

# Western Canada Water

## BY-LAWS No. 1

### ARTICLE 1 GENERAL

#### 1.01 Definitions

- a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "**Articles of Continuance**" means the original or restated articles of the Association or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) "**Association**" means the Western Canada Water Association;
- d) "**Board**" means the Board of Directors of the Association;
- e) "**By-Law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- f) "**Chair**" means a current Director appointed by the Board, and who shall, when present; preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify;
- g) "**Constituent Organizations**" means organizational Member as described in Article 2.02 hereof;
- h) "**Director(s)**" means a member of the Board;
- i) "**Member(s)**" means the representative(s) of the Constituent Organizations admitted to membership of the Association in accordance with Article 2 hereof;
- j) "**Members Meeting**" includes an annual Members' Meeting, a special Members' Meeting or a special general meeting of the Members; "special Members' Meeting" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual Members' Meeting;
- k) "**Officer**" means an Officer of the Association, appointed by the Board, pursuant to Article 5.01 hereof;
- l) "**Ordinary Resolution**" means a resolution passed by a majority of not less than Fifty Percent (50%) plus 1 of the votes cast on that resolution;
- m) "**Proposal**" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- n) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- o) "**Special Resolution**" means a resolution passed by a majority of not less than Two-Thirds (2/3) of the votes cast on that resolution.
- p) "**WCW Annual Conference**" means the Western Canada Water Annual Conference and Exhibition.

#### 1.02 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any Member may obtain a copy through electronic and/or print means upon request free of charge at the registered office, or by prepaid mail.

### 1.03 *Borrowing Powers*

The directors of the Association may, without authorization of the Members,

- a) borrow money on the credit of the Association;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- c) give a guarantee on behalf and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

## **ARTICLE 2 MEMBERSHIP**

### 2.01 *Membership Conditions*

Membership shall be open to organizations interested in furthering the purposes of the Association and whose application has received approval of the Board in accordance with the Articles of Continuance and any applicable Association policies.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

The Association is authorized to establish One (1) class of Members. Each Member shall be entitled to receive notice of, attend, and vote at all Members' Meetings.

### 2.02 *Constituent Organizations*

Organizations wishing to become affiliated with Western Canada Water and Wastewater Association as a Constituent Organization (CO) must:

- a) be an incorporated Not-For-Profit Organization (as defined by the laws of Canada or any Canadian Province) with a water-based purpose that represents a major region (watershed) preferably within Western Canada;
- b) have been in continuous operation for Five (5) years or more;
- c) be financially viable, and able to provide for the Board's review a copy of the organization's past Five (5) years' Financial Statements;
- d) in the Board's opinion, bring a tangible benefit to the Western Canada Water and Wastewater Association;
- e) be able to satisfy the Board that its organization purpose aligns with the Western Canada Water and Wastewater Association's purpose as defined by these Articles ,
- f) have over 50 members,
- g) Agree to provide annual dues and compensation for added administrative support fees as per the Western Canada Water and Wastewater Association's financial policies.

### 2.03 *Application for Membership*

Application for membership in the Association shall be in writing, in a form approved by the Board, and shall state the name, location and nature of the business of the applicant and such other information as shall be determined by the Board, and shall contain an agreement that if admitted to membership, the applicant will observe all provisions of the Articles of Continuance and By-Laws.

### 2.04 *Termination of Membership*

A membership in the Association is terminated when:

- a) the Member withdraws membership;
- b) the Constituent Organization for which the Member has been appointed representative ceases to exist;
- c) the Member's membership is terminated by a vote of three quarters (3/4) of the Members at the annual Members' Meeting;
- d) a Member fails to maintain any qualifications for membership described in Article 2 of these By-Laws; or
- e) the Association is liquidated and dissolved under the Act.

Any proposal for termination of a Member's membership shall be submitted to the Board through the office of the Executive Director of the Association. Twenty four months' notice must be given to the Board prior to a termination vote.

A Constituent Organization intending to withdraw membership from the Association shall submit a withdrawal proposal to the Board for consideration twenty four (24) months prior to the annual general meeting.

**2.05** *Effect of Termination of Membership*

Subject to the Articles of Continuance, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

**2.06** *Special Resolution of Members*

A Special Resolution of all Members is required to make any amendments to the Articles of Continuance or By-Laws that are listed in section 197(1) of the Act.

**ARTICLE 3 ANNUAL AND SPECIAL GENERAL MEETINGS**

**3.01** *Notice of Members' Meeting*

Notice of the time and place of a Members' Meeting shall be given to each Member entitled to vote at the meeting by mail or electronic means during a period of Twenty-one to Sixty (21- 60) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-Laws of the Association, or to change the manner of giving notice to Members entitled to vote at a Members' Meeting.

**3.02** *Members Calling a Members' Meeting*

The Board shall call a special Members' Meeting in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Board does not call a meeting within Twenty-One (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**3.03** *Place of Members' Meeting*

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, Members' Meetings may be held at any place within Canada determined by the board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

**3.04** *Quorum at Members' Meetings*

A quorum at any Members' Meeting (unless a greater number of Members are required to be present by the Act) shall be Two-Thirds (2/3) of the Members. If a quorum is present at the opening of a Members' Meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.05 *Votes to Govern at Members' Meetings*

At any Members' Meeting every question shall, unless otherwise provided by the Articles of Continuance or By-Laws or by the Act, be determined by a simple majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair, in addition to an original vote, shall have a second or casting vote.

3.06 *Participation by Electronic Means at Members' Meetings*

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Members' Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by electronic is deemed to be present at the meeting.

Notwithstanding any other provision of these By-Laws, any person participating in a Members' Meeting pursuant to this provision who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

**ARTICLE 4 BOARD OF DIRECTORS**

4.01 *Election and Term*

The Members will elect the Directors at first Members' Meeting and at each succeeding annual general meeting, and the Directors shall be elected for a term as determined from time to time by the Members by Ordinary Resolution, but in any case expiring not later than the close of the third annual general meeting following the election.

4.02 *Number of Directors*

The Board shall consist of the number of Directors specified in the Articles of Continuance. The Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board.

4.03 *Vacancy*

Any vacancy on the Board may be filled by the Board by appointment and the person so appointed will hold office for the remainder of the unexpired term.

4.04 *Calling of Meetings of Board of Directors*

Meetings of the Board may be called by the Chair of the Board or any one Director at any time.

4.05 *Notice of Meeting of Board of Directors*

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than Ten (10) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

4.06 *Votes to Govern at Meetings of the Board of Directors*

At all meetings of the Board, every question shall be decided by a simple majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

**ARTICLE 5 OFFICERS**

5.01 *Appointment of Officers*

The Board may designate the offices of the Association, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any Office of the Association. An Officer may, but need not be, a Director. Two (2) or more offices may be held by the same person.

5.02 *Vacancy in Office*

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed,
- b) the Officer's resignation,
- c) such Officer's death.

If the office of any Officer of the Association shall be or become vacant, the Directors may, by Special Resolution, appoint a person to fill such vacancy.

**ARTICLE 6 BY-LAWS AND EFFECTIVE DATE**

6.01 *By-Law Amendments*

Subject to the Articles of Continuance, the Board may, by Ordinary Resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Members' Meeting 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 Members' Meeting or if it is rejected by the members at the Members' Meeting.

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.

6.02 *Effective Date*

Subject to matters requiring a Special Resolution of the Members, these By-Laws shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Section, as enacted by the Directors of the Association by resolution on the tenth day of March, 2014 and confirmed by the Members of the Association by Special Resolution on the tenth day of March 2014.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_ 2014

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