

THE SOCIETIES ACT BY-LAWS (CONSOLIDATED)

The Name of the Society is

ALBERTA EXPROPRIATION ASSOCIATION

1.0 MEMBERSHIP

1.1 In these by-laws,

(a) “A.E.A. Member” shall mean each Active Member, Corporate Member and Associate Member of the ALBERTA EXPROPRIATION ASSOCIATION (the “Association”);

(b) “Member” shall mean each Active Member or deemed Active Member of the Association as provided by paragraphs 1.2 and 1.3(c) of these by-laws.

1.2 Subject to the approval of the Board acting reasonably, any individual who commits to supporting the objects of the Association and meets the criteria for Membership established from time to time by these by-laws, which criteria may be supplemented by the Board in policy, may become a Member of the Association upon payment of the Membership fee.

1.3 (a) Corporate Membership in the Association shall be open to any corporation, firm, or other organization (the “Corporation”) employing two (2) or more individuals eligible for Active Membership under paragraph 1.2 hereof, and such Corporate Membership shall entitle as many as four (4) individuals employed by the Corporation to be Active Members of the Association and to exercise and enjoy all rights and privileges afforded to Active Members by these by-laws.

(b) Where a Corporate Membership is purchased, as provided for in paragraph 1.3(a) hereof, one member of the Corporation shall be designated by the Corporation to be responsible to advise the Association of the individuals within the Corporation who are to be included in the Corporate Membership, and the said responsible member shall provide the Association with a list of such individuals annually at the time that the firm’s Corporate Membership fee is paid.

(c) Each and every individual included under the Corporate Membership shall be deemed to be an Active Member in good standing for all purposes upon payment of the Corporate Membership fee and the provision of the said list.

- 1.4 Associate Membership in the Association shall be open to any individual eligible for Active Membership under paragraph 1.1 hereof, with such limited rights and privileges as may be conferred upon Associate Member by these by-laws. An Associate Member shall not have the right to vote at any meeting of the Association or to be elected to the Board of Directors of the Association.
- 1.5 Membership in the Association shall cease as a result of the non-payment of the Association fees as hereinafter provided, namely, when an A.E.A. Member is in arrears of Association fees for six (6) months, the A.E.A. Member's membership shall cease fourteen (14) days next following the mailing of written notice thereof by prepaid first class mail by the Secretary of the Association to the last known address of the A.E.A. Member shown on the membership list of the Association.
- 1.6 Membership status that has ceased pursuant to paragraph 1.5 hereof as a result of non-payment of fees shall be reinstated upon payment of all arrears, or part thereof, together with any monetary penalty, both as may be determined and required by the Board, such monetary penalty not to exceed the monetary value of the amount in arrears.
- 1.7 Any A.E.A. Member may withdraw from the Association by delivering a notice in writing to the Board of Directors of the Association through its Secretary.
- 1.8 An A.E.A. Member shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Association or for any engagement, claim, payment, loss, injury, transaction, matter or thing to or connected with the Association.
- 1.9 Any A.E.A. Member may be expelled from the Association for any cause which the Association may deem reasonable by a special resolution of the Members at an annual general meeting, or at any special general meeting convened for that purpose.

2.0 ANNUAL FEES AND ARREARS

- 2.1 The Board shall, from time to time, having sent written notice to the membership, determine by resolution the schedule of fees to be levied on A.E.A. Members.
- 2.2 Annual Association fees are due and payable on such day in each year as shall be determined by the Board.

3.0 MEETINGS

- 3.1 The Association shall hold an annual general meeting each year. The first annual general meeting of the Association shall be held on or before the 31st day of December, 1988. Such annual general meetings shall be held at a location to be determined at the immediately preceding annual general meeting of the Association.
- 3.2 Members of the Association attending at the annual general meeting shall:
- (a) receive the reports of the Directors and the auditors;
 - (b) elect a Board of Directors, including the President and Vice-President of the Association; and
 - (c) transact such other business as may properly come before an annual general meeting.
- 3.3 Meetings of the Association shall be called by the Secretary upon the instructions of the President or Board of Directors by notice in writing to the last known address of each A.E.A. Member, delivered in the mail at least twenty-one (21) days previous to the date of such meeting.
- 3.4 In the event that an annual general meeting is not held within the time prescribed therefor, the Board of Directors may, or upon receipt by the President or Secretary of a petition signed by five (5) Members in good standing, shall call and convene such annual

general meeting by notice in writing to the last known address of each A.E.A. Member, delivered in the mail at least twenty-one (21) days previous to the date of such meeting.

- 3.5 The Board of Directors may, whenever it thinks fit, and shall, upon receipt by the President or Secretary of a petition signed by ten (10) Members in good standing, call and convene a special general meeting of the Association by notice in writing to the last known address of each A.E.A. Member, delivered in the mail at least twenty-one (21) days previous to the date of such meeting. Such special general meeting may consider and act upon any business upon which an annual general meeting of the Association would be competent to act, provided that no business other than that stated in the notice calling such special general meeting shall be transacted thereat.
- 3.6 The quorum for an annual or special general meeting shall consist of ten (10) of the Association's Members in good standing.
- 3.7 Any Member who has not withdrawn from the Membership or who has not been suspended or expelled as herein provided shall have the right to vote at any meeting of the Association. Such right to vote shall be exercised in person and not by proxy.

4.0 BOARD OF DIRECTORS

- 4.1 The Board of Directors of the Association (the "Board") shall consist of a maximum of twenty-five (25) Members elected at an annual general meeting of the Association.
- 4.2 The Board shall, subject to these by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association. Meetings of the Board shall be held as often as may be required, and shall be called by the President. A special meeting may be called on the instructions of any two (2) Directors provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten (10) days' notice in writing mailed to each Director or by three (3) days' notice by telegram or telephone. A majority of the Officers together with three (3) Directors shall constitute a quorum, and meetings shall be held without notice if all Directors are present at the meeting or waive notice thereof in writing.

4.3 A Director shall hold office until the next annual general meeting of A.E.A. Members following his appointment, and shall be eligible for re-election at such annual general meeting. Only Members in good standing shall be eligible for election as Directors of the Association.

4.4 The office of Director should be automatically vacated:

(a) if a Director shall resign his office by delivering a written resignation to the Secretary of the Association;

(b) if he becomes of unsound mind;

(c) if he becomes bankrupt or suspends payment or compounds with his creditors;

(d) if at a special general meeting of Members a special resolution is passed that he be removed from office;

(e) on death;

(f) if he ceases to be an active member of the Association;

provided that, if any vacancy shall occur for any reason in this paragraph contained, the Directors may by unanimous resolution, or the Members entitled to vote may, by resolution at any special general meeting of A.E.A. Members called for such purpose, fill the vacancy with a Member of the Association in good standing, and such resolution of the Members shall, to the extent that it is inconsistent with any unanimous resolution of the Directors in this regard, override such unanimous resolution of the Directors.

4.5 The subscribers to the Application for Incorporation and By-laws of the Association shall appoint the "First Directors". At the first annual general meeting of Members, a Board shall be elected to replace the appointed First Directors.

4.6 The Directors may exercise all such powers of the Association that are not by these by-laws required to be exercised by the Members at general meetings.

4.7 A majority of the Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of

the Association the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund.

4.8 The Board of Directors shall take such steps as they may deem requisite to enable the Association to receive charitable and other donations and benefits for the purpose of furthering the objects of the Association.

4.9 Directors shall not receive any pecuniary gain or remuneration from the Association except under those conditions specified in paragraph 11.2 of these by-laws.

5.0 OFFICERS

5.1 The Officers of the Association shall be a President, Vice-President (Northern Alberta), Vice-President (Southern Alberta), Secretary and Treasurer and such other Officers as the Board may by resolution determine. The offices of Secretary and Treasurer may be filled by one person should the Board so decide.

5.2 The President and Vice-President shall be elected at the annual general meeting of the Members. The other officers of the Association shall be appointed at the first meeting of the Board following each annual general meeting of Members. The Board may remove the President, Vice-President and any other such Officer at its pleasure.

5.3 The President shall be ex officio a member of all committees. He shall, when present, preside at all meetings of the Association and of the Board and shall be charged with the general management and supervision of the affairs of the Association, including the Association's annual seminar for Members and other professionals and persons involved in expropriation or surface rights matters and the inquiry and compensation processes related thereto.

5.4 One Vice-President shall be elected to assume the duties of the President in the absence or disability of the latter. In the absence of both the President and Vice-Presidents, a chairman may be elected at any meeting to preside thereat.

5.5 The Secretary shall attend all meetings of the Association and the Board, and shall accurately record the minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to A.E.A. Members and Directors. He shall be the custodian of the seal of the Association, which seal, being under the control of the Board and to be used as directed by the Board from time to time, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, of the Vice-President elected to assume the duties of the President. The Secretary shall have charge of all books, papers, records, correspondence, contracts and other documents belonging to the Association and shall be under the direction of the President and the Board. The Secretary shall also keep a register of all the Members and Directors of the Association, which register shall include the following particulars of each person:

- (a) full name, office address and telephone number;
- (b) the date on which the person is admitted as an A.E.A. Member;
- (c) the date on which the person ceases to be an A.E.A. Member; and
- (d) the class of Membership of the person.

The Secretary shall send all notices of the various meetings to the A.E.A. Members and Directors as required, and shall collect and receive the annual dues or assessments levied by the Association, such monies to be promptly turned over to the Treasurer for deposit in a chartered bank as hereinafter required. In case of the absence or inability of the Secretary to act, his duties may be discharged by such Officer as may be appointed by the Board.

5.6 The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in the name and to the credit of the Association in whatever bank the Board may designate from time to time. He shall properly account for the funds of the Association and keep such books as may be directed. He shall present a full and detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual general meeting a statement duly audited as hereinafter set forth of the financial position of the Association. He shall also submit a copy of same to the Secretary for the records of the Association.

6.0 **AMENDMENT OF BY-LAWS**

- 6.1 The by-laws of the Association shall not be altered, rescinded or added to except by a special resolution of the Association, and no such alteration, rescission or addition shall have effect until registered in accordance with the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time.

7.0 **BOOKS AND RECORDS**

- 7.1 The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.
- 7.2 The books of account shall be kept at such place in the Province of Alberta as the Directors think fit, and shall be open to inspection by the Directors at any time during reasonable business hours of every day, weekends and holidays excepted.
- 7.3 The fiscal year of the Association shall terminate on a day in each year to be fixed by the Board. The financial statements of the Association's affairs for presentation to the Members at the annual general meeting shall be made up to that date.

8.0 **INSPECTION OF BOOKS BY MEMBERS**

- 8.1 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of A.E.A. Members not being Directors, and no A.E.A. Member not being a Director shall have any right of inspecting any account or book or document of the Association except as conferred by law or authorized by the Directors or by resolution of the Members, whether previous notice thereof has been given or not. However, all A.E.A. Members are entitled to inspect the books at annual general meetings.

9.0 **EXERCISE OF BORROWING POWERS**

- 9.1 The Board may from time to time borrow money in such amounts as it may think proper, and may cause to be executed mortgages and pledges of the real and personal property of the Association, and may cause to be signed bills, notes, contracts and other evidence or security for money borrowed or to be borrowed, provided that debentures shall not be issued without the sanction of a special resolution of the Association.
- 9.2 No debt, liability or other obligation shall be incurred or entered into by or in the name of the Association by any Member, Director, officer, committee, or other individual without written authority from the Board.

10.0 **AUDITORS**

- 10.1 The Board may from time to time appoint auditors to hold office for such time as the Directors may determine. The auditors' fee shall be fixed by the Board.
- 10.2 The auditors shall make a report to the Members and Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Association at any annual general meeting during their tenure in office, and the report shall state:
- (a) whether or not the auditors have obtained all the information and explanations they have required; and
 - (b) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Association's affairs as at the date of the balance sheet, and is the result of the Association's operations for the year ended on that date according to the best of the auditors' information and the explanations given to them, and as shown by the books of the Association.

11.0 **RULES AND REGULATIONS**

- 11.1 The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the Members of the Association when they shall be confirmed,

and in default of such confirmation shall at and from that time cease to have force and effect.

11.2 The affairs of the Association shall be carried on without purpose of profit to its Members, Directors, Officers or employees except for payment of fees, honoraria, travel expenses and out-of-pocket expenses for professional services rendered. Any profits or accretions to the Association shall be used in promoting its objectives, programs and services or for public or community benefit.

11.3 For all purposes of the Association, "special resolution" shall have the meaning assigned to it by the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time, and in the absence of such a definition in the Act shall mean:

(a) a resolution passed

(i) at a general meeting for which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given; and

(ii) by the vote of not less than seventy-five (75%) percent of those Members who, if entitled to do so, vote;

(b) a resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree; or

(c) a resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution;

And the Association shall file with the Registrar of Corporations or a Deputy Registrar of Corporations a copy of every special resolution passed for any purpose by the Members as required by the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time.

12 **NOTICE**

12.1 Wherever the provision of these by-laws require notice to be given to a Member or a Director, unless otherwise stated herein, such notice may be given personally or by ordinary mail, facsimile transmission or electronic mail to the address, facsimile number

or email address that appears on the Association's records. A notice or other document sent by post shall be deemed to be delivered seven days after it was deposited in the mail. A notice or other document sent by facsimile transmission or by electronic mail shall be deemed to have been delivered at the time when the same was sent by the sender. For clarification, any reference to "mail" in the Association's documents that is not otherwise described (as, for example, "ordinary", "recorded", etc.), shall include email.

13 **ERROR OR OMISSION IN NOTICE**

- 13.1 No error or omission in giving notice of any annual general meeting, general meeting or special meeting or any such adjournment meeting shall invalidate such meeting or make void any proceedings taken at said meeting and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at said meeting.

14 **CONFLICT OF INTEREST**

- 14.1 Whenever a Director or officer has a financial or personal interest in any matter coming before the Board, the affected Director shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of Board meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

15 **INDEMNITY**

- 15.1 The Directors and Officers of the Board shall be indemnified for their losses, expenses and liabilities which arise from any claims and/or legal action brought against them and arising out of the carrying out of their duties as directors and/or officers. This indemnification is limited to and subject to the amount of coverage, conditions and exclusions contained in the wording of any insurance policy(s) in favour of which the Association provides coverage for the activities of Directors and Officers of the Association.

16 **WINDING UP OF THE ASSOCIATION**

- 16.1 The Association shall not pay any dividend to or distribute its property among its Members.
- 16.2 The Association may be wound up pursuant to the *Societies Act*, R.S.A. 2000, c. S-14, as amended:
- (a) Only by the Board presenting a special resolution to the Membership to wind up the Association;

 - (b) In the event the Association is dissolved, any funds or assets of the Association remaining, after payment of its debts, are to be paid to a registered and incorporated non-profit organization. The Members eligible to vote shall by special resolution select this recipient. If there is insufficient agreement among the Members who are eligible to vote to pass such a special resolution, then any Member eligible to vote may request the remaining assets be distributed, pursuant to the *Societies Act*, by a liquidator or liquidators appointed to wind up the affairs of the Association. No Member shall be entitled to receive any assets of the Association upon dissolution.