

**CANADIAN ASSOCIATION OF LAND AND ENERGY PROFESSIONALS**

**Calgary, Alberta, Canada**

**Incorporated under the SOCIETIES ACT (ALBERTA) on May 23, 1961  
Certificate Incorporation No.3612 BY-LAWS**

**As amended March 29, 1963  
As amended June 17, 1968  
As amended November 18, 1968  
As amended April 13, 1970  
As amended February 15, 1971  
As amended April 19, 1971  
As amended September 21, 1971  
As amended October 18, 1971  
As amended May 14, 1973  
As amended May 1, 1979  
As amended January 1, 1980  
As amended May 12, 1980  
As amended April 17, 1989  
As amended April 13, 1992  
As amended March 21, 1994  
As amended October 5, 1998  
As amended April 24, 2003  
As amended April 22, 2009  
As amended November 13, 2014  
As amended December 15, 2016  
As amended October 18, 2017  
As amended August 12, 2025**

## **ARTICLE 1 – NAME**

- 1.1 The name of the association shall be the Canadian Association of Land and Energy Professionals (hereinafter referred to as the “Association”).

## **ARTICLE 2 – GOVERNANCE**

- 2.1 The Association is a non-profit organization that exists under the Societies Act. The Association is to be governed in accordance with the objectives outlined in Section 2.2, which are also filed in a separate document with Alberta Corporate Registry.

- 2.2 The Canadian Association of Land and Energy Professionals shall be a non-profit organization, the objectives of which shall be:

- (a) to inspire and maintain a high standard of professional conduct on the part of its members;
- (b) to further the education of its members in matters pertaining to Landwork;
- (c) to promote fellowship and co-operation among its members through the activities of the Association;
- (d) to encourage its members to volunteer to participate in the Association through service on committees and the management of the activities of the Association;
- (e) to provide timely and relevant news, information and resources (other than financial support) that will assist its members in adjusting to the business cycles associated with the provision of Landwork;
- (f) to promote appreciation for and public understanding of the work performed by its members;
- (g) to engage in public and governmental relations with respect to matters directly related to Landwork and the related business objectives of employers and clients of Land and Energy Professionals;
- (h) to promote education and training in land management for future potential Land and Energy Professionals by establishing and maintaining scholarship funds for the benefit of students at any accredited college or university which offers a program in land management and by offering to assist any accredited college or university in developing or maintaining a program in land management, if the Association determines that such program at such college or university would be of benefit to the Association;
- (i) to assist other associations involved with Minerals and Other Energy Sources, or either of them, in the furtherance of their activities, if the Association determines that such activities are of benefit to the Association; and
- (j) to fund, promote and establish activities and services that enhance the value of membership in the Association and promote the role of Land and Energy Professionals.

### ARTICLE 3 – DEFINITIONS AND INTERPRETATION

3.1 Throughout these By-Laws, the terms set forth below shall have the meanings ascribed thereto:

**“Annual Meeting”** means that meeting of the Association defined in Section 7.3;

**“Board of Directors”** means the board of directors of the Association elected or appointed on the basis set forth in Article 10;

**“Business Day”** means any day other than a Saturday, Sunday or statutory holiday in Alberta;

**“By-Laws”** means this document, as amended from time to time;

**“Certification”** means any of the professional certifications of Professional Landman (“P. Land”), Professional Surface Landman (“PSL”), Certified Mineral Landman (“CML”), and Certified Surface Landman (“CSL”) more particularly described in Article 6;

**“Certification Committee”** means the committee established by the Board of Directors for the purposes of professional accreditation, as described in Article 6;

**“Code of Conduct Declaration”** means a form of document prescribed from time to time by the Board of Directors that outlines the expectations for the manner in which a member of the Board of Directors shall fulfill that member’s responsibilities as a member of the Board of Directors, including obligations relating to confidentiality and conflict of interest;

**“Code of Ethics”** means the expectations of the Association for members of the Association respecting matters of ethics, as prescribed by Section 5.1;

**“Conference Committee”** means the committee established by the Board of Directors for the purpose of organizing the Association’s annual conference;

**“Conference Selection Committee”** means that committee comprised of the chairs from the immediately preceding past four annual conferences of the Association;

**“Director”** means a member of the Board of Directors, and includes an Officer;

**“Director of Finance”** means the Director designated to be primarily responsible for the care, custody and control of the finances and all financial records of the Association pursuant to Section 9.4;

**“Electronic Means”** means a method of electronic voting prescribed by the Board of Directors from time to time, or as provided in these By-Laws, that allows those Eligible Members wishing to vote on the applicable matter or in the applicable election to express their intentions in advance of the applicable General Meeting, Annual Meeting or Special Meeting in a way that includes safeguards respecting security and the anonymity about the manner in which any particular Eligible Member voted with respect to the applicable matter or in the applicable election, provided that Electronic Means must be used to conduct any vote of Eligible Members relating to:

- (a) an election to the Board of Directors by the Eligible Members;
- (b) the appointment of the auditor of the Association as a General Resolution;

- (c) the approval of the financial statements of the Association as a General Resolution;
- (d) an expenditure being made by the Association being proposed as a General Resolution that does not require a Special Resolution;
- (e) any non-routine matter of significance being proposed as a General Resolution; and
- (f) any matter required to be proposed as a Special Resolution;

**“Electronic Enabled Meeting”** means a method of electronic or telephonic communication in respect of attending or holding a meeting of the Association or the Board of Directors (including, without limitation, teleconferencing and computer network-based or internet-based communication platforms) that:

- (a) enables all persons attending that meeting to hear, communicate and otherwise participate in that meeting contemporaneously, in a manner comparable, but not necessarily identical, to a meeting for which all such attendees were present in the same location; and
- (b) in relation to a vote, permits applicable attendees permitted to vote on each matter being determined in a manner that adequately discloses the intentions of those attendees with respect to the applicable matter.

For this purpose, an Electronic Enabled Meeting does not include text messaging, instant messaging, email or web chat without audio;

**“Electronic Enabled Meeting Regulations”** means any regulations established by the Board of Directors for the purpose of facilitating an Electronic Enabled Meeting, as may be modified from time to time;

**“Eligible Members”** means members of the Association holding those categories of membership prescribed by these By-Laws that are eligible to vote on, attend to or be nominated for certain Association matters, as set forth herein, being only members holding an Active Membership, a Senior Membership or a Life Membership;

**“Ethics Committee”** means the committee established by the Board of Directors for the purposes described in Article 5;

**“Ethics Procedure”** means the procedure relating to ethics created under Section 5.2, as may be modified from time to time under Sections 5.2 and 8.1;

**“General Meeting”** means a meeting of the Association as defined in Section 7.1;

**“General Resolution”** means a resolution of the Association passed by the vote of a majority of those Eligible Members who cast their vote through Electronic Means in advance of the applicable General Meeting, Annual Meeting or Special Meeting, provided that:

- (a) a vote of Eligible Members present at the applicable meeting may be conducted through a show of hands of those Eligible Members for routine procedural matters at that meeting, including, without limitation, any vote for such matters as a motion to approve the minutes from a prior meeting of the Association, a motion to approve the results of an election of the Board of Directors at an Annual Meeting and the adjournment of a meeting of the Association;

(b) applicable quorum requirements are satisfied for the applicable meeting;

**“Industry Company”** means a corporation, firm or partnership that is directly involved in business related to Minerals and Other Energy Sources, or either of them, or that is engaged in the business of Landwork;

**“Land and Energy Professional”** means an individual who engages in Landwork or who derives a significant portion of their income as a result of performing Landwork;

**“Landwork”** means the actual performance or supervision of any one or more of the following functions:

- (a) negotiating for the acquisition or divestiture, as applicable, of rights to Minerals and rights associated with Other Energy Sources, or any of such rights;
- (b) negotiating for the surface rights to access Minerals or to conduct activities with respect to Other Energy Sources, as applicable;
- (c) negotiating for the surface rights to enable the processing, storage and transportation or transmission of Minerals or the conduct of activities associated with Other Energy Sources, as applicable;
- (d) negotiating, drafting or interpreting business agreements that provide for the exploration for and potential development of any Minerals or Other Energy Sources, as applicable;
- (e) ascertaining ownership, reviewing the status of title, curing title defects, providing title due diligence and otherwise reducing title risk associated with the ownership, acquisition or divestiture of rights to Minerals or property associated with Minerals or Other Energy Sources, as applicable, including review of any related real property interests associated therewith, but shall exclude functions primarily in the nature of administrative support, division order preparation and analysis or lease analysis;
- (f) managing rights and obligations, as applicable, derived from ownership of interests in Minerals and rights associated with Other Energy Sources, or any of such rights; and
- (g) unitizing, pooling or otherwise combining interests in Minerals and rights associated with Other Energy Sources, or any of such interests or rights;

**“Membership Admission Procedure”** means the procedure respecting admission to the Association described in Section 4.1;

**“Membership Committee”** means that committee described in Section 4.1;

**“Minerals”** means, without limitation, oil, gas, related hydrocarbons, coal, lignite, uranium, lithium, helium and substances classified as base, industrial, precious or strategic minerals, including the rights associated therewith;

**“Nomination Committee”** means that committee described in Section 10.6;

**“Officer”** means a member of the Board of Directors elected to or serving in the role of President, Vice-President, Director of Finance or Secretary of the Association;

**“Other Energy Sources”** means, without limitation, wind energy, geothermal energy, solar energy, nuclear energy, energy storage, hydrogen and other forms of renewable energy, including the rights associated therewith;

**“Professional Accreditation Procedure”** means the procedure respecting voluntary accreditation described in Section 6.1;

**“Secretary”** means the Director designated to be primarily responsible for the care, custody and control of the minute book, corporate records and required regulatory filings, and all other books and records of a non-financial nature of the Association pursuant to Section 9.3;

**“Societies Act”** means the Societies Act, RSA 2000 c.S-14, as amended from time to time, and any other enactments made in substitution therefor in whole or in part;

**“Special Meeting”** means a meeting as defined in Section 7.4;

**“Special Resolution”** means:

- (a) a resolution proposed and passed as a special resolution:
  - (i) at a General Meeting, Annual Meeting or Special Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given to the Eligible Members, as well as the instructions about the manner in which the vote on that special resolution may be cast through Electronic Means for that meeting; and
  - (ii) by the vote of not less than 75% of those Eligible Members who cast their vote through Electronic Means in advance of the applicable meeting; or
- (b) such other resolutions as may be prescribed by the Societies Act from time to time and meet the notice provisions and the minimum 75% approval thresholds described above.

### 3.2 In these By-Laws:

- (a) the singular shall include the plural, and the plural shall include the singular;
- (b) a reference in these By-Laws to an Article, Section, Subsection or Paragraph refers to the specified provision of these By-Laws;
- (c) the word “person” shall include corporations and associations;
- (d) any gender-specific references shall be interpreted to be gender-neutral;
- (e) a capitalized derivative of a defined term shall have a corresponding meaning;
- (f) any reference to a specific number of days prior to a meeting shall not include the day of delivery of the applicable notice and the day of the applicable meeting; and
- (g) any reference to any statute or any section thereof shall be deemed to extend and apply to any amendment to such statute or section, as the case may be.

### 3.3 Insofar as there is any conflict between the Societies Act and any part of these By-Laws, the provisions of the Societies Act shall prevail and shall have the effect of amending these By-

Laws to the extent necessary to remedy that conflict without any action on the part of the Association.

#### **ARTICLE 4 – MEMBERSHIP**

4.1 The Board of Directors shall establish a Membership Committee and develop and implement a Membership Admission Procedure for the benefit of the Association. Without restricting the generality of the foregoing (and subject at all times to any potential application of Section 5.3), that procedure shall specify:

- (a) the number of members of the Association who shall serve on the Membership Committee, the duration of the term of membership thereon and the manner of and restrictions on the appointment thereto;
- (b) any additional conditions beyond those outlined in this Article 4 that must be satisfied before an application for any particular type of membership is reviewed by the Membership Committee and recommended to the Board of Directors for consideration;
- (c) the sponsorship requirements for any particular type of membership in the Association then required to be satisfied under the Membership Admission Procedure, as applicable, before an application for any particular type of membership is reviewed by the Membership Committee and recommended to the Board of Directors for consideration;
- (d) any educational requirements for any particular type of membership in the Association then required to be satisfied under the Membership Admission Procedure before an application for that membership is reviewed by the Membership Committee and recommended to the Board of Directors for consideration;
- (e) any required years of experience for any particular type of membership in the Association to be satisfied before an application for that membership is reviewed by the Membership Committee and recommended to the Board of Directors for consideration;
- (f) the membership forms to be used for an application for any particular type of membership in the Association, as applicable; and
- (g) any fees payable to maintain each membership type in good standing for each calendar year, or applicable portion thereof.

The Board of Directors shall review the Membership Admission Procedure periodically at such frequency as regarded as appropriate by the Board of Directors, and the Board of Directors may make such amendments to the Membership Admission Procedure as determined by the Board of Directors.

4.2 There shall be seven types of memberships in the Association, as follows:

- (a) Active Membership, as described in Section 4.3;
- (b) Senior Membership, as described in Section 4.4;
- (c) Life Membership, as described in Section 4.5;
- (d) Honourary Membership, as described in Section 4.6;

- (e) Associate Membership, as described in Section 4.7;
- (f) Student Membership, as described in Section 4.8; and
- (g) Interim Membership, as described in Section 4.9.

4.3 The following shall apply to an Active Membership:

- (a) subject to satisfaction of any other requirements specified in the applicable application form prescribed at the relevant time in the Membership Admission Procedure for an Active Membership and at the discretion of the Board of Directors, an Active Membership may be obtained and maintained by an individual who:
    - (i) at the time of initial application provides evidence of attendance at a course on ethics during the immediately preceding five-year period, which course is either as offered by the Association or is an equivalent course as approved by the Board of Directors; and
    - (ii) at the time of initial application or annual renewal for membership, except as otherwise provided for in this Article 4, is employed by, or is performing consulting services for, an Industry Company with respect to at least one of the following general job classifications:
      - (A) Mineral Land and Energy Professional, being a Land and Energy Professional having the responsibility and accountability for the negotiation of business and agreement terms related to the acquisition, disposition, management or operation of mineral rights and rights associated with Other Energy Sources, or any of such rights;
      - (B) Surface Land and Energy Professional, being a Land and Energy Professional having the responsibility and accountability for the negotiation of business and agreement terms related to the acquisition, disposition, management or operation of surface rights relating to any of access to Minerals, the conduct of activities with respect to Other Energy Sources or to enable the processing, storage and transportation or transmission of Minerals; or
      - (C) Contracts Land and Energy Professional, being a Land and Energy Professional having the responsibility and accountability for the independent drafting and discretionary negotiation of the material, non-standardized contractual content of mineral land agreements and the management of contractual responsibilities pursuant to mineral land agreements and agreements associated with Other Energy Sources, or any of such agreements;
- provided that an Industry Company that is an individual shall be deemed to be employed by an Industry Company for the purposes of this Paragraph 4.3(a)(ii);
- (b) an Active Member shall pay the annual membership dues as prescribed by the Board of Directors for the applicable calendar year or, for acquisition of a new Active Membership, for the portion of that calendar year for which they hold their Active Membership; and
  - (c) an Active Member shall be entitled to attend meetings of the Association, participate in



the activities of the Association, sponsor applicants for membership or election in the Association, vote in elections and on any General Resolution or Special Resolution of the Association, seek election for office in the Association and, where applicable, hold office in the Association and be subject to the other rights, privileges, restrictions and obligations with respect to membership in the Association as are outlined in these By-Laws.

4.4 The following shall apply to a Senior Membership:

- (a) a Land and Energy Professional who is at least 60 years of age, is currently and has been an Active Member for a minimum of 10 years may apply to become a Senior Member of the Association by so notifying the Director of Membership at the office of the Association;
- (b) a Senior Member shall pay the annual membership dues as prescribed by the Board of Directors for the applicable calendar year, commencing, as applicable: (i) at the beginning of the calendar year next following their change from being an Active Member to being a Senior Member; or (ii) for the pending calendar year if the notice contemplated in Subsection 4.4(a) is delivered in conjunction with a renewal of membership in the Association for the pending calendar year; and
- (c) a Senior Member shall have the same rights, privileges, restrictions and obligations with respect to membership in the Association as those held by an Active Member.

4.5 The following shall apply to a Life Membership:

- (a) a Life Membership may be granted by the Board of Directors to individual(s) who, in the opinion of the Board of Directors, are deserving of such status because of their long and dedicated service or outstanding contribution to either the Association or to Landwork generally. In addition and without limiting the generality of the foregoing:
  - (i) any former President of the Association who has been an Active Member for at least 25 years and is at such time a member in good standing of the Association; and
  - (ii) each Herb Hughes award recipient;shall be entitled to have a Life Membership conferred upon them if that member does not already hold a Life Membership;
- (b) a Life member shall not be required to pay annual membership dues to maintain a Life Membership in good standing, commencing at the beginning of the calendar year next following their receipt of a Life Membership; and
- (c) other than as provided in Subsection 4.5(b), a Life Member shall otherwise have the same rights, privileges, restrictions and obligations with respect to membership in the Association as those held by an Active Member.

4.6 The following shall apply to an Honourary Membership:

- (a) an Honourary Membership may be granted by the Board of Directors on the basis prescribed by this Section 4.6 to any individual who, in the opinion of the Board of Directors, is deserving of such status, subject to the consent of any such individual;

- (b) the term of an Honourary Membership shall be for the balance of the term of office then being served by the Board of Directors, and an Honourary Membership may be renewed for successive one-year terms at the discretion of succeeding Boards of Directors;
- (c) an Honourary Member shall not be required to pay annual membership dues to maintain an Honourary Membership in good standing; and
- (d) other than as provided in Subsection 4.6(c) and subject to the limitations in Section 4.10, an Honourary Member shall otherwise have the same rights, privileges, restrictions and obligations with respect to membership in the Association as those held by an Active Member.

4.7 The following shall apply to an Associate Membership:

- (a) subject to satisfaction of any other requirements specified in the applicable application form prescribed at the relevant time in the Membership Admission Procedure for an Associate Membership and at the discretion of the Board of Directors, an Associate Membership may be obtained and maintained by:
  - (i) an accredited member in good standing of any association for Land and Energy Professionals other than the Association;
  - (ii) any individual who is an employee of, or provides consulting services to, an Industry Company and whose role therein substantially involves the provision of services or products utilized by Active Members of the Association related to any of: (A) the acquisition, disposition, management or operation of mineral rights or surface rights; (B) the conduct of activities with respect to Other Energy Sources; or (C) activities to enable the processing, storage and transportation or transmission of Minerals; or
  - (iii) any individual who: (A) is not a Land and Energy Professional or does not meet any of the exceptions in Sections 4.14 and 4.15 for a Land and Energy Professional to continue holding an Active Membership; and (B) is a supervisor or manager of personnel performing contract negotiation or administration duties respecting Landwork for an Industry Company.
- (b) each applicant for Associate Membership, other than an individual applying pursuant to Paragraph 4.7(a)(iii), must provide evidence of attendance at a course on ethics during the immediately preceding five-year period, which course was either offered by the Association or was an equivalent course, as approved by the Board of Directors;
- (c) an Associate Member shall pay the annual membership dues as prescribed by the Board of Directors for the applicable calendar year for which they hold their Associate Membership; and
- (d) subject to the limitations in Section 4.10, an Associate Member shall otherwise have the same rights, privileges, restrictions and obligations with respect to membership in the Association as those held by an Active Member.

4.8 The following shall apply to a Student Membership:

- (a) subject to satisfaction of any other requirements specified in the applicable application form prescribed in the Membership Admission Procedure for a Student Membership at the relevant time and at the discretion of the Board of Directors, a Student Membership may be obtained by an individual who is currently enrolled in an accredited university or college as approved by the Board of Directors during the period in which that individual is obtaining training in land management at that university or college or through an Industry Company;
- (b) a Student Member shall pay the annual membership dues as prescribed by the Board of Directors for the applicable calendar year for which they hold their Student Membership;
- (c) subject to the limitations in Section 4.10, a Student Member shall otherwise have the same rights, privileges, restrictions and obligations with respect to membership in the Association as those held by an Active Member, including, without limitation:
  - (i) access to the membership roster in electronic form on the Association's website;
  - (ii) a subscription to The Negotiator magazine (in electronic form on the Association's website);
  - (iii) admission to General Meetings at the Student Member fee prescribed by the Board of Directors from time to time;
  - (iv) admission to all open Association events at, as applicable, the same rate as charged to Active Members or any Student Member rate then prescribed by the Board of Directors; and
  - (v) admission at the applicable Active Member rate for all educational seminars offered by the Association.

4.9 The following shall apply to an Interim Membership:

- (a) subject to satisfaction of any other requirements specified in the applicable application form prescribed in the Membership Admission Procedure for an Interim Membership at the relevant time and at the discretion of the Board of Directors, an Interim Membership may be obtained by a current Student Member or an individual who has graduated from an accredited university or college within 24 months prior to their application for Interim Membership, if at the time of application or annual renewal for membership they are in the employ of, or are performing consulting land services for, or actively seeking land related employment within an Industry Company for purposes of training and development into the role of a Land and Energy Professional;
- (b) an individual may be an Interim Member for a maximum consecutive period of three years, subject to the provisions of Sections 4.14 and 4.15, provided that:
  - (i) the Interim Membership shall expire at the end of that time, unless that Interim Member then qualifies and applies for an Active Membership or an Associate Membership; and
  - (ii) the Board of Directors may revoke an Interim Membership at any earlier time for which it believes the Interim Member qualifies for an Active Membership, in

which case that Interim Member shall then be required to apply for an Active Membership in order to continue to retain membership in the Association;

- (c) an Interim Member shall pay the membership dues as prescribed by the Board of Directors for the applicable calendar year for which they hold their Interim Membership; and
- (d) subject to the limitations in Section 4.10, an Interim Member shall otherwise have the same rights, privileges, restrictions and obligations with respect to membership in the Association as those held by an Active Member, including, without limitation:
  - (i) access to the membership roster in electronic form on the Association's website;
  - (ii) a subscription to The Negotiator magazine (in electronic form on the Association's website);
  - (iii) admission to General Meetings at the Active Member fee prescribed by the Board of Directors from time to time;
  - (iv) admission to all open Association events at the same rate as charged to Active Members; and
  - (v) admission at the applicable Active Member rate for all educational seminars offered by the Association.

4.10 The rights and privileges of an Honourary Member, an Associate Member, a Student Member and an Interim Member shall not entitle any such member to:

- (a) sponsor applicants for membership or election in the Association, unless that member is an Honourary Member who is the designated program director or equivalent at an educational institution recognized formally by the Association as a provider of training in land management, in which case that Honourary Member may approve only the application for a Student Membership as provided for in Section 4.8;
- (b) vote in elections or on any General Resolution or Special Resolution of the Association;
- (c) seek election for or hold office in the Association;
- (d) obtain Certification or continue to hold Certification;
- (e) sponsor applicants for Certification; or
- (f) apply for Senior Membership.

4.11 Provided that an applicant for membership in the Association complies with the applicable conditions set forth in the Membership Admission Procedure, the Membership Committee shall assess their application and, if applicable, the Membership Committee shall provide a recommendation about that application to the Board of Directors for approval, which approval may or may not ultimately be granted by the Board of Directors.

4.12 Any member may resign from the Association at any time by written notice addressed to the attention of the Director of Membership at the office of the Association, and such resignation shall be effective upon its receipt by that Director. The resignation of a member shall not relieve

that member of the obligation to pay any amounts owing to the Association by that member at the effective date of such resignation, and there will not be any reimbursement of any portion of annual dues already paid.

4.13 Any member whose membership has either lapsed or been terminated may only acquire membership in the Association by re-applying for such membership pursuant to this Article 4, unless:

- (a) the member was a valid member of the Association within a two-year period prior to the date of re-applying for membership; and
- (b) the member completes the Attestation for Reinstatement of Membership prescribed by the Association at the relevant time under the Membership Admission Procedure and complies with the requirements set forth therein.

4.14 This Section applies unless the provisions of Section 4.15 otherwise apply. If: (i) an Active Member's or Interim Member's employment status, job description or responsibilities related to Landwork changes to the degree that such member no longer qualifies for an Active Membership or Interim Membership; or (ii) if an Associate Member's job description or responsibilities related to Landwork changes to the degree that such member no longer qualifies for an Associate Membership, that Active Member, Interim Member or Associate Member shall promptly notify the office of the Association of such change. The office shall notify the Director of Membership of this change, and that Director's recommendation shall be brought to the Board of Directors. Notwithstanding the foregoing, the Board of Directors, may request a review of a member's employment status, job description or responsibilities to verify or confirm any changes to a member's qualifications with respect to the member's current membership category, on the basis outlined in this Article 4. Upon the direction of the Board of Directors, the Director of Membership shall advise the member that:

- (a) such change shall not affect the member's status;
- (b) such change requires the member to resign pursuant to Section 4.12 and apply under Article 4 for membership under one of the categories described in Section 4.1; or
- (c) such change does not allow the member to continue as a member of the Association under any of the categories described in Section 4.1.

If that member fails to advise the office of the Association of any such change, the office of the Association can advise the Director of Membership of the change and the provisions of this Section 4.14 shall nevertheless apply.

4.15 Notwithstanding the foregoing provisions of this Article 4, so long as:

- (a) any Active Member, Interim Member or Associate Member in good standing is actively engaged in attempting to find employment related to Landwork;
- (b) any Active Member, Interim Member or Associate Member is currently on a leave of absence from their employment or not able to seek any employment that would otherwise be required to sustain their membership with the Association as a result of illness;
- (c) any individual who has been an Active Member of the Association in the role of a Land and Energy Professional for at least three years is currently on a training assignment

in another function in an Industry Company;

- (d) any individual who has been an Active Member of the Association in the role of a Land and Energy Professional for at least five years and is currently in a supervisory or management position within an Industry Company or is currently an employee of, or is providing consulting services to, an Industry Company and whose role therein substantially involves the provision of services or products utilized by Active Members of the Association;
- (e) any individual who has been an Active Member for at least 10 consecutive years prior to reaching the age of fifty and is currently retired or partially retired from Landwork; or
- (f) any individual is approved by the Board of Directors, at its discretion, to continue to retain the status of their membership for any other reason;

that individual shall be entitled to maintain their existing membership status in the Association while engaged in such employment search, suffering from such an illness, serving in such supervisory, management, training, employment or consulting capacity, being retired or partially retired or as otherwise approved by the Board of Directors, all as set out above and subject always to compliance with these By-Laws.

- 4.16 Neither a membership in the Association nor the rights and privileges associated therewith shall be transferable from a member to another individual.
- 4.17 The Association reserves the right to deny membership to any applicant, or to thereafter rescind such membership pursuant to Article 5, who has been convicted or otherwise recorded as guilty by any court of competent jurisdiction with respect to any indictable offense or any other offense of which an element is fraud.
- 4.18 In accepting or continuing membership in the Association, each member expressly grants the Association the right to publish their name and contact information, including email address in the Association's directory (whether electronic or paper) and in any other listing of committees or other Association groups, and acknowledges that their name or picture may be used without further consent on the Association's website, in the magazine of the Association or in other forms of communication at the discretion of the Board of Directors, provided always that such publication must at all times be in compliance with these By-Laws.
- 4.19 Each member expressly grants the Association the right to use their email address to communicate with them regarding ongoing Association business and advise of upcoming meetings and events via electronic messages, unless the applicable member otherwise elects by notice in writing to the Association, or by any alternative electronic method provided by the Association, to unsubscribe to electronic communications from the Association.

## **ARTICLE 5 – ETHICS**

- 5.1 A member of the Association shall:
  - (a) conduct the member's business dealings with honesty, integrity, courtesy, competency and good faith at all times;
  - (b) advance the standing of the Land and Energy Professional by maintaining goodwill and trust in business dealings between the Land and Energy Professional and others;

- (c) serve in public affairs related to Landwork and the related business objectives of employers and clients of Land and Energy Professionals when that member's knowledge may be of benefit to the Association, the public and the applicable industry;
- (d) truthfully represent that member's authority and expertise to others in the member's dealings with them, and shall not represent that the member has skills or knowledge with respect to matters for which the member is not qualified;
- (e) not disclose confidential information obtained during the member's duties and shall not violate the trust of the member's employer or client by divulging such information, unless and to the extent either that such employer or client instructs the member to do so or such disclosure is required by law, and under no circumstances shall the member use such confidential information for personal gain;
- (f) not undertake or engage in any activities or accept remuneration for services rendered that may create a conflict of interest with the member's employer or client without the express agreement and consent of such employer or client;
- (g) not be convicted or otherwise recorded as guilty by any court of competent jurisdiction with respect to any indictable offense or any other offense of which an element is fraud;
- (h) advise the Ethics Committee of any practice by a member of the Association that they believe to be contrary to the Code of Ethics prescribed hereto, and will not contact any member of the Board of Directors directly with such advice;
- (i) not use the Association's roster or internet site to promote personal or non-industry activities, nor provide use of or any information from the roster to non-members;
- (j) not discourage a member, non-member or a party to a transaction from seeking legal counsel or expert advice;
- (k) not deny professional services to, or be a party to any plan to discriminate against, any member, non-member or party to a transaction for reasons of race, creed, colour, gender, sexual orientation, religious affiliation, family status, marital status, age, national origin or physical disability;
- (l) not physically, sexually, emotionally, or verbally abuse a member, non-member, party to a transaction or at business or social events sponsored directly or endorsed by the Association; and
- (m) not engage in industry or non-industry conduct at business or social events sponsored directly or endorsed by the Association that undermines public confidence in the applicable industry or the Association, harms the integrity of that industry or the Association or brings that industry or the Association into disrepute.

5.2 The Board of Directors shall, with due diligence, develop and implement an Ethics Procedure, which may be amended from time to time, to address the possibility that members of the Association may violate the Code of Ethics. Without restricting the generality of the foregoing, such Ethics Procedure shall:

- (a) create an Ethics Committee and prescribe: (i) the number of members of the Association who shall serve on the Ethics Committee; (ii) the manner in which the members of the Ethics Committee shall be appointed; (iii) any restrictions on the

appointment of members of the Association to the Ethics Committee; (iv) the duration of the term of membership on the Ethics Committee; and (v) if applicable, the participation of ex-officio legal counsel in the proceedings of the Ethics Committee, provided, however, that no member of the Board of Directors may serve on the Ethics Committee and that the chair and vice-chair of the Ethics Committee shall be appointed by a vote of no less than two-thirds of the total number of voting members of the Board of Directors;

- (b) specify the procedures to be utilized by the Ethics Committee with respect to the investigation of a complaint that a member of the Association has violated the Code of Ethics and the conduct of the hearing associated with such a complaint if the Ethics Committee determines that the conduct referred to in such complaint may have violated the Code of Ethics;
- (c) specify the sanctions which may be imposed against such member by the Association if the Ethics Committee determines, following such hearing, that a member of the Association has violated the Code of Ethics;
- (d) specify an appeal procedure whereby a member of the Association who is determined by the Ethics Committee to have violated the Code of Ethics may appeal such determination or the sanction proposed to be imposed by the Ethics Committee to the Board of Directors;
- (e) ensure that all procedures of the Ethics Committee and the Board of Directors with respect to determinations made pursuant to this Article are consistent with the legal principles of natural justice, including the requirement that a member of the Association who is accused of violating the Code of Ethics shall have the right to respond, in person, to such charges to the Ethics Committee and, if appealed by such member, to the Board of Directors; and
- (f) specify the requirement for the Ethics Committee to report the status of its activities periodically to the Board of Directors.

The initial approval of such Ethics Procedure and any subsequent amendments thereto shall be subject to the approval of no less than two-thirds of the total number of voting members of the Board of Directors.

- 5.3 Any member of the Association who has been determined by the Ethics Committee to have violated the Code of Ethics prescribed by Section 5.1 may be subject to disciplinary action, admonished, suspended, expelled or allowed to resign from the Association. However, such sanction may not be imposed against such member until either such member's right to appeal such determination or such sanction to the Board of Directors has expired or such appeal was made, but was unsuccessful.
- 5.4 A copy of the Ethics Procedure is to be available to the membership at all times on the Association's website.

## **ARTICLE 6 – PROFESSIONAL ACCREDITATION**

- 6.1 The Board of Directors shall develop and implement a voluntary professional accreditation procedure for the benefit of the members of the Association. Without restricting the generality of the foregoing, such voluntary professional accreditation procedure shall:



- (a) create a Certification Committee and prescribe the number of members of the Association who shall serve and the duration of the term of membership thereon, and the manner of and restrictions on the appointment thereto;
- (b) specify the conditions which must be satisfied before a member may obtain any such professional certification;
- (c) specify the testing procedure to be utilized by the Certification Committee with respect to professional certifications;
- (d) specify the requirements for recertification which must be satisfied for a member to retain a professional certification;
- (e) specify any fees payable by a member of the Association with respect to the professional certification of such member; and
- (f) specify the requirement for the Certification Committee to report the status of its activities periodically to the Board of Directors.

The initial approval of such voluntary professional accreditation procedure and any subsequent amendments thereto shall be subject to the approval of no less than two-thirds of the total number of voting members of the Board of Directors.

- 6.2 The professional certifications associated with the Professional Accreditation Procedure shall be that of: (i) "Professional Landman", to be known as "P. Land"; (ii) Professional Surface Landman, to be known as "PSL"; (iii) Certified Mineral Landman, to be known as "CML"; and (iv) Certified Surface Landman, to be known as "CSL".
- 6.3 The Professionalism Manual is to be available to the membership at all times on the Association's website.

## **ARTICLE 7 – MEETINGS**

- 7.1 Regular meetings of the Association shall be held a minimum of once each calendar year, except during July and August (a "General Meeting"), and one of which shall be in April of each year and called the "Annual Meeting". A General Meeting of the Association may be called at any time by the Secretary upon the instructions of the President or no less than the affirmative vote of two-thirds of the total number of voting members of the Board of Directors by notice served in accordance with Article 18 not later than eight days prior to the date of such meeting. For greater certainty, a General Meeting may be held as an Electronic Enabled Meeting if in the best interests of the Association, as determined by the Board of Directors, or if required by any applicable law.
- 7.2 The Board of Directors may, from time to time at its discretion, prescribe admission fees for any one or more of the membership categories to attend a General Meeting.
- 7.3 The Association shall hold the Annual Meeting in April of each year. Such meeting shall be called by the Secretary upon the instructions of the President or no less than the affirmative vote of two-thirds of the total number of voting members of the Board of Directors ("Annual Meeting"). Subject to any application of Subsection 8.1(b) to the selection of the President or the Vice-President, there shall be elected at this meeting a President, Vice-President, and the other Directors required to be elected to satisfy the requirements of Article 10 for such year. The Officers and other Directors shall form the Board of Directors, and the members of the

Board of Directors shall serve until their successors are elected, or appointed and installed.

- 7.4 Other than the General Meetings and the Annual Meeting, a meeting of the Association ("Special Meeting") may be called:
- (a) at any such time as the Board of Directors determines that such a meeting is required by no less than the affirmative vote of two-thirds of the total number of voting members of the Board of Directors; or
  - (b) by the Board of Directors following receipt by it or any member thereof of a petition signed by at least one-third of the Eligible Members, specifying the reasons for calling such a meeting. A Special Meeting shall be held not later than 21 days following receipt of any such petition.
- 7.5 A quorum with respect to any meeting of the Association shall be the lesser of 10% of the aggregate of the Eligible Members or a total of 50 Eligible Members. No business of the Association shall be conducted at any meeting of the Association unless a quorum is present in person or, insofar as permitted by these By-Laws, as a combination of Eligible Members attending in person and, if applicable, through an Electronic Enabled Meeting, provided that any vote using Electronic Means with respect to the determination of a particular matter or in an election in conjunction with any meeting of the Association shall be valid as if the vote were held at the applicable meeting (notwithstanding the number of Eligible Members present at the applicable meeting of the Association) if Eligible Members satisfying the quorum requirement have voted using Electronic Means with respect to the particular matter or election.
- 7.6 Subject to Section 7.7, all business transacted at meetings of the Association shall be transacted by a General Resolution of the Eligible Members.
- 7.7 Notwithstanding anything in these By-Laws to the contrary, a Special Resolution of the Association shall be required for all business transacted at meetings of the Association insofar as so required by the Societies Act or these By-Laws, which shall include, without limitation, any of the following matters:
- (a) rescission or alteration of, or additions to, these By-Laws, as contemplated in Section 17.1;
  - (b) alteration of the objectives of the Association, as contemplated in Section 17.1;
  - (c) any special assessment contemplated in Section 11.2;
  - (d) the borrowing of money by the Association or the issuance by the Association of debentures to secure the payment of money, as contemplated in Section 12.5;
  - (e) surrender by the Association of its Certificate of Incorporation under the Societies Act and the dissolution of the Association, as contemplated in Section 20.2; and
  - (f) the selection of the charitable organization to which funds and assets of the Association will be donated upon dissolution of the Association, as contemplated in Section 20.3.
- 7.8 Notwithstanding anything in these By-Laws to the contrary, applicable notice requirements of these By-Laws shall be complied with for any Special Resolution to be proposed at any meeting of the Association, and each such notice shall specify that it is intended that the Special Resolution will be proposed at such meeting.

- 7.9 No Eligible Member may vote by proxy with respect to any matter being determined at a General Meeting, an Annual Meeting or a Special Meeting, whether that vote is conducted through Electronic Means or, if permitted under these By-Laws, through a show of hands at the applicable meeting.

## **ARTICLE 8 – BOARD OF DIRECTORS**

- 8.1 The duties of the Board of Directors of the Association shall be as follows:

- (a) to manage the affairs of the Association;
- (b) to appoint by way of a majority vote of the voting members of the Board of Directors at the first meeting of the Board of Directors following the annual election procedure one or both of the President and Vice-President from the members of the Board of Directors if no Eligible Member had offered to assume the applicable position through the election process at the applicable Annual Meeting;
- (c) to plan the programs of meetings of the Association and to convene such meetings;
- (d) to select the members of the Membership Committee, to review and approve or reject recommendations made to the Board of Directors by the Membership Committee with respect to applications for membership to the Association and to develop and, as applicable, to amend the Membership Admission Procedure, all as further described in Article 4;
- (e) to select the members of the Ethics Committee pursuant to the provisions of the Ethics Procedure and to develop and, as applicable, amend the Ethics Procedure, all as further described in Section 5.2;
- (f) to select the members of the Certification Committee pursuant to the provisions of the Professional Accreditation Procedure and to develop and, as applicable, amend the Professional Accreditation Procedure, all as further described in Article 6;
- (g) to approve the selection of the Conference Chairman, as recommended by the Conference Selection Committee;
- (h) to appoint all other committees of the Association required to conduct the activities of the Association and to prescribe the duties of such committees and the term of such appointments;
- (i) to manage the finances of the Association, including approval and oversight of any form of sponsorship to be employed by any of the committees representing the Association and the approval and oversight of any budgets for the revenues and expenses proposed by any of the committees for their appointed activities or duties being conducted on behalf of the Association;
- (j) subject to Section 12.2, to determine whether to acquire and, if so acquired, maintain office space and hire or terminate staff, as is necessary and appropriate for the prudent management and operation of the Association, and to determine, from time to time, the duties, roles, responsibility and authority of the office staff members;
- (k) to explore potential collaboration opportunities with other industry associations to the

extent determined by the Board of Directors; and

- (l) to comply with a code of conduct as such is approved or amended from time to time by no less than two-thirds of the voting members of the Board of Directors.

8.2 No member of the Board of Directors shall be entitled to remuneration for services performed by such Director on behalf of the Association in that member's capacity as a Director unless approved at a meeting of the Association for which the notice of meeting specifically stated that such approval would be requested. Nothing in this Section 8.2 or otherwise in these By-Laws shall prevent a member of the Board of Directors from being remunerated for any services performed by such Director on behalf of the Association in any capacity other than as a Director of the Association, or for a member of the Association to be remunerated for services performed on behalf of the Association, provided, however, that it shall be a requirement that any such remuneration be in accordance with approvals given by the Board of Directors from time to time.

8.3 Each Officer and other Director of the Association, when elected to the Board of Directors, and any Committee Chair or Liaison, when appointed by the Board of Directors to represent the Association within any external committees, shall be required to execute a Code of Conduct Declaration and shall hold that position subject at all times to the terms and conditions thereof. That Code of Conduct Declaration shall be approved in form and content from time to time by a vote of no less than two-thirds of the total number of voting members of the Board of Directors.

8.4 Notwithstanding the provisions of Article 10, a Director:

- (a) may elect to resign from the Board of Directors at any time;
- (b) may be removed from office before the expiration of that Director's term at the discretion of the President as provided for in the Code of Conduct Declaration signed by that Director; or
- (c) may be removed by Special Resolution of the Association, in which case the members of the Association shall elect by General Resolution any Eligible Member to serve in the place and stead of any such Director removed from office by Special Resolution.

Except as provided in Subsection 8.4(c), Section 10.10 shall apply for appointment of a replacement for any such resigning or removed Director.

8.5 The President shall convene meetings of the Board of Directors at such times as the President considers appropriate.

8.6 The quorum with respect to any meeting of the Board of Directors shall be 50% of the members of the Board of Directors, other than the Past President. Subject to this requirement, no business of the Association within the authority of the Board of Directors shall be conducted at a meeting thereof unless a quorum is present at such meeting.

8.7 The President, Vice-President or any Director may determine that a matter of business of the Association may require the authority of the Board of Directors outside of a regularly scheduled meeting of the Board of Directors. In such event, any member of the Board of Directors, other than the President and Past President, may make a motion by electronic mail for the action to be approved by the affirmative vote of the majority of the Board of Directors, other than the President and Past President, obtained by electronic mail, provided that the President may

vote on any such matter in order to break a tie with respect to the votes cast. Any voting member of the Board of Directors that does not respond to any such motion within five days after delivery of that motion (or by such later date as is specified in that notice) shall be deemed to have approved that motion. Any such determination through motion shall be binding on the Board of Directors as if it had been conducted at a meeting of the Board of Directors unless a Director objects, by notice to the Secretary and the originator of that motion not later than two Business Days following receipt of that motion, to that matter being determined without a meeting of the Board of Directors. If there is any such objection to the determination of that matter without a meeting, the President shall promptly convene a meeting of the Board of Directors to deal with that matter, in which case all votes cast by the Directors by notice with respect to that motion shall be void. Subject to the preceding sentence, the Secretary shall promptly notify the Directors of the result of any vote under this Section following expiry of the applicable response period, and the results of any such vote conducted by such a motion shall be included in the minutes for the next meeting of the Board of Directors.

8.8 Any member of the Board of Directors may hold more than one office.

8.9 If a member of the Board of Directors is temporarily unable to fulfill such member's responsibilities pursuant to this Article by virtue of such member's illness or extended absence, the duties of such member may be re-assigned to another member of the Board of Directors by the President, until such ill or absent member has advised the President that they are capable of and have resumed their responsibilities.

## **ARTICLE 9 – DUTIES OF OFFICERS AND PAST PRESIDENT**

9.1 The duties of the President of the Association shall be:

- (a) to preside, when present, at all meetings of the Association and of the Board of Directors;
- (b) to be a member of the Board of Directors, provided that, as chair of the Board of Directors, the President may only vote on a matter to be determined by the Board of Directors in order to break a tie;
- (c) to be the chair of the Board of Directors and to be an ex-officio member of all committees of the Association, with the exception of the Ethics Committee;
- (d) to oversee the Conference Committee for the current year;
- (e) to designate the responsibilities of the Board of Directors which are to be fulfilled by each Director of the Association;
- (f) to execute any documents binding the Association, along with one of the Vice-President, Director of Finance or Secretary; and
- (g) to fulfill such other duties as may be reasonably required during the term of office.

9.2 The duties of the Vice-President of the Association shall be:

- (a) to assume the powers and duties of the President in either the temporary or permanent absence or inability to act of the President, provided that the Board of Directors may, with the permission of the Vice-President, agree to an alternative allocation of responsibilities in which one or more other members of the Board of

Directors assume certain prescribed duties otherwise to be performed by the President if there is no President or the President is unavailable to fulfill the duties of that office for an extended period;

- (b) to assist the President generally in the performance of the President's duties;
- (c) to be a member of the Board of Directors;
- (d) to oversee and report to the Board of Directors from time to time on the operation of the Association's office;
- (e) to execute any documents binding the Association, along with one of the President, Director of Finance or Secretary;
- (f) to oversee the Conference Committee for the conference to be held the following year; and
- (g) to fulfill such other duties as may be reasonably required during the term of office.

In the absence, or the inability to act, of the Vice-President, such duties may be performed by any member of the Board of Directors as may be designated by the President.

9.3 The duties of the Secretary of the Association shall be:

- (a) to attend all meetings of the Association and of the Board of Directors and to keep accurate minutes and have custody of the same;
- (b) to be in charge of the seal of the Association and, if required, to authenticate the use of the seal;
- (c) to have charge of all of the correspondence of the Association and be under the direction of the President and the Board of Directors;
- (d) to keep a record of all the members of the Association and their addresses;
- (e) to send all notices of meetings of the Association as required;
- (f) to cause copies of all Special Resolutions passed by the Association to be duly filed with the Registrar of Corporations pursuant to the Societies Act and to file the annual return, the audited financial statements, changes in the Directors and any other documents of a governance nature as required by the Societies Act or any other applicable statute or laws;
- (g) to be a member of the Board of Directors;
- (h) to execute any documents binding the Association, along with one of the President, Vice-President or Director of Finance; and
- (i) to fulfill such other duties as may be reasonably required during the term of office.

In the absence, or the inability to act, of the Secretary, such duties may be performed by any member of the Board of Directors as may be designated by the President.

9.4 The duties of the Director of Finance of the Association shall be:

- (a) to receive all monies paid to the Association;
- (b) to collect and receive the annual dues or assessments levied by the Association, to properly account for all funds of the Association and to keep such books and records for the Association as may be directed by the Board of Directors from time to time;
- (c) to present a full detailed account of receipts and disbursements of the Association to the Board of Directors whenever requested;
- (d) to prepare for submission to the Annual Meeting of the Association a statement as hereinafter set forth of the financial position of the Association and to submit a copy of the same to the Secretary for the records of the Association;
- (e) to be a member of the Board of Directors;
- (f) to execute any documents binding the Association, along with one of the President, Vice-President or Secretary; and
- (g) to fulfill such other duties as may be reasonably required during the term of office.

In the absence of, or the inability to act by, the Director of Finance, such duties may be performed by any member of the Board of Directors as may be designated by the President.

9.5 The immediate Past President of the Association shall be an ex-officio, non-voting member of the Board of Directors. The duties of the Past President of the Association shall be:

- (a) to attend meetings of the Board of Directors;
- (b) to provide advice with respect to matters being considered by the Board of Directors, as requested by the other members of the Board of Directors;
- (c) to serve as chair and select the members of the Nomination Committee described in Section 10.6; and
- (d) to serve as the Canadian director on the board of directors of the American Association of Professional Landmen (or any successor thereto), provided that the Board of Directors shall designate another Director to assume this responsibility if the Past President is unable to fulfill this responsibility.

Notwithstanding the foregoing portion of this Section, if the individual currently serving as President who would otherwise serve as the Past President with respect to a term of the Board of Directors is re-elected to the Board of Directors as President for such succeeding term, the Board of Directors may request the Past President to extend their term by another year. If the Board of Directors does not request the Past President to serve an additional one-year term or the Past President is not willing to remain in that role for an additional term, there shall be no Past President during any such additional one-year term for the purposes of this Article, in which case the President shall also assume the duties of the Past President under Subsections 9.5(c) and 9.5(d).

## **ARTICLE 10 – ELECTIONS**

- 10.1 Subject to any appointment of an Eligible Member to fill any vacancy on the Board of Directors under Section 10.10, the Board of Directors shall consist of the Past President, President, Vice-President, and a minimum of four additional elected members of the Association and a maximum of 12 additional elected Eligible Members. Insofar as the number of additional elected or appointed members of the Association is greater than 10, each such additional elected or appointed member greater than 10 may be a Director at large without responsibility for a particular portfolio of responsibilities on the Board of Directors.
- 10.2 Subject to the terms and conditions of these By-Laws and the Societies Act, the term of office of each member of the Board of Directors shall commence on May 1st of, as applicable: (i) the year of election; (ii) the year of appointment under Section 10.9; or (iii) in the case of the Past President, the year of designation as such, and shall be for a term of:
- (a) one year for the Past President, President, Vice-President and any Director who had been elected to the Board of Directors specifically as a Director at large or who was appointed as a Director under Section 10.10; and
  - (b) two years for the other elected Directors.
- Notwithstanding Subsection 10.2(a), the President and Vice-President shall have the option to seek election for additional one-year terms pursuant to this Article, to a maximum of three consecutive years by advising the Nomination Committee.
- 10.3 The election of the members of the Board of Directors, other than the Past President, shall be held annually at the Annual Meeting of the Association in April.
- 10.4 Except as otherwise provided in these By-Laws, no Officer shall hold a term of office exceeding two consecutive two-year terms in that particular office, unless such member of the Board of Directors is elected to the position of President or Vice-President for a particular year and serves on the Board of Directors in that capacity for the applicable one-year term or one or more additional one-year terms pursuant to Section 10.2.
- 10.5 Except as otherwise provided in these By-Laws, the President and Vice-President shall not hold a term of office in the applicable office exceeding three consecutive one-year terms.
- 10.6 The Past President shall be a member and chair of the committee formed for the purpose of nominating and electing candidates for the Board of Directors ("Nomination Committee"). The Past President shall appoint three additional Eligible Members who are not currently serving on the Board of Directors to such Nomination Committee, and so advise the Board of Directors at its first meeting of each calendar year. The duties of the Nomination Committee shall be as follows:
- (a) to organize and supervise the election of the Board of Directors in accordance with an election procedure as approved by the Board of Directors;
  - (b) to seek out and encourage qualified members of the Association to stand for election to the Board of Directors; and
  - (c) to nominate for election to the Board of Directors, not later than 30 days prior to the date of that election, Eligible Members to stand for election with respect to all of the elected positions on the Board of Directors to be elected for that year.
- 10.7 Notwithstanding the provisions of Section 10.5, but subject to Section 10.4, any Active



Member, Senior Member or Life Member of the Association shall have the right to stand for election with respect to any elected position on the Board of Directors. However, a current Director in the first year of a two-year term who is a candidate for election as President or Vice-President at the next upcoming Annual Meeting must resign their position as Director, effective as of the date of that Annual Meeting, by delivering written notice of that member's candidacy for that position to the attention of the chair of the Nomination Committee at the office of the Association, provided that such notice is:

- (a) accompanied by the endorsement of that candidacy by a total of five Active Members, Senior Members or Life Members of the Association; and
- (b) is received at the office of the Association not later than 30 days prior to the date of that election.

- 10.8 The Nomination Committee shall prepare an electronic ballot listing all of the candidates seeking election to a position on the Board of Directors. Not later than eight days prior to the date of the election of the Board of Directors at the applicable Annual Meeting, the Nomination Committee shall, in accordance with the provisions of Article 18, notify each Eligible Member of the instructions as to the manner in which the vote on such ballot may be cast through Electronic Means in advance of the Annual Meeting.
- 10.9 Subject to any application of Section 10.10 to address a vacancy on the Board of Directors, the members of the Board of Directors, other than the Past President, shall be elected by a plurality of the votes cast by Electronic Means by the Eligible Members in advance of the Annual Meeting of the Association at which such Directors are to be elected.
- 10.10 Vacancies on the Board of Directors as a result of: (i) the interim appointment of a member as the President or the Vice-President; (ii) the death, resignation or other termination of a member; or (iii) one or more positions on the Board of Directors not being filled through election at the Annual Meeting, may be filled by majority vote of the Board of Directors from the Eligible Members wishing to fill the applicable vacancy for the balance of the term then remaining for the vacating member or the unfilled position, as applicable, provided, however, that any member so appointed shall not be prohibited from subsequently being elected to serve on the Board of Directors after expiry of the interim appointment.

## **ARTICLE 11 – DUES AND ASSESSMENTS**

- 11.1 Other than for Life Members and Honourary Members, the annual dues assessed to each member of the Association shall be as prescribed from time to time by the Board of Directors. Any such prescribed dues for members of the Association shall be applicable to the one-year period from January 1st to December 31st, and shall be paid by the member on or before January 31 of the applicable year, unless otherwise set forth in these By-Laws.
- 11.2 Special assessments in addition to the amounts prescribed by Section 11.1 may be made if a Special Resolution for the applicable special assessment is approved. Any such approved assessment shall be paid by each member holding the type of membership to which that special assessment applies within 30 days after being invoiced therefor by the Association.
- 11.3 The Membership Admission Procedure may prescribe the membership categories that shall be required to submit an annual declaration with their dues confirming that:
  - (a) the member's job description or responsibilities have not changed to the extent that they are required to report such change pursuant to Section 4.14 or, if so, that they

otherwise qualify for the exceptions described in Section 4.15; and

- (b) that they have not been convicted or otherwise recorded as guilty by any court of competent jurisdiction with respect to any indictable offense or any other offense of which an element is fraud as described in Subsection 5.1(g) which would cause their membership to become subject to termination, suspension or other consequences in accordance with these By-Laws.

- 11.4 If a member has not paid to the Association the dues or other assessments owing by such member to the Association within the time prescribed for such payment, the Director of Finance shall notify the member, by courier (with signature for acceptance of delivery required), registered mail or to the email address provided by the member to the Association office with an automatic read receipt, requesting payment of the outstanding amount, together with a collection fee equal to 15% of such outstanding amount. If a member fails to pay the outstanding amount, plus that collection fee, within 30 days after receipt of that notice, such member's membership in the Association may be terminated at the discretion of the Board of Directors.

## **ARTICLE 12 – FINANCES**

- 12.1 The fiscal year of the Association shall be January 1st to December 31st.
- 12.2 The Board of Directors may generally make such expenditures and commitments as it considers appropriate on behalf of the Association with respect to the objectives described in Article 2, including: (i) the leasing of office space for a period not exceeding 10 years; and (ii) any financial commitments required to be made in advance with respect to the annual conference of the Association, such as those for conference facilities, any minimum room guarantees, speaker fees and conference events. However, if the Board of Directors proposes to make an expenditure or binding commitment on behalf of the Association with respect to:

- (a) the acquisition or disposition of real estate (but excluding the leasing of office or training space for a period of 10 years or less);
- (b) an expenditure or commitment for a future expenditure of greater than \$50,000.00 with respect to the objectives described in Subsections 2.2(h) and (i) (other than relating to a conference of the Association, as contemplated above);

the Board of Directors shall prepare a General Resolution respecting such proposed expenditure and, in accordance with Article 18, notify each Eligible Member not later than eight days in advance of the final date on which such proposed expenditure is to be voted upon, the instructions as to the manner in which the vote on such General Resolution may be cast through Electronic Means. The Board of Directors may not make such proposed expenditure or binding commitment unless it is approved as a General Resolution by the Eligible Members.

- 12.3 All monies belonging to the Association shall be managed in one or more of the following ways by the Director of Finance in the name of the Association:
- (a) be deposited in one or more chequing or saving accounts at a branch of a Canadian chartered bank or a branch of a trust company or a wholly-owned subsidiary of either;
  - (b) be invested in term deposits or money market instruments with a branch of a Canadian chartered bank or a branch of a trust company or a wholly-owned subsidiary of either;

- (c) be invested in treasury bills issued by the Government of Canada or bonds issued by the Government of Canada or a Province of Canada; or
- (d) be invested in banker's acceptance notes issued by a chartered bank;

provided, however, that:

- (e) all such accounts and term deposits shall be maintained at a branch of a financial institution located in Calgary, Alberta;
- (f) each applicable financial institution shall have a high credit rating from a recognized rating firm or institution;
- (g) the Director of Finance shall give due consideration to any deposit insurance programs prescribed by law when selecting the financial institutions with which monies are to be deposited on behalf of the Association; and
- (h) the Director of Finance shall give due consideration to the type of investments to be made in order to manage risk, liquidity and avoid erosion of Association monies by inflation.

12.4 No cheque, electronic funds debit or transfer or other order for the payment of monies out of any account maintained pursuant to Section 12.3 shall be valid unless signed, in the case of a cheque, or approved, in the case of an electronic funds debit or transfer or other order for payment of monies, by any two of: (i) the Director of Finance; (ii) the President; (iii) the Vice-President; (iv) the Secretary; or (v) one other Director designated by the Board of Directors, provided that one such signatory or approver must be either the Director of Finance or the President. Insofar as the Association uses electronic funds debit or transfer or other modes of electronic banking, the Association shall create and maintain additional internal governance processes to manage those processes.

12.5 The Association may not borrow money on behalf of the Association unless:

- (a) such loan is first approved by at least three-fourths of the total number of voting members of the Board of Directors; and
- (b) such loan is then presented and approved by Special Resolution.

If that Special Resolution is approved, the Director of Finance shall obtain that loan in such manner as the Board of Directors directs, provided that the material conditions applicable to that loan are consistent with those conditions contained in such Special Resolution. If the Association is to issue a debenture as security for any loan to be obtained, it shall be a requirement that a separate Special Resolution authorizing the granting by the Association of that debenture be approved prior to the Association obtaining the loan.

12.6 Insofar as the Association has collaborated with and financially contributed to, by way of investment, endowment or other type of donation or financial contribution, one or more educational institutions recognized formally by the Association as a provider of training in land management, the Board shall implement a process to review and evaluate the use of those contributed funds by the applicable educational institution(s), and may create a committee to assist in this regard and in the award of any scholarships to students attending the applicable educational institution(s) and studying land management.

- 12.7 The Association's financial books, accounts and records shall be maintained by the Director of Finance and audited at the end of each fiscal year of the Association by a reputable auditor designated by the Board of Directors. The auditor's report shall be presented by the Director of Finance to the members of the Association at the next Annual Meeting of the Association in April.
- 12.8 The Association's financial books, accounts and records may be inspected by any member of the Association at the Annual Meeting of the Association in April or, upon at least two weeks' written notice to the Board of Directors, at any other reasonable time at the office of the Association.

### **ARTICLE 13 – LIABILITY AND INDEMNIFICATION**

- 13.1 No member of the Association shall be liable in that member's individual capacity for any debt or liability of the Association.
- 13.2 The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all present or former members of the Board of Directors, or present or former members of committees of the Association, against losses, claims and expenses actually and necessarily incurred or suffered by them in connection with the defence of any action, suit or other legal proceeding in which all or any of them are part, by reason of such services on behalf of the Association, provided that such individuals had acted in good faith in such service. Each member of the Board of Directors is required to sign a director liability agreement at the commencement of their term of office.

### **ARTICLE 14 – SEAL**

- 14.1 There shall be a seal which bears the name of the Association. The seal may be used from time to time.
- 14.2 The seal of the Association shall be retained by the Secretary of the Association at the office of the Association and, whenever used, shall be authenticated by the President of the Association, or in the President's absence, the Vice-President or the Secretary of the Association.

### **ARTICLE 15 – PARLIAMENTARY RULES**

- 15.1 Insofar as they are not inconsistent with these By-Laws or the special rules of order of the Association, the rules contained in the then current edition of "Roberts' Rules of Order-Newly Revised" shall govern the procedures of the Association, to the extent such procedures are addressed in such rules.

### **ARTICLE 16 – LOCATION OF HEADQUARTERS**

- 16.1 The location of the headquarters of the Association shall be in Calgary, Alberta.

### **ARTICLE 17 – BY-LAWS OR OBJECTIVES AMENDMENT**

- 17.1 The By-Laws and objectives of the Association may be rescinded, altered or added to by a Special Resolution of the Eligible Members.

### **ARTICLE 18 – NOTICES**

- 18.1 All notices required or contemplated to be given to members of the Association or members of

the Board of Directors shall be given in writing and:

- (a) delivered personally or by courier;
- (b) sent by facsimile or other electronic communication device, including email if the applicable member has provided an email address to the Association office; or
- (c) except during periods of actual or anticipated postal disruption, sent by prepaid mail;

to the last address on record at the office of the Association for such member for receipt of notices. A member may change their address for service of notices by updating their personal profile on the Association website or by written notice thereof given to the office of the Association.

- 18.2 Notices given under Subsection 18.1(a) shall be deemed to have been received on the actual date of delivery, provided that such delivery is during normal office hours, and otherwise on the following Business Day of the Association following the date of delivery. Notices given under Subsection 18.1(b) shall be deemed to have been received on the first Business Day of the Association following the date of transmission thereof. Notices given under Subsection 18.1(c) shall be deemed to have been received on the third Business Day of the Association following the date of deposit of the notice in the mail.

## **ARTICLE 19 – CONFERENCE PROCEDURE**

- 19.1 The Board of Directors shall develop and implement a procedure manual for the annual conference of the Association, for the benefit of the members of the Association. Without restricting the generality of the foregoing, such conference procedure manual shall:
- (a) create an annual Conference Selection Committee, the chair of which shall be the longest-standing member of such committee;
  - (b) provide that the sole mandate of such committee shall be to make the selection and recommendation to the Board of Directors of a Conference Chairman, who must be an Active Member, Life Member or Senior Member of the Association;
  - (c) specify the conference actions and items that require approval by the Board of Directors; and
  - (d) specify the requirement for the Conference Committee to report the status of its activities to the Board of Directors at the monthly meeting of the Board of Directors.

## **ARTICLE 20 – DISSOLUTION**

- 20.1 The Association may not pay any dividends or distribute its property among its members.
- 20.2 The Association shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Association.
- 20.3 If the Association is dissolved, any funds or assets remaining after paying all debts of the Association shall be donated to a charitable organization that is registered and incorporated as such for purposes of the Income Tax Act (Canada). That charitable organization shall be determined by Special Resolution of the Association at the time of dissolution of the Association.