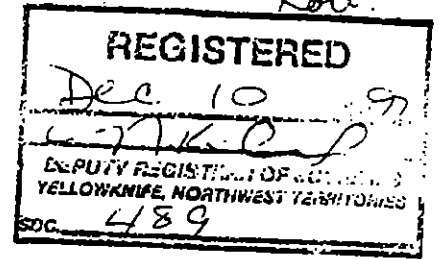


ENACTMENT OF A NEW CONSTITUTION



Northwest Territories Swimming Association
Name of Society

Resolved as an extraordinary resolution that the constitution of the above-named Society be repealed and the constitution set forth in the attached Schedule "A" be substituted therefor.

THE UNDERSIGNED, BEING A DIRECTOR OR AUTHORIZED OFFICER OF THE ABOVE-NAMED SOCIETY, HEREBY CERTIFIES THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF A RESOLUTION OF THE SAID SOCIETY PASSED BY AN EXTRAORDINARY RESOLUTION ON November 13, 1997.

DATED THIS 14 DAY OF November, 1997.

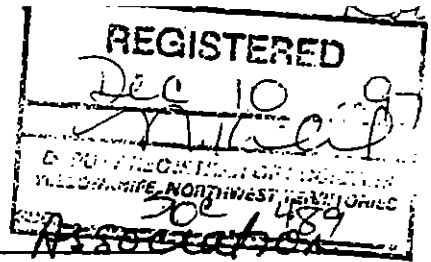
Shawna Lampi-Legaree

Signature

Shawna Lampi-Legaree
President

Name of Director or Officer

ENACTMENT OF NEW BY-LAWS



Northwest Territories Swimming Association
Name of Society

Resolved (as an extraordinary resolution) that the by-laws of the above-named Society be repealed and the by-laws set forth in the attached Schedule "A" be substituted therefor.

THE UNDERSIGNED, BEING A DIRECTOR OR AUTHORIZED OFFICER OF THE ABOVE-NAMED SOCIETY, HEREBY CERTIFIES THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF A RESOLUTION OF THE SAID SOCIETY PASSED AT THE ANNUAL GENERAL MEETING (BY EXTRAORDINARY RESOLUTION) ON November 13, 19 97.

DATED THIS 14 DAY OF November 14, 19 97.

Shawna Lampi-Legaree
Signature

President - Shawna Lampi-Lega
Name of Director or Officer

Rob
Hepner

NWT SWIMMING ASSOCIATION

CONSTITUTION

Name

The name of the organization shall be the NWT Swimming Association.

Purpose

To promote and foster the sport of swimming in the Northwest Territories.

Place

The operations of the organization to be chiefly carried on in Yellowknife.

NWT SWIMMING ASSOCIATION

BY-LAWS

1. Membership

1. Full membership shall be open to any swimming club within the Northwest Territories which is affiliated with Swimming/Natation Canada through Swim Alberta. An associate membership shall be open to any swimming club in the Northwest Territories which is not affiliated with the Swimming/Natation Canada.
2. Anybody affiliated with a member club or any individual recognized by a club or the NWT Swimming Association can be an individual associate member in good standing and can run for the Executive.

2. Executive Officers

- 1) The Executive Officers shall consist of a President, immediate Past President, Vice-President, Secretary, and Treasurer. The Executive Officers will attend to the day-to-day management of the Association's business and will form the executive committee.
- 2) The executive committee shall have the power to appoint a chairperson to head necessary committees, who shall be directly responsible to the executive committee and shall not hold the designated offices for any period beyond the next Annual General Meeting.
- 3) A majority of the executive committee shall have the power to appoint any member of the Association to fill a vacancy in their members and any person so appointed shall retire from office on completion of the unexpired portion of the term of the person they replace.
- 4) The executive committee shall be responsible for conducting the affairs of the Association in accordance with the objects set out in the Application for Incorporation and in accordance with the By-Laws.
- 5) At least 50% of executive officers will constitute a quorum at any executive meeting.
- 6) Executive will not be remunerated for this task.

3. Directors.

Such person will be Presidents or designate of the member clubs. Directors will not be remunerated for this task.

4. Duties of the President

- 1) To call and preside over the Annual General Meeting and the Executive Meetings of the Association. In the absence of the President, the Vice-President shall fulfill the duties of the President.
- 2) To preside over and organize the smooth running of the Association.
- 3) To represent the NWT Swimming Association at associated meetings.
- 4) To have a vote only in case of a tie vote.

5. Duties of the Vice-President

In the absence of the President will perform the duties of the Vice-President and be granted the same authority.

6. Duties of the Secretary

- 1) To record and maintain minutes of all meetings of the Association.
- 2) To attend to all correspondence of the Association.
- 3) To maintain communication with Swimming/Natation Canada and to disseminate the information to member clubs of the NWT Swimming Association.
- 4) To promptly file to the NWT Societies the Executive, financial statement, and constitution/by-law changes.
- 5) To keep a register of the clubs in the NWT Swimming Association, with the addresses and telephone numbers of the officers of each club.
- 6) To keep all members in the Northwest Territories informed of all the NWT Swimming Association and Swimming/Natation Canada business.
- 7) To supply a copy of the Constitution/By-Laws, and other pertinent information to each affiliated club.

8) To keep custody of the Official Seal.

7. Duties of the Treasurer

1) To receive all monies due to the Association.

2) To pay all bills and settle all debts of the Association from Association funds.

3) To keep records of all money transactions and to keep custody of all Association funds.

4) To maintain and keep inventory of all material items owned by the Association.

5) To send notice of membership and collect fees.

6) To complete any and all grant applications and accountability as required.

7) To prepare year end financial statements to review at the Annual General Meeting, in addition to provide financial reports as requested.

8. Signing Authorities

Any two of the following Executive shall have signing authority; President, Vice-President, Secretary and Treasurer.

9. Duties of the Directors

To organize and promote the sport of swimming in their communities; to inform their respective clubs of the activities of the NWT Swimming Association. To represent their club at Annual General Meeting and general meetings. Expenses incurred for NWT Swimming Association business as approved by the Executive will be reimbursed.

10. Length of Term of Office

The President, Vice-President, Secretary, and Treasurer shall be elected from nominations received prior to, or at the Annual General Meeting of the Association and shall remain in office for one year.

11. Terms of Admission

All swimming clubs within the Northwest Territories affiliated with Swimming/Natation Canada shall be eligible for admission to full membership in the Association on payment of a membership fee. A swimming club in the Northwest Territories not affiliated with the Swimming/Natation Canada shall be eligible for admission to associate membership in the Association on payment of a membership fee. Any individual affiliated with a member club, or the NWT Swimming Association or individual recognized by a member club promoting and fostering swimming in the NWT shall be eligible for admission to individual associate membership in the Association on payment of a membership fee.

12. Rights of Members

1) All members in good standing of the Association shall have the right to take part in all Association programs, workshops, activities and clinics subject to pay of any applicable fees.

13. Obligations of Members Clubs

Each member club shall pay a membership fee annually as determined at the Annual General Meeting. This fee is due and paid in full by the 15th of the month immediately after the Annual General Meeting.

14. Withdrawal and Expulsion of Members Clubs

- 1) Any member club may withdraw from membership in the Association by notice in writing to the President or by non-payment of annual dues.
- 2) Any member club or executive officer whose conduct is considered detrimental to the Association may be expelled by resolution passed by the majority of the Executive Committee of the Association.

15. Meetings

- 1) An Annual General Meeting of the Association shall be held in September of each year.
- 2) General and Annual General Meetings of the Association shall be held at the call of the President.
- 3) Any 50% of member clubs may call a meeting by presenting a signed request to the President, who shall call a special meeting within fifteen days after the receipt of such request.

- 4) Notice of any general or special meeting shall be given at least seven days prior to the date set for the meeting by the sending of notices setting forth the time, place, and business to be transacted at such meetings to all member clubs.
- 5) 50% of member clubs of the Association and 50% of the Executive Officers constitute a quorum at general and annual general meetings.
- 6) If the President or the Vice-President is not present at the meeting, the meeting will elect a Chairperson for the purposes of that meeting only.
- 7) Each Director or designate and Executive Officer is entitled to one vote at general, special and annual general meetings. The President shall only vote in case of a tie. Individual associate members are not entitled to vote.
- 8) A quorum at an executive meeting at least 50% of the executive officers.

16. Borrowing Powers

- 1) The executive committee may, by majority vote, borrow funds for the current operations of the Association, but the total funds shall not, at any time, exceed one-half of the Association's own revenues generated in the preceding fiscal year.
- 2) The executive officers may with the approval of a majority of the members present at a special meeting, or the annual general meeting, borrow funds for capital expenditures.

17. Disposal of Funds

- 1) All monies received by or on behalf of the Association shall be deposited in the Association's account in a chartered bank account in Yellowknife, in trust for the Association.
- 2) All disbursements from the trust bank account shall be made by cheques signed by any two of the following; President, Vice-President, Treasurer, or Secretary.

18. Financial Statement

- 1) At the annual general meeting an auditor may be appointed for the ensuing year;

- 2) At each annual general meeting an annual financial statement containing:
 - i) the assets and liabilities of the Society in the form of a balance sheet.
 - ii) receipts and disbursements of the Society since the date of incorporation or the date of the previous financial statementand signed by the auditor, or two executive if there is no auditor, shall be presented for the inspection and accepted at the annual general meeting of the members.

19. Seal and Signing Authority

- 1) The Seal of the Association shall consist of the word "Seal" in a circle formed by the words NWT Swimming Association.
- 2) The Seal shall be kept in the custody of the Secretary of the Association and shall not be affixed to any instrument or document except by authority of a resolution of the directors and in the presence of the Secretary and at least one other executive officer.
- 3) The Secretary and at least one officer shall have the authority to sign instruments or documents on behalf of the Association.

20. Making, Altering and Rescinding By-Laws

- 1) By-Laws of the Association may be rescinded, altered or added to at the annual general meeting or by extraordinary resolution of the Association at a special meeting and not otherwise, no rescission, alteration, or addition shall have any effect until it has been registered by the Registrar of Societies.
- 2) Notice of Intention to propose the rescission, alteration or addition of any By-Law shall be given in the notice of meeting published pursuant to By-Law 15(4).

21. Retention of Minutes of Meetings, Books and Records

- 1) The Secretary shall be responsible for keeping minutes of all meetings and all minutes shall be signed by the Chairperson and the Secretary after approval thereof by the meeting.
- 2) The Treasurer of the Association shall be responsible for keeping proper books of account for the Association.

