



Canadian Gas Processors Suppliers Association

2004 Board of Directors May 17, 2004

President
BRENDAN MACKEN
Fluor Canada Ltd.
T: 537-4031 F: 537-5371

Vice President
DEAN MILNER
IMV Projects Ltd.
T: 537-6025 F: 705-1330

Secretary
MARC SCHULZ
Canwell Enviro-Industries Ltd.
T: 290-1331 F: 290-0045

Treasurer
DAVID RIMES
Brenntag Canada Inc.
T: 232-0460 F: 263-2111

Promotion
GRANT MONSOUR
Quadra Chemicals Ltd.
T: 232-8130 F: 866-424-9458

Membership
BRUCE PARSONS
Gas Liquids Engineering Ltd.
T: 250-2950 ext 239 F: 291-9730

Entertainment (co-chair)
WADE STINSON
Kilowatts Design Company Inc.
T: 272-9404 F: 272-9433

Entertainment (co-chair)
RICHARD BOSOMWORTH
Sparton Controls Ltd.
T: 207-0650 F: 207-0667

Program
DARREN McRAE
Daniel Industries Canada Inc.
T: 279-1879 F: 236-1337

Education & Research
ALLAN NIVEN
Brimstone Instrumentation Ltd.
T: 735-0520 F: 735-0522

Safety
BILL LAZENBY
Enerflex Systems
T: 204-3271 F: 236-1730

OTHER DIRECTORS

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SNC-Lavalin Inc.
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MARK ADAMS
Tartan Engineering Ltd.
T: 234-6301 F: 232-8298

Past President
ED HUESTIS
ICSE Group Inc.
T: 247-1114 F: 247-1135

Northern Committee Chairman
KIRBY LUCAS
Univar Canada Ltd.
T: 342-1523 F: 341-4670

[All telephone numbers are Area Code 403 unless otherwise shown]

Dear Canadian Gas Processors Suppliers Association Member,

Notice of Open House and Special Meeting

The CGPSA and CGPA formed a combined task force to review the possibility of merging our 2 associations in the fall of 2003. This concept was presented to both boards based upon recognizing that both associations have very similar missions & objectives, combined with the fact that all of our association events are of a collaborative nature.

The CGPSA and CGPA have enjoyed a close and enviable relationship for over 40 years. The Board of Directors from both associations has spent considerable time, energy, and debate in consideration of a plan to join both groups into one, common association that will be even stronger as we go forward.

The Board of Directors believes that:

- The CGPA / CGPSA has very similar missions and objectives for its membership.
- The CGPA /CGPSA jointly host all of the technical meetings, safety awards, and other such activities.
- The Northern Committee of the CGPA / CGPSA has operated as a joint and collaborative group for many years.
- The CGPSA hosts an annual golf tournament and Presidents Ball, of which the primary attendees are members and their guests of both associations.
- A new, collective, association will further invigorate and energize both groups, helping us to deliver more benefits to members in the form of additional technical conferences, social events, and networking opportunities.
- Both associations are currently financially strong, and there are expected benefits of reduced operating costs.
- Other GPA / GPSA groups in various worldwide locations have merged, reporting increased event attendance, stronger financial positions, increased membership, and better overall communication.

A joint CGPA / CGPSA director task force has been working over the past 8 months to study, and if possible, facilitate a seamless transition to this new organization. Everything from financial position & membership, to new association by-laws has been considered. We believe that now is the time to enact this bold move to amalgamate these two associations into one, more effective, representative, and active natural gas industry group. It is also felt



Canadian Gas Processors Suppliers Association

that the new association will be a leader in attracting additional members & participants from frontier regions, Atlantic & Pacific Canada, Coal Bed Methane producers, alternative natural gas producers, legislative bodies, research groups, and environmental groups.

The CGPA Board of Directors unanimously approves the concept and process of this merger, while the CGPSA Board of Directors approves, by a strong majority, the concept and process of this merger. In order to ensure that all members have the opportunity to discuss and vote on this major undertaking, the CGPSA has the following events coming up.

**1. June 10, 2004 Joint Open House of the CGPSA / CGPA
Calgary Petroleum Club, 3:00 – 5:00 PM
Refreshments Served**

An opportunity to discuss with your fellow members the benefits or possible negative effects of this proposed merger.

**2. June 17, 2004 Special Members Meeting of the CGPSA
Calgary Westin Hotel, Mount Royal Room, 3:00 PM
Refreshments Served**

Meeting to vote on the Special Resolution, as per the attached voting ballot.

This is a critical undertaking for both associations and requires the participation of all members. I hope to see all of our voting and non-voting members on June 10th and all voting members on June 17th.

Yours truly,

Brendan Macken P.Eng.
CGPSA President



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Voting Form

Special Resolution

RESOLUTION: "Be it resolved that the CGPA (Canadian Gas Processors Association) amalgamate with the CGPSA (Canadian Gas Processors Suppliers Association) into a new, combined association."

FOR _____

AGAINST _____

**If voting by email or fax, please provide name and company.
Please respond by June 17, 2004 by 12:00 noon; to Marc Schulz at
Fax (403) 290-0045 or marc@canwell.com**

Name: _____ **Company:** _____

The Special Meeting of the CGPSA will be held at the Westin Hotel, Mount Royal Room, on June 17, 2004. Meeting time is 3:00 PM with the voting to commence at 3:30 PM. All voting members must be registered by 3:15 to be eligible to vote.

Voting members are encouraged to attend the "Open House" hosted by the CGPA/CGPSA at the Calgary Petroleum Club on June 10, from 3:00 PM to 5:00 PM to discuss and review this special resolution in greater detail.

Please be advised the Board of the CGPA has passed this resolution unanimously, while the Board of the CGPSA has passed this resolution by a strong majority.



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May 11, 2004

To ALL CGPSA Voting and Non Voting Members

Re: Proposal to Merge the CGPSA and CGPA

Dear CGPSA Members,

For over one year, your Board of Directors and a special committee have been reviewing the possible benefits and implications of merging with our sister association, the CGPA. Naturally, this entire process has not been entered into lightly, especially considering the rich history of both associations. However, both Boards feel that significant benefit can be realized through combining the efforts and energies of both groups into one, even more effective association that will provide even greater benefits to members. As a matter of interest, the GPA in Europe reports that they have operated in a combined format for the past two years, with much higher participation at industry events, more effective communication, and a streamlined & seamless operation.

To ensure that all members have the opportunity to express their thoughts on this proposal, we have scheduled an information forum to be held at the Petroleum Club on June 10, from 3:00 – 5:00 PM. We hope that a lively discussion will evolve. An actual vote by all eligible members will take place before the end of June.

Your Board of Directors hopes that you will have the opportunity to participate in this important event. We look forward to seeing everyone on June 10.

Yours truly,

Dean Milner
CGPSA, Vice President

CGPA/CGPSA MERGER COMMITTEE – SUMMARY FOR THE MAY BOARDS OF DIRECTORS MEETINGS

Recommendation: Move forward with the merger through a vote of the respective memberships. Vote is recommended to be held on June 17, 2004 prior to the summer.

Specific Issues Addressed and Recommendations:

1. Merger: Amalgamate the two associations into one and adopt a new set of bylaws that incorporates key items from both associations. Incorporate the association in Alberta.
2. Name: The new association shall be named the “Gas Processing Association Canada”. (GPACanada, GPAC). It is suggested that a competition is held to design a new appropriate logo. All members of the respective associations will be eligible to submit suggestions with a small award being given to the member whose logo is selected.
3. Mission and Objectives: Essentially the same as the individual organizations but merged into one.
4. Bylaws: The bylaws have been developed and reviewed by the merger committee and will require approval of the respective Boards of Directors.
5. Membership: Individual membership. Corporations eligible to be non-voting Industry Patrons (industry patrons will have the first right of sponsorship and have recognition as a corporate member). Non-voting honorary, student and Gas Alumni memberships may be offered. Membership will be based on a calendar year. Annual dues will be decided by the Board of Directors.
6. Board of Directors: The new Board shall consist of 16 to 20 directors drawn from a mix of processors and suppliers. Essentially the same structure and term as the existing boards. To set up for the first year the current two Presidents shall form a nominating committee to populate the new Board from the existing directors who desire to stay on and the membership of the two associations.
7. Transition: Amalgamation shall take place fourth quarter of 2004 with the new association beginning on January 1, 2005. The merger committee will continue to be active in the transition to the new association.

Additional information is in the discussion paper already circulated and the attached minutes.

Action Items:

- Provide an update of where the merger stands on both associations web sites.
- Board of Director approval to hold an open house on June 10, 2004 from 3:00 to 5:00 pm at the Petroleum Club. Beverages and light snacks will be available to members and guests (2 drink tickets per member). A short presentation at 4:00 pm by the respective presidents with questions and answers to follow. Shared cost expected at \$3000 to \$4000.
- Board of Directors approval to proceed with the merger and hold a special meeting on June 17, 2004 to vote on the amalgamation of the associations. CGPA will require 75% of the votes cast for approval, CGPSA will require 2/3 of the votes cast for approval (as per each associations bylaws). Notification of the meeting will be required by May 14, 2004.
- Board of Directors approval to register the new name (Gas Processors Association Canada) as well as the domain name (GPACanada.com).

GAS PROCESSING ASSOCIATION CANADA

BY – LAWS

**Draft v5
May 11, 2004**

ARTICLE I - 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.

Comment: If you are going to incorporate under the Societies Act of Alberta, Corporate Registries suggests you separate the name and objects from the rest of the bylaws. This allows for the most flexibility should changes be warranted down the road. You will file this portion on a separate form.

ARTICLE II - MISSION AND OBJECTIVES

The Association has been formed as a not for profit organization:

- To be an organization that will serve the needs of the processors, suppliers, relevant industry associations and other parties affected by the natural gas processing industry;
- To respond and interact with external parties on relevant and significant issues affecting the natural gas processing industry;
- To promote improved safety awareness and performance;
- To promote improved environmental awareness and performance
- To promote research and provide educational resources in the area of natural gas processing; and
- To represent the broad interests and concerns of members of the Association

ARTICLE III - STRUCTURE

Section 1 - The organization shall consist of the Association, as well as Regional Committees.

Section 2 - The Association shall be responsible for overall administrative duties as well as special core mandate duties of the organization including, but not limited to:

- a. Maintain membership records and solicit for new members.
- b. Maintain Association financial records and establish a suitable reporting procedure.
- c. Implement of Association By-Laws and changes thereto.
- d. Administer the annual Safety and Environment Programs for gas processing facilities.

- e. Administer the Scholarship and Research Grant programs.
- f. Actively promote new Committees, and determine Regional boundaries.
- g. Periodically determine and allocate membership funds to Committees.
- h. Coordinate regular Directors' meetings to review and plan Association activities.
- i. Monitor activities of Committees to ensure consistency with Mission and Objectives. (See Article II).

Section 3 - 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:

- a. Actively promote 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.
- b. Actively solicit new members.
- c. Hold regular and special meetings of Committee executive to review and plan Committee activities.
- d. Provide representation at Association Directors' meetings to keep current with Association development and direction, and to report status updates on Committee activities.

ARTICLE IV - MEMBERSHIP

Section 1 - Membership in the Association shall entitle members to attend general meetings, forums, or panel discussions of any and all Committees as well as of the Association itself.

Section 2 - Membership in the Association shall be limited to individuals 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:

- a. Employees of educational institutions, government agencies or other non-commercial technical or research groups associated with the natural gas industry.

- b. Elected officials of service and supply associations serving the natural gas processor industry.
- c. Elected officials of allied petroleum and natural gas associations.

Section 3 - Honorary memberships may be issued 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.

Section 4 - Student or GAS Alumni memberships may be offered at no charge 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.

Section 5 - When accepted, members shall subscribe to and be subject to the By-Laws of the Association. Membership is for one year only - membership year is January 1 to December 31.

Section 6 - The Association will offer Industry Patron designations to corporations or businesses that wish to support the Association.

Section 7 - The President shall appoint a Membership Director.

Section 8 - Application for membership in the Association shall be made to the Membership Director.

Section 9 - 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.

Section 10 - Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. 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.

Section 11 - 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.

ARTICLE V - DUES

Section 1 - The annual dues for Membership and for the Industry Patron 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.

Section 2 - Allocation of the dues shall be made to Committees and to the Association taking into consideration the relative membership served and administrative costs incurred.

ARTICLE VI - MEETINGS

Section 1 - 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.

Section 2 - Notice of general meetings will be sent to all members at least 10 days prior to the date of the meeting. Notice may be provided through any generally accepted form of business communication.

Section 3 - Notice of Association general meetings shall be the responsibility of the Association Executive, and shall be sent to all members.

Section 4 - Notice of Committee meetings shall be the responsibility of each Committee Executive, and shall be sent to all members within the bounds of the region of the particular Committee, as well as to any other members who have shown a prior interest in being included on the mailing list of Committee meetings. The Association Executive shall also include general notice of all Committee meetings in the regular membership mailings.

Section 5 - A special meeting of the Association may be called at any time by the President or a majority of the Board of Directors, provided notice, through any generally accepted form of business communication, is given to each member at least twenty one (21) days in advance of such meeting.

Section 6 - Any member shall have the right to petition the Board of Directors to call a special meeting of the Association if the member will petition them in writing stating the reasons for calling a special meeting and further, provided the Board of Directors by majority vote, agrees to the calling of such special meeting.

Section 7 - Twenty members of this Association or their proxies shall constitute a quorum for the transaction of business at the annual meeting or special meeting.

Section 8 - In absentia, those entitled to vote may vote at any meeting by proxy providing the Secretary is advised by any generally accepted form of business communication at least five (5) days before the meeting.

Comment: You may want to add a statement like "of other generally accepted means of business communication" to allow for email or something else that might be developed.

Section 9 - 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.

Comment: The Societies Act states situations where a special resolution is required and passes only by 75% majority.

ARTICLE VII - OFFICERS

Section 1 - The elected Officers of the Association shall be a President, Vice-President, Secretary, and a Treasurer, who shall comprise the Executive for the Association.

Section 2 - The elected Executive of each Committee shall be a Chairman, Vice-Chairman, Secretary, and a Treasurer.

ARTICLE VIII - BOARD OF DIRECTORS FOR THE ASSOCIATION

Section 1 - There shall be a Board of Directors consisting of sixteen (16) to twenty (20) voting Directors. The Board of Directors for the Association shall consist of members and the Past President, four 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.

Section 2 - The Chairman of each Committee shall also be a voting member of the Board of Directors.

Section 3 - At all meetings of the Board of Directors, six members thereof shall constitute a quorum, two of whom shall be members of the Executive.

Section 4 - The Board of Directors shall meet at the call of the President or any four members of the Board of Directors.

Section 5 - 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.

Section 6 - Should a vacancy occur in the Board of Directors, members may be appointed by the remaining Directors for the unexpired term.

Section 7 - 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.

Section 8 - At the time of election, a Director shall be a member of the Association as defined in Article IV, Section 2.

Section 9 - Every director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every director 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 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 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.

Section 10 - 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.

ARTICLE IX - ELECTION OF THE ASSOCIATION EXECUTIVE

Section 1 - The President and Vice-President shall be elected from and by the Board of Directors prior to the end of each fiscal year and shall 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. The President shall appoint the Secretary and Treasurer from the incoming or continuing Directors of the Association, and the Secretary and 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.

Section 2 - 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, of which one shall be the Vice President, and two members from the General Membership. 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. Other nominations may be made from the floor following presentation of the Nominating Committee report. At the option of the President, voting on all nominees may be by secret ballot, a standing vote, or a show of hands.

Section 3 - In case of a vacancy in any office of the Association, with the exception of the President, the successor to fill such vacancy may be elected by the Executive Committee. Successors so elected shall immediately take office, and shall meet the requirements and shall fully execute the responsibilities for the remaining term of office. 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.

Section 4 - 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.

ARTICLE X - DUTIES OF THE ASSOCIATION EXECUTIVE

Section 1 - The President:

- a. Shall preside at all meetings of the Association and Board of Directors; represent the Association as deemed necessary and approved by the Board of Directors, 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.
- b. Shall appoint an Audit Committee of at least two members from the general membership who will audit the books and accounts of the Treasurer prior to the annual general meeting and/or at any time when a new 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 Treasurer.
- c. Shall report on all Association activities and proceedings during the past year at the annual general meeting.

Section 2 - The Vice-President:

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

Section 3 - The Secretary:

- a. 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.
- b. 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.
- c. 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) and/or any other documents as may be required by the Registrar to keep the Association in good standing.

Comment: The requirements of the Registrar have been known to change from time to time. This keeps some flexibility in the "job description."

Section 4 - The Treasurer:

- a. Shall receive all monies due the Association and shall keep Association funds in a bank account in the name of the Association.
- b. Shall pay out money of the Association only with the approval of either the President or Vice-President.
- c. 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.

- d. 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 Treasurer. Each member of the Board shall at all times have access to the books and records.
- e. 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 IX, Section 1.

ARTICLE XI - ELECTION OF COMMITTEE EXECUTIVE

Section 1 - 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.

Section 2 - The Executive shall be nominated in the 60 day period prior to the first meeting in each calendar year.

ARTICLE XII - DUTIES OF THE COMMITTEE EXECUTIVE

Section 1 - The Chairman:

- a. Shall preside at all meetings of the Committee and shall ensure that the 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.
- b. Shall represent the Committee at meetings of the Association Board of directors, as a voting Director, and shall report on all Committee activities and proceedings to the Board at such meetings as required.
- c. Shall be responsible for planning activities that further the aims and objectives of the Association.
- d. Shall nominate members to serve on Working Committees to plan and promote activities that further the aims and objectives of the Association.

Section 2 - The Vice-Chairman:

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

Section 3 - The Secretary:

- a. 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.
- b. Shall provide to the Association Secretary 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 Committee Executive members and shall contain general particulars of the assets, liabilities, revenue and expenditures of the Committee.
 - (ii) a list of the newly elected Committee's Officers and Committee Working Committee members for the forthcoming term with their addresses and occupations.

Section 4 - The Treasurer:

- a. Shall receive all monies due the Committee and shall keep Committee funds in a bank account in the name of the Association.
- b. Shall pay out money of the Committee only with the approval of the Chairman or Vice-Chairman and one other Officer of either the Committee or the Association.
- c. 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.
- d. Shall prepare and provide to the Association 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 Committee, as well as current liabilities and assets. This report shall be subject to audit per Article X, Section 1.
- e. Shall prepare an annual forecast of expenditures and receipts for approval at the first Association Director's meeting of the year.

ARTICLE XIII – FISCAL RESPONSIBILITY

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.

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 XIV - AMENDMENTS

The By-Laws of the Association shall not be rescinded, altered, or added to except by a special resolution of the Association. Such recession or alteration or addition to the By-Laws shall not be effective until registered by the Registrar of the Societies Act.

ARTICLE XV - SPECIAL RESOLUTIONS

A special resolution is a resolution passed by three-quarters of the members present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Comment: I believe you can still use proxy votes provided proper notice has been given to members.

ARTICLE XVI - GENERAL PROVISIONS

- Section 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.
- Section 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.
- Section 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.
- Section 4 - In the case of the interpretation of any portion of the By-Laws, the decision of the Board of Directors shall be final.
- Section 5 - The Association shall not be held responsible for unauthorized opinions of its members, no matter how or where expressed.