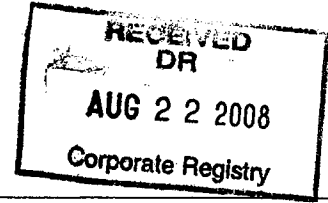


BYLAW NO. 1



A by-law relating generally to the transaction of the business and affairs of the

Estate Planning Council of Calgary

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ARTICLE 1
INTERPRETATION

1.01 Definitions. In these Bylaws:

- (a) “**Act**” means the *Societies Act* (Alberta), and any statute that may be substituted therefore, as from time to time amended;
- (b) “**annual general meeting**” means a meeting of members held in accordance with the time period required by Article 8.02 at which the business specified in Article 8.12 is conducted;
- (c) “**Auditor**” means a person who is appointed by the Board to perform a financial review of the Society;
- (d) “**Board**” means the Board of Directors of the Society;
- (e) “**Director**” means any member of the Society who is elected or appointed as a Director of the Society pursuant to these Bylaws;
- (f) “**Honorary Member**” means a person who is appointed as an Honorary Member by the Board and who is entitled to honorary membership at the pleasure of the Board;
- (g) “**Life Member**” means a person who is appointed as a Life Member by the Board and who is entitled to life membership during their lifetime;
- (h) “**meeting of members**” means an annual general meeting of the members of the Society and/or a special meeting of the members of the Society, as the context requires;
- (i) “**member**”, “**members**”, and “**membership**” means members other than Honorary and Life Members;
- (j) “**ordinary resolution**” means:
 - (i) with respect to a meeting of members, a resolution passed by a simple majority of the votes cast by the members in good standing present at a duly called meeting of members; or

- (ii) with respect to a Board meeting, a resolution passed by a simple majority of the votes cast by the Directors present at a Board meeting, or a resolution consented to in writing by all of the Directors entitled to vote on the resolution;
- (k) “**Society**” means the “Estate Planning Council of Calgary”;
- (l) “**special resolution**” means
 - (i) a resolution passed
 - A. at a meeting of members of which not less than 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 members at the meeting who, if entitled to do so, vote in person, or
 - (ii) a resolution proposed and passed as a special resolution at a meeting of members of which less than 21 days’ notice has been given, if all of the members entitled to attend and vote at the general meeting so agree.

1.02 Reference to Legislation. In all of these Bylaws of the Society wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

1.03 Headings. Headings used in the parts and sections of these Bylaws are for convenience only and are not to be used in the interpretation of these Bylaws.

1.04 Purpose. The activities of the Society are carried on without purpose of gain for its members.

ARTICLE 2 MEMBERSHIP

2.01 Membership Requirements. Members shall belong to one of the following 5 professional groups:

- (a) Barristers and Solicitors who are active members of the Law Society of Alberta and who are engaged in the public practice of law;

- (b) Chartered Accountants who are active members of the Institute of Chartered Accountants of Alberta and who are engaged in the public practice of accounting;
- (c) Chartered Life Underwriters actively engaged in the marketing of life insurance and related products;
- (d) Trust company representatives employed by a trust company; and
- (e) Individuals of professions or businesses involved in estate planning who, in the opinion of the Board, are engaged in estate planning, are able to subscribe to the objects of the Society, and would be compatible with other members of the Society.

All members must have their place of business within the City of Calgary, in the Province of Alberta.

2.02 Application for Membership. Applications for membership shall be submitted to the Membership Chairperson and shall be accompanied by a recommendation from a member of the Society. The Membership Chairperson shall present the application to the Board and the Board may approve the application by ordinary resolution. Each member shall be promptly informed by the Membership Chairperson of their admission as a member.

2.03 Limit on Member Number. The membership of the Society shall not exceed 150 members.

2.04 Membership Composition - Limit on Professional Groups. Not more than 30 members shall be members of any one professional group listed in Article 2.01. However, if the membership of the Society is not filled, the Board may admit a member and, in so doing, exceed the 30-member limit for that professional group, provided however that the number of members from any one professional group does not exceed 40.

2.05 Membership Composition - Diversity. Subject to the overriding discretion of the Board, not more than 6 members of the Society shall be members of any one firm or company or be licensed by any one life insurance company. The Board shall, from time to time, establish reasonable parameters and guidelines whereby the number of members of the Society from any one firm or company or licensed by any one life insurance company may be less than 6 depending on the size of the firm, company, or life insurance company.

2.06 Waiting List. If the number of members of any one professional group at any time exceeds 30 members, subsequent applications for membership shall be treated as follows:

- (a) a waiting list shall be established and prioritized based on the date of application, subject to the priorities described in sub-Articles (b) and (c);
- (b) if a professional group is represented by fewer than 30 members of the Society and an application is received from an individual in that professional group, that application shall receive accelerated priority as compared to applications of all other applicants in other professional groups in order to attempt to maintain the ratios of members as articulated in Article 2.04; and
- (c) the Board in its sole discretion shall have the right to approve individuals as members who are not at the top of the waiting list based on other considerations, including whether or not the proposed member of the Society is associated with or employed by a firm or organization otherwise represented in the membership of the Society.

2.07 Membership Fee. The Society's membership fee:

- (a) shall be determined, from time to time, by the Board;
- (b) shall be due and payable in advance on September 1st of each year, or such other date as the Board may approve;
- (c) may be waived, in whole or in part, from time to time by the Board in respect of any member as part of an incentive program or otherwise; and
- (d) shall not be payable by Honorary Member and Life Members, but Life Members will be required to pay for each meeting attended at the prevailing guest rate.

2.08 Prohibition on Advertising. No member, including an Honorary Member or a Life Member, shall use his or her membership in any form of solicitation of business by way of public advertising in or on any newspaper, magazine, radio, television, or any other form of media, provided however this shall not preclude a reference to membership in the society, on a member's curriculum vitae or biography posted on a website.

2.09 Ceasing to be a Member. A member of the Society ceases to be a member of the Society and is entitled to no membership privileges or rights immediately on the occurrence of any of the following events:

- (a) he or she withdraws from membership in the Society by giving written notice of withdrawal to the Board through its Secretary;
- (b) he or she fails to pay the annual membership fee within 90 days of the date when due;
- (c) he or she is expelled or suspended pursuant to Article 3.15; or
- (d) he or she is, by special resolution, expelled from membership for any cause that the Society may deem advisable.

2.10 Expulsion. A member who has been recommended for expulsion pursuant to sub-Articles 2.09(c) or 2.09(d) shall be given notice by the Secretary of the Society at least 7 days prior to the Board meeting or 21 days prior to the meeting of members (as the case may be) at which it is proposed to consider the resolution for expulsion, at which time said member shall have the opportunity to be heard or to submit a statement in writing. Such notice shall include the reasons for the proposed expulsion.

2.11 Reapplication for Membership. Any member who has ceased to be a member pursuant to sub-Articles 2.09(a) or 2.09(b) may reapply for membership in the Society, and shall be entitled, if he or she meets the requirements for admission to the Society, to become a member of the Society.

2.12 Reapplication for Membership - Expulsion for Cause. A member who is expelled from membership pursuant to sub-Articles 2.09(c) or 2.09(d), may reapply for admission to the Society after a period of at least 1 year has elapsed from the effective date of his or her expulsion. The Board shall consider such application and may allow or deny the application upon such evidence as it considers satisfactory.

ARTICLE 3 BOARD OF DIRECTORS

3.01 Board Function. The business and affairs of the Society shall be managed by the Board. The Board shall, subject to these Bylaws or directions given to it by ordinary resolution of the members, have full control and management of the business and affairs of the Society.

3.02 Number of Directors. The Board shall consist of 7 Directors, 6 of whom shall be elected at the annual general meeting and one of whom shall be the Past President of the Society.

3.03 Composition. The Board shall be comprised of at least one Director who is a Barrister and Solicitor, one Director who is a Chartered Accountant, one Director who is a Chartered Life Underwriter, and one Director who is a trust company representative. The Board shall not include more than two Directors from each of the aforementioned professional groups.

3.04 Qualification. The following persons are disqualified from being a Director or officer of the Society:

- (a) a person who is less than 18 years of age;
- (b) a person who
 - (i) is a dependent adult as defined in the *Dependent Adults Act* or is the subject of a certificate of incapacity under the *Dependent Adults Act*;
 - (ii) is a formal patient as defined in the *Mental Health Act*;
 - (iii) the subject of an order under the *Mentally Incapacitated Persons Act*; or
 - (iv) has been found to be a person of unsound mind by a court in Alberta or elsewhere;
- (c) a person who is not an individual;
- (d) a person who has the status of bankrupt; and
- (e) a person who is not a member of the Society.

3.05 Election and Term. 6 Directors shall be elected at the annual general meeting of members for a term of one year. Each Director shall be eligible for re-election for successive terms, subject to Article 3.06.

3.06 Term Limits. Directors shall serve no more than eight consecutive terms on the Board.

3.07 Removal. The members of the Society may, by special resolution, remove any Director before the expiration of his or her term of office, and may, by ordinary resolution, elect any person in his or her stead for the remainder of his or her term. A Director who has been recommended for removal shall be given written notice by the Secretary of the Society at least 21 days prior to the

meeting at which the said Director shall have the opportunity to be heard or to submit a statement in writing. Such notice shall include the reasons for the proposed removal.

3.08 Meetings and Notification. Board meetings shall be held from time to time and at such time and at such place in the City of Calgary as the Board, the President, or any two Directors may determine. Should more than one of the above-named call a meeting at substantially the same time, there shall be held only one meeting and such meeting shall occur at the time and place (in Calgary) determined by, in order of priority, the President or the Board. Board meetings shall be called by 7 days notice by mail, facsimile, electronic mail, or telephone. A notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, except where the Act or these Bylaws require such purpose or business to be specified.

3.09 Notice Requirements. Notwithstanding Article 3.08, a notice of meeting shall be provided where any of the following issues are to be addressed at a Board meeting:

- (a) filling a vacancy among the Board;
- (b) approving any financial statements;
- (c) suspending or expelling a member pursuant to Article 3.15;
- (d) submitting to the members any question or matter for their approval;
- (e) making changes to or waivers of the membership fee pursuant to Article 2.07;
- (f) considering the application for membership of a person who was expelled from membership pursuant to Article 2.12;
- (g) declaring a director's office vacated pursuant to sub-Article 3.14(e);
- (h) approving expenditures exceeding \$10,000 or authorising a budget for such expenditures.

3.10 Entitlement to Notice and to be Heard. Each Director is entitled to receive notice of and to attend at and be heard (as provided in *Robert's Rules of Order*) at each Board meeting.

3.11 Quorum. A quorum for the transaction of business shall consist of 4 of the Directors appointed or elected. A quorum may, notwithstanding any vacancy among the Directors, exercise all of the powers of the Board.

3.12 Failure to Have Quorum. Should there fail to be a quorum at any duly called Board meeting, the Board may not transact any business, except that the Board may adjourn the meeting to a later time or date, or call a meeting of members.

3.13 Adjourned Meeting. Any Board meeting may be adjourned at any time and from time to time and business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.14 Ceasing to be a Director. A Director immediately ceases to be a Director when he or she

- (a) dies;
- (b) is removed from office by the members pursuant to Article 3.07;
- (c) becomes and remains for a period of 21 or more days disqualified to be a Director of the Society pursuant to Article 3.04, ceases to be a member pursuant to Article 2.09, is suspended for a period of 21 or more days pursuant to Article 3.15, or is expelled pursuant to Article 3.15;
- (d) sends or delivers his or her resignation to the Society; or
- (e) has without reasonable excuse absented himself or herself from 3 or more consecutive Board meetings and the Board has for that reason declared his or her office vacated. For greater certainty the Board is hereby empowered to make such determination and declaration.

3.15 Expulsion or Suspension. The Board may, by a vote of three-quarters ($\frac{3}{4}$) of those present at a duly called Board meeting, expel or suspend for a period of time any member (including a Director or officer):

- (a) who fails to attend at least two regular meetings of the Society during the Society's fiscal year;
 - (b) whose conduct or character shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or the Board;
- or

(c) who wilfully commits a breach of these Bylaws.

No member shall be expelled or suspended without being notified of the charge or complaint against him or her or without having first being given an opportunity (on at least 7 days notice) to be heard by the Directors at a Board meeting, or to submit a statement in writing.

3.16 Vacancies. Vacancies on the Board, however caused, so long as a quorum of Directors remains in office, may be filled by the Board, if they see fit to do so; otherwise, such vacancies shall be filled at the next annual general meeting of members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of members to fill the vacancies.

3.17 Authority. Subject to Article 7.03, no Director or Directors shall commit or purport to commit the time, resources, or finances of the Society, or its Board without prior approval of such a commitment by the Board.

3.18 Action by the Board. Questions arising at any Board meeting shall be decided, the powers of the Board shall be exercised, and determinations of the Board shall be made by ordinary resolution of the Directors present in person, unless otherwise provided by the Act or these Bylaws. All votes at any such meeting shall be taken by ballot if so demanded by any Director present; but if no demand is made, the vote shall be taken by a show of hands. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.19 Resolution in Lieu of Meeting. A resolution in writing signed by all of the Directors personally shall be valid and effectual as if it had been passed at a Board meeting duly called and constituted. Resolutions may be signed in counterpart and transmitted by facsimile or electronic mail.

3.20 Limitation of Liability. Every Director and officer of the Society in exercising the powers and discharging the duties of Director or officer shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for:

(a) the acts, receipts, neglects or defaults of any other Director, officer or employee;

- (b) joining in any receipt or other act for conformity;
- (c) any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society;
- (d) the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested;
- (e) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Society are deposited;
- (f) any loss occasioned by any error of judgment or oversight on the part of the Director or officer; or
- (g) any other loss, damage or misfortune that happens in the execution of the duties of such office or in relation thereto;

provided that nothing herein shall relieve any Director or any officer from the duty to act in accordance with the Act and the associated regulations or from liability for any breach thereof.

3.21 Indemnity. Subject to the Act, the Society shall indemnify a Director or officer, and a former Director or officer, and such person's heirs, executors, administrators, and assigns, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or have been a Director or officer of the Society if such person:

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

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

- 3.22 **Insurance.** The Society may purchase and maintain such indemnity or liability insurance for the benefit of any or all of the Society, its Directors and its officers, as the Board may from time to time determine.
- 3.23 **Remuneration.** The members of the Board shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his or her position as Director (or where applicable, officer, agent or employee of the Society). Profits or other accretions of the Society shall not be used to promote any Director's personal objectives. Such action would constitute violation of these Bylaws and jeopardize the status of the Director.
- 3.24 **Agents and Employees.** The Board may from time to time appoint agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Society and such agents and employees shall have such authority and shall perform such duties as may be prescribed by the Board from time to time.

ARTICLE 4 OFFICERS

- 4.01 **Officers.** The officers of the Society shall consist of:

President
Vice-President
Secretary
Treasurer

- 4.02 **Appointment.** The Board shall annually, or more often as may be required, appoint certain Directors as officers and shall appoint, as needed, a Director to replace any officer who has ceased to be an officer.

- 4.03 **President.** The President shall:

- (a) when present, preside and act as President at all meetings of the members and of the Board;
- (b) be an *ex-officio* member of all committees;
- (c) prepare all Board agendas;
- (d) be the official spokesperson for the Society;

- (e) be the primary signing authority for the Society;
- (f) coordinate the overall functioning of the Board and delegate duties accordingly; and
- (g) perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time.

The President shall hold his or her office for one year only. Any person that has held the office of President shall not be eligible for re-appointment to the position of President.

4.04 Vice-President. The Vice-President shall act as President in the absence of the President. The Vice-President shall hold his or her respective office for one year only. Any person that has held the office of Vice-President shall not be eligible for re-appointment to the position of Vice-President.

4.05 Secretary. The Secretary or the Secretary's delegates shall:

- (a) attend all meetings of the Society and of the Board and keep accurate minutes of the same;
- (b) have charge of the Seal of the Society, which Seal, whenever used, shall be authenticated by the signature of the Secretary and the President or, in the case of the death or inability of either to act, by the Vice-President;
- (c) have charge of all of the correspondence of the Society;
- (d) cause to be kept a register of all of the members of the Society in accordance with the Act, containing the names of every person who is admitted as a member of the Society, including the following particulars of each: full name, address, date admitted as a member, and date ceased to be a member;
- (e) cause all notices of the various meetings to be sent as required;
- (f) collect and receive the annual dues or assessments levied by the Society, if any, such monies to be promptly turned over to the Treasurer for deposit in a chartered bank as hereinafter required; and
- (g) perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board.

In case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Board.

4.06 Treasurer. The Treasurer or the Treasurer's delegates shall:

- (a) receive all monies paid to the Society and deposit the same in whatever chartered bank the Board may order;
- (b) promptly account for the funds of the Society and keep such books as may be directed;
- (c) present a full, detailed account of receipts and disbursements to the Board whenever requested;
- (d) prepare for submission to the annual general meeting of members a statement duly audited as hereinafter set forth of the financial position of the Society and submit a copy of the same to the Secretary for the minute book of the Society.

4.07 Past President. The Past President shall provide the Board with continuity with respect to the Society's governance.

4.08 Absence of Officers. In the absence of the President, his or her duties shall be performed by the Vice-President and in his or her absence, shall be performed by such other Directors as the Board may from time to time appoint for the purpose.

4.09 Remuneration. The officers of the Society shall receive no remuneration for acting as such. However, all officers shall be entitled to reimbursement for reasonable expenses incurred in the performance of the officer's duties.

4.10 Incumbents: Officers shall hold office as officers until new officers are appointed.

ARTICLE 5

MEMBERSHIP COMMITTEE

5.01 Composition. The Board may appoint a Membership Committee consisting of 5 members in good standing.

5.02 Chairperson. The Chairperson of the Membership Committee shall be a Director. The Board may appoint the Chairperson at its first meeting after the annual general meeting. The Chairperson may select the Membership Committee members by selecting one member from

each of the professional groups listed in Article 2.01, excluding the professional group to which the Chairperson belongs.

- 5.03 Function.** The Membership Committee or alternatively, the Membership Chairperson shall consider all applications to the Society for membership and shall present all applications that fulfill the membership requirements of the Society to the Board for its consideration.
- 5.04 Retirement.** The members of the Membership Committee shall retire at each annual general meeting, but each member shall be eligible for re-appointment if otherwise qualified.

ARTICLE 6 STANDING COMMITTEES

- 6.01 Standing Committees.** The Board may create or delete such other standing or special (*ad hoc*) committees as the Board may from time to time designate.
- 6.02 Appointment of Standing Committee Members.** The Board shall appoint one or more Directors or other members to each standing committee for such terms as they see fit, and may from time to time fill vacancies on the standing committees.
- 6.03 Function.** The standing committees shall recommend to the Board programs which will improve the services provided by the Society to its members.

ARTICLE 7 FINANCE, ACCOUNTS AND AUDIT

- 7.01 Fiscal Year.** The fiscal year of the Society shall end on the 31st day of August in each year.
- 7.02 Audit.** The books, accounts and records of the Secretary and the Treasurer shall be audited at least once a year by the Auditor. A complete and proper statement of the audit shall be completed by the Auditor and submitted to the members by the Treasurer at the annual general meeting of members.
- 7.03 Expenditure Limits and Approval.** The establishment of expenditure limits and processes for the approval of expenditures will be set by the Board from time to time as appropriate.
- 7.04 Execution of Instruments.** Contracts, documents or instruments in writing requiring execution by the Society may be signed as determined by the Directors from time to time by resolution and

all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Society to sign and deliver either contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and/or counterpart signature and deliver specific contracts, documents or instruments in writing. The term “contracts, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds (including specifically, but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities), share certificates, warrants, bonds, debentures and other securities or security instruments of the Society, and all paper writings.

- 7.05 **Bank Accounts.** The Society will maintain a general bank account for its normal operations and the signing authorities for cheques written from the general account shall be any two officers of the Society or alternatively as may be set by ordinary resolution of the Board from time to time as may be appropriate.
- 7.06 **Borrowing.** No money shall be borrowed by the Society except by special resolution; however, the Board may, by a vote of three-quarters ($\frac{3}{4}$) of the Directors present at a duly constituted Board meeting, borrow such amount as it can show will be paid from general revenues.

ARTICLE 8 MEETINGS OF MEMBERS

- 8.01 **Meetings.** Meetings for the furtherance of the objects of the Society may be called by the Board from time to time in its sole discretion.
- 8.02 **Annual General Meeting.** The annual general meeting of members is the only general meeting of the members and shall be held on or before November 30th of each year and shall be called by the Board. Notice shall be given to all members of the Society at least 21 days prior to the annual general meeting.
- 8.03 **Special Meeting.** The Board may at any time call a special meeting of members of the Society.
- 8.04 **Request to Call a Special Meeting.** A special meeting of members shall be called by the Board upon receipt by the Secretary of a written request that a meeting be called, signed by at least 5 members in good standing of the Society requesting such a meeting, setting forth the reasons for

calling such meeting, stating with reasonable particularity the business proposed to be transacted at such meeting, and submitting the text of any proposed resolution.

- 8.05 Secretary to Give Notice - General.** The Secretary of the Society shall, in respect of any meeting of members at which a special resolution will not be required, issue a notice of such meeting. Notice shall be given to all members of the Society at least 10 days prior to the meeting.
- 8.06 Secretary to Give Notice - Special Resolution.** The Secretary of the Society shall, in respect of any meeting of members at which a special resolution will be required, issue notice of such meeting. Notice shall be given to all members of the Society at least 21 days prior to the meeting.
- 8.07 Content of Notice.** Notice of a special meeting shall briefly state the nature of that business and the text of any proposed resolution to be submitted to the meeting. The text of a proposed resolution may be amended at a meeting of members if the amendments correct manifest errors or are not material.
- 8.08 Quorum and Lack Thereof.** Quorum at any meeting of members shall consist of 5 members in good standing (including Directors and the President). If there is not a quorum for any meeting, such meeting shall be adjourned to a later date.
- 8.09 Right to Vote.** Only members in good standing and who are actually present at the meeting are entitled to vote on any resolution at a meeting of members, and each such members shall be entitled to one vote. Honorary Members and Life Members do not have the right to vote.
- 8.10 Right to Speak.** Only members in good standing and who are actually present at the meeting are entitled to propose and speak on motions as permitted by *Robert's Rules of Order*.
- 8.11 Majority Rule.** All questions to be decided by the members at a meeting of members shall be determined by ordinary resolution, unless otherwise provided by the Act or these Bylaws.
- 8.12 Business of Annual General Meeting.** The business of the annual general meeting of members shall include:
- (a) the President's report of the year's activities;
 - (b) the Treasurer's report and the audited financial statements;
 - (c) election or appointment of Directors;

- (d) reports from the standing committees, if any;
- (e) appointment of an Auditor for the ensuing year; and
- (f) any other business of the Society.

8.13 Order of Business. The order of business of the annual general meeting of members shall be at the discretion of the President provided that, in general, business and reports relating to the preceding fiscal year of the Society shall precede the election of the Directors and the appointment of Auditors. The order of business of any other meeting of members shall be at the discretion of the President.

8.14 Adjournment. Any meeting of members may be adjourned at any time and from time to time and business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

ARTICLE 9

NOMINATION AND ELECTION OF DIRECTORS

- 9.01 Nomination.** The existing Board may present to the membership a list of nominees who are prepared to stand for election as a Director. Additionally, Directors may be nominated by the membership from the floor at each annual general meeting. Nominations must be seconded by a minimum of two members, neither of whom are the nominee his or herself.
- 9.02 Election.** The membership shall elect one Director from each professional group to the Board. If only one member from any one professional group is nominated, that person shall be acclaimed as a Director.
- 9.03 Incumbents:** In default of an election of the Board, the then incumbents being members of the Board shall hold office until their successors are elected.

ARTICLE 10

NOTICES

- 10.01 Manner of Notice.** Any notice required or permitted to be given to a member, Director or officer under these Bylaws or the Act may be given in writing:

- (a) by leaving the same with that person;
- (b) by delivering the same to or leaving the same at that person's address as shown in the register of the members (including by depositing the same in a receptacle at such address or affixing the same to an entry door at such address);
- (c) by mailing the same by ordinary or registered mail addressed to that person at his or her address as shown in the register of members; or
- (d) by sending the same by electronic mail or by facsimile to that person at his or her e-mail address or facsimile number as shown in the register of members.

10.02 When Deemed Received. Written notices or communications:

- (a) mailed to the address of a member, Director or officer shown in the register shall be deemed to have been received 5 days after the date of mailing excluding Saturdays, Sundays and statutory holidays, whether or not the notice was returned or received;
- (b) delivered to the address of a member, Director or officer shown in the register shall be deemed to have been received two days after the date the notice is left at the place, excluding Saturdays, Sundays and statutory holidays, whether or not the notice was received; or
- (c) delivered by electronic mail or facsimile to the electronic mail address or facsimile number of a member, Director or officer shown in the register shall be deemed to have been received one day after the date of transmittal excluding Saturdays, Sundays and statutory holidays, whether or not the notice was received.

10.03 Error or Omission. No error or omission in giving notice of any meeting of members or Directors invalidates that meeting or makes void or voidable or otherwise affects any proceedings taken at such meeting.

10.04 Waiver. A member may at any time waive notice of any meeting of members and may confirm any proceedings taken. In the case of a special resolution, all members entitled to vote must waive notice in order for a waiver of notice to be valid as it pertains to any one member.

ARTICLE 11
ALTERATION OF BYLAWS OR OBJECTS

11.01 Alteration. The bylaws or objects of the Society will not be rescinded, altered or added to except by special resolution.

ARTICLE 12
RECORDS AND SEAL

12.01 Books and Records. The Directors will ensure that all necessary books and records of the Society required by these Bylaws or by any applicable law are regularly and promptly kept.

12.02 Minute Book. The Secretary or other officer designated by the Board will maintain and have charge of the minute book of the Society and will record, or cause to be recorded, in it the minutes of all proceedings of all meetings of members and Board meetings.

12.03 Contents of Minute Book. The Minute book will contain the following information:

- (a) the Certificate of Incorporation of the Society;
- (b) a copy of the objects of the Society, and any special resolution altering the objects;
- (c) a copy of these Bylaws and any special resolution altering these Bylaws;
- (d) all other minutes and resolutions of meetings of members;
- (e) all documents, registers and resolutions required by law;
- (f) copies of originals of all financial statements prepared or reported on by the Auditor;
- (g) all other documents directed to be inserted into the Minute book by the Board or required by law.

12.04 Seal. The seal of the Society shall be held by the Secretary of the Society. The seal of the Society shall be affixed to all legal documents executed by the proper officers of the Society and on such other forms which may, by their nature, require the seal of the Society to be affixed thereto.

ARTICLE 13
INSPECTION OF RECORDS

- 13.01 Inspection of Records - Members.** The books, records and accounts of the Society may be inspected by any member of the Society at any time at the registered office of the Society upon giving reasonable notice and arranging a time reasonably satisfactory to the officer or officers having charge of the same.
- 13.02 Inspection of Records- Directors and Auditors.** Each Director and the Auditor shall at all times have access to the books, records and accounts of the Society.
- 13.03 No Right of Inspection.** No person who is not a member of the Society has any right to inspect any book, record or account of the society except as conferred by law or authorized by the Board.

ARTICLE 14
DISSOLUTION

- 14.01 Dissolution.** All profits or other accretions of the Society shall be used in promoting the objects of the Society and for no other purpose whatsoever, and, upon dissolution or winding-up of the Society, all assets of the Society, after payment of liabilities, shall be distributed to such other organizations registered as charitable organizations under the *Income Tax Act* (Canada).

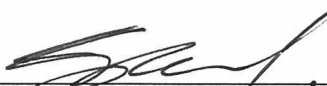
ARTICLE 15
OTHER RULES AND MATTERS

- 15.01 Robert's Rules of Order.** In the event that matters arise that are not covered by these Bylaws, rules will be applied as stated in the latest edition of *Robert's Rules of Order*.
- 15.02 Repeal and Transitional.** These Bylaws supersede and replace all previous bylaws of the Society, which are hereby repealed.


ARTICLE 16
EFFECTIVE DATE

16.01 Effective Date. These Bylaws shall come into force when enacted, subject to the provisions of the Act.

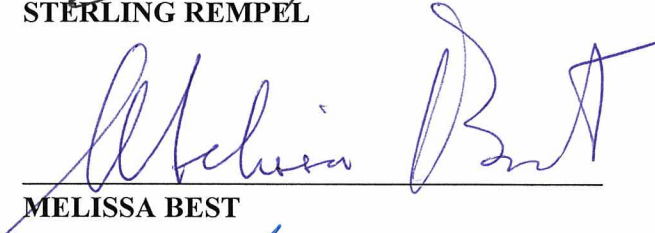
ENACTED this 19 day of AUGUST, 2008.



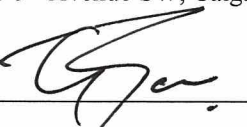
STERLING REMPEL




Witness
CLARKE BARNES
3000, 700-9th Avenue SW, Calgary, Alberta T2P 3V4



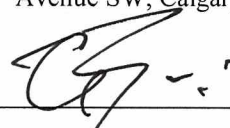
MELISSA BEST



Witness
CLARKE BARNES
3000, 700-9th Avenue SW, Calgary, Alberta T2P 3V4



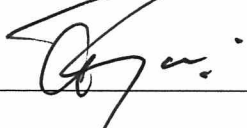
STEPHEN REICHENFELD




Witness
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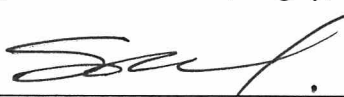
TOM JUNKIN



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CLARKE BARNES




Witness
STERLING REMPEL
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MIKE SHACKLETON



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SANDER VAN DER WISSEL



Witness
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