

THE CALGARY SOCIETY OF FINANCIAL ANALYSTS
BY-LAWS

ARTICLE I - FORMATION AND PURPOSE

Section 1 Name.

The Society shall be known as The Calgary Society of Financial Analysts.

Section 2 Principal Office.

The registered office of the Society shall be at the place set forth in the Certificate of Incorporation (herein referred to as the "Charter") or in a certificate filed with the Province. The Society Board of Directors (herein, the "Board") may change the location of the registered office and establish such other offices as it deems appropriate.

Section 3 Corporate Seal.

The Board of Directors may adopt a seal which shall be the common seal of the Society. The common seal of the Society shall be under the control of the Board of Directors, and a responsibility for its use from time to time shall be determined by the Board of Directors.

Section 4 Fiscal Year.

The fiscal year of the Society shall, unless otherwise determined by the Board, end on June 30.

Section 5 Relationship with AIMR, the FAF, and other Member Societies.

The Society is a member ("member society") of the Association for Investment Management and Research ("AIMR") and the Financial Analysts Federation ("FAF"). As a member society, the Society (a) adheres to the AIMR and FAF articles and bylaws; b) works to enhance and build upon the principles and standards established by AIMR. (c) participates in various functions with other member societies; and (d) comprises qualifying individuals, each of whom is a Member of the Society and AIMR, as detailed herein.

ARTICLE II - DEFINITIONS

1.0 Definitions. The following are defined terms that may be used herein, as appropriate, in the singular or plural form:

1.1 "Investment Decision-Making Process" is the professional practice of financial analysis, investment management, securities analysis, or other similar profession.

1.2 "Investment Professional" is an individual who evaluates or applies financial, economic, and statistical data as part of the Investment Decision-Making Process.

1.3 “Acceptable Professional Work Experience,” as it relates to applicants seeking to become Members, refers to activities that consist to a majority extent of (a) evaluating or applying financial, economic, and/or statistical data as part of the Investment Decision-Making Process involving securities or similar investments; (b) supervising directly or indirectly those who practice such activities; or (c) teaching such activities. Securities and similar investments include but are not limited to publicly traded and privately placed stocks, bonds and mortgages and their derivatives, commodity-based derivatives and mutual funds, and other investment assets such as real estate and commodities, if these other investment assets are held as part of diversified, securities-oriented investment portfolios. In determining Acceptable Professional Work Experience, the Society shall use AIMR’s “Guidelines for Determining Acceptable Professional Work Experience,” as amended from time to time by AIMR.

1.4 “Regular” Member is an individual who has been accepted for regular membership in the Society and whose membership has not been revoked or suspended.

1.5 “Affiliate” Member is an individual who has been accepted for affiliate membership in the Society and whose membership has not been revoked or suspended.

1.6 “Member” refers to Regular and Affiliate Members of the Society.

1.7 “Member’s Agreement” is a document prepared by AIMR setting forth obligations and responsibilities of each individual Member of AIMR.

1.8 “Chartered Financial Analyst” and CFA are service marks of the Institute of Chartered Financial Analysts (ICFA) licensed to AIMR.

1.9 “CFA Program” is the CFA study and examination program administered by the ICFA and AIMR.

1.10 “Charterholder” is a current holder of the Chartered Financial Analyst (CFA) professional designation, as awarded by the ICFA and AIMR.

1.11 “Code and Standards” is the Code of Ethics and Standards of Professional Conduct, as amended periodically by AIMR.

1.12 “Professional Conduct Statement” is a form prepared by AIMR inquiring into an individual’s conduct that must be signed and submitted on an annual basis (on or before a date designated by AIMR) by the individual Members of AIMR other than those individuals excused under the AIMR bylaws.

1.13 “Financial analyst” is an individual who is qualified to provide a professional service and, in so doing, spends a substantial portion of time seeking out, evaluating, and/or applying financial, economic, and statistical data in the Investment Decision-Making Process.

1.14 “Special Resolution” means:

- a) a resolution passed

- i) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
- ii) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy,
- b) a resolution proposed and passed as a Special Resolution at a general meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or
- c) a resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted by proxy.

ARTICLE III - MEMBERSHIP

Section 1.1 Classes of Membership

Membership in this Society shall consist of two classes – Regular Members and Affiliate Members. Memberships are not transferable.

Section 1.2 Founding Members.

The initial Membership shall be composed of the June 30, 1979 membership of the Calgary section of the Alberta Chapter of the Winnipeg Society of Financial Analysts.

Section 2.1 Requirements for Regular Membership.

Each person hereafter admitted as a Regular Member shall either:

- 1) Have a Bachelor's degree from an accredited academic institution or equivalent education of work experience and have either:
 - a) three years' Acceptable Professional Work Experience and have passed the Chartered Financial Analysts Examination I ("CFA I") or,
 - b) six years' Acceptable Professional Work Experience and have passed a self-administered ethics examination in a format established and approved by the Board of Governors of the Association for Investment Management and Research ("AIMR") or,
- 2) Be a Chartered Financial Analyst

Section 2.2 Waiver of Examination.

The examination requirement set forth in Section 2.1 above shall be waived for any person who was an Associate Member (formerly referred to as Junior) of the Society on June 30, 1976, or who was a Regular Member of the Financial Analysts Federation ("FAF") prior to January 1, 1977.

Section 3 Qualification of Affiliate Members.

Any person who is engaged as a financial analyst, although his or her work in this capacity may not constitute his or her principal activity, is eligible for Affiliate membership. Persons described in the preceding sentence are elected to Affiliate membership by a majority of the vote of the full Board of Directors on the basis that they will contribute to the objectives described in Article I above.

In addition, such other persons may be elected as Affiliate Members, who in the unanimous judgment of the Board of Directors will be in a position to lend distinction, prestige, special knowledge, acquaintances, contacts or a valuable point of view to the Society.

Section 4 Qualifications of Non-Resident Members.

Non-Resident Members shall comprise those Members whose place of business is located more than 160 kilometres from Calgary.

Section 5 Additional Requirements for Membership.

No person shall become a Regular or Affiliate Member of the Society, AIMR, or the FAF who has not signed a Member's Agreement, and Member's Professional Conduct Statement as provided in the AIMR By-Laws Article 9, Section 2 and Article 10, Section 2, which attest, among other things, that the Member has carefully read the Code of Ethics and Standards of Professional Conduct, has agreed to abide by such Code and Standards and has disclosed fully any prior violation and pending regulatory or other proceedings relating to his or her conduct.

Section 6 Privileges of Membership.

Affiliate Members shall have all the privileges of Regular Members except the privilege (a) to vote, (b) to hold the President, Vice President, Treasurer, Secretary, or Membership Chair positions of the Society, and (c) to be a Regular Member of AIMR and the FAF as set forth in Section 10 hereof.

Section 7 Inspection of Books and Records by Members.

The books and records of the Society may be inspected by Regular Members who give reasonable notice thereof to the Secretary, during regular business hours at the registered office of the Society.

Section 8 Application for Membership.

Every application for Regular and Affiliate membership shall be sponsored by two Regular Members of the Society in good standing. Applications for Regular Membership shall be in writing and shall be submitted to the Society Membership Chair after review and approval by AIMR. Applications for Affiliate Membership shall be in writing and shall be submitted to the Society Membership Chair. Applications for Regular membership must contain verification that the applicant has passed CFA I (except as provided in Section 2.2 above), and has had experience

in financial analysis as specified in Section 2.1 above for three (3) years, or has passed the self-administered ethics examination and has had six (6) years experience in financial analysis as specified in Section 2.1 above. Applications for Affiliate membership must contain such verification as is established by the Society Board. Such application shall be acted upon by the Board of Directors as provided in Section 9 hereof.

Section 9 Admission of Members.

The Board of Directors shall have the right to review all applications for membership in the Society. An applicant for membership shall be admitted to membership in the Society by the affirmative vote of the majority of those Directors who are present at a meeting at which a quorum is present and acting throughout. In the event of disagreement concerning administration of Regular membership requirements, the Society shall have the right to appeal to the AIMR Board of Governors. The AIMR Board of Governors, or a designated committee thereof, shall have the authority to make final determinations on the application of Regular membership provisions.

The Board of Directors may establish a Membership Committee to review the qualifications of applicants for Regular and Affiliate membership and to make its recommendations thereon to the Board of Directors. If established, the Membership Committee shall consist of such number of Members as the Board of Directors determines, all of whom shall be Regular Members appointed by the Board.

Section 10 Membership List.

The secretary shall keep a list of and make available to AIMR the names and addresses of all Members of the Society and such other records and information relating thereto as the Board of Directors shall determine. The Board of Directors shall preserve its records and the records of the Membership Committee, if one is established, with respect to each applicant for membership for such period as the Board of Directors may determine.

Section 11 Membership in AIMR and the FAF.

On December 31, 1989, the Society was an electing society of the FAF and on January 1, 1990, the Society became a member society of AIMR. Each Regular Member of the Society who was, prior to January 1, 1990, a Regular Member of the FAF, continues to be such on and after that date, and became a Regular of AIMR on that date. Each Affiliate Member of the Society who was, prior to January 1, 1990, an Affiliate Member of the FAF, continues to be such on and after that date, and became an Affiliate Member of AIMR on that date.

Upon admission as a Regular Member of the Society a person shall automatically become a Regular Member of AIMR and of the FAF. Upon admission as an Affiliate Member of the Society, a person shall automatically become an Affiliate Member of AIMR and of the FAF.

All Regular and Affiliate Members of the Society shall co-operate fully with AIMR and the FAF in their objectives and activities as applicable, and, more specifically, (a) shall adhere to their rules and regulations, including their Articles of Incorporation, By-Laws, Code of Ethics and Standards

of Professional Conduct and other rules relating to professional conduct, (b) shall be subject to the disciplinary jurisdiction of AIMR, (c) shall submit information requested by AIMR relating to professional conduct and activities, and (d) shall produce documents, testify and otherwise cooperate in disciplinary proceedings of AIMR.

Section 12 Resignation.

Any Member of the Society may at any time cease to be a Member by submitting a resignation in writing to the President or Secretary of the Society. Such resignation shall be effective upon receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

The Society shall promptly notify AIMR of any Member resignation, or if the Member notifies AIMR directly, AIMR will notify the Society.

Section 13 Dues.

The annual dues for each fiscal year beginning July 1 for Society Members shall be as determined by the Board of Directors from time to time. Any Member who has failed to pay dues by such date, determined by the Board of Directors, shall be automatically suspended from membership, without the necessity of any action by the Society, until payment is made at which time such Member shall thereupon be reinstated.

Section 14 Suspension or Expulsion.

Any Member may be suspended or expelled for non-payment of dues as provided in Section 13 above, or at any time pursuant to the procedures set forth in Article X.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1 Time and Place of Meetings.

All meetings of the Members shall be held at a suitable time and place as determined by the Programme Chair or Board of Directors.

Section 2 Annual Meeting.

There shall be an annual meeting of the Members which shall be held at such time during the last eight weeks of the Society's fiscal year, as shall be determined by the Board of Directors. If an annual meeting is not held during the period herein provided, a special general meeting in lieu of the annual meeting may be held at a later date, with all the force and effect of an annual meeting.

Section 3 Special General Meetings.

Special general meetings of the Members may be called by the President, or upon written application by a majority of the Directors shall be called by the Secretary, or in case of the death,

absence, incapacity or refusal of the Secretary, by any other Officer. The call and the written application shall state the purpose for which the proposed meeting is to be held.

Section 4 Notice of Meetings.

A written notice of each annual or special general meeting of Members containing the place, date and hour, and the purposes for which it is to be held, shall be given to each Regular Member by the Secretary or, in case of the death, absence, incapacity, or refusal of the Secretary, by any other Officer, at least seven (7) days before the annual or special general meeting by mail, fax, or other electronic methods to each Member at the address as it appears in the records of the Society. Notice of an annual or special general meeting need not be given to a Member if a written waiver of notice, executed before or after the annual or special general meeting by such Member or an authorized attorney, is filed with the records of the annual or special general meeting.

Section 5 Quorum.

At any meeting of the Members, one-tenth (1/10) of the Regular Members, present in person or represented by proxy, shall constitute a quorum. If less than a quorum is present, any meeting of the Members of the Society may, without further notice to any Member, be adjourned to a different time and place. At any adjourned meeting at which a quorum shall be present, any business may be transacted which could have been transacted at the original meeting. When a quorum is present at any meeting, three-fourths (3/4) of the Regular Members present in person or represented by proxy shall decide any question brought before such meeting unless otherwise provided by law, by the Charter or by these By-Laws.

Section 6 Voting and Proxies.

Each Regular Member shall have one vote to be exercised in person or by proxy. Proxies must be in writing and filed with the Secretary of the meeting before being voted. The person named in a proxy may vote at any adjournment of the meeting for which the proxy was given, but the proxy shall terminate after final adjournment of the meeting. No proxy dated more than six (6) months before the meeting named in it shall be valid.

Section 7 Presiding and Recording Officers.

The President shall preside at meetings of Members or, in the President's absence, the Vice President. The Secretary of the Society shall act as Secretary of the meetings, and in the Secretary's absence, a temporary Secretary shall be chosen at the meeting.

Section 8 Action by Consent.

Any action to be taken by the Regular Members may be taken without a meeting if all of the Regular Members entitled to vote on the matter consent in writing to the action. The Secretary shall file the written consent with the records of the meetings of the Regular Members. Such consent shall be treated for all purposes as a vote at a meeting of the Regular Members at which a quorum was present and voting.

Section 9 Audit of Accounts

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Society for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1 Composition.

The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary and the immediate Past President, if available and willing to serve, as ex-officio Directors and other Members of the Society. Each Director must be a Member of the Society.

Section 2 Election and Term.

The President, Vice President, Treasurer and Secretary shall serve as Directors for terms concurrent with their respective terms as Officers. Past Presidents shall serve as Directors for terms ending one (1) year after expiration of their term as President. The other Directors shall be elected by the Regular Members of the Society at the annual meeting of the Members and shall hold office for one year commencing July 1 next following the date of the annual meeting of Members and until their successors are chosen and qualified.

Section 3 Classes.

There shall be two classes of Directors: Voting and Non-Voting. Voting Directors shall include all those Directors that are Regular Members. Non-Voting Directors shall include all those Directors that are not Regular Members, and any other class of Directors whom the Board of Directors may so choose.

Section 4 Powers.

The affairs of the Society shall be managed by the Board of Directors which shall have and may exercise all the power of the Society to effectuate the purposes of the Society except those reserved to the Members by law, by Charter, or by these By-Laws.

Section 5 Borrowing, Powers.

Subject to the provisions of the Societies Act and Regulations there under, the Directors of the Society may from time to time:

- i) borrow money upon the credit of the Society;
- ii) limit or increase the amount to be borrowed;
- iii) issue debentures (provided that such issuance has been approved by a Special Resolution) or other securities of the Society;

iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

v) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Society, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Society, and the undertaking and rights of the Society.

The Directors may not delegate their borrowing powers hereunder. Nothing herein limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society-

Section 6 Meetings and Notice.

Meetings of the Board of Directors may be held in or outside of the province of incorporation of the Society as determined by the Board of Directors or the President. Meetings of the Board of Directors shall be called by ten days' notice in writing mailed to each Director or by three days' notice by fax or telephone.

Section 7 Telephone Participation In Board Meetings.

If all the Directors of the Society consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

Section 8 Quorum and Voting.

Each Voting Director, including each ex officio Director, shall have one vote which may be exercised only in person. The number of Voting Directors required to constitute a quorum at any meeting of the Board of Directors shall be a majority of the Voting Directors then in office. If less than a quorum is present, any meeting may, without further notice, be adjourned to a different time or place. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the original meeting. If a quorum is present at any meeting, a majority of the Voting Directors present may decide any question unless otherwise provided by law, by the Charter, or by these By-Laws.

Section 9 Vacancy.

A vacancy in the Board of Directors, except for a vacancy caused by death, inability, or unwillingness to serve of any of the ex-officio Directors specified in Section 1 of the Article, may be filled by the remaining Directors then in office by the election of a successor to hold office for the unexpired term of the Director whose place is vacant and until a successor is chosen and qualified.

Section 10 Resignation.

Any Director may at any time resign by delivering a resignation in writing to the Society at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 11 Removal.

Any Director may be removed at any time with or without cause at any meeting of the Members by a vote of a majority of the Regular Members at a meeting at which a quorum is present.

Section 12 Action by Consent.

Any action to be taken by the Directors may be taken without a meeting if all of the Directors entitled to vote on the matter consent in writing to the action. The Secretary shall file the written consent with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting of the Board of Directors at which a quorum was present and voting.

Section 13 Committees.

The Board of Directors may elect from their own number or otherwise, as they may determine, any committee or advisory boards, the number comprising any such committee or advisory boards and the powers conferred upon the same to be determined by the Board of Directors unless otherwise provided by law, by the Charter or by these By-Laws. The President shall designate the Chair of any committee or advisory board. Any committee to which powers of the Board of Directors are delegated shall be comprised solely of Directors.

All Members of committees or advisory boards shall hold office until July 1 in the year next following the appointment or election, unless otherwise determined by the Board of Directors.

The President shall be an ex-officio Member of all committees.

Section 14 Appointments of Agents and Employees.

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. A reasonable remuneration of all Officers, agents and employees shall be fixed by the Board of Directors by resolution.

Section 15 Remuneration

Unless authorized at a meeting of Members and after notice for same have been given, no director of the Society shall receive any remuneration for his/her services as such.