AMENDED AND RESTATED BY-LAWS

of

CANADIAN CRUDE QUALITY TECHNICAL ASSOCIATION

I. NAME

The name of the Association (the "Association") shall be Canadian Crude Quality Technical Association (CCQTA).

II. DEFINITIONS

In these Bylaws, including this clause, unless the context otherwise requires, the following terms shall have the following meanings:

A. "Act" means the Societies Act, (Alberta) as may be amended from time to time;
B. "Annual Meeting" means the annual general meeting of the Association required to be held each year;
C. "Board" or "Board of Directors" means all elected or appointed members of the Board of Directors including the Officers;
D. "By-laws" means these By-laws;
E. "Chairperson" means the President of the Association. If the President chooses not to sit as the Chairperson, a Chairperson can be appointed by the President to facilitate a meeting but will not have voting privilege unless they are part of the Membership, or Board of Directors;
F. "Director" means an elected or appointed member of the Board of Directors;
G. "Intellectual Property" means a work or invention that is the result of creativity, such as a manuscript or a design, to which one has rights and for which one may apply for a patent, copyright, trademark, etc.
H. "Member" or "Membership" refers to any person having been admitted into the Association and who agrees to abide by all of the Bylaws, and Policies contained herein or approved by the Board of Directors from time to time;
I. "Member in Good Standing" or "Good Standing" refers to a Member who has fulfilled the requirements for Membership, and who has neither voluntarily withdrawn from Membership nor has been expelled or suspended from Membership after appropriate proceedings consistent with lawful provisions of the constitution and Bylaws of the Association;
J. "Officer" means the President, Vice-President, Secretary, Treasurer or any other Director so designated in a specific named capacity as an "Officer" by the Board of Directors from time to time;
K. "Policy" or "Policies" means the Policy or Policies of the Association as determined by the Board from time to time;
L. "Terms of Reference" (TOR) means the purpose and structure of a project, committee, meeting, negotiation, or any similar collection of people who have agreed to work together to accomplish a shared goal. The terms of reference of a project are often referred to as the project charter.

III. MEMBERSHIP

A. The Members of the Association (each a "Member" and collectively the "Membership") shall comprise two classes, voting and non-voting Members, as follows:

1. Voting Memberships will be open only to those individuals, corporations, associations, unincorporated organizations, trusts, partnerships, governmental bodies or other legal entities who have applied for and been admitted to the Membership as voting Members by the board of directors ("Board") of the Association.

2. Non-voting Memberships will be open only to those individuals, corporations, associations, unincorporated organizations, trusts, partnerships, governmental bodies or other legal entities who have applied for and been admitted to the Membership as non-voting Members by the Board of the Association.

3. Each voting Member is entitled to receive notice of, attend and vote at any meeting of Members and to one (1) vote at any such meeting. Subject to the Act non-voting Members do not have the right to receive notice of, attend or vote at any meeting of Members.

B. Each class of Membership (voting and non-voting) may be assigned a “working name” by the Board.

C. Each class of Membership shall have such other rights, privileges, conditions and restrictions as may be determined by the Board from time to time, including as set out in these by-laws and the policies of the Association, as amended from time to time.

D. Membership fees, dues and other charges applicable to Membership may be required for each class of Membership in accordance with a fee schedule to be approved and updated by the Board from time to time.

E. A person may apply to become a Member of the Association by submitting an application to the Board and will become a Member upon the Board, by resolution, approving or ratifying of such Membership.

F. Membership in the Association is not transferable.

G. Where a Member is not a natural person, such Member shall, in its application for Membership, appoint up to two representatives (each a "Representative"). If a Member appoints two Representatives, one of such Representatives shall be designated the "primary representative" of the Member (the "Primary Representative"). Each Representative shall be an officer, director or employee of the Member. A Member may change its Representative(s) by written notice to the Secretary of the Association (the "Secretary"). The Primary Representative (or in his/her absence the other Representative) of a Member shall have the power and authority to represent such Member in all matters relating to the Association. Wherein these By-laws any action is to be taken by a Member, such action shall be evidenced by the act of the Member's Primary Representative (without limitation to the foregoing, a Primary Representative, without further evidence of authority, shall be deemed to...
hold the proxy for the Member he/she represents). Where provision is made in these By-laws to the election or appointment of a Member to any office or position, such reference shall be deemed to be a reference to any Member who is a natural person or any Representative (each a "Person") of such Member.

H. Each Member shall specify in its application for Membership that industry sector (each a "Sector") from the following list in which the Member is an active participant: Production, Pipelines, Refineries, Additive Suppliers, or Other (or such additional or replacement Sector or Sectors as the Board may permit).

I. Except as otherwise provided herein, Membership shall continue so long as the Member complies with these By-laws, any other policies and procedures approved by the Board from time to time and pays all amounts owing by it to the Association.

J. A Member may be expelled from the Association for any cause which the Board may deem reasonable.

K. A Member may resign from the Association by giving notice in writing of its intention so to do to the Secretary, and, effective on the date such notice is received by the Secretary, such person shall cease to be a Member and shall not be liable for any further costs or expense other than:

1. the fees, dues or other charges for the year in which such notice was given, and

2. its proportionate share of all costs and expenses incurred or committed to by the Association prior to the Secretary's receipt of such notice.

A Member withdrawing from the Association shall not be entitled to a refund of any fees, dues or other charges paid by it.

L. Any Member who resigns, is deemed to have resigned or is expelled from the Association shall forthwith forfeit all right, claim and interest arising from or associated with its membership in the Association.

IV. RIGHTS OF MEMBERS

A. In addition to the rights, privileges, conditions and restrictions of Membership as may be determined by the Board from time to time (as set out in clause IV(C) herein), the right of each Member to act individually and independently concerning any matter within the scope of the Association's activities shall not be impaired nor restricted by its membership in, or any action of, the Association. Any action taken by a Member in its own right, and without the approval of the Association or its directors or officers, shall not purport to represent the Association, nor shall any action taken by the Association purport to comprise an action of any of the Members without their consent thereto.

B. Nothing in these By-laws, nor Membership in the Association, shall prohibit or restrict any Member from conducting any research or development projects on its own initiative, or in cooperation with one or more Members or non-Members, unless agreed to in writing by such Member.

V. BUSINESS OF THE ASSOCIATION

A. The business of the Association shall be conducted, as provided in these By-laws, by:
1. the Members;
2. the Board and the Officers; and
3. such other committees as may be constituted from time to time by the Board.

B. The members shall:

1. Elect the Officers and Directors

VI. OFFICERS

A. The Officers shall consist of a President, Vice-President, Secretary, Technical Director and Treasurer and such other officers as approved by the Board from time to time. Offices may be combined at the discretion of the Board. A candidate shall be any Person. A candidate for each position shall be proposed for nomination for election in advance of each Annual Meeting. Additional candidates for election may be nominated from the floor during an Annual meeting.

B. Officers shall be elected by vote of the Members present and voting at the Annual meeting and shall take office upon close of the Annual Meeting. The term of office of each Officer shall be until the Officer is replaced, resigns or is removed by the Board. Should an Officer resign prior to an Annual Meeting, the Board may fill the resulting vacancy for the balance of the term of office.

C. The President shall preside as Chairperson at and conduct all meetings of the Association.

D. The Vice-President shall act in the absence of the President during any meetings of the Association.

E. The Board shall determine the duties and shall set the remuneration, as applicable, of the Officers.

VII. BOARD OF DIRECTORS

A. The Board shall consist of no fewer than five (5) and no more than fifteen (15) Persons as fixed from time to time by the Board.

B. The Members shall annually elect the Board and approve the financial statements of the Association in addition to any other duties prescribed in the Act.

C. Each Officer shall, ex officio, be a Director and:

1. the President shall be Chair of the Board;
2. the Vice-President shall be Vice-Chair of the Board; and
3. the Secretary shall also be secretary to the Board and all Board constituted committees (each a "Committee")

D. The Board shall manage the affairs of the Association and may exercise all such powers and do all such acts and things as may be done by the Association and which are not, by these By-laws or by law, expressly stated to be done by the Association at a meeting of the Members.
E. Subject to the Act, the Members may by ordinary resolution at a special meeting remove any director from office before the expiration of his/her term of office. Any vacancy created by the removal of a director may be filled at the meeting at which the director was removed, failing which the vacancy may be filled by a quorum of directors.

F. Unless earlier terminated by a special resolution, each Director shall serve until the expiry of the next Annual Meeting or until such Director resigns or is replaced. A Director shall be deemed to have resigned if (a) he/she ceases to be a Member or a Representative or (b) the Member for which the Director is a Representative ceases to be a Member.

G. A Director may participate in any meeting of the Board by any telephonic or electronic means.

H. A majority of the number of Directors shall comprise a quorum. Any matters requiring approval by the Board of Directors shall be decided by a vote of the majority of the Directors present. In the event of a tie vote, the Chair shall have a tie breaking vote.

I. No Director shall be remunerated for any service rendered by him/her to the Association solely in their capacity as a Director of the Association. Notwithstanding the foregoing, a Director who is also an Officer of the Association, a contractor or employee shall be entitled to receive remuneration as an Officer, contractor or employee.

J. The Association shall indemnify, to the maximum extent permitted by applicable law, each Officer and Director from and against any cost, expense or liability incurred or claimed against such Officer or Director and arising from or attributable in any way to their service as a Director or Officer of the Association.

VIII. CONDUCT OF BUSINESS

A. The Association is a not for profit independent society, not formally associated with any other organization. Except as and to the extent provided herein, no Member shall be personally liable for the debts or obligations of the Association.

B. Prior to the conduct of business at any meeting of the Members of the Association, a quorum of at least twenty-five (25%) of the voting Members must be present represented in person or by proxy, but a lesser number may adjourn the meeting. A quorum of at least fifty percent (50%) of the voting Members is required for the election of Officers and Directors. Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment notwithstanding the departure of Members leaving less than a quorum. Members may vote by proxy.

C. A Member may participate in any meeting of the Association by any telephonic or electronic means.

IX. MEETINGS

A. The Board and each Committee will meet as often as deemed necessary by the Chair or the Board to carry out the purposes and objectives of the Association.

B. At least one (1) meeting of the Members of the Association shall be held in a calendar year. Written notice of any Annual Meeting, general or special meeting of the Members of the Association will be given, by mail or other electronic means, at least twenty-one (21) days prior to the date of such meeting. All notices shall contain the business for the meeting, the date, location, and time it is to be held, and an agenda of the items proposed to be considered. No error or omission in giving notice of
any Annual Meeting, general or special meeting of the Association shall invalidate such meeting or make void any proceedings taken thereat. Each Annual Meeting of the Association shall be held in the Province of Alberta.

C. A general or special meeting of the Association shall be convened when directed by the President, the Board or when requisitioned by any ten (10) voting Members. A meeting may be convened or requisitioned for any purpose of the Association, including a general meeting convened or requisitioned for the removal from office, by simple majority vote of the Membership, of any Director.

D. An Annual Meeting shall be held within 90 days of the end of the fiscal year end. The following business shall be addressed at each Annual Meeting:

1. the election of Directors and Officers;
2. presentation and approval of the annual financial statements;
3. appointment of Auditors and the fixing of their remuneration;

E. Any number of employees of a Member organization may attend any meeting of the Association, however only the Primary Representative, (or, in his/her absence the other Representative) may vote on behalf of the Member if such Member is a voting Member if such Member is a voting Member.

F. The Board and each Committee shall establish the procedures for the convening and conduct of their meetings and shall prepare terms of reference in that regard, which TOR’s shall be reviewed and amended as necessary by the Board.

X. FUNDING

A. Association funding will be handled by the Board through an annual budgeting process which anticipates membership fees, routine and incidental administrative expenses, legal and contractors' fees, honorariums, salaries and wages.

B. The annual budget for the coming year, including forecast fees, dues and other charges, shall be approved by the Board but a draft of the budget shall be presented to the Association Membership by the Treasurer at the Annual Meeting for consideration and Member input.

C. If additional funds are required during the year due to increased expenditures, needs and/or a decrease in the number of Members, an updated budget shall be prepared and approved by the Board with such updated budget provided to the Membership for information. Such approved funding, not covered by annual fees, dues or other charges may be required by equal assessment of all the Members. For greater certainty it is expressly provided that the Association shall not have the power to borrow funds on the general credit of the Association or otherwise.

D. The Association, the Board and the Officers are prohibited from making commitments that would exceed the approved budget and reserves.

XI. Auditing

A. The books, accounts and records of the Treasurer shall be audited at least once a year by a duly qualified accountant or by two Members of the Association appointed for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books of the previous year shall be
submitted by such auditor for approval at the Annual Meeting of the Association. The fiscal year of the Association shall be the calendar year.

B. The books and records of the Association may be inspected by any Member at any time upon given reasonable notice and arranging a time satisfactory to the Officer in charge of the same. Each Director shall, at all times, have access to such books and records.

XII. Payment Delinquency

A. Should a Member fail to pay any assessment (including but not limited to annual fees, dues or approved charges) within ninety (90) days after receipt of billing from the Treasurer, the account of such Member shall be considered delinquent. At the expiration of such ninety (90) days, the Treasurer shall mail notice of delinquency to such Member by registered or certified mail. If the Treasurer has not received payment within thirty (30) days after the mailing of notice of delinquency, such Member shall cease to be a Member as of the expiry of such thirty (30) day period at the discretion of the Board.

XIII. Legal

A. The Board shall be entitled to retain legal counsel to advise the Association, to prepare and arrange for the filing on behalf of the Association of the annual disclosure notifications, and to be available to perform such further services as may be requested by the Board.

B. The Association shall be governed by the Act. Should any provision of these By-laws conflict with any provision of the Act, the latter shall govern and these By-laws shall be deemed amended to the extent necessary to resolve such conflict.

XIV. Dissolution

A. This Association may be dissolved upon the special resolution of the voting Members.

B. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association by any means the Directors deem reasonable but in accordance with the restrictions set out in the Act.

XV. By-law Amendment

A. These By-laws may be amended by special resolution of the voting Members.

XVI. Project Guidelines

A. Board shall establish policies and procedures regarding the initiation, structure, development, funding and implementation of projects, which further the objects of the Association (“Project Guidelines”).

B. Prior to approval or amendment of Project Guidelines, the Board shall present such draft guidelines or proposed amendments to the full Membership for consideration and input, either at the Annual Meeting of Members or a special meeting called for such purpose.
XVII. Intellectual Property

A. The Association does not claim or hold right to intellectual property originating from Association projects, works or publications. Notwithstanding the foregoing, Members may agree by separate agreement(s) to protect confidentiality of information as defined and agreed upon by a majority of the project participants of each individual project.