

GPAC Gas Processing Association Canada

Bylaws

February 2011

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ARTICLE 1 PREAMBLE

1.1 Name

The name of this association shall be the GAS PROCESSING ASSOCIATION CANADA (most commonly referred to as the GPA Canada, referred to herein as the Association), and shall be further identified by Regional Committee name (in these by-laws referred to as "Committees"), all as described in Article III.

1.2 The Bylaws

The following articles set forth Bylaws of the Gas Processing Association Canada.

ARTICLE 2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Bylaws, the following words have these meanings:

2.1.1 "Association" means Gas Processing Association Canada (most commonly referred to as the GPA Canada);

2.1.2 "Bylaws" means the Bylaws of the Association as amended from time to time;

2.1.3 "Ex-Officio" means by virtue of office or position. An ex officio member is a member of a board, committee, or other body by virtue of his title to a certain office, and does not require further appointment;

2.1.4 "Executive Committee" means the committee of the Officers and such other persons who are elected by the Board to serve thereon from time to time;

2.1.5 "Member" means a member of the Association pursuant to the Bylaws;

2.1.6 "Officer" means a person who is elected or appointed to the office of President, Vice-President or Secretary/Treasurer or who is the Past President;

2.1.7 "Past President" means the person who most recently held the office of President;

2.1.8 "President" means the person who is elected by the Board of Directors to hold the office of President;

2.1.9 "Proxy" means the authority or power given by one voting member to another voting member;

2.1.10 "Regional Committee" operate within the bylaws of the Association, but shall call local meetings, and enact local bylaws, for their internal organization and for the conduct of their business, which shall not contravene any article in the bylaws or regulations of the Association;

2.1.11 "Secretary/Treasurer" means the person who is elected by the Board of Directors to hold the office of Secretary/Treasurer and failing such election, the Executive Director;

2.1.12 "show of hands" means, in connection with a meeting, a show of hands by persons present at the meeting, the functional equivalent of a show of hands by

telephonic,
electronic or other means of communication and any combination of such methods.
2.1.13 "Vice-President" means a person who is elected by the Board of Directors to hold an office of Vice-President of the Association

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

ARTICLE 3 MEMBERSHIP

3.1 Classification of Members

3.1.1 Regular Memberships

Regular members include individuals who are employees, elected officials, educators, consultants and other professionals associated with, or affected by, the natural gas processing industry, either directly through the production, processing or pipelining of natural gas, natural gas liquids or sulphur, or indirectly through the supply of products and services. Members at Large; and others as may be designated from time to time by the Executive of the Board.

3.1.2 Honorary Memberships

Honorary members may be issued complimentary memberships at the discretion of the Board of Directors. An Honorary member shall be prohibited from holding office and from voting at the meetings of the Association.

3.1.3 Student and GAS Alumni Memberships

Memberships for students and retirees may be offered for a set fee at the discretion of the Board of Directors. A student or GAS alumni member shall be prohibited from holding office and from voting at the meetings of the Association.

3.1.4 Other Membership Designations

From time to time, the Association may designate other classifications of membership through programs and projects of the Board. E.g., Corporate Sponsor designations may be offered to corporations or businesses that support the Association.

3.2 Admission of Members

3.2.1 Membership in the Association shall be limited to individuals who are associated with or affected by the natural gas processing industry, either directly through the

production, processing or pipelining of natural gas, natural gas liquids or sulphur, or indirectly through the supply of products and services thereto, and to:

- i. Employees of educational institutions, government agencies or other non-commercial technical or research groups associated with the natural gas industry.
- ii. Elected officials of service and supply associations serving the natural gas processor industry.
- iii. Elected officials of allied petroleum and natural gas associations.

3.2.2 Application for membership in the Association shall be made to the Membership Director. The acceptance or rejection by the Membership Director in acting on an application for membership shall be final, subject to an appeal by the applicant to the executive.

3.3 Member Rights

3.3.1 Entitlement

Membership in the Association shall entitle members to attend all annual, general and special meetings of the Association and all forums, or panel discussions of any and all Regional Committees as well as of the Associations itself.

3.3.2 Voting

Membership in the Association shall entitle each member to vote in respect of each matter to be voted upon by the Membership.

3.4 Membership Dues

3.4.1 Membership Year

Membership is maintained for one year only (membership year is January 1 to December 31) through the payment of prescribed annual dues.

3.4.2 Setting Membership Fees

The annual dues for Membership and for the Corporate Sponsor designation shall be as established by the Board of Directors of the Association. Justification for any alterations to dues shall be documented in the minutes of the board meeting.

3.4.3 Allocation of Dues

Allocation of the dues shall be made to Committees and to the Association taking into consideration the relative membership served and administrative costs incurred.

3.4.4 Refunds

No dues shall be refunded to any member whose membership terminates for any reason.

3.5 Termination of Membership

3.5.1 Resignation

Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary/Treasurer.

3.5.2 Suspension of Membership

If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of 3 months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.

3.5.3 Expulsion

Any member upon a majority vote of the Board of Directors of the Association may be expelled from membership for any cause which the Board may deem reasonable.

3.6 Transmission of Membership

No interest of a member in the Association is transferable.

3.7 Limited Liability of Members

Members shall subscribe to and be subject to the By-Laws of the Association. No member is, in the member's individual capacity, liable for a debt or liability of the Association.

ARTICLE 4 MEETINGS OF THE ASSOCIATION

4.1 Annual General Meeting

4.1.1 Completion

An annual general meeting of the Association shall be held in Alberta in the first quarter of each fiscal year for the reports of Officers, election and installation of Officers and Directors, receipt of audited financial statements and any other business which may properly come before such a meeting.

4.1.2 Notice

Notice of Annual General Meetings will be given to each member at least ten (10) days in advance of such meeting. Notice may be provided by sending it by post to the address appearing in the register of Members, or by sending the Notice by electronic, or other commonly accepted means of written communication.

4.1.3 Quorum

The lesser of twenty (20) members of this Association or 10% of all the members eligible to vote, or their proxies, shall constitute a quorum for the transaction of business at the annual meeting or special meeting.

4.2 Special Meeting

4.2.1 Calling a Special Meeting

A special meeting of the Association may be called at any time by the President, or a majority of the Board of Directors.

Any member shall have the right to petition the Board of Directors to call a special meeting of the Association, if the member petitions in writing stating the reasons for calling a special meeting, and provided the Board of Directors, by majority vote, agrees to the calling of such special meeting.

4.2.2 Notice

Notice of Special General Meetings will be given to each member at least twenty one (21) days in advance of such meeting. Notice may be provided by sending it by post to the address appearing in the register of Members, or by sending the Notice by electronic, or other commonly accepted means of written communication.

4.2.3 Quorum

The lesser of twenty (20) members of this Association or 10% of all the members eligible to vote or their proxies shall constitute a quorum for the transaction of business at the annual meeting or special meeting.

4.3 Proceedings at the Annual or a Special General Meeting

4.3.1 Voting

All matters brought before a general or special meeting of the Association shall be decided by a majority of the votes cast thereat, except where these By-Laws or governing law provide otherwise.

4.3.2 Proxy Voting

In absentia, those entitled to vote may vote at any meeting by proxy providing the Secretary/Treasurer is advised by any generally accepted form of business communication at least five (5) days before the meeting.

4.4 Regular Meetings of the Association

4.4.1 Notice

4.4.1.1 Notice of Association general meetings shall be the responsibility of the Association Executive, and shall be sent to all members.

4.4.1.2 Notice of general meetings will be sent to all members at least ten (10) days prior to the date of the meeting. Notice may be provided by sending it by post to the address appearing in the register of Members, or by sending the Notice by electronic, or other commonly accepted means of written communication.

4.4.2 Quorum

The lesser of twenty (20) members of this Association or 10% of all the members eligible to vote or their proxies shall constitute a quorum for the transaction of business at the general meeting.

4.5 Meetings of Regional Committees

4.5.1 Regional Committees shall operate within the bylaws of the Association, but shall call local meetings, as determined by their local bylaws.

ARTICLE 5 – ORGANIZATIONAL STRUCTURE AND MANAGEMENT

5.1 Governance

The Association relies on the active participation and volunteer activities of our members, is governed by a Board of Directors that provides leadership, vision and policy direction, is advised by an Executive Committee, and is structured into operating committees, each directed by a GPAC Board member, for effective management and operation to support GPAC's volunteers.

5.1.1 Duties of the Association

Shall be the overall administration and special core mandate duties of the organization including, but not limited to:

- i. Maintaining membership records and soliciting for new members.
- ii. Maintaining Association financial records and establishing a suitable reporting procedure.
- iii. Implementing Association By-Laws and changes thereto.
- iv. Administering the annual Safety and Environment Programs for gas

- processing facilities.
- v. Administering the Scholarship and Research Grant programs.
- vi. Actively promoting new Committees, and determining Regional boundaries.
- vii. Periodically determining and allocating membership funds to Committees.
- viii. Coordinating regular Directors' meetings to review and plan Association activities.
- ix. Monitoring activities of Committees to ensure consistency with Mission and Objectives.

5.1.1.1 The Association may carry out its activities through such as ad hoc or standing committees of the Board, or of the Membership, as the Board from time to time determines. Upon Establishment of a standing or ad hoc committee, the Board will appoint its members and establish its terms of reference.

5.1.1.2 The Association may carry out its activities through Regional Committees. Regional Committees shall operate within the bylaws of the Association, but shall call local meetings, and enact local bylaws, for their internal organization and for the conduct of their business, which shall not contravene any article in the bylaws or regulations of the Association.

5.1.2 Duties of the Regional Committees

Regional Committees shall be responsible for regional administrative duties required to further the general mission and objectives of the Association, and shall include, but not be limited to:

- i. Actively promoting safety, environment and general industry knowledge of members by arrangement of a minimum of 2 meetings per year, for the presentation of papers on appropriate and timely topics of interest.
- ii. Actively soliciting new members.
- iii. Holding regular and special meetings of Committee executive to review and plan Regional Committee activities.
- iv. Providing representation at Association Directors' meetings to keep current with Association development and direction, and to report status updates on Regional Committee activities.

5.2 Board of Directors

5.2.1 Composition of the Board

5.2.1.1 There shall be a Board of Directors consisting of twelve (12) to sixteen (16) voting Directors. The Board of Directors for the Association shall consist of Members and the Past President, three of whom shall be the elected Officers who comprise the Executive. At the annual general meeting board members shall be elected for a period of two years.

5.2.2 Meetings of the Board

5.2.2.1 The Board of Directors shall meet at the call of the President or any four members of the Board of Directors.

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

5.2.3 Election of the Board Executive

The Executive for the Association shall be the President, Vice-President, and a Secretary/Treasurer.

5.2.3.1 President and Vice President

Prior to the end of each fiscal year, the President and Vice-President shall be elected from, and by, the Board of Directors, to hold office for one fiscal year, or until their successors are elected and qualified. The Vice-President so elected shall be expected to assume the office of President following expiration of the President's term.

5.2.3.2 Secretary/Treasurer

The President shall appoint the Secretary/Treasurer from the incoming, or continuing, Directors of the Association. The Secretary/Treasurer shall hold office for one fiscal year, or until their successors are elected and qualified. All officers elected, or appointed, in this manner shall take office on the first day of the new fiscal year following election, or appointment.

5.2.4 Election or Appointment of Directors

5.2.4.1 At least 60 days prior to the annual general meeting, the President shall appoint a Nominating Committee composed of two members of the Board of Directors, one of whom shall be the Vice President. This Committee will select nominees for each office to be filled, and shall present these nominees for consideration of the Board of Directors prior to the annual general meeting.

5.2.4.2 At the annual general meeting, other nominations may be made from the floor following presentation of the Nominating Committee report.

5.2.4.3 At the time of election, a Director shall be a member of the Association as defined in Article 3.

5.2.4.4 At the option of the President, voting on all nominees may be by secret ballot, a standing vote, or a show of hands.

5.2.4.5 Ex-Officio members of the Board of Directors may be appointed by the President upon a majority vote of the Board of Directors for a term of one year. Ex-Officio members of the Board shall be entitled to attend meeting of the Board upon invitation of the President, but shall not be entitled to vote, nor have any of the liabilities or duties of elected Directors.

5.2.4.6 Every Director and Officer of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director or Officer of the Association and 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 costs, charges, and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit 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 Director or Directors or Officer or Officers 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.

5.2.4.7 No Officer, either elected or appointed, Director or other official, shall receive remuneration in any form for services rendered to the Association, before, during or after his/her tenure in office.

5.2.5 Vacancies

5.2.5.1 In case of a vacancy in any Executive office of the Association, with the exception of the President, the successor to fill such vacancy may be filled by a member in good standing as elected by the Executive Committee.

5.2.5.2 Successors so elected shall immediately take office, and meeting the requirements shall fully execute the responsibilities for the remaining term of office.

5.2.5.3 In case of a vacancy in the office of the President, the Vice-President shall automatically become the President for the remaining term of office.

5.2.5.4 Should a vacancy occur in the Board of Directors, a replacement may be

appointed, from among the Membership, by the remaining Directors for the unexpired term.

5.2.6 Resignation or Removal of a Director

Any Director or Officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Association may deem reasonable.

5.2.7 Quorum

At all meetings of the Board of Directors, six members thereof shall constitute a quorum, two of whom shall be members of the Executive.

5.3 Officers

5.3.1 The elected Officers of the Association shall be a President, Vice-President, and a Secretary/Treasurer, who shall comprise the Executive for the Association.

5.3.2 The elected Executive of each Regional Committee shall be a Chairman, Vice-Chairman, a Secretary and a Treasurer.

5.4 Duties of Officers

5.4.1 The President

5.4.1.1 Shall preside at all meetings of the Association and Board of Directors; represent the Association as deemed necessary and approved by the Board of Directions, appoint committees as he/she may deem necessary to carry out the purpose of the Association, see that all activities of the Association comply with the By-Laws of the Association as well as "The Societies Act" of the Province of Alberta, and perform such other duties as may pertain to his/her office.

5.4.1.2 Shall appoint an Audit Committee of at least two members from the general membership, or a professional accountant, who will audit the books and accounts of the Secretary/Treasurer prior to the annual general meeting and/or at any time when a new Secretary/Treasurer takes office. The results of the audit in the form of a report will be submitted to the President immediately upon completion of the audit. A member of the Audit Committee shall also report on their findings at the annual general meeting following the financial report of the Secretary/Treasurer.

5.4.1.3 The President shall appoint a Membership Director.

5.4.1.4 Shall report on all Association activities and proceedings during the past year at the annual general meeting.

5.4.2 The Vice-President

5.4.2.1 Shall preside and act for the President in his absence, and to preside as Chairman of the Nominating Committee.

5.4.3 The Secretary/Treasurer

5.4.3.1 Shall record and keep minutes of all proceedings of the Association and the Board of Directors. He/she shall make the same available for inspection by the members of the Association, at all reasonable times with prior notice from such members.

5.4.3.2 Shall have custody of the Seal of the Association, and shall affix the Seal to all documents of the Association in the presence of the President or Vice-President.

5.4.3.3 Shall file with the Registrar of Companies in the Province of Alberta, on or before the last day of the month immediately following the anniversary month or at such other time as may be requested by said Registrar:

- i. a statement in the form of a balance sheet, which shall be audited and signed by two Directors and shall contain general particulars of the assets, liabilities, revenue and expenditures of the Association.
- ii. a list of the newly elected Association's Officers and other Directors for the forthcoming term with their addresses and occupations.
- iii. the particulars of the Association's Officers and Directors.
- iv. every Special Resolution passed by the Association.
- v. the business address of the Association, as well as file notice of each change in the business address of the Association.
- vi. any other documents as may be required by the Registrar to keep the Association in good standing. Shall receive all monies due the Association and shall keep Association funds in a bank account in the name of the Association.

5.4.3.4 Shall pay out money of the Association only with the approval of either the President or Vice-President.

5.4.3.5 Shall keep a current account record showing in detail all receipts, disbursements, cash on hand, etc., which shall be in the form of a continuous balance sheet.

5.4.3.6 Shall make the books and records of the Association available for inspection by any member of the Association during regular business hours upon giving reasonable notice and arranging a time satisfactory to the Secretary/Treasurer. Each member of the Board shall at all times have access to the books and records.

5.4.3.7 Shall present to the Association membership at the annual general meetings an annual financial report which will review the receipts and disbursements, as well as

current liabilities and assets, for the Association and for all Committees for the year. This report shall be subject to audit per Article 5.4.1.2.

ARTICLE 6 REGIONAL COMMITTEES

6.1 Election Of Regional Committee Executive

6.1.1 Chairman

The position of Chairman shall be filled each year by the past year's Vice-Chairman; all other Executive positions will be filled by election.

6.1.2 Executive

The Executive shall be nominated in the 60-day period prior to the first meeting in each calendar year.

6.2 Duties Of The Regional Committee Executive

6.2.1 The Chairman

6.2.1.1 Shall preside at all meetings of the Regional Committee and shall ensure that the Regional Committee is conducting its affairs and activities in compliance with the By-Laws of the Association as well as "The Societies Act" of the Province of Alberta, and perform other such duties as may pertain to his/her office.

6.2.1.2 Shall represent the Regional Committee at meetings of the Association Board of directors, as a voting Director, and shall report on all Regional Committee activities and proceedings to the Board at such meetings as required.

6.2.1.3 Shall be responsible for planning activities that further the aims and objectives of the Association.

6.2.1.4 Shall nominate members to serve on working committees to plan and promote activities that further the aims and objectives of the Association.

6.2.2 The Vice-Chairman

6.2.2.1 Shall perform all duties of the Chairman in his/her absence.

6.2.3 The Secretary

6.2.3.1 Shall record and keep minutes of all proceedings of the Committee for which he/she is Secretary. He/she shall make the same available for inspection by the members of the Association, at all reasonable times with prior notice from such members.

6.2.3.2 Shall provide to the Association Secretary/Treasurer on or before the end of the second week of the month immediately following the anniversary month:

- i. a statement in the form of a balance sheet, which shall be audited and signed by 2 other Regional Committee Executive members and shall contain general particulars of the assets, liabilities, revenue and expenditures of the Regional Committee.
- ii. a list of the newly elected Regional Committee's Officers and Regional Committee working committee members for the forthcoming term with their addresses and occupations.

6.2.4 The Treasurer

6.2.4.1 Shall receive all monies due the Regional Committee and shall keep Regional Committee funds in a bank account in the name of the Association.

6.2.4.2 Shall pay out money of the Regional Committee only with the approval of the Chairman or Vice-Chairman and one other Officer of either the Regional Committee or the Association.

6.2.4.3 Shall keep a current account record showing in detail all receipts, disbursements, cash on hand, etc., which shall be in the form of a continuous balance sheet. The Treasurer shall make the same available for members of the Association, at all reasonable times on prior notice from such members.

6.2.4.4 Shall prepare and provide to the Association Secretary/Treasurer, a minimum of 4 weeks prior to the annual Association general meeting, an annual financial report which will review the receipts and disbursements for the Regional Committee, as well as current liabilities and assets. This report shall be subject to audit per Article 5.4.1.2

6.2.4.5 Shall prepare an annual forecast of expenditures and receipts for approval at the first Association Director's meeting of the year.

ARTICLE 7 FISCAL RESPONSIBILITY

7.1 Borrowing Powers

For the purpose of doing business, the Association may, by a special resolution of the members, authorize the Association to borrow or raise or secure the payment of money in such manner as it deems appropriate, including the issuing of debentures.

7.2 Finance and Auditing

The fiscal year of the Association shall commence the first day and finish on the last day of each calendar year. The Association shall maintain cash reserves equal to approximately the approved Association annual operating budget in force and additional reserves as may be required for special programs or contingencies approved by the Boards.

ARTICLE 8 AMENDMENTS

8.1 The By-Laws of the Association shall not be rescinded, altered, or added to except by a special resolution of the Association.

8.2 Such recession or alteration or addition to the By-Laws shall not be effective until registered by the Registrar of the Societies Act.

ARTICLE 9 SPECIAL RESOLUTIONS

A special resolution is a "special resolution" as defined by the Societies Act (Alberta).

ARTICLE 10 GENERAL PROVISIONS

10.1 Robert's Revised Rules of Order shall be the official guide of the Association, insofar as they are not inconsistent with the provisions of the Societies Act and these By-Laws.

10.2 The Association shall not adopt any resolution, or take any action with respect to industry policies or with respect to Federal, Provincial or Municipal legislation or administration, nor use of the name of this Association without the approval of a two-thirds vote of the Board of Directors.

10.3 The Association shall be governed by these By-Laws in conformity with the local laws of the Provinces and more specifically "The Societies Act" of the Province of Alberta, as well as the Federal laws of Canada.

10.4 In the case of the interpretation of any portion of the By-Laws, the decision of the Board of Directors shall be final.

10.5 The Association shall not be held responsible for unauthorized opinions of its members, no matter how or where expressed.

ARTICLE 11 DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

11.1. The Society does not pay any dividends or distribute its property among its Members.

11.2. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization.

11.3. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.