

THE SOCIETIES ACT (ALBERTA)
BYLAWS OF THE EDMONTON KEYANO SWIM CLUB



ARTICLE 1 - NAME AND CLUB COLORS

- 1.1 The name of the Society shall be The Edmonton Keyano Swim Club.
- 1.2 The colors of the Society shall be predominately red with white and navy blue.

ARTICLE 2 - INTERPRETATION

2.1 Where used in these bylaws, the following terms shall have the following meanings unless the subject matter or context requires a different interpretation:

- a) "Society" shall mean the Edmonton Keyano Swim Club;
- b) "Board of Directors" or "Board" shall mean the Board of Directors of the Society;
- c) The "Societies Act" shall mean the Societies Act, R.S.A. 2000, c.-S-18 as amended from time to time;
- d) "Special Resolution" shall have the same meaning as the Societies Act;

2.2 Wherever the singular or masculine or neuter is used in these bylaws, the same shall be construed as meaning the plural or feminine or body corporate or Society or organization and vice versa where the context or the parties so require. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the said statute or section as the case may be.

2.3 When construing these bylaws, reference shall be had to the Societies Act, and words and expressions used in these bylaws shall, so far as the context does not otherwise require, have the same meaning as when used in the Societies Act.

ARTICLE 3 - JURISDICTION

3.1 The territorial jurisdiction of the Society shall be the boundaries of the Province of Alberta.

ARTICLE 4 - MEMBERSHIP

4.1 The Society shall have the following classes of membership:



(a) Aquatic Members.

Any natural person residing in Alberta who indicates a desire to be an aquatic participant, and meets the standards of performance as set from time to time by the Head Coach/Director of Swimming, shall be entitled to become an aquatic member upon completing and submitting an application for membership and paying the membership fee determined from time to time by the directors of the Society. An aquatic member shall only have the right to vote at meetings of the members of the Society, to be elected as a director of the Society or to hold office in the Society, if the aquatic member has attained the full age of eighteen (18) years.

(b) General Members.

Every parent or legal guardian of an aquatic member may be registered as a general member; provided that not more than two (2) persons so qualifying in respect of any family having one or more aquatic members may be registered as general members. A general member shall have the right to vote at meetings of the members of the Society, may be a director of the Society and may hold office in the Society.

(c) Associate Members.

Any natural person residing in Alberta, and being of full age of eighteen (18) years, who indicates a desire to give active support to its endeavors, may become an associate member by a favorable vote passed by a majority of the members at a general meeting of the members of the Society, or by a majority vote of the Board of Directors. Associate members are not assessed a membership fee. An associate member shall have the right to vote at meetings of the members of the society and may hold office in the society.

4.2 Membership Fees and Validation.

(a) Any natural person wishing to apply for aquatic membership with the Society shall complete an application for membership in such form as may be approved from time to time by the Board of Directors, accompanied by the designated membership fee;

(b) The Society shall maintain a register containing the names of all natural persons who are admitted as members of the Society, together with the following particulars of each such member:

(1) the full name and address;

- (2) the date on which the member was admitted as a member;
 - (3) the date on which the member ceases to be a member; and
 - (4) the class of membership of the member;
- (c) Any natural person whose name does not appear on the active register of members is not a member of the Society;
 - (d) Membership fees and the effective dates thereof shall be determined annually by the Board of Directors and presented at the Annual General Meeting of the members of the Society.

4.3 Cancellation of Membership and Withdrawal of Members

- (a) A member may withdraw from membership or resign his membership at any time by providing to the Society, or a Board Member of the Society, a written notice to that effect, provided however, that any such member shall not be entitled on withdrawal or resignation to be refunded any fee or contribution which he may have paid to the Society except in accordance with the societies refund policies.
- (b) Membership in the Society is not transferable;
- (c) A member may be suspended from membership if his membership fees have not been paid in accordance to the societies policies and procedures, and shall not be reinstated until payment in full of any such arrears or fees or in the event such payment cannot be made, then at the discretion of the Board of Directors upon such terms and conditions as they may stipulate;
- (d) Any member who contravenes the bylaws of the Society, or whose conduct, in the sole discretion of the Board of Directors, is deemed improper, unbecoming or likely to endanger the interest or reputation of the Society, may be suspended for a period not exceeding six (6) months, or may be expelled from the Society at the discretion of the Board of Directors. Any member so suspended or expelled shall have the right to appeal such decision by giving written notice of his appeal to the Board of Directors within seven (7) days of notification to him of his suspension or expulsion. Within twenty-eight (28) day of receipt of such notice of appeal by the Board of Directors, a committee composed of two (2) voting members of the Society, one (1) chosen by the Board of Directors, and one (1) chosen by the member so suspended or expelled shall select an arbitrator for arbitration of the appeal in accordance with the Arbitration Act. The decision of the arbitrator is final.

4.4 General Rights of Members.

Any members in good standing, whether voting or non-voting, are entitled to receive all information relative to the activities of the Society which may be circulated or made available from time to time by the Society. All members in good standing, whether voting or non-voting, shall have the right to attend all members meetings, with the exception of in camera meeting, competitions, clinics, and other activities sponsored by the Society, and generally shall have access to such resource information and personnel of the Society as is available.

4.5 Liability of Members.

A member, when acting for the Society, shall not be personally liable for any loss or damage or depreciation to the property of the Society or otherwise, except if such member shall have acted fraudulently, dishonestly or committed acts of gross misconduct or negligence.

ARTICLE 5 - MEETINGS OF THE MEMBERS

5.1 Annual General Meetings.

The Society shall hold an Annual General Meeting within the Province of Alberta within each fiscal year of the Society at a time and place to be fixed by the Board of Directors of which not less than twenty-eight (28) days notice shall be given to all members.

5.2 Extraordinary General Meetings.

- (a) Extraordinary general meetings of the members of the Society must be called by the President upon receipt in writing of a request by at least ten (10) members of the Society with voting rights, of which at least seven (7) must be present at the actual meeting held or have provided a proxy to a member attending the meeting. Such extraordinary general meetings must be held within twenty-eight (28) days from the date of the request and notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the members at least fourteen (14) days before the date of such meeting;
- (b) An Extraordinary general meeting may be called by the president of the Society upon request of the Board of Directors and notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the members of the Society at least fourteen (14) days before the date of such meeting.

5.3 Other General Meetings.

Meetings of the members, other than annual general meetings or extraordinary general meetings may be called at any time by the President or by the Board of Directors upon fourteen (14) days notice of the date, time, place and all business to be presented at such meeting to the members of the Society.

5.4 Notice.

- (a) Notice of any meetings of the members of the Society shall be given to all persons who are members of the Society at the time of notice, and shall be sufficient if delivered by hand or mailed by prepaid mail or electronic mail to the last known address of the member and shall be deemed to be received by the member within three (3) business days of the date of mailing; If the member's address changes during the season it is incumbent upon the member to make the society aware of such address change.
- (b) No error or omission in giving notice of any meeting of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.5 Quorum.

A quorum for the transaction of business at any meeting of members shall be ten (10) percent of the members present, or by executed proxy, entitled to vote at such meeting. If a quorum is not present within one-half hour after the time for which the meeting had been called, the meeting shall be postponed for not more than twenty-eight (28) days to a designated hour and place. At such postponed meeting of members, those members present shall constitute a quorum, provided notice in writing of the date, time and place of the postponed meeting has been delivered by hand or sent by prepaid mail or electronic mail to the members no later than (3) business days after any such meeting has been postponed. All unused votes at meetings will automatically default to the President if a member is not in attendance or does not provide a proxy to another member of the society.

5.6 Voting.

- (a) Every member of the Society entitled to vote shall at all meetings of the Society be entitled to one (1) vote;
- (b) Proxies shall be accepted at all meetings if held by a member in good standing and completed in the following manner:
 - (1) containing the name and signature of the member with voting rights for which the attending member is a proxy;

- (2) containing the name and signature of the member bearing the proxy vote;
 - (3) bearing as a witness the name and signature of another member who has voting rights; and
 - (4) listing any limitations on the use of the proxy.
- (c) Every proper motion at general meetings of the members of the Society shall be decided by a majority of the votes of the members present unless otherwise required by these bylaws or by the Societies Act; in the case of an equality of votes, the Chairman of the meeting shall have a casting vote;
- (d) Every proper motion shall be decided in the first instance by a show of hands, unless a poll is demanded by any member or proxy. Upon a show of hands, a declaration by the Chairman of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favor of, or against such resolution, If a poll is demanded and such demand is not withdrawn, the question shall be decided by a majority of the votes given by the members present in person or by proxy and the poll shall be taken in such manner as the Chairman of the meeting shall direct. The result of such poll shall be deemed to be the decision of the members of the Society upon the matter in question;
- (e) Voting at general meetings by the members of the Society shall not be by secret ballot unless any two persons present and entitled to vote have requested a secret ballot or unless the voting is with respect to the election of a person to an office or a position which is contested;
- (f) 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, shall be as effective as a resolution passed at a meeting of the members of the Society duly convened and held.

5.7 Business of the Annual General Meeting.

The business of the Annual General Meeting shall be:

- (a) To receive and consider the report of the Board of Directors;
- (b) To receive and consider the report of the auditors of the Society for the most recent fiscal year;
- (c) To appoint auditors for the ensuing year;

- (d) To consider any resolution or resolutions as may be properly brought before the meeting.
- (e) To elect Members of the Board of Directors.

ARTICLE 6 - BOARD OF DIRECTORS

6.1 Powers.

Subject to the provisions of these bylaws and the Societies Act, the Board of Directors shall manage the business and affairs of the Society and exercise all such powers of the Society as are not required to be exercised by the members of the Society, and without limiting the generality of the foregoing the Board of Directors:

- (a) May from time to time for the purpose of carrying out the objects of the Society borrow money on the credit of the Society, issue, sell, or pledge securities of the Society, and charge, mortgage, hypothecate or pledge all or any part of the real and personal property of the Society including book debts, rights, powers, franchises or undertakings to secure any securities or any monies borrowed or other debt, or any other obligation or liability of the Society, provided that no debenture shall be issued by the Society nor any borrowing made in excess of 50% of the value of the assets of the Society as determined by the Society's auditors from time to time without first obtaining a special resolution of the members of the Society approving such action;
- (b) May from time to time appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Society, and without limiting the generality of the foregoing shall engage a head coach and additional coaching staff to carry out the day-to-day aquatic activities of the Society and administrative staff to carry out the day-to-day administrative activities of the Society, and such officers, agents and employees shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors or these bylaws. Such officers, agents and employees need not be directors of the Society or members of the Society;
- (c) May institute and amend policies, procedures and standards for the conduct of its business and affairs, provided that such policies, procedures and standards or any amendments thereto shall not be inconsistent with anything herein contained;

- (d) May open one or more bank accounts for the Society, designate signing officers in accordance with the provisions of these bylaws, execute all documents and do all things incidental to or in connection with the transaction of the business of the Society and with its chartered bank, credit union, trust company or treasury branch. All cheques, bills of exchange and other orders for the exchange of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by those persons as are designated by the Board of Directors from time to time or in any other manner as shall from time to time be determined by resolution of the Board of Directors;
- (e) May establish such committees, standing or otherwise, as in its discretion it deems necessary or desirable to carry out the business and objects of the Society, and delegate to such committee any of the powers of the Board of Directors, provided however, that each such committee shall have at least one director of the Society as a member.

6.2 Number of Directors.

- (a) The Board of Directors shall consist of the immediate Past President, and, no less than six (6) members and not more than eight (8) members elected by the members of the Society at the Annual General Meeting,. Other than as provided in Clauses 6.2(b) and 6.2(c) hereof, each director shall be elected for a term of one (1) year each, provided however that no director shall hold office for more than five (5) consecutive terms;
- (b) In the event the Board of Directors determines that there is a need due to the business of the Society, it may appoint up to a maximum of four additional directors whose terms of office shall be until the Annual General Meeting next following the date of such appointment unless such additional directors are re-elected at the Annual General Meeting;
- (c) Any vacancy occurring in the Board of Directors caused by resignation, suspension, expulsion, removal or death between Annual General Meetings shall be promptly filled by appointment by the Board of Directors, but the person so appointed shall hold office only until the Annual General Meeting next following such appointment.

6.3 Qualification of Directors and Removal.

- (a) A member of the Board of Directors must be a voting member in good standing or an Associate Member of the Society.
- (b) Any member of the Board of Directors may be removed for any reason by a resolution passed by a majority of the members in attendance at any general meeting of the members of the Society;

- (c) Any member of the Board of Directors of the Society who, without prior notification to the Board of Directors, is absent from three consecutive meetings of the Board of Directors, may be removed from the Board of Directors by resolution passed by a two-thirds majority of the Directors present at the meeting of the Board of Directors duly held and constituted;
- (d) If any member of the Board of Directors demonstrates a lack of interest in the Society by inactivity or is incompetent or unable to handle elected or appointed tasks or conducts himself in a way that is improper, unbecoming or likely to endanger the interest or reputation of the Society, the Board of Directors may, at its own discretion, suspend the member from his position or appointment. If the suspended member does not resolve the problem to the satisfaction of the Board of Directors, or give written notice of appeal to the Board of Directors, within twenty-eight (28) days of the suspension, the suspension will be deemed to be a removal from office. In the event a notice of appeal is given, a committee composed of two (2) voting members of the Society, one (1) chosen by the Board of Directors, and one (1) chosen by the member so suspended or expelled shall select an arbitrator for arbitration in accordance with the Arbitration Act. The decision of the arbitrator is final. During any such period of suspension, the Board of Directors shall appoint another voting member to maintain the position.

6.4 Meetings of Directors.

- (a) Any meetings of the Board of Directors shall be held at such time and such place as the Board of Directors may from time to time determine, provided however, that at least two meetings of the Board of Directors must be held in the Province of Alberta;
- (b) A meeting of the Board of Directors may be convened at any time or place upon proper notice by the President and may be by way of telephone or any other communication facility that permits all persons participating in the meeting to hear each other;
- (c) Notice of such meeting shall be given to each member of the Board of Directors not less than three (3) business days before the meeting is to take place and such notice may be delivered, telephoned, mailed or electronically mailed and included as a part of the minutes of the previous meeting, provided that any meeting of the Board of Directors may be held at any time without formal notice if all of the members of the Board of Directors are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their absence without notice, after such meeting has taken place. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any member of the Board of Directors and no error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any

proceedings taken or had at such meeting and any members of the Board of Directors may at any time waive notice of any such meeting and may ratify and approve any and all proceedings taken or had thereat;

- (d) A quorum at any meeting of the members of the Board of Directors shall be (50%) fifty percent of the members of the Board;
- (e) Each member of the Board of Directors shall have one (1) vote and all matters shall be decided by a majority of votes. In cases of an equality of votes, the Chair of the meeting shall have the casting vote;
- (f) Resolutions in writing directed by all of the members of the Board of Directors for the time being shall be as effective as a resolution passed at a meeting of the Board of Directors duly convened and held. Such resolutions may be signed in counterparts and all counterparts together shall constitute one resolution. Faxed, scanned, emailed, or photocopies of a counterpart shall be as effective as an original.
- (g) A member of the Board of Directors may participate in a meeting of the Board of Directors by means of telephone or any other communication facility that permits all persons participating in the meeting to hear each other and a member of the Board of Directors participating in a meeting by such means is deemed to be present in person at the meeting.

6.5 Indemnity.

Every member of the Board of Directors shall from time to time and all times be indemnified and saved harmless out of the funds of the Society from and against all claims, damages, costs, charges, and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other member or members of the Board of Directors in or about the execution of his or their office and also from and against all claims, damages, costs, charges, and other expenses which he sustains or incurs in, about or in relation to the affairs thereof except such claims, damages, costs, charges or expenses as are occasioned by his own willful conduct or default.

ARTICLE 7 - OFFICERS

7.1 Election of Officers.

- (a) Immediately following the Annual general Meeting in each year, the Board of Directors shall meet and shall elect from amongst their membership for a term of one year a President, a Vice President, a Secretary, a Treasurer, and such

other officers as the Board may determine from time to time. In default of such election the then incumbents, being members of the board, shall hold office until their successors are elected.

- (b) In the case of any vacancy, the Board of Directors shall appoint another member to fill such position until the next Annual General Meeting.

7.2 Duties of Officers.

- (a) The President shall:

- (1) preside at all meetings of the Board of Directors and executive standing committee;
- (2) be a chairman of the Executive Standing Committee;
- (3) be an ex officio member of all divisions and committees;
- (4) with the sanction of the Board of Directors, appoint such special committees with special duties as may be required from time to time; and
- (5) perform such other duties as may be specified by the Board of Directors from time to time or by these bylaws.

- (b) the Vice-President shall:

- (1) during the absence or inability of the president, exercise the president's duties and powers and if the Vice-President shall exercise any such duty or power, the absence or inability of the president shall be presumed with reference to it;
- (2) be a member of the Executive Standing Committee;
- (3) attend all meetings of the Board of Directors and Executive Standing Committee; and
- (4) perform such other duties as may be specified by the Board of Directors or these by-laws.

- (c) The Treasurer shall;

- (1) with the sanction of the Board of Directors, appoint such other members of the Board of Directors or such employees of the Society as he deems necessary to assist him in the performance of his duties as hereinafter set out;

- (2) receive all monies payable to the Society and disburse the same as ordered by the Board of Directors;
 - (3) issue statements to the membership for dues and notify members in arrears in respect of dues;
 - (4) keep books of the Society and a correct account of receipts and disbursements; (shall properly account for)
 - (5) present a detailed report thereof at the Annual General Meeting of the Society. His records and books shall at all times be open to the inspection of the president, members of the Board of Directors or any auditors named by the Society;
 - (6) prepare a budget in consort with the Board of Directors and the Head Coach/Director of Swimming,
 - (7) prepare a mid-term comparison between actual disbursements and budget projections for the Board of Directors' consideration, at a time and in a manner designated by the Board of Directors;
 - (8) deposit all monies or securities in the name of the Society in such bank, trust company, credit union or treasury branch as the Board of Directors shall direct;
 - (9) be bonded at the expense of the Society if deemed necessary by the Board of Directors;
 - (10) be a member of the Executive Standing Committee;
 - (11) attend meetings of the Board of Directors and Executive Standing Committee; and
 - (12) perform such other duties as may be specified by the Board of Directors or these bylaws.
- (d) the Secretary shall:
- (1) provide notification as required by these bylaws of all meetings of the Society, the Board of Directors or the Executive Standing Committee, and make such arrangements as may be required regarding the place of such meetings;
 - (2) maintain accurate minutes of the proceedings of meetings of the Board of Directors, furnishing copies of these to each member of the Board of Directors;

- (3) maintain accurate minutes of the proceedings of meetings of the executive standing committee, furnishing copies to these to each member of the Executive Standing Committee;
- (4) maintain accurate minutes of the proceedings of all meetings of the Society, providing copies to all members of the Society;
- (5) be the custodian of the official corporate seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary and the President or, in the case of death or inability of either to act, by the Vice-President;
- (6) have charge of all the correspondence and records of the Society and be under the direction of the President and the Board of Directors;
- (7) submit a list of the members in accordance with PIPA legislation, to the Board of Directors and a list of the coaching staff to the appropriate agencies, as directed by the Board of Directors and the Head Coach/Director of Swimming;
- (8) be a member of the Executive Standing Committee;
- (9) attend meetings of the Board of Directors and executive standing committee; and
- (10) perform such other duties as may be specified by the Board of Directors or these bylaws.

7.3 Executive Standing Committee.

- (a) The Board of Directors may establish an Executive Standing Committee;
- (b) Any Executive Standing Committee shall consist of the President, Vice-President, Secretary, Treasurer, and immediate Past President of the Board of Directors, and such other members of the Board of Directors as may be appointed by the Board of Directors. The notice requirements for meetings, procedure for voting, quorum and such other rules regarding the meetings of the Executive Standing Committee shall be determined by the Executive Standing Committee from time to time;
- (c) Any Executive Standing Committee shall have power to appoint such committees as it deems necessary to carry out its responsibilities;

(d) Any Executive Standing Committee's mandate shall be to:

- (1) provide continuity for the governance of management of the Society's affairs;
- (2) provide direction to the administrative and coaching staff of the Society in the exercise of their powers and in the carrying out of their duties;
- (3) ensure that the operation of the Society conforms to its objects;
- (4) review and approve recommendations from committees prior to their submission to the Board of Directors for ratification; and
- (5) coordinate long-term planning. A long-term plan shall be updated at least every third year.

(e) In addition to any other responsibilities and authority delegated to the Executive Standing Committee from time to time by the Board of Directors, the Executive Standing Committee shall exercise in the intervals between the meetings of the Board of Directors all the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Society and shall co-ordinate the activities of the various committees and task forces of the Board of Directors.

7.4 Remuneration.

The Board of Directors and all officers of the Society shall serve without remuneration; however, the Board of Directors shall have the power to determine remuneration to any member of the Board of Directors for reasonable expenses incurred on approved business of the Society when properly substantiated or authorized payment of honoraria to such persons as may be considered appropriate.

ARTICLE 8 - ACCOUNTS

8.1 The Board of Directors shall cause accounts to be kept of all monies received and expended by the Society, the matters in respect of which such receipts and expenditures took place and of the assets and liabilities of the Society.

8.2 The fiscal year of the Society shall end on the 31st day of August in each year or such other date as may from time to time be determined by the Board of Directors.

8.3 The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting.

- 8.4 The Society shall appoint auditors for the ensuing year at the Annual General Meeting
- 8.5 A financial statement setting out the Society's income, disbursements, assets and liabilities, audited and signed by the Society's auditors shall be presented at the Annual General Meeting in each year.

ARTICLE 9 - BOOKS AND RECORDS

- 9.1 The Board of Directors shall ensure that all necessary books and records of the Society required by these bylaws or by any applicable statute or law are regularly and properly kept.
- 9.2 The books of account, minute book and all other books and records of the Society shall be kept at such place in the Province of Alberta as the Board of Directors think fit and shall at all times be open for inspection by any member of the Board of Directors. The books of account, minute book and all other books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at any time upon giving twenty-eight (28) days notice to the Board of Directors or as authorized by the Board of Directors.

ARTICLE 10 - EXECUTION OF DOCUMENTS AND SEAL

- 10.1 The Board of Directors may adopt a seal which shall be the common seal of the Society.
- 10.2 The common seal of the Society shall be under the control of the secretary and shall be kept in such place as determined by the Board of Directors. The common seal of the Society shall be affixed to such documents and instruments and authorized by the signature of the secretary and the president, or in the case of the death or inability of either to act, by the vice-president.

ARTICLE 11 - AMENDMENT OF BY-LAWS

- 11.1 The bylaws of the Society shall not be rescinded, altered or added to except by special resolution of the Society.
- 11.2 Each rescission, alteration or addition to a bylaw of the Society shall be registered with the Registrar of Corporations for the Province of Alberta.
- 11.3 Upon dissolution of the Society any assets including gaming assets remaining after paying all debts and liabilities of the society will be disbursed to eligible charitable organization(s). The Board of Directors of the Society shall have absolute discretion, subject to the Societies Act and legislation regulating gaming proceeds,

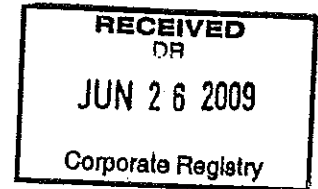
if any, in determining which charitable organizations(s) receive such remaining assets.

DATED at the City of Edmonton, in the Province of Alberta, this 18th
day of June, 2009.

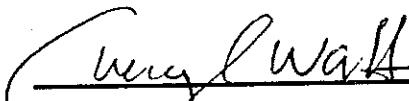
Special Resolution

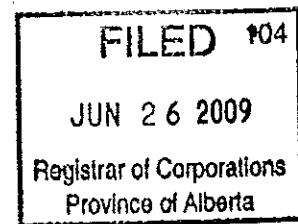
At the Annual General Meeting of the members of the Edmonton Keyano Swim Club held on the 18th day of June, 2009, I hereby certify that the following special resolution was passed, rescinding the existing by-laws in their entirety and adopting a new set of by-laws in their stead.

See attached Schedule A, revised by-laws



Dated at the City of Edmonton, in the province of Alberta, this 22nd day of June, 2009


Cheryl Wall, President, EKSC



EKSC
#106, 9100 Walthersdale Hill
Edmonton, AB
T6E-2V3
Tel. 780-432-9448, ext 223