

Mackenzie Delta HSE Synergy Group

Incorporated under the *Societies Act* (Northwest Territories),
Chapter S-11 of the Revised Statutes of the Northwest Territories

BYLAWS

April, 2007

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MACKENZIE DELTA HSE SYNERGY GROUP

BYLAWS

1 PREAMBLE

1.1 THE SOCIETY

The name of the Society is Mackenzie Delta HSE Synergy Group.

1.2 OBJECTS OF THE SOCIETY

The objects of the Society are to:

- (a) Encourage the alignment of Mackenzie oil and gas operations for best in class HSE performance through:
 - (i) communicating HSE expectations and deliverables;
 - (ii) assistance in HSE program development and implementation;
 - (iii) developing and promoting HSE core competencies;
 - (iv) promotion of best practices; and
 - (v) coaching and mentoring.

1.3 THE BYLAWS

The following provisions set forth the Bylaws of the Society.

2 INTERPRETATION OF THE BYLAWS

2.1 DEFINITIONS

In these Bylaws:

- (a) “**Act**” means the *Societies Act* (Northwest Territories), being Chapter S-11 of the Revised Statutes of the Northwest Territories, as amended from time to time, or any statute substituted for it and all Regulations thereunder.
- (b) “**Annual General Meeting**” means an annual general meeting of the Members described in Article 9.1.
- (c) “**Board**” means the Board of Directors of the Society described in Article 4.
- (d) “**Board Meeting**” means a meeting of the Board of Directors of the Society described in Article 4.
- (e) “**Board Quorum**” a quorum as set out in Section 4.14.
- (f) “**Bylaws**” means these bylaws of the Society, as amended or replaced from time to time.
- (g) “**Committee**” means a Committee established as contemplated in Article 7.
- (h) “**Director**” means an individual who is appointed to the Board.

- (i) **“Executive Committee”** means the Committee as set out in Section 7.7.
- (j) **“Executive Committee Quorum”** means that a sufficient number of Directors appointed to the Executive Committee are in attendance at a meeting of the Executive Committee in order to make valid and binding decisions on behalf of the entire Executive Committee. Executive Committee Quorum shall be three (3) Directors, one of whom shall be the Chair or Vice-Chair of the Board.
- (k) **“Member”** means any Supporting Member or Associate Member that is accepted as a Member pursuant to Article 3.
- (l) **“Member in good standing”** means a Member who at the time in question has paid the required membership fees for the Financial Year in question and who adheres to the objects of the Society.
- (m) **“Members Meeting”** means an Annual General Meeting or Special Meeting of the Members described in Article 9.
- (n) **“Members Register”** means the list maintained by the Board containing the names of the Members, as contemplated in Section 12.6.
- (o) **“Officer”** means an Officer of the Society appointed by the Board.
- (p) **“Project Team”** means a Project Team established as contemplated in Article 6
- (q) **“Society”** means Mackenzie Delta HSE Synergy Group, incorporated under the Act.

2.2 INTERPRETATION

- (a) The headings to Articles and Sections 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 these Bylaws, a reference to "Section" is a reference to the contents of only that Section. A reference to "hereto", "hereof", "herein", "hereby", "hereunder" and similar expressions refers to these Bylaws only.
- (c) 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.
- (d) 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 AND FEES

There shall be two classes of membership in the Society:

- (a) Supporting Members - Any firm, person, corporation, trust or association who pays or commits to pay the Society the annual membership fee determined for Supporting Members may become a Supporting Member with approval by the Board from time to time.

- (b) Associate Members - Any firm, person, corporation, trust or association who pays or commits to pay the Society the annual membership fee determined for Associate Members may become an Associate Member with approval by the Board from time to time.

Other than the annual membership fee, each Member may be requested to make additional contributions of money or 'in kind' contributions such as property, time, advice and/or services to the Society as each such Member deems appropriate from time to time. The Board may from time to time establish the nature and extent of any additional contributions required to be made by each class of membership to the Society.

3.2 DUTIES AND AUTHORITIES OF MEMBERS

- (a) Only individuals representing Supporting Members and individuals representing Associate Members, in either case who are Members in good standing, are entitled to vote on any matter where a vote of the Members is permitted or required by the Act or these Bylaws.
- (b) Each individual representing a Supporting Member or an Associate Member, as appointed by the Members pursuant to Section 3.3, shall have one (1) vote in respect to all matters to be decided at a Members Meeting.
- (c) The individuals representing Supporting Members and Associate Members shall only make decisions in respect of the matters set out in Subsections 9.1 (a) through (d) or matters requiring decisions of the Members pursuant to the Act.

3.3 RIGHTS AND PRIVILEGES OF MEMBERS

- (a) Any Supporting Member who is a Member in good standing is entitled to:
 - (i) nominate one (1) individual person to represent the Supporting Member and attend at all Members Meetings;
 - (ii) if the Supporting Member chooses, to have this individual appointed to the Board; and
 - (iii) inspect the books and records of the Society at a mutually agreeable time upon written application to the Board.
- (b) All Associate Members who are Members in good standing are entitled to:
 - (i) nominate one (1) individual person to represent the Associate Member and attend at all Members Meetings;
 - (ii) Collectively, with all other Associate Members who are members in good standing, nominate two (2) individual persons to be appointed to the Board; and
 - (iii) inspect the books and records of the Society at a mutually agreeable time upon written application to the Board.

3.4 BECOMING A MEMBER

Any firm, person, corporation, trust or association may apply to the Board to become a Member upon:

- (a) completion of such application forms and provision of such information as the Board might require from time to time;
- (b) payment of the applicable fee; and
- (c) approval of the Board.

3.5 ANNUAL NATURE OF MEMBERSHIP

Membership shall be on an annual basis, and all membership fees, except as otherwise directed by the Board from time to time, are due for the Financial Year in question at such time or times as the Board directs from time to time.

3.6 WITHDRAWAL FROM MEMBERSHIP

- (a) A Member may withdraw from membership in the Society at any time upon giving written notice to the Society Secretary.
- (b) A Member shall cease to be a Member upon the date specified in its written notice or upon any earlier date determined by the Board.
- (c) Where a Supporting Member withdraws from membership and the individual representing the Supporting Member is on the Board, the individual will be removed from the Board on the date that withdrawal takes place. Annual contributions will be forfeited.

3.7 TERMINATION OF MEMBERSHIP

- (a) If a Member's annual fees are not paid within thirty (30) days of the due date, then that Member's membership in the Society will be reviewed by the Board.
- (b) The Board may, by a resolution passed by seventy-five (75%) percent of the Directors present at a Board Meeting called for such purpose at which Board Quorum is present, terminate the membership of a Member if such Member has failed to pay its required fees or otherwise has failed to contribute to the goals and objectives of the Society.
- (c) Where a Supporting Member's membership is terminated and the individual representing the Supporting Member is on the Board, the individual will be removed from the Board on the date that termination takes place. Annual contributions will be forfeited.
- (d) Where an Associate Member's membership is terminated and the individual representing the Associate Member has been appointed to the Board on behalf of all Associate Members collectively, the individual will be removed from the Board on the date that termination takes place and will be replaced by a replacement individual chosen collectively by all remaining Associate Members. The Associate Member's annual contributions will be forfeited.

3.8 COMPLIANCE WITH THE OBJECTS OF THE SOCIETY

All Members will be expected to be in reasonable compliance with the Objects of the Society.

4 DIRECTORS

4.1 BOARD DUTIES AND AUTHORITY

- (a) The Board shall manage the business and affairs of the Society and shall exercise the powers of the Society in the name of and on behalf of the Society. The Board shall, in managing the business and affairs of the Society, be responsible for all decisions other than those reserved for the Members pursuant to Article 3.2(c), and without limitation shall perform 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) conduct the management and operation of the Society in a manner consistent with these Bylaws and the Act;
 - (iii) appoint the Executive Committee and the Officers from time to time, delegate to the Executive Committee and/or the Officers such duties and authority as may be considered appropriate, and otherwise receive and consider such recommendation as may be received from the Executive Committee and/or the Officers from time to time;
 - (iv) ensure effective short term and long term planning;
 - (v) evaluate the programs and events of the Society;
 - (vi) monitor the operations and the finances of the Society;
 - (vii) manage the annual or any other budget of the Society;
 - (viii) act as an advocate for the Society; and
 - (ix) comply with the provisions of the Act.
- (b) The powers of the Board may be exercised at a Board Meeting at which a Board Quorum is present or by resolution in writing signed by all Directors entitled to vote on the resolution at a Board Meeting.
 - (c) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as there is a Board Quorum.

4.2 QUALIFICATIONS

No person shall be qualified for appointment as a Director if:

- (a) he or she is less than eighteen (18) years of age;
- (b) he or she is not an individual; or
- (c) he or she is the representative of a Member who is not a Member in good standing.

4.3 NUMBER OF DIRECTORS

The Board shall consist of not less than five (5) Directors.

4.4 APPOINTMENT AND TERM

- (a) The appointment of new Directors shall take place at each Annual General Meeting.
- (b) Individuals representing each Supporting Member, as nominated by each such Supporting Member in the manner contemplated in Subsection 3.3(a), shall be eligible for appointment to the Board.
- (c) Two individuals from the collective of individuals representing Associate Members, as nominated by the individuals representing Associate Members in the manner contemplated in Subsection 3.3(b), shall be eligible for appointment to the Board. If the collective individuals representing Associate Members do not nominate one or both of the Directors they are entitled to nominate, then the Directors nominated by the Supporting Members shall nominate one or both such Directors from the collective individuals representing Associate Members.
- (d) The initial term of a Director shall be for one (1), two (2) or three (3) year terms as decided by the nominating Supporting Member or Associate Members as applicable. Each subsequent term shall be for a duration of two (2) years. The Members shall make efforts to ensure that Director's terms expire in alternate years to ensure Board continuity.
- (e) All the Directors whose term has expired, if qualified, shall be eligible for re-appointment.

- (f) If an appointment of a replacement Director for any particular Member is not made at the end of the Director's term, the incumbent Director shall continue in office until his or her successor is appointed by such Member or Members.

4.5 VACANCIES

For each vacancy that occurs on the Board between Annual General Meetings, the original appointing Supporting Member or the Associate Members collectively, as applicable, shall appoint a replacement Director, whose term shall 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.
- (b) Where the resigning Director represents a Supporting Member (or where an individual Director who represents a Supporting member is removed pursuant to Subsection 4.7(b)), the Board shall then inform the Supporting Member who had appointed the Director that they may appoint a new Director in his/her place within thirty (30) days for the remainder of the resigning Director's term.
- (c) Where the resigning Director represents the Associate Members (or where an individual Director who represents the Associate Members is removed pursuant to Subsection 4.7(b)), the Board shall then direct the Associate Members that they may collectively appoint a new Director in his/her place within thirty (30) days for the remainder of the resigning Director's term.

4.7 REMOVAL OF DIRECTORS

A Director shall be removed if:

- (a) the Supporting Member that the Director represents either withdraws from membership in the Society or has its membership terminated, or,
- (b) the Board elects, by a resolution passed by seventy-five percent (75%) of the Directors present at a Board meeting called for such purpose where Board Quorum is present in person, by electronic means or by proxy, to remove a Director if, in the opinion of the Board, such Director has failed to meet his or her commitments and obligations to the Society.

4.8 CONSENT

- (a) No appointment of a person as a Director shall be effective unless:
 - (i) he or she was present at the Members Meeting when he or she was appointed and did not refuse to act as a Director;
 - (ii) he or she consents in writing to act as a Director before his or her appointment or before the next Board Meeting following his or her appointment; or
 - (iii) he or she acts as a Director pursuant to the appointment.

4.9 ELECTRONIC ATTENDANCE

A Director may participate in a Board Meeting by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a Board Meeting by such means is deemed to be present at the meeting.

4.10 PLACE OF MEETING

Board Meetings may be held at any place approved by the Board within the Province of Alberta or within the Northwest Territories.

4.11 NOTICE OF MEETING

Notice of the time and place of each Board Meeting shall be sent by the Society Secretary to each Director by regular mail addressed to the Director at his/her latest address as shown in the records of the Society, or by fax, email or other electronic means capable of confirmation of receipt of such notice, not less than twenty-one (21) days before the Board Meeting. A Director who participates in a Board Meeting shall be deemed to have received notice thereof.

4.12 REGULAR MEETINGS

Board Meetings shall be held as often as may be required, but at least once every six (6) months, and shall be called by the Society Secretary. Notwithstanding the forgoing, a Board Meeting may be called upon the written request of any three (3) Directors with such written request to state the business to be brought before such Board Meeting. Board Meetings may be held without notice if a Board Quorum is present; provided, however, that any business transacted at such meeting shall be null and void unless ratified at the next regularly called Board Meeting.

4.13 CHAIR

The Chair of any Board Meeting shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the Board Meeting: the Society Chair, the Society Vice-Chair or Treasurer. If no such Officer is present, the Directors present shall choose one of their number to be Chair.

4.14 BOARD QUORUM

The quorum for the transaction of business at any Board Meeting shall consist of sixty (60%) percent of the Directors entitled to vote, whether in person, via electronic means or by proxy, at a Board Meeting.

4.15 VOTES TO GOVERN

- (a) Each Director shall have one (1) vote. Except as specifically provided in these Bylaws, questions arising at any Board Meeting shall be decided on the basis of a simple majority of the Directors in attendance, either in person, via electronic means or by proxy.
- (b) At all Board Meetings, every question shall be decided by show of hands unless a poll 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 of or against the resolution. Any dissenting votes shall be recorded in the minutes.

4.16 PROXIES

A Director may vote by proxy on any issue that is brought to a vote. Proxies will be counted toward the Board Quorum.

4.17 REMUNERATION OF DIRECTORS

No Director shall receive any remuneration for services rendered to the Society, unless approved by the Board and after notice of such authorization is sent to the Members. Directors may be entitled to be reimbursed for reasonable expenses incurred in the performance of duties, subject to the approval of the Board.

4.18 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 his or her interest to the Board immediately upon becoming aware of such contract or proposed contract. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Society's business would not require approval by the Board and a Director interested in a contract so referred to the Board is not entitled to move or second any motion at or to vote at any meeting or other proceeding to consider such contract.

4.19 RESOLUTION IN WRITING

Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors entitled to vote on that resolution at a Board Meeting shall be valid and effectual as if it had been passed at a Board Meeting duly called and constituted.

5 OFFICERS

5.1 APPOINTMENT

- (a) The Board may from time to time appoint a Society Chair, Society Vice Chair, a Society Secretary, a Treasurer and such other Officers as the Board may determine from time to time.
- (b) Such Officers shall be appointed at the first meeting of the Board.
- (c) The Board may specify the duties of and, in accordance with this Bylaw, delegate to such Officers power to manage the business and affairs of the Society.
- (d) One person may hold more than one office.

5.2 THE SOCIETY CHAIR

- (a) The Society Chair shall:
 - (i) be a Director of the Society;
 - (ii) be an individual representing one of the Supporting Members;
 - (iii) preside at all meetings of the Executive Committee; and
 - (iv) have other duties and powers as the Board may specify or delegate.

5.3 THE SOCIETY VICE CHAIR

- (a) The Society Vice Chair shall:
 - (i) be a Director of the Society;
 - (ii) if the collective Associate Members appoint one (1) or (2) individuals to the Board, and one of those individuals is willing to serve, be an individual appointed to the Board by the collective Associate Members; and

- (iii) have such duties and powers as the Board may specify and delegate.
- (b) If neither of the Directors appointed by the collective Associate Members is willing or able to serve, the the Society Vice Chair will be appointed from among the other Directors.
- (c) During the absence or inability to serve of the Society Chair, the Society Vice Chair will exercise his/her duties and powers.

5.4 SOCIETY SECRETARY

- (a) The Society Secretary shall:
 - (i) be a Director of the Society;
 - (ii) be under the direction of the the Society Chair;
 - (iii) attend all meetings of the Board, and keep accurate minutes of same;
 - (iv) have charge of all the correspondence of the Society;
 - (v) keep a record of all the Directors and their addresses, and send notices of the various meetings as required;
 - (vi) be the custodian 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;
 - (vii) have charge of the Seal of the Society, which whenever used, shall be authenticated by the signature of the Society Secretary and the Society Chair, or in the case of the death or inability of either to act, by the Society Vice Chair; and
 - (viii) have such other powers and duties as the Board may specify.
- (b) In case of the absence of the Society Secretary, such Officer as may be appointed by the Board shall discharge his/her duties.
- (c) Funding received by the Society Secretary on behalf of the Society shall be promptly turned over to the Treasurer for deposit in a bank, trust company, credit union or treasury branch as required.

5.5 TREASURER

- (a) The Treasurer shall:
 - (i) be a Director of the Society;
 - (ii) keep the financial records of the Society, manage the financial affairs of the organization, prepare monthly financial reports, and an annual financial status report;
 - (iii) receive all monies paid to the Society and be responsible for the deposit of same in whatever bank, trust company, credit union, or treasury branch the Society may order;
 - (iv) properly account for the funds of the Society and keep such books as may be directed;
 - (v) present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Society and submit to the Secretary for the records of the Society; and
 - (vi) have such other powers and duties as the Board may specify.
- (b) The offices of the Society Secretary and Treasurer may be filled by one person if it is so decided by the Board.

5.6 EXECUTIVE ADMINISTRATOR

- (a) The Board may from time to time appoint an Executive Administrator who shall be an ex officio member of the Board without voting power.
- (b) The Board may delegate to the Executive Administrator full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to assist in the management and direction of the business and affairs of the Society and to employ and discharge agents and employees of the Society.
- (c) The Executive Administrator shall at all reasonable times give to the Board all information the Board may require regarding the affairs of the Society.

5.7 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 and delegate. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

5.8 VARIATION OF POWERS AND DUTIES

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

5.9 TERM OF OFFICE

Each Officer appointed by the Board shall hold office until:

- (a) he or she is removed by the Board, which the Board may do at any time for any reason;
- (b) his or her successor is appointed;
- (c) the firm, person, corporation, trust or association he or she represents ceases to be a Member; or
- (d) his or her earlier resignation.

5.10 REMUNERATION OF OFFICERS

No Officer shall receive any remuneration for services rendered to the Society, unless approved by the Board and after notice of such authorization is sent to the members of the Board. Officers may be entitled to be reimbursed for reasonable expenses incurred in the performance of duties, subject to the approval of the Board.

6 PROJECT TEAMS

6.1 PURPOSE OF PROJECT TEAMS

The Board may establish Project Teams to investigate, evaluate, and provide recommendations to the Board in regards to specifically defined issues. Project Teams shall report to the Board directly or through the Executive Administrator (as and when an Executive Administrator has been appointed).

6.2 COMPOSITION OF PROJECT TEAMS

Project Teams shall be initially composed of those persons appointed by the Board. Project Teams may add additional members. The Society Chair or his/her designated representative shall be an ex-officio member of each Project Team and is entitled to notice and to attend all meetings of Project Teams.

7 COMMITTEES

7.1 APPOINTMENT AND DISSOLUTION

Committees for promoting the objects or functions of the Society may be appointed or dissolved by the Board.

7.2 COMMITTEE COMPOSITION

Every Committee shall be composed of a Committee Chair who shall be a Society Director, and such other persons as may be required. The Committee Chair may designate an alternate to act on his/her behalf. The Society Chair shall be an ex-officio member of all Committees and is entitled to notice of and to attend all meetings of Committees.

7.3 TRANSACTION OF BUSINESS

The powers of a Committee, as defined by the Board, may be exercised by resolution passed at a meeting at which a Committee quorum is present (as described in Section 3.5) or by resolution in writing signed by all the members of such Committee who would have been entitled to vote on that resolution at a meeting of the Committee.

7.4 PLACE OF MEETING

Meetings of Committees may be held at any place approved by the Board of Directors within the Province of Alberta or the Northwest Territories.

7.5 COMMITTEE QUORUM

Unless otherwise determined from time to time by the Board or pursuant to the Bylaws, each Committee shall have the power to fix its quorum at not less than the majority of its members, to elect its Committee Chair and to regulate its procedures.

7.6 TERMINATION OF COMMITTEE MEMBERSHIP

Any Committee Chair who ceases for any reason to be a Director of the Society shall, upon ceasing to be a Director, thereupon also cease to be a Committee Chair.

7.7 EXECUTIVE COMMITTEE

An Executive Committee shall be appointed by the Board and:

- (a) Shall be responsible for the day to day operation of the Society;
- (b) Shall consist of the:
 - (i) the Society Chair;
 - (ii) the Society Vice Chair; and
 - (iii) three (3) Directors of the Society representing Supporting Members or collective Associate Members who are selected by the Board,
- (c) have such duties and powers as the Board may specify and delegate; and

- (d) subject to the approval of the Board, may delegate certain duties to an Executive Administrator.

8 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 LIMITATION OF LIABILITY

- (a) Every Director and Officer and member of a Project Team or Committee, in exercising his or her powers and discharging his or her 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) No Director, Officer or member of a Project Team or Committee shall be liable for:
 - (i) the acts, neglects or defaults of any other Director, Officer or member of a Project Team or Committee;
 - (ii) any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by or on behalf of the the Society;
 - (iii) the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested;
 - (iv) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects of the Society shall be deposited;
 - (v) any loss occasioned by any error of judgment or oversight on their part; or
 - (vi) any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto;unless the same shall happen as a result of their own gross negligence, fraud or criminal action.

8.2 INDEMNITY

The Society shall indemnify a Director or Officer, a former Director or Officer, members and former members of all the Society Committees and Project Teams and his or her heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer, a former Director or Officer, or member or former member of a Committee or Project Team, if:

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

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

8.3 INSURANCE

The Society shall purchase and maintain insurance for the benefit of all persons referred to in this Article 8 against any liability incurred by him or her in his or her capacity as a Director or Officer, former Director or Officer, or member or former member of all the Committees and Project Teams.

9 MEMBERS MEETINGS

9.1 ANNUAL GENERAL MEETING

The Society Secretary shall call the Annual General Meeting of the Members which shall be held within six (6) months after the 31st day of December in each year for the purpose of:

- (a) appointment of the Directors nominated by the Supporting Members and Associate Members pursuant to Section 4.4;
- (b) appointment of the Society's auditor for each financial year of the Society;
- (c) approval of the audited financial statements for each financial year of the Society;
- (d) approval of all annual and other budgets for the Society; and
- (e) transacting such other business as may properly be brought before the meeting.

9.2 SPECIAL MEETINGS

The Board, or one half of the Members in Good Standing have the power to call a Special Meeting of the Members at any time.

9.3 NOTICE OF MEETINGS

- (a) Notice of the time and place of each Members Meeting shall be sent to each Member by regular mail addressed to the Member at its latest address as shown in Members Register, or by fax, email or other electronic means capable of confirmation of receipt of such notice, not less than twenty-one (21) days before the Meeting. A Member who participates in a Members Meeting shall be deemed to have received notice thereof.
- (b) Notice of all Members Meetings shall state the nature of the business to be transacted at such Member Meeting in sufficient detail to permit the Members to form a reasoned judgement thereon and in particular such notice shall state the text of any extraordinary resolution to be submitted to the Members Meeting.

9.4 PLACE OF MEETINGS

Members Meetings may be held at any place within the Province of Alberta or the Northwest Territories.

9.5 CHAIRMAN, SECRETARY AND SCRUTINEERS

The chairman of any Members Meeting shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting: Society Chair or Society Vice-Chair. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Members Meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Society Secretary is absent, the chairman shall appoint some person, who need not be a Director, to act as secretary of the Members Meeting. If desired, one

or more scrutineers, who shall not be Directors, may be appointed by a resolution of the Members or by the chairman with the consent of the Members.

9.6 QUORUM

- (a) A quorum for the transaction of business at any Members Meeting shall be a minimum of four (4) individuals representing Supporting Members in good standing, present in person or via electronic means or by proxy.
- (b) If a quorum is present at the opening of any Members Meeting, the individuals representing Supporting Members in good standing present or represented may proceed with the business of the Members Meeting notwithstanding that a quorum is not present throughout the Members Meeting.
- (c) If a quorum is not present at the opening of any Members Meeting, the individuals representing Supporting Members in good standing present or represented may adjourn the Members Meeting to a fixed time and place but may not transact any other business.
- (d) Notwithstanding the foregoing quorum requirements, at such adjourned Members Meeting, the individuals representing Supporting Members in good standing then present or represented shall constitute a quorum.

9.7 PROXIES

Proxy representation or attendance via electronic means is allowed and an individual representing a Supporting Member entitled to vote at a Members Meeting does not have to attend in person.

9.8 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 by the individuals representing Supporting Members in good standing. In case of an equality of votes either upon a show of hands or upon a ballot, the chairman of the Members Meeting shall not be entitled to a second or casting vote.

9.9 SHOW OF HANDS

Any question at a Members Meeting shall be decided by a show of hands of individuals representing Supporting Members in good standing unless a ballot thereon is demanded as hereinafter provided. Upon a show of hands every individual representing a Supporting Member in good standing who is present in person, by electronic communication or by proxy, shall have one vote. Whenever a vote shall have been taken upon a question, unless a ballot thereon is demanded, a declaration by the chairman of the Members 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 Members 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 Supporting Members upon the question. Any dissenting votes shall be recorded in the minutes.

9.10 BALLOTS

On any question proposed for consideration at a Members Meeting, and whether or not a show of hands has been taken thereon, any individual representing a Supporting Member in good standing may demand a ballot. A ballot so demanded shall be taken in such manner as the

chairman of the Members Meeting shall direct. A demand for a ballot may be withdrawn at any time prior to taking the ballot. If a ballot is taken each individual representing a Supporting 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 Supporting Members upon the said question. Any dissenting votes shall be recorded in the minutes.

9.11 ADJOURNMENT

The chairman of a Members Meeting may, with the consent of the individuals representing Supporting Members in good standing and subject to such conditions as the individuals representing Supporting Members in good standing may decide, adjourn the Members Meeting from time to time and from place to place. If a Members Meeting is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned Members Meeting, other than by announcement at the earlier Members Meeting that is adjourned. Subject to the provisions of the Act, if a Members Meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned Members Meeting shall be given as for an original Members Meeting.

9.12 RESOLUTION IN WRITING

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

10 NOTICES

10.1 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 that person's address shown on the Members Register or the records maintained by the Society Secretary;
 - (ii) mailed to that person at that person's address shown on the Members Register or the records maintained by the Society Secretary 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 or the records maintained by the Society Secretary, 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) A 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 seven (7) 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 Society Secretary may change or cause to be changed the recorded address of any Member in accordance with any information believed by the Society Secretary to be reliable.

10.2 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.

10.3 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.

10.4 WAIVER OF NOTICE

Any Member entitled to attend a Members Meeting may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the regulations thereunder, these Bylaws or otherwise and such waiver or abridgement, whether given before or after the Members 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.

11 FINANCIAL MATTERS

11.1 BORROWING POWERS

The Society shall have no borrowing powers.

11.2 AUDIT

- (a) The financial accounts of the Society shall be audited annually.
- (b) An auditor shall be appointed annually by the Members pursuant to Section 9.1.
- (c) A vacancy in the auditor position may be filled by the Board in between Annual General Meetings.
- (d) The auditor shall make a report to the Members on the accounts examined by them and on every financial statement put before the Members at any Annual General Meeting. The report shall state:
 - (i) whether or not the auditor has obtained all the information and explanations they have required; and
 - (ii) whether, in the auditor's opinion, the financial statements referred to in the auditor's report are properly drawn up so as to exhibit a true and correct view of the state of the Society's accounting and financial affairs according to the best of the auditor's information and the explanations given to the auditor, and as shown by the books of the Society.
- (e) The remuneration of the auditor shall be subject to the approval of the Directors.

11.3 BANK ACCOUNTS

All monies received by the Society shall, promptly following their receipt, be deposited to the credit of the Society in the Canadian chartered bank, trust company, credit union, treasury branch or deposit receiving agency designated from time to time by the Board.

11.4 SIGNING OFFICER

Cheques drawn by the Society shall be signed by such persons as are designated from time to time by the Board.

11.5 FINANCIAL YEAR

The financial year end for the Society shall end on the 31st day of December in each year.

12 MISCELLANEOUS PROVISIONS

12.1 RESCISSION OR ALTERATION

These Bylaws may be rescinded, altered or added to by a Extraordinary Resolution, as defined in the Act.

12.2 INSPECTION OF BOOKS AND RECORDS

Any and all books and records of the Society shall be open for inspection by any Member at the Annual General Meeting or at any other time during the normal office hours of the Society or the place where the books and records are kept upon giving reasonable notice to the Officers having charge of the books and records.

12.3 NOT FOR PROFIT ORGANIZATION

The Society is a not for profit organization.

12.4 REVIEW

The performance of the Society will be evaluated upon the expiration of three (3) years from the date of its incorporation, or the date of its last performance evaluation, by the Members.

12.5 PROCEEDINGS

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

12.6 REGISTER OF MEMBERS

- (a) The Society shall keep a Members Register containing the name of every Member, together with the following particulars of each individual representing a Member
 - (i) the full name, address, telephone number;
 - (ii) an electronic address for the person, if available;
 - (iii) the date on which the person became the representative of the Member;
 - (iv) the date on which the person ceases to be the representative of the Member; and
 - (v) the class of membership of the Member.
- (b) The Society shall permit a Member's representative to inspect the Members Register without payment of a fee.

12.7 ARBITRATION

- (a) A dispute arising out of the affairs of the Society and;
 - (i) any Members of the Society; or
 - (ii) a Member and any former Member;
 shall be decided by arbitration, which shall be conducted under the *Arbitration Act* (Northwest Territories).
- (b) A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Supreme Court of the Northwest Territories, and except upon an error of law or mixed fact and law there is no appeal from it.

12.8 RESOLUTION TO DISSOLVE

- (a) The Members may resolve by Extraordinary Resolution to dissolve the Society.
- (b) Upon the dissolution of the Society, the property of the Society shall be converted into cash and added to the funds of the Society and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Society and the balance shall be distributed in accordance with the Act.

12.9 EFFECTIVE DATE

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

SIGNED on April ____, 2007, by the undersigned, being all the Founding Members the Association.

per: _____
Name:

per: _____
Name:

per: _____
Name:

per: _____
Name:

per: _____
Name:

per: _____
Name: