

NORTHEASTERN ALBERTA ABORIGINAL BUSINESS ASSOCIATION

BY-LAW NO. 1

BEING THE GENERAL BY-LAW OF Northeastern Alberta Aboriginal Business Association
(called in the balance of this By-Law "NAABA").

OBJECTIVES / POWERS

1. The general objectives of NAABA are exclusively limited to:
 - a. enhancing and creating an environment, which promotes businesses, jobs, and training for the betterment of all Aboriginal people in the Wood Buffalo Region;
 - b. promoting understanding of business opportunities for Aboriginal business people, entrepreneurs, aboriginal communities and First Nations in the Wood Buffalo Region;
 - c. providing educational and other resources to build capacity and understanding for Aboriginal business people, entrepreneurs, Aboriginal communities and First Nations involved with business structuring, tax planning, accounting, development, operations and growth;
 - d. promoting the utilization and contracting of Aboriginal Business throughout the Wood Buffalo Region;
 - e. developing and enhancing the overall profile of Aboriginal Businesses.
2. In pursuing these general objectives NAABA has the following powers:
 - a. to provide means and facilities by which Members may increase their knowledge, skill and proficiency in all things relating to structuring, developing, operating and growing a business in the Wood Buffalo Region;
 - b. to assist Members to carry out their role as entrepreneurs and business people through education and training in administrative systems, legal principals, tax planning, human resource relations, and accounting practices;
 - c. represent and advocate on behalf of the Members in relation to all matters surrounding business in the Wood Buffalo Region;
 - d. promote networking opportunities for Aboriginal businesses throughout the Wood Buffalo Region; and
 - e. developing and maintaining a data base of Aboriginal businesses, and Aboriginal business opportunities.

HEAD OFFICE

3. The head office of NAABA will be located in Fort McMurray Alberta. NAABA may establish by Ordinary Resolution of the Board such other offices in the Wood Buffalo Region elsewhere as the Directors may deem expedient.

INTERPRETATION

4. In the by-laws of NAABA the following words will have the following meanings:
- a. “Aboriginal” means an Indian, Métis or Inuit person.
 - b. “Aboriginal Business” means a sole proprietorship, partnership, trust, organized group or community owned and controlled primarily by Aboriginal persons including First Nations and includes an Aboriginal Corporation and an Aboriginal Limited Partnership.
 - c. “Aboriginal Corporation” means a Corporation:
 - i. incorporated under the laws of a province of Canada or under the Canada Business Corporation Act, registered to carry on business in Alberta;
 - ii. legally and beneficially Controlled by one or more Aboriginal persons or First Nations;
 - iii. where the shareholders do not have a shareholders’ agreement in place which decreases or diminishes the Control of the Aboriginal person or First Nation.
 - d. “Aboriginal Limited Partnership” means a limited partnership registered in the Province of Alberta and of which:
 - i. no less than fifty one percent of the units of each class of the limited partners are owned by, or the profits of the limited partnership are payable to an Aboriginal Person, one or more First Nations or an Aboriginal Corporation; and
 - ii. the General Partner is an Aboriginal Corporation
 - e. “Act” or “the Corporations Act” means the statute under which NAABA has been incorporated or any Act substituted therefore as amended from time to time, but references will be to the Act and Amendments thereto in force at each relevant time.
 - f. “Annual Meeting” means the annual meeting of the Members as described and provided by paragraphs 13, 14 and 15 of this By-law.
 - g. “Articles” means the Articles of Incorporation of NAABA as from time to time amended, supplemented or restated and as the term articles are more particularly defined in the Act.
 - h. “Associate Member” means those entities engaged in ongoing for profit business and government agencies. Without limiting the foregoing Associate Membership are open to banks, oil companies, accountants and accounting firms, lawyers and law firms.
 - i. “Board” means the board of directors of NAABA.
 - j. “Board Meeting” means a duly constituted meeting of the Board.
 - k. “By-law” means this by-law and all other by-laws of NAABA from time-to-time in force and effect.

- l. "Control" means when applied to the relationship between a person and a corporation, the beneficial ownership by the person, at the relevant time, of shares:
 - i. which carry more than 50% of the voting rights ordinarily exercisable at meetings of shareholders; and
 - ii. the voting rights carried by such shares are sufficient, if exercised, to elect a majority of the directors of the corporation.
 - m. "Director" means a director of the Board.
 - n. "First Nation" means a body of Indians as represented by its chief and counsel.
 - o. "Fiscal Year" means the period commencing July 01 and ending June 30.
 - p. "Full Member" means an Aboriginal Business carrying on its business in the Wood Buffalo Region which meets the qualifications of membership as set out in these bylaws at Articles 6 and has been approved by the Board as a Full Member.
 - q. "Indian" means an Indian as defined in the Indian Act.
 - r. "Indian Act" means the *Indian Act*, R.S.C., 1985, c. 1-5.
 - s. "Member" means a Full Member or an Associate Member.
 - t. "Métis" means a person who self-identifies as Métis, is of historic Métis Nation Ancestry, is distinct from other Aboriginal Peoples and is accepted by the Métis Nation.
 - u. "Resolution" means an Ordinary Resolution or a Special Resolution.
 - v. "Ordinary Resolution" means a resolution passed by no less fifty-one (51%) percent of the persons eligible to vote and who are present at a duly constituted meeting.
 - w. "Special Resolution" means a resolution passed by no less sixty-five (65%) percent of the persons eligible to vote present at a duly constituted meeting.
 - x. "Wood Buffalo Region" means that geographic area forming the Regional Municipality of Wood Buffalo located in northeastern Alberta.
5. In this Bylaw and in all other bylaws of NAABA hereafter passed, unless the context otherwise requires:
- a. Words importing the singular number or the masculine gender will include the plural number or the feminine gender, as the case may be, and vice versa.
 - b. References to persons will include firms, corporations, organizations, associations, foundations and charities.
 - c. Reference in any bylaw or any Resolution of NAABA to any bylaw, statute or section thereof, will be deemed to extend and apply to any amendment or re-enactment or such bylaw, statute or section thereof as the case may be.

- d. The division of this By-Law into sections, the insertion of headings and the provision of a table of contents is for convenience only and is not to affect the construction or interpretation of this By-Law.

MEMBERSHIP

6. Eligibility for Membership

Any Aboriginal Business may become a Member in good standing of NAABA by:

- a. meeting the definition, description and qualifications for one of the classes of membership;
- b. having a genuine interest in the purposes of NAABA; and
- c. paying the applicable dues.

7. Classes of Membership

There shall be two (2) classes of Membership in NAABA:

- a. Full Member;
- b. Associate Member.

8. Application for Membership

Any corporation, person, partnership or other organization may make application to the Board for membership in NAABA. Within thirty (30) calendar days following receipt of an application the Board will determine whether such applicant qualifies for Membership. All memberships will take effect at such time as the Board so determines that an applicant is so qualified or on the declaration by the Appeal Committee that an applicant is so qualified.

9. Appeal

Disputes concerning the right to become or remain a Member will be heard and determined by the Appeal Committee applying the rules of natural justice, whose decision on the matter will be final, binding and not subject to appeal.

10. Dues.

Dues shall be paid annually by or for all Members except those, if any, for which dues are specifically exempted by the Bylaws of NAABA. The amount of dues to be paid by each class of membership shall be determined from time to time by the Board.

11. Expulsion.

Any Member may be expelled from NAABA by vote of a majority of the Full Members in attendance at a special or general meeting called for that purpose and for which proper written notice has been given at least thirty (30) days in advance of such meeting.

12. Resignation and Removal.

Any Member may resign from NAABA by giving written notice to that effect to the Board. A Member shall be removed from the Membership of NAABA for failing to pay annual dues for three (3) consecutive months.

MEETINGS OF MEMBERS

Annual Meeting:

13. The Annual Meeting of the Members will be held within one hundred and eighty (180) days following the last day of each Fiscal Year on such date and at such place as selected by the Board by Ordinary Resolution.
14. The Annual Meeting will be convened by the President, Vice-President, or by Ordinary Resolution of the Board and Notice of the Annual Meeting together with the agenda for the meeting will be provided to the Members no less than thirty (30) calendar days before the date scheduled for the said meeting.

Annual Report of the Board.

15. At each Annual Meeting of NAABA the Members will:
- a. be presented by the Board with an annual report of the activities of the Corporation of the previous year;
 - b. be presented with the financial statements (or summaries thereof) of NAABA for the preceding Fiscal Year;
 - c. elect such number of Directors as required by this By-Law;
 - d. conduct such additional business as the Board considers necessary and appropriate and as may properly come before the meeting; and
 - e. discuss any matters of new business or items of business not specifically referred to in the agenda under the topic of "new business" after all other matters on the agenda have been dealt with, provided that the new business may be spoken to for discussion and information purposes only.

Special Meetings

16. Special Meetings of Members may be convened at any time and place:
- a. by Ordinary Resolution of the Board;
 - b. following a request in writing, delivered to the Board, by not less than fifty (50%) percent of the Members specifying the object of the Special Meeting and the Resolutions sought to be voted on. The Board shall convene the Special Meeting within thirty (30) day after the said written request is received by the Board.
17. No business will be transacted at a Special Meeting other than that specified in the agenda forming part of the notice of the meeting.
18. The chair of a Special Meeting will determine the order in which the business and questions are presented to the Members.

19. All meetings of Full Members shall be open only for attendance by Full Members and those individuals invited by the Board to attend.

Quorum

20. Twenty (20%) percent of the Full Members present at any meeting of the Members will constitute a quorum for the purpose of conducting a vote.

Chair

21. At every Annual, or Special Meeting of the Members, in the absence of the President of the Board the chair of the meeting will be selected by the Directors present at the meeting. In the event the Directors are unable to agree on the person to serve as chair the Members in attendance at the meeting will elect the chair by an Ordinary Resolution.

Voting

22. One person who is a director of a Full Member and who is in attendance in person at a Meeting of Members is entitled to one vote on every issue put to a vote at any meeting of the Members. For greater certainty:
 - a. a Full Member may not have more than a single vote on any issue;
 - b. a person may vote more than one time on an issue put to a vote at any meeting of the Members notwithstanding that they may be a director of more than one Full Member.
23. Every question submitted to a meeting of Members will be decided at the discretion of the President of the meeting either by secret ballot or by a show of hands. In case of an equality of votes the chair of the meeting will not have a tie casting vote and the motion being voted on shall fail. Notwithstanding the preceding, at meetings of Members any Full Member may make a motion that any vote of the Members is to be conducted by secret ballot and, if seconded, and thereafter approved by a majority of the Full Members in attendance, by a show of hands this motion will apply to all other questions at that particular meeting, and all votes at that meeting will be determined by secret ballot.

Adjournment of Meeting

24. Any meeting of the Full Members may be adjourned at the discretion of the President or on a two-thirds vote of the Full Members present at such meeting and such business as set out on the agenda shall be transacted at such reconvened meeting as might have been transacted at such original meeting from which the adjournment took place. The chair of the adjourned meeting will notify the Members present of the time and place at which the adjourned meeting is to be held and further notice need not be given to the Members.
25. The chair of a meeting may in conjunction with two other Directors have removed any person from a meeting for disorderly or inappropriate conduct by such a person.

BOARD

Power

26. Subject to the provisions of this By-Law the administration, management, control of the affairs, property, business and funds of NAABA will be vested in the Board.

Directors

27. The Board will consist of a minimum of three (3) Directors and no more six (6) Directors each holding office for a term of two (2) years. The Board shall at the last meeting of the Board prior to the date of an election determine how many Directors will serve as Directors during the next term of the Board, and they will notify the Membership immediately thereafter.
28. To qualify as a Director a person shall:
 - a. have attained eighteen (18) years of age; and
 - b. be the representative or owner of a Full Member.

Election of Board

Term of a Director,

c. Transition

All Directors in office as at the date of this By-law will continue in their office according to the following transitional rules for elections (the "Transitional Elections"):

- (1) The offices of four (4) Directors selected by the Board will be vacated and terminated at the Annual Meeting held in 2009 and an election for four (4) Directors to fill such offices will be held on such termination;
- (2) The offices of five (5) Directors selected by the Board will be vacated and terminated at the Annual Meeting held in 2010 and an election for five (5) Directors to fill such offices will be held on such termination.

d. Term

Two (2) years following the election of a Director the office of such Director will be vacated and terminated and an election to fill the office of such Director will be held at the Annual Meeting held in year of such termination.

29. Notwithstanding any rule of this By-Law each Director will remain in their office until an election is held in relation to their office.
30. Directors will be eligible for re-election if otherwise qualified.

Retirement / Resignation Director

31. A retiring Director will remain in office until the dissolution or adjournment of the Board meeting at which their retirement is accepted.

Vacating of Office

32. The office of a Director will be automatically vacated:
 - a. if a Director resigns their office by delivering a written resignation to the Board of NAABA;

- b. if a Director is declared by a court of competent jurisdiction to be of unsound mind;
- c. if a Director becomes bankrupt, files a proposal under the provisions of the Bankruptcy and Insolvency Act, or is subject to the seizure of their assets by the creditor;
- d. on the death of a Director;
- e. if the person is not the representative or owner of a Full Member;
- f. if the Aboriginal Business which the Director represents or owns is not a Full Member;
- g. if all Directors, other than the Director whose office is being vacated, vote in favour of a motion to remove the Director whose office is being vacated on the basis that such persons conduct is detrimental to the operation, reputation or the activity of NAABA;
- h. where the Director is absent from three (3) consecutive Board Meetings without prior written approval of the majority of balance of the Directors; or
- i. if the Director has served, or is sentenced to serve time in prison in relation to a crime involving a breach of trust, or a matter involving property.

Board Meetings

- 33. Board Meetings may be held either at the Head Office of NAABA or elsewhere as the Board from time to time may determine.
- 34. Board Meetings may be convened on due notice by the President or by the Vice-President or by any two (2) Directors at any time acting together.
- 35. Notice of a Board Meeting will be delivered, mailed, emailed, telefaxed or telephoned to each Director at least two (2) calendar days before the meeting is to take place. However, a Board Meeting may be held at any time without formal notice if all the Directors are present, or if those who are absent have waived notice, or have signified their consent in writing to the meeting being held in their absence. No errors or omissions arising through inadvertence in giving notice for a Board Meeting will invalidate such meeting. Directors may at any time ratify and approve proceedings taken or had thereat.
- 36. In the event of a vacancy in the office of a Director the remaining Directors may act notwithstanding any vacancy in their body but, if their number is reduced below five (5), the remaining Directors shall within thirty (30) days following the date that the vacancy occurs appoint one or more persons to serve as Director for the balance of the term of the vacant office.

Chair of Board Meetings

- 37. The President shall serve as chair of all Board Meetings and will be entitled to vote at all Board Meetings. In case of an equality of votes the President will not have a tie casting vote and the motion being voting on shall fail. The President may temporarily nominate and delegate a Director to act on their behalf as the chair of any meeting where the President is present, and such delegate will possess all rights and privileges of the President.

38. In the case of absence of the President or, of a Vice-President, at a Board Meeting, the Directors present may appoint an alternate Director to act as a President.

Quorum

39. The quorum for Board Meetings is a majority of the Directors.

Decisions of the Board

40. Clarification Decisions of the Board will be decided by Ordinary Resolution provided that notwithstanding the quorum requirement, a decision of the Board, to be valid and binding must receive the approval of at least three (3) individual Directors.

Resolutions in lieu of a Meeting

41. A Resolution in writing, signed by all the Directors entitled to vote thereon is as valid as if it had been passed at a Board Meeting and will be effective from the date specified in the Resolution.

Telephone Participation

42. If all the Directors consent a Director may participate in a Board Meeting by means of such telephone or other communication facilities as permit all persons participating in the meeting to communicate with each other. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent will be effective whether given before or after the meeting to which it relates and may be given with respect to all Board Meetings while a Director holds office.

Frequency of Meetings

43. The Board will meet no less frequently than once every three (3) months.

Discovery of Information

44. Subject to the provisions of the law no Member will be entitled to discovery of any information respecting any details or conduct of the affairs of NAABA which in the opinion of the Board, it would be inappropriate in the interests of the Members to communicate. The Board may from time to time determine whether and to what extent and at what time and place and under what conditions the accounts, records and documents of NAABA or any of them will be open to the inspection of the Members, and no Member will have any right of inspecting any account, record or document of the Corporation except as conferred by the Act, this By-Law or authorized by the Board.
45. The Directors may by Ordinary Resolution resolve to reimburse Directors for reasonable expenses incurred, or to be incurred, by them in the performance of their duties.
46. Delegations of Members may appear before a duly constituted Board Meeting upon giving at least twenty-four (24) hours prior written notice to the Board of their desire to attend and the subject matter of their proposed presentation. The said notice requirement may be waived by an Ordinary Resolution of the Board. The Board by Ordinary Resolution may permit any person to attend a Board Meeting subject to such conditions as the Board may impose.
47. Duplicate minutes of Board Meetings, except as they relate to such matters as are reasonably considered by the Board as confidential matters, will be made available at the Head office for inspection by Members.

DUTIES OF DIRECTORS

48. The Directors will be responsible for coordination of the work of NAABA and for the passage of and carrying out the policies, directives, rules and regulations of NAABA.
49. The Directors will be responsible for ensuring that all funds, monies and investments of NAABA are accounted for, and for ensuring that minutes of Board Meetings and Membership meetings are taken and maintained.
50. The Directors will have the power to make expenditures for the purpose of furthering the objects of NAABA.
51. The Directors may authorize the payment of all expenses incurred prior to, or subsequent to incorporation in setting up, registering, maintaining and amending NAABA and its' bylaws, policies, directives, rules and regulations and all expenses incidental thereto.
52. The Directors may prescribe such policies, directives, rules and regulations not otherwise inconsistent with the Act and the Bylaws, relating to management and operations which they deem expedient, provided that such policies, directives, rules and regulations will have force and effect only until the next Annual or special Members meeting when they will be confirmed. In default of confirmation at such meeting of Members such policies, directives, rules and regulations will from that time, cease to have force and effect.
53. The Directors may appoint employees to sit as ex-officio, non-voting members of the Board.
54. The Board may from time to time appoint a general manager, Executive Director, President, manager or Chief Executive Officer, who may not be one of the Directors of NAABA, and may delegate to him or her full authority to manage and direct the business and affairs of NAABA (except such matters and duties as by law must be transacted or performed by the Board or by the Members) and to employ and discharge agents and employees of NAABA, and may delegate to such person any lesser powers. Such person will conform to all lawful orders and Board decisions given to them by the Board, regarding the affairs of NAABA.

OFFICERS

55. The officers of NAABA will be a President, 1st Vice-President, 2nd Vice-President and Secretary/Treasurer and such other officers as the Board may determine from time to time. Any two offices may be held by the same individual, except the offices of President and Vice-President.
56. Immediately following the Annual Meeting held in 2009 and every two years thereafter the offices of the 1st Vice-President and the Secretary/Treasurer will be vacated and the Board by Ordinary Resolution will select from amongst the Directors persons to serve as the 1st Vice-President, 2nd Vice-President and Secretary/Treasurer. Immediately following the Annual Meeting held in 2010 and every two years thereafter the offices of the President and the 2nd Vice-President will be vacated and the Board by Ordinary Resolution will select from amongst the Directors persons to serve as the President and the 1st Vice-President, 2nd Vice-President and Secretary/Treasurer. Notwithstanding the preceding the Board may, by Special Resolution remove at its pleasure any officer.
57. The Board may appoint such agents and engage such employees as it will deem necessary or desirable and such agents and employees will have such authority and will perform such duties as will be prescribed by the Board from time to time.
58. The officers of NAABA will hold office until their successors are appointed in their stead.

DUTIES OF INDIVIDUAL OFFICERS

59. Subject to the written direction of the majority of the Board, the President will directly, or through an agent or employee of NAABA:
- a. plan meeting agendas for the Board Meetings and for Membership meetings;
 - b. be responsible for calling Board Meetings and meetings of Members;
 - c. have the responsibility for the general and active management of the affairs of NAABA;
 - d. prepare and submit to the Members at each Annual Meeting the statement and report of the preceding Fiscal Year for the Members consideration and approval;
 - e. see that all orders and Resolutions of the Board are carried into effect;
 - f. preside as President at all Board Meetings and Membership meetings; and
 - g. be an ex-officio voting Member of all committees.
60. Subject to the written direction of the majority of the Board the first Vice-President will:
- a. in the absence of or disability of the President, perform the duties and exercise the powers of the President and will perform such other duties as will from time to time be imposed upon him by the Board;
 - b. if the office of the President falls vacant, be Acting President until a new President is elected by the Board;
 - c. render assistance to any Director as directed by the President.
61. Subject to the written direction of the majority of the Board the second Vice-President will:
- a. in the absence of or disability of the President and the 1st Vice-President perform the duties and exercise the powers of the President and will perform such other duties as will from time to time be imposed upon him by the Board;
 - b. render assistance to any Director as directed by the President.
62. Subject to the written direction of the majority of the Board the Secretary/ Treasurer will directly, or through an agent or employee of NAABA
- a. assure that Minutes of all meetings are taken and that they are distributed to the Directors;
 - b. have the accounting books and records of NAABA audited after the end of each Fiscal Year;
 - c. have the custody of the funds and securities of NAABA, keep full and accurate accounts of all assets, liabilities, receipts and disbursements of NAABA in the books belonging to NAABA and deposit all monies, securities and other valuable effects in the name and to the credit of NAABA in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;

- d. disburse the funds of NAABA as may be directed by the Board taking proper vouchers for such disbursements, and will render to the President and Directors at the regular Board Meetings, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of NAABA; and
 - e. perform such other duties as may from time to time be directed by the Board.
63. In all cases of death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to NAABA will be delivered to the Board.
64. The duties of all other officers, if any, of NAABA will be such as the terms of their engagement call for, or the Board requires of them from time to time.

Delegation of Duties:

65. In the absence, the disability or the refusal to act of any officer or Director, the Board may delegate the duties of such officer or Director to any Directors until the proper official returns or again performs his duties or his successor is elected.
66. The Officers may exercise all such powers of NAABA that are not by the Act or by the bylaws required to be exercised by the Directors or Members.

EXECUTION OF DOCUMENTS

67. Contracts, documents or any instruments in writing requiring the signature of NAABA will be signed by any two of the President, Vice-President, Secretary Treasurer, or such other person or persons as determined by the Board in writing from time to time, and all contracts, documents and instruments in writing will be binding upon NAABA without any further authorization or formality. Notwithstanding the preceding, the Directors are empowered from time to time by Ordinary Resolution to:
- a. delegate the day to day operations of NAABA to the general manager, or Chief Executive Officer; and
 - b. appoint an officer or officers on behalf of NAABA to sign and seal contracts, documents or instruments on behalf of the Board and NAABA.

INDEMNITIES TO DIRECTORS AND OTHERS

68. Every Director or officer of NAABA or other persons who has undertaken or is about to undertake any liability on behalf of NAABA will from time to time and at all times, be indemnified and saved harmless out of the funds of NAABA, from and against:
- a. all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
 - b. all other costs, charges and expenses which they sustain or incur in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or willful default.

BYLAWS AND AMENDMENTS

69. Bylaws of NAABA may be enacted and amended at a Members meeting by utilizing the following additional procedures:
- a. a Members meeting must be called to discuss the proposed bylaw (called the "Informational Meeting").
 - b. the notice of the Informational Meeting must be delivered by e-mail, fax, regular Canada Post mail or any combination of such methods. The wording of the proposed bylaw must be made available to Members at the offices of NAABA during normal business hours.
 - c. the Informational Meeting will be for the purpose of review, comment and discussion from the Members. Comments on the proposed bylaw or any amendment may also be submitted by Members in writing up to one (1) week after the Members meeting.
 - d. no earlier than one (1) week after the Members meeting, but no later than two (2) months after the first Informational meeting has taken place, and the Board will meet to consider the comments and suggestions of the Members to the proposed bylaw. The Directors will, by Ordinary Resolution, determine what changes to the proposed bylaw are to be incorporated into a new bylaw proposal. The form of bylaw resulting from the Directors' approval is to be called a preliminarily approved bylaw.
 - e. within thirty (30) days of the bylaw receiving preliminary approval by the Directors, the Directors will deliver notice of a second Members meeting called for the purpose of approving or disapproving of the preliminarily approved bylaw, (called the "Approval Meeting") which unless and until it is approved by the Members is of no force and effect.
 - f. the notice of the Approval Meetings must be delivered by e-mail, fax, regular Canada Post mail or any combination of such methods to the Member, with copies of the proposed preliminarily approved bylaw being made available to Members at the offices of NAABA during normal business hours.
 - g. in order to be approved by the Members at the Approval meeting, a new bylaw or a bylaw change or amendment will require the approval of a two-thirds (2/3) majority sixty six and two thirds (66 2/3%) of those eligible Members in attendance at the meeting to vote in favour of the bylaw or amendment thereto. The Quorum of an Approval Meeting is twenty (20) Members.

ACCOUNTANTS

70. The Board will at each Annual Meeting decide if they will appoint an auditor to review the accountants of NAABA. The remuneration of the accountant will be fixed by the Board.

BOOKS AND RECORDS

71. The Directors will see that all necessary books and records of NAABA required by the Bylaws of NAABA or by any applicable statute or law are regularly and properly kept.

APPEAL COMMITTEE

72. NAABA will maintain a list of seven (7) persons to serve for a term of three (3) years from the time of their appointment as appeal members and post the names of the most current appeal members on the NAABA web site. Four persons will be named as appeal members by the Board and three appeal members will be elected by the Membership at an Annual Meeting of NAABA. The Board shall appoint one of the appeal members to serve as President of the Appeal Committee. The appeal members shall by majority decision set the rules of procedure under which they will operate applying the rules of natural justice in their actions and deliberations. The appeal members shall serve without pay or remuneration but may be reimbursed for expenses preapproved by the Board and which are incurred in serving as an appeal member. On the death, mental incapacity or resignation of an appeal member the remaining appeal members shall name a replacement for the said appeal member to serve during the balance of the term of the said appeal member.
73. To initiate an appeal of a decision of the Board concerning the right of a person to become or remain a Member that individual must forward a request to the President of the Appeal Committee within fifteen (15) days of the date on which the individual first learned of the decision which is objected to.
74. The appellant will have the right to select a committee of three of the seven appeal members to act as an Appeal Committee to his or her appeal, and the Board will also have the opportunity to present at the same hearing.
75. An Appeal Committee will hold a hearing at the earliest reasonable opportunity following receipt of the request for an appeal, and will render a decision on an appeal within fifteen (15) days following the completion of any such hearing, which decision will be in writing, will be final and binding and will be forwarded to all interested parties.
76. Each party to any appeal as set out in this Article will bear its own costs, if any, of the appeal procedures.

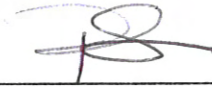
WINDING UP

77. It is the unalterable provision of this By-Law that Members of NAABA will have no interest in the property and assets of NAABA. Upon dissolution or winding up of NAABA, any funds and assets of NAABA remaining after satisfaction of its debts and liabilities, will be distributed to an organization whose objects most closely accord with those of this NAABA as determined by the Members at dissolution.

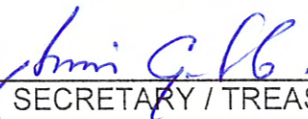
IN WITNESS WHEREOF we have hereunto set our hands at Fort McMurray in the Province of Alberta this 17th day of September 2009.



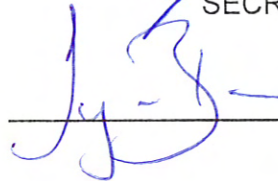
PRESIDENT



VICE-PRESIDENT



SECRETARY / TREASURER



DIRECTOR