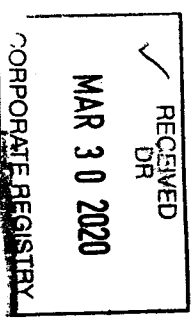


CALGARY NORTHSTARS HOCKEY ASSOCIATION

Certificate of Special Resolution



I, AMEDEO CORTESE, President of the Calgary Northstars Hockey Association (the "CNHA"), hereby certify, on behalf of the CNHA and not in my personal capacity, that the following special resolution was passed at a meeting of our members on March 16, 2020:

"The existing by-laws are repealed and they are replaced by the attached by-laws."

Dated at Calgary, AB this 17th day or March, 2020.

A handwritten signature in black ink, appearing to read "Amedeo Cortese", written over a horizontal line.

Amedeo Cortese
President
Calgary Northstars Hockey Association

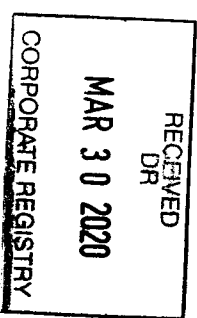


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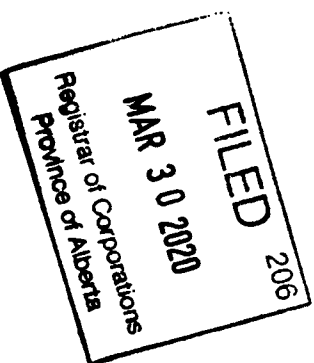
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BYLAWS
of

THE CALGARY NORTHSTARS
HOCKEY ASSOCIATION

pursuant to the
Societies Act (Alberta)



(CNHA Bylaws revision January 2020)

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BYLAWS OF THE CALGARY NORTHSTARS HOCKEY ASSOCIATION

1 PREAMBLE

1.1 THE SOCIETY

The name of the Society is "The Calgary Northstars Hockey Association" (hereinafter referred to as "CNHA" or the "Society").

1.2 THE BYLAWS

The following articles set forth the Bylaws of the Society.

2 READING THESE BYLAWS

2.1 DEFINITIONS

In these Bylaws:

- (a) "Act" means the *Societies Act* (Alberta), being Chapter S-14 of the Revised Statutes of Alberta, as amended from time to time, or any statute substituted for it.
- (b) "Annual General Meeting" means the annual general meeting described in Section 7.1.
- (c) "Associate Member" has the meaning ascribed to it in Section 3.1.
- (d) "Board" means the board of directors of this Society pursuant to Article 4.
- (e) "Board Meeting" means the meetings of the Board pursuant to Article 4.
- (f) "Bylaws" means these bylaws of the Society, as amended from time to time.
- (g) "Director" means any person elected or appointed to the Board in accordance with the provisions Section 4.4, 4.5 or 4.6, as the case may be, and includes all Officers.
- (h) "Executive Committee" means the collection of Directors outlined in Section 4.4.
- (i) "Executive Officer" means each of the members of the Executive Committee.
- (j) "Financial Year" means the fiscal year of the Society, currently June 1 through May 31 of the following year, or as set by the Board from time to time.
- (k) "General Member" means a General Member as described in Subsection 3.1(a).
- (l) "in good standing" refers to a Member who at the time in question has paid the required membership fees and who adheres to the objects of the Society.

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- (m) "Member" means a General Member, an Associate Member or an Honorary Member of the Society.
- (n) "Member Fees" means the fees outlined in Section 3.4.
- (o) "Members Meeting" means a General Meeting or a Special Meeting.
- (p) "Members Register" means the list maintained by the Board containing the names of the Members of the Society.
- (q) "Officer" means any person occupying a position created by the Board in its discretion, pursuant to Article 4.4 or appointed by the Board in accordance with Article 4.5.
- (r) "Special Meeting" means a meeting of Members called pursuant to Section 7.2.
- (s) "Special Resolution" means:
- (i) a resolution passed
 - A. at a Members Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - B. by a vote of not less than 75% of the votes cast by those Members who, if entitled to do so, vote in person.
 - (ii) a resolution proposed and passed as a Special Resolution at a Members Meeting of which less than 21 days' notice has been given, if all Members entitled to attend and vote at the Members Meeting so agree, or
 - (iii) a resolution consented to in writing by all Members who would have been entitled at a Members Meeting to vote on the resolution in person.
- (t) "Voting Member" means a General Member in good standing, an Associate Member or an Honorary Member, all of whom are entitled to vote at any meeting of Members.

2.2 INTERPRETATION

- (a) The headings to articles, sections and subsection of these Bylaws are for ease of reference only, but are deemed to not form part of these Bylaws and must not be used to interpret any part of these Bylaws.
- (b) A reference to "these Bylaws" is a reference to the entire Bylaws and not only one particular Article or Section, a reference to an "Article" is a reference to the contents of only that Article of the Bylaws, a reference to "Section" is a reference

to the contents of only that Section, and a reference to "Subsection" is a reference to the contents of only that Subsection of that Section.

- (c) A reference to "hereto", "hereof", "herein", "hereby", "hereunder" and similar expressions refers to these Bylaws only.

- (d) Where the context requires, a reference to one gender means the other or neuter gender; a reference to a single number means the plural, and vice-versa; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

- (e) Save as set out above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

3 MEMBERSHIP

3.1 CLASSES OF MEMBERSHIP

There shall be three (3) classes of membership in the Society:

- (a) General Members – each registered hockey player playing for a team within the CNHA is automatically a General Member unless such registered hockey players is under the age of eighteen (18) years, in which case one (1) of the registered hockey player's parents or legal guardians is considered to be the General Member.
- (b) Associate Members – non-paid supporters and volunteers interested in promoting or assisting the CNHA to reach its objectives and are willing to contribute time and effort in this regard, and are approved by the Board.
- (c) Honorary Members – these memberships are awarded to persons by and at the discretion of the Board for outstanding past service and commitment to the CNHA, and such membership can be rescinded by the Board at any time.

3.2 RIGHTS AND PRIVILEGES OF MEMBERS

Any Member 18 years and over in good standing is entitled to:

- (a) attend any Members Meeting of the Society;
- (b) inspect the books and records of the Society at a mutually agreeable time upon written application to the Board;
- (c) attend and vote on any issue at any Members Meeting of the Society;
- (d) stand for election as a Director or Executive Officer of the Society if they are a Voting Member, and
- (e) attend (but shall not be entitled to participate or vote) at any Board Meeting.

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3.3 BECOMING A MEMBER

Any person may apply to the Board to become a Member of the Society. Such person is entitled to become a Member, upon:

- (a) completion of such application forms and provision of such information as the Board may reasonably require;
- (b) payment of the applicable fee; and
- (c) approval of the Board, in the case of Associate Members and Honorary or Lifetime Members.

3.4 MEMBERSHIP FEES

- (a) The Board shall establish membership fees for each Financial Year.
- (b) Any person may apply to the Board to have all or part of their Member Fees waived on the grounds of financial hardship, such waiver to be at the discretion of the Board.

3.5 ANNUAL NATURE OF MEMBERSHIP

Membership shall be on an annual basis, from September 1 of one year until August 31 of the immediately following year. All membership fees, except as otherwise provided, are due and payable upon application for membership.

3.6 TERMINATION OF MEMBERSHIP

- (a) A Member may resign their membership at any time upon written notice to the Board, sent by mail to Box 54022, 2640 – 53 Street NE Calgary, Alberta T1Y 6S6, or such other address as the Board may from time to time direct, along with email notification to the Secretary. Upon receipt of such notice by the Board, the membership and all privileges of the Member shall be terminated. Upon such resignation, a Member may be entitled to a pro-rated refund of their applicable membership fees paid, at the discretion of the Board.
- (b) Membership may be suspended or terminated (and a player may be prohibited from participating in activities of the CNHA, including playing hockey) if Membership fees or other debts or obligations owing by a Member to the Society are not paid by the due date.
- (c) The Board, by a motion at a duly constituted Board Meeting, may propose to terminate or suspend the membership of any Member at any time for cause and such termination or suspension of membership shall be effected by a vote of no less than 75% of those Directors present at the Board Meeting where the Board has determined that continued Membership will be detrimental to the CNHA; provided, however, that the Member who is the subject of a proposed suspension or

termination and all Board Members shall be served with written notice of the proposed suspension or termination which notice shall be sufficient to allow that Member an opportunity to appear and be heard by the Board prior to the vote. The Member may also present their case in writing if they cannot attend the meeting.

(d) In the event of any suspension or termination of a Member's membership, that Member will not be entitled to any refund of membership fees paid.

(e) The Member may be readmitted by the Board upon such terms as the Board may determine.

3.7 TRANSFER OF MEMBERSHIP

Membership, and all rights and privileges of membership, are not transferable. All rights and privileges cease when a membership terminates, or when the Member resigns or dies.

3.8 CONTINUED LIABILITY FOR DEBTS DUE

Although a Member ceases to be a Member, by death, resignation, termination or otherwise, that Member is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.9 LIMITATION ON THE LIABILITY OF MEMBERS

No Member, in their individual capacity, is liable for any debt or liability of the Society.

4 BOARD OF DIRECTORS

4.1 BOARD DUTIES AND AUTHORITY

(a) The Society shall be governed by Directors, which shall manage the property, business and affairs of the Society and shall exercise the powers of the Society in the name of or on behalf of the Society. The Board shall, in managing the business and affairs of the Society, have the following duties:

- (i) determine the mission and vision of the Society, having regard to the objects of the Society registered pursuant to the Act from time to time;
- (ii) ensure effective short-term and long-term planning;
- (iii) evaluate the programs and events of the Society;
- (iv) monitor the operations and the finances of the Society;
- (v) approve the annual or any other budget of the Society;
- (vi) act as an advocate for the Society; and
- (vii) comply with these Bylaws and the provisions of the Act.

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- (b) The membership of the Board shall be comprised of all Directors elected at an Annual General Meeting or otherwise elected or appointed under these Bylaws.
- (c) The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all Directors entitled to vote on the resolution at a Board Meeting.
- (d) 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.
- (e) No Director may commit the Society, financially or otherwise, without prior approval of the Board.

4.2 QUALIFICATIONS

To qualify for election as a Director a person must be:

- (i) 18 years of age or greater;
- (ii) an individual;
- (iii) a Member in good standing; and
- (iv) a Voting Member.

4.3 NUMBER OF DIRECTORS

The Board membership shall consist of a minimum of seven (7) members and a maximum of eleven (11) members. At a minimum, the Board will consist of the President, Two (2) Vice-Presidents, Secretary, Treasurer, Registrar, Coach and Player Development Director.

4.4 ELECTION AND TERM

The Members shall elect the members of the Board at each Annual General Meeting. The President, Vice President, Secretary and Treasurer will be deemed to be part of the Executive Committee of the Board. The Board may appoint, not from among its members, a Registrar, Coach and Player Development Director, Procurement Director, Community Liaison Director, or such other Officers as the Board may in its discretion determine. One person may be elected or appointed to one or more positions, other than the President who cannot also be the Treasurer.

The election of Directors at the Annual General Meetings of the Society shall be conducted in accordance with the following rules:

- (a) Nomination for the following Executive Officers shall first be called for and received and voting conducted individually in the following order:
 - (i) President
 - (ii) Two (2) Vice-Presidents

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- (iii) Treasurer
(iv) Secretary

(b) Nominees for the office of Vice-President shall have been a member of the Society for at least 1 year and shall have been a director of the Society for at least 1 year.

(c) Nominees for the office of President shall have been a member of the Society for at least 2 years and shall have been a director of the Society for at least 1 year.

(d) Nominations for the remaining directors shall be called for and received. If more individuals are nominated than there are directors to be elected, a vote shall be taken by secret ballot and nominees receiving the highest number of votes shall be declared elected.

(e) The chairman of the Annual General Meetings may make such further rules of the conduct of the election of directors as may be necessary or desirable and which are not inconsistent with the rules set out herein.

(f) Unless earlier terminated as provided for in the Bylaws, all Directors will be elected and shall serve for terms of one year (until the close of the Annual General Meeting next following the election), excluding the President, the two (2) Vice Presidents, the Treasurer and Secretary, all of whom shall serve for two (2) year terms, with the President, one (1) Vice President and the Secretary commencing their terms in alternating years from the other Vice President and the Treasurer.

(g) A Director, whose consecutive terms have expired, shall not be eligible to run for election for a period of one (1) term after which, if otherwise qualified, shall be eligible for re-election to the Board for a maximum of three consecutive (3) terms.

(h) A Director, whose term has expired, if otherwise qualified, shall be eligible for re-election to the Board.

(i) If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected or until their earlier termination in accordance with the Bylaws.

4.5 DIRECTOR VACANCIES

If a vacancy occurs on the Board, either because the Board is unable to fill an office from among its members or because of the resignation or dismissal of any Director, the Board may fill the vacancy by appointment. The term of such appointed Director may expire at the close of the next Annual General Meeting.

4.6 TERMINATION OF DIRECTORSHIP

- (a) A Director may resign at any time upon written notice to the Board.

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- (b) The Members may, by Special Resolution, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at a Members Meeting, elect any person who qualifies under these Bylaws in their stead for the remainder of their term.

- (c) If a Director ceases to be a General Member or the parent or legal guardian of a General Member, then such Director is deemed to have resigned as a Director on the date the membership terminated, unless the Board contemporaneously grants such Director an Associate Membership.

4.7 CONSENT TO ACT AS DIRECTOR

No election of a person as a Director of the Society shall be effective unless:

- (a) they were present at the meeting when they were elected and did not refuse to act as a Director; or
- (b) they consented in writing to act as a Director before their election or before the next Board Meeting following their election,

4.8 DIRECTOR ATTENDANCE

A Director may participate in a Board Meeting or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Director participating in a meeting by such means is deemed to be present at the meeting. Any Director who does not attend 3 consecutive Board Meetings may be dismissed from the Board, at the discretion of the Board.

4.9 PLACE OF BOARD MEETINGS

Meetings of the Board may be held at any place in or outside of Alberta.

4.10 CALLING OF BOARD MEETINGS

Board Meetings shall be held from time to time at such time and at such place as the Board, the President or any two (2) Directors may determine. The Board shall meet as the affairs of the Society require, and in any event shall meet a minimum of four (4) times per year.

4.11 NOTICE OF BOARD MEETING

Notice of the time and place of each Board Meeting shall be given in the manner provided in Article 8 to each Director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at a meeting. No notice shall be necessary if all the Directors are present at the meeting or if those not present have consented in writing to the meeting being held in the absence of such notice. A Board Meeting may also be held, without notice, immediately following the Annual General Meeting.

4.12 ADJOURNED BOARD MEETING

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

4.13 REGULAR BOARD MEETINGS

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

4.14 CHAIR OF BOARD MEETINGS

The President will, when present, act as chairman at all meetings of the Board. In the absence of the President, a Vice President will act as chairman in the place and stead of the President and, in the absence of both the President and the Vice Presidents, a chairman may be selected by a majority of those directors present. The chairman of any meeting of the board shall have no vote except in the case of a quality of votes.

4.15 QUORUM FOR BOARD MEETINGS

A quorum for the transaction of business at any meeting of the Board shall consist of no fewer than six (6) Directors, two (2) of whom must be Executive Officers, all of whom are present in person or by telephone subject to the non-disclosure agreement signed by each Director.

4.16 VOTES TO GOVERN AT BOARD MEETINGS

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question, other than the decision to remove a Member which shall be conducted in accordance with Subsection 3.6(c). The President is entitled to vote only in the case of an equality of votes. At all meetings of the Board every question shall be decided by show of hands unless a ballot on the question is required by the chair of the Board or requested by any Director. A declaration by the chair of the Board that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of such fact without proof of the number or portion of votes in favour or against the resolution.

4.17 REMUNERATION

The Directors shall serve without receiving any remuneration provided, however, that nothing in this Section shall prohibit a Director from being reimbursed for reasonable and documented expenses in connection with their services to the Society as a Director.

4.18 DIRECTOR CONFLICT OF INTEREST

A Director who is party to, or who has a material interest in any person who is a party to, a material contract or proposed material contract with the Society shall disclose the nature and extent of their interest to the Board immediately upon becoming aware of such contract or proposed contract.

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Any such contract is one that in the ordinary course of the Society's business would not require approval by the Board and a Director interested in a contract so referred to the Board is not entitled to move or second any motion at or to vote at any meeting or other proceeding to such contract.

4.19 COMMITTEES

The Board may appoint a committee of Directors or other Members, however designated, and mandate the committee to perform the work on the designated area and to provide recommendations to the Board on any required actions or decision. All decisions or actions required shall be approved by the Board. Such committees shall be under the direction of a Member of the Board and shall be comprised of at least one (1) Board member.

4.20 ATTENDANCE AT BOARD MEETINGS

Members may attend any meeting or proceeding of the Directors, but are not entitled to:

- (a) speak to the meeting, except with the Board's consent, nor
- (b) move or second any motion or to vote at any such meeting or proceeding.

5 OFFICERS

5.1 BOARD DELEGATION TO OFFICERS

The Board may specify the duties of the Officers and Directors and delegate to the Officers the power to manage the business and affairs of the Society.

5.2 PRESIDENT

The President shall be the chief executive Officer and shall be voted in for a two (2) year term every two (2) years on an alternating basis with the Vice-President, so that their respective terms do not overlap for more than one (1) year. Subject to the authority of the Board, the President shall:

- (a) preside when present at all meetings of the Society and the Board;
- (b) have general supervision of the property, business and affairs of the Society;
- (c) be the direct liaison and provide counsel and leadership to the Board;
- (d) be an ex-officio member of all struck and standing committees of the Board;
- (e) act as a representative and spokesperson of the CNHA to Hockey Calgary, Hockey Alberta and Hockey Canada;
- (f) act as official spokesperson for CNHA;
- (g) grant and sign Player Release forms;

- (h) authorize travel permits;
- (i) authorize player suspensions;
- (j) have all such other powers and duties as the Board may specify; and
- (k) ensure up-to-date and accurate documentation pertaining to their specific office.

5.3 VICE-PRESIDENT

The Vice-President shall be voted in for a two (2) year term every two (2) years on an alternating basis with President, so that their respective terms do not overlap for more than one (1) year. The Vice-President shall have such powers and duties as the Board may specify. The Vice-President shall:

- (a) in the absence of the President, perform the duties of the President, including filling in for the President at any meetings or functions, as required;
- (b) manage the day-to-day operations of the CNHA, as directed by the President, including administrative duties, where possible;
- (c) assume 'special' assignments as designated by the Board; and
- (d) ensure up-to-date and accurate documentation pertaining to their specific office.

5.4 SECRETARY

The Secretary shall:

- (a) attend and be the secretary of all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings;
- (b) give or cause to be given as and when instructed, all notices to Members, Directors and Officers;
- (c) be the custodian of any stamp or mechanical device generally used for affixing the corporate seal of the Society and of all books, papers, records, documents and instruments belonging to the Society (except when some other Officer or agent has been appointed for that purpose);
- (d) have such other powers and duties as the Board may specify; and
- (e) ensure up-to-date and accurate documentation pertaining to their specific office.

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5.5 TREASURER

The Treasurer shall:

- (a) be responsible for ensuring that proper accounting records, in compliance with the Act, are kept and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Society;
- (b) render to the Board whenever required an account of all their transactions as treasurer and of the financial position of the Society;
- (c) lead the financial planning of the Society, including the preparation and presentation of an annual operating budget at the Annual General Meeting;
- (d) prepare financial statements for the last completed Financial Year and present them at the Annual General Meeting;
- (e) have such other powers and duties as the Board may specify;
- (f) ensure up-to-date and accurate documentation pertaining to their specific office; and
- (g) must hold a professional accounting designation. Where there is no candidate that holds a professional accounting designation or equivalent, the Members may consider electing a candidate with relevant work experience, subject to the approval of the Board.

5.6 POWERS AND DUTIES OF OTHER OFFICERS

The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify. The Board shall be entitled to appoint an assistant to any Officer, and any of the powers and duties of an Officer to whom an assistant has been so appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

5.7 VARIATION OF POWERS AND DUTIES

The Board may from time to time vary, add to or omit the powers and duties of any Officer.

5.8 TERM OF OFFICE

Executive Members of the Board as elected at the Annual General Meeting pursuant to Section 4.4 or appointed pursuant to Section 4.5, shall hold office until:

- (a) they are removed by the Board, which the Board may do at any time for any reason,
- (b) their successor is appointed,
- (c) they cease to be a Director, or

- (d) their earlier resignation.

6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 LIMITATION OF LIABILITY

- (a) Every Director and Officer of the Society in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (b) Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency of deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by an error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto.

6.2 INDEMNITY

The Society shall indemnify a Director or Officer, a former Director or Officer, and their 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 them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or Officer of the Society or such body corporate, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Society shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this Bylaw limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

6.3 INSURANCE

The Society may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against any liability incurred by them in their capacity as a director or Officer of the Society.

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7 MEMBERS MEETINGS

7.1 GENERAL MEETINGS

A General Meeting shall be held at such time and at such place as the Board may from time to time determine. At least one General Meeting shall occur annually (the "Annual General Meeting") at such time in each year and at such place as the Board may from time to time determine. The agenda for the Annual General Meeting shall include:

- (a) considering the financial statements for the last completed Financial Year;
- (b) electing Directors and Officers; and
- (c) transacting such other business as may properly be brought before the meeting.

7.2 SPECIAL MEETINGS

- (a) The Board, or one-half of the Members entitled to vote, have the power to call a Special Meeting at any time.
- (b) Notice of any Special Meeting shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting.

7.3 NOTICE OF MEETINGS

Notice of the time and place of any General Meeting and any Special Meeting shall be given in the manner provided in Article 8, not less than 21 days before the date of the meeting, to each Director and Member in good standing.

7.4 CHAIRMAN, SECRETARY AND SCRUTINEERS

The chairman of any Members Meeting shall be the first mentioned of the President or a Vice-President as have been appointed and who is present at the meeting. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Secretary of the Society is absent, the chairman shall appoint a person to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution of the meeting or by the chairman with the consent of the meeting.

7.5 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a Members Meeting shall be Members in good standing. Any other person may be admitted only on the invitation of the Board or with the consent of the meeting.

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7.6 QUORUM

A quorum for the transaction of business at any Members Meeting shall be a minimum of 15 Members who are entitled to vote and are present in person at a duly constituted Members Meeting. The President will cancel the meeting if a quorum is not present within one-half hour after the time set for the meeting. If the meeting is so canceled, the meeting must be rescheduled to take place within seven (7) days thereafter. If, at the rescheduled meeting, quorum is not present within one-half hour of the time set for the meeting, the meeting will proceed as if a quorum was present.

7.7 PROXIES NOT PERMITTED

Proxy representation is not permitted. A Member entitled to vote at a Members Meeting must attend in person.

7.8 VOTES TO GOVERN

At any Members Meeting every question shall, unless otherwise required by the Act or these Bylaws, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote.

7.9 SHOW OF HANDS

Any question at a Members Meeting shall be decided by a show of hands unless a ballot thereon is demanded as hereinafter provided. Upon a show of hands every Member in good standing who is present shall have one vote. No Member may cast more than one (1) vote, notwithstanding that the Member may represent more than one (1) Registered Member or qualify as a Member in more than one capacity. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is 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 question, and the result of the vote so taken shall be the decision of the Members upon the question.

7.10 BALLOTS

On any question proposed for consideration at a Members Meeting, and whether or not a show of hands has been taken thereon, any Member in good standing may demand a ballot. A ballot so demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to taking the ballot. If a ballot is taken, each Member in good standing is entitled to vote upon the question and the result of the ballot so taken shall be the decision of the Members upon the said question.

7.11 ADJOURNMENT

The chairman of a Members Meeting may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to

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place. If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earlier meeting that is adjourned. Subject to the provisions of the Act, if a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

7.12 RESOLUTION IN WRITING

A resolution in writing signed by all the Members entitled to vote on that resolution at a of Members Meeting is as valid as if it had been passed at a duly convened Members Meeting.

8 NOTICES

8.1 METHOD OF GIVING NOTICES

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, these Bylaws or otherwise to a Member, Director or Officer shall be sufficiently given if:
 - (i) delivered personally to the person to whom it is to be given if delivered to at that person's address shown on the Members Register.
 - (ii) mailed to that person at that person's address shown on the Members Register by first class mail (except in the event of an actual or threatened stoppage or slowdown in mail delivery, in which case an alternate method of giving notice shall be used), or
 - (iii) if sent to that person at that person's electronic address shown on the Members Register, by facsimile transmission or electronic mail communication or any other means of electronic communication capable of generating a permanent written record of the message.
- (b) Any notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given five (5) business days after being deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched.
- (c) The Secretary may change or cause to be changed the recorded address of any Member in accordance with any information believed by the Secretary to be reliable.

8.2 COMPUTATION OF TIME

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

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8.3 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.4 WAIVER OF NOTICE

Any Member entitled to attend Members Meeting may at any time waive any notice, or waive or abridge the time for any notice, required to be given to them under the Act, the regulations thereunder, the Articles, the Bylaws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, 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 a waiver of notice of a Members Meeting or of the Board or a committee of the Board which may be given in any manner.

9 FINANCIAL MATTERS

9.1 BORROWING POWERS

For the purpose of carrying out the objectives of the Society, the Board may from time to time borrow money or charge, hypothecate, mortgage of pledge, any of all of the real or personal property of the Society to secure any liability of the Society. From time to time the Board may by resolution authorize any two Directors or any two Officers of the Society to make arrangements with reference to monies borrowed, or to be borrowed, and as to the terms and conditions of the loan thereof, and as to the security given therefore, generally to manage, transact and settle the borrowing of money by the Society. Debentures may only be issued with the approval of the Members by Special Resolution.

9.2 AUDIT

- (a) The Board shall appoint either a qualified accountant or two Members to perform an audit of the financial accounts of the Society.
- (b) The auditor or auditors shall make a report to the Members on the accounts examined by them and on every financial statement laid before the Members at any Annual General Meeting. The report shall state:
 - (i) whether or not they have obtained all the information and explanations they have required; and
 - (ii) whether, in their opinion, the financial statements referred to in their report are properly drawn up so as to exhibit a true and correct view of the state of the Society affairs according to the best of their information and the explanations given to them, and as shown by the books of the Society.

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9.3 FINANCIAL YEAR

The financial year of the Society commences on June 1 and ends on the succeeding May 31, unless otherwise determined by the Board.

9.4 UNBUDGETED EXPENDITURES

Executive Officers may spend up to \$500 for items and or services that are related to the day to day operation of the Society and shall provide sufficient documentation of same. Expenditures over \$500 require Board approval.

10 MISCELLANEOUS PROVISIONS**10.1 SEAL**

If the Society authorizes a corporate seal, then that seal shall remain in the custody of the Secretary of the Society and shall be affixed to agreements and documents under the direction of the Board.

10.2 RESCISSION OR ALTERATION

The Bylaws of the Society shall not be rescinded or amended except by Special Resolution.

10.3 BOOKS AND RECORDS

The Board shall cause all necessary books and records of the Society required by the Act or by any applicable statute to be regularly and properly kept. Books shall be open for inspection by the Directors at all times.

10.4 PROCEEDINGS

The Board shall cause minutes of proceedings of all Board Meetings and Members Meetings to be kept.

10.5 REGISTER OF MEMBERS

(a) The Society shall keep a Members Register containing the names of every person who is admitted as a Member of the Society, together with the following particulars of each person:

- (i) the full name and residential address;
- (ii) an electronic address for the person, if available;
- (iii) the date on which the person is admitted as a member;
- (iv) the date on which the person ceases to be a member; and
- (v) the class of membership of the person.

- (b) The Society shall permit a Member of the Society to inspect the Members Register without payment of fee.
- (c) The Society shall, within a reasonable time of receiving from a Member a request to do so, provide to the Member a copy of the register, the annual list of Members or an excerpt from any one or more of them, on payment by the Member of such fee as the Board specifies, which fee shall not exceed that permitted by the Act or regulations under the Act, with all of such disclosure subject to the requirements of the Act.

10.6 ARBITRATION

- (a) A dispute arising out of the affairs of the Society and between any Members of the Society or between
 - (i) a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member, or
 - (ii) a person claiming through the Member or aggrieved person or claiming under these Bylaws,
- and the Society or a Director or Officer of the Society, shall be decided by arbitration, in accordance with the *Arbitration Act* (Alberta).
- (b) A decision made pursuant to any arbitration is binding upon all parties and may be enforced on application to the Court of Queen's Bench, and except upon an error of law or mixed fact and law there is no appeal from such decision.

10.7 RESOLUTION TO DISSOLVE

- (a) The Board may move to dissolve the Society at a Special Meeting of the Society.
- (b) In the event of dissolution or winding up of the Society, after payment of all of the debts and liabilities of the Society, all remaining assets shall be distributed to one or more recognized societies or charitable associations in Canada selected by the Board.

10.8 EFFECTIVE DATE

These Bylaws shall come into force when registered with the Registrar of Corporations.