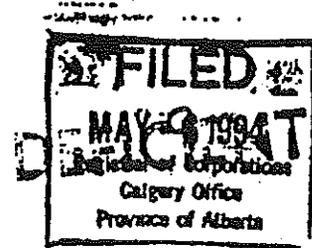


THE SOCIETIES ACT

(Section 7)



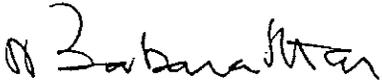
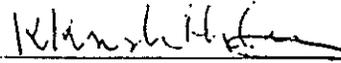
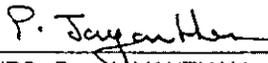
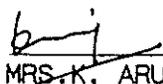
Application

We, the undersigned, hereby declare that we desire to form a society under The Societies Act, and that:

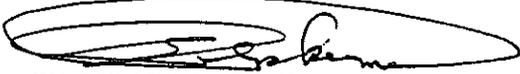
1. The name of the Society is the "Sri Murugan Society of Alberta",
2. The objectives of the Society are:
 - (a) to foster, promote and perpetuate the worship of Lord Sri Murugan through the construction and maintenance of a Hindu Temple dedicated to Sri Murugan;
 - (b) to foster, promote and perpetuate the growth of Hindu religious tradition in the Province of Alberta;
 - (c) to foster and promote the religious and spiritual well-being of the Hindu Community in the Province of Alberta;
 - (d) to acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, bequest or otherwise, any kind of real or personal property; to solicit donations and gifts from persons, firms, institutions and corporations in order to develop and promote the objectives of the Society; and to enter into and carry out any agreements, contracts and undertakings incidental thereto;
 - (e) to purchase and otherwise acquire, hold, lease, sell or otherwise dispose of any and all property, real and personal, and every estate and interest therein, in furtherance of the objectives of the Society; and
 - (f) to do all such other lawful things as are incidental or conducive to the attainment of any one or more of the above objectives.

NAME	ADDRESS	OCCUPATION
<u>K.R.P. Pillai</u>	2841 Oakmoor Cres. S.W. T2V 3Z8	Civil Engineer

MR.K.R. PILLAI

NAME	ADDRESS	OCCUPATION
 MR.N. SABANATHAN	904 Canford Cres. S.W. T2W 1L2	Mechanical Engineer
 MR.A. JAYANTHAN	82 Scenic Park Cres. N.W. T3L 1R6	Accountant
 MR.N. AMIRTHALINGAM	113, 4936 Dalton Dr. N.W. T3A 2E4	Administrator
 MR.K. KRISHANTHAKUMAR	#207-606 58th Ave. S.W. T2B 0H7	Plant Manager
 MRS.P. JAYANTHAN	82 Scenic Park Cres. N.W. T3L 1R6	Drafting Clerk
 MRS.K. ARUL	100 Woodpark Close S.W. T2W 6H1	Health Record Technician

this 9th Dated at the City of Calgary, in the Province of Alberta,
day of April, A.D. 1994.



WITNESS TO THE ABOVE SIGNATURES

MR.S.GNANAKUMAR

75 Millside Cres.S.W

Civil Engineer

THE SOCIETIES ACT

BY-LAWS

OF

SRI MURUGAN SOCIETY OF ALBERTA

(Office Consolidation, Dated April 9, 1994)

1. NAME

1.01 The name of the society shall be the "Sri Murugan Society of Alberta" (called the "Society").

2. NATURE OF THE SOCIETY

2.01 Temple Tradition - The Society shall be a Hindu religious and charitable organization. Accordingly, any temple built under the auspices of the Society shall adhere to the tradition of the Hindu religion, and the formal worship and rituals performed in any Murugan temple built under the auspices of the Society shall, without exception, be in accordance with the traditions observed at Hindu temples.

2.02 Freedom of Worship - For greater clarity, while the formal worship and ritual performed in any temple built under the auspices of the Society shall be in strict accordance with Hindu tradition as aforesaid, the Society guarantees full right of access and freedom of the personal worship to all Hindus of every sect.

3. MEMBERSHIP

3.01 Qualification for Membership - Membership in the Society shall be restricted to persons of the Hindu religion of the full age of 18 years, without exception.

3.02 First Members - The first members of the Society shall be the signatories to the Application for Incorporation and By-laws of the Society and thereafter membership in the Society shall be governed by these By-laws.

3.03 Application for Membership - Any person wishing to become a Member shall complete the Society's "Application for Membership" form and submit the same to the Board of Trustees of the Society (called the "Board") together with payment of such annual membership fee as may be stipulated by the Board in accordance with Paragraph

3.04. Each such Application for Membership is subject to the approval of the Board and the Membership of a Member of the Society (called the "Member") shall take effect upon the passing of a resolution of the Board approving the application.

3.04 Annual Membership Fee - The Annual Membership Fee of the Society shall be such sum as the Board may by resolution stipulate from time to time. Payment of the Annual Membership Fee is due upon application for Membership in the Society, and thereafter the Annual Membership Fee for each succeeding year is due and payable upon the first day of each fiscal year of the Society, as determined by the Board in accordance with Paragraph 15.01.

3.05 Rights of Members - Members are entitled to attend and vote at all general meetings of the Society and may attend meetings of the Board with the consent of the Board expressed by resolution of the Board.

3.06 Cessation of Membership - Membership of any person in the Society shall cease:

- 3.06.01 if he gives written notice of his resignation addressed to the Society at its registered office;
- 3.06.02 thirty (30) days following the commencement of the fiscal year of the Society, if he has not paid the Annual Membership Fee for such fiscal year; or
- 3.06.03 if his membership is terminated by a special resolution passed at a general meeting of the Society.

4. GENERAL MEETINGS

4.01 Classes of General Meetings - There shall be two kinds of general meetings: Annual General Meetings and Special General Meetings.

4.02 Annual General Meetings - The Annual General Meeting of Members shall be held at such time during the month of May and at such place within the City of Calgary as the Board may determine, for the purpose of considering the financial statements of the Society, considering the reports of the auditor of the Society and of the Board, electing trustees, and transacting such other business as may be properly brought before the meeting.

If due to unavoidable circumstances the Annual General Meeting cannot be held at such time and place as is specified in the notice calling the meeting, the Board may postpone the meeting. In such event, the subsequent Annual General Meeting shall be held within thirty (30) days of the date specified for the meeting which was postponed, and such subsequent Annual General Meeting shall be called only on notice given as for an original meeting.

4.03 Special General Meetings - A Special General Meeting of Members may be called as follows:

4.03.01 by the President and the Secretary together, by the President and any two (2) other trustees, or by the Secretary and any two (2) other trustees; or

4.03.02 upon receiving the written requisition of the greater of:

4.03.02.01 ten (10) Members who have paid their annual membership fees and are not otherwise in default of the provisions of these By-laws (called "Members in Good Standing");
or

4.03.02.02 not less than twenty (20%) percent of all Members in Good Standing, the Board shall forthwith call a Special General Meeting of Members. If the Board, having been served with such a written requisition fails to cause a meeting to be held within twenty-one (21) days from the date of service upon it of the requisition, then the requisitionists, or any of them, may themselves call the meeting. Special General Meetings shall be held at such time and place within the City of Calgary as is stipulated in the notice calling the meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.01 Notice of Meetings - Notice of the time and place of each General Meeting of Members shall be given in the manner provided in paragraph 16.01 not less than ten (10) days before the date of the meeting in accordance with Paragraph 16.02; provided, however, that the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings of any General Meeting. Any person entitled to notice of a meeting may in any manner waive notice of or otherwise consent to the General Meeting of Members.

5.02 Meetings Without Formal Notice - A General Meeting of Members may be held without formal notice at any time and place permitted by The Societies Act (called the "Act") if all the Members entitled to vote thereat are present in person or are represented by proxy and if those not present or represented by proxy submit to the Board written waiver of notice of the meeting or otherwise consent in writing to such meeting being held. At such a meeting any business may be transacted which may be transacted at a General Meeting of Members convened by notice.

5.03 Chairman - The President or in his absence the Vice- President or in his absence any trustee approved by a simple majority of the Members in Good Standing entitled to vote at the meeting shall

preside as Chairman of the meeting. Upon the refusal to act of such officer or trustee or if no such officer or trustee is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman.

5.04 Persons Entitled to be Present - The only persons entitled to be present at a General Meeting of Members shall be those entitled to vote thereat and the auditors for the time being of the Society. Any other person may be present only with the consent of either the Board or the Members expressed by resolution of the Board or the Members, as the case may be.

5.05 Quorum - A quorum for the transaction of business at any General Meeting of Members shall be the greater of:

5.05.01 fifteen (15) persons present in person; or

5.05.02 that number of persons present in person representing not less than fifteen (15%) percent of all Members in Good Standing entitled to vote at the meeting,

each being a Member entitled to vote thereat or a duly appointed proxy for an absent Member so entitled. If a quorum is present at the opening of any General Meeting of Members, the Members present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

If a quorum is not present within one half hour after the time appointed for the meeting, those present may adjourn the meeting until such time and place as they may see fit. In such event, it shall be necessary to give notice of the adjourned meeting as for an original meeting, with the exception that it shall not be necessary to give notice of the adjourned meeting to those Members present at the meeting from which the adjournment took place, other than by announcement at the time of adjournment. If at such adjourned meeting a quorum is not present, the meeting shall be dissolved and any subsequent General Meeting of Members may be called only on notice given as for any original meeting.

5.06 Voting - Every Member in Good Standing shall have one vote, provided that his annual membership fee is paid and his application for membership is approved by the Board at least seventy-two (72) hours in advance of the time stated for the commencement of the meeting. For greater clarity, each Member in Good Standing shall have the right to vote and a husband and wife shall be entitled to one vote each if both are Members in Good Standing in their own right. Any question at a General Meeting of Members shall be decided by a show of hands unless a poll or ballot thereon is demanded by a simple majority of the Members in Good Standing

entitled to vote thereat. Upon a show of hands, if it appears that individuals other than Members in Good Standing entitled to vote at the meeting voted on the question, the decision taken on the show of hands will nevertheless be binding upon the Society unless it is demonstrated to the satisfaction of the Chairman that the number of unauthorized votes could have influenced the outcome of the vote. Upon a show of hands, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the Minute Book of the Society shall be conclusive evidence of that fact.

At a General Meeting of Members, every question shall, unless otherwise required by the Act or these By-laws, be determined by the majority of votes cast on the question. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote

5.07 Proxies - Every Member entitled to vote at a General Meeting of Members may appoint a proxy holder, who must be a Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy. The proxy shall be in writing executed by the Member. An instrument appointing a proxy holder shall be valid during the specified therein, or if no period is specified, until revoked in writing by the Member appointing the proxy holder. A Member may not hold more than three (3) proxies at the same time.

5.08 Adjourned Meetings - The Chairman may, with the consent of the meeting, adjourn any meeting to such time and place as he sees fit, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of adjournment other than by announcement at the meeting from which the adjournment took place.

5.09 Resolution in Writing - A resolution in writing signed by all of the Members shall be as valid and effectual as if passed at a General Meeting of Members duly convened and constituted, and shall be held to relate back to any date therein stated to be the effective date thereof.

6. TRUSTEES

6.01 First Trustees - The first trustees of the Society shall be the signatories to the Application for Incorporation and By-laws of the Society, who shall hold office until the first Annual General Meeting of Members. The first Board of Trustees shall appoint from among their number a President, a Vice-President, a Secretary, and a Treasurer.

6.02 Qualification - Every Member in Good Standing shall be qualified for election or appointment as a trustee of the Society, with the exception of nominees to the office of President, which nominees must have previously served on the Board, unless this

requirement is specifically waived by resolution passed by the vote of not less than seventy-five (75%) per cent of the Members in Good Standing present in person or represented by a duly appointed proxy, and entitled to vote at the meeting.

6.03 Number of Trustees and Officers - The Board shall consist of seven (7) persons, and shall be comprised as follows:

6.03.01 one (1) President, one (1) Vice-President, one (1) Secretary, one (1) Treasurer and one (1) Past President; and

6.03.02 such members of additional trustees, who shall be elected by the Members or appointed by the Board, as shall be required to bring the total number of trustees to seven (7).

6.04 Appointment by the Board - The board may at any time and from time to time add its number and appoint additional trustees, in order to provide that the total number of trustees shall be seven (7)

6.05 Election and Term of Office - At the first Annual General Meeting of Members, a simple majority of the trustees elected shall hold office until the second General Meeting of Members following the date of their election, and the balance of the trustees elected at the first Annual General Meeting of Members shall hold office until the third Annual General Meeting of Members following the date of their election. Commencing with the third Annual General Meeting of Members, that number of trustees shall be elected as is required to fill the positions of those trustees whose term of office has expired, and each trustee so elected shall hold office until the second Annual General Meeting of Members following the date of his election. Notwithstanding the foregoing, a retiring President shall retain his trusteeship for a term of one (1) year in the office of Past President.

A retiring trustee shall retain office until the dissolution of the meeting at which his successor is elected. If an election of trustees is not held at the proper time, the trustees then in office shall continue in office until their successors are elected. A retiring trustee shall be eligible for re-election.

At least sixty (60) days prior to the date of the Annual General Meeting in each year, nomination forms respecting the election of Members to the Board shall be distributed to each Member. The nomination form shall state the name, address and telephone number of the Chairman of the Nominating Committee and shall state and date on which nominations shall close, which date shall be at least thirty (30) days prior to the date of the Annual General Meeting. In order to constitute a valid nomination, the nomination form must be delivered to the Chairman of the Nominating

Committee prior to the date on which nominations close and must be signed by the nominee and two nominators, all of whom must be Members in Good Standing. In order to be elected to the Board by the Members at an Annual General Meeting, the nominee must be personally present at the meeting.

6.06 Nominating Committee - The Board shall appoint a Nominating Committee at least seventy-five (75) days prior to the Annual General Meeting of Members, which Committee shall consist of at least three (3) Members in Good Standing, at least one (1) of whom shall be a trustee of the Society. The Chairman of the Nominating Committee shall be a trustee of the Society. The Nominating Committee shall:

- 6.06.01 select and nominate sufficient qualified persons for election in the event that there are insufficient nominees to fill all vacancies on the Board as of the date on which nominations close;
- 6.06.02 present to the Board a progress report respecting nominations within one (1) week from the date on which nominations close; and
- 6.06.03 conduct the election of trustees at the Annual General Meeting of the Members.

Nominations for elections to the Board shall not be accepted from the floor at the Annual General Meeting of Members. A list of all nominees for election to the Board, including their address and telephone numbers shall accompany the notice specifying the time and place of the Annual General Meeting of Members.

6.07 Resignation of Trustees - A trustee may retire from his office upon giving notice in writing to the Society of his intention to do so and such resignation shall take effect upon the expiration of such notice; provided, however, that the Board may accept such resignation prior to the expiration to such notice, in which event the resignation shall take effect upon such acceptance by the Board.

6.08 Removal of Trustees - The members may, by ordinary resolution passed at a General Meeting of Members or by a resolution in writing signed by all of the Members in Good Standing entitled to vote on such resolution at a General Meeting of Members, remove any trustee from office and the vacancy thereby created may be filled at the same meeting, failing which it may be filled by the remaining trustees. The Board may, by resolution passed at a meeting of the Board, remove any trustee from office who has failed to attend three (3) consecutive meetings of the Board, the time and place of which were communicated to him in accordance with Paragraph 7.02.

6.09 Casual Vacancies - The continuing trustees may act notwithstanding any vacancy in their number, but the continuing trustees shall fill the vacancy pursuant to Paragraph 6.04 within thirty (30) days from the date on which the vacancy occurred, failing which, the continuing trustees may act only for the purpose of increasing the number of trustees to seven (7) or summoning a General Meeting of Members, but for no other purpose.

6.10 Powers of Trustees - The Board shall manage the affairs of the Society and may exercise all powers and do all acts and things as may be exercised or done by the Society and are not by these By-laws, any special resolution of the Society, or the Act expressly directed or required to be done by the Society at a General Meeting of Members. The Board shall have the power to invest from time to time any monies or securities or property, whether real or personal, of every nature whatsoever, which may at any time belong to the Society, in such investments as it deems advisable without being limited to investments permitted by law for the investment of trust funds. The Board shall have the power to hold informal information meetings for the purpose of disseminating information concerning the objectives and activities of the Society.

6.11 Banking and Exercise of Borrowing Powers - The Board may open and operate such bank accounts as may be expedient in its opinion and deposit any cash balances in the hands of the Society at any time in any chartered bank, Province of Alberta Treasury Branch, or trust company and may draw, endorse, deposit or deal in cheques, bills of exchange, promissory notes, drafts, or any other mercantile, commercial or security document of every nature whatsoever with such bank, Province of Alberta Treasury Branch, or trust company and for such purposes the signature of those trustees designated by a majority of the Board in writing shall be valid and binding upon the Society and all such forms as may be required to open and operate bank accounts and for related matters shall be completed in the required manner and on the forms required by such bank, Province of Alberta Treasury Branch, or trust company. For the purpose of carrying out the Society's objects, the Board may borrow or raise or secure the payment of money in such manner as it thinks fit; provided, however, that no amount in excess of ten thousand (10,000.00) dollars shall be borrowed except under the authority of the Society expressed by resolution of the Members, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

6.12 Remuneration - No officer, trustee or Member of the Society shall receive any remuneration for his services; however, any such officer, trustee or Member may be reimbursed for any reasonable expenses incurred by him in the performance of his services.

7. PROCEEDINGS OF THE BOARD OF TRUSTEES

7.01 Quorum - A quorum for the transaction of business at any

meeting of the Board shall consist four (4) trustees. No business shall be transacted at any meeting of the Board unless the requisite quorum is present at the commencement and throughout the duration of the meeting.

7.02 Calling of Meetings - Subject to these By-laws, the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they shall think fit. Meetings of the Board may be summoned by the President, failing whom the Secretary, failing whom any other trustee. A meeting of the Board may be held at any time or place within the Province of Alberta as the Board may deem necessary or expedient, and may be summoned on twenty-four (24) hours notice verbally or in writing and by means of telephone or telegraph or any other means of communication. A trustee may in any manner waive notice of or otherwise consent to a meeting of the Board. All acts done by any meeting of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any one or more members of the Board, 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 on the Board.

7.03 First Meeting of New Board - Provided a quorum of trustees is present, each newly-elected Board may without notice hold its first meeting immediately following the General Meeting of Members at which the trustees comprising such Board were elected. No notice of a meeting of the Board at which a trustee is appointed to fill a vacancy in the Board shall be necessary to the newly-appointed trustee.

7.04 Adjourned Meetings - If a meeting of the Board is adjourned, it shall be necessary to give notice of the adjourned meeting as for an original meeting.

7.05 Regular Meetings - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each trustee forthwith after being passed, and no other notice shall be required for any such regular meeting except where the Act or these By-laws require the purpose thereof or the business to be transacted thereat to be specified.

7.06 Chairman - The Chairman of any meeting of the Board shall be the President or, in his absence, the Vice-President. If no such officer is present, the trustees present shall choose one of their number to be Chairman of the meeting.

7.07 Voting - At all meetings of the Board, every question shall be decided by the unanimous agreement of all trustees present in person at the meeting.

7.08 Resolution in Writing - A resolution in writing signed by all the trustees without their meeting together shall be as valid and effectual as if passed at a meeting of the Board duly called and constituted, and shall be held to relate back to any date therein stated to be the effective date thereof.

8. DELEGATION AND COMMITTEES

8.01 Delegation by the Board - The Board may from time to time delegate to a committee of trustees or to such one or more of the trustees, members or agents of the Society as may be designated by the Board all or any of the powers conferred upon the Board pursuant to the Act or these By-laws, to such extent and in such manner as the Board shall determine at the time of each such delegation.

8.02 Appointment of Committees - The Board may appoint and at its discretion dissolve committees of trustees or Members, or both, and delegate to such committees the powers permitted to be delegated to committees by Paragraph 8.01. The Board shall appoint the Chairman of each committee at the time the committee is appointed by the Board.

8.03 Procedure - Unless otherwise determined by the Board and subject to the provisions of these By-laws, each committee shall have the power to:

8.03.01 fix its quorum at not less than a majority of its members;

8.03.02 elect its chairman; and

8.03.03 regulate its procedure.

Subject to the foregoing, the powers of a committee shall be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. The Chairman of every standing committee of the Society must be a trustee of the Society. The President shall be an ex-officio member of any committee formed by the Society or the trustees thereof.

8.04 Advisory Boards - The Board may appoint one (1) or more committees of Members called Advisory Boards in any centre in Canada, consisting of five (5) Members. Advisory Boards shall meet at least once each calendar year to discuss matters of relevance to the Society, and shall present their reports and recommendations to the Board for consideration by the Board.

9. OFFICERS

9.01 Appointment - The officers of the Society shall consist of one (1) President, one (1) Vice-President, one (1) Secretary, one (1) Treasurer and the Past President. The election of all trustees including those holding named offices on the Board shall be conducted in accordance with Paragraph 6.05. The Board may from time to time appoint such other officers as the Board may determine, including one or more assistants to any of the officers elected as aforementioned. The Board may specify the duties of any such last-mentioned officers.

9.02 President - The President shall, when present, preside at all meetings of the Members and of the Board. The President shall be an ex-officio member of all committees of the Society or the trustees thereof. The President shall also be charged with the general management and supervision of the affairs and operations of the Society.

9.03 Vice-President - During the absence or inability of the President to act, his duties and powers may be exercised by the Vice-President or such other trustee as the Board may from time to time determine. If the Vice-President or other trustees exercise any such duty or power of the President, the absence or inability of the President shall be presumed with reference thereto.

9.04 Secretary - The Secretary shall cause all facts and minutes of proceedings of all General Meetings of Members and meetings of the Board to be recorded in the books kept for that purpose. He shall keep a record of all the Members and their addresses and send all notices required to be given to Members and trustees. He shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver up upon authorization by resolution of the Board to such persons as may be named in the resolution.

9.05 Treasurer - The Treasurer shall collect all annual membership fees and other payments made to the credit of the Society, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account, and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board. He shall disburse the funds of the Society under the direction of the Board, taking proper vouchers therefore. He shall render to the Board whenever required of him an account of all his transactions as Treasurer and of the financial position of the Society, and shall submit to the Annual General Meeting of Members a statement of the financial position of the Society duly audited as provided in Paragraph 15.01.

9.06 Past President - The Past President shall assist in the general management and supervision of the affairs and operations of the Society.

9.07 Other Officers - The duties of such other officers of the Society as may be appointed by the Board from time to time shall be such as the terms of their appointment call for or the Board requires of them from time to time.

10. PROTECTION OF TRUSTEES, OFFICERS AND OTHERS

10.01 Limitation of Liability - No trustee or officer shall be liable for the acts, omissions, or defaults of any other trustee or officer; for joining in any other act for conformity; for any loss, damage or expense occurring to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society; for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested; for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the monies, securities or effects of the Society shall be deposited; for any loss occasioned by any error of judgment or oversight on his part; or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default.

10.02 Indemnity - The Society may indemnify a trustee or officer of the Society, a former trustee or officer of the Society, or a person who undertakes or has undertaken any liability on behalf of the Society, and his heirs and legal representatives, against all costs charges and expenses, including an amount paid to settle and action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a trustee or officer of the Society or by reason of undertaking or having undertaken any liability on behalf of the Society, if:

10.02.01 he acted honestly and in good faith with a view to the best interests of the Society; and

10.02.02 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

11. BUSINESS OF THE SOCIETY

11.01 Registered Office - The registered office of the Society shall be at such location in the City of Calgary, in the Province of Alberta as the Board may from time to time by resolution determine.

11.02 Seal - The seal of the Society shall be of such form and design as may be adopted by resolution of the Board.

11.03 Execution of Instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Society, and the seal of the Society affixed thereto, by two (2) trustees of the Society, one of whom shall be either the President, the Secretary, or the Treasurer. The Secretary alone may affix the seal of the Society for the purpose of certifying copies or abstracts from the Society's By-laws, minutes of meetings or resolutions of the Members or of the Board or committees thereof, or any instrument executed or issued by the Society.

12. BOOKS OF THE SOCIETY

12.01 The Board shall cause minutes and all necessary records to be kept in books provided by the Society for the purpose of recording:

- 12.01.01 all appointments of officers;
- 12.01.02 all contracts or other obligations entered into by the Board or by the Society
- 12.01.03 the names of the trustees present at each meeting of the Board;
- 12.01.04 all resolutions and proceedings of all General Meetings of Members and meetings of the Board and committees thereof; and
- 12.01.05 all notices of General Meetings of Members and meetings of the Board,

and any such minutes, if signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting, shall be received as sufficient evidence without any further proof of the facts stated therein.

The Secretary shall cause to be kept a book or books containing:

- 12.01.06 the Society's Certificate of Incorporation;
- 12.01.07 a copy of the Application for Incorporation and By-laws of the Society, and any amendments thereto;
- 12.01.08 the names of all persons who are or have been Members;

- 12.01.09 the address and occupation of every such person while a Member, as far as can be ascertained;
- 12.01.10 the names, addresses and occupations of all persons who are or have been trustees of the Society, with the several dates at which each became or ceased to be a trustee; and
- 12.01.11 the names of all proxy holders and alternate proxy holders of Members and the name of the appointing Member.

13. ACCOUNTS

13.01 Keeping of Accounts - The Board shall cause true accounts to be kept of the following matters, namely:

- 13.01.01 all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place;
- 13.01.02 all sales and purchases of goods by the Society; and
- 13.01.03 the assets and liabilities of the Society.

The books of account shall be kept at the registered office of the Society, or at such other place or places as the Board shall think fit, and shall be open to inspection as the Board may authorize.

13.02 Production of Accounts - At each Annual General Meeting of Members, the Board shall lay before the meeting a balance sheet, an income and expenditure account, and an auditor's report.

14. INSPECTION OF BOOKS AND ACCOUNTS

14.01 The books and records of the Society may be inspected by any Member at any Annual General Meeting of Members or upon the written requisition of not less than ten (10%) per cent of all Members in Good Standing and upon giving reasonable notice and arranging a time satisfactory to the trustee having charge of the same. Each trustee shall at all times have access to such books and records.

15. AUDIT

15.01 Once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheets and the income and expenditures accounts shall be ascertained by one or more auditors. The auditors of the Society shall be appointed at the first meeting of the Board following the commencement of the fiscal year of the Society and shall hold office until the first meeting of the Board following the commencement of the next fiscal

year of the Society. The remuneration of the auditors respecting services performed on behalf of the Society shall be fixed by the Board and paid by the Society. The fiscal year-end of the Society shall be determined by resolution of the Board.

16. NOTICE

16.01 Method of Giving Notice - Any notice to be given pursuant to the Act, these By-laws, or otherwise upon any Member may be served by the Society upon any such Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his address last recorded in the books of the Society. Any notice if served by post shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of the mails, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid.

16.02 Notice of General Meetings of Members - At least ten (10) days prior to every General Meeting of Members, notice thereof specifying the place, date and hour of such meeting shall be served on:

16.02.01 every Member, except those Members who have not supplied to the Society an address for the giving of notices to them; and

16.02.02 the auditor for the time being of the Society.

16.03 Computation of Time - In computing the date when notice must be given under any provision of these By-laws requiring a specified number of days notice for any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

16.04 Undelivered Notices - If any notice given to a Member pursuant to Paragraph 16.01 is returned for any reason, the Society shall not be required to give any further notices to such Member until he informs the Society in writing of his address.

16.05 Omissions and Errors - Any accidental omission to any notice given to any Member, trustee, or auditor of the Society; or the non-receipt of any notice to any such Member, trustee, or auditor; or any error contained in any such notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

16.06 Waiver of Notice - Subject to the provisions of the Act, any Member (or his duly appointed proxy), trustee or auditor may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act

or these By-laws and such waiver or abridgment shall cure any defect in the service of such notice.

17. AMENDMENT OF BY-LAWS

17.01 The By-laws of the Society shall not be recinded, altered or added to except by special resolution at a General Meeting of Members.

18. INTERPRETATION

18.01 These By-laws shall be construed with reference to the provisions of the Act, and the terms used in these By-laws shall be taken as having the same respective meanings as they have when used in the Act. In the interpretation of these By-laws, except where excluded by the context:

18.01.01 words importing the singular number only shall include the plural number; and words importing the plural number only shall include the singular number;

18.01.02 words importing the masculine gender shall include feminine; and

18.01.03 words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

19. NON-PROFIT STATUS

19.01 The Society is a non-profit religious and charitable society. Accordingly, the activities of the Society shall be carried on without purpose of gain for its Members and any profits or other accretions to the Society shall be used exclusively in the promotion of its objects.

20. WINDING UP

20.01 The Society shall be wound up voluntarily whenever a special resolution is passed requiring the Society to be so wound up. Upon such winding up of the Society, all its remaining assets, after payment of all its debts and liabilities, shall be distributed or transferred or delivered to such qualified donees recognized under the Income Tax Act of Canada then extant as the Board may by resolution stipulate.