice to the Board of Directors, at any other reasonable time at the office of the Association.

ARTICLE 13 – LIABILITY AND INDEMNIFICATION

13.1 No member of the Association shall be liable in the member's individual capacity for any debt or liability of the Association.

13.2 The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all present or former members of the Board of Directors, or present or former members of committees of the Association, against losses, claims and expenses actually and necessarily incurred or suffered by them in connection with the defence of any action, suit or other legal proceeding in which all or any of them are part, by reason of such services on behalf of the Association, provided such individuals had acted in good faith in such service.

ARTICLE 14 – SEAL

14.1 There shall be a seal which bears the name of the Association. The seal may be used from time to time.

14.2 The seal of the Association shall be retained by the Secretary of the Association.

ARTICLE 15 – PARLIAMENTARY RULES

- 15.1 Insofar as they are not inconsistent with the By-Laws of the Association or the special rules of order of the Association, the rules contained in "Roberts' Rules of Order Revised" shall govern the procedures of the Association, to the extent such procedures are addressed in such rules.

ARTICLE 16 – LOCATION OF HEADQUARTERS

- 16.1 The location of the headquarters of the Association shall be in Calgary, Alberta.

ARTICLE 17 – BY-LAW AMENDMENT

- 17.1 The By-Laws may be rescinded, altered or added to by a Special Resolution of the active, senior, and life members of the Association.

ARTICLE 18 – NOTICES

- 18.1 (a) All notices required or contemplated to be given to members of the Association or members of the Board of Directors shall be given in writing and:
- (i) delivered personally or by courier;
 - (ii) sent by facsimile or other electronic communication device, including electronic mail ("email") where members have provided an email address to the Association office; or

(iii) except during periods of actual or anticipated postal disruption, sent by prepaid mail,

to the last address on record at the office of the Association for such person for receipt of notices. Members may change their address for service of notices by written notice thereof given to the office of the Association.

(b) Notices given under paragraph 18.1(a)(i) shall be deemed to have been received on the actual date of delivery provided such delivery is during normal office hours, and otherwise on the following business day of the Association following the date of delivery. Notices given under paragraph 18.1(a)(ii) shall be deemed to have been received on the first business day of the Association following the date of transmission thereof. Notices given under paragraph 18.1(a)(iii) shall be deemed to have been received on the third business day of the Association following the date of deposit of the notice in the mail.