

May 4, 2005

Government Services
Registries
P.O Box 1007 Station Main
Edmonton, Alberta
T5J 4W6

Attention: Diane Derbyshire
Corporate Registry Examiner

Re: Nosecreek Swim Association
Corporate Access Number 505885939
Repeal and Replacement of By Laws

I hereby certify that the following special resolution was passed at a meeting of the members of the Nosecreek Swim Association on March 22, 2005.

The by-laws were changed as follows:

The existing by-laws are repealed and they are replaced by the attached by-laws.

Date: MAY 5 / 05

Signature Paul Miller

Paul Miller
Title: President - Nosecreek Swim Association

FILED 210
MAY 12 2005
Registrar of Corporations
Province of Alberta

RECEIVED
MAY 12 2005
Corporate Registry

Society Bylaws

The Name of the Society is

The NOSECREEK SWIM ASSOCIATION

1.0 Definitions

In this Bylaw:

- (1) Board of Directors means the Board of Directors of the NOSECREEK SWIM ASSOCIATION.
- (2) Director means a Director of the NOSECREEK SWIM ASSOCIATION described in Article 5.
- (3) Officer means an Officer of the NOSECREEK SWIM ASSOCIATION described in Article 6.
- (4) Meeting means an Annual General Meeting or Special General Meeting of the members of the NOSECREEK SWIM ASSOCIATION.
- (5) NCSA means an abbreviation of the term, NOSECREEK SWIM ASSOCIATION.

2.0 Name

The name of this voluntary not-for-profit Society shall be the NOSECREEK SWIM ASSOCIATION.

3.0 Membership

General

Membership fees, if any, in NCSA shall be determined, from time to time, by the members at an Annual General Meeting. Any person being a full voting member of the AIRDRIE SWIM CLUB, the THORNHILL THUNDERBOLTS SWIM CLUB or any other Alberta Swim Club who has entered into a contract with NCSA to provide swim club services, and being of the full age of 18 years, automatically becomes a full voting member of NCSA, and upon payment, if any, of the membership fee.

If any member ceases to be a full time member of the AIRDRIE SWIM CLUB, the THORNHILL THUNDERBOLTS SWIM CLUB, or any other Alberta Swim Club who has entered into an NCSA Swim Club Service Contract, the Board shall automatically suspend them.

If any member is in arrears for fees, assessments or other such indebtedness to the society, such member may be automatically suspended by the Board and shall thereafter be entitled to no membership privileges or powers in NCSA until reinstated.

3.1 Types of Membership

A membership shall consist of the following categories:

1. Full member (full member services and voting privileges).
2. Friends (partial member services and non-voting privileges).

3.2 Full Member Services

Privileges of full members in good standing include, but are not limited to: running for office; voting at the Annual General Meeting and Special Meetings; and inspection of the "records and books" of the NCSA.

3.3 Partial Member Services

Partial member services may include, but are not limited to be the membership privileges as follows:

1. Receipt of NCSA newsletters and/or magazines
2. Other member services as determined by the Board of Directors

3.4 Membership Term

Memberships shall be annual.

3.5 Membership Category Fee Schedule

A membership fees schedule shall be approved at an Annual General Meeting.

3.6 Withdrawal From Membership

Withdrawal from membership may be voluntary with written notice to the NCSA office with no reimbursement of fees, or may be involuntary for non-payment of fees as outlined in the NCSA policies.

3.7 Expulsion from Membership

Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause that the society may deem reasonable.

4.0 Members Meetings and Voting Privileges

4.0 Annual General Meeting

The Annual General Meeting of the Society shall be held within 90 days of the end of the fiscal year.

4.1 Agenda for the Annual General Meeting

The Board shall set the agenda for the Annual General Meeting for the purposes of reviewing the financial statements, tabling the Annual Report, appointing the auditors and other such items as may be determined.

4.2 Notice

Notice of the Annual General Meeting of the NCSA shall be given to Members in writing (letter or electronic) at least forty five (45) days prior to the date of the Annual General Meeting and shall be sufficient if placed in a publication of the NCSA transmitted to the Members.

Notice of a meeting other than the Annual General Meeting shall be given at least thirty (30) days prior to the date of the meeting and shall be sufficient if placed in a publication of the NCSA transmitted to the members. Notice of the meeting shall set out the business to be transacted and the purpose for calling the meeting.

4.3 Quorum

A quorum for an annual general meeting or a special meeting shall be fifteen (15) members of good standing.

4.4 Special General Meeting

A special general meeting may be called at the discretion of the Executive Committee, or when ten (10) members in good standing submit a written request to the Secretary at least thirty (30) days prior to the proposed meeting date.

4.5 Voting Privileges

All members in good standing may attend and have a voice at the Annual General Meeting and Special General Meetings. Voting Privileges are governed as follows:

- (1) Full Membership 1 vote
- (2) Friends no vote

Designated ex-officio representatives and guests are welcome to attend meetings (AGM and Special) as observers with no voting privileges.

4.6 Proxy Votes

There shall be no voting by proxy at any meeting of the NCSA, the Board of Directors or Committees.

4.7 Parliamentary Authority

The rules contained in the "Roberts Rules of Order-Revised" shall govern meetings of the NCSA in all cases, which are not consistent with the Bylaws or special rules of the NCSA or with the Societies Act.

4.8 Minutes

It shall be the duty of the Secretary to ensure proper minutes and records are kept at all meetings and to circulate copies to the Board of Directors and, any NCSA member upon request. These duties may be delegated to office personnel as warranted.

5.0 Composition of the Board of Directors

The NCSA Board of Directors shall comprise the Past President, Head Coach and Officers and Directors at Large. The Past President is designated as an ex-officio Board Member with voting privileges at Board of Directors meetings. The Head Coach is designated as an ex-officio Board Member with no voting privileges at Board of Directors meetings, special meetings or committee meetings. The Officers consisting of President, Vice-President, Treasurer, and Secretary and the Directors at Large shall have voting privileges at Board of Directors meetings.

5.1 Nomination to the NCSA Board of Directors

The Board of Directors from the AIRDRIE SWIM CLUB and the THORNHILL THUNDERBOLTS SWIM CLUB shall each nominate 4 persons from their Board of Directors to comprise all the voting officers and directors at large of the NCSA Board of Directors.

or

Where NCSA has an agreement to provide swim club services to the AIRDRIE SWIM CLUB, the THORNHILL THUNDERBOLTS SWIM CLUB and one other swim club, the Board of Directors of the AIRDRIE SWIM CLUB, the THORNHILL THUNDERBOLTS SWIM CLUB and the other swim club shall each nominate 3 persons from their Board of Directors to comprise all the voting officers and directors at large of the NCSA Board of Directors.

or

Where NCSA has an agreement to provide swim club services to the AIRDRIE SWIM CLUB, the THORNHILL THUNDERBOLTS SWIM CLUB and two or more swim clubs, the Board of Directors from each of these swim clubs shall each nominate 2 persons from their Board of Directors to comprise all the voting officers and directors at large of the NCSA Board of Directors.

5.2 Election of Officers to the NCSA Board of Directors

Only those persons nominated to the NCSA Board of Directors can be elected as an NCSA Officer.

NCSA Officers can only be elected by the individuals on the Board of Directors.

The election to each of the executive positions shall occur within 120 days of the NCSA Fiscal Year End.

5.3 Terms of Office

The terms of the Elected Board members will be as follows:

Position	Term	Election Year Odd/Even
President	2 years	Begin Even Year
Vice-President	2 years	Begin Odd Year
Treasurer	2 years	Begin Even Year
Secretary	2 years	Begin Odd Year
2 Directors-at-Large	2 years	Begin Odd Year
2 Directors-at-Large	2 years	Begin Even Year
Next Director-at-Large	2 Years	Begin Odd Year
Next Director-at-Large	2 Years	Begin Even Year
Next Director-at-Large	2 Years	Begin Odd Year
Next Director-at-Large	2 Years	Begin Even Year

5.4 Term of Office Commencement

Positions become effective following the close of elections.

5.5 Nominations

To be eligible for election to an NCSA Officer position, an individual must be a full member in good standing. Candidates for an NCSA Officer position must be nominated by one of the NCSA Board members in good standing.

5.6 Election Procedures

A separate ballot shall be cast for each of the positions of President, Vice-President, Treasurer and Secretary. These positions will be filled by a majority vote. In the event of a tie, the Past President shall vote to break the tie.

5.7 Board Vacancy

A Director's or Officer's position shall be vacated:

1. Upon the director's or officer's resignation in writing delivered to the Board of Directors; or
2. If the Director or Officer is absent from three consecutive meetings during an operational year (Annual General Meeting to Annual General Meeting) without just cause as determined by a majority of the Board of Directors; or
3. By a two thirds majority vote of the Board of Directors for any cause that the Society may deem reasonable; or

4. By a two thirds majority vote of members in good standing in attendance at a special general meeting called for the purposes of removing a Director or Officer for any cause that the Membership may deem reasonable; or
5. By ceasing to be a full time member.

5.8 Re-election

The president shall be eligible to serve for only two consecutive terms as president.

6.0 **Authority of the Board of Directors**

The Board of Directors shall govern and direct the affairs of the NCSA in accordance with the objects of the NCSA. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the NCSA, except as prohibited by law or by these Bylaws. Without restricting the generality of foregoing, the Board of Directors:

1. May work by itself or in association with any government, organization, company or person;
2. May enter into any contract on behalf of the NCSA;
3. May appoint or employ such agents or employees, to perform such permanent, temporary or special services, as necessary, and to determine their powers and duties and affix their salaries or emoluments;
4. May remove, dismiss or suspend its agents or employees;
5. Shall oversee the financial business of the NCSA and be accountable to the membership for same;
6. May appoint such standing and special committees to carry on its work; and may determine the composition and powers of such committees;
7. May be reimbursed for expenses incurred in carrying out the business of the NCSA, upon presentation of proper statement; and,
8. Shall not receive remuneration for their services.

6.1 Board of Directors: Voting

A board member present at a meeting (including the president) is entitled to one vote on each motion or matter to be voted on. If a vote is tied, the motion is lost.

6.2 Calling Board Meetings

Meetings of the Board of Directors may be called by:

1. The President, or
2. Any two of the other officers of NCSA

6.3 Minimum Number of Board Meetings

The president shall call a minimum of five (5) meetings of the Board each fiscal year, namely:

1. One at the start of the swim year.
2. Four during the fiscal year

6.4 Open Meetings

All meetings of the Board of Directors shall be open meetings except those dealing with personnel, staff remuneration, confidential contract or confidential program matters. Meetings may be held in the format most convenient for advancing the business of the NCSA and may include such things as teleconferencing as well as in person.

6.5 Board Resolution

A resolution in writing signed by all Board Members personally shall be valid and effectual and need not be put to a vote. It is effective as if it had been approved at a meeting of the Board of Directors duly called and convened. Such resolution must be noted and recorded in the minutes of the next scheduled meeting of the Board of Directors.

6.6 Executive Committee

Officers of the NCSA hereinafter referred to as the Executive Committee shall include: the President, the Vice-President, the Treasurer and the Secretary.

The Executive Committee shall manage NCSA affairs within policy and budget parameters of the NCSA between the times of scheduled Board of Directors Meetings.

6.7 Vacancy – President

Should the office of the President become vacant, the Board of Directors may choose to conduct an election for the interim presidency from among the Members of the Board, by a majority vote of the Members of the Board. The Board of Directors shall request the appropriate swim club whose representation on the Board of Directors was decreased by the vacation of the office of President to appoint a new Director as soon as practically possible.

6.8 Vacancies – General

Should any of the positions other than President become vacant, the Board of Directors may choose to conduct an election to fill the position on an interim basis from among the Members of the Board. The Board of Directors shall request the appropriate swim club whose representation on the Board of Directors was decreased by the vacation of the departing Director or Executive Member to appoint a new Director as soon as practically possible.

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6.9 President

The President shall act on behalf of the Board in all of the following areas:

1. Preside over the AGM, Special General Meetings, Board of Directors meetings and Executive Committee meetings of the NCSA;
2. Issue public statements on behalf of the NCSA;
3. Supervise the NCSA staff;
4. Sit as an ex-officio member of all NCSA networks, committees and task groups;
5. Provide leadership towards the attainment of the mission and objects of the NCSA;
6. Manage general Board member protocol, decorum, liaison and communications;
7. Liaison with elected officials.

6.10 Past-President

The Past-President will be an ex-officio member of the Board Directors with voting privileges at Board of Director meetings.

6.11 Vice-President

The Vice-President shall:

1. Chair meetings in the President's absence;
2. Be responsible for the overall planning for the NCSA and undertake other duties as assigned by the President.

6.12 Treasurer

The Treasurer shall:

1. Ensure proper financial policies and procedures and maintenance of accurate records for all receipts and disbursements in accordance with the NCSA policies;
2. Ensure the preparation of an audited financial statement for submission to the Board of Directors, followed by the presentation to the general membership at the Annual General Meeting;
3. Make recommendations from time to time as appropriate, on financial controls and possible funding sources/schemes;
4. Ensure that the NCSA staff are paid in accordance with existing Municipal, Provincial and Federal regulations and laws, and ensure personnel records are kept as required by those regulations;
5. Oversee the preparation of regular financial reports pertaining to the NCSA operating budget and present such reports at the Board of Directors meetings;

6. Oversee the preparation and presentation of an annual operating budget/financial plan for the NCSA.

6.13 Secretary

The Secretary shall:

1. Ensure that all minutes are kept of all meetings of the general membership, Board of Directors and executive Committee;
2. Ensure that the NCSA objects, bylaws, policies and procedures are in good order, and that amendments are entered into the records immediately upon approval;
3. Call meetings in the absence of the President and President-Elect and to preside, pending the election of a temporary chairperson;
4. Act as parliamentarian at all meetings;
5. Oversee the preparation of the NCSA Annual Report and presentation at the Annual General Meeting.
6. Have charge of the official documents of the NCSA.

6.14 Other Officers

The duties of other Officers of the NCSA shall be determined by the President and/or the Board of Directors from time to time.

6.15 General Role of Board Members

The role of Board members shall be to:

1. Consider the welfare and interests of the NCSA as a whole and bring to the Board's attention any thing that will promote the interests of the NCSA and further the mission and objects of the NCSA;
2. Participate generally in developing and evaluating the policies, programs, and services of the NCSA;
3. Actively participate in Board meetings and Board networks, committees and task groups as required and acting on behalf of the Board or NCSA;
4. Perform any other duty or function as requested by the President and/or Board of Directors.

6.16 Delegation of Powers

The Board of Directors may delegate any of the powers or duties conferred on it by these Bylaws to designated officials of the Board of the NCSA.

6.17 Quorum

A quorum at the Board of Directors meetings shall be a simple majority of Board members.

6.18 Conduct

Conduct of members shall be such that all members in good standing agree to abide by the "Code of Ethics" as outlined by NCSA. Adherence to this code, objectives and goals will maintain mutual benefit to all concerned.

Every Board member must subscribe to the "Code of Ethics" prescribed by NCSA for the purpose of confirming the intention of the Board, and assuring the public and its members of the Board's commitment to the integrity and honesty of Board members.

This section applies as soon as a "Code of Ethics" is adopted by the membership.

6.19 Indemnities to Directors and Others

Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for NCSA. The Association does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the NCSA. No Director or Officer is liable for any loss due to an oversight or error in judgment or by an act in their role for NCSA, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the NCSA auditor(s). Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7.0 Committees and Task Groups

The Board of Directors may, by resolution, delegate responsibilities to committees, task groups or other such mechanisms consisting of such person or persons as are deemed fit, and any committee or task group so formed shall in the exercise of powers, conform to all regulations or limitations that may be imposed on it by the Board of Directors. The Board, at any time, may similarly withdraw such delegation.

Committees, task groups or other such mechanisms will be approved by, and shall report to, the Board of Directors in accordance with the mission and objects of the NCSA.

The Board of Directors may appoint a Board liaison to each committee or task group. Ad hoc groups may also be approved by a motion at a Board of Directors meeting.

8.0 Head Coach

The NCSA Board of Directors may appoint a Head Coach of the NCSA. The Head Coach is designated as an ex-officio Board Member with no voting privileges.

8.1 Designated Functions of the Head Coach

In addition to the terms and conditions for employment of the Head Coach, the Head Coach shall provide leadership to the NCSA; be visionary and proactive in guiding the affairs of the NCSA in a proper and timely manner.

8.2 Authority of the Head Coach

The Head Coach has authority to implement any decision of the NCSA Board and for that purpose may enter into any agreement or contract, make expenditures or otherwise commit the NCSA subject only to any limitation on that authority imposed by the NCSA Board.

9.0 Fiscal Year and Financial Affairs

9.0 Fiscal Year

The fiscal year for the NCSA is September 1 to August 31 and may be altered from time to time as required to meet changing business requirements.

9.1 Borrowing Powers

For the purposes of carrying out its mission and objects, the NCSA Board may borrow, raise or secure the payment of monies as it thinks fit. If the funds are to be raised by the issue of debentures, a special resolution must be passed by the NCSA.

9.2 Funds

The NCSA Board may establish any operating, capital, reserve, trust and other funds for such purposes and, on such conditions, as the NCSA Board considers appropriate.

9.3 Authorized Investments

The NCSA may invest in the authorized investments on such terms and conditions as the NCSA Board may prescribe.

9.4 Banking

The banking business of the NCSA or, any part thereof, shall be transacted with such Canadian chartered bank(s) or trust company(s) which is (are) a member of the Canadian Deposit Insurance Corporation or other firms or corporations whose deposits are similarly protected carrying on a banking/business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on behalf of NCSA by the President or such other person or persons as the Board of Directors may designate, direct or authorize from time to time by resolution.

9.5 Auditing

The books, accounts and records of the Secretary and Treasurer shall be audited at least once per year by a duly qualified accountant or by 2 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(s) at the Annual General Meeting of the society.

9.6 Inspection of Records

The books and records of the NCSA may be inspected by any NCSA full member in good standing at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same.

9.7 Annual Report

The Board of Directors shall present at each Annual General Meeting an annual reporting of NCSA affairs as required by the Societies Act

10.0 Other Matters

10.0 Patrons and Honorary Directors

The Board of Directors may invite such distinguished persons as it considers appropriate to become honorary directors or patrons of the NCSA.

10.1 Notices

A notice required to be given to a Board member is properly given if it is given:

1. In writing, or by electronic communication addressed to the address provided by the Board member for the purposes of receiving notices, or
2. Orally in person or by telephone, or by other means of direct oral communication.

10.2 Amendments to and Repeal of Bylaws

Amendments to these Bylaws may be made by a Special Resolution that is passed by a 75% majority vote of:

1. Voting Members present at an Annual General Meeting of which not less than thirty (30) days of notice specifying the intent of the resolution has been duly given, or
2. Returned ballots in a resolution that are mailed or sent electronically to all voting Members of the NCSA and verified by a majority of the Executive Committee, with not less than twenty-one (21) days notice given for response.

No revision, alteration of, or addition to a bylaw has effect until duly registered by the Provincial Registrar (Societies Act).

Any question of interpretation of the Bylaws or any rules or regulations made by the Board of Directors shall be decided by a majority of the Board of Directors present at a meeting.

10.3 Arbitration

In the event that disputes occur within the Club that cannot be resolved by internal vote in a General or Special Meeting of the membership, a non-member Arbitrator shall be selected by the Board of Directors who shall be acceptable to the disputing factions. The decision of the Arbitrator shall be considered final.

10.4 Registered Not-For-Profit Organization

The NCSA is duly registered under the "Societies Act" as a provincial, not-for-profit organization whose business shall be carried out without financial gain for its members and any profit or benefits shall be used for promoting its objects and goals.

10.5 Dissolution

10.5.1 In the event of the complete dissolution of NCSA, under the scenario:

10.5.1.1 Where all the existing NCSA serviced swim clubs decide not to operate under NCSA, and where these NCSA serviced swim clubs decide to continue their own operations as individual not for profit swim clubs all remaining NCSA assets after payment of its liabilities shall be distributed between the various swim clubs and organizations which have a current contract with NCSA to provide swimming programs and services. The amount received by each club will be determined and based on the final financial statement of the NOSECREEK SWIM ASSOCIATION approved by the Board. The contracting swim clubs and organizations to NCSA at the time of dissolution will each receive a proportionate share of the remaining assets based on the membership of each club at the time of dissolution. In the event a dispute in this regard cannot be resolved, Clause 10.3 will be used to finalize the decision.

10.5.1.2 Where all the existing NCSA serviced swim clubs decide not to operate under NCSA and there are no remaining viable and operating NCSA serviced not for profit swim clubs all remaining NCSA assets after payment of its liabilities shall be distributed by the Board to one or more organizations in Alberta with objects and goals similar to those of the NCSA.

10.5.2 In the event of a partial dissolution of NCSA, (that is if the withdrawal of one or more clubs does not cause the total dissolution of NCSA) all remaining NCSA assets after payment of its liabilities shall be distributed as per the process outlined in 10.5.1.1 and if required, Clause 10.3. After distribution to the departing clubs has taken place, the remaining assets due the

remaining clubs will remain with NCSA to fund future contracted swimming services.

10.6 Remuneration

No Officer or member of the Board shall directly or indirectly receive any profit or remuneration from one's position as member of the Board or in any other capacity, provided that a member of the Board, including those who are also Officers, may be paid reasonable and necessary expenses incurred in the performance of one's duties.