

## **Resolution to repeal and replace CWRA Saskatchewan Branch By-Law (2006)**

I hereby certify that the following resolution was passed at a meeting for the members of the Canadian Water Resources association, Saskatchewan Branch on 22<sup>nd</sup> day of March, 2017.

The By-Law were changed as follows:

The existing By-Law for the Canadian Water Resources Association Saskatchewan Branch (June 2006) are repealed and replaced with the attached By-Law: the **Canadian Water Resources Association - Saskatchewan Branch By-Law (March-2017)**

Date: March 22, 2017

Signature: Jaime Hogan

Printed Name: Jaime Hogan

Position: President, Saskatchewan Branch

# Canadian Water Resources Association - Saskatchewan Branch By-Law (March-2017)

## Saskatchewan

### I. *Corporate Name*

The name of the Corporation is the CANADIAN WATER RESOURCES ASSOCIATION, SASKATCHEWAN BRANCH INC., hereinafter referred to as the "Branch".

### II. *General*

- (1) The Branch is a registered Corporation recognized in the Province of Saskatchewan and a subsidiary of the Canadian Water Resources Association (Association Canadienne des Ressources Hydriques), a Corporation registered with Industry Canada the Canada Not-for-profit Corporations Act, hereinafter referred to as the "Corporation".
- (2) The fiscal year of the Branch shall be January 1st to December 31st.
- (3) The books and financial records of the Branch shall be subject to an independent financial review each year by a financial review committee, which is comprised of either a duly certified professional accountant, or an individual/s that cannot be members of the Branch Board of Directors. The report shall be presented for the preceding fiscal year at the Annual General Meeting and to the Corporation Board of Directors. The financial review committee shall be appointed at the Annual General Meeting each year.
- (4) Contracts, documents, or any instruments in writing requiring the signature of the Branch shall be signed by two (2) members of the Branch Board of Directors normally the President and Treasurer. Should other arrangements be required, the Branch Executive Committee shall be empowered to designate alternative signing authority. All contracts, documents, and instruments in writing so signed shall be binding upon the Branch without any further authorization or formality.
- (5) The Directors of the Branch shall not:
  - (a) borrow money on the credit of the branch;
  - (b) issue, sell, or hypothecate debt obligations of the branch;
  - (c) give a guarantee on behalf; and
  - (d) hypothecate, pledge, or otherwise create a security interest in all or any property of the branch, owned or subsequently acquired, to secure any debt obligation of the corporation or the branch.

### III. Mission and Objects

- (1) The Mission of the Branch is: “promoting effective water management”
- (2) The Objects of the Branch are to undertake, primarily in the Province of Saskatchewan, activities that are in keeping with the Objects of the Canadian Water Resources Association (Association Canadienne des Ressources Hydriques):
  - (e) to stimulate awareness and understanding of Saskatchewan’s and Canada’s water resources;
  - (f) to encourage recognition of the high priority and value of water;
  - (g) to provide a forum for the exchange of information and opinion relating to the management of Saskatchewan and Canada’s water; and
  - (h) to participate with appropriate individuals, agencies and organizations in provincial, inter-provincial and international water management activities.
- (3) In pursuit of the objects of the Branch, at the direction of the Board of Directors, the Branch may establish:
  - (a) interest groups or other organizations as direct subsidiaries of the Branch;
  - (b) affiliations with outside interest groups, societies or organizations; or
  - (c) any administrative offices necessary to assist with the undertakings of the Branch.
- (4) Such undertakings shall be subject to conditions established by the Branch Board of Directors.

### IV. *Membership and Fees*

- (1) The membership of the Branch shall consist of persons on the membership roster of the Corporation, who is a resident and/or practicing in the Province of Saskatchewan.
- (2) A member may be removed from Branch membership upon referral of such action to the National Board of Directors.
- (3) All members in good standing of the Branch are entitled to:
  - (a) participate and vote at General meetings of the Branch;
  - (b) hold office in the Branch;
  - (c) receive copies of the Branch’s publications;
  - (d) be recognized as a member when registering at an activity of the Branch;
  - (e) receive any other service approved by the Branch Board of Directors; and
  - (f) inspect the books and records of the Branch with written request to the Secretary.  
Arrangements to inspect the books and records will be made with fourteen (14) days of receipt of the request.

## V. **General Meetings**

- (1) An Annual Branch General Meeting of all members shall be held in Saskatchewan during the first quarter of each fiscal year and prior to the National Annual General Meeting of the Corporation at such time and place as may be fixed by the Board of Directors.
- (2) Additional Branch General Meetings may be held at any time and place and on such notice as may be fixed by the Board of Directors. In addition, on the written requisition of not less than 25% of the members in good standing, the Board of Directors shall call a Special General Meeting to be held within sixty (60) days of receipt the written requisition. The Board of Directors shall determine the time and place of a Special General Meeting.
- (3) Notice of the time and place of any Branch General Meeting shall be given to all members at least twenty-one (21) days before the date thereof. A notice of any such meeting published in the Branch's newsletter shall be deemed to satisfy this requirement. Alternatively, members may be notified by mail or electronic means using the most recent address recorded on the membership rosters of the Corporation.
- (4) Notice of a Branch General Meeting shall set forth briefly the business to be conducted at the meeting.
- (5) At a Branch General Meeting, 10 members in good standing shall constitute a quorum, of whom four (4) must be Directors including one (1) member of the Executive Committee. Each member in good standing may exercise one vote. Questions arising at any General Meeting shall be decided by a majority of votes unless otherwise specified in the by-laws of the Branch. Members may not vote by proxy.
- (6) If a quorum is not present at a Branch General Meeting, the President or other duly authorized presiding officer shall adjourn the meeting to a time and place as determined by the members present. No written notice of the reconvened meeting need be given.
- (7) The order of business at any Branch General Meeting shall be as determined by the members present, based on the business proposed in the meeting notice and a proposed agenda authorized by the Executive Committee. No other substantive business shall be done at a General Meeting. In particular, no items dealing with changes to the by-laws of the Branch can be added to the agenda if these items were not identified in the meeting notice.
- (8) If a quorum is declared at the beginning of a Branch General Meeting, a quorum shall be deemed on all agenda items until adjournment of the meeting.
- (9) No error or omission in giving notice of any Branch General Meeting shall invalidate such meeting or make void any proceedings taken thereat.

## **VI. Election of Executive Committee and Directors**

(1) At Annual Branch General Meetings, the members shall elect the following Executive Committee members:

- (a) President;
- (b) Vice President
- (c) Secretary;
- (d) Treasurer; and
- (e) Past President

The election shall be made from among any members in good standing nominated by the Nominating Committee, should such committee be appointed, together with any members in good standing nominated from the floor.

(2) Terms for the Executive Committee positions referred to in Section VI (1) are as follows:

- (a) the position of President is for a 1-year term, with a maximum of 2 consecutive terms;
- (b) the position of Vice President is for a 1-year term, with a maximum of 2 consecutive terms; and
- (c) the positions of Secretary and Treasurer are for a 1-year term, with no limit on the number of consecutive terms.

(3) At the Annual General Meeting of the Branch, the Branch President plus up to three additional Branch members in good standing may be elected to the Corporation Board of Directors and referred to as "National Directors". Such appointments shall be valid until the next Annual Branch General Meeting, with no limit on the number of consecutive terms. Notice of these appointments shall be provided to the Secretary of the Corporation.

(4) At the Annual General Meeting of the Branch, the Branch shall elect no more than 20 members to the Board of Directors in addition to the President, Vice President, Treasurer, Secretary, and Past President (filled by the immediate Past President). An election as determined by the Board, of the existing slate of Directors shall occur annually from among the members in good standing and resident and/or practicing in the Province of Saskatchewan and nominated by the Nominating Committee, should such a committee be appointed, together with any nominations from the floor of members in good standing and resident and/or practicing in the Province of Saskatchewan. Such appointments shall be valid for two years until the applicable Annual General Meeting, with no limit on the number of consecutive terms.

## VII. ***Board of Directors***

- (1) The Board of Directors shall comprise:
  - (a) the President, Vice President, Treasurer, and Secretary;
  - (b) the Past President (filled by the immediate Past President);
  - (c) a maximum of 20 members in good standing, as appointed or elected at the Annual General Meeting;
  - (d) the Chairs and Vice Chairs of any Committees appointed by the Board of Directors pursuant to Section VIII (2), where such a position is approved by the Board of Directors;
  - (e) the Chairs of any Working Groups appointed by the Board of Directors pursuant to Section VIII (2), where such a position is approved by the Board of Directors;
  - (f) additional directors as may be appointed by the Board of Directors from time to time; and
  - (g) a maximum of Board appointed Directors may be no more than 1/3 of the Board.
- (2) A Quorum of the Board of Directors shall comprise: the President or Vice President and a minimum of seven (7) of the Directors.
- (3) Procedural requirements for Board Meetings are as follows:
  - (a) The Board of Directors shall meet not less than twice a year, and one meeting may be held in conjunction with the Annual General Meeting;
  - (b) The time and place of Board Meetings shall be determined by the Board of Directors;
  - (c) Board Meetings may also be called at the discretion of the President. In addition, the president shall call a Board Meeting when petitioned by any five (5) Directors;
  - (d) Video conferences and telephone conferences are acceptable alternative formats for Board Meetings. The President will determine the format of any Board Meeting;
  - (e) Notice of Board Meetings shall be by regular mail, courier delivery, electronic means, facsimile transmission or telephone to each Director using the most recent address on the membership rosters;
  - (f) A minimum of fourteen (14) days notice shall be provided before a boardroom Board Meeting, and a minimum of seven (7) days notice shall be provided before a video conference or telephone conference Board Meeting;
  - (g) Notwithstanding the notice requirements, a Board Meeting may be held at any time without formal notice if at least three-quarters of the members of the Board of Directors have waived notice;
  - (h) Questions arising at any Board Meeting shall be decided by a majority of votes unless otherwise specified in the by-laws of the Branch. President casts deciding vote in the event of a tie; and
  - (i) Meetings of the Board and voting may be done electronically, providing quorum is met and documented and minutes are kept.
- (4) A Director may withdraw from the Board of Directors by notifying the President or Secretary in writing. In such case, the President or Secretary will notify the Board of Directors of the resignation.
- (5) A Director may be removed from office by a resolution passed by not less than three-quarters of the Directors present at a Board Meeting, or by a resolution passed by at least two-thirds of the votes cast at a Branch General Meeting. In either case, the proposed resolution must be duly set forth in the Agenda and meeting notice.

- (6) A Director may also be removed from office:
  - (a) if the Director ceases to be a member in good standing;
  - (b) if the Director is found by a court to be of unsound mind; or be convicted of a criminal offense; or upon death.
- (7) Vacancies on the Board of Directors may be filled as follows:
  - (a) for an Executive Committee member, the vacancy will be filled as provided for in Section X (2);
  - (b) for any vacancy on the Board of Directors, the remaining members of the Board of Directors may appoint a replacement at any time to serve until the next General Meeting at which time a replacement may be elected; and
  - (c) in the event that the number of directors falls below minimum, the Board of Directors must appoint a member(s) to the Board of Directors to serve until the next Annual General Meeting.
- (8) Every Executive Committee member, Director, Officer or Committee member of the Branch and his heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
  - (a) all costs, charges and expenses whatsoever, which such person sustains or incurs in or about any action, suit, proceeding which is brought, commenced or prosecuted against such person, for in respect of any act, deed, matter or anything whatsoever, made, done or permitted by such person in or about the execution of the duties of such office or alleged so to be; and
  - (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.
- (9) Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position. However, a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

## ***VIII. Responsibilities of Board of Directors***

- (1) The Board of Directors shall administer the affairs of the Branch in all things and make or cause to be made for the Branch, in its name, any kind of contract which the Branch may lawfully enter into, and generally may exercise all such other powers and do all such other acts and things as the Branch is by its charter or otherwise authorized to exercise and do.
- (2) The Board of Directors may:
  - (a) designate a bank at which the moneys of the Branch shall be deposited and pass resolutions to permit the Branch to carry on necessary banking relationships;
  - (b) establish Committees as are deemed appropriate from time to time, and appoint the Chair and members of each Committee, approve the terms of reference for each Committee, and establish the duration of each Committee;
  - (c) delegate to any Committee or any person such authority as it deems appropriate;
  - (d) remove from office any member of the Branch Executive or Board of Directors;
  - (e) remove any member of a Committee established pursuant to Section VIII (2) (b);
  - (f) authorize payment to Executive Committee members, Directors, or Officers of the Branch such reasonable allowance as the Board of Directors may, from time to time, determine; and
  - (g) establish rules for reimbursement of the out-of-pocket expenses of Executive Committee members, Directors, Officers, and Committee members incurred on Branch business.

- (3) Members of any Committee established pursuant to Section VIII (2) (b) shall receive no remuneration for services as Committee members.
- (4) The Board of Directors shall approve an Annual Budget for the Branch.
- (5) The Board of Directors may consider resolutions submitted by members on issues dealing with the Province of Saskatchewan's water resources. Resolutions will be dealt with according to the following procedure:
  - (a) Proposed resolutions may be submitted to the Executive Committee who shall then review the format and content. The Executive Committee shall be concerned primarily with assuring that the proposed resolution is in keeping with the Mission and Objects of the Branch, and that there is sufficient background information to justify the proposal as a resolution;
  - (b) Proposed resolutions shall be sent to the Executive Committee at least 30 days prior to a Board Meeting;
  - (c) The Executive Committee shall circulate the proposed resolution to the members of the Board of Directors at least 14 days prior to the Board Meeting and shall recommend on the proposed resolution to the Board of Directors at such meeting;
  - (d) The Board of Directors may approve or reject the proposed resolution; and
  - (e) If the proposed resolution is approved, it shall represent an official position of the Branch and the President shall follow up the resolution in an appropriate manner.

## **IX. *Executive Committee***

- (1) The Executive Committee shall comprise:
  - (a) the President as Chair;
  - (b) the Vice President;
  - (c) the Treasurer;
  - (d) the Secretary; and
  - (e) the Immediate Past President
- (2) A quorum of the Executive Committee shall comprise three (3) members of the Executive Committee, including at least one (1) of the President and Vice President. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes unless otherwise specified in the by-law of the Branch.
- (3) Any Executive Committee Member may be removed from office by a resolution passed by not less than three-quarters of the Directors present at a Board Meeting, or by a resolution passed by not less than two-thirds of the votes cast at a General Meeting. In either case, the proposed resolution must be duly set forth in the agenda and meeting notice.
- (4) Meetings of the Executive Committee shall be held at such time and place as determined by the members of the Committee. Alternatively, Executive Committee meetings may be held by videoconference or telephone conference. A minimum of three (3) days notice will be provided before an Executive Committee meeting. Notice may be provided by courier delivery, electronic means, facsimile transmission, or telephone to each member of the Executive Committee.



## **X. *Responsibilities of the Executive Committee***

- (1) The Executive Committee is charged with responsibility for the leadership of the Branch, administration of the approved budget, and for the preparation of agendas and other materials for Board Meetings.
- (2) In the event that any position on the Executive Committee becomes vacant, the position may be temporarily filled until the next Annual General Meeting as follows:
  - (a) In the case of the position of President becoming vacant, the Vice President will automatically fill the President's position. Should the Vice President be unable or unwilling to serve, then the Past President shall nominate one or more candidates and conduct an election by the Board of Directors by telephone, fax, or electronic means;
  - (b) In the case of the position of Vice President becoming vacant, the Past President shall nominate one or more candidates and conduct an election by the Board of Directors by telephone, fax, or electronic means;
  - (c) In the case of the position of Past-President becoming vacant, it shall be filled by the most recent Past-President willing to serve; and
  - (d) In the case of the Treasurer and/or Secretary becoming vacant, the remaining members of the Executive Committee may appoint replacements. The President will not vote on this matter, but will cast the deciding vote in the event of a tie.
- (3) The Executive Committee shall perform such other duties as may be assigned by the Board of Directors from time to time.

## **XI. *Responsibilities of the President***

- (1) The President shall be the Lead Officer of the Branch and shall:
  - (a) preside at all meetings of the Branch, the Board of Directors and the Executive Committee, and keep order and enforce the rules of the Branch;
  - (b) delegate the chairing of meetings to the Vice-President where appropriate, or another person in the event of absence or inability of a Vice President;
  - (c) report at each meeting of the Branch upon the state of the Branch;
  - (d) decide all questions of order at a meeting of the Branch;
  - (e) generally supervise the activities of the Branch and of the Executive Committee and of the Officers thereof;
  - (f) call meetings of the Executive Committee and of the Board of Directors; and
  - (g) serve as an "ex-officio" member on committees established by the Branch.

## **XII. *Responsibilities of the Vice-President***

- (1) The Vice-President shall:
  - (a) liaise with Working Groups and Committees;
  - (b) act as President during the absence or inability of the President; and
  - (c) perform such other duties as may be assigned by the Board of Directors.

### ***XIII. Responsibilities of the Secretary***

- (1) The Secretary shall:
  - (a) record attendance, record and maintain minutes for all Board Meetings, Executive Committee Meetings, and General Meetings, and distribute minutes based on a schedule as approved by the Board of Directors from time to time;
  - (b) file reports as required by law;
  - (c) give, or cause to be given, notice of all Board Meetings, Executive Committee Meetings, and General Meetings; and
  - (d) perform such other duties as may be assigned by the Board of Directors.

### ***XIV. Responsibilities of the Treasurer***

- (1) The Treasurer shall have the custody of all funds and securities of the Branch. The Treasurer shall ensure that:
  - (a) all books, records and accounts of the Branch are maintained;
  - (b) all banking arrangements at a bank as approved from time to time by the Board of Directors are completed in timely, orderly fashion;
  - (c) an annual budget is prepared for consideration by the Board of Directors;
  - (d) financial statements are prepared and submitted to the financial review committee;
  - (e) financial statements and a report of the independent financial review are presented to the Annual General Meeting of the Branch and to the Corporation;
  - (f) that an allocation of funds, the amount to be determined by the Board of Directors, is transferred to the Corporation on an annual basis;
  - (g) surplus funds of the Branch are invested in such manner as the Board of Directors may determine in those investments authorized by law for Trustees; and
  - (h) a copy of the Branch's financial statement and financial reviewers' report is submitted to the Saskatchewan Corporate Registry (pursuant to the Saskatchewan Not-profit Corporations Act, 1995).

### ***XV. Responsibilities of the Past-President***

- (1) The Past President shall chair a nominating committee to present potential candidates for election to the Board of Directors at the Annual General Meeting. Nominations shall also be accepted from the floor.
- (2) The Past President shall chair an Awards Committee(s) to meet the objectives of the Branch

### ***XVI. Working Groups and Committees***

- (1) The objects of Working Groups are to:
  - (a) support the Mission and Objects of the Branch through activities with focused areas of interest;
  - (b) widely engage members in the activities of the Branch.
- (2) Working Groups:
  - (a) shall be established by the Branch Board of Directors;
  - (b) shall submit a Terms of Reference for review and approval by the Branch Board of Directors;
  - (c) shall submit an annual budget / business plan to the Treasurer which is consistent with the overall Branch budget / business plan;

- (d) shall elect a Chair and Vice Chair; and
  - (e) share information from Working Group meetings and activities with the wider Branch membership.
- (3) Committees:
- (a) shall be established by the Board of Directors pursuant to Section VIII.2.(b) as necessary to meet the responsibilities of the Board;
  - (b) may be of variable size;
  - (c) shall have a Chair and Vice Chair; and
  - (d) shall exist only as long as deemed necessary by the Board of Directors.

## ***XVII. Amendments to By-Laws***

- (1) Any member desiring to introduce any amendment to any by-law of the Branch shall send a draft thereof to the Secretary for submission to the Board of Directors or the Executive Committee at least 30 days prior to a General Meeting of the Branch.
- (2) The Board of Directors or the Executive Committee shall consider and report to the General Meeting all proposed amendments received.
- (3) No amendment to any by-law shall be considered unless the member desiring to introduce same has complied with the provisions of this article.
- (4) The Board of Directors may recommend any amendment to the General Meeting of the Branch and any amendment so recommended need not comply with the provisions of Sections 1, 2 or 3 hereof.
- (5) Notice of any amendment shall be circulated with due notice of the General Meeting.
- (6) No amendment to any by-law may be made unless it is approved by a vote of two-thirds of all voting members present at the Branch General Meeting.
- (7) This by-law and all by-laws and any amendments hereafter made when finally passed shall be signed by the President or President-Elect and by the Secretary or Treasurer, and deposited with the Secretary and shall be binding upon all members of the Branch to the same extent as if each member has subscribed his or her name thereto and there were in the by-laws a covenant on the part of the member to conform thereto.
- (8) No repeal or amendment of these By-laws may be made without the approval of the National Board of Directors of the Canadian Water Resources Association.

## ***XVIII. Winding up or Dissolution***

In the event of dissolution or winding up of the Branch, all of its remaining assets will be turned over to the Corporation.

## **XIX. Certification and Effective Date**

(1) By-law and Effective Date

(a) ENACTED the **22** day of **March, 2017** in the Province of Saskatchewan.

(2) By-Law **June 2006** is hereby repealed and replaced with By-Law **March-2017**

CERTIFIED to be By-Law **March-2017** of the Branch, as enacted by the Directors and Members of the Branch by special resolution **March 22 2017** in **Saskatoon**, Saskatchewan.

Dated as of the 22<sup>nd</sup> day of March, 2017.



President, Saskatchewan Branch

Declaration: These articles are signed by an officer of the Canadian Water Resources Association – Saskatchewan Branch.

By-Law **June 2006** is hereby repealed and replaced with By-Law **March-2017**.