

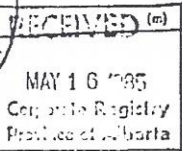
50309886

Alberta



THE SOCIETIES ACT BY-LAWS

CONSUMER AND
CORPORATE AFFAIRS
CORPORATE REGISTRY



FILED
MAY 16 1985

The Name of the Society **MICROFILME D**
CANADIAN OLD TIMERS RODEO ASSOCIATION

MAY 30 1985
MEMBERSHIP
MICROGRAPHICS UNIT
Alberta Consumer & Corporate Affairs

1. — Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a member by a favourable vote passed by a majority of the members at a regular meeting of the society, and upon payment of the fee. Such voting shall be by ballot, unless the meeting by resolution otherwise decides. Any person under the age of 18 years may in the same manner become a member upon payment of half of the said fee. Please see attached sheet "MEMBERSHIP A" and "Conditions of withdrawal of members, sheet "B".

2. — Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a two-thirds vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable. OFFICERS -
The offices of the Society shall be President, Vice-President, Secretary-Treasurers, Directors. PRESIDENT

3. — The President shall be ex-officio a member of all Committees. He shall, when present, preside at all meetings of the society and of the Board. In his absence the Vice-President shall preside at any such meetings, and in the absence of both a chairman may be elected by the meeting to preside thereat. The president may from time to time appoint such committees as he may deem advisable and such other persons to act in an advisory capacity as he may deem advisable. BOARD OF DIRECTORS

4. — Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.

5. — The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten days' notice in writing mailed to each member or by three days' notice by telegram or telephone. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

Additional to the Board of Directors, please see attached sheet, titled Directors "A" SECRETARY

6. — It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He shall have charge of the Seal of the society which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.

7. — The Secretary shall also keep a record of all the members of the society and their addresses, and all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the society, such monies to be promptly turned over to the Treasurer for deposit in a chartered Bank as hereinafter required.

TREASURER

8. — The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever Bank the Board may order. He shall properly account for the funds of the society and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

AUDITING

9. — The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be January 31
(Month, Day)

10. — The books and records of the society may be inspected by any member of the society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

11. — This society shall hold an annual meeting on or before JANUARY 31 in each year, of which meeting due notice shall be given to all members. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.

12. — Meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight days previous to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail eight days previous to the meeting.

13. — ELVEN members in good standing shall constitute a quorum at any meeting.

VOTING

14. — Any member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise. Associate members do not have a vote.

REMUNERATION

15. — Unless authorized at any meeting and after notice of same shall have been given no officer or member of the association shall receive any remuneration for his services.

BORROWING POWERS

16. — For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

BY-LAWS

17. — The By-Laws may be rescinded, altered or added to by a "Special Resolution".

DATED this 17 day of April 19 85
NAME (SIGNATURE) ADDRESS OCCUPATION

James C. Kelley Box 331 Cochrane Alta. Tel. 440 Rancher

Joe Brown Box 1386 Cochrane Alta. Tel. 440 (CONTRACTOR)
FARMER RANCHER T

Doug Bodser Box 114 Cremona Alta. T.O.M.C.R.B.

Bruce Freeman 2452-23 St. NW, Calgary T2M3Y2

Steve Elliott B 673-3779 Egham Alta. HANDSMAN.
Self employed

WITNESS:

NAME (SIGNATURE) ADDRESS OCCUPATION

[Signature] RR4 Calgary Rancher

✓ MEMBERSHIP "A"

1. Membership is open to any person 40 years of age and older. Your age on your membership card determines your age for the year. The membership year runs from February 1 to February 1. Dues are \$50.00 per year payable February 1 of each year. If membership dues are not paid by February 1, an additional \$5.00 will be assessed.
2. Associate membership is available to anyone who advocates and encourages the support of rodeo. Dues will be \$25.00. An honorarium may be presented to those determined by the Board of Directors to have contributed greatly, with distinction to the sport of rodeo and to the Association.
3. Judges, timers and stock contractors must be a member in good standing, or an associate member.
4. Non-members may compete in the area in which sanctioned rodeo is held and permitted by the local committee. Boundaries to be determined by the local committee. Local committees are responsible for the entry fees of all non-members. Any points won by the non-member will be void.
5. Any person becoming a member of this Association shall comply with all its rules, by-laws and decisions and shall be bound by the same.
6. All contestants are required to read the rules carefully, particularly those relating to the contest or events in which they enter. Failure to understand the rules will not be accepted as an excuse.
7. A member may be admitted, retained, suspended and expelled in accordance with such rules and regulations as the Board of Directors may from time to time adopt.
8. Any member causing any unnecessary trouble or embarrassment to the Association will be considered in violation.
9. Members must pay current dues and all outstanding debts to the association before being accepted as a member.
10. Any member may be disciplined, fined, suspended, or expelled from the Association and may be denied any or all privileges of the Association whenever it shall have been established by satisfactory evidence to the Board of Directors that such member has knowingly and willfully violated any pertinent rule of the Association.
11. Any member that has been turned into the Board for disciplinary action or fine, will be notified and have a chance to appear before the Board or be represented by the Event Director or send a written appeal to plead his/her case.
12. No person may participate in an Association sanctioned rodeo if they appear on the suspended list of any recognized rodeo association.
13. No memberships will be processed on entry closing days.

CONDITIONS OF WITHDRAWAL OF MEMBERS 'B'

1. Any member may resign from the Association by serving written notice to the Secretary of the Association.
2. By becoming a member of the Association, a member releases to the Association the right to use his name and/or picture for the good of the Association and of the sport of rodeo as long as there is no commercial endorsement or resale involved.
3. The executive may on its sole discretion, reinstate any member who resigns in good faith after he/she has paid the then current dues and fees of the Association, provided the said person is not on the suspended list of any Association whose suspended list is honored by the COTRA.

DIRECTORS "A"

1. Directors will be elected to represent each event approved by the Society. Such other directors may be appointed as deemed advisable by the membership.
2. The term of office for all officers or directors shall be from the date of election for two years.
3. In the event of the death of any officer or member of the Executive or the absence of any officer or member of the Executive from three consecutive meetings that office shall be deemed vacant.
4. Any vacant office shall be filled by the Executive with majority approval of all members thereof.
5. It will be so arranged, to the nearest even number, one half of the Executive will be retiring each year in order to provide continuity to the affairs of the Society.
6. The office of Director shall be automatically vacated if the Director shall resign his office by delivering a written resignation to the Secretary of the Association, or if at a special general meeting of members a resolution is passed by three quarters (3/4) of the members present at the meeting that he be removed from office.



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Special Resolution

I hereby certify that the following special resolution was passed at a meeting of the members of the **CANADIAN SENIOR PRO RODEO ASSOCIATION** on December 12, 2004.

The bylaws were changed as follows:

- The addition of the following bylaw:
Dissolution of the Association. Should the society, through a majority vote of a quorum of the membership, make the decision to dissolve the society, all assets including bank accounts will be donated to a registered charity for children such as "Boots for Children".

Date: February 24, 2005

Signature: Pauline Hunter

Title: Secretary / Treasurer

RECEIVED C
 FEB 28 2005
 Corporate Registry

FILED 201
 FEB 28 2005
 Registrar of Corporations
 Province of Alberta

CORPORATE ACCESS NUMBER

50029626

Alberta

SOCIETIES ACT

CERTIFICATE

CANADIAN OLD TIMERS RODEO ASSOCIATION
CHANGED ITS NAME **CANADIAN SENIOR PRO RODEO**
ASSOCIATION. THE NEW NAME WAS REGISTERED ON
JANUARY 21, 1994



Registrar of Corporations