



BY-LAWS

CHINOOK TEAM PENNING ASSOCIATION

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of this Association.

CONDITIONS OF MEMBERSHIP

2. Membership in the Association shall be limited to persons interested in furthering the objects of the Association and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Association.
3. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.
4. Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the secretary of the Association.
5. Any member may be expelled from membership for non-compliance with the By-Laws of the Association or for otherwise acting contrary to the interests of the Association by a vote of three-quarters (3/4) of the members at an annual meeting; provided that any such member shall be granted an opportunity to be heard at such meeting.

HEAD OFFICE

6. Until changed in accordance with the act, the Head Office of the Association shall be in the City of Calgary, Alberta.

BOARD OF DIRECTORS

7. The property and business of the Association shall be managed by a board of twelve (12) Directors of whom six (6) shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members.
8. The applicants for the incorporation shall become the first Directors of the Association whose term of office on the Board of Directors shall continue until successors are elected.

9. At the first meeting of members, the Board of Directors then elected shall replace the provisional Directors named in the Articles of Association.
10. Directors shall be elected for a term of two (2) years by the members at an annual meeting of members by ballot issued to members no less than thirty (30) days in advance of the Annual General Meeting.
11. The office of Director shall be automatically vacated:
 - a) If a Director shall resign his office by delivering a written resignation to the secretary of the Association;
 - b) If he is found by a Court to be of unsound mind;
 - c) If he becomes bankrupt or suspends payment or compounds with his creditors;
 - d) If at a special general meeting of members a resolution is passed by 75% of the members present at the meeting that he be removed from office;
 - e) On death;
 - f) If a Director fails to attend, either in person or by conference phone, at least two-thirds (2/3) of the Directors meetings, unless given dispensation by a majority of the Board.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, be appointment, fill the vacancy with a member of the Association.

12. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote. Any member in good standing may address the Board on any issue on giving (14) days written notice to the Board.

If all the Directors of the Association consent thereto generally or in respect of a

particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in such a meeting to hear each other, and a Directors participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

13. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation therefor.
14. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
15. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
16. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolutions shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents and employees and committee members shall cease to be payable from the date of such meetings of members.

INDEMNITIES TO DIRECTORS AND OTHERS

17. Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
 - a) All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing

whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful act or default.

POWERS OF DIRECTORS

18. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
19. The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.
20. The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.
21. The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer and any such other Officers as the Board of Directors may by resolution determine. Any two (2) Offices may be held by the same person.
22. Officers shall be appointed by resolution of the Board of Directors or elected by vote of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.
23. The Officers of the Association shall hold office from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

DUTIES OF OFFICERS

24. The President shall be the chief executive Officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have the general and active management of the affairs of the Association. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
25. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.
26. The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Association as may be directed by proper authority taking vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He shall also perform such other duties as may from time to time be directed by the Board of Directors.
27. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Association generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall be custodian of the seal of the Association, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
28. The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

29. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific

contracts, documents and instruments in writing. The Directors may give the Association's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any other Officer or Officers appointed by resolution of the Board of Directors.

MEETINGS

30. The annual or any other general meeting of the members shall be held at the head office of the Association or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.
31. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of members on written requisition of members carrying not less than 5% of the voting rights. Twenty (20) members present in person or represented by proxy at a meeting will constitute a quorum.
32.
 - (a) Forty-Five (45) days prior to a general meeting of members, the Board of Directors shall send out a notice to all members (written or e-mail) advising of the proposed date of the meeting and inviting topics to be placed on the agenda. Agenda items must be received by the secretary of the Board of Directors no later than thirty (30) days after the date of the Forty-Five day notice.
 - (b) Fourteen (14) days' written notice or e-mail notice shall be given to each voting member of any annual or special general meeting of members along with the proposed agenda. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that he has the right to vote by proxy.
 - (c) Each voting member present at a meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy (a proxy shall be a form approved by the board of directors) appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Association.
 - (d) A voting member is a member in good standing 18 years of age or older.

33. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice of any member, Directors or Officer for any meeting or otherwise, the address of the member, Directors or Officer shall be his last address recorded on the books of the Association.

VOTING OF MEMBERS

34. At the meetings of the members of the Association every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-Laws.

FINANCIAL YEAR

35. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Association shall be December 31.
36. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Board of Directors shall determine the duties of such committee.

AMENDMENT OF BY-LAWS

37. Subject to the Act, these By-laws shall not be rescinded, altered, amended or added to except by Special Resolution.
38. The By-Laws of the Association not embodied in the Articles of Incorporation may be repealed or amended by motion enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least three-quarters (3/4) of the members present at a meeting duly called for the purpose of considering the said By-Law.

AUDITORS OR ACCOUNTANTS

39. The members shall at each annual meeting appoint an accountant to prepare

accounts of the Association for report to the members at the next annual meeting. The accountant shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of accountant. The remuneration of the accountant shall be fixed by the Board of Directors.

BOOKS AND RECORDS

40. The Directors shall see that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

41. No money shall be borrowed by the Association without an appropriate special resolution of the members.
42. Books and records of the Association shall be available for inspection by any member upon 3 days advance notice. Such inspection shall take place during normal business hours at the Head Office of the Association.
43. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

INTERPRETATION

44. In these By-Laws and in all other By-Laws of the Association hereafter passed, words importing the plural shall include the singular number and words importing the masculine gender shall include the feminine gender, as may be appropriate to the context, and references to persons shall include firms, corporations and associations.