

BY-LAWS
ALBERTA TEAM CATTLE PENNING SOCIETY

ARTICLE ONE

1.01 Definitions: In these By-Laws and all amendments thereto, unless the context otherwise specifies or requires:

“Act” means the Societies Act of Alberta, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in these By-Laws to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

“Society” means the society incorporated known as the Alberta Team Cattle Penning Society.;

“Appoint” includes “elect” and visa versa:

“Member” means Member of the Society as provided for and defined in these By-Laws;

“Board” means the Board of Directors of the Society;

“By-Laws” means these By-Laws and all other amendments thereto from time to time in force and effect;

“Director” means a member of the Board of Directors of the Society;

“Meeting of Members” includes an Annual or other General Meeting of the Members and a Special Meeting of Members;

“Special Meeting of Members” includes a meeting of any class or classes of Members;

“Regulations” means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any reference in the By-Laws of the Society to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;

“Signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Society by virtue of Section 3.01 of this By-Law or by a Resolution passed pursuant thereto.

Save as aforesaid, all terms which are contained in the By-Laws of the Society and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations. Words importing the singular number include the plural and vice versa; the masculine shall include the feminine; and the word “person” shall include an individual, partnership, Society, body corporate, corporation, company,

syndicate, trustee, executor, administrator, legal representative, and any number of persons.

1.02 Name: The name of the Society is the Alberta Team Cattle Penning Society.

ARTICLE TWO

FINANCE, BOOKS AND RECORDS

2.01 The Fiscal Year of the Society shall be determined by the Board from time to time.

2.02 All money belonging to the Society shall be deposited in its name with a branch of any Canadian chartered bank or trust company authorized to carry on business in the Province of Alberta by any Officer or by any employee so designated by the Directors. Funds of the Society may be permitted in investments allowed to Trustees in the Province of Alberta pursuant to the Trustee Act (Alberta). No cheque or other order for payment of money shall be valid unless signed in accordance with the Resolution of the Directors made from time to time.

2.03 The Board shall cause accounts to be kept, and a financial report to be compiled, an audited copy of which shall be available for inspection by any Director or Member of the Society not later than Ninety (90) days after the close of the Society's financial year. "Availability" as required by this clause means availability of the report for inspection by any Member upon request:

- (a) At the Annual General Meeting of the Society; and
- (b) During office hours at the Society's head office.

2.04 The financial report required in Article 2.03 shall contain the following information in appropriate detail:

- (a) The assets and liabilities of the Society as at the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue and receipts of the Society both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the Society for both general and restricted purposes during the fiscal year.

2.05 The books, accounts and records of the Treasurer and the Secretary shall be audited at least once a year by two (2) directors elected for that purpose at the Annual General Meeting of the Society.

2.06 The Secretary shall keep or supervise the keeping of the books or records in which the following data is recorded:

- (a) The Minutes of the Meetings of both the Members and Directors;

- (b) A complete and up-to-date list of the Members of the Board of Directors of the Society, together with their addresses, occupations and a description of any special duties assigned to them;
- (c) The audited financial reports furnished to the Secretary by the Treasurer;
- (d) An up-to-date copy of these By-Laws of the Society, and all amendments thereto, if any;
- (e) A list of the Members of the Society.

2.07 The books and records of the Society may be inspected by any Director at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same.

2.08 For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit in accordance with the Resolution of the Board.

ARTICLE THREE

EXECUTION OF INSTRUMENTS

3.01 Designation by Board: All documents or other instruments may be signed on behalf of the Society by any one or more persons so designated by the Board.

ARTICLE FOUR

DIRECTORS

4.01 Powers: The affairs and business of the Society shall be directed or supervised by its Board.

4.02 Number: The total number of Directors shall be not less than Two (2) nor more than Twenty One (21) as designated from time to time by the Members at the Annual General Meeting of the Society.

4.03 Election and Term: The election of Directors shall take place at each Annual Meeting of Members and all the Directors then in office, unless elected for a longer period of time, shall retire but, if qualified, shall be eligible for re-election. The number of Directors to be elected at any such meeting shall be the number of Directors then in office, or the number of Directors whose terms of office expire at the meeting, as the case may be, except that the Members may resolve to elect some other number of Directors. Where the Members adopt an amendment to the By-Laws to increase the maximum number or minimum number of Directors, the Members may, at the meeting at which they adopt the amendment, elect the additional number of Directors authorized by the amendment to take effect upon the issuance of the Certificate of Amendment. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

4.04 Removal of Directors: The Members may by Ordinary Resolution passed at a meeting specially called for such purpose remove any Director from office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

4.05 Qualification: No person shall be qualified for election as a Director if he is less than eighteen (18) years of age; if he is of unsound mind and has been so found by a Court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. A Director need not be a Member.

4.06 Consent: No election or appointment of a person as Director shall be effective unless:

- (a) he was present at the meeting when he was elected or appointed and did not refuse to act as a Director; or
- (b) he consents in writing to act as a Director before his election or appointment or within ten (10) days thereafter; or
- (c) he acts as a Director pursuant to the election or appointment.

4.07 Vacation of Office: A Director ceases to hold office when he dies; he is removed from office by the Members; he ceased to be qualified for election as a Director; or his written resignation is sent or delivered to the Society, or, if a time is specified in such resignation, at the time so specified, whichever is later. As long as there is a quorum of Directors in office, and a vacancy occurs on the Board, the Directors remaining in office may appoint a qualified person to fill the vacancy for the remainder of the term. Where there is not a quorum of Directors in office, the Director or Directors then in office shall forthwith call a General Meeting of Members to fill the vacancies and in default or if there are no Directors then in office the meeting may be called by any Member.

4.08 Committee of Directors: The Directors may appoint from among their number one or more Committees of Directors, however, designated, and may delegate to any such Committee any of the powers of the Directors. A representative of each Committee shall report to the Board at each meeting of the Board on all activities of the Committee pursuant to such delegated power or authority. The Board may revoke, alter or otherwise deal with any such delegated power or authority at any time.

4.09 Remuneration and Expenses: No Director shall receive any remuneration for acting as such. However, the Directors shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Board or any Committee thereof.

4.10 The Board shall:

- (a) Direct the affairs and promote the objects of the Society as they deem appropriate;
- (b) Set policy affecting the operations of the Society;
- (c) Ensure that the income and property of the Society shall be invested and managed in a prudent manner and applied solely toward the promotion of the objects of the Society as set forth in the By-Laws of the Society;

- (d) Organize and direct appropriate fund raising activities on behalf of the Society;
- (e) Exercise supervision over the Officers and employees of the Society;
- (f) Supervise the management of all resources of the Society;
- (g) Exercise all such powers of the Society as are not by the Act or by these By-Laws required to be exercised by the Members at General Meetings;
- (h) Elect the Officers at the first meeting following each Annual General Meeting;
- (i) To make such rules and regulations as it deems proper provided that such rules and regulations are not inconsistent with the By-Laws of the Society.

ARTICLE FIVE

MEETING OF DIRECTORS

5.01 Place of Meeting: Meetings of the Board of Directors and of Committees of Directors (if any) may be held within or outside Alberta.

5.02 Calling of Meetings: The Board shall convene at the call of the President, or such person or persons as may be authorized by the Board, to consider all matters referred to it or the President for decision. Any two (2) Directors may in writing demand a meeting of the Board by delivering to the Secretary a notice of such demand. Such demand shall characterize whether the meeting is an ordinary or an emergency meeting. Upon receipt of such demand, the President, or in his absence, the Vice-President, shall convene a meeting upon forty-eight (48) hours notice for an ordinary meeting, or twenty-four (24) hours notice for an emergency meeting, as the case may be from the date of receipt of such demand.

5.03 Notice of Meeting: Notice of the time and place of such meeting of the Board shall be given in the manner provided in Article 12.01 to each Director not less than forth-eight (48) hours before the time when the meeting is to be held, unless the meeting is an emergency meeting. A notice of a meeting of Directors need not specify the purpose of the business to be transacted at the meeting unless it is an emergency meeting. Provided, however, that a Director may in any manner waive notice of a meeting and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

For the first meeting of the Board of Directors to be held immediately following an election of Directors or for a meeting of the Board of Directors at which a Director is to be appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors, in order to legally constitute the meeting, provided that a quorum of the Directors is present.

5.04 Adjourned Meeting: Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.05 Regular Meetings: The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, and forthwith to each Director subsequently elected or appointed, but no other notice shall be required for any such regular meeting or this By-Law requires the purpose thereof or the business to be transacted thereat to be specified.

5.06 Chairman: The Chairman of any meeting of the Board shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the meeting: President, Vice-President or Secretary. If no such Officer is present, the Directors present shall choose one of their number to be Chairman.

5.07 Quorum: Subject to the following section, the quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors holding office or such greater number of Directors as the Board may from time to time determine. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

5.08 No Quorum: In the event that no quorum is present within thirty (30) minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same time, day and place in the following week and the persons present at that time shall constitute a quorum. No notice need be given to the Directors of the adjourned meeting.

5.09 Voting: Questions arising at any meeting of the Directors shall be decided by a majority of votes. Each Director shall have one vote. On any vote the Chairman shall have a vote but shall not have a second casting vote.

5.10 Meeting by Telephone: If all the Directors of the Society consent, a Director may participate in a meeting of the Board, or a committee of the Board, by means of such telephone or other communication 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. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of Committees of the Board.

5.11 Resolution in Lieu of Meeting: Notwithstanding any of the foregoing provisions of this By-Law, a Resolution in writing signed by all the Directors entitled to vote on that Resolution at a meeting of the Directors or a Committee of Directors, if any, is as valid as if it had been passed at a meeting of the Directors or the Committee of Directors, if any.

5.12 Dissent by Director: A Director who is present at a meeting of Directors or committee of Directors is deemed to have consented to any resolution passed or action taken thereat unless:

- (a) he requests that his dissent be or his dissent is entered in the Minutes of the meeting;
- (b) he sends his written dissent to the Secretary of the meeting before the meeting is adjourned;

- (c) he sends his dissent by registered mail or delivers it to the registered office of the Society immediately after the meeting is adjourned; or
- (d) he otherwise proves that he did not consent to the resolution or action.

A Director who votes for or consents to a resolution is not entitled to dissent.

ARTICLE SIX

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 **Conflict of Interest:** A Director or Officer shall not be disqualified from his office, or be required to vacate his office, by reason only that he is a party to, or is a Director or Officer or has a material interest in any person who is a party to, a material contract or proposed material contract with the Society. Such a Director or Officer shall, however, disclose the full nature and extent of his interest in the contract at the time. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Society's business would not require approval by the Board. A Director shall not by reason only of his office be accountable to the Society or to its Members for any profit or gain realized from such a contract or transaction, and such contract or transaction shall not be void or voidable by reason only of the Director's interest therein, provided that the required declaration and disclosure of interest is properly made, the contract or transaction is approved by the Directors or Members.

6.02 **Limitation of Liability:** Every Director and Officer of the Society in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer for the time being of the Society 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 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 by the Society or 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 or belonging to the Society shall be placed out or invested or for any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto. The Directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board of Directors.

6.03 **Indemnity:** The Society shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Society's request as a Director or Officer, and his heirs, executors, administrators and other legal representatives, from and against:

- (a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceedings that is proposed or commenced

- against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office;
- (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Society;
 - (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful;

except where such liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society.

The Society shall also indemnify or take such steps to indemnify such persons in such other circumstances. Nothing in this section shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Section.

6.04 Insurance: The Society may purchase and maintain insurance for the benefit of any person referred to in the preceding section against any liability incurred by him in his capacity as a Director or Officer of the Society or of any body corporate where he acts or acted in that capacity at the Society's request.

ARTICLE SEVEN

OFFICERS

7.01 Election: The Board shall elect a President and a Secretary, and may elect one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the Officers so elected. The Board shall elect a Chairman of the Board, who must be a Director, but otherwise the Officers of the Society need not be resident Canadians or Directors of the Society. Two or more offices may be held by the same person.

7.02 Chairman of the Board: The Chairman of the Board, if any, shall, when present, preside at all meetings of the Board of Directors, Committees of Directors and, in the absence of the President, at all meetings of the Members.

7.03 President: The President shall be the Chief Executive Officer of the Society and, subject to the authority of the Board, shall have such other powers and duties as the Board may specify, including;

- (a) shall endeavor to preside at all meetings of the Board or the Members;
- (b) shall be the official spokesman of the Society but may delegate such power in regard to public pronouncements to such person as he may choose upon consultation with the Board;
- (c) shall be ex officio a member of every Committee;
- (d) shall act at all times in accordance with the lawful directives of the Board;
- (e) shall cause to be brought to the attention of the Board all matters affecting the well being of the Society and its operations;

- (f) may from time to time with the concurrence of the Board approve the formation of ad hoc committees of the Society and prescribe their functions and limitations, and appoint person to serve thereon and appoint the Chairman thereof; PROVIDED HOWEVER, that each appointment to membership on such Committee, including the appointment of the Chairman, shall end on the day prior to the next Annual General Meeting;
- (g) may designate specific areas of responsibility for each member of the Board.

7.04 Vice-President: During the absence or disability of the President, his duties shall be performed and his powers exercised by the Vice-President or, if there are more than one, by the Vice-President designated from time to time by the Board or the President. A Vice-President shall have such other powers and duties as the Board or the President may prescribe.

7.05 Secretary: The Secretary shall attend and be the Secretary of all meetings of the Board and Member shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, Auditors and members of Committees of the Board. Documents and instruments belonging to the Society, except when some other Officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the Board or the President may specify.

7.06 Treasurer: The Treasurer shall keep proper accounting records and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Society; he shall render to the Board whenever required an account of all his transactions and he shall have such other powers and duties as the Board or the President may specify.

7.07 Executive Committee: The Executive Committee of the Society shall be elected by the Board from amongst its Directors, and shall consist of up to seven (7) persons including a President, Vice-President, Secretary and Treasurer and up to three other Directors. The Executive Committee is hereby invested with authority to exercise all of the powers of the Board while such Board is not in session except such powers as are required to be exercised by the Board by these By-Laws. The said Executive Committee may meet at stated times or on notice to all or any of their own number and such Committee shall advise and aid the Board in all matters concerning the Society's interests and in the management of its affairs and generally perform such duties and exercise such powers as may be directed or delegated to such Executive Committee by the Board from time to time. A quorum of the Executive Committee shall consist of not less than a majority of their number. The Executive Committee may act by the written request of a quorum thereof although not formally convened. The Executive Committee shall keep minutes of its proceedings and report the same to the Board at the next meeting thereof.

7.08 Powers and Duties of Other Officers: The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board, or the President 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 or the President otherwise directs.

7.09 Variation of Powers and Duties: The Board may from time to time vary, add to or limit the powers and duties of any Officer.

7.10 Vacancies: If the office of any Officer of the Society shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors by Resolution shall, in the case of the President, Vice-President, Secretary or Treasurer, and may, in the case of any other office, appoint a person to fill such vacancy.

7.11 Remuneration: No Officer shall receive compensation for his services as an Officer.

7.12 Removal: All Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

7.13 Agents and Attorneys: The Society, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Society in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

ARTICLE EIGHT

MEMBERS' MEETINGS

8.01 Annual Meetings: Subject to the Act, the Annual Meeting of Members shall be held at such time and on such day in each year and, subject to Section 8.03, at such place or places as the Board, the Chairman of the Board, or the President may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the Annual Meeting, electing Directors, appointing Auditors, and for the transaction of such other business as may be properly brought before the meeting.

8.02 Special Meetings: The Board, the Chairman of the Board, the President or the majority of the Members shall have the power to call a Special Meeting of the Members at any time.

8.03 Place of Meetings: Meetings of Members shall be held at any place within Alberta as the Directors may by Resolution determine or, if all the Members entitled to vote at the meeting so agree or of the By-Laws so provide, outside Alberta.

8.04 Record Date for Notice: The Board may fix in advance a date, preceding the date of any meeting of Members by not more than fifty (50) days and not less than twenty-one (21) days, as a record date for determination of Members entitled to notice of the meeting. If no record date is fixed, the record date for the determination of the Members entitled to receive notice of the meeting shall be the close of business on the date immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

8.05 Notice: A printed, written or typewritten notice stating the day, hour and place of each meeting of Members shall be given in the manner provided in Section 12.01 not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting to each Director, to the auditor, if any, and to each Member who at the close of business on the record date for notice is entered in the Securities Register as the holder of one or more memberships carrying the right to vote at the meeting. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors and re-appointment of the incumbent auditors shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting.

8.06 Right to Vote: At any meeting of Members, every person shall be entitled to vote who, on the record date, or if no record date is set, at the close of business on the date preceding the date notice is sent, or if no notice is sent, on the date of the meeting, is entered in the Members Register as the holder of one or more memberships carrying the right to vote at such meeting.

8.07 Waiver of Notice: A Member and any other person entitled to attend a meeting of Members may, in any manner, waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.08 Chairman, Secretary and Scrutineers: The President or, in his absence, the Chairman of the Board, if such an Officer has been elected or appointed and is present, otherwise a Vice-President shall be Chairman of any meeting of Members. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman. If the Secretary of the Society is absent, the Chairman shall appoint some person, who need not be a Member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a Resolution or by the Chairman with the consent of the meetings.

8.09 Persons Entitled to be Present: The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the Directors and Auditors of the Society and others who, although not entitled to vote, are entitled or required under the By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

8.10 Quorum: Subject to Section 8.19 herein, a quorum for the transaction of business at any meeting of Members shall be TEN (10) persons present in person, each being a Member entitled to vote thereat. If a quorum is present at the opening of any meeting of Members, the Members present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of the meeting of Members, the Members present or represented may adjourn the meeting to a fixed place and time no less than seven (7) days hence, but may not transact any other business. At such adjourned meeting, those Members present shall constitute a quorum.

8.11 Participation in Meeting by Telephone: A Member or any other person entitled to attend a meeting of Members may participate in the meeting by means of telephone or other telecommunication facilities that permit all persons participating in the meeting to hear each other (if all the Members entitled to vote at the meeting consent) and a person participating in such a meeting by those means is deemed to be present at the meeting.

8.12 Proxy holders and Representatives: Votes at meetings of the Members may not be made by proxy.

8.13 Votes to Govern: At any meeting of Members every question shall, unless otherwise required by the By-Laws or by law, be determined by majority of the votes cast on the question. In case of an equality of votes either upon show of hands or upon a ballot the matter being voted on shall be lost.

8.14 Show of Hands: Any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a questions, unless a ballot thereon is so required or demanded, a declaration by the Chairman 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 of the votes recorded in favor of or against any Resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of Members upon the said question.

8.15 Ballots: On any question proposed for consideration at a meeting of Members, a Member, or other person entitled to vote may demand and the Chairman shall require that a ballot be taken either before or upon the declaration of the result of any vote by a show of hands. If a ballot is demanded on the election of a Chairman or on the question of an adjournment it shall be taken forthwith without an adjournment. A ballot demanded on any other question shall be taken in such manner as the Chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect to the membership that he is entitled to vote at the meeting upon the question, to one vote for each membership held. The result of the ballot taken shall be the decision of the Members upon the question.

8.16 Adjournment: The Chairman at 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. If a meeting of Members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the time of the adjournment. If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as notice for an original meeting.

8.17 Resolution in Lieu of a Meeting: Notwithstanding any of the foregoing provisions of these By-Laws, a Resolution in writing signed by all the Members entitled

to vote on that Resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members.

8.18 Number of Members for Quorum: Where the Society has less than Ten (10) Members, the Members present in person or duly represented constitute a meeting.

8.19 Signing Resolution in Counterpart: Minutes of any meetings requiring signature of those attending may be signed in counterpart.

ARTICLE NINE

MEMBERSHIP

9.01 Entitlement to Membership:

- (a) Subject to any specific provision in these By-Laws, all persons have a right to become Members of the Society, upon application to the Society for membership, and payment to the Society of a yearly membership fee to be determined by the Society from time to time;
- (b) Both individuals and Societies, whether incorporated or not, may be Members, and no person or entity shall hold more than one membership;
- (c) The Board of Directors of the Society may confer and honorary life membership upon individuals in recognition of their contribution to the work or the goals of the Society. Such Members have the right to vote and hold office and shall not be required to pay a membership fee.

9.02 No Transfer of Membership: No Member may transfer for value or otherwise a membership of any right arising therefrom.

9.03 Membership List:

- (a) The Society shall maintain and periodically update a list of all of its Members which shall be certified by the Secretary or President. The task of bringing the Society's membership list up to date shall be performed at least once every year, and shall be completed not later than 50 days before the day upon which each Annual General Meeting or each special meeting of the Society is held.
- (b) The membership list of the Society shall be made available to Members under the following circumstances:
 - (i) at all meetings of the Society in order to assist in the resolution of any disputes or the attainment of any interests relating to membership in the Society, and
 - (ii) on any other business day after any Member wishing to peruse or copy the list has given the Society three clear business days' notice in writing of his or her request to do so, and has included in such written request the reason for wishing to so peruse or copy the list.

- (c) If the Society reasonably believes that the production of the list under the circumstances of either sub-paragraphs (i) or (ii) of subclause (b), of this provision would lead to the use of the list by any Member for a purpose not reasonably related to his or her interest as a Member, the Society may refuse to produce the list under either the circumstances of paragraph (i) or (ii) of subclause (b), as the case may be, or both.
- (d) Nothing in clauses 9.03(b) or 9.03(c) shall be construed to place any qualification upon the right of any executive member or committee of the Society to access to the membership list of the Society at any reasonable time.

9.04 Membership Fees:

- (a) The membership fees of Members of the Society shall be payable annually, Membership shall commence with the payment of the first annual payment by any applicant for membership, and is renewable on the first day of January in each succeeding year;
- (b) All Members of the Society are permitted and encouraged to attend, actively participate in, and vote at all general and special Members' meetings of the Society.

ARTICLE TEN

TERMINATION OF MEMBERSHIP

10.01 Termination of Membership: Membership in the Society shall terminate in the following circumstances:

- (i) The resignation of the Member, (no particular formalities are required for resignation);
- (ii) the death of the Member;
- (iii) the dissolution of the Society;
- (iv) the expulsion of the Member; or
- (v) the expiration of 30 days after the day fixed for the payment of membership fees by Article 9.04(a) if the fee has not been paid by that time.

10.02 Zero Tolerance of Abuse: Any verbal, emotional or physical abuse of any Board of Director, officials, volunteers, show committee people, arena operators, or any paid employee of the Society during or after any Society sanctioned or affiliate show by a Member will result in disciplinary action which will be adjudicated by a sub-committee consisting of five (5) persons appointed by the Board of Directors, with the fifth (5th) person a member of the Disciplinary Committee.

10.03 Expulsion or Suspension:

- (a) The Society may expel or suspend its Members for the commission of any act or the indulgence in any course of conduct by that Member which seriously impedes or disrupts the Society's lawful activities.
- (b) The Society shall not expel or suspend any Member before it has obtained a recommendation to that effect by the majority vote of the members of a committee consisting of the following four persons:
 - (i) one member of the Board nominated by the Board of Directors of the Society
 - (ii) one member of the Board nominated by the Member sought to be expelled or suspended;
 - (iii) one member of the Society nominated by the Board of Directors of the Society;
 - (iv) one member of the Society nominated by the Member sought to be expelled or suspended;
 - (v) one member of the Disciplinary Committee.

In case the Member sought to be expelled or suspended refuses or otherwise neglects to nominate the committee members mentioned in subclauses (ii) and (iv) above within 48 hours of the time appointed for the hearing, the Board of Directors of the Society may nominate them in his or her stead. The Committee constituted by this provision will be referred to hereinafter as "the disciplinary committee".

- (c) The Member sought to be expelled or suspended must be given not more than 40 or not less than 7 clear days' notice of the intention to seek his or her expulsion or suspension. Such notice shall include:
 - (i) a statement that the Society will seek a recommendation from the disciplinary committee for the expulsion or suspension of the Member as the case may be;
 - (ii) a short statement of the specific reasons for which the Society is seeking said recommendations;
 - (iii) a statement of the fact that the Member sought to be expelled or suspended has a right to be heard before the disciplinary committee;
 - (iv) the day, time and place of the hearing.
- (d) Adherence to the procedure described in these By-Laws constitutes prima facie proof that an expulsion was fair and reasonable, but the Society may validly expel a Member without adhering to the procedures prescribed in this By-law provided that it can show on a balance of probabilities that the alternative procedure followed by it was fair and reasonable. Conversely, a Member may impugn the validity of his or her purported expulsion by showing on a balance of probabilities that, although the Society By-law followed the procedure prescribed by these By-Laws, its action was not fair and reasonable.

- (e) Except where in conflict, where our rules and Canadian rules conflict, the Canadian rules supersede the rules of the Society.

ARTICLE ELEVEN

RULES AND REGULATIONS

11.01 The Board shall have full power to make such rules and regulations as it may from time to time consider necessary for the government and well being of the Society and the conduct generally of its Members, but such rules and regulations shall not be inconsistent with the By-Laws.

ARTICLE TWELVE

NOTICES

12.01 Method of Giving Notice: Any notice or other document required by the By-Laws to be sent to any Member or Director or to the Auditor shall be delivered personally or sent by prepaid mail or by telegram or cable, telex or fax to any such Member at his latest address as shown in the records of the Society and to any such Director at his latest address as shown in the records of the Society and to the Auditor at his business address. A notice shall be deemed to be given when it is delivered personally to any such person or to his address as aforesaid; a notice mailed shall be deemed to have been given three (3) business days after it is deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given twenty-four (24) hours after it has been dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Office, Auditor or member of a Committee of the Board in accordance with any information believed by him to be reliable.

12.02 Notice to Joint Members: If two or more persons are registered as joint holders of any membership, any notice may be addressed to all of such joint holders but notice addressed to one of such persons shall be sufficient notice to all of them.

12.03 Persons Entitled by Death or Operation of Law: Every person who, by operation of law, transfer, death of a Member or any other means whatsoever, shall become entitled to any membership, shall be bound by every notice in respect of such membership which shall have been duly given to the Member from whom he derives his title to such membership prior to his name and address being entered on the Members Register (whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing to the Corporation the proof of authority.

12.04 Non-Receipt of Notices: If a notice or document is sent to a Member by prepaid mail in accordance with section 12.01 and the notice or document is returned on three (3) consecutive occasions, it shall not be necessary to send any further notice of document to the Member until he informs the Society in writing of his new address; provided, always,

that notice of a Member's Meeting mailed to a Member in accordance with Section 12.01 of this By-Law shall be deemed to be received by the Member on the date deposited in the mail notwithstanding the return of the notice.

12.05 Omissions and Errors: The accidental omission to give any notice to any Member, Director, Officer, Auditor or member of a Committee of the Board 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.

12.06 Signature on Notices: Unless otherwise specifically provided, the signature of any Director or Officer of the Society to any notice or document to be given by the Society may be written, stamped, typewritten or printed or party written, stamped, typewritten or printed.

12.07 Waiver of Notice: Any Member, or other person entitled to attend a meeting of Members, Directors, Officer, Auditor or member of a Committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, the By-Laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in 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 or of a Committee of the Board which may be given in any manner.

ARTICLE THIRTEEN

DISSOLUTION

13.01 Winding Up: Subject to the Act, the Society may be wound up by a unanimous decision of its Board or by a decision of two-thirds (2/3) of all of its Members

13.02 On dissolution of the Society, all assets remaining after paying debts and liabilities shall be:

- (i) disbursed to eligible charitable or religious groups or purposes; or
- (ii) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.

ARTICLE FOURTEEN

MISCELLANEOUS

14.01 Registered Office: The Registered Office of the Society shall be located in the City of Edmonton, in the Province of Alberta. The Society may have other offices, either within or outside the Province of Alberta, as the Board may designate or the operations of the Society may require from time to time.

14.02 Amendments to the By-Laws: Subject to the Act, the By-Laws of the Society may be amended only by a motion approved by a majority of the Board and submitted to the Members at a General Meeting for which notice has been duly and properly given to all Members of the intention to propose such amendment as a Special Resolution.

14.03 Conflict with Act: To the extent that there is any conflict between these By-Laws and any mandatory provisions of the Act, the Act shall apply.

Articles 10.02 and 10.03 Amended
December 7, 2008