

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2014/06/11

The Bylaws are filed as of 2014/06/11

Service Request Number: 21616740
Corporate Access Number: 502930019
Legal Entity Name: GRANDE PRAIRIE PETROLEUM ASSOCIATION
Legal Entity Status: Active
Fiscal Year End: 12/31

Annual returns are outstanding for the 2014, 2013 file year(s).

Annual Return

File Year	Date Filed
2012	2012/07/12
2011	2011/06/28
2010	2010/06/18

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000899000601178	2000/04/06
Annual Return Form	10000401000003637	2001/01/19
Special Resolution	10000302000408930	2003/02/26
Correspondence	10000902000408932	2003/02/26
Bylaws	10000102000408931	2003/02/26
Correspondence	10000402000342298	2003/03/28
Audited Financial Statement	10000803000091754	2003/04/07
Annual Return Form	10000403000091751	2003/04/07
Annual Return Form	10000705100741085	2005/06/10
Audited Financial Statement	10000505100741086	2005/06/10
Audited Financial Statement	10000105100741088	2005/06/10

Annual Return Form	10000305100741087	2005/06/10
Correspondence	10000905100741089	2005/06/10
Audited Financial Statement	10000105100828717	2005/06/24
Annual Return Form	10000305100828716	2005/06/24
Correspondence	10000505100828715	2005/06/24
Annual Return Form	10000907102704705	2007/05/11
Annual Return Form	10000507102704707	2007/05/11
Audited Financial Statement	10000707102704706	2007/05/11
Correspondence	10000107102704709	2007/05/11
Audited Financial Statement	10000307102704708	2007/05/11
Annual Return Form	10000207104210791	2008/05/30
Audited Financial Statement	10000007104210792	2008/05/30
Correspondence	10000307104208491	2008/05/30
Audited Financial Statement	10000107105659567	2009/07/22
Annual Return Form	10000307105659566	2009/07/22
Correspondence	10000907105659568	2009/08/10
Annual Return Form	10000507108543789	2010/06/18
Audited Financial Statement	10000607108543784	2010/06/18
Correspondence	10000707108891419	2010/07/30
Annual Return Form	10000607110674160	2011/06/28
Audited Financial Statement	10000207110674157	2011/06/28
Correspondence	10000007110674163	2011/08/15
Annual Return Form	10000507113242946	2012/07/12
Audited Financial Statement	10000207113242943	2012/07/12
Correspondence	10000707113242950	2012/07/25
Correspondence	10000107116105721	2014/03/12
Bylaws & Special Resolution	10000107119201239	2014/06/11

Registration Authorized By: ROB PETRONE
PRESIDENT

SPECIAL RESOLUTION

RECEIVED
DR
MAR 10 2014
CORPORATE REGISTRY

I hereby certify that the following special resolution was passed at a meeting of the members of the Grande Prairie Petroleum Association on October 17, 2013.

The bylaws were changed as follows:

- The existing by-laws are repealed.

They are preplaced by the attached by-laws.

RECEIVED
JUN 11 2014
Corporate Registry

FILED 106
JUN 11 2014
Registrar of Corporations
Province of Alberta

Date:

March 7/2014

Signature:

Rob Petrone

Printed Name:

Rob Petrone

Title:

President

RECEIVED

JUN 11 2014

Corporate Registry

**GRANDE PRAIRIE PETROLEUM ASSOCIATION
BYLAWS**

FILED 198

JUN 11 2014

Registrar of Corporations
Province of Alberta

GRANDE PRAIRIE PETROLEUM ASSOCIATION BYLAWS

1.0	Preamble	
1.1	Name	<ul style="list-style-type: none"> This group shall be known by the name of Grande Prairie Petroleum Association.
1.2	Bylaws	<ul style="list-style-type: none"> The following articles set forth the bylaws of Grande Prairie Petroleum Association.
1.3	Registered Office	<ul style="list-style-type: none"> The Registered Office of the Grande Prairie Petroleum Association is located in Grande Prairie, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.
2.0	Membership	
2.1	Terms	<ul style="list-style-type: none"> Membership in the organization will be open to anyone over the age of 18 that can uphold and promote the objects of the Association, and upon payment of fees. Membership in the organization is open to individuals only. The membership year shall be the same as the fiscal year (January 1st to December 31st).
2.2	Categories of Membership	<ul style="list-style-type: none"> The following categories of membership shall be observed: <ul style="list-style-type: none"> Voting Members Associate Members
2.2.1	Voting Members	<ul style="list-style-type: none"> An individual must be actively engaged (as hereafter defined) in at least one of the following petroleum industry enterprises for a period of not less than three months immediately prior to applying for membership: <ul style="list-style-type: none"> Manufacturing Exploration Production Marketing Drilling Contracting Construction Consulting Services Supplies Those persons whose work occurs primarily within the confines of the geographical area which is north to the Webster Road, south to the Town of Grande Cache, west to Highway 724, and east to the Smoky River, and who meet the requirements above. An individual shall be considered "actively engaged" in the aforementioned described petroleum industry enterprise provided his sustenance depends primarily upon that enterprise.
2.2.2	Associate Members	<ul style="list-style-type: none"> An individual who does not qualify as a member but who, in the judgment of a majority of the Board will be a valuable addition to the Association, may apply to be an Associate member. An Associate member shall be entitled to the same privileges as a member, save and except the ability to serve on the Board.

2.3	Rights and Privileges	<ul style="list-style-type: none"> • Any member in good standing is entitled to: <ul style="list-style-type: none"> ○ Receive notice of the meetings of the Association; ○ Attend any meeting of the Association; ○ Speak at any meeting of the Association; ○ Exercise any of the rights granted to members in these bylaws; and ○ Members in good standing are entitled to one vote at Annual and Special General Meetings.
2.4	Obligations	<ul style="list-style-type: none"> • Members must abide by the bylaws and policies of the Association. • Association members must be in good standing. A member is considered not in good standing when: <ul style="list-style-type: none"> ○ The member fails to abide by these bylaws; ○ The member fails to pay his membership fees when due; ○ The member has or is engaging in behavior or conduct which, in the opinion of the majority of the Board, is objectionable, questionable, or will bring disrepute upon the Association; ○ The member ceases to fulfill all the requirements of membership; or ○ The member is absent from a number of meetings, which in the opinion of a majority of the Board, is unacceptable.
2.5	Suspension of Membership - Decision to Suspend	<ul style="list-style-type: none"> • The Board, at any meeting called for that purpose, may suspend a member's membership for one or more of the reasons stated in 2.4.
2.6	Suspension Process	<ul style="list-style-type: none"> • The Board may suspend membership at any Association meeting called for that purpose. • The affected member will receive written notice of the Board's intention to deal with the proposed suspension, stating the reasons for the proposed suspension. The member will receive at least 10 days notice prior to the meeting, by mail or email, to the last known address shown in the records of the Association. The notice may also be delivered by an Officer of the Board. • The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member upon notification. • The Board will determine how the matter will be dealt with and may limit the amount of time given the Member to address the Board. • The Board may exclude the Member from its discussion on the matter, including the deciding vote. • The decision of the Board is final. • The suspended member will receive a copy of the decision in writing, signed by the President of the Association.
2.7	Resignation	<ul style="list-style-type: none"> • Any Member may resign from the Association by sending or delivering a written or electronic notice to any Board member. • Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a member on the date that their resignation was sent.
2.8	Death	<ul style="list-style-type: none"> • The membership of a Member is ended upon their death.

2.9	Transmission of Membership	<ul style="list-style-type: none"> No rights or privileges of any individual member are transferable to another person. All rights and privileges cease when the member resigns, dies, or is expelled from the Association. Although a member ceases to be a Member by death, resignation or otherwise, they are liable for any debts owing to the Association at the date of ceasing to be a Member.
2.10	Fees	<ul style="list-style-type: none"> The Association's annual membership fees will be reviewed by the Board from time to time and changes as deemed necessary will be recommended to the membership. A majority vote by the membership will be required to implement any fee changes. Membership dues are deemed to be due and payable on the first day of January of each calendar year for the forthcoming calendar year and shall be paid on or before the last day of February of each calendar year. New member's dues are due within a month of their membership acceptance. Dues are not prorated.
3.0	Liability	
3.1	Limitation on Liability of Members	<ul style="list-style-type: none"> No member is, in their individual capacity, liable for any debt or liability of the Association.
3.2	Protection and Indemnity of Officers and Directors	<ul style="list-style-type: none"> Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his / her role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his / her role for the Association, unless the act is fraud, dishonesty or bad faith. Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
3.3	Association Insurance	<ul style="list-style-type: none"> The Association will provide general insurance.
3.4	Board Member Liability Insurance	<ul style="list-style-type: none"> The Association will provide board member liability insurance.
4.0	Meetings	
4.1.1	Annual General Meeting	<ul style="list-style-type: none"> The Association holds its Annual General Meeting no later than November 30th. The Board sets the date, place and time of the meeting.
4.1.2	Procedures for Calling / Notification / Timeframe	<ul style="list-style-type: none"> The Secretary will email a notice about the Annual General meeting to each member's last posted email address at least twenty-one (21) days before the Annual General Meeting. The notice states the date, place and time of the Annual General Meeting, and any business requiring a Special Resolution.
4.1.3	Quorum for Attendance	<ul style="list-style-type: none"> Twenty members in good standing, of whom at least five shall be Association Executive, shall constitute a quorum.

4.1.4	Failure to Reach Quorum	<ul style="list-style-type: none"> • The President cancels the Annual General Meeting if a quorum is not present within one-half (1/2) hour after the set time. • If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.
4.1.5	Voting	<ul style="list-style-type: none"> • Each Voting member has one (1) vote. • Voting will be in person by show of hands or ballot. At least three people must make a request for a ballot to be held. • A majority of the votes of the Voting Members decides each issue and resolution, unless the issue needs to be decided by Special Resolution. If there is a tie vote, the motion is defeated. • A Voting member may not vote by proxy. • The President declares the resolution carried or defeated. This statement is final and does not have to include the number of votes for or against the resolution. A Voting Member may request to have their vote recorded.
4.1.6	Presiding Officer	<ul style="list-style-type: none"> • The President chairs every Annual General Meeting of the Association. The Vice-President chairs in the absence of the President. • If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the Annual General Meeting, the members present choose one (1) of the members to chair.
4.2.1	Special General Meeting	<ul style="list-style-type: none"> • A Special General Meeting may be called at any time: <ul style="list-style-type: none"> (a) By the President; (b) By a resolution of the Board of Directors; (c) On the written request of at least 20 of the Voting Members. • A Special General Meeting shall be held within 30 days of the date of receipt of a proper written notice. • The reason for requesting a Special General Meeting shall in all cases be clearly stated.
4.2.2	Procedures for Calling / Notification / Timeframe	<ul style="list-style-type: none"> • The Secretary will email a notice about the Special General meeting to each member's last posted email address at least twenty-one (21) days before the Special General Meeting. The notice states the date, place and time of the Special General Meeting, and any business requiring a Special Resolution.
4.2.3	Quorum for Attendance	<ul style="list-style-type: none"> • Twenty members in good standing, of whom at least five shall be Association Executive, shall constitute a quorum.
4.2.4	Failure to Reach Quorum	<ul style="list-style-type: none"> • The President cancels the Special General Meeting if a quorum is not present within one-half (1/2) hour after the set time. • If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.2.5	Voting	<ul style="list-style-type: none"> • Each Voting member has one (1) vote. • Voting will be in person by show of hands or ballot. At least three people must make a request for a ballot to be held. • A majority of the votes of the Voting Members decides each issue and resolution, unless the issue needs to be decided by Special Resolution. If there is a tie vote, the motion is defeated. • A Voting member may not vote by proxy. • The President declares the resolution carried or defeated. This statement is final and does not have to include the number of votes for or against the resolution. A Voting Member may request to have their vote recorded.
4.2.6	Special Resolutions	<ul style="list-style-type: none"> • Special Resolution means: <ul style="list-style-type: none"> (a) A resolution passed at a General Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who are in attendance; (b) A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree.
4.2.7	Presiding Officer	<ul style="list-style-type: none"> • The President chairs every Special General Meeting of the Association. The Vice-President chairs in the absence of the President. • If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the Special General Meeting, the Members present choose one (1) of the Members to chair.
5.0	Governance	
5.1	Governance	<ul style="list-style-type: none"> • The Board governs and manages the affairs of the Association.
5.2	Administration	<ul style="list-style-type: none"> • The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
5.3	Committees	<ul style="list-style-type: none"> • The Board may appoint committees to advise or carry out the work of the Association.
5.4	Payment	<ul style="list-style-type: none"> • No Member, Director or Officer of the Association receives any payment for his / her services as a Member, Director or Officer. • Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.
6.0	Board of Directors	
6.1	Composition of the Board	<ul style="list-style-type: none"> • The Board shall consist of 4 Officers and up to 7 additional Directors at Large. The Officer positions are: <ul style="list-style-type: none"> ○ President; ○ Vice-President; ○ Secretary; and ○ Treasurer. • Whenever possible, Officer positions will be filled by members who have had Director or Committee experience.

6.2	Term of Office	<ul style="list-style-type: none"> • To assist with continuity, the President, Secretary and 4 Directors shall be elected at an Annual General meeting of the Association to serve a two-year term. The Vice-President, Treasurer and the remaining Directors shall be elected at the next following Annual General meeting to serve a two-year term. • The Board shall remain in office until such time as successors are elected or appointed.
6.3	Vacancies / Interim Appointments	<ul style="list-style-type: none"> • Vacancies, if required, shall be filled immediately by appointment at the next board meeting for the term remaining in the year.
6.4	Removal: Suspension of Board Membership - Decision to Suspend	<ul style="list-style-type: none"> • The Board, at any meeting called for that purpose, may suspend a Director's membership for one or more of the following reasons: <ul style="list-style-type: none"> ○ The member fails to abide by these bylaws; ○ The member fails to pay his membership fees when due; ○ The member has or is engaging in behavior or conduct which, in the opinion of the majority of the Board, is objectionable, questionable, or will bring disrepute upon the Association; ○ The member ceases to fulfill all the requirements of membership; or ○ Upon absence without cause for three consecutive Board meetings.
6.5	Board Membership Suspension Process	<ul style="list-style-type: none"> • The Board may suspend membership at any Association meeting called for that purpose. • The affected member will receive written notice of the Board's intention to deal with the proposed suspension, stating the reasons for the proposed suspension. The member will receive at least 10 days notice prior to the meeting, by mail or email, to the last known address shown in the records of the Association. The notice may also be delivered by an Officer of the Board. • The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member upon notification. • The Board will determine how the matter will be dealt with and may limit the amount of time given the Member to address the Board. • The Board may exclude the Member from its discussion on the matter, including the deciding vote. • The decision of the Board is final. • The suspended member will receive a copy of the decision in writing, signed by the President of the Association.
6.6	Resignation from Board	<ul style="list-style-type: none"> • Any Director may resign from the Board by sending or delivering a written or electronic notice to any Board member. • Once the notice is received, the Director is removed from office. The Director is considered to have ceased being a Director on the date the notice is sent.
6.7	Death	<ul style="list-style-type: none"> • The board membership of a Director is ended upon their death.

7.0	Duties of Officers of the Board	
7.1	President	<p>The President:</p> <ul style="list-style-type: none"> • Supervises the affairs of the Board; • When present, chairs all meetings of the Association and the Board; • Appoints all committees; • Is an ex officio member of all Committees, except the Nominating Committee; • Acts as the spokesperson for the Association; • Carries out other duties assigned by the Board.
7.2	Vice-President	<p>The Vice-President:</p> <ul style="list-style-type: none"> • Presides at meetings in the President's absence. If the Vice-President is absent, the Directors appoint a Chairperson for the meeting. • Replaces the President at various functions when asked to do so by the President or the Board; • Chairs the Nominating Committee; • Carries out other duties assigned by the Board.
7.3	Secretary	<p>The Secretary:</p> <ul style="list-style-type: none"> • Attends all meetings of the Association and the Board; • Keeps accurate minutes of these meetings; • Has charge of the Board's correspondence; • Makes sure a record of names and contact information of all Members of the Association is kept; • Makes sure all notices of various meetings are sent; • Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and • Carries out other duties assigned by the Board.
7.4	Treasurer	<p>The Treasurer:</p> <ul style="list-style-type: none"> • Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board; • Makes sure a detailed account of revenues and expenditures is presented to the Board as requested; • Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting; • Carries out other duties assigned by the Board.
7.5	Powers	<p>The Board has the powers of the Association, except as stated in the Societies Act. The powers and duties of the Board include:</p> <ol style="list-style-type: none"> (a) Promoting the objects of the Association; (b) Promoting membership in the Association; (c) Hiring employees to operate the Association; (d) Regulating employees' duties and setting their salaries; (e) Maintaining and protecting the Association's assets and property; (f) Approving an annual budget for the Association; (g) Paying all expenses for operating and managing the Association; (h) Paying persons for services and protecting persons from debts of the Association; (i) Investing any extra monies; (j) Financing the operations of the Association, and borrowing or raising monies; (k) Making policies for managing and operating the Association;

		<p>(l) Approving all contracts for the Association;</p> <p>(m) Maintaining all accounts and financial records of the Association;</p> <p>(n) Appointing legal counsel as necessary;</p> <p>(o) Making policies, rules and regulations for operating the Association and using its facilities and assets;</p> <p>(p) Selling, disposing of, or mortgaging any or all of the property of the Association; and</p> <p>(q) Without limiting the general responsibility of the Board, delegating its powers and duties to the staff or committees of the Association.</p> <p>(r) Authorizing donations to such maximum amount as may be approved by a majority of the membership from time to time.</p>
7.6	Meetings of the Board	<ul style="list-style-type: none"> • The Board holds at least five meetings each year. • The President calls the meetings. The President also calls a meeting if any two Board members make a request in writing and state the business for the meeting. • Ten (10) days' notice for Board meetings by mail, email, telephone, fax or delivery is required.
7.7	Board Quorum	<ul style="list-style-type: none"> • Five members of the Board shall constitute a quorum at any meeting of the Board.
8.0	Finance and Other Management Matters	
8.1	Fiscal Year	<ul style="list-style-type: none"> • The fiscal year of the Association is from January 1 to December 31.
8.2	Borrowing Powers	<ul style="list-style-type: none"> • The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security. • The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.
8.3	Audit of Accounts	<ul style="list-style-type: none"> • There must be an audit of the books, accounts and records of the Association at least once each year. A certified accountant appointed at each Annual General Meeting, or two members of the Association appointed by the Board must do this audit. For each Annual General Meeting of the Association, the auditor(s) submit(s) a complete statement of the books for the previous year.
8.4	Signing Authority	<ul style="list-style-type: none"> • The designated Officers of the Board sign all cheques drawn on the monies of the Association. • Two signatures are required on all cheques. The Board may authorize another person to sign cheques for certain amounts and circumstances. • All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

9.0	Books and Records	
9.1	Custody and Inspection of Books and Records by Members	<ul style="list-style-type: none"> • The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board. • The Secretary keeps the original Minute Books at the Registered Office of the Association. • This record contains minutes from all meetings of the Association and the Board. • The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws. • A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of his / her intention to do so. • Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office. • All financial records of the Association are open for such inspection by the Members. • Other records of the Association are also open for inspection, except for records that the Board designates as confidential.
10.0	The Seal of the Association	
10.1	Custody and Use of the Seal	<ul style="list-style-type: none"> • The board will adopt a seal as the Seal of the Association. • The Association Seal will be kept at the offices of Kay, Shipley, McVey, and Smith. • The Secretary has control of the seal unless the board decides otherwise. • The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.
11.0	Amending Bylaws	
11.1	Amending Bylaws	<ul style="list-style-type: none"> • These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Association. • The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Association must include details of the proposed resolution to change the Bylaws. • The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.
12.0	Distributing Assets and Dissolving the Association	
12.1	Distributing Assets and Dissolving the Association	<ul style="list-style-type: none"> • The Association does not pay any dividends or distribute its property among its Members. • If the Association is dissolved, any funds or assets remaining after paying all debts are paid to another Society in Alberta; or another registered and incorporated charitable organization designated by the board; except for any remaining grants which shall be returned to their funder. Members select this organization and / or allocation of assets by Special Resolution. In no event do any Members receive any assets of the Association.