

**BYLAWS OF THE
PIGEON LAKE WATERSHED ASSOCIATION**

1.— INTERPRETATION

1. Definitions

Unless otherwise provided in these Bylaws, the following terms shall have the following meanings:

- 1. "Act" shall mean the Societies Act, as amended from time to time, being Chapter s-14 of the Revised Statutes of Alberta or any Act that may hereafter be substituted therefor;**
- 2. "Annual General Meeting" means an annual general meeting of the Members duly called and constituted in accordance with these Bylaws;**
- 3. "Board" means the Board of Directors of the Society;**
- 4. "Bylaws" means these bylaws of the Society together with any amendments to or replacements of these Bylaws;**
- 5. "Directors" means the persons who are elected or appointed as directors of the Society from time to time in accordance with these Bylaws;**
- 6. "Majority" means a simple majority consisting of the eligible voters who are present and voting at the time a vote is taken;**
- 7. "Members" means the persons who are accepted as Members of the Society from time to time in accordance with these Bylaws;**
- 8. "Office" means the registered office in the City of Edmonton, or such address as the directors may from time to time determine;**
- 9. "Officers" means the persons who are appointed as officers of the Society from time to time in accordance with these Bylaws;**
- 10. "Society" means Pigeon Lake Watershed Association.**

2. Number and Gender

Where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; and the word "person" shall include

firms and corporations.

2.— JURISDICTION

1. Territorial Jurisdiction

The territorial jurisdiction of the Society shall be limited to the Province of Alberta.

3.— MEMBERS

1. Member Categories

The Society shall have the following categories of Members:

1. Regular Members

To become a Regular Member, an individual must:

- i. support the objects of the Society;**
- ii. make an application for membership; and**
- iii. pay the annual membership fees prescribed for regular Members.**

2. Corporate Members

Any corporation, partnership, club, society or association which wishes to support the objects of the Society may apply to become a Corporate Member upon making an application and payment of the membership fee prescribed for Corporate Members.

3. Family Memberships

Three or more individuals in the same family, residing at the same address may be granted a Family Membership if:

- i. they support the objects of the Society;**
- ii. they make joint application for membership;**
- iii. they pay the annual membership fee prescribed for Family Members.**

2. Application for Membership

Notwithstanding any other provision of these Bylaws, any application for membership in the Society may be rejected by the Board, and any membership in the Society may be revoked by the Board, in its absolute and unfettered discretion, at any meeting of the Board.

3. Register of Members

- 1. The Society shall maintain a register containing the names of all Members together with the following particulars of each Member:**
 - i. full name and address of Member (including phone number and e-mail address, if available);**
 - ii. category of membership;**
 - iii. the date upon which such Member was admitted as a Member;**
 - iv. the date upon which such Member ceased to be a Member.**
- 2. Any person, corporation, partnership, club, society or association whose name does not appear on the Register of Members shall not be a Member, accidental omissions excepted.**
- 3. Any Member shall be entitled to inspect the Register of Members at the office of the Society on any regular business day and during such hours and on such conditions as may be determined by the Board.**

4. Membership Fees

- 1. Membership fees shall be established from time to time by the Board.**
- 2. Membership fees shall be paid annually on or before the first (1st) day of May each year.**
- 3. In the event that any Member is in default of payment of membership fees on the due date, he shall then be sent a reminder notice and if such fees are not paid within sixty (60) days after the sending of such reminder notice, the Member so in default shall cease to be a Member.**

5. Meetings of Members

The terms and conditions governing meetings of the Members are as follows:

- 1. an Annual General Meeting shall be held no later than the end of September in each calendar year on such day, at such time and at such place as the Board may, from time to time, determine;**

- 2. a special meeting of the Members shall be called by the President of the Society upon receipt of a written request from a majority of the Board or upon receipt of all of the following:**
 - i. a written request for such meeting signed by at least ten (10%) percent of all voting Members;**

 - ii. a written undertaking signed by such requesting Members whereby such Members agree to pay to the Society, upon demand, all costs and expenses incurred by the Society in connection with the calling and holding of such special meeting including, not restricted to, costs for preparing and copying notices, ballots and envelopes, mailing costs and costs for renting suitable premises;**

 - iii. confirmation that such requesting Members have deposited in the Society's bank account funds which, in the reasonable opinion of the Board, are sufficient to pay the costs and expenses described in paragraph (ii) above; and such special meeting shall be held at such time and at such place as the Board may determine, provided that such special meeting shall be held within forty-five (45) days following receipt of such written request from the Board or such requesting Members, as the case may be;**

- 3. notice of a meeting of the Members shall be given not less than twenty-one (21) days before such meeting, by written notice mailed or e-mailed to each Member at the address or e-mail address shown in the Society's Register of Members;**
- 4. notice of a meeting of the Members shall set out the purpose of the meeting;**
- 5. no error or omission in giving notice of any meeting of the Members shall invalidate such meeting or make void any proceedings taken at such meeting, and any Member at any time may waive notice of any such meeting and may ratify and approve any and all proceedings taken at such meeting;**
- 6. the President of the Society shall preside over any meeting of the Members and, at his discretion, he may appoint a chairman to chair any meeting of the Members;**
- 7. a quorum at any meeting of the Members shall be those voting Members present to a minimum of eight (8);**
- 8. every question at a meeting of the Members shall be decided by a majority of the votes of the Members present at such meeting unless otherwise required by these Bylaws, or by the Societies Act;**
- 9. every question at a meeting of the Members shall be decided in the first instance by a show of hands, unless a poll is demanded by a majority of the Members, and upon such a show of hands, a declaration by the chairman of such meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;**
- 10. if a poll is demanded, then the question shall be decided by a majority of the Members present in person, and the poll shall be taken in such a manner as the chairman of the meeting shall direct and the results of such poll shall be deemed to be the decision of the Members with respect to such question;**
- 11. voting at a meeting of the members shall not be by secret ballot unless the majority of the Members present and entitled to vote at such a meeting request that a secret ballot be held or unless otherwise specified in these Bylaws;**
- 12. all meetings of the Members shall be conducted in accordance with these Bylaws, and where these Bylaws are silent. such meeting shall be conducted in accordance with the most recent edition of "Robert's Rules of Order."**

13.the business at an Annual General Meeting shall be:

- i. to receive and consider the reports of the Board;**
- ii. to receive and consider the report of the auditors of the Society for the most recent fiscal year;**
- iii. to elect Directors;**
- iv. to consider any resolution or resolutions as may be properly brought before the meeting;**

14.the business at a special meeting of the Members shall be restricted to the business set out in the notice of that special meeting.

2.Restriction on Transferability of Memberships

Memberships in the Society may not be assigned or transferred.

7.Voting Rights of Members

All Members in good standing shall be entitled to vote at an Annual General special meeting of the Members, subject to the following restrictions:

- 1. Members who are under eighteen (18) years of age shall not be entitled to vote;**
- 2. A new Member is required to have been a Member thirty (30) days prior to the Annual General Meeting in order to have a valid vote at the Annual General Meeting;**
- 3. Members shall vote in person only and not by proxy, mail or other method;**
- 4. The chairman of the meeting shall not be entitled to vote at any meeting of the Members except in the case of an equality of votes whereupon the chairman of the meeting shall be entitled to a casting vote;**
- 5. Corporate and Family Members shall be entitled to only one (1) vote per membership at all meetings of the Members;**

2. Liability of Members

A Member, when duly authorized to act for the Society, shall not be personally liable for any loss, damage or depreciation to the property of the Society or otherwise unless if such Member acted fraudulently, dishonestly or committed acts of misconduct or gross negligence.

9. Termination of Membership

A Member's membership in the Society shall terminate upon the occurrence of one or more of the following events:

- 1. the Board receives notice from the Member stating that such Member wishes to terminate his membership in the Society or otherwise withdraw from the Society;**
- 2. the Member fails to pay his membership fees;**
- 3. death of the Member; or**
- 4. revocation of membership by the Board.**

2.- BOARD OF DIRECTORS

1. Powers of Directors

Subject to the provisions of these Bylaws and the Societies Act, the Board shall manage the business and affairs of the Society and exercise all such powers of the Society as are not required to

be exercised by the Members. Without restricting the generality of the foregoing, the Board shall be empowered to:

- 1. receive donations, bequests, funds, trust, benefits and property for the purpose of furthering the objects of the Society provided that the Board in its absolute and unfettered discretion may refuse to accept any donations, bequests, funds, trusts, benefits and property;**
- 2. borrow money and enter into financial obligations on the credit of the Society;**
- 3. mortgage, charge, hypothecate or pledge any real or personal property of the Society in order to secure any obligation or liabilities of the Society;**
- 4. establish and maintain a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches and, in that regard:**
 - i. open one or more bank accounts;**
 - ii. designate signing officers for the signing of cheques, bills of exchange, promissory notes or other evidence of indebtedness or orders for the payment of money;**
- 5. appoint officers, agents and employees of the Society to perform such duties as may be prescribed by the Board or these Bylaws;**
- 6. institute and amend policies, procedures and standards or conduct of the Society's business and affairs;**
- 7. establish committees of the Board standing and otherwise, as the Board deem necessary or desirable in order to carry on the business and affairs of the Society and, for such purpose, the Board may delegate any of its power to such committees provided that at least one Member of such committee shall be a Director;**
- 8. exercise any powers which, in the opinion of the Board, pertain to or promote the carrying out of the objects of the Society.**

2. Number of Directors

The Board shall consist of such number as the Board may determine from time to time at any Meeting of the Board provided that there shall not be less than five (5) Directors and not more than twenty (20) Directors at any given time.

3. Qualifications of Directors

Each Director shall meet all of the following qualifications at all times he is a Director:

- 1. a Member in good standing;**
- 2. eighteen (18) years of age or older; and**
- 3. shall not be an employee of the Society.**

2. Election or Appointment of Directors

The terms and conditions governing the election or appointment of Directors are as follows:

- 1. the initial Board of Directors shall be appointed by the Applicants signing the application to form a Society;**
- 2. subject to Section and hereof, all Directors shall be elected by the Members at an Annual General Meeting;**
- 3. subject to Section and hereof, all Directors shall be elected from a list of eligible persons presented at the Annual General Meeting by the Nominating Committee or from the list of eligible persons duly nominated from the floor at the Annual General Meeting or from any combination of both such lists;**
- 4. subject to Section and hereof, all Directors shall be elected by show of hands or Secret ballot of the Members and the Directors elected to fill the vacant positions shall be that number of the candidates who receive die highest number of votes;**
- 5. at the first Annual General Meeting, one half (1/2) (or as close as reasonably possible to one half (1/2)) of the total number of Directors shall be elected for a term of two (2) years and the balance of the Directors shall be elected for a term of one (1) year;**
- 6. any vacancy occurring in the Board between Annual General Meetings shall be promptly filled by persons appointed by a majority of the Board provided that such newly appointed Directors shall hold office only until the next following Annual General Meeting.**

2. Terms of Directors

Other than for the first Annual General Meeting as described in 4.4(d) above, all directors shall be elected for a term of two (2) years.

3. Removal of Directors

The terms and conditions governing the removal of a Director are as follows:

- 1. a Director shall be deemed to have resigned immediately upon ceasing to meet any or all of the qualifications set out in Section 4.3 hereof;**
- 2. any Director may be removed for any reason by a resolution passed by a majority of the Members in attendance at any Annual General Meeting;**
- 3. any Director who, without prior notice to the Board, is absent from three consecutive meetings of the Board may be removed by the Board by a resolution passed by a majority of at least two thirds (2/3) of the Directors present at a meeting of the Board duly held and constituted;**
- 4. if any Director demonstrates a lack of interest in the Society by inactivity or if any Director is incompetent or unable to handle his appointed tasks or if any Director conducts himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of the Society, then such Director may be removed from the Board by a resolution passed by a majority of at least two thirds (2/3) of the Directors present at a meeting of the Board duly held and constituted;**
- 5. any Director who is removed from the Board in accordance with this Section 4.5 shall have the right to receive notice of and reasons for such removal but such Director shall have no right to appeal such removal.**

2. Meetings of Directors

The terms and conditions governing meetings of the Board are as follows:

- 1. meetings of the Board shall be held at such times and such places as the Board may from time to time determine provided that at least four (4) meetings of the Board shall be held in each fiscal year of the Society;**
- 2. a meeting of the Board may be convened at any time or any place upon proper notice by the President of the Society;**
- 3. notice of meetings of the Board shall be given to each Director not less than seven (7) days before the meeting is to take place and such notice may be delivered, e mailed, telephoned, or mailed or included as part of the minutes of a previous meeting of the Directors provided that any meeting of the Board may be held at any time without formal notice if all of the Members of the Board are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their absence or without notice;**
- 4. notice of any meeting of the Board or any irregularity in any meeting or notice thereof may be waived by any Director and no error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Director may at any time waive notice of any such meetings and may ratify and approve any and all proceedings taken at such meetings;**
- 5. a quorum at any meeting of the Board shall be one half (1/2) of the total number of members of the Board;**
- 6. the President shall chair all meetings of the Board at which he is present and in his absence, meetings of the Board shall be chaired by the Vice-President. In the absence of the President and the Vice-President, meetings of the Board shall be chaired by any other Director designated as chairman by the Board at that meeting;**
- 7. each Director shall have one (1) vote and all matters shall be decided by a majority of votes, provided that the chairman of the meeting of the Board shall not be entitled to vote at any meeting of the Board unless there is an equality of votes, whereupon the chairman of the meeting of the Board shall have a casting vote in order to eliminate such equality;**
- 8. any Director may participate in a meeting of the Board by means of telephone or other communication facility that permits all persons participating in the meeting by such means are deemed to be present in person at the meeting;**
- 9. the Executive Director of the Society shall be entitled to attend all meetings of the Board and all meetings of the committees of the Board provided that:**

i. the Executive Director shall not be entitled to vote at meetings of the Board;

ii. the Executive Director shall be entitled to vote at meetings of committees of the Board;

10.the Board may invite any interested persons to attend any meeting of the Board provided that such invitees shall not be entitled to vote at such meeting.

2.Limitation of Liability

Every Director and Officer in exercising his powers and discharging his 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. No Director or Officer shall be liable for the acts, omissions or defaults of any other Director or Officer or any employee of the Society, for 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, 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 or criminal 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 any error of judgment, or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to it.

9.Indemnity

Subject to the Societies Act, the Society shall indemnify Directors, Officers, former Directors or former Officers, 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 occurred by such Directors or Officers in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer if:

1. he acted honestly and in good faith with a view to the best interests of the Society; and

2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

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

5.- OFFICERS

1.Designation of Officers

The Officers shall be as follows:

- 1. President;**
- 2. Vice President;**
- 3. Treasurer;**
- 4. Secretary;**
- 5. any other officer designated by the Board;**

provided that the person employed as the Executive Director of the Society shall hold such office by virtue of his employment as the Executive Director of the Society.

2.Qualifications of Officers

Each Officer shall be a Director at all times he is an Officer.

3.Election or Appointment of Officers

The terms and conditions governing the election or appointment of Officers, other than the Executive Director, are as follows:

- 1. subject to Section 5.3(d) and (e) hereof all Officers shall be appointed by the Board within ten (10) days following an Annual General Meeting;**
- 2. subject to Section 5.3(d) and (e) hereof all Officers shall be appointed from the list of eligible persons presented by the Nominating Committee or from the list of eligible persons duly nominated from the floor at the Annual General Meeting or from any combination of both such lists, provided that a Member for the position of President must have held a previous Board position before being considered eligible;**
- 3. All Officers shall be elected by show of hands or secret ballot of the Board and the Officers elected to fill the vacant positions shall be the number of candidates who receive the highest number of votes;**
- 4. each Officer shall be elected for a term of two (2) years, subject to Section 5.3(e) hereof;**
- 5. any vacancy in the Officers shall be promptly filled by persons appointed by the Board at their next meeting provided that such newly appointed Officers shall hold office for the balance of die term of such office.**

2. Duties and Responsibilities of Officers

1. President

The President shall:

- i. be the chief executive officer of the Society;**
- ii. chair all meetings of the Board and duly called meetings of the membership;**
- iii. be an ex-officio Member of all committees of the Board;**
- iv. perform such duties as may be specified from time to time by the Board or these Bylaws.**

2. Vice President

The Vice President shall:

- i. perform the duties and responsibilities of the President in the absence of the President;**
- ii. perform periodic reviews of these Bylaws;**
- iii. perform such duties as may be specified from time to time by the Board or these Bylaws.**

2. Treasurer

The Treasurer shall:

- i. be responsible for the financial affairs of the Society;**
- ii. in conjunction with the Society's auditors, prepare audited financial statements of the Society for submission to the Board and Members at the Annual General Meeting;**
- iii. monitor expenditures as compared to budgeted expenditures and recommend corrective action when required;**
- iv. perform such other duties as may be specified from time to time by the Board or these Bylaws.**

2. Secretary

The Secretary shall:

- i. perform such other duties as may be specified from time to time by the Board or these Bylaws;**
- ii. prepare minutes of proceedings of meetings of the Society and of the Directors and retain custody of all minutes and all other books and records of the Society.**

2. Remuneration

All Officers and Directors shall serve without remuneration provided that the Board shall be entitled to reimburse any Officer or Director for all reasonable, authorized and substantiated expenses incurred by such person with respect to the business and affairs of the Society.

6.— COMMITTEES

1.List of Committees

The Committees of the Board may include any or all of the following:

- 1. Nominating Committee;**
- 2. Membership/Fundraising Committee;**
- 3. Communications Committee;**
- 4. Technical Committee;**
- 5. Government Relations Committee;**
- 6. any other Committees as may be established from time to time by the Board.**

2.Nominating Committee

- 1. The Nominating Committee shall be composed of two (2) Directors and those Directors shall be appointed to the Nominating Committee, on an annual basis, at least two (2) months prior to each Annual General Meeting.**
- 2. The Nominating Committee shall be responsible for the nomination of eligible candidates for election of Directors and for appointment of Officers. The list of candidates for election as Directors shall be prepared for submission to the Board and the Members at each Annual General Meeting. The list of candidates for appointment as Officers shall be prepared for submission to the Board prior to the first (1st) meeting of the Board held after each Annual General Meeting;**
- 3. No individual serving on the Nominating Committee may be included in the list of nominees submitted by the Nominating Committee.**
- 4. The notice requirements, procedure for voting, quorum and other rules regarding meetings of the Nominating Committee shall be determined by that committee from time to time.**

3.Membership/Fundraising Committee

- 1. The Membership/Fundraising Committee shall be composed of a Director who shall serve as chairman of the committee and any other Directors, Members or members of the general public who may be selected by the chairman of the Membership/Fundraising Committee from time to time;**
- 2. The Membership/Fundraising Committee shall be responsible for obtaining new members and raising funds for the Society. In addition, the Membership/Fundraising Committee shall perform such other functions as may be specified from time to time by the Board;**
- 3. The Membership/Fundraising Committee shall report to the Board;**
- 4. The notice requirements procedure for voting, quorum and other rules regarding meetings of the Membership/Fundraising Committee shall be determined by that committee from time to time.**

4. Communications Committee

- 1. The Communications Committee shall be composed of a Director who shall serve as Chairman of the Committee and any other Directors, Members or Members of the general public who may be selected by the Chairman of the Communications Committee from time to time;**
- 2. The Communications Committee shall be responsible for publicizing and promoting the Society as well as maintaining contact with the media and the corporate sector. In addition, the Communications Committee shall perform such other functions as may be specified from time to time by the Board;**
- 3. The Communications Committee shall report to the Board;**
- 4. The notice requirements, procedure for voting, quorum and other rules regarding meetings of the Communications Committee shall be determined by that committee from time to time.**

5. Technical Committee

- 1. The Technical Committee shall be composed of a Director who shall serve as chairman of the committee and any other Directors, Members or members of the general public who may be selected by the chairman of the Technical Committee from time to time;**
- 2. The Technical Committee shall be responsible for research and coordination of all efforts dealing with technical requirements such as environmental impact assessments, biological assessments and feasibility studies. In addition, the Technical Committee shall perform such other functions as may be specified from time to time by the Board;**
- 3. The Technical Committee shall report to the Board;**
- 4. The notice requirements procedure for voting, quorum and other rules regarding meetings of the Technical Committee shall be determined by that committee from time to time.**

6. Government Relations Committee

- 1. The Government Relations Committee shall be composed of a Director who shall serve as chairman of the committee and any other Directors, Members or members of the general public who may be selected by the chairman of the Government Relations Committee from time to time;**
- 2. The Government Relations Committee shall be responsible for all society communications and activities with government. In addition, the Government Relations Committee shall perform such other functions as may be specified from time to time by the Board;**
- 3. The Government Relations Committee shall report to the Board;**
- 4. The notice requirements procedure for voting, quorum and other rules regarding meetings of the Government Relations Committee shall be determined by that committee from time to time.**

2.— ACCOUNTS

1. Accounts

The Board shall cause accounts to be kept of all assets and liabilities of the Society, all monies received and expended by the Society and all matters in respect to which such receipts and expenditures took place.

2.Fiscal Year

The fiscal year of the Society shall end on December 31st in each year or such other date as may from time to time be determined by the Board.

3.Auditor

The Board may from time to time appoint a duly qualified, independent accountant as the auditor of the Society and such accountant shall hold office for such period of time as the Board may determine.

4. Annual Audit

The books, accounts and records of the Society shall be audited at least once yearly by the auditor of the Society.

5. Financial Statements

An audited financial statement setting out the Society's assets, liabilities, income and expenses shall be prepared on an annual basis and presented at each Annual General Meeting.

8.- BOOKS AND RECORDS

1. Books and Records

The Board shall ensure that all necessary books and records of the Society required by the Societies Act or these Bylaws or by any other applicable statute or law are regularly and properly kept by the Society.

2. Records Office

The books of account, minute book and other books and records of the Society shall be kept at such place in the Province of Alberta as the Board think fit, and such books of account, minute book and records shall be open for inspection by any Director at any reasonable time.

3. Inspection of Books and Records by Members

The minute book of the Society may be inspected by any Member in good standing at any Annual General Meeting. Any Member in good standing who wishes to inspect the books of account, minute book or other books and records of the Society, with the exception of the "Wish" records and files, shall forward a written request to the Board and, at their next meeting, the Board shall designate a time and place at which such books of account, minute book or other books and records of the Society, with the exception of the "Wish" records and files, may be inspected by such Member. No

Member shall be entitled to remove the books of account, minute book or other books and records of the Society from the Society's records office. All inspections of the books of account, minute book or other books and records of the Society by a Member in good standing shall be performed in the presence of a Director or Officer and if the duration exceeds one hour, then such Director or Officer shall be entitled to receive payment from such inspecting Member at such reasonable hourly rate as the Board may determine from time to time.

9.- EXECUTION OF DOCUMENTS AND SEAL

1. Signing Officers

Unless otherwise resolved by the Board with respect to any specific document, all contracts, documents or other instruments in writing (excluding cheques) requiring execution and delivery by the Society shall be signed and delivered by any two (2) Officers, or the Executive Director of the Society and any Officer or Director, and all contracts, documents and other instruments in writing so signed shall be binding upon the Society without further authorization or formality.

2. Seal

The Board may adopt a corporate seal which shall be the common seal of the Society. The corporate seal of the Society shall be kept under the control of the Board and shall be kept at such place as may be determined by the Board. The corporate seal of the Society shall be affixed to such documents and instruments under the hand of such persons as may from time to time be authorized by the Board.

10.- AMENDMENT OF BYLAWS

1. Special Resolution

These Bylaws shall not be rescinded, altered or amended except by a special resolution of the Members as defined by the Societies Act.

2. Registration of Amendments

Each rescission, alteration or amendment to these Bylaws shall be registered with the Registrar of Corporations (Alberta) in accordance with the Societies Act.

DATED this 18th day of January, 2007.

FILED with Registrar of Corporations, Province of Alberta, February 5, 2007.