

CALGARY TOTAL REWARDS NETWORK SOCIETY

ByLaws

ARTICLE 1 INTRODUCTION

1.1 THE SOCIETY

The name of the society is the Calgary Total Rewards Network Society (the "Society")

1.2 OBJECTS

The objects of the Society are those registered from time to time with the Registrar of Corporations for the Province of Alberta.

ARTICLE 2 INTERPRETATION

2.1 DEFINITIONS

(a) "**Act**" means the *Societies Act* (Alberta), Chapter S-14 of the Revised Statutes of Alberta, as amended from time to time, or any statute substituted for it;

(b) "**Annual General Meeting**" means the annual meeting of the members described in section 4.2;

(c) "**Board**" means the board of Directors of this Society pursuant to Article 5;

(d) "**Bylaws**" means these bylaws of the Society as amended from time to time;

(e) "**Director**" means any person elected or appointed to the Board;

(f) "**Fiscal Year**" means the period from January 1 through December 31 in each year;

(f) "**General Meeting**" means a meeting of the Members which is not a Special Meeting;

(g) "**Member**" means any individual who meets the criteria for membership in the Society as set out in Article 3 and has been accepted for membership in the Society;

(h) "**Member in good standing**" means a Member who at the time in question has paid the required membership fees for the Fiscal Year in question;

(i) "**Members' Meeting**" means an Annual General Meeting, a General Meeting or a Special Meeting;

(j) **"Members' Register"** means the list maintained by the Society containing the names of all Members of the Society;

(k) **"Officer"** means an officer of the Society appointed by the Board of Directors;

(l) **"Regular Meeting"** means a gathering of members and, if applicable, their guests, in furtherance of the Society's objectives.

(l) **"Special Meeting"** means a meeting of the Members called pursuant to section 4.3;

(m) **"Special Resolution"** means:

(i) a resolution passed:

(A) at a Special Meeting or General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given; and

(B) by the vote of not less than 75% of the votes cast by those Members who, if entitled to do so, vote in person, electronically or by proxy;

(ii) a resolution proposed and passed as a Special Resolution at a Special Meeting or General Meeting of which less than 21 days' notice has been given, if all Members entitled to vote at the Special Meeting or General Meeting, as the case may be, so agree; or

(iii) a resolution consented to in writing by all Members who would have been entitled at a General Meeting to vote on the resolution in person, electronically or, where proxies are permitted, by proxy.

2.2 GENERAL

(a) The headings to articles, sections and subsections of the Bylaws are for ease of reference only, but are deemed not to form part of these Bylaws and must not be used to interpret any part of these Bylaws.

(b) A reference to "the Bylaws" or 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 content of only that article, a reference to "section" is a reference to the contents of only that section and a reference to "subsection" is a reference to the contents of only that subsection of that section.

(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) Other than as set out above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

ARTICLE 3 MEMBERSHIP

3.1 MEMBERSHIP

The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members in accordance with these Bylaws and who, in either case, have not ceased to be Members.

3.2 REGULAR MEMBERS

Regular Membership are Human Resource professionals, practitioners, consultants and students with a professional interest in compensation and benefits and who have been admitted as Members by the Society and have not ceased to be eligible for membership. Members do not need to be working in a Human Resource capacity but must have a professional interest in compensation and benefits. Sponsorship by an individual's place of business is not required. Regular Members have the rights and privileges set out in section 3.5 of these Bylaws.

3.3 HONOURARY MEMBERS

Honourary Members are Members designated by the Board as Honourary Members of the Society in recognition of service rendered by them to the field of Human Resources. Honourary Members have the rights and privileges set out in subsection 3.5 (a) of these Bylaws.

3.4 STUDENT MEMBERS

Student Members are Members who are students enrolled in an undergraduate or graduate business or Human Resources program at an accredited college or university. Student Members have the rights and privileges set out in subsection 3.5 (a) of these Bylaws.

3.5 RIGHTS AND PRIVILEGES OF MEMBERS

(a) Any Member, including a Regular Member, an Honourary Member and a Student Member, in good standing is entitled to:

- (i) attend any Members' Meeting of the Society,
- (ii) inspect the books and records of the Society at a mutually agreeable time upon written application to the Secretary or an Officer,
- (iii) serve on a committee of the Society if elected or asked to do so;
- (iv) stand for election as an Officer of the Society, and
- (v) make recommendations and present motions.

(b) Any Regular Member in good standing is entitled to

- (i) attend and vote at any Members' Meeting of the Society; and
- (ii) stand for election as a Director or Officer of the Society.

3.6 MEMBERSHIP APPLICATION

Application for membership in the Society shall be made in writing, or through an electronic means made available by the Society to potential members, to the Secretary of the Society who will review the applicant's qualifications. If the applicant meets the criteria for membership, the Secretary will, subject to the remainder of this section, process the application and approve the applicant for membership. If there is any question about an applicant's qualifications, the Secretary will submit his or her findings to the Board of Directors for approval. All applications for membership may be reviewed by the Board of Directors, and the Board of Directors may approve an applicant for membership if the majority of the members of the Board of Directors agree that the applicant meets the criteria set out in these Articles and as may be added to or refined by the Board of Directors. Upon payment of the membership fee, an applicant who has been approved for membership by either the Secretary or the Board of Directors will be admitted to the Society and his or her name, address and other relevant information will be entered in the Members' Register.

3.7 MEMBERSHIP FEE

The Board of Directors may, from time to time, establish the fees for each category of membership for each Fiscal Year.

3.8 ANNUAL NATURE OF MEMBERSHIP

Membership shall be on an annual basis, and all membership fees, except as otherwise directed by the Board of Directors from time to time, shall be due for a calendar year at such time or times as the Board of Directors may, from time to time, determine.

3.9 TERMINATION OF MEMBERSHIP

- (a) A Member may terminate his or her membership in the Society at any time upon written notice to the Society.
- (b) Membership terminates on the death of the Member.

(c) If a Member's annual fees are not paid within 60 days of the due date, then that Member's membership in the Society is deemed to have terminated due to lapse upon that 60th day.

(d) The Board of Directors may terminate the membership of a Member for failure to adhere to standards of professional conduct, or for abusing the privilege of membership, and thereby expel the Member from the Society.

(e) Membership fees are not refundable under any circumstance.

3.10 COMPLIANCE

All Members shall comply at all times with all policies proclaimed from time to time by the Board of Directors.

3.11 CONDUCT

Members must refrain from using their membership to sell their services on an unsolicited basis, except at Society functions for which they have obtained prior approval from the Board of Directors. This does not in any way limit the ability of a Member to request contacts or assistance from other Members through the Society's website or other facilities or activities.

ARTICLE 4 MEETING OF MEMBERS

4.1 Regular Meetings

Regular meetings of the members of the Society shall be held at any place authorized by the Board of Directors upon the giving of proper notice to the Members, as set out in the Bylaws.

4.2 Annual General Meeting

The Board of Directors shall call the Society's Annual General Meeting, which shall be held within six months of the end of the Fiscal Year to be held at such place within the Province of Alberta as the Board may authorize. At the Annual General Meeting, the following matters shall form part of the agenda:

- (a) considering the financial statements required by the Act to be placed before the Annual General Meeting;
- (b) appointing the auditor;
- (c) setting the number of Directors to be elected;
- (d) electing the Directors;
- (e) presenting the new officers of the Association; and
- (f) transacting such other business as may properly be brought before the meeting.

Any Members who wish to add items to the agenda for the Annual General Meeting shall submit their agenda items to the Secretary at least two weeks before the meeting date. Priorities will be established by the Board.

4.3 SPECIAL MEETINGS

The Chair of the Society may call Special Meetings of the Members, for any purpose or purposes, and the Board of Directors shall, upon receipt of a petition signed by at least 25% of the Members who are entitled to vote at such meetings, call a Special Meeting for the purpose or purposes set out in the petition. Notice of the Special Meeting shall state the nature of the business to be transacted in sufficient detail to permit the Members to form a reasonable judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting. Special Meetings can be held in conjunction with Annual General Meetings.

4.4 NOTICES OF MEETINGS

(a) Notice of the time and place of the Annual General Meeting and any Special Meeting shall be given in the manner provided in Article 8 not less than 21 days in advance of the meeting to each Director and to each Member in good standing.

(b) Notice of regular meetings of the Society shall be given at least 21 days in advance of the meeting to each Director and Member. This requirement may be satisfied by the providing of one notice which sets out the time and place of all regular meetings for a period of time. If it is necessary to vary the time and place of a regular meeting, the Society will use its best efforts to give 21 days' notice but where this is not possible, the Society will provide as much notice as is possible under the circumstances.

(c) No error or omission in giving notice of an Annual General Meeting or a Special Meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting and any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had at the meeting.

4.5 CHAIR AND SECRETARY

(a) The chair of any meeting of Members shall be at first instance the Chair and if the Chair is not present at the meeting then the Vice Chair. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the Regular Members present shall choose one of their number to act as chair.

(b) If the Secretary of the Society is not present at a meeting of Members, the Chair shall appoint a person, who need not be a Member, to act as secretary of the meeting.

4.6 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a meeting of Members shall be

(a) Members in good standing;

(b) The auditor of the Society who shall be entitled to attend meetings in his or her discretion;

(c) A person who has been invited by the Board of Directors to attend the meeting, or a person who has been admitted to the meeting on the invitation of the chair of the meeting or with the consent of the meeting; and

(d) In the event that the Board of Directors specifically provided for proxy representation at the meeting, then holders of duly executed proxies may attend such meeting on behalf of the Member who executed the proxy.

4.7 ELECTRONIC ATTENDANCE

A Member may participate in a Members' Meeting by means of such telephone or other communications facilities permitted by the Board of Directors, provided that all such persons participating in the Members' Meeting can hear each other, and a Member participating in a Members' Meeting by such a means is deemed to be present at the Members' Meeting.

4.8 QUORUM

(a) A quorum for the transaction of business at any Members' Meeting shall be 10 Regular Members in good standing present either in person or by electronic means.

(b) If a quorum is present at the opening of any Members' Meeting, the Members present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present through the whole meeting.

(c) If a quorum is not present at the opening of any Members' Meeting, the Members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

(d) Notwithstanding the foregoing quorum requirements, at such adjourned meeting, the Member or Members entitled to vote then present or represented shall constitute a quorum.

4.9 PROXIES

Except as specifically provided from time to time by the Board of Directors, proxy representation is not allowed and a Regular Member entitled to vote at a meeting of

Members must attend personally (either in person or electronically, as permitted by the Board).

4.10 VOTES TO GOVERN

At any meeting of Members, 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 Voting Members. In case of an equality of votes either upon a show of hands or upon a ballot, the chair of the meeting shall be entitled to a second or casting vote.

4.11 SHOW OF HANDS

Any question at a meeting of Members shall be decided by a show of hands (or electronic vote where permitted by the Board of Directors) of Regular Members unless a ballot thereon is demanded as hereinafter provided. Upon a show of hands every Regular Member in good standing who is present shall have one vote. Whenever a vote by show of hands shall have taken place upon a question, unless a ballot thereon is demanded, a declaration by the chair of the 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 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 Regular Members upon the question. When a question is to be decided by a show of hands, Members who are attending electronically shall be polled orally to ascertain their vote, which shall be deemed to be a vote by show of hands by such Members for the purposes of these Bylaws.

4.12 BALLOTS

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Regular Member in good standing may demand a ballot. A ballot so demanded shall be taken in such manner as the chair may direct. A demand for a ballot may be withdrawn at any time prior to taking the ballot. If a ballot is taken, each Regular Member in good standing is entitled to vote on the question, and the result of the ballot so taken shall be the decision of the Regular Members upon the said question.

4.13 ADJOURNMENT

(a) The chair of a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

(b) If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earlier meeting that is adjourned.

(c) Subject to the provisions of the Act, if a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for any original meeting.

(d) Unless a new notice is provided, no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.14 RESOLUTIONS

Unless the Act or these Bylaws otherwise provide, any action to be taken by a resolution of the members may be taken as an ordinary resolution.

4.15 ROBERT'S RULES OF ORDER

Robert's Rules of Order, latest edition, shall be the rules to be followed at all meetings of the Members insofar as they do not conflict with these Bylaws.

ARTICLE 5 DIRECTORS

5.1 MANAGEMENT OF AFFAIRS

The affairs of the Society shall be governed, managed and supervised by the Board of Directors, which shall consist of a minimum of 4 and a maximum of 15 persons.

5.2 INITIAL DIRECTORS

At the first meeting of the Members of the Society, 4 Directors shall be elected to hold office until their successors are elected at the first Annual General Meeting of the Society is held.

5.3 SUBSEQUENT ELECTION OF DIRECTORS

At each Annual General Meeting, the Members shall approve the number of Directors to be elected and shall then elect the Directors to hold office until their successors are elected at the next Annual General Meeting of the Society is held. The Board of Directors may present a slate of nominees for election, and nominations may be made from the floor. At each Annual General Meeting, Directors may, if qualified, stand for re-election, subject to existing policies set by the Board of Directors.

5.4 QUALIFICATION OF DIRECTORS

Every director of the Society shall be at least eighteen years of age and shall have been a Member of the Society for at least one year at the time of his or her election (with the exception of the Directors elected at the first meeting of the Society), unless the Members agree to waive this requirement in respect of a particular candidate. The Board of Directors may, from time to time, establish criteria for directorship, which may include reference checks, nomination processes and maximum terms of service.

5.5 DISQUALIFICATION OF DIRECTORS

(a) The office of a director of the Society shall be automatically vacated if:

- (i) he or she is found to be mentally incompetent or becomes of unsound mind;
or
- (ii) he or she by notice in writing to the Secretary of the Society resigns his or her office.

(b) If any Director without reasonable excuse is absent from three or more meetings in a row or if any Director's membership is terminated for any reason, the Board shall declare the office vacated and may appoint a successor to hold office for the remainder of the term.

(c) Directorship terminates automatically on the death of a Director.

5.6 POWERS

The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by the Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general, meeting, but subject nevertheless to the provisions of:

- (a) all laws affecting the Society, and
- (b) these Bylaws.

5.7 VACANCY

The Board of Directors may at any time and from time to time appoint a Member as a director to fill a vacancy in the elected directors. No act or proceeding of the Board of

Directors is invalid only by reason of there being less than the prescribed number of Directors.

5.8 REMOVAL

The Members may, by Special Resolution, remove an elected Director before the expiry of his or her term of office, and may elect a successor to complete the term of office.

5.9 NO REMUNERATION

(a) Subject to subsection (b) below, the Directors shall serve without remuneration, provided, however that nothing in this section shall prohibit a Director from receiving reasonable reimbursement of his or her reasonable expenses in connection with his or her services to the Society as a Director.

(b) Nothing herein shall prevent the payment in good faith of remuneration to any officer or employee of the Society or to any Member in return for services actually rendered to the Society.

ARTICLE 6 DIRECTORS' MEETINGS

6.1 PLACE OF MEETINGS

Meetings of the Board of Directors may be held in such places within the Province of Alberta as the Board may specify.

6.2 CALLING OF MEETINGS

Meetings of the Board shall be held from time to time at such time and such place as the Board, the Chair or any four Directors shall determine.

6.3 NOTICE OF MEETING

Notice of the time and place of each meeting of the Board of Directors shall be given in the manner provided in Article 8 to each Director not less than 48 hours before the time when the meeting is to be held. A notice of meeting of the Directors need not specify the purpose of or the business to be transacted at a meeting. If the Chair declares that an immediate meeting is required, notice shall be given in the manner provided in Article 8 but 48 hours notice shall not be required. The notice for such immediate meeting shall state that the Chair has declared the need for an immediate meeting. Formal notice of a meeting of the Board of Directors shall be unnecessary if all

of the Directors are present or if those absent have signified their consent to the meeting being called in their absence.

6.4 ADJOURNED MEETING

Notice of an adjourned meeting of the Board of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.5 REGULAR MEETINGS

Meetings of the Board of Directors shall be held on a regular basis not less than four times per year.

6.6 MEETING CHAIR

The chair of any meeting of the Board of Directors shall be the first mentioned of such of the following officer as have been appointed and who is a Director and is present at the meeting: Chair, Vice-Chair or Past-Chair . If no such officer is present, the Directors present shall choose one of their number to act as chair.

6.7 QUORUM

The quorum for the transaction of business at any meeting of the Board of Directors shall consist of:

- (a) one half of the number of Directors then elected or appointed, or
- (b) such greater number of Directors as the Board may from time to time determine.

The act of the majority of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors, unless provided otherwise by the Bylaws.

6.8 ELECTRONIC ATTENDANCE

A Director may participate in a meeting of the Board of Directors of the Society or of a Committee of the Board by means of such telephone or other communication facilities as permit all such persons participating in the meeting to hear each other and a directors participating in a meeting by such means is deemed to be present at the meeting. A Director who participates in a meeting electronically shall be entitled to vote electronically or orally and such votes shall be deemed to be votes by a show of hands for the purposes of these Bylaws.

6.9 VOTES TO GOVERN

At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. The chair shall not vote on the initial question. In case of an equality of votes, the chair of the meeting shall be entitled to a casting vote. At all meetings of the Board, every question shall be decided by show of hands unless a poll on the question is required by the chair of the meeting or is requested by any Director. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes of the meeting is conclusive evidence of such fact without proof of the number or portion of votes in favour of or against the resolution.

6.10 CONFLICT OF INTEREST

A Director who is a 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 not one that would in the ordinary course of business require the approval of the Board of Directors and a Director with an interest in a contract so referred to the Board is not entitled to move or second any motion or to vote at any meeting or other proceeding to such contract.

6.11 RESOLUTION IN WRITING

A resolution in writing:

(a) signed by all of the Directors entitled to vote on that resolution at a meeting of the Board of Directors, or

(b) confirmed by electronic mail message by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors

is as valid as if it had been passed at a duly convened meeting of the Board.

6.12 BOARD COMMITTEES

The Board of Directors may appoint one or more committees of Directors, however designated, and delegate to such board committee any of the powers of the Board, and the Board may appoint chairs of such committees. A committee shall conform to any rules that may from time to time be imposed on it by the Board, and shall report every

act or thing to be done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

6.13 EMPLOYEES AND AGENTS

The Board of Directors may, from time to time, engage agents or employees to perform duties prescribed by the Board of Directors. The Board of Directors shall fix a reasonable remuneration for any agents or employees engaged by them.

6.14 ERRORS OR OMISSIONS

No error or omission in giving notice of any meeting of the Directors shall invalidate the meeting or make void any proceedings taken at the meeting and any Director may at any time waive notice of such meeting and may ratify, approve or affirm any and all proceedings taken or had at the meeting.

ARTICLE 7 OFFICERS

7.1 POWER TO APPOINT

The Board may from time to time appoint a Chair, a Vice Chair, a Secretary, a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may, subject to the Act and these Bylaws, specify the duties of and delegate to such Officers powers to manage the business and affairs of the Society. An Officer may, but need not, be a Director and one person may hold more than one office.

7.2 CHAIR

The Chair is responsible for overseeing the Society's activities and ensuring that such activities achieve the Society's objectives. The Board may assign to the Chair any of the powers and duties permitted under the Act. The role of Chair includes:

- presiding over and being responsible for the conduct of all Society meetings and, through the Secretary, shall call meetings as required;
- providing direction, exercising general supervision over the activities and welfare of the group and keeping other Directors apprised of activities and plans;
- serving as an ex officio member of all committees, appointing committee chairs, as necessary;
- Clarifying roles and essential functions for each incoming Director;

- Acting as a liaison with other profession-related organizations and their representatives; and
- Ensuring compliance with the Act and the Bylaws.

The Chair is eligible for re-election to the office of Chair for a maximum of 3 years.

7.3 VICE CHAIR

The Vice Chair shall chair meetings in the Chair in the Chair's absence. If the Chair is unable to complete his or her term of office, the Vice Chair shall assume the office of Chair. The Board may from time to time assign duties to the Vice Chair but the role of the Vice Chair includes:

- Assisting in identifying the next term's Board of Directors;
- Assisting the Chair and assuming other responsibilities as requested;
- Attending, in person or by teleconference, meetings of similar groups in other regions;
- Acting as the primary liaison with other profession-related organizations and their appointed representatives; and
- Counselling the Board of Directors on ideas developed through contact with other associations.

The Vice Chair is eligible for re-election to the role of Vice-Chair for a maximum of 3 years.

7.4 SECRETARY

The Secretary shall be responsible for the records of the Society other than financial records. The Board may from time to time assign duties to the Secretary but the role of Secretary includes:

- Taking minutes at Board of Directors' and other meetings, recording attendance for Board and other member meetings, and maintaining control of all group records, except financial records;
- Forwarding meeting minutes to the Board for review;
- Enabling annual review of the Bylaws by the Board and preparing updates as needed;
- Submitting updated Bylaws to Members for approval and making all filings to give effect to updated Bylaws;
- Certifying and recording votes and ensuring that ballots cast have met approval requirements;

- Enrolling Members of the Society and maintaining a record of all Members' contact information;
- Conferring with the Chair on retiring Directors' and Past Chair's acknowledgement/gifts; and
- Assisting the Chair as requested and assuming other responsibilities as needed.

The Secretary is eligible for re-election to the role of Secretary for a maximum of 3 years.

7.5 TREASURER

The Treasurer shall be responsible for the financial affairs of the Society. The Board may from time to time assign duties to the Treasurer but the role of Treasurer includes:

- Being responsible for maintaining all records relating to the receipt, deposit, and disbursement of the Society's funds, keeping and preserving proper vouchers and books of accounts for all activities;
- Submitting records for inspection upon request of the Board of Directors;
- Overseeing all activities that relate to the handling of the Society's funds;
- Preparing and presenting reports, at least quarterly, to the Board of Directors and an annual report to the Members;
- Working in conjunction with the Chair and Vice Chair in preparing the annual budget; and
- Ensuring the timely filing of all tax forms with local, provincial and federal authorities as may be required.

The Treasurer shall be eligible for re-election to the role of Treasurer for a maximum of 3 years.

7.6 PAST CHAIR

The Board of Directors may appoint the previous term's Chair to act as Past Chair. The past Chair, if appointed, shall act as a resource person to the Directors on matters relating to continuity and such other matters as may arise from time to time.

7.7 OTHER OFFICERS

The powers and duties of all other Officers shall be such as the terms of their engagement shall call for or as the Board may specify. 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.

7.8 VARIATION OF POWERS AND DUTIES

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

7.9 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 by ordinary resolution;
- (b) his or her successor is appointed;
- (c) he or she ceases to be a Member; or
- (d) his or her earlier resignation.

Officership ceases automatically on the death of an Officer.

7.10 REMUNERATION OF OFFICERS

(a) Subject to subsection (b), Officers shall serve without remuneration provided however that nothing in this Article shall prohibit Officers from receiving reimbursement of his or her reasonable expenses in connection with his or her services to the Society as an Officer.

(b) Nothing herein shall prevent the payment in good faith or remuneration to any officer or employee of the Society or any Member in return for services actually rendered to the Society.

ARTICLE 8 NOTICES

8.1 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 at that person's address shown on the Members' Register;

(ii) mailed to that person at that person's address 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 as shown on the Members' Register, 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 when 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) Based on information provided by the Member, the Secretary may change or cause to be changes the recorded address of any Member in accordance with information believed by the Secretary to be reliable.

8.2 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.

8.3 OMISSIONS AND ERRORS

The accidental omission to give notice to any Member, Director or 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.

8.4 WAIVER OF NOTICE

Any Member entitled to attend a meeting of Members 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, the Articles, these Bylaws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event if 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

except a waiver of notice of a meeting of Members or of the Board of Directors or a committee of the Board which may be given in any manner.

ARTICLE 9 FINANCIAL MATTERS AND CONTRACTS

9.1 BORROWING POWERS

The Board of Directors may from time to time borrow money or charge, hypothecate, mortgage or pledge, any or all of the real or personal property of the Society to secure any liability of the Society. From time to time the Board may, by resolution, authorize any two Directors or Officers of the Society to make arrangements with reference to monies borrowed, or to be borrowed, and as to the terms and conditions of the loan thereof, and as to the security given therefor, generally to manage, transact and settle the borrowing of money by the Society.

9.2 AUDIT

(a) The financial accounts of the Society shall be audited annually.

(b) At each Annual General Meeting, an auditor shall be appointed to hold office until he or she is re-elected or his or her successor is appointed at the next Annual General Meeting.

(c) An auditor can be removed by ordinary resolution.

(d) An auditor shall be informed forthwith of his or her removal.

(e) No Director, Officer or employee of the Society shall be auditor.

(f) The auditor may attend all meetings of the Society and shall have a right of access to all records, documents, books, accounts and vouchers of the Society and is entitled to require information from the Directors and Officers of such information as may be necessary for the performance of his or her duties.

(g) A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at an annual meeting of the Board for approval and shall be presented to the Annual General Meeting.

9.3 CONTRACTS

Contracts, documents and instruments in writing requiring the signature of the Society shall be signed by Officers or Directors in accordance with the current delegation of

authority resolution by the Board of Directors. All contracts, documents and instruments in writing properly executed shall be binding on the Society. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as set out above, by any officer or officers or directors or directors appointed by resolution of the Board of Directors.

ARTICLE 10 RECORDS

10.1 The Society shall keep and maintain all necessary and adequate minutes and records of all meetings of the Society.

10.2 The books and records of the Society may be inspected by any Member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers responsible for such books and records. Each Director shall, at all times, have access to such books and records.

10.3 The Society shall keep a register of the Members of the Society containing the names of every Member, together with the following particulars for each person:

- (a) full name and residential address;
- (b) electronic address, if available;
- (c) the date on which such person became a Member;
- (d) the date on which such person ceases to be a Member; and
- (e) the type of membership held.

The Board of Directors may, by resolution, authorize any additional matters to be kept in this register.

ARTICLE 11 DUTY OF CARE AND LIMITATION OF LIABILITY

11.1 DUTY OF CARE

Every Director and Officer of the Society 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 who exercise in comparable circumstances.

11.2 LIMITATION OF LIABILITY

Subject to the terms of Article 11 of these Bylaws, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or 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 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 an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto.

11.3 INDEMNITY

The Society shall indemnify a Director or Officer, a former Director or Officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, 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 of the Society 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 this Bylaw limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

11.4 INSURANCE

The Society may purchase and maintain for the benefit of any person referred to in section 11.3 against any liability incurred by him or her in his or her capacity as a Director or Officer of the Society.

ARTTICLE 12 GENERAL

12.1 SEAL

The seal shall remain in the custody of the Secretary of the Society and shall be affixed to agreements and documents under the direction of the Board of Directors.

12.2 RESCISSION OR ALTERATION

The Bylaws of the Society shall not be rescinded or amended except by Special Resolution.

12.3 RESOLUTION TO DISSOLVE

(a) The Society may be dissolved by Special Resolution.

(b) In the event of the dissolution or winding up of the Society, all remaining assets shall be distributed to one or more recognized societies or charitable associations in Canada selected by the Board.

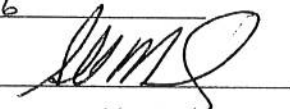
12.4 EFFECTIVE DATE

These Bylaws shall come into force when registered with the Registrar of Corporations and any amendments thereto shall come into force as provided for in the Act.


Date: February 28, 2012

• Signature: 
Print name: Joji Oommen

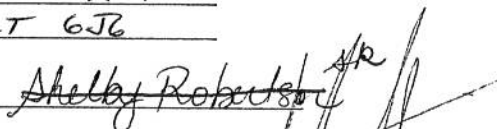
Address: 1600 111-5 Avenue, S.W.
Calgary, Alberta
T2P 3Y6

• Signature: 
Print name: Scott Hausberg

Address: 436 Strathcona Mews SW
Calgary AB
T3H 1W4

• Signature: 
Print name: F. D. LIPSETT

Address: 4026 GARRISON BLVD S.W
CALGARY ALTA
T2T 6J6

• Signature: 
Print name: Shelby Roberts