

## ***I. Corporation Name***

The name of the Corporation is CANADIAN WATER RESOURCES ASSOCIATION (Association Canadienne des Ressources Hydrauliques) hereinafter referred to as the "Corporation" as defined under the Canada Not-for-Profit Corporations Act (CNCA 2009) and its associated regulations, herein referred to as 'the Act'.

## ***II. General***

- (1) Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Lethbridge, in the Province of Alberta.
- (2) The fiscal year of the Corporation shall be January 1st to December 31st.
- (3) The books and financial records of the Corporation shall be prepared in accordance with Canadian Accounting Standards and be audited each fiscal year by an auditor who shall be a duly certified professional accountant. The auditor's report shall be presented for the preceding fiscal year at each Annual General Meeting. The auditor shall be appointed at the Annual General Meeting each year.
- (4) The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.
- (5) Assignments, transfers, contracts, obligations, and other documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) members of the Executive Committee, and all transfers, contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.
- (6) In this by-law, "Province" shall mean "Province" or "Territory" where applicable, and "Region" shall mean a grouping of two or more provinces.
- (7) The Directors of the Corporation shall not:
  - (8) borrow money on the credit of the corporation;
  - (9) issue, sell, or hypothecate debt obligations of the corporation;
  - (10) give a guarantee on behalf; and
  - (11) hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

## ***III. Mission and Objectives***

- (1) The Mission of the Corporation is:  
"PROMOTING EFFECTIVE WATER MANAGEMENT"
- (2) The Objects of the Corporation are:
  - a) to stimulate awareness and understanding of Canada's water resources;
  - b) to encourage recognition of the high priority and value of water;
  - c) to provide a forum for the exchange of information and opinion relating to the management of Canada's water; and
  - d) to participate with appropriate agencies and organizations in international water management activities.
- (3) The corporation shall be carried on without the purpose of financial gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.
- (4) In pursuit of the objects of the Corporation, the Corporation shall maintain a Permanent Committee to be known as the Canadian National Committee for Irrigation and Drainage ("CANCID", Comité National Canadien de l'Irrigation et du Drainage) to act as the national committee for Canada of the International Commission on Irrigation and Drainage ("ICID"). The objects of CANCID are outlined in Section XVI.
- (5) In pursuit of the objects of the Corporation and subject to the Act, at the direction of the Board of Directors, the Corporation may establish:
  - a) interest groups, societies or other organizations as direct subsidiaries of the Corporation;
  - b) affiliations with outside interest groups, societies or organizations; or
  - c) any administrative offices necessary to assist with the undertakings of the Corporation. Such undertakings shall be subject to conditions established by the Board of Directors.
- (6) Further to Section III (5) (a), the Corporation may establish subsidiary Branch organizations at the province or region level. Any such organization shall be referred to as the "Canadian Water Resources Association, \_\_\_\_\_ Branch", and shall either be:
  - a) a registered society, operating with by-laws approved by the Board of Directors and registered in the applicable province; or
  - b) a non-registered subsidiary, operating with terms of reference provided by the Board of Directors, and subject to revision by the Board of Directors from time to time.

- (7) The Board of Directors may terminate any entity established under Section III (4) or (5). In such cases, the terminated organization will no longer be authorized to use the name of the Canadian Water Resources Association in any way.

#### **IV. Membership and Fees**

- (1) Membership in the Corporation is open to individuals and organizations with an interest in the Mission and Objects of the Corporation. Membership categories may include:
- individual members, with establishment of sub-categories if appropriate;
  - corporate members, who may consist of corporations, interest groups, societies, associations, governmental organizations, and similar entities, with establishment of sub-categories if appropriate; and
  - library members who will only be entitled to receive the Corporation's publications. The establishment of any membership category or sub-category is at the discretion of the Board of Directors.
- (2) The Board of Directors shall establish the membership fee from time to time. Different membership fee amounts may be established for each membership category and sub-category. Surcharges may be established for special membership services including services associated with membership in CANCID pursuant to Section III (3), and any interest group, society or organization established pursuant to Section III (4).
- (3) All applications for membership in the Corporation, along with the appropriate membership fee, shall be submitted to a designated office of the Corporation.
- (4) The Corporation shall maintain the following membership rosters, comprising only members in good standing as defined in Section IV (8):
- a membership roster of all members in the Corporation;
  - a membership roster for CANCID, comprising the members of CANCID as defined in Section XVI (2);
  - membership rosters for each interest group, society or other organization established pursuant to Section III (4);
  - membership rosters for each Branch organization established pursuant to Section III (5) of all members residing in the appropriate province or region; and
  - membership rosters of members residing in provinces or regions not represented by Branch organizations.
- (5) The Corporation shall also maintain a list of library members pursuant to Section IV (1) (c).
- (6) The Board of Directors may establish the number of individual names that may be added to the membership rosters for any corporate membership sub-category that is established.
- (7) Once a membership application is accepted, and the membership fee and any applicable surcharge fee are received by the Corporation:
- The name of an individual member will be added to the appropriate membership rosters;
  - The names of the appropriate number of persons, as specified by a corporate membership will be added to the appropriate membership rosters; and
  - a library name will be added to the list of library members.
- (8) A member is considered a "member in good standing" once a completed membership application or renewal is received by the Corporation, along with the appropriate membership fee and any applicable surcharge fee, each year by a date established by the Board of Directors. For the purposes of this by-law, library members are not considered members in good standing.
- (9) A member may withdraw from membership in the Corporation by notifying the designated office of the Corporation in writing of the member's desire to withdraw from membership. Upon receipt of such notice, the person's name will be removed from the appropriate membership rosters and the withdrawn member will not be entitled to any membership fee refund.
- (10) A member may be removed or barred from membership in the Corporation by a resolution passed by at least three-quarters of the Directors present at a Board Meeting. Following such removal or disbarment, the person's name will be removed from the appropriate membership rosters, shall immediately lose any membership rights within the Corporation, and the removed or barred member will not be entitled to any membership fee refund.
- (11) All members in good standing are entitled to:
- Participate and vote at meetings of the Corporation;
  - Hold office in the Corporation;
  - Receive copies of the Corporations' publications;
  - Be recognized as a member when registering for an activity of the Corporation; and
  - receive any other membership services approved by the Board of Directors.
- (12) Members paying special surcharges will receive those services associated with the relevant surcharges.
- (13) Memberships are non-transferable.
- (14) A membership in the Corporation is terminated when:
- the member dies or resigns;
  - the member is removed or barred pursuant to Section IV (10);
  - the member's term expires; or
  - the Corporation is liquidated and dissolved under the Act.

- (15) Members shall be notified, in writing or other approved electronic means such as e-mail, of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.
- (16) The Board of directors shall have the authority to remove or bar any member from the Corporation in accordance with Section IV (10) for any one or more of the following grounds:
  - a) violating any provision of the articles, by-laws, or written policies of the Corporation;
  - b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - c) for any other reason that the Board of directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation;

## ***V. General Meetings***

- (1) An Annual General Meeting shall be held in Canada each year in one of the provinces. The Board of Directors shall determine the time and place of the Annual General Meeting.
- (2) Special General Meetings may also be held from time to time at the discretion of the Board of Directors. In addition, on the written requisition of not less than 5% of the members in good standing, representing at least three branches, the Board of Directors shall call a Special General Meeting to be held within ninety (90) days of receipt of 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 General Meeting shall be given to all members at least thirty (30) days before the date thereof. A notice of any such meeting published in the Corporation'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 General Meeting shall set forth briefly the business proposed to be done at the meeting.
- (5) A quorum at a General Meeting shall consist of twenty-five (25) members in good standing. 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 Corporation. Members may not vote by proxy.
- (6) If a quorum is not present at a 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 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 Corporation 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 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 General Meeting shall invalidate such meeting or make void any proceedings taken thereat.

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

- (1) At the Annual General Meeting, the members shall elect the following Executive Committee members:
  - a) President;
  - b) President-Elect;
  - c) Secretary; and
  - d) Treasurer.

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 President-Elect 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, each Branch established pursuant to Section III (5) may appoint the Branch President plus up to three additional Branch members in good standing to the Board of Directors. Such appointments shall be valid until the next Annual General Meeting, with no limit on the number of consecutive terms.
- (4) At the Annual General Meeting, any unfilled Branch-appointed Director positions pursuant to Section VI (3) may be filled by election. The election shall be made from among the members in good standing resident in the pertinent province or region and nominated by the Nominating Committee, should such committee be appointed, together with any nominations from the floor of members in good standing resident in the pertinent province or region. Such appointments shall be valid until the next Annual General Meeting, with no limit on the number of consecutive terms.

- (5) At the Annual General Meeting, for any province or region that does not comprise a Branch pursuant to Section III (5), the members may elect up to two persons to the Board of Directors to serve as provincial or regional representatives. The election shall be made from among the members in good standing resident in the pertinent province or region and nominated by the Nominating Committee, should such committee be appointed, together with any nominations from the floor of members in good standing resident in the pertinent province or region. Such appointments shall be valid until the next Annual General Meeting, with no limit on the number of consecutive terms.

## **VII. Board of Directors**

- (1) The Board of Directors shall comprise:
- the President, President-Elect, Treasurer and Secretary;
  - the Past-President (filled by the immediate Past President);
  - a maximum of four members per Branch, as appointed or elected at the Annual General Meeting pursuant to Section VI (3) or (4);
  - a maximum of two representatives for provinces or regions not having a Branch, as elected at the Annual General Meeting pursuant to Section VI (5);
  - the President of CANCID, plus up to three additional members in good standing of CANCID, as designated by the CANCID Executive;
  - the chairs and up to three additional members in good standing of any interest groups, societies or organizations established by the Corporation pursuant to Section III (4), where such positions on the Board of Directors are approved by the Board of Directors;
  - the chairs of any committees appointed by the Board of Directors pursuant to Section VIII (2), where such a position on the Board of Directors is approved by the Board of Directors;
  - any officers of the Corporation appointed pursuant to Section VIII (2), where such a position on the Board of Directors is approved by the Board of Directors; and
  - additional Directors as may be appointed by the Board of Directors from time to time.
- (2) A Quorum of the Board of Directors shall comprise: the President or President-Elect and ten directors who collectively represent a minimum of four branches.
- (3) The tenure of office for Directors shall expire at the Annual General Meeting following appointment or election, unless the Director shall become disqualified in the meantime. Each Director may stand for re-appointment or re-election for consecutive terms without limitation.
- (4) Procedural requirements for Board Meetings are as follows:
- 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.
  - The time and place of Board Meetings shall be determined by the Board of Directors.
  - 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 ten (10) Directors who collectively represent a minimum of four (4) branches.
  - Video conferences and telephone conferences are acceptable alternative formats for Board Meetings. The President will determine the format of any Board Meeting.
  - 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 of the Corporation.
  - 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.
  - 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.
  - Questions arising at any Board Meeting shall be decided by a majority of votes unless otherwise specified in the by-laws of the Corporation.
- (5) A Director may withdraw from the Board of Directors by notifying the Secretary in writing. In such case, the Secretary will notify the Board of Directors and the appropriate Branch, if applicable, of the resignation.
- (6) 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 General Meeting. In either case, the proposed resolution must be duly set forth in the Agenda and meeting notice.
- (7) A Director may also be removed from office:
- if the Director ceases to be a member in good standing;
  - if the Director is found by a court to be of unsound mind or be convicted of a criminal offense; or
  - on death.
- (8) Vacancies on the Board of Directors may be filled as follows:
- for an Executive Committee member, the vacancy will be filled as provided for in Section X (2);
  - for a Branch-appointed Director, the Branch may appoint a replacement to serve until the next Annual General Meeting;
  - for a CANCID Director position, the CANCID Executive may appoint a replacement to serve until the next Annual General Meeting;

- d) for any director elected pursuant to Section VI (4) or (5), the position shall remain vacant until the next General Meeting at which time a replacement may be elected; and
  - e) for any other 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 Annual General Meeting.
- (9) Every Executive Committee member, Director, Officer or Committee member of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and 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 willful neglect or default.
- (10) Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that 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 Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- (2) The Board of Directors may:
- a) establish Officer positions and appoint persons to those positions for terms not exceeding three years (a person may hold more than one appointed position, and may be appointed for multiple terms at the discretion of the Board of Directors);
  - b) designate a bank at which the moneys of the Corporation shall be deposited and pass resolutions to permit the Corporation to carry on necessary banking relationships;
  - c) 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;
  - d) delegate to any Committee or any person such authority as it deems appropriate
  - e) remove from office any Officer of the Corporation;
  - f) remove any member of a Committee established pursuant to Section VIII (2) (c);
  - g) authorize payment to Executive Committee members, Directors, or Officers of the Corporation such reasonable allowance as the Board of Directors may, from time to time, determine; and
  - h) establish rules for reimbursement of the out-of-pocket expenses of Executive Committee members, Directors, Officers, and Committee members incurred on Corporation business.
- (3) Members of any Committee established pursuant to Section VIII (2) (c) shall receive no remuneration for services as Committee members.
- (4) The Board of Directors shall approve an Annual Budget for the Corporation.
- (5) The Board of Directors may engage an Executive Director for the Corporation whose appointment for any given term shall not exceed three years; and may set out by resolution of the Board of Directors the duties, responsibilities and the general terms upon which the engagement is made. The Executive Director is an Officer of the Corporation.
- (6)
- a) The Board of Directors may adopt rules to establish and govern the relationship between the Corporation and any established Branches
  - b) Disputes or controversies among members, directors, officers, committee members or volunteers of the Corporation are as much as possible to be resolved by mediation and/or arbitration. If mediation is required, three mediators can be appointed (one by each party and one by the two first mediators). Should the mediators be unsuccessful in resolving the conflict, an arbitrator can be named to resolve the conflict in accordance with the provincial laws in the official province of registration of the Corporation.
- (7) The Board of Directors may consider resolutions submitted by members on issues dealing with Canada'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 Corporation, 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 90 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 30 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.

- e) If the proposed resolution is approved, it shall represent an official position of the Corporation and the President shall follow up the resolution in an appropriate manner.
- (8) The Board of Directors has the responsibility to ensure that CANCID, each interest group, society or other organization established by the Corporation, and any Branch is operating within the Mission and Objects of the Corporation and is in a sound financial position, and may take whatever steps are necessary to meet these ends.

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

- (1) The Executive Committee shall comprise:
  - a) the President as Chair
  - b) the President-Elect
  - c) the Treasurer
  - d) the Secretary
  - e) the Immediate Past President; and
  - f) the President of CANCID
- (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 President-Elect. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes.
- (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 video conference 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 day to day activities of the Corporation, for the 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, it will automatically be filled by the President-Elect. Should the President-Elect 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 President-Elect 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.
  - d) In the case of the positions of either 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.
  - e) In the case of the position of the CANCID President becoming vacant, it will remain vacant until such time as a new CANCID President is appointed by CANCID, at which time this person will automatically become a member of the Executive Committee.
- (3) The Corporation shall purchase liability insurance coverage on behalf of the Corporation, its Directors, Executive Committee Members, Committee Members and Officers, in the amount, limits, deductible amounts and any other conditions deemed appropriate by the Executive Committee. (As required by the indemnity clause VII (9))
- (4) 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 Chief Executive Officer of the Corporation and shall:
  - a) preside at all meetings of the Corporation, the Board of Directors and the Executive Committee, and keep order and enforce the rules of the Corporation;
  - b) delegate the chairing of meetings to the President-Elect where appropriate, or another person in the event of absence or inability of the President-Elect;
  - c) report at each meeting of the Corporation upon the state of the Corporation;
  - d) decide all questions of order at a meeting of the Corporation;
  - e) generally, supervise the activities of the Corporation and of the Executive Committee and of the Officers thereof; and
  - f) call meetings of the Executive Committee and of the Board of Directors.

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

- (1) The President-Elect shall:
  - a) sit as a member of the CANCID Executive;
  - b) act as President during the absence or inability of the President;
  - 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;
  - d) perform such other duties as may be assigned by the Board of Directors; and
  - e) be the custodian of the corporate seal of the corporation.

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

- (1) The Treasurer shall have the custody of all funds and securities of the Corporation. The Treasurer shall ensure that:
  - a) all books, records and accounts of the Corporation 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) financial statements are prepared and submitted to the auditors;
  - d) an audited financial statement for the Corporation is provided to its members in advance of and presented at the Annual General Meeting of the Corporation. A members-only electronic web link is deemed sufficient as providing a copy to the members in advance of the Annual General Meeting of the Corporation. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.
  - e) the Secretary of CANCID is advised as to the preparation of the CANCID annual budget for the allocation of funds necessary for fulfilling CANCID obligations as a National Committee of ICID, and submission of this budget to the Board of Directors for approval;
  - f) any funds allocated to CANCID by the Corporation shall be deposited into a special designated account (the "CANCID Account") that shall be administered by the Secretary of CANCID under the supervision of the Treasurer of the Corporation;
  - g) funds or other assets standing to the credit of CANCID are retained in the CANCID Account, and that such funds shall be used for the purpose of furthering the objects of CANCID and ICID
  - h) an audited financial statement of CANCID for the previous fiscal year is provided to its members in advance of and presented at the Annual General Meeting of the Corporation. A members only electronic web link is deemed sufficient as providing a copy to the members in advance of the Annual General Meeting of the Corporation;
  - i) all CANCID and ICID related expenses are accounted for, that CANCID funds are disbursed in accordance with the approved budget, and that CANCID banking is performed at a bank as approved from time to time by the Board of Directors of the Corporation;
  - j) surplus funds of the Corporation are invested in such manner as the Board of Directors may determine in those investments authorized by law for Trustees;
  - k) receipts are issued under his/her signature for donations received by the Corporation in accordance with the requirements of Revenue Canada; and
  - l) a copy of the Corporation's financial statement and auditors' report is submitted to Industry Canada (pursuant to the ACT).

## ***XV. Responsibilities of the Executive Director***

- (1) The Executive Director shall execute:
  - a) those duties and responsibilities defined and authorized by the Executive Committee; and
  - b) the supervision of any other Officers of the Corporation.

## ***XVI. CANCID***

- (1) The Objects of CANCID are:
  - a) to stimulate and promote the sound management of water for food production, agriculture and rural development;

- b) to promote and encourage management, education, research, development and technology transfer among those individuals and organizations in Canada who are interested in agricultural water management, irrigation, drainage, flood control and soil conservation;
  - c) to act as an intermediary body for the Corporation between Canada and ICID;
  - d) to disseminate the news of the activities of CANCID, ICID and the technical
  - e) information available as a result of CANCID's activities;
  - f) to promote Canadian participation in the activities of ICID;
  - g) to represent and act for Canada in the various special projects undertaken by ICID;
  - h) to liaise with other National Committees of ICID and relevant organizations with similar or related interests;
  - i) to carry out activities relating to water management for food production and processing, agriculture and rural development within Canada; and
  - j) to participate in the activities of the Corporation
- (2) All members in good standing of the Corporation, who make application to become members of CANCID, and annually pay any applicable surcharge fee for CANCID, shall be designated CANCID members.
- (3) The Executive of CANCID shall consist of:
- a) CANCID President;
  - b) CANCID Past-President
  - c) CANCID Vice-President;
  - d) CANCID Secretary;
  - e) President-Elect of the Corporation;
  - f) one member from the Atlantic Provinces of Newfoundland, New Brunswick, Nova Scotia and Prince Edward Island;
  - g) one member from Quebec;
  - h) one member from Ontario;
  - i) two members from the Prairie Region of Manitoba, Saskatchewan, Alberta, the Northwest Territories, and Nunavut; and
  - j) one member from British Columbia and Yukon.
- (4) Election provisions for CANCID are as follows:
- a) The Executive of CANCID shall be elected by members of CANCID, except that the President-Elect of the Corporation and the Past-President of CANCID shall automatically become members of the Executive of CANCID, and except for the Secretary who shall be nominated by Agriculture and Agri-Food Canada and appointed at the pleasure of the Executive.
  - b) The Executive of CANCID shall be elected at the Annual General Meeting of CANCID.
  - c) The term of office for elected members of the Executive of CANCID shall be three years, and a maximum of 2 consecutive terms. The term of office starts at the time of election at the Annual General Meeting of CANCID.
  - d) Only CANCID members will be eligible for office on the Executive of CANCID, and to vote in elections of the Executive of CANCID.
  - e) A CANCID Nominating Committee of three (3) CANCID members shall be appointed by the Executive of CANCID at the Annual General Meeting of CANCID. Nominations for the Executive of CANCID shall be reported by the CANCID Nominating Committee to the subsequent Annual General Meeting of CANCID.
  - f) Nominations may also be submitted in writing to the Secretary of CANCID by a minimum of five CANCID members prior to the Annual General Meeting of CANCID.
  - g) If more than one candidate is nominated for any executive position, the Secretary of CANCID will conduct an election at the Annual General Meeting of CANCID to decide by simple majority ballot, the elected executive member.
  - h) If only one candidate is nominated for any executive position, the nominated candidate shall be declared elected at the Annual General Meeting of CANCID.
  - i) Should a vacancy occur on the Executive of CANCID during the term of office, the Executive of CANCID shall appoint a CANCID member to fill the vacancy until the next Annual General Meeting of CANCID.
- (5) Meeting provisions for CANCID are as follows:
- a) CANCID shall hold an Annual General Meeting of CANCID in conjunction with the Annual General Meeting of the Corporation.
  - b) The Executive of CANCID shall meet not less than twice a year, and such meetings may be held in conjunction with the Annual General Meeting and any other General Meetings of the Corporation. Other meetings of the Executive of CANCID shall be held at such time, place and format as determined by the President of CANCID or any three (3) executive members. Video conferences and telephone conferences are acceptable alternative formats.
  - c) Notice of meetings of the Executive of CANCID shall be given in the same manner as notice of meetings of the Executive Committee of the Corporation.
  - d) A quorum for the Annual General Meeting of CANCID shall be one of the President, Vice-President or Past-President of CANCID and any ten (10) CANCID members.
  - e) A quorum for a meeting of the Executive of CANCID shall be one of the President, Vice-President, or Past President of CANCID, and three (3) other executive members.
  - f) Minutes of the meetings of the Executive of CANCID shall be recorded and maintained by the Secretary of CANCID and copies shall be filed with the Secretary of the Corporation.

- (6) CANCID shall have direct responsibility for international activities in relation to its membership in ICID and directly related activities. Other responsibilities for CANCID are as follows:
  - a) CANCID shall undertake other activities not directly related to its membership in ICID to achieve the objects of CANCID on behalf of the Corporation.
  - b) CANCID is authorized to negotiate with any agency for provision of office support services.
  - c) The Executive of CANCID may establish and terminate 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.
  - d) Regular contributions on CANCID Affairs will be accepted by the Corporation's publications, subject to the editorial policies of the Corporation.
- (7) Budget
  - a) By December 1st of each year, the Secretary of CANCID with approval of the Executive of CANCID, shall submit to the Treasurer of the Corporation a proposed annual budget for the subsequent fiscal year detailing all financial requirements relating to CANCID activities in ICID and other responsibilities.
  - b) On approval by the Board of Directors of the Corporation of the proposed CANCID budget submission, the Treasurer of the Corporation shall allocate the approved funds to the CANCID Account to be administered by the Secretary of CANCID under the supervision of the Treasurer of the Corporation.

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

- (1) Any member desiring to introduce any amendment to any by-law of the Corporation shall send a draft thereof to the Secretary for submission to the Board of Directors or the Executive Committee at least sixty (60) days prior to a General Meeting of the Corporation.
- (2) The Board of Directors or the Executive Committee shall consider and report to the General Meeting all amendments received.
- (3) No amendment to any bylaw 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 Corporation and any amendment so recommended need not comply with the provisions of Section 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 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 under the Corporate Seal, and deposited with the Secretary and shall be binding upon all members of the Corporation 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.

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

- (1) Any property remaining on liquidation (i.e., property that remains after paying the corporation's liabilities and after returning any property given to the corporation on the condition that it is returned when the corporation is dissolved) will be distributed to a qualified donee under the Income Tax Act, which promotes water management.
- (2) The liquidator shall be appointed by the board prior to dissolution.

### ***XIX. Amendments to Existing By-Laws***

- (1) By-law and Effective Date
  - a) Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- (2) This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.
- (3) By-law No. 1-2004 is hereby amended and becomes By-law No. 1-2014.
- (4) Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1-2014 of the Corporation, as enacted by the directors of the Corporation by resolution on the third day of June, 2014 and confirmed by the members of the Corporation by special resolution on the third day of June, 2014 and reconfirmed by motion on November 27, 2014

Dated as of the 27th day of November, 2014.



Frederick A Ross-Executive Director

**Declaration**

These articles are signed by a director or officer of the Canadian Water Resources Association corporation that is making the transition into the Canada Not-for-profit Corporations Act.

By-law No. 1-2004 is hereby amended and becomes By-law No. 1-2014