

Articles

1.

In these regulations, unless the context otherwise requires, expressions defined in the *Companies Act*, or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.

2.

In these regulations, unless the context otherwise requires words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females and words importing persons shall include corporations.

3.

The number of members of the company are limited to 50 or less, exclusive of persons who are in the employment of the company, and of persons who, having been formerly in the employment of the company, were while in that employment and have continued after the determination of that employment to be members of the company.

4.

Any invitations to the public to become members of the company or to subscribe for debentures of the company are prohibited.

5.

The transfer of the interest of a member in the company is restricted or prohibited.

General Meetings

6.

The first annual general meeting shall be held within 16 months from the date on which the Company is entitled to commence business, and thereafter an annual general meeting shall be held once in every calendar year at such time, not being more than 16 months after the holding of the last preceding annual general meeting, and place as may be prescribed by the Company in general meeting, or, in default, at such time in the month following that in which the anniversary of the Company's last annual general meeting occurs, and at such place as the directors shall appoint.

In default of the meeting being so held, the meeting shall be held in the month next following, and may be convened by any 2 members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

7.

The annual general meetings shall be called ordinary meetings; all other general meetings shall be called extra-ordinary.

8.

The directors may, whenever they think fit, convene an extra-ordinary general meeting, and extra-ordinary general meetings shall also be convened on such requisition, or, in default,

may be convened by such requisitionists, as provided by the *Companies Act*. If at any time there are not within Alberta sufficient directors capable of acting to form a quorum, any director or any 2 members of the Company may convene an extra-ordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Proceedings at General Meetings

9.

Seven days' notice at the least, exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given, specifying the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business, shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by ordinary resolution, whether previous notice thereof has been given or not, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company; but the non-receipt of the notice by any member shall not invalidate the proceedings of any general meeting.

10.

All business shall be deemed special that is transacted at an extra-ordinary meeting and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the directors and auditors, the election of directors and other officers, and the fixing of the remuneration of the auditors.

11.

If there is no president or vice-president, or if at any meeting the president or vice-president is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chair.

12.

The chair may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by at least one member entitled to vote, and, unless a poll is so demanded, a declaration by the chair that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive proof of the fact, without

proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

14.

If a poll is duly demanded it shall be taken within 24 hours and in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15.

In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

16.

A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs.

Votes of Members

17.

On a show of hands every member present in person shall have one vote.

18.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

19.

A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by the member's committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that Court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

20.

On a poll votes may be given either personally or by proxy.

21.

The proxy appointing a nominee shall be in writing under the hand of the appointer or of the appointer's attorney duly authorized in writing, or, if the appointer is a corporation, either under the common seal or under the hand of an officer or attorney so authorized.

22.

The proxy appointing a nominee and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited with the company, or an agent thereof, within the period of time preceding any meeting or adjourned meeting fixed by the directors and not exceeding 48 hours, excluding Saturdays

and holidays, and which is specified in the notice calling the meeting or in the information circular relating thereto.

Directors

23.

Until otherwise determined by a general meeting, the number of the directors shall not be less than two nor more than seven.

24.

The number and names of the first directors may be determined in writing by a majority of the subscribers of the memorandum of association, and until so determined the subscribers of the memorandum shall for all purposes be deemed to be the directors of the Company.

25.

The remuneration of the directors shall from time to time be determined by ordinary resolution, whether previous notice thereof has been given or not.

Powers and Duties of Directors

26.

The business of the Company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not, by the *Companies Act*, or any statutory modification thereof for the time being in force, or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these articles, to the provisions of the said Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by ordinary resolution, whether previous notice thereof has been given or not; but no regulations made by ordinary resolution shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

27.

The directors may from time to time appoint one or more of their body to the office of managing director or manager or any other office for such term and at such remuneration, whether by way of salary, fee, commission, participation in profits, or otherwise, as they may think fit; but the director's appointment shall be subject to determination at the pleasure of the directors.

28.

The amount for the time being remaining undischarged of money borrowed or raised by the directors for the purposes of the Company, otherwise than by the issue of capital, shall not at any time exceed the paid-up capital of the Company without the sanction of an ordinary resolution.

29.

The management and directors shall duly comply with the provision of the *Companies Act*, or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of mortgages and to keeping registers of directors and members and to mailing of forms of proxy and information circulars, and to filing with the Registrar an annual report, and copies of special and other resolutions, and of any change in the registered office or of directors.

30.

The directors shall cause minutes to be made in books provided for the purpose

a.

of all appointments of officers made by the directors,

b.

of the names of the directors present at each meeting of the directors and of any committee of the directors,

c.

of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors.

The Seal

31.

The seal of the Company shall not be affixed to any instrument, except by authority of a resolution of the board of directors or of an ordinary resolution, whether previous notice thereof has been given or not, and in the presence of such officers of the Company as may be prescribed in and by any such resolution, or, if no officers are prescribed by the resolution, in the presence of

a.

2 directors of the Company and the secretary,

b.

the chair of the directors or the president, if any, of the Company and the secretary, or

c.

the chair of the directors or the president, if any, of the Company and the treasurer;

and such officers shall sign every instrument to which the seal of the Company is so affixed in their presence.

Disqualification of Directors

32.

The office of director shall be vacated if the director

a.

by notice in writing to the Company resigns his or her office;

b.

ceases to be a director by virtue of section 89 of the *Companies Act*;

- c.
becomes bankrupt;
 - d.
is found lunatic or becomes of unsound mind; or
 - e.
is concerned or participates in the profits of any contract with the Company;
- Provided, however, that where a director has made a full disclosure of the director's interest in any contract at a meeting of the directors, the director shall not be required to vacate office by reason of being a member of a company that has entered into contracts with or done any work for the company of which he or she is a director; but a director shall not vote in respect of any such contract or work and if the director does so vote the director's vote shall not be counted.

Election, etc., of Directors

33.
At each annual general meeting of the Company the whole of the directors shall retire from office, and the Company shall elect directors to fill the offices vacated.

34.
A retiring director shall be eligible for re-election.

35.
If at any meeting at which an election of directors ought to take place the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place, and if at the adjourned meeting the places of the vacating directors are not filled up, the vacating directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected at the adjourned meeting.

36.
The Company may from time to time increase or reduce the number of directors by ordinary resolution, whether previous notice thereof has been given or not.

37.
Any casual vacancy occurring in the board of directors may be filled up by the directors.

38.
The directors shall have power at any time, and from time to time, to appoint a person as an additional director.

39.
The Company may by special resolution remove any director before the expiration of the director's period of office, and may by an ordinary resolution appoint another person in the director's stead.

Proceedings of Directors

40.

The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair shall have a 2nd or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

41.

The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be a majority of the board.

42.

The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

43.

The president of the Company shall be chair of the board of directors, and in the president's absence the vice-president, if any, of the Company, and if there is no president or vice-president, or if at any meeting the president or vice-president is absent, the directors may elect a chair of their meetings and determine the period for which the chair is to hold office; but, if no such chair is elected, or if at any meeting the chair is not present within 5 minutes after the time appointed for holding it, the directors present may choose one of their number to be chair of the meeting.

44.

The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors.

45.

A committee may elect a chair of their meetings; if no such chair is elected, or if at any meeting the chair is not present within 5 minutes after the time appointed for holding it, the members present may choose one of their number to be chair of the meeting.

46.

A committee may meet and adjourn as the members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chair shall have a 2nd or casting vote.

47.

All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Accounts

48.

The directors shall cause true accounts to be kept

a.

of all sums of money received and disbursed by the Company and the matters in respect of which such receipt and expenditure took place,

b.

of all sales and purchases of goods by the Company,

c.

of the assets and liabilities of the Company, and

d.

all other transactions affecting the financial position of the company.

49.

The books of account shall be kept at the registered office of the Company, or at such other place as the directors determine by resolution, and shall always be open to inspection by the directors.

50.

The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member, not being a director, shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the directors or by ordinary resolution, whether previous notice thereof has been given or not.

51.

Once at least in every year the directors shall lay before the company at its annual general meeting a financial statement for the period since the preceding statement, or, in the case of the first financial statement, since the incorporation of the company, made up to a date not more than 6 months before the meeting.

52.

The financial statement shall be accompanied by the report of the auditors and by a report of the directors as to the state of the company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount, if any, which they propose to carry to a reserve fund.

53.

A copy of the financial statement and report shall, not less than 10 days before the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder.

Audit

54.

Auditors shall be appointed and their duties regulated in accordance with the *Companies Act*, or any statutory modification thereof for the time being in force.

Notices

55.

A notice may be given by the Company to any member either personally or by sending it by mail to the member's registered address, or, if the member has no registered address in Alberta, to the address, if any, within Alberta supplied by the member to the Company for the giving of notices.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the day following the date of posting.

56.

A notice may be given by the Company to the joint holders of a membership by giving the notice to the joint holder named first in the register in respect of the share.

57.

A notice may be given by the Company to the persons entitled to a membership in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, in Alberta supplied for the purpose by the persons claiming to be so entitled.

58.

Notice of every general meeting shall be given in some manner hereinbefore authorized to

a.

every member of the Company except those members who, having no registered address within Alberta, have not supplied to the Company an address within Alberta for the giving of notices to them, and also to

b.

every person entitled to a membership in consequence of the death or bankruptcy of a member, who, but for the member's death or bankruptcy, would be entitled to receive notice of the meeting.

No other person shall be entitled to receive notices of general meetings.