



BY-LAWS

of

**NEWFOUNDLAND and LABRADOR OIL and GAS INDUSTRIES
ASSOCIATION**

(Trading as NOIA)

(The "Association")

TABLE OF CONTENTS

I REGISTERED OFFICE 1

II CORPORATE SEAL 1

III MEMBERS..... 1

 3.1 Member:..... 1

 3.2 Full Member: 1

 3.3 Person:..... 1

 3.4 Associate Member 2

 3.5 Honorary Member..... 2

 3.6 Board: 2

 3.7 Good Standing:..... 2

 3.8 Board Approval:..... 3

 3.9 Act: 3

IV THE BOARD OF DIRECTORS AND OFFICERS 3

 4.1 Powers of the Board:..... 3

 4.2 Borrowing Powers:..... 4

 4.3 Election and Term of Office (Directors): 4

 4.4 Officers: 4

 4.5 Executive Committee:..... 5

 4.6 Election and Term of Officers: 5

 4.7 President & Chief Executive Officer:..... 5

 4.8 Agents and Attorneys: 6

 4.9 Number and Quorum:..... 6

 4.10 Qualifications: 6

 4.11 Procedure for Election: 7

 4.12 Vacation of Office:..... 8

 4.13 Vacancy of Chairperson’s Position: 9

 4.14 Vacancy of Vice-Chairperson’s Position:..... 9

 4.15 Leave of Absence: 9

 4.16 Removal of Officers and Directors: 10

 4.17 Cessation of Term: 10

 4.18 Vacancies: 10

 4.19 Action by the Board: 10

 4.20 Limitation of Liability:..... 11

 4.21 Indemnification of Directors and Officers: 11

4.22	Board Meeting by Telephone or Videoconference:.....	12
4.23	Place of Board Meetings:.....	12
4.24	Regular Board Meeting:	13
4.25	Special Board Meetings:.....	13
4.26	Notice of Board Meeting:	13
4.27	First Meeting of New Board:.....	13
4.28	Adjourned Board Meeting:.....	13
4.29	Board Meeting Chairperson:	13
4.30	Voting at Board meetings:	14
4.31	Conflict of Interest:.....	14
4.32	Remuneration and Expenses:.....	15
V	COMMITTEES	15
5.1	Chairperson of Committees:.....	15
5.2	Transaction of Committee Business:.....	15
VI	MEMBERSHIP MEETINGS	16
6.1	Membership Annual General Meeting:	16
6.2	Special Membership Meetings:.....	16
6.3	Notice of Membership Meetings:	16
6.4	Persons entitled to be present:.....	16
6.5	Membership Meeting Chairperson:	17
6.6	Membership Meeting Scrutineers:.....	17
6.7	Membership Meeting Quorum:	17
6.8	Membership Meeting Fees:.....	17
6.9	Proxy holders:	17
6.10	Time for Deposit of Proxy:.....	18
6.11	Votes to Govern:.....	18
6.12	Show of Hands:	18
6.13	Membership Meeting Adjournment:.....	19
6.14	Membership Cessation:	19
VII	NOTICES	19
7.1	General:	19
7.2	Computation of Time:	20
7.3	Omission and Errors:.....	20
7.4	Proof of Service:	20
7.5	Signature of Notice:.....	20
VIII	BUSINESS OF THE ASSOCIATION	21

8.1	Bank Accounts, Cheques, Drafts, and Notes:.....	21
8.2	Execution of Instruments:.....	21
8.3	Fiscal Year:.....	22
8.4	Audit of Accounts:.....	22
8.5	Annual Financial Statements:.....	22
8.6	Auditor:.....	22
8.7	Filing of Financial Statement:.....	22
8.8	Corporate Seal:.....	23
8.9	Minutes and Custody of Records:.....	23
8.10	Inspection / Audit of Records:	23
IX	INTERPRETATION.....	23
9.1	General:	23
9.2	Rules of Order:.....	24
X	BY-LAWS	24
10.1	Amendments:.....	24
10.2	Effect:.....	24

I REGISTERED OFFICE

- 1.01 The registered office of the Association shall be in the place within Newfoundland and Labrador specified in the By-Laws of the Association (the "By-Laws") and at such location therein as the Board of Directors may from time to time determine.

II CORPORATE SEAL

- 2.01 Until changed by the Board of Directors the corporate seal of the Association shall be in the form impressed in the margin hereof.

III MEMBERS

3.1 Member:

A Member of the Association is defined as a Person who is in Good Standing with the rights of a Full Member, Associate Member, or Honorary Member as defined hereunder and is referred to throughout these By-Laws as "Member".

3.2 Full Member:

Means a Member who has eligibility to vote; eligibility to hold office, either as a Director or Officer; and access to information generated and/or maintained by the Association for the benefit of the Association's Members, including, but not limited to, business directories, website, newsletters and events. Full Membership in the Association shall be restricted to Persons whose business activities are in whole or in part related to supporting, promoting and/or developing the oil and gas industry, as well as the broader energy industry, subject to approval by the Board.

3.3 Person:

Includes individuals, corporations, joint ventures, strategic alliances, partnerships, institutions or associations who are engaged in part or in whole in private, non-governmental business sectors related to the oil and gas industry.

3.4 Associate Member:

Means a Member who is not eligible to vote nor to hold office, either as a Director or Officer, but who otherwise retains all other membership rights as defined in clause 3.2. Without limiting the generality of the foregoing, this category includes the following;

- Canadian, Newfoundland or foreign government departments, agencies or crown corporations.
- post-secondary Educational Institutions,
- Regional Development Associations,
- Industry Associations and other not-for-profits organizations (i.e. CAODC, PSAC, OTANS, etc),
- Integrated oil and gas exploration and production companies, their subsidiaries and institutions primarily funded by and for the benefit of integrated oil and gas exploration and production companies,
- Exchange members (i.e. substitute, alternate, to the registered Member), and
- Student members, subject to Board of Director approval.

3.5 Honorary Member:

An Honorary Member is defined as a person who has been granted membership by the Board, but is not eligible to vote, nor to hold office, either as a Director or Officer, but who otherwise retains all other full membership rights as defined in clause 3.2.

3.6 Board:

Unless otherwise specified herein, the term "the Board" shall refer to the Board of Directors of the Association.

3.7 Good Standing:

"Good Standing" means a Member whose account is considered current, meaning no more than ninety (90) days with dues outstanding, and who has not been disqualified by the Board based on recommendation of the President and Chief Executive Officer, during review of membership status at each Board meeting, or otherwise. New members must be fully paid to be considered in Good Standing for voting at the Association's Annual General Meeting.

3.8 Board Approval:

Notwithstanding any other provision in these By-Laws, admission to any category of membership, whether as a Full Member, Associate Member or Honorary Member is subject to approval by the Board.

3.9 Act:

Means the Corporations Act, R.S.N.L. 1990, c. C-36 (the "Act"), including any amendments thereto and regulations enacted pursuant to or under the Act.

IV THE BOARD OF DIRECTORS AND OFFICERS

4.1 Powers of the Board:

The Board of Directors shall:

- (a) provide stewardship of the Association and all its policy and activities to create Member value;
- (b) do all such things which are expressly conferred upon it in these By-Laws or by the Act;
- (c) exercise any powers in the interest of the Association even if such powers are not expressly directed or required in these By-Laws or by the Act;
- (d) have the sole power to engage and to dismiss the President and Chief Executive Officer and to determine his or her duties, responsibilities and remuneration;
- (e) approve the annual budget; and
- (f) appoint committees, including, but not limited to those listed hereunder, and define the duties and powers of any such committee and may prescribe the procedures, rules and policies to be followed by it;
 - I. Governance & Human Resources Committee (GHRC);
 - II. Audit, Finance and Risk Committee (AFRC);
 - III. Research, Policy and Communications Committee (RPCC);
 - IV. Executive Committee.

4.2 Borrowing Powers:

The borrowing powers of the Association may be exercised by resolution of the executive committee subject to approval by the Board.

4.3 Election and Term of Office (Directors):

The Directors shall be elected by the Members entitled to vote at the Annual General Meeting of the Association and shall become members of the Board of Directors. Directors shall hold office for a term of two (2) years, which term shall generally coincide with the adjournment of the Annual General Meeting two (2) years following their election date. Should the election of Directors not occur at the scheduled Annual General Meeting, the Directors in office normally shall continue in office until their successors are elected. The Governance and Human Resources Committee (GHRC) shall ensure that the terms of office of directors and officers provide orderly transition from year to year.

4.4 Officers:

The Board shall establish the office of a Chairperson, Vice-Chairperson, Treasurer, Immediate Past Chairperson, and one or more assistants to any of the Officers as so appointed. The Board may establish additional Officer(s) as deemed necessary from time to time, to ensure the effective operation of the Association (i.e. 2nd Vice Chairperson, etc.).

The Officers of the Association shall be members of the Board, with specific roles and responsibilities of the Officers as documented and agreed by the Board, with any changes required from time to time agreed by the Board.

The following Officers shall occupy voting positions on the Board:

- (a) Chairperson;
- (b) Vice-Chairperson;
- (c) Immediate Past Chairperson, and
- (c) Treasurer.

The following Officers shall occupy non-voting positions on the Board:

- (a) President & Chief Executive Officer.

4.5 **Executive Committee:**

The Executive Committee, Standing Committees of the Board, Ad Hoc Committees of the Board and Officers of the Board will have such functions and responsibilities as established by the Board, with any changes required from time to time as agreed by the Board.

4.6 **Election and Term of Officers:**

At Annual General Meetings, the following Officer positions will be elected or appointed as follows:

- (a) ***Chairperson:*** The Vice-Chairperson elected at the immediately preceding Annual General Meeting will succeed as Chairperson for a one-year term.
- (b) ***Vice-Chairperson:*** The Vice-Chairperson shall be elected for a one-year term and shall succeed as Chairperson at the next Annual General Meeting.
- (c) ***Treasurer:*** The Treasurer shall be elected for a two-year term at every other Annual General Meeting.
- (d) ***President & Chief Executive Officer:*** The President & Chief Executive Officer, shall be appointed by the Board and hold to the satisfaction of the Board, as reviewed from time to time.

In the event that an election of Officers is not held at the Annual General Meeting, the Officers then in office shall continue in office until their successors are duly elected. The Board shall, within 7 days, appoint a replacement for any vacant Officer's position for the balance of the term remaining or until a successor is duly elected, provided that such replacement for the vacant Officer position is an elected Director of the Association and has been a Director for at least one year.

4.7 **President & Chief Executive Officer:**

Accountable to the Board, the President & Chief Executive Officer ("CEO") shall be responsible for the general operations of the Association's affairs within the annual

budget approved by the Board. In particular, and subject to Board review, the President & CEO shall:

- establish staff levels, human resource policies, conduct performance reviews, and set remuneration and benefit levels,
- be the nominated public interface of the Association,
- be the Ex-officio on the Board,
- ensure that all policies and/or actions approved by the Board or Executive Committee are properly implemented in a timely manner, and
- perform any other responsibilities as documented and agreed at the time of assuming the position, with any changes as mutually agreed from time to time by the Board.

4.8 Agents and Attorneys:

The Board shall have power from time to time to appoint agents or attorneys for the Association in or out of Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as the Board may specify.

4.9 Number and Quorum:

The number of elected Directors in position shall never be fewer than eight (8) and not more than twelve (12), being the minimum and maximum members stated in the Articles. Quorum shall require 50% of the members of the Board being present, at least two of whom must be Officers, to constitute the transaction of business at any meeting of the Board.

4.10 Qualifications:

An individual shall qualify for election to the Board or a position of Office if that person:

- (a) is a minimum of 19 years of age;
- (b) is a Full Member, or employed (direct employee or under contract) by a Full Member in Good Standing;
- (c) is mentally competent and has not been found by a court in Canada or elsewhere to be otherwise;
- (d) is able to provide a certificate of good standing upon request of the Board;
- (e) does not have the status of personal bankruptcy;
- (f) is a resident Canadian as defined in the Act.

In addition, to qualify for election to a position of Executive Office, the following qualifications shall also apply;

- (a) has previously served 1 full term as Officer, or
- (b) has served a minimum of 1 year on Association Board.

4.11 Procedure for Election:

- (a) One month prior to the election, each Member of the Association entitled to vote shall receive a Notice of Election and request for nominations. This notice, which typically follows notice for the Annual General Meeting (“AGM”), will advise of the date, time and place of the elections during the AGM and shall include a request for nomination from Members eligible for the positions of Officers and Directors. To be eligible as a candidate for any position as an Officer or Director, the individual or the company with which he/she is employed or contracted to, as the case may be, must be in Good Standing. Nominees put forward shall sign a waiver to verify their qualification as set out in 4.10 above.
- (b) At the time of the election, registered ballots listing all nominees shall be distributed to each Member entitled to vote via email or mail) in accordance with Association’s Election procedures. Each Member entitled to vote is given one (1) ballot only during the Annual General Meeting. No nominations from the floor will be accepted, as the written ballot is considered final.
- (c) Members entitled to vote who are unable to attend the Annual General Meeting may vote by proxy. Upon request, the registered proxy form shall be provided to the Member entitled to vote by the Association (via email or mail) and the Member entitled to vote shall appoint the President & Chief Executive Officer as proxy holder for the purpose of exercising the Member's vote as so directed in accordance with Association’s Election procedures. The President & Chief Executive Officer shall keep confidential the contents of all proxies received. Proxy votes are to be provided to the President & Chief Executive Officer no later than 12:00 noon the business day prior to the Annual General Meeting in accordance with Association’s Election procedures.
- (d) No Member may be nominated for the position of Vice-Chairperson or Treasurer unless that member has previously served at least one year as a Director or

Officer of the Association. Nominees shall sign a waiver to verify compliance with 4.10 above.

- (e) With exception of election to the positions of Chairperson, Vice-Chairperson or Treasurer, Board members may not serve more than two (2) consecutive terms. After serving two (2) consecutive terms, a Board member must cease to hold office for at least one term, following which he or she is eligible to seek re-election to the Board.

- (a) No nominee for an Officer position shall be eligible to run for more than one Officer position, and each nominee shall be required to:
 - confirm that he or she will stand for office and;
 - declare for which position he or she will stand.

- (b) The election of Vice-Chairperson and Treasurer shall first take place followed by the election of Directors. Unsuccessful nominees for Vice-Chairperson or Treasurer can qualify for election as Director in the same year if they are unsuccessful in becoming elected as either the Vice-Chairperson or Treasurer.

- (h) After each Member has marked the ballot, the ballots will be collected and counted by two representatives of the appointed auditor of the Association. The candidate(s) polling the highest number of votes shall be declared elected and shall be immediately announced in no particular order to the Members present at the Annual General Meeting.

4.12 Vacation of Office:

A member of the Board or Officer ceases to hold office if he or she:

- (a) becomes deceased;
- (b) is convicted of a criminal offence, which in the sole discretion of the majority of the Board, renders the individual unfit for such position,
- (c) subject to the Act, is removed from office by the Members by ordinary resolution passed at a special meeting of Members;
- (d) becomes disqualified within the meaning of section 172 of the Act;
- (e) ceases to be qualified for election as an Officer or Director in accordance with these By-Laws;
- (f) resigns by a written resignation received by the Association. A written resignation by a member of the Board or Officer becomes effective at

the time it is received by the Association, or at the time specified in the resignation, whichever is later; or

- (g) commits any action which in the sole discretion of the majority of the Board is not consistent with the objectives, mission or mandate of the Association or is otherwise repugnant the Association's objectives, mission or mandate.

Should a member of the Board or Officer cease to be employed by or under contract to a member organization, or the employer or member organization ceases to exist, he / she shall continue to hold office for a maximum of ninety (90) days until he/ she becomes employed (employee or contractor) by another Member in Good Standing, or qualifies to become a Full Member.

4.13 Vacancy of Chairperson's Position:

In the event that the Chairperson is unable to complete his or her term of office, then the Vice-Chairperson shall immediately succeed the Chairperson for the remainder of that term and shall continue in the position of Chairperson for the following term after the next Annual General Meeting.

4.14 Vacancy of Vice-Chairperson's Position:

In the event that the Vice-Chairperson is unable to complete his or her term of office, or is called to the Chairperson's position as per section 4.13 above, then the Board shall elect one of the Directors who has served at least one year as a Director, to the position of Vice-Chairperson, and the new Vice-Chairperson shall succeed the Chairperson at the next Annual General Meeting.

4.15 Leave of Absence:

A Chairperson, Vice-Chairperson, or Treasurer may request a leave of absence during their term of office for a period not to exceed three (3) months, and such request may be granted at the discretion of the Board. In such event, the vacant position(s) shall be filled in accordance with the succession guidelines of these By-Laws. Upon return from leave of absence, all individuals who temporarily succeeded the vacant individuals during the leave of absence shall return back to their original position(s) for the remaining duration of the term.

4.16 Removal of Officers and Directors:

The Members eligible to vote may, by ordinary resolution passed at a special meeting of the Members, remove any member or members of the Board and / or any individual from the office he or she holds. A Board member may also be removed at a meeting of the Board at which the majority of members of the Board vote for their removal.

4.17 Cessation of Term:

All Directors and Officers are expected to be fully committed to their office for the duration of their term in accordance with the agreed Code of Ethics and office requirements. Should a Director or Officer fail to attend three (3) consecutive Board Meetings without providing valid reasons, acceptable to the Chairperson, he or she shall be deemed to have resigned, subject to review of the Executive Committee.

4.18 Vacancies:

With the exception of Chairperson and Vice Chairperson whose vacancies are filled as set out in section 4.13 and 4.14 above, a quorum of the Board may fill a vacancy among the Directors subject to the Act and these By-Laws. A Director or Officer appointed to fill a vacancy shall hold that position for the unexpired term of his or her predecessor, following which he or she must seek re-election in accordance with the requirements in these By-Laws. In the event a vacancy results in the Board having fewer than the minimum number of required Board members as set out in section 4.10 above, the Board shall appoint additional Board member(s) so as to comply with the requirements of section 4.10, provided that the person appointed shall only hold that position until the next AGM, at which time he or she must seek re-election in accordance with the requirements in these By-Laws.

4.19 Action by the Board:

The Board shall have the powers set out in section 4.01 and 4.02 of these By-Laws. The powers of the Board may be exercised at a meeting subject to section 4.22 at which a quorum of the Board is present as per section 4.9 or by resolution in writing signed by all the members of the Board entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy on the Board, the remaining members of the Board may exercise all the powers of the Board so long as a quorum remains in office.

4.20 Limitation of Liability:

Every Director and Officer of the Association in exercising his or her powers and discharging his or her duties must act honestly and in good faith with a view to the best interests of the Association and must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association must comply with the Act and the Articles and By-Laws of the Association. Subject to the foregoing no Director or Officer for the time being of the Association shall be liable for the acts, neglects, or defaults of any other Director, Officer, employee, committee member or other person acting on behalf of the Association or for joining in any act for conformity, or for any loss, damage or expense happening to the Association, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to exercise his or her powers and discharge his or her duties honestly and in good faith with a view to the best interests of the Association, the duty to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance and the duty to act in accordance with the Act or from liability for any breach thereof.

No act or proceeding of any Director, Officer, or the Board, shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Officer or Board. Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors, internal accountants or other responsible officers.

4.21 Indemnification of Directors and Officers:

Subject to the Act and these By-Laws, every Director or Officer of the Association and his or her respective heirs and legal representatives, may from time to time and at all times both while a Director or Officer, and after ceasing to be a Director or Officer, be indemnified and saved harmless, only in accordance with the terms and conditions and from the proceeds, if any, of any insurance coverage of the Association and not out of the funds of the Association from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or Officer

for and in respect of any act, deed, matter or thing whatsoever made, done, or committed or permitted by the Director or Officer in or about in respect of the duties of the Director or Officer of the Association, if:

(a) the Director or Officer qualifies in accordance with the standards set out in section 205 and 206 of the Act, including the requirements:

(i) that he or she acted honestly and in good faith in the manner with a view to the best interests of the Association; and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that he or she had reasonable grounds for believing that his or her conduct was lawful; and

(b) the costs, charges, liabilities, fines, penalties, legal fees and expenses incurred by the Director or Officer were not occasioned by his or her own willful neglect or default.

As security for the indemnification set out in this section, the Association shall purchase and maintain a Directors and Officers liability policy of insurance.

4.22 Board Meeting by Telephone or Videoconference:

If a majority of all the members of the Board present at or participating in the meeting consent, a meeting of the Board or of a committee of Directors may be held by means of such telephone, facsimile, electronic or other communications' facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Board member participating in such a meeting by such means is deemed to be present at that meeting.

4.23 Place of Board Meetings:

Regular scheduled meetings of the Board shall be held in, or in close proximity to the registered offices of the Association. However, a meeting of the Board may be held at any place within or outside of Canada.

4.24 Regular Board Meeting:

The Board may appoint a day(s) in any month(s) for regular meetings and shall designate the place and time at which such meetings are to be held. A copy of any resolution of the Board fixing the place or time of regular meetings of the Board shall be sent to each Board member forthwith after being passed. The frequency, schedule, and duration of regular meetings of the Board shall be agreed in advance and notice given to Board members so to provide sufficient notice for Board members to attend.

4.25 Special Board Meetings:

Special Board meetings can be called by the Chairperson or any two members of the Board, with notice given to Board members so to allow sufficient time to attend.

4.26 Notice of Board Meeting:

Notice of the time and place of each meeting, including any special meeting, of the Board shall be given to each Board member by electronic mail or facsimile not less than forty-eight (48) hours before the time of the meeting.

4.27 First Meeting of New Board:

The first meeting of newly elected Board shall be immediately following the adjournment of the AGM for the purposes of introductions to other Board Members, staff of the Association, and a group photo. No notice shall be necessary as no other formal agenda or business of the Association shall occur.

4.28 Adjourned Board Meeting:

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.29 Board Meeting Chairperson:

The Chairperson, or in his or her absence the Vice-Chairperson, or in his or her absence, a Board member chosen by the Board members attending the meeting, shall be the chairperson of any meeting of the Board.

4.30 Voting at Board meetings:

Questions arising at any meeting of the Board shall be decided by a majority of votes cast by the Directors and Officers. In the case of an equality of votes, the chairperson of the meeting, in addition to his or her original vote, shall have a second or casting vote.

4.31 Conflict of Interest:

For purposes of this provision, the term "interest" shall include personal interest, interest as Director, Officer, Member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and/or having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Association.

No Director or Officer of the Association shall be disqualified from holding any office in the Association by reason of any interest in any concern. A Director or Officer of the Association shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Association or with any entity of which the Association is an affiliate. No transaction of the Association shall be voidable by reason of the fact that any Director or Officer of the Association has an interest in the concern with which such transaction is entered into, provided that all of the foregoing is subject to the following:

1. Such transaction is not in breach of the Officer or Director Confidentiality Agreement which is signed annually,
2. The interest of such Officer or Director is immediately fully disclosed in writing to the Board;
3. Such transaction is duly approved by those Board members who not so interested or connected as being in the best interests of the Association;
4. Payments, if any, to the interested Officer or Director are reasonable and do not exceed fair market value; and
5. No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

4.32 Remuneration and Expenses:

The Officers and Directors, regardless of position held outside of the Association, shall be entitled to be paid for reasonable traveling and other expenses properly incurred by them in going to, attending or returning from meetings of the Board or committees and for all other business of the Association for which prior approval from the Board has been obtained, and provided their attendance is solely to represent the Association.

V COMMITTEES

5.1 Chairperson of Committees:

The Board may appoint from among the Association's membership one or more committees to be chaired by Board members appointed by the Board and delegate to those committees any of the powers of the Board except those which under the Act a committee have no authority to exercise. Nomination for Committees, each Committee's mandate / charter, and/or candidates for committee chair are subject to the approval of the Board.

5.2 Transaction of Committee Business:

Unless otherwise determined by the Board, each committee shall have power to fix its quorum and to regulate its business in accordance with the mandate provided by the Board. The powers of a committee appointed by the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of the committee entitled to vote on that resolution at a meeting of the committee. Quorum shall require 50% of the committee members being present including the Chair who sits on Board or executive, to constitute the transaction of business at any committee meeting. Meetings of a committee may be held at any place in or outside Canada. It is the responsibility of the committee Chair to report status of committee progress to the Board at each Board meeting.

VI MEMBERSHIP MEETINGS

6.1 Membership Annual General Meeting:

The Annual General Meeting of the Members of the Association shall be held at a location within Newfoundland and Labrador, at such time in each year as the Board may determine, for the purpose of receiving the reports and statements required to be placed before the Members at an Annual General Meeting. This includes electing Officers and Directors, appointing an auditor or auditors, and for the transaction of such other business as may properly be brought before the meeting as deemed necessary by the Board.

6.2 Special Membership Meetings:

In addition to the Annual General Meeting, the Board shall have power at any time to call a special meeting of Members of the Association to be held at such time and place within Newfoundland and Labrador as may be determined by the Board. Additionally, a special meeting of the Members shall be called by the Board if requisitioned in writing by 25% or more of the Members of the Association.

6.3 Notice of Membership Meetings:

Notice of the time and place of a meeting of the Members shall be given not less than ten (10) days nor more than fifty (50) days (inclusive of the day on which Notice is served or deemed to be served and of the day for which Notice is given) before the meeting to each member carrying voting rights. Notice of a meeting of the Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgement thereon and shall include the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members, except consideration of the financial statements, auditor's report, election of Officers, Directors, and reappointment of the incumbent auditor, shall be deemed to be special business.

6.4 Persons entitled to be present:

Persons entitled to be present at a meeting of the Members shall be those entitled to vote thereat (i.e. Full Members), the Officers, the Directors, auditors, Associate Members, and Honorary Members and other persons who are entitled or required

under any provision of the Act or By-Laws of the Association to attend a meeting of Members of the Association. Any other person may be admitted only on the invitation of the chairperson of the meeting, and with the consent of the meeting committee (or if no committee exists, the Board), provided there is no conflict of interest as determined by the affected committee, or if no committee exists, the Board.

6.5 Membership Meeting Chairperson:

The Chairperson, or in his or her absence, Vice Chairperson, or in his or her absence, a duly elected member of the Board as appointed by the Board, shall be chairperson of meetings of the Members.

6.6 Membership Meeting Scrutineers:

At each meeting of the Members one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chairperson with the consent of the meeting. These may include Associate Members.

6.7 Membership Meeting Quorum:

Ten (10) percent of the Members in Good Standing present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the Members.

6.8 Membership Meeting Fees:

Unless delegated as per section V of these By-Laws, the Board shall fix membership fees; the payment of which shall be a precondition of voting as set forth in Section IV of these By-Laws (i.e. a Member must be in Good Standing and to be in "Good Standing" a Member's account cannot be more than 90 days in arrears).

6.9 Proxy holders:

Except at an Annual General Meeting, every Member entitled to vote at a meeting of the Members may, by means of a written proxy, appoint a proxy holder who shall be a Member, as his or her nominee to attend and act at the meeting in the manner, and to the extent and with the authority conferred by the proxy. A proxy holder has the same rights as the Member who appointed him or her to speak at a meeting of the

Members in respect of any matter, to vote by way of ballot at the meeting and to vote at each meeting in respect of any matter by way of any show of hands. A proxy shall be executed by the Member or his or her attorney authorized in writing or, if the Member is a body corporate, by an Officer or attorney thereof duly authorized and shall be valid only at the meeting in respect of which it is given or any adjournment thereof. A proxy shall be in such other form as may be prescribed from time to time by the Board or in such other form as the chairperson of the meeting may accept and as complies with all applicable laws and regulations.

6.10 Time for Deposit of Proxy:

Except at an Annual General Meeting, the Board may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of Members before which time proxies to be used in accordance with Article 6.09, at that meeting must be deposited with the Association or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

6.11 Votes to Govern:

Subject to the Act and the By-Laws of the Association, at all meetings of the Members all business requiring decision shall be decided, either on a show of hands or by ballot, by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote including with respect to the election of Officers and Directors.

6.12 Show of Hands:

Further to 6.11 above, voting at a meeting of the Members shall be by a show of hands except where a ballot is demanded by a Member or proxy holder entitled to vote at the meeting or where required by the chairperson of the meeting. A ballot may be demanded either before or after any vote by show of hands. At the request of the meeting chairperson, every person who is present and entitled to vote shall have one vote by a showing of hands in favour / or not in favour. Accounts of a showing of hands will be taken with the assistance of Association staff. Whenever a vote by show of hands has been taken upon a question, unless a ballot thereon be required or demanded, an entry in the minutes of a meeting of members (or similar notification provided in writing within Association newsletter) to the effect that the meeting

chairperson declared a motion to be carried is admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. A demand for a ballot may be withdrawn at any time prior to taking of a poll on the ballot.

6.13 Membership Meeting Adjournment:

The chairperson of any meeting of the Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the same from time to time and from place to place. If a meeting of the Members is adjourned for less than thirty (30) days, it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting. Any business which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

6.14 Membership Cessation:

If after a period of ninety (90) days from the date annual dues are payable, any Member or Associate Member, who fails to pay their annual Association dues is considered to be no longer in "Good Standing" and will be removed from membership. Further, if any Member or Associate Member commits any action which is not consistent with the objectives, mission, mandate, or these By-Laws, or is otherwise repugnant with such objectives, mission, mandate, or these By-Laws, then that Member may be removed from membership in the Association by a majority vote of the Board.

VII NOTICES

7.1 General:

A notice or document required by the Act, the regulations there under, the By-Laws of the Association to be sent to a Member of the Association or member of the Board may be sent by electronic mail or by facsimile or, prepaid mail addressed to, or may be delivered personally, to the Member or Officer or Director at his or her latest address as shown in the records of the Association. A notice or document if mailed to a Member or Officer or Director of the Association shall be deemed to have been

given if deposited in a post office or public letter box. If the Association sends a notice or document and it is returned on three (3) consecutive occasions because the Member cannot be found, the Association is not required to send any further notices or documents to the Member until the Member informs the Association in writing of his or her new address.

7.2 Computation of Time:

In computing the time when a notice or document must be given or sent under any provision requiring a specified number of days' notice of any meeting or other event, the day on which the notice or documents is given or sent shall be excluded and the day on which the meeting or other event occurs shall be included.

7.3 Omission and Errors:

The accidental omission to give any notice or send any document to any Member, Officer, Director or other person or the non-receipt of any notice or document by any Member, Officer, Director or other person or any error in any notice or document not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

7.4 Proof of Service:

A certificate of a duly authorized Officer of the Association, or of any agent of the Association, as to facts in relation to the mailing or delivery or sending of any notice or document to any member, Officer or Director of the Association or to any other person or publication of any such notice or document, shall be conclusive evidence thereof and shall be binding on every Member or Officer or Director or other person as the case may be.

7.5 Signature of Notice:

Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereof. Attendance of any Board member at a meeting of the Board or any Member at a meeting of the Members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

VIII BUSINESS OF THE ASSOCIATION

8.1 Bank Accounts, Cheques, Drafts, and Notes:

The Association bank accounts shall be kept in such chartered bank or banks, trust company or trust companies or other firm or corporation carrying on a banking business as the Board by resolution may determine from time to time. Cheques on bank accounts, drafts drawn or accepted by the Association, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such Officer or Officers in the first instance, or members of the Board or any other person or persons as the Board may by resolution from time to time name for that purpose. Cheques, promissory notices, bills of exchange, orders for the payment of money or other negotiable paper may be endorsed for deposit to the credit of any one of the Association's bank accounts by such Officer or Officers in the first instance, or members of the Board or any other person or persons, as the Board may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Association's name.

8.2 Execution of Instruments:

At least two (2) members of the Board, at least one of which must be the President & Chief Executive Officer, shall be required and have authority to sign in the name and on behalf of the Association all the instruments in writing and any instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any other person or persons on behalf of the Association either to sign instruments in writing generally or to sign specific instruments in writing. Any signing Officer or Director or other persons, duly appointed, may affix the corporate seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money other obligations, conveyances, transfer and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.

8.3 Fiscal Year:

The fiscal year of the Association shall terminate on such day in each year as the Board may from time to time by resolution determine. At the time of inception of these By-Laws it shall be December 31.

8.4 Audit of Accounts:

The auditor of the Association may be appointed annually by the Members of the Association at the Annual General Meeting. On failure of the Members to appoint an auditor, the Board may do so.

8.5 Annual Financial Statements:

The Association shall make a written report to the Members as to the financial position of the Association and the report shall contain a balance sheet and operating account.

8.6 Auditor:

The auditor shall make a written report on the balance sheet and operating account to the Members and, in every such report, shall state whether, in the auditor's opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association affairs, and such report shall be read at the Annual General Meeting.

8.7 Filing of Financial Statement:

A copy of the balance sheet, showing the particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited and signed by its auditor, or, if there is no auditor, signed by two (2) Directors of the Board (the "Annual Statement"), shall be filed with the registrar within fourteen (14) days after the Annual General Meeting in each year, as required by law.

8.8 Corporate Seal:

The seal of the Association shall be in the custody of the President and Chief Executive Officer and may be affixed to any document upon the resolution of the Board.

8.9 Minutes and Custody of Records:

Keeping of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association, the Board, the Executive Committee and the Members shall be the responsibility of the staff of the Association as designated by the President and Chief Executive Officer.

8.10 Inspection / Audit of Records:

The books and records of the Association may be inspected and/or audited by any Member at a reasonable time within two (2) days prior to the Annual General Meeting at the registered office of the Association.

IX INTERPRETATION

9.1 General:

In these By-Laws, wherever the context requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and masculine gender shall include the feminine and neuter genders. Wherever reference is made to any determination or other action by the Directors such shall mean determination or other action by or pursuant to a resolution passed at a meeting of the Board of Directors, or by or pursuant to a resolution consented to by all the members of the board as evidenced by their signatures thereof. Wherever reference is made to the "Corporations Act" or the "Act", it shall mean the Corporations Act, R.S.N.L 1986, c. C-36 42 and any amendments thereto and regulations made pursuant to or under the Act and every other act or statute incorporated therewith or amending the same, or any act of statute substituted therefore. Unless the context otherwise requires, all words used in these By-Laws shall have the meanings given to such words in the Act.

9.2 Rules of Order:

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

X BY-LAWS

10.1 Amendments:

A new By-Law, or the amendment or repeal of an existing one, may be voted upon at any Annual General Meeting or special meeting of Members provided that notice of the intention to propose such new By-Laws, amendment or repeal is contained in the notice calling such meeting. If the said new By-Law, amendment or repeal is approved by a vote of two-thirds of those present and voting, the existing By-Laws are added to, amended, or repealed in accordance therewith.

10.2 Effect:

These By-Laws shall come into force and take effect, subject to confirmation by the members in accordance with the Act, upon enactment by the Board of Directors of the Association as Enacted below;

ENACTED by the Board of Directors the 22nd day of April 1988 and amended at a meeting of members on the 5th day of December 1996, the 2nd day of December 1999, the 25th day of January 2001, the 27 of January 2010 and the 2nd day of February 2017.

Witness the corporate seal of the Association.

Chairperson

Vice-Chairperson