

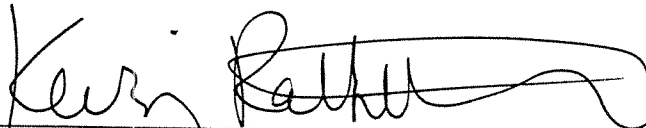
CERTIFIED SPECIAL RESOLUTION

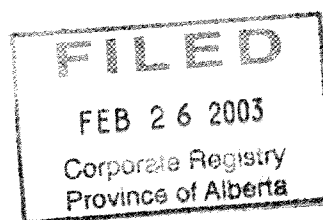
At a meeting of the members of GRANDE PRAIRIE PETROLEUM ASSOCIATION held on the 20<sup>th</sup> day of FEBRUARY, 2003, I HEREBY CERTIFY that the following Special Resolution was passed amending the existing bylaws and adopting Schedule "A" in their stead:

"Upon motion duly made, seconded, and carried by a vote of not less than 75% of those members who voted,

IT WAS RESOLVED AS A SPECIAL RESOLUTION that pursuant to Section 11 of the Societies Act, Schedule "A" attached be substituted for the existing By-Laws of the Society:

DATED at the City of Grande Prairie, in the Province of Alberta, this 20<sup>th</sup> day of FEBRUARY, 2003.

  
SECRETARY



**THE SOCIETIES ACT BY-LAWS  
AMENDED FEBRUARY 20, 2003  
GRANDE PRAIRIE PETROLEUM ASSOCIATION**

**1. NAME**

The name of the Society is Grande Prairie Petroleum Association (“Association”).

**2. INTERPRETATION**

2.1 In these By-laws the following words and expressions have the following meanings:

- (a) “Association Executive” shall mean the Association Executive as herein defined.
- (b) “Special Resolution” has the meaning ascribed to it by *The Societies Act*.

2.2 Where used in these By-laws and the context permits, words importing the masculine gender include the feminine gender and the singular includes the plural.

**3. SEAL**

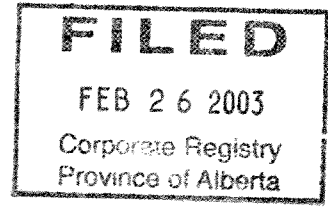
3.1 The Association’s seal shall be securely retained by the Secretary of the Association.

3.2 The seal shall be used on all official or formal documents, orders, reports, and other legal documents issued by the Association.

3.3 Deeds, transfers, leases, contracts and other engagements on behalf of the Association shall be signed by any two (2) members of the Association Executive and the Secretary shall affix the seal of the Association to such instruments.

**4. MEMBERSHIP**

4.1 To qualify as a ‘Member’:



(a) 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 3 months immediately prior to applying for membership:

1. Manufacturing
2. Exploration
3. Production
4. Marketing
5. Drilling
6. Contracting
7. Construction
8. Consulting
9. Services
10. Supplies

(b) 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 of 4.1 and whom wish to participate in the affairs and functions of the Association must be Members or Associate Members of the Association to do so.

4.2 An individual shall be considered Actively Engaged in an afore described petroleum industry enterprise provided his sustenance depends primarily upon that enterprise.

4.3 An individual who does not qualify as a Member, but whom, in the judgment of a majority of the Association Executive, will be a valuable addition to the Association may apply to be an Associate Member.

4.4 An Associate Member shall be entitled to the same privileges as a Member, save and except the ability to serve on the Association Executive.

4.5 Any Member or Associate Member may withdraw from the Association at any time upon giving written notice thereof to the Secretary of the Association.

4.6 No person shall be denied membership based on race, color, religion, creed or nationality.

4.7 Associate Members, excluding those who are past Members, shall not number greater than 25 at any time.

## **5. EXPULSION OF MEMBERS AND ASSOCIATE MEMBERS**

5.1 Any Member or Associate Member may be expelled by a majority of the Association Executive at any time and without prior notice if:

- A. With respect to Members and Associate Members:
- (a) He fails to pay his Membership/Associate Membership fees when due;
  - (b) He has or is engaging in behaviour or conduct, which in the sole opinion of a majority of the Association Executive, is objectionable, questionable or will bring disrepute upon the Association; or
  - (c) He ceases to fulfill the requirements of clause 4.1 or 4.3, as the case may be.
  - (d) A Member or Associate Member is absent from a number of meetings, which in the opinion of a majority of the Association Executive, is unacceptable.

## **6. FEES**

6.1 The Association's annual membership fees will be reviewed by the Association Executive 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.

6.2 Membership dues are deemed to be due and payable on the 1<sup>st</sup> 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.

## **7. VISITORS**

7.1 Subject to clause 7.2 only Members and Associate Members will be permitted to attend any meeting of the Association.

7.2 The Presiding Chairman of a meeting may grant permission to any person or persons to attend all or part of a meeting.

## **8. GENERAL AND ANNUAL GENERAL MEETINGS**

8.1 20 Members in good standing, of whom at least 3 shall be Association Executives, shall constitute a quorum at a General Meeting of the Association.

8.2 20 Members in good standing, of whom at least 5 shall be Association Executives, shall constitute a quorum at a Annual Meeting of the Association.

8.3 The Annual General Meeting shall be held each year within the Province of Alberta and all official books and records of the Association may be inspected by members at that time and place. The time and place of the Annual General Meeting shall be determined by the Association Executive.

8.4 General meetings of the Association shall be held within the Province of Alberta and at such time and place as the Association Executive may determine provided however General Meetings shall be held once per calendar month save for the months of July, August and December.

8.5 The Secretary, by regular mail to the last address on record, shall send notice in writing of all

- (a) General Meetings, which said notice shall be posted at least 7 days in advance of the meeting in question; and
- (b) Annual General Meetings, which said notice shall be posted at least 7 days in advance of the meeting in question.

8.6 If within ½ hour of the appointed time for the Annual General Meeting or a General Meeting a quorum is not present the meeting shall be adjourned to a time and place to be determined by the Association Executive.

8.7 At the Annual General Meeting the Association Executive shall present the Association's last financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Society's auditor.

## 9. SPECIAL MEETINGS

9.1 Special meetings may be called by:

- (a) The President, or
- (b) By a majority of the Association Executive, or
- (c) By request of no less than 20 Members and Associate Members each having signed a petition for that purpose, and forward it to the Secretary of the Association.

The reason for requesting the special meeting shall in all cases be clearly stated.

9.2 A Special Meeting shall be held within 30 days of the date of receipt of a proper petition by the Secretary on a date and at a time and location to be designated by the Association Executive.

9.3 Upon receipt of a proper Petition, the Association Secretary shall forthwith give all Members and Associate Members written notice of the date, time and location of the Special Meeting and its purpose no less than 7 days prior to the date of the Special Meeting.

9.4 20 Members in good standing, of whom at least 5 shall be Association Executive, shall constitute a quorum at a Special Meeting.

9.5 The business of a special meeting shall be restricted to that for which the special meeting was called, and all voting at such meeting shall be by secret ballot.

9.6 If within ½ hour of the appointed time for the Special Meeting a quorum is not present the meeting shall be adjourned.

## **10. VOTING**

10.1 Each Member or Associate Member who has not withdrawn from membership or has not been suspended or expelled as herein provided shall have the right to 1 vote. Such votes must be made in person and not by proxy or otherwise.

## **11. ASSOCIATION EXECUTIVE**

### **General**

11.1 The Association Executive shall be comprised of the following:

President (1)  
Vice President (1)  
Secretary (1)  
Treasurer (1)  
Directors (to a maximum of 7)

To assist with continuity the President, Secretary and 4 Directors shall be elected at an Annual General Meeting of the Association to serve a 2 year term. The Vice President, Treasurer and the remaining Directors shall be elected at the next following Annual General Meeting to serve a 2 year term. The Association Executive shall remain in office until such time as successors are elected.

11.2 All questions arising at any meeting of the Association Executive shall be determined by a majority vote.

11.3 Five (5) Members of the Association Executive shall constitute a quorum at any meeting of the Association Executive.

11.4 The Association Executive shall have the authority to make regulations governing the Association for the purpose of carrying out the intention of the provisions of these By-laws, and any such regulation made in accordance with this power shall have the same force and effect as a By-law contained herein.

11.5 The Association Executive may authorize donations to such maximum amount as may be approved by a majority of the Membership from time to time.

11.6 Profits generated by special events will be allocated as determined by the Association Executive and approved by a majority of the Membership.

11.7 Any Member of the Association Executive, with the concurrence of the President, may direct the Secretary to summon a meeting of the Association Executive upon 24 hours notice. Notice may be given by telephone, mail, e-mail, or in person.

11.8 The Association Executive shall review the appointment of any Member of the Association Executive who has been unjustifiably absent from 3 or more meetings.

11.9 Any Member of the Association Executive shall be entitled to inspect the Association's financial records at any time.

11.10 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year of the Association in each year shall be December 31.

### **Elections**

11.11 At least 1 month prior to the Annual General Meeting at which Association Executives will be elected the Association Executive shall appoint a Nominating Committee consisting of a Chairman and two other Members or Associate Members not seeking election.

11.12 Any retiring Member of the Association Executive may seek re-election in any of the executive positions available.

11.13 Any Member of the Association in good standing is eligible for election as a member of the executive. Associate Members shall not be eligible for election as a member of the executive.

11.14 The Nominating Committee shall prepare a full slate of nominees for the Association Executive and shall advise the Secretary of the Association at least 14 days before the Annual General Meeting. The Association shall endeavor to provide no less than 2 nominees for each of the positions of President, Vice President, Secretary, Treasurer and a total of no less than 7 nominees for the Directors' positions.

11.15 Further nominations for election may be made by any two Members of the Association and delivered to the Secretary in the time mentioned above or may be made from

the floor at the said Annual General Meeting. All such nominees must consent to stand for office.

11.16 The election of the Association Executive shall be by secret ballot at the Annual General Meeting. Where no one nominee receives a majority of the votes cast, the nominee receiving the fewest number of votes cast shall be dropped from the slate and another ballot cast until a nominee receives a majority of the votes cast.

11.17 The President shall name a Member to assist the Secretary in counting the ballots.

### **Vacancy of Office**

11.18 In the event the office of Vice President, Secretary, or Treasurer becomes vacant, a by-election shall be held at the first General Meeting following notification of such vacancy.

11.19 In the event that the office of two or more Directors becomes vacant a by-election shall be held at the first General Meeting following notification of the second such vacancy.

11.20 Members and Associate Members may, by Special Resolution, remove any Association Executive before the expiration of his term of office

### **Remuneration**

11.21 Association Executives shall not receive remuneration for serving on the Association Executive.

### **Indemnity**

11.22 Each of the Association Executives and all chairpersons of special events shall be deemed to have assumed office on the express understanding, agreement and condition that him, his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all such costs, charges and expenses whatsoever which such Association Executive sustains or incurs in or about any action, suite or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other of the Association Executives or any chairperson of any special event in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

11.23 The Association may at the Association's expense, secure such liability insurance as it deems necessary or advisable in respect of the preceding paragraph.



## Real Property

11.24 With approval of a majority of the Members the Association Executive may purchase, lease, exchange and otherwise acquire and hold real property or an interest in it.

## 12. DUTIES OF ASSOCIATION EXECUTIVE

### 12.1 President

- (a) The President shall be Chief Executive Officer of the Association, and shall preside at all meetings, preserve order, appoint all Committees as required, decide all questions of order, fill all vacancies unless otherwise specified, and perform all other duties that may be imposed upon him by law, and such as are customary to be performed by presiding officers.
- (b) If upon the taking of a vote on any question the Members are evenly divided, it shall then become the duty of the President to give the casting vote and in doing so he may, if he desires, give his reasons therefore. Notwithstanding the preceding sentence whilst the President shall be entitled to vote during the ballot for the election of the Association Executive, he shall not be privileged to cast a deciding vote in the event of a tie.
- (c) The President shall have signing authority on all cheques drawn on the funds of the Association.
- (d) The President shall perform such other duties as may be required.
- (e) In the absence of the Secretary the President shall appoint a temporary Secretary to record minutes of the meeting in question.
- (f) The President shall determine the time and place for all meetings of the Association Executive.

### 12.2 Vice President

- (a) The Vice President shall perform duties on behalf of the President when so requested.
- (b) In the event that the office of the President becomes vacant, the Vice-President will automatically fill the balance of his term of office.
- (c) The Vice President shall preside at all meetings in the absence of the President.

### 12.3 Secretary

- (a) He shall devote as much time to his office as is required to properly carry out his duties, either personally or by those authorized to do so and directed by him.
- (b) He shall keep minutes of the proceedings of the Association, the Association Executive Meetings, and all other meetings of the Association and make sure that such records are accurate and complete.
- (c) He shall have charge of all records, books, papers and documents of the Association under the direction of the Association Executive.
- (d) He shall keep an up-to-date register of Members, Associate Members, records of minutes, financial statements and correspondence.
- (e) He shall be the custodian of the Seal of the Association.
- (f) He shall send notice of meetings to Members and Associate Members in compliance with these By-laws.
- (g) He shall file or cause to be filed with Alberta Corporate Registry such records as are required pursuant to the *Societies Act (Alberta)*.

### 12.4 Treasurer

- (a) He shall devote as much time to his office as is required to properly carry out his duties, either personally or by those authorized to do so and directed by him.
- (b) Before entering upon the duties of his office, he shall deliver a bond in such amount as the Association Executive may advise. The cost of such bond shall be at the expense of the Association.
- (c) He shall receive and give receipt for all moneys of the Association and deposit the same immediately in a bank designated by the Association Executive for that purpose. The Treasurer shall keep an accurate account of all receipts and expenditures of the Association and classify and arrange the same that the financial condition of the Association at any given time may be ascertainable.
- (d) He shall make a report once each month at the Membership meeting detailing the status of the month end treasury accounts.
- (e) At the expiration of his term, he shall turn over all monies, securities, evidence of debts, books, papers, property and the like to his successor.
- (f) The Treasurer shall have signing authority on all cheques drawn on the funds of the Association.

## 12.5 Directors

- (a) The Directors' duties and authority shall be as authorized by the President, Vice President, Secretary and Treasurer from time to time.
- (b) May act as chairpersons of various of the Association Committees, including:
  - (i) Membership and meeting dues;
  - (ii) Conduct of Meetings;
  - (iii) Annual Association Golf Tournament;
  - (iv) Annual Association Curling Bonspiel.

## 12.6 Other

Such others of the Association as the Association Executive may determine from time to time shall have signing authority on all cheques drawn on the funds of the Association.

## **13. ORDER OF BUSINESS**

13.1 The order of business at all meetings of the Association unless otherwise agreed to by a majority present, shall be as follows:

- (a) Call to Order and acknowledge guests;
- (b) Reading of minutes of the last meeting and adoption thereof;
- (c) Business arising from reading of the minutes of the last meeting;
- (d) Financial Report;
- (e) Correspondence received and issues arising therefrom;
- (f) Bills received;
- (g) New Business;
- (h) Committee Reports;
- (i) Adjournment.

## **14. COMMITTEES**

14.1 All committees, unless otherwise specified, shall be nominated by the President or the Association Executive and appointed by the Association Executive.

14.2 Chairpersons of committees shall, upon request, attend meetings of the Association Executive and shall report as requested

## **15. EXPENSES**

15.1 The Association Executive, Members, Associate Members, and others may be reimbursed for expenses incurred in the performance of the Association business, in such amounts any by such manner as may be designated by regulation, or by majority vote of the Association Executive.

## **16. BORROWING POWERS**

16.1 The Association may borrow or raise or secure payment of money in such manner as it thinks fit, and in particular by the issue of security documentation, including debentures, but this power shall be exercised only under the authority of the Association, and in no case shall security be given without the sanction of a special resolution of the Association.

## **17. AMENDMENT**

17.1 The By-laws may be rescinded, altered or added to by Special Resolution provided such resolution shall have no effect until the Registrar of Corporations has approved and registered the same.

## **18. DISSOLUTION**

18.1 In the event of dissolution or winding up of the Association, all of its assets, after payment of liabilities, shall be distributed to such charitable organization or organizations in Canada as the Association shall decide.

## **19. RULES OF PROCEDURE**

19.1 Except as otherwise herein provided the Association shall comply with those procedures, established by Roberts' Rules of Order.

DATED THIS 20th day of February, 2003.