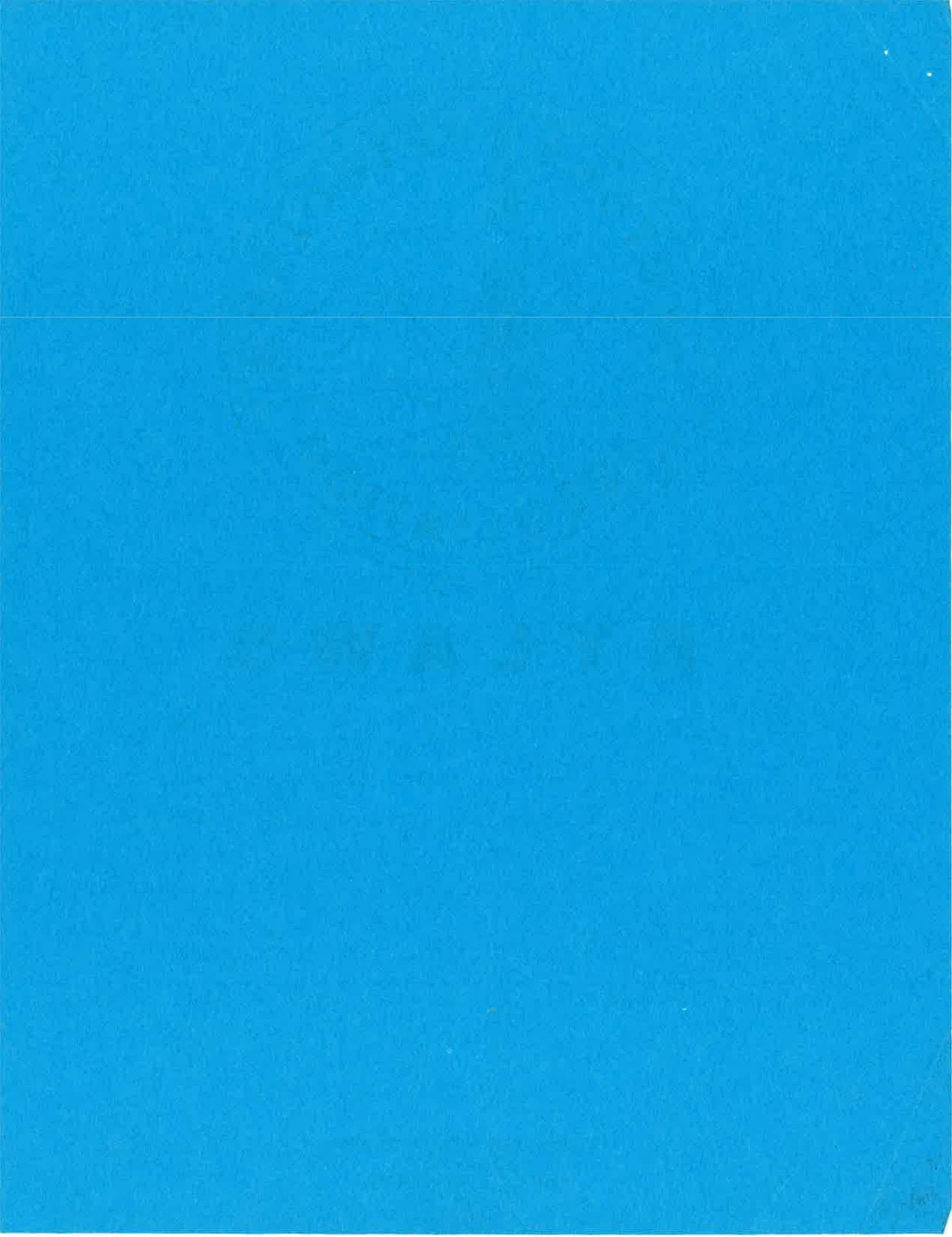


BYLAWS

**Okotoks Petroleum Association
PO Box 1237
Okotoks, AB T0L 1T0**



1. The name of the society is "OKOTOKS PETROLEUM ASSOCIATION".
2. The objects of the society are:
 - a) to provide for the recreation of the members and to promote and afford opportunity for friendly and social activities.
 - b) to provide a meeting place for the consideration and discussion of questions affecting the interests of the community.
 - c) to procure the delivery of lecturers on social, educational, political and economic subjects.
 - d) to encourage a spirit of good fellowship among the society members.

Bylaws

SOCIETY ACT BYLAWS OF OKOTOKS PETROLEUM ASSOCIATION

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - a) "directors" means the directors of the society for the time being.
 - b) "Society Act" means the Society Act of the Province of Alberta from time to time in force and all amendments to it:
 - c) "registered address" of a member means his address as recorded in the register of members.
 - d) "Special Resolution" means special resolution as described in the Society Act of the Province of Alberta.(2) The definitions in the Society Act on the date these bylaws became effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation

Part 2 - Membership

1. A regular member of the society must be directly engaged in any one of the following petroleum industry enterprises:
 - a) Manufacturing
 - b) Exploration
 - c) Production
 - d) Marketing
 - e) Drilling
 - f) Contracting
 - g) Construction
 - h) Consulting
 - i) Services
 - j) Supplies
2. A regular member's prime endeavor must be associated with one of the aforementioned areas and 85% of his subsistence must depend upon this industry.
3. Persons who obtain employment in one of the aforesaid industries shall be so employed for a period of three months to qualify as a regular member.
4. In the event a person leaves the Okotoks area or stays in the Okotoks area and is employed other than in a petroleum industry enterprise described in paragraph 1 hereof, and that person has been a regular member of either the Okotoks Petroleum Association or a similar association for a combination of ten years and has been employed in a said petroleum industry enterprise for twenty years that person shall be entitled to retain or take out regular membership in the society, and shall not be required to attend meetings on a regular basis.
5. An associate member is a person who does not qualify for regular membership under the prescribed conditions, but in the judgement of the Board of Directors will provide worthwhile contribution towards the society objectives. The associate member shall be entitled to all privileges except that that of standing for election to the Board of Directors. A person, not presently a member of the association, who intends to apply to become an associate member shall be sponsored by a director.
6. The total number of associate members shall, except as provided in paragraph number 8 hereof, not exceed 10% of the total number of regular members.
7. Associate members attending less than six regular meetings during the year will be dismissed from the society.
8. The members of the society are the applicants for incorporation of the society, and those persons who subsequently

have become members, in accordance with these bylaws and, in either case, have not ceased to be members

9. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.

10. Every member shall uphold the constitution and comply with these bylaws.

11. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at a general meeting of the society.

12. A person shall cease to be a member of the society

- a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
- b) on his death
- c) on being expelled; or
- d) on being a member not in good standing.

13. (1) A member may be expelled by a resolution of the Board of Directors.

(2) The person who is subject to expulsion shall be given an opportunity to be heard at a Board of Directors meeting before the resolution is put to a vote.

(3) Any person who ceases to be a member or is expelled as a member in any calendar year may apply for membership the following calendar year or any year thereafter.

14. All members are in good standing except a member who has failed to pay his current annual membership fee prior to the general meeting of November of the current year or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

15. The annual fee for membership shall be that amount as determined by resolution at a general meeting of the society. Annual membership dues are deemed due on the first day of September and must be paid before the November general meeting of that year.

16. A person, who was a former member of the society within the immediate past two years of the current year, not having paid his membership dues by the November general meeting of the current year, may pay the current annual membership fee plus a penalty three times the annual dues and become a member in good standing.

17. All members and associated members must be over 18 years of age.

Part 3 - Meetings of Members

18. Annual general meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

19. The general meetings of the society shall be held on the second Thursday of each month excepting the month in which the annual general meeting is held and excepting June and December in which case the meetings will be held on a date determined by the Board of Directors. The general meetings of the society shall be suspended for the months of July and August of each calendar year.

20. Every meeting of members, other than an annual general meeting and general meetings is an extraordinary general meeting.

21. The directors may, when they think fit, convene an extraordinary general meeting.

22. Notice of an annual general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

23. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

24. The first annual general meeting of the society shall be held not more than 12 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 12 months after the holding of the last preceding annual general meeting.

25. All members and associate members will be contacted via telephone, no later than 24 hours before a general, annual or special meeting.

Part 4 - Proceedings at General Meetings

26. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at an annual general meeting at a time when a quorum is not present.

(2) If at any time during an annual general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 10 members present or a greater number that the members may determine at an annual general meeting. A quorum for a special meeting will consist of 1 director and a least 2 other members.

27. If within 30 minutes from the time appointed for an annual general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

28. Subject to bylaw 29, the president of the society, the vice president or in the absence of both, one of the directors present, shall preside as chairman of an annual general meeting.

29. If at an annual general meeting

- a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
- b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman

30. (1) An annual general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

31. A resolution proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.

32. (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by show of hands.
(3) Voting by proxy is not permitted.

33. Suggested procedure for general meetings is as follows:

- a) Call meeting to order and acknowledge guests.
- b) Reading minutes of previous meeting and acting thereon
- c) Financial Report
- d) Old Business
- e) Reading correspondence and acting thereon.

- f) Reading bills or resolutions and acting thereon.
- g) Discussion and acting on new business.
- h) Reports and reviews of committees.
- i) Adjournment.

Part 5 - Directors and Officers

34. (1) The directors may exercise all the power and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
- a) all laws affecting the society;
 - b) these bylaws; and
 - c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
35. No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
36. The number of directors shall be 10 or a greater number determined from time to time at an annual general meeting.
37. The officers of this association shall be:
- a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
38. The Board of Directors shall be elected at the annual general meeting of the society.
39. A retiring president shall accept a position as director of the society for the succeeding year.
40. Any regular member of the society in good standing is eligible for election as a director and an officer.
41. The regular term of office shall be for one year; subject to changes resulting from special resolutions. The Board of directors shall remain in office until such time as successors are elected.
42. The Board of Directors shall review the tenure for possible dismissal of any director who has been unjustifiably absent from three or more general meetings.
43. At least one month prior to the annual meeting, the Board of Directors shall appoint a nominating committee consisting of a chairman and two other members not seeking election.

44. The nominating committee shall prepare a full slate of nominees for election of officers and shall advise the secretary of the society at least fourteen days before the annual meeting in order that he may include same in the notice of this meeting.

45. Further nominations for election may be made by any two members of the society and delivered to the secretary in the time mentioned above or may be made from the floor at the annual meeting.

46. The election of officers shall be by secret ballot at the annual meeting.

47. In event that the office of president becomes vacant, the vice-president will automatically fill the balance of this term of office.

48. In the event that the office of vice-president, secretary or treasurer become vacant a by-election shall be held at the first general meeting following notification of such vacancy.

49. In the event that the office of two or more directors becomes vacant a by-election shall be held at the first general meeting following notification of the the second such vacancy.

50. The members may by special resolution remove a director or officer before the expiration of his term of office, and may elect a successor to complete the term of office.

51. No director shall be remunerated for being or acting as director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

52. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman of that meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of directors.

53. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

54. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

55. The members of a committee may meet and adjourn as they think proper.

56. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

57. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

58. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

59. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

60. Any officer of the Board shall have authority to inspect the society treasury books at any time.

Part 7 - Duties of Officers

61. (1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

62. The vice president shall carry out the duties of the president during his absence.

63. The secretary shall

- a) conduct the correspondence of the society;
- b) issue notices of meetings of the society and directors;
- c) keep minutes of all meetings of the society and directors;
- d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- e) have custody of the common seal of the society; and
- f) maintain the register of members.

64. The treasurer shall

- a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- b) render financial statements to the directors, members and others when required.

65. The retiring president of the preceding year shall

- a) be responsible to arrange for the preparation of the annual financial statements for the preceding year; and
- b) shall file the annual report for the preceding year with the Registrar of Companies.

66. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 - Seal

67. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

68. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and treasurer.

Part 9 - Borrowing

69. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise

or secure the payment of money in the manner they decide, but not without the sanction of a "Special Resolution."

Part 10 - Conduct of the Society

70. The Board of Directors and the Membership is expressly prohibited from ever involving the society in any controversial matter concerning politics, employer-employee relations and religion, and shall make no recommendations or endorsements of any person, policy, law or theory concerning any of said subjects.

71. Except as herein provided all other rules of procedures shall be in accord with Robert's Rules of Orders.

Part 11 - Special Events

72. Persons who are eligible to participate in special events of the Society, such as the annual curling bonspiel, golf tournament and other similar events as designated by resolution of the members are as follows:

- (1) regular members
- (2) associate members
- (3) those persons engaged in any one of the petroleum industries as set out in paragraph 1.

Part 12 - Notice to Members

73. Notice will be given to the members via public notice in one or all of the following:

- (1) Eagleview Post
- (2) Western Wheel
- (3) Roughneck Magazine

The notice will be issued in the above publications no later than 2 days prior to a general, special or annual meeting.

Part 13 - Notice of Annual General Meeting

74. At least one month prior to the annual meeting, the treasurer will present all the financial records of the association for the president and two members at large who are not directors of the association to audit.

75. The audited financial report must be presented to the members at the annual meeting.

76. The auditors must file an annual return with the Corporate Registry as prescribed by Law.

Part 14 - Inspection of Books and Records by Members

77. The books and financial records which are kept by the secretary and treasurer will be available to the members at every general meeting and annual meeting.

78. If the secretary or treasurer is not in attendance to present the books or records, then a meeting will be set up between the secretary, treasurer, president and special auditing committee at the earliest possible date at a location decided on by the President.

Part 15 - Bylaws


79. These bylaws shall not be altered or added to except by special resolution.

OKOTOKS PETROLEUM ASSOCIATION

TITLE	NAME
President	Ken Givens
Vice-President	Douglas Robinson
Secretary	Darrel Denney
Treasurer	Garry Moyes
Directors	Brian Burness
	Doug Fitzgerald
	David Friesen
	Reece Kosek
	Vern Wiggs

DATED this... 28TH ... day of... MARCH ... 1990.

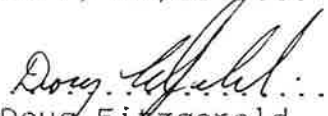
NAME (Signature) ADDRESS

 President
Ken Givens 136 Hodson Crescent, Okotoks, AB T0L 1T0

 Vice-President
Douglas Robinson 12 Suntree Lane, Okotoks, AB T0L 1T0

..... Secretary
Darrell Denney.. 506 Suntree Place, Okotoks, AB T0L 1T0


..... Treasurer
Garry Moyes. 175 Carr Crescent, Okotoks, AB, T0L 1T0

 Director
Doug Fitzgerald 8 Robinson Drive, Okotoks, AB, T0L 1T0

WITNESS

NAME (Signature)

COMPLETE ADDRESS

 137 EDGEDALE DRIVE NW
CALGARY ALTA.

