

**CANADIAN ASSOCIATION  
OF  
PETROLEUM LANDMEN**

**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**

## **ARTICLE 1 – NAME**

- 1.1 The name of the association shall be the Canadian Association of Petroleum Landmen (hereinafter referred to as the “Association”).

## **ARTICLE 2 – GOVERNANCE**

- 2.1 The Association is to be governed in accordance with the objectives as filed in a separate document with Alberta Corporate Registry.

## **ARTICLE 3 – DEFINITIONS**

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

- (a) "Annual Meeting" means that meeting as defined in Section 7.3;
- (b) "Board of Directors" means the board of directors of the Association elected or appointed on the basis set forth in Article 10 of these By-Laws;
- (c) “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 formally described in Article 6 of these By-Laws.
- (d) “Certification Committee” means the committee established by the Board of Directors for the purposes of professional accreditation as described in Article 6 of these By-Laws;
- (e) “Conference Committee” means the committee established by the Board of Directors for the purpose of organizing the Association’s annual conference;

- (f) “Conference Selection Committee” means that committee comprised of the chairmen from the last four (4) conferences;
- (g) “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;
- (h) “Ethics Committee” means the committee established by the Board of Directors for the purposes described in Article 5 of these By-Laws;
- (i) "General Meeting" means a meeting as defined in Section 7.1;
- (j) "General Resolution" means a resolution of the Association passed by the vote of a majority of those members entitled to vote who vote in person at, or by ballot (as may be prescribed by the Board of Directors from time to time or as provided for in these By-Laws) cast at or in advance of, any General, Annual or Special Meeting of the Association where applicable quorum requirements are satisfied;
- (k) “Industry Company” means a corporation, firm or partnership that is directly involved in the oil and gas industry in Canada other than an Oil and Gas Company or a Land Service Company;
- (l) "Land Service Company" means a corporation, firm, partnership, or individual, other than an Industry Company or an Oil and Gas Company, the primary business purpose of which is to act on behalf of an Oil and Gas Company with respect to:
  - (i) the acquisition or disposition of oil, natural gas or surface interests;
  - (ii) negotiations and/or regulatory approvals pertaining to such interests; or

- (iii) the administration of leases, other title documents and contracts pertaining thereto;
  
- (m) "Membership Admissions Committee" means the committee established by the Board of Directors for the purpose of admitting new members as described in Article 4 of these By-Laws;
  
- (n) "Nomination Committee" is that committee described in Section 10.6;
  
- (o) "Officers" means those members of the Board of Directors elected to or serving in the roles of President, Vice-President, Director of Finance and Secretary of the Association;
  
- (p) "Oil and Gas Company" means a corporation, firm, partnership or individual, other than a Land Service Company or an Industry Company, the primary business purpose of which is the exploration for and/or production of oil and/or natural gas in Canada and/or the transportation of such oil and/or natural gas;
  
- (q) "Petroleum Landman" means an individual having at least one (1) of the following requirements:
  - (i) a degree from an accredited university or college and a minimum of one (1) year's full-time employment in petroleum land negotiations;
  
  - (ii) a certificate or diploma from an accredited college and a minimum of two (2) year's full-time employment in petroleum land negotiations; or
  
  - (iii) a minimum of one (1) year's full-time employment in petroleum land negotiations and a minimum of five (5) year's related experience in the oil and gas industry;

with employment in petroleum land negotiations meaning that the individual has had the responsibility and accountability for the negotiation of business transactions and/or the drafting of material, non-standardized agreements, all as relate to the acquisition, disposition, management or operation of mineral or surface rights in a Land Service Company or an Oil and Gas Company;

- (r) "Proxy" means a proxy in the form adopted by the Board of Directors from time to time (including, but not limited to, an internet online based proxy submission) to permit eligible members of the Association to vote by proxy in circumstances where permitted by these By-Laws and the Societies Act, as applicable at the relevant time;
- (s) "Secretary" means the Director designated to be primarily responsible for the care, custody and control of the minute book, corporate records, and all other books and records of a non-financial nature of the Association pursuant to Section 9.3;
- (t) "Special Meeting" means a meeting as defined in Section 7.4;
- (u) "Special Resolution" means:
  - (i) a resolution proposed and passed as a special resolution:
    - (A) at a General Meeting of the Association of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given; and
    - (B) by the vote of not less than 75% of those eligible members who vote in person or by Proxy at such General Meeting; or
  - (ii) a resolution proposed and passed as a Special Resolution;

- (A) at a General Meeting of the Association of which less than twenty one (21) days' notice has been given, if all the members in attendance, satisfying applicable quorum requirements and entitled to attend and vote at such General Meeting, so agree; and
- (B) by the vote of not less than 75% of those eligible members who vote in person or by Proxy at such General Meeting; or
- (iii) such other resolutions as may be prescribed by the Societies Act from time to time and meet the notice provisions and 75% approval thresholds described above; and
- (v) "Societies Act" means the Societies Act, RSA 1980 c.S-18 as amended from time to time, and any other enactments made in substitution therefore in whole or in part.

#### **ARTICLE 4 – MEMBERSHIP**

4.1 There shall be seven (7) types of memberships in the Association, described as follows:

- (a) Active Membership: 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, at any time before the date of application in the immediately preceding five (5) year period; which course will be either as offered by the Association or an equivalent course as approved by the Certification Committee; and
  - (ii) at the time of initial application or annual renewal for membership, except as otherwise provided for in Section 4.7, is employed by, or is performing consulting land services for, a Land Service Company or an Oil and Gas

Company with respect to at least one (1) of the following general job classifications:

- (A) Mineral Landman - is a Petroleum Landman having the responsibility and accountability for the negotiation of business and agreement terms related to the acquisition, disposition, management or operation of mineral rights;
- (B) Surface Landman – is a Petroleum Landman having the responsibility and accountability for the negotiation of business and agreement terms related to the acquisition, disposition, management or operation of surface rights;
- (C) Contracts Landman – is a Petroleum Landman 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;

provided that, if a Land Service Company or an Oil and Gas Company is an individual, such individual shall be deemed to be employed by a Land Service Company or an Oil and Gas Company for the purposes of this Subsection 4.1(a).

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;

- (b) Senior Membership: A Petroleum Landman who is at least sixty (60) years of age, is currently and has been an Active member for a minimum of ten (10) years may apply to become a Senior member of the Association. An Active member who wishes to become a Senior member of the Association shall notify the Membership Admissions Committee at the office of the Association, and a majority vote of the Board of Directors shall be required to confer a Senior membership. A Senior member shall pay the membership dues as prescribed by the Board of Directors and shall have the same rights, privileges and obligations with respect to the Association as those held by an Active member;
- (c) Life Membership: 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 the oil and gas industry. Without limiting the generality of the foregoing, any former President of the Association who has been an Active member for 25 years and is at such time a member in good standing of the Association, and any Herb Hughes award recipients, shall be entitled to have a life membership conferred upon them. A Life member shall not be required to pay annual membership dues to maintain a Life membership in good standing, but shall otherwise have the same rights, privileges and obligations with respect to the Association as those held by an Active member;
- (d) Honorary Membership: An Honorary membership may be granted by the Board of Directors to individuals who, in the opinion of the Board of Directors, are deserving of such status, subject to the consent of such individuals. The term of such membership shall be for one (1) year, and may be renewed for successive one (1) year terms at the discretion of succeeding Boards of Directors. An Honorary member shall not be entitled to:
- (i) sponsor applicants for membership or election in the Association, unless that individual is the designated program director or equivalent at an educational



institution and allowed to approve the application for a Student membership only as provided for in Subsection 4.1(f);

- (ii) vote in elections or on any General Resolution or Special Resolution of the Association;
- (iii) seek election for or hold office in the Association;
- (iv) obtain Certification or continue to hold Certification;
- (v) sponsor applicants for Certification; or
- (vi) apply for Senior membership.

An Honorary member shall not be required to pay annual membership dues to maintain an Honorary membership in good standing. Except as specifically enumerated above, an Honorary member shall have the same rights, privileges and obligations with respect to the Association as those held by an Active member;

- (e) Associate Membership: 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 Petroleum Landmen other than the Association; or
  - (ii) any individual who is an employee of, or provides consulting services to, an Oil and Gas Company, a Land Service Company or an Industry Company and whose role therein substantially involves the provision of services or products utilized by Active members of the Association related to the acquisition, disposition, management or operation of mineral or surface rights; or

- (iii) any individual who a) is not a Petroleum Landman or does not meet the exceptions in Section 4.7 for a Petroleum Landman to continue holding an Active membership and b) is a supervisor or manager of personnel performing petroleum mineral, surface or contract negotiation or administration duties for an Oil and Gas Company or a Land Service Company.

All applicants for Associate membership, other than an individual applying pursuant to Subsection 4.1(e)(iii), must provide evidence of attendance at a course on ethics, at any time before the date of application in the immediately preceding five (5) year period. The course will be either offered by the Association or an equivalent course, as approved by the Certification Committee.

An Associate member shall not be entitled to:

- (i) sponsor applicants for membership or election in the Association;
- (ii) vote in elections and/or on any General Resolution or Special Resolution of the Association;
- (iii) seek election for or hold office in the Association;
- (iv) obtain Certification or continue to hold Certification;
- (v) sponsor applicants for Certification; or
- (vi) apply for Senior Membership.

Except as specifically enumerated above, an Associate member shall have the same rights, privileges and obligations with respect to the Association as those held by an Active member; and

- (f) Student Membership: A Student membership may be obtained by an individual who is currently enrolled in one of the following programs:
- (i) Petroleum Land Management Program at the University of Calgary (3<sup>rd</sup> or 4<sup>th</sup> year students);
  - (ii) Land Agent Program at Olds College (2<sup>nd</sup> year students);
  - (iii) Petroleum Land Business Extension Certificate at Mount Royal University after completion of at least fifty percent (50%) of the courses required to complete the Certificate; or
  - (iv) any other program at an educational institution that, at the discretion of the Board of Directors, qualifies for acceptance into this category.

Initially, a Student member will have a limited one (1) year membership commencing on the date of acceptance and must apply each year while attending their learning institution for continued membership. If the student has maintained the membership and upon receipt of evidence of the successful completion of their program, the student may apply for Student membership for one (1) additional one (1) year term. In order to qualify for the one (1) year of Student membership available after graduation, the student must ensure that there is no gap in the Student membership from when they first apply to the time they apply for their year of membership after graduation.

A Student member will be entitled to receive:

- (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 membership rates; and
- (v) membership rates for all Association educational seminars.

Student members shall not be entitled to:

- (i) sponsor applicants for membership or election in the Association;
- (ii) vote in elections or on any General Resolution or Special Resolution of the Association;
- (iii) seek election for or hold office in the Association;
- (iv) obtain Certification or continue to hold Certification;
- (v) sponsor applicants for Certification; or
- (vi) apply for Senior Membership.

Except as specifically enumerated above, a Student member shall have the same rights, privileges and obligations with respect to the Association as those held by an Active member.

A student who qualifies and wishes to apply for a Student membership in the Association shall:

- (i) complete the application for Student membership form prescribed by the Board of Directors, which may be amended from time to time;
  - (ii) have the designated program director or equivalent at their educational institution approve the application; and
  - (iii) return the completed application form to the office of the Association for review by the Membership Admissions Committee. Provided that an applicant complies with the aforesaid provisions of this Subsection 4.1(f) and is approved by the Membership Admissions Committee, such application shall be considered by the Board of Directors at which a majority vote shall be required to confer Student membership. Upon Board of Director approval, the Member Services Director and the Secretary of the Association shall accept the application.
- (g) **Interim Membership:** An Interim membership may be obtained by a Student member if at the time of application or annual renewal for membership they are in the employ of, or are performing consulting land services for, a Land Service Company or an Oil and Gas Company for purposes of training and development into the role of a Petroleum Landman.

An Interim member will be entitled to receive:

- (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 Active membership rates;
- (v) Active membership rates for all Association educational seminars;
- (vi) obtain Certification or continue to hold Certification; and
- (vii) vote in elections or on any General Resolution or Special Resolution of the Association.

Interim members shall not be entitled to:

- (i) sponsor applicants for membership or election in the Association;
- (ii) seek election for or hold office in the Association;
- (iii) sponsor applicants for Certification; or
- (iv) apply for Senior Membership.

Except as specifically enumerated above, an Interim member shall have the same rights, privileges and obligations with respect to the Association as those held by an Active member.

A Student member who qualifies and wishes to apply for an Interim membership in the Association shall:

- (i) complete the application for Interim membership form prescribed by the Board of Directors, which may be amended from time to time;
- (ii) have its supervisor provide a letter stating that the applicant is employed and being trained for development into the role of a Petroleum Landman; and

- (iii) return the completed application form to the office of the Association for review by the Membership Admissions Committee. Provided that an applicant complies with the aforesaid provisions of this Subsection 4.1(g) and is approved by the Membership Admissions Committee, such application shall be considered by the Board of Directors at which a majority vote shall be required to confer Interim membership. Upon Board of Director approval, the Member Services Director and the Secretary of the Association shall accept the application.

An Interim membership may be held for a maximum consecutive period of three (3) years subject to the provisions of Section 4.5 and 4.7, at the end of which time the individual's membership in the Association shall expire unless they then qualify and apply for an Active membership. However, the Board of Directors may revoke an Interim membership at any earlier time for which it feels the individual qualifies for, and the individual will then be required to apply for, an Active membership.

4.2 Any individual who wishes to apply for Active or Associate membership in the Association shall:

- (a) complete the application for membership form prescribed by the Board of Directors, which may be amended from time to time, and return the completed form to the attention of the Membership Admissions Committee at the office of the Association; and
- (b) obtain the sponsorship of three (3) Active, Senior, or Life members of the Association, each of whom shall be required to complete the sponsorship form prescribed by the Board of Directors, which may be amended from time to time, and return such completed form to the Membership Admissions Committee at the office of the Association, provided however, one such sponsor shall be the applicant's direct supervisor or, if the applicant's direct supervisor is not an Active, Senior or Life

member, the applicant must have a letter of reference from their direct supervisor in addition to the three (3) sponsors. Not more than one (1) of such sponsors shall be employed by, or consult for, the same Land Service Company, Industry Company, or Oil and Gas Company; A sponsor may not be any members of the Board of Directors who sign the application for membership form, as prescribed in the preceding paragraph.

Provided that an applicant complies with the aforesaid provisions of this Section 4.2 and satisfies the applicable conditions set forth in either Subsection 4.1(a) or 4.1(e), their application shall be considered by the Board of Directors at which a majority vote shall be required to confer an Active or Associate membership. Upon Board of Director approval, the Member Services Director and the Secretary of the Association shall accept the application.

- 4.3 Any member may resign from the Association at any time by written notice addressed to the attention of the Member Services Director at the office of the Association, and such resignation shall be effective upon its receipt by said Director. The resignation of a member shall not relieve such member of the obligation to pay any amounts owing to the Association by such member at the effective date of such resignation, nor will there be any reimbursement of any portion of annual dues already paid.
- 4.4 Any Active or Associate member whose membership has either lapsed or been terminated, or any Life member whose membership has been terminated, may only acquire an Active or Associate membership in the Association by applying for such membership pursuant to Section 4.2. However, the acquisition of either an Active membership or an Associate membership by such member pursuant to this Section 4.4 shall be subject to:
- (a) the recommendation of the Membership Admissions Committee and the majority vote of the Board of Directors in the event such membership had been terminated pursuant to the provisions of Article 5; or



- (b) the majority vote of the Board of Directors in the event such membership had not been terminated pursuant to Article 5,

provided, however, that in either event such individual shall have promptly paid to the Association any amounts owing by such individual to the Association at the time such membership lapsed or was terminated.

4.5 Unless the provisions of Section 4.7 otherwise apply, if an Active or Interim member's employment status, job description or responsibilities within the oil and gas industry changes to the degree that such member no longer qualifies for Active or Interim membership or if an Associate member's job description or responsibilities within the oil and gas industry changes to the degree that such member no longer qualifies for an Associate membership, such Active, Interim or Associate member shall promptly notify the office of the Association of such change. The office shall notify the Membership Admissions Committee of this change and their recommendation shall be brought to the Board of Directors by the Member Services Director. Notwithstanding the foregoing, the Membership Admissions Committee, or 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 defined in this Article 4. Upon the direction of the Board of Directors, such Membership Admissions Committee shall advise the member that:

- (a) such change shall not affect the member's status; or
- (b) such change would require the member to resign pursuant to Section 4.3 and apply for membership of a different type as described in Section 4.1; or
- (c) such change would not allow the member to continue as a member of the Association under any of the categories described in Section 4.1.

If such member fails to advise the office of the Association of such change, the office of the Association can advise the Membership Admissions Committee of the change and the provisions of this Section 4.5 shall nevertheless apply.

4.6 Neither a membership in the Association nor the rights and privileges associated therewith shall be transferable from a member to another individual.

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

- (a) any Active, Interim or Associate member in good standing is actively seeking land related employment in the oil and gas industry; or
- (b) any Active, Interim 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; or
- (c) any individual who has been an Active member of the Association in the role of a Petroleum Landman for at least five (5) years and is currently in a supervisory or management position within an Oil and Gas Company, Land Service Company or 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; or
- (d) any individual who has been an Active member for at least ten (10) consecutive years prior to reaching the age of fifty (50) and is currently retired or partially retired from the oil and gas industry; or
- (e) any individual is approved by the Board of Directors, at their 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, employment or consulting capacity, is 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.

4.8 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.

4.9 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 monthly magazine 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 Subsection 5.1(i) of these By-Laws. Unless the 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, 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.

## **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 Petroleum Landman by maintaining good will and trust in business dealings between the Petroleum Landman and others;

- (c) serve in public affairs related to the oil and gas industry when that member's knowledge may be of benefit to the public and / or the 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 in 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, 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 industry or the Association, harms the integrity of the industry or the Association, or brings the 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 prescribed by Section 5.1. Without restricting the generality of the foregoing, such ethics procedure shall:

- (a) create an Ethics Committee and prescribe the number of members of the Association who shall serve on the Ethics Committee, the manner in which the members of the Ethics Committee shall be appointed, any restrictions on the appointment of members of the Association to the Ethics Committee, the duration of the term of membership on the Ethics Committee and, 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 chairman and vice-chairman 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 prescribed by Section 5.1 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 such 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 such code of ethics;
- (d) specify an appeal procedure whereby a member of the Association who is determined by the Ethics Committee to have violated such 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 such 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. The professional certifications associated therewith shall be that of Professional Landman, to be known as “P. Land”, Professional Surface Landman, to be known as “PSL”, Certified Mineral Landman, to be known as “CML”, and Certified Surface Landman, to be known as “CSL”. 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 such professional certifications;
  - (c) specify the testing procedure to be utilized by the Certification Committee with respect to the professional certifications;
  - (d) specify the requirements for recertification which must be satisfied for a member to retain 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 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 once each calendar month, except during July and August (“General Meetings”), one of which shall be the Annual Meeting. General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President and no less than the affirmative vote of two thirds of the Board of Directors by notice served in accordance with Article 18 of these By-Laws not later than eight (8) days prior to the date of such meeting.
- 7.2 The Board of Directors may, from time to time at their discretion, prescribe admission fees for any one or more of the membership categories to attend a General Meeting.
- 7.3 The Association shall hold an annual meeting in April of each year, such meeting to be called by the Secretary upon the instructions of the President or no less than the affirmative vote of two thirds of the Board of Directors (“Annual Meeting”). At this meeting there shall be elected a President, Vice-President, and the Directors required to be elected to satisfy the requirements of Article 10 hereof for such year. The Officers and Directors shall form the



Board of Directors, and 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 Board; or
- (b) by the Board of Directors following receipt by it or any member thereof of a petition signed by one-third of the members in good standing entitled to vote at meetings of the Association, specifying the reasons for calling such a meeting. A Special Meeting shall be held not later than 21 days following such receipt of a petition.

7.5 A quorum with respect to any meeting of the Association shall be the lesser of ten percent (10%) of the aggregate of Active, Interim, Senior, and Life members of the Association or a total of seventy-five (75) Active, Interim, Senior and Life members of the Association. No business of the Association shall be conducted at any meeting of the Association unless a quorum is present in person or where permitted by these By-Laws, present by Proxy at such meeting.

7.6 Subject to Section 7.7, all business transacted at meetings of the Association shall be transacted by General Resolution of the members of the Association entitled to vote on the matter in question.

7.7 Notwithstanding anything in these By-Laws to the contrary, a Special Resolution of the members of the Association shall be required for all business transacted at meetings of the Association when so required by the Societies Act or these By-Laws, which shall include but not be limited to the following matters:

- (a) rescission or alteration of, or additions to, these By-Laws;

- (b) alteration of the objectives of the Association;
  - (c) the issuance by the Association of debentures to secure the payment of money; or
  - (d) surrender by the Association of its Certificate of Incorporation under the Societies Act.
- 7.8 Notwithstanding anything in these By-Laws to the contrary, if a Special Resolution is to be proposed at any meeting of the Association, applicable notice requirements of these By-Laws shall be complied with and such notice shall specify that it is intended that the Special Resolution will be proposed at such meeting.
- 7.8 Eligible members may assign their vote at meetings of the Association at which Special Resolutions are to be considered by Proxy given to another member of the Association.

## **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 plan the programs of meetings of the Association and to convene such meetings;
  - (c) to review and approve or reject the recommendations of the Membership Admissions Committee with respect to applications for membership to the Association;
  - (d) 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;

- (e) 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;
- (f) to approve the selection of the Conference Chairman as recommended by the Conference Selection Committee;
- (g) 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;
- (h) 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;
- (i) to acquire and maintain office space, subject to Section 12.2, 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; and
- (j) 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 members 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 where 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 remuneration of all such persons be in accordance with approvals given by the Board of Directors from time to time.

- 8.3 Each Executive and Director of the Association, when elected to the Board of Directors, and any Committee Chairman 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, which 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 may elect to resign from the Board of Directors at any time or 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, in which event Section 10.9 shall apply for appointment of a replacement, or may be removed by Special Resolution of the members of the Association, in which case the members of the Association shall elect by General Resolution any Active, Senior, or Life member of the Association to serve in the place and stead of any such Director removed from office by Special Resolution.
- 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 fifty percent (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 which 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.
- 8.8 Any member of the Board of Directors can hold more than one (1) 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 he/she is capable of and has resumed their responsibilities.

#### **ARTICLE 9 – DUTIES OF EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS**

- 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 the chairman 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;
  - (c) to oversee the Conference Committee for the current year;
  - (d) to designate the responsibilities of the Board of Directors which are to be fulfilled by each Director of the Association; and

- (e) to execute any documents binding the Association along with one of the Vice-President, Director of Finance or Secretary.

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;
- (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; and
- (f) to oversee the Conference Committee for the conference to be held the following year.

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 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;
- (g) to be a member of the Board of Directors; and
- (h) to execute any documents binding the Association along with one of the President, Vice-President or Director of Finance.

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 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; and

- (f) to execute any documents binding the Association along with one of the President, Vice-President or Secretary.

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; and
- (c) to serve as chairman and select the members of the Nomination Committee described in Section 10.6.

Notwithstanding the foregoing, if the individual 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 for such term, there shall be no Past President during such period for the purposes of this Article and the President shall assume the duties of the Past President under Subsection 9.5(c).

## **ARTICLE 10 – ELECTIONS**

10.1 The Board of Directors shall consist of the Past President, President, Vice-President, and a minimum of ten (10) additional elected members of the Association.

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 the year of election,



or designation in the case of the Past President, of that member to the Board of Directors and shall be for a term of:

- (a) one (1) year for the Past President, President, and Vice-President; and
- (b) two (2) years for the other Directors.

Notwithstanding 10.2(a) above the President and Vice-President shall have the option to run for a second one (1) year term pursuant to this Article 10, to a maximum of two consecutive years by advising the Nomination Committee. If the President who would otherwise serve as the Past President is re-elected to the position of President for another one (1) year term, there shall be no Past President during such period for the purposes of this Article and the President shall assume the duties of the Past President under Subsection 9.5(c).

- 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, with the eligible members electing the President and the Vice-President for one (1) year terms, and not less than five (5) additional members to the Board of Directors for two (2) year terms.
- 10.4 Except as otherwise provided in these By-Laws, no member of the Board of Directors shall hold a term of office exceeding two (2) consecutive two (2) year terms, 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 (1) year term or optional two (2) year term 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 exceeding two (2) consecutive one (1) year terms.
- 10.6 The Past President shall be a member and chairman of the committee formed for the purpose of nominating and electing candidates for the Board of Directors ("Nomination Committee") and shall appoint three (3) additional Active, Senior or Life members of the Association

(which 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) in accordance with an election procedure as approved by the Board of Directors, to organize and supervise the election of 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 thirty (30) days prior to the date of the election, five (5) or more Active, Senior or Life members of the Association to stand for election with respect to all of the elected positions on the Board of Directors to be elected for that year .

Notwithstanding the provisions of Section 10.5 but subject to Section 10.4, any Active, Senior 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, provided that a current Director must resign his or her position as Director if putting their name forward to run for Vice-President or President, by delivering written notice of such member's candidacy for such position to the attention of the chairman of the Nomination Committee at the office of the Association, provided such notice is:

- (a) accompanied by the endorsement of such candidacy by five (5) Active, Senior or Life members of the Association; and
- (b) is received at the office of the Association not later than thirty (30) days prior to the date of such election.

10.7 The Nomination Committee shall prepare a ballot listing all of the candidates seeking election to a position on the Board of Directors. Not later than eight (8) days prior to the date of the

election of the Board of Directors, the Nomination Committee shall, in accordance with the provisions of Article 18 hereof, provide one (1) copy of such ballot to each Active, Interim, Senior and Life member of the Association, including with such ballot instructions as to the manner in which such ballot may be cast at or in advance of the Annual Meeting.

- 10.8 The members of the Board of Directors, other than the Past President, shall be elected by a plurality of the votes cast by the Active, Interim, Senior and Life members of the Association on the ballots cast at or in advance of the Annual Meeting of the Association at which such Directors are to be elected.
- 10.9 Vacancies on the Board of Directors created by the interim appointment of a member as the President or the Vice-President, or by the death, resignation or other termination of a member, may be filled by majority vote of the Board of Directors from the membership of the Association for the balance of the term then remaining for the vacating member, provided however, that any member so appointed shall not be prohibited from subsequently being elected to serve on the Board of Directors for two (2) consecutive two (2) year terms after expiry of the interim appointment.

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

- 11.1 The annual dues assessed to each member of the Association other than Life members and Honorary members shall be as prescribed from time to time by the Board of Directors. Dues for Active, Interim, Associate, and Senior members shall be applicable to the one (1) year period from January 1st to December 31st, and shall be paid by the member on or before January 31 of the applicable year. Dues for Student members shall be applicable to the one (1) year period set forth in Subsection 4.1(f) and shall be submitted by the member with the completed application form.
- 11.2 Special assessments in addition to the amounts prescribed by Section 11.1 may be made if approved by a two-thirds majority of the total Active, Interim, Senior, and Life members present in person or by proxy at a meeting of the Association, provided that a quorum is

present at such meeting and that the motion to make such assessment had been included on an agenda of which notice in accordance with Article 18 has been given to each member not later than eight (8) days prior to the meeting. Such approved assessment shall be paid by each member within thirty (30) days of being invoiced therefor by the Association.

11.3 All Active and Associate members shall be required to submit an annual declaration with their dues confirming that the member's job description or responsibilities have not changed to the extent that they are required to report such change pursuant to Section 4.5 or, if so, that they otherwise qualify for the exceptions under 4.7 and 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 otherwise 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 fifteen percent (15%) of such outstanding amount. If a member fails to pay the outstanding amount plus the collection fee within thirty (30) days of receipt of the 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

Section 2.1. However, if the Board of Directors proposes to make an expenditure or binding commitment on behalf of the Association with respect either to:

- (a) the acquisition or disposition of real estate (but excluding the leasing of office, annual conference or training space for a period of five (5) years or less); or
- (b) an expenditure or commitment for a future expenditure of greater than \$50,000.00 with respect to the objectives described in Subsections 2.1(h) and (i) hereof,

then the Board of Directors shall prepare a ballot respecting such proposed expenditure and, in accordance with Article 18 hereof, provide one (1) copy of such ballot to each Active, Interim, Senior, and Life member of the Association not later than eight (8) days in advance of the meeting of the Association at which such proposed expenditure is to be voted upon, including with such ballot instructions as to the manner in which such ballot may be cast at or in advance of such meeting. The Board of Directors may not make such proposed expenditure or binding commitment unless it is approved as a General Resolution by the Active, Interim, Senior, and Life members of the Association.

12.3 All monies belonging to the Association shall be:

- (a) deposited by the Director of Finance in the name of the Association in one (1) 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, and / or
- (b) invested by the Director of Finance in the name of the Association 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; and / or
- (c) invested by the Director of Finance in the name of the Association in treasury bills issued by the Government of Canada or bonds issued by the Government of Canada or a Province of Canada; and / or

- (d) invested by the Director of Finance in the name of the Association in banker's acceptance notes issued by a chartered bank,

provided however, that:

- (a) all such accounts and term deposits shall be maintained at a branch of a financial institution located in Calgary, Alberta;
- (b) each applicable financial institution shall have a high credit rating from a recognized rating firm or institution;
- (c) 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
- (d) 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 or other order for the payment of monies out of any account maintained pursuant to Section 12.3 shall be valid unless signed by any two (2) of: the Director of Finance, the President, the Vice-President, the Secretary or one (1) other Director designated by the Board of Directors, provided that either the Director of Finance or the President shall always be one (1) such signatory.

12.5 No money may be borrowed on behalf of the Association unless:

- (a) such loan is first approved by three-fourths of the total number of voting members of the Board of Directors; and

- (b) such loan is then approved by Special Resolution, provided that the Board of Directors shall prepare a ballot respecting such Special Resolution and provide one (1) copy of such ballot by notice served in accordance with Article 18 hereof and given to each Active, Interim, Senior and Life member of the Association not later than twenty-one (21) days in advance of the meeting of the Association at which such Special Resolution is to be voted upon, including with such ballot adequate information respecting the proposed terms of the proposed loan and instructions as to the manner in which such ballot may be cast at or in advance of such meeting.

If the Special Resolution is approved, such loan shall be obtained by the Director of Finance in such manner as the Board of Directors directs, provided that the material conditions applicable to such loan shall be 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 such debenture be approved prior to the Association obtaining the loan.

- 12.6 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.
- 12.7 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 (2) 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 the 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 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.

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

- 15.1 Insofar as they are not inconsistent with the By-Laws of the Association or the special rules of order of the Association, the rules contained in "Roberts' Rules of Order 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-LAW AMENDMENT**

- 17.1 The By-Laws may be rescinded, altered or added to by a Special Resolution of the Active, Interim, Senior, and Life members of the Association.

## **ARTICLE 18 – NOTICES**

- 18.1 (a) 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:
- (i) delivered personally or by courier;
  - (ii) sent by facsimile or other electronic communication device, including electronic mail (“email”) where members have provided an email address to the Association office; or
  - (iii) 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 person for receipt of notices. Members 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.
- (b) Notices given under paragraph 18.1(a)(i) shall be deemed to have been received on the actual date of delivery provided 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 paragraph 18.1(a)(ii) shall be deemed to have been received on the first business day of the Association following the date of transmission thereof. Notices given under paragraph 18.1(a)(iii) 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, for the benefit of the members of the Association. Without restricting the generality of the foregoing, such conference procedure shall:
- (a) create an annual Conference Selection Committee, the chairman to be the longest standing member of said committee and with the sole mandate to make the selection and recommendation to the Board of Directors of a Conference Chairman, who must be an Active, Life or Senior Association member;
  - (b) specify the conference actions and items that require approval by the Board of Directors; and
  - (c) 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.