



**By-laws
of the
Canadian Water and
Wastewater Association**

**(as approved)
November 28, 2013**

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BE IT ENACTED as a by-law of the Association as follows:

ARTICLE 1 – MEMBERSHIP
1.1.GENERAL
Membership in the Canadian Water and Wastewater Association (hereinafter referred to as the "Association") shall be open to organizations and legal entities (as further described below) interested in furthering the purposes of the Association and whose application has received approval of the Executive Director in accordance with Association policies.
1.2 MEMBERSHIP CLASSES AND CONDITIONS
Subject to the Articles, there shall be three (3) classes of members in the Association, namely, Utility Members, Regional Association Members and Associate Members.
1.2.1 UTILITY MEMBERS
a) Utility Membership shall be available only to the owner or operator of municipal and/or public water and/or wastewater and/or stormwater systems in Canada (including but not limited to municipalities, provinces, territories, boards, commissions or corporations owning or operating any of water treatment, supply, distribution, wastewater/stormwater collection or disposal systems).
b) The term of membership shall be annual, subject to renewal upon payment of membership fees and in accordance with the policies of the Association.
c) Utility Members are entitled to receive notice of, attend and vote at all meetings of members.
d) Each Utility Member shall be entitled to one vote on any matter requiring resolution by voting.

e) Utility Members shall be represented on the Board by one Utility Member Director elected from each of the following Provinces and Territories:
Newfoundland, Nova Scotia, Prince Edward Island, New Brunswick, Manitoba, Saskatchewan, Alberta, British Columbia, Nunavut, Northwest Territories and Yukon; and by two Utility Director Members elected from Ontario and Quebec.

f) Each Utility Member shall be entitled to one vote in the election of the Director(s) to represent their province or territory.

g) Any employee of the Utility Member is eligible for special rates and benefits and may serve on Technical Committees of the Association.

h) Each Utility Member shall identify one individual from within their organization to serve as the "Prime Contact". This Prime Contact (or designate) shall receive the notice of meetings and exercise the voting rights on behalf of that member.

1.2.2. REGIONAL ASSOCIATION MEMBERS

a) Regional Association Membership shall be available only to the following six (6) regional and provincial water and/or wastewater associations or their successors:

- *Atlantic Canada Water and Wastewater Association*
- *British Columbia Water and Waste Association*
- *Ontario Water Works Association (A Section of AWWA)*
- *RÉSEAU environnement*
- *Water Environment Association of Ontario*
- *Western Canada Water and Wastewater Association*

b) Regional Association Members are entitled to receive notice of, attend and vote at all meetings of members.

c) Each Regional Association Member shall be entitled to one vote on any matter requiring resolution by voting except the election of any of the Utility Member positions on the Board of Directors.

d) Each Regional Association Member shall be represented on the Board by one representative elected by their own Regional Member Association.

e) Any employee of a Regional Association Member is considered a member for the purposes of special member rates and benefits and any employee of a Regional Association Member or the Chair of a parallel Technical Committee of a Regional Association Member may serve on Technical Committees of the Association.

1.2.3 ASSOCIATE MEMBERS

a) Associate Membership shall be available to any entity or organization with an interest in the provision of municipal water or wastewater services (including but not limited to: academic institutions, professional associations, public interest groups, consulting firms, equipment and product suppliers, other related private sector companies and includes industry associations of the same).

Associate Membership shall NOT be available to any federal, provincial or territorial departments or agencies having policy, regulatory or program activities affecting the

provision of municipal or public water and wastewater services.
b) The term of membership shall be annual, subject to renewal upon payment of membership fees and in accordance with the policies of the Association.
c) Associate Members are entitled to receive notice of, attend and vote at all meetings of members.
d) Each Associate Member shall be entitled to one vote on any matter requiring resolution by voting except the election of any of the Utility Member positions on the Board of Directors.
e) Associate Members are not eligible to serve on the Board of Directors unless elected to represent their respective Regional Association Member.
f) Any employee of the Associate Member is considered a member for the purposes of special member rates and benefits and may serve on Technical Committees of the Association.
g) Each Associate Member shall identify one individual from within their organization to serve as the "Prime Contact". This Prime Contact (or designate) shall receive the notice of meetings and exercise the voting rights on behalf of that member.
1.3 VOTING PROCEDURE
a) Where a matter requires a resolution by voting, the voting may take place by electronic or written means or at meetings of the Association. The vote of a Member shall be exercised by the Prime Contact of the Member or a person designated by the Prime Contact.
b) All questions arising at any meeting shall be decided by a majority vote. "Majority" shall be defined as 50% + 1 of the votes cast. In the case of an equality of votes, the motion shall be declared lost. The Chairman of the meeting shall have a vote that may be a deciding vote, but shall not have a second vote.
c) When voting on items defined as special resolutions, such resolution shall require the vote of 2/3 of the votes cast. "Special" resolutions shall be defined by the <i>Canada Not-for-profit Corporations Act</i> .
1.4 ANNUAL MEMBERSHIP DUES
a) The Annual Membership Dues shall be determined by the Board of Directors
b) The Board of Directors shall review the Annual Membership Dues at least once every year and determine the rate structure and dues for the following year.
c) The Annual Membership Dues are payable in full on the first of January of every year.
1.5 TERMINATION OF MEMBERSHIP
a) Any member may at any time withdraw from membership by submitting a written notice of withdrawal to the Association.

b) Any member whose dues are in arrears for six (6) months shall automatically cease to be a member of the Association, unless otherwise granted an extension by the Executive Director.

c) Membership fees shall not be refunded, in whole or in part, to any member whose membership is terminated either voluntarily or for cause.

ARTICLE 2 – SUBSCRIPTIONS

2.1 INDIVIDUAL SUBSCRIBERS

a) Formal voting membership in the Canadian Water and Wastewater Association is restricted to the corporate entities as defined in the membership classes and conditions for Utility Members, Regional Association Members and Associate Members in Article 1 of these bylaws.

b) Individual Subscribers are not formal members of the Association and therefore shall not be entitled to vote at meetings of the Association nor serve on any Technical Committees of the Association unless invited to do so by the Committee. However, they will be considered a member for the purposes of special member rates and benefits.

c) Individual Subscriptions are available to any person who is not a member or employee of an organization which is eligible for one of the Membership Classes; and available to any employee of any federal, provincial or territorial departments or agencies having policy, regulatory or program activities affecting the provision of water and wastewater services. Possible Subscribers include but are not limited to: retired individuals, academics, students.

The term of subscription shall be annual, subject to renewal in accordance with payment of subscription fees and in accordance with the policies of the Association.

2.2 HONORARY MEMBERS

a) Any individual whose distinguished contributions to the Association and to the water supply and wastewater fields may be recognized by the Board of Directors for special recognition.

b) Honorary Members shall be named by the Board of Directors and the total of Honorary Members named shall not exceed five in any five-year period.

c) Honorary members shall have their Individual Subscription fees in the Association waived. This waiver shall not however relieve the Utility Members, Associate Members or Regional Association Members to which the Honorary Member belongs, of their responsibility to pay membership dues.

ARTICLE 3 – MEETINGS OF THE MEMBERS

3.1 ANNUAL GENERAL MEETINGS

- a) There shall be an Annual General Meeting of the Members to be held in Canada at least once every calendar year.
- b) The place and date of the Annual General Meeting shall be determined by the Board of Directors.
- c) Additional or “Special” Meetings of the Members may be called by the Board of Directors or by a petition of 5% of the members submitted to the President or Secretary-Treasurer.

3.2 AGENDAS FOR MEETINGS OF THE MEMBERS

- a) At every Annual General Meeting, in addition to any other business which may be transacted, the Report of the President, the Committee Chairs, the Executive Director, the Financial Statement and the Report of the Auditors shall be presented.
- c) At every Annual General Meeting, the names of the Directors elected to the Board for the ensuing year shall be presented to the Members who shall, by ordinary resolution, confirm the results of the election of Directors.
- d) The membership may consider and transact any business, either special or general, at any meeting of the members providing that notice thereof has first been given to the President or Secretary-Treasurer at least ten (10) days prior to such meeting or providing that the chairman of such meeting allows such business to be considered or transacted at such meeting.
- e) Any member may submit a proposal for consideration by the members provided notice thereof has first been given to the President or Secretary-Treasurer at least ten (10) days prior to such meeting. Such proposal shall not be greater than 500 words.

3.3 NOTICE OF MEETINGS

- a) Notice of any Meeting of the Members must be provided to the Prime Contact for each member by at least one of the following methods:
- by email or phone no earlier than 35 days prior to the meeting and no later than 21 days prior to the meeting
 - by publication circulated to the members no earlier than 60 days prior to the meeting and no later than 21 days prior to the meeting
 - by mail no earlier than 60 days prior to the meeting and no later than 21 days prior to the meeting
 - by posting to a notice board on our website not less than 30 days prior to the meeting

b) Notice shall include a statement that the Financial Statements of the Association are available to the members on our website and can be sent electronically to any member upon request.

3.4 QUORUM FOR MEETINGS OF THE MEMBERS

Ten (10) representatives of Members, at least six (6) of whom shall represent Utility Members, present in person at a Meeting of the Members shall constitute a quorum.

3.5 MINUTES

Minutes of all meetings of the Members shall be prepared and kept and shall be available to any Member upon request.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 COMPOSITION OF THE BOARD

a) There shall be a Board of Directors of the Association (sometimes also referred to in these By-Laws as the "Board" or as the "Directors") which shall consist of those persons elected as Directors as provided in these By-Laws.

b) The Board shall be composed of:

- Fifteen (15) Directors elected from among the representatives of Utility Members as follows:

- i) two (2) Directors each from the representatives of the Utility Members located in the Provinces of Ontario and Quebec;
- ii) one (1) Director each from the representatives of the Utility Members located in each of the Provinces of: British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland & Labrador; and in each of: the Yukon Territories, Northwest Territories and the Territory of Nunavut;

- Six (6) Directors elected by the six (6) Regional Association Members being one from each of:

- *Atlantic Canada Water and Wastewater Association*
- *British Columbia Water and Waste Association*
- *Ontario Water Works Association (A Section of AWWA)*
- *RÉSEAU environnement*
- *Water Environment Association of Ontario*
- *Western Canada Water and Wastewater Association*

c) The election of the Directors shall be conducted through a fair process and in accordance with the Board Policy Governance Document.

d) At the discretion of the Board, up to two additional Directors-at-Large may be appointed by the Board for a term of one year or less which shall terminate at the close of the first annual general meeting following their appointment or sooner. Appointed Directors-at-Large may be re-appointed for any number of successive terms at the discretion of the Board of Directors.

e) Directors do not need to be members.

4.2 TERM OF THE BOARD OF DIRECTORS

a) Each person elected as a Director of the Board shall serve for a term of three years, and may be re-elected for a second and final term of three years.

b) A Regional Association Member may request that their representative serve a term shorter than three years.

c) In the event that a Director of the Association is serving as an Officer in the third or sixth year of their term the Board may, by resolution, allow that director to continue as a Director-at-Large beyond his third or sixth year in order that his service in the normal progression of Officers may be fulfilled.

d) As far as is practicable, Directors' terms should be staggered so that no more than one third of the Directors are replaced in one year.

4.3 RESIGNATION OR REMOVAL OF DIRECTORS AND FILLING OF VACANCIES

a) The seat of a Director shall be deemed vacated if the Director delivers a written resignation to the Secretary-Treasurer of the Association.

b) A Director may be removed from office by a resolution approved by a majority of the votes cast at a meeting called of those Members who have elected that Director. Twenty-five percent (25%) or more of those Members of the Association who have elected or appointed a specific Director may require the Directors to call a meeting of those such Members for the purpose of removing any such Director from office. Pursuant to such requisition, the Directors shall forthwith proceed duly to call a special meeting of those Members. The requisition shall state the Director(s) proposed to be removed and shall be signed by the Members making such requisition and deposited at the head office of the Association. Where the Directors do not, within 21 days from the day of deposit of the requisition, proceed duly to call such a meeting, the majority of the Members making such requisition may themselves call such meeting, but any meeting so called should not be held after the expiration of three (3) months from the said date. A meeting called under this Article by the Members making such requisition should be called in the same manner in which a meeting of Members is called.

c) A vacancy occurring due to a resignation or other reason may be filled by resolution of the Board from among the eligible representatives of Members to serve only until the next Annual General Meeting by which time a new election shall be held.

4.4 REMUNERATION OF DIRECTORS

a) Directors may be reimbursed for reasonable expenses related to service on the Board of Directors.

b) Directors shall not be paid any additional remuneration for performing the duties of a Director.

c) Directors may be considered for contractual work that is approved by the Board of Directors for specific projects above and beyond the regular duties of a Director.

4.5 POWERS AND RESPONSIBILITIES OF THE BOARD

a) The Board shall administer the business and affairs of the Association and shall report to the membership of the Association at the Annual General Meeting and at any special meeting of the Association.

b) The Board may exercise all such powers of the Association except those required to be exercised by the Members under the *Canada Not-for-profit Corporations Act* or these By-Laws.

c) The Board shall have the power to authorize and make expenditures on behalf of the Association.

d) The Board may prescribe such policies, rules and regulations that are not inconsistent with these By-Laws relating to the management and operation of the Association as it deems expedient.

e) The Board of Directors may enact, amend and repeal these By-laws, in accordance with the *Canada Not-for-profits Corporations Act*, and their decision is effective immediately but such decisions must be ratified at the next Annual General Meeting.

e) The Board shall appoint Officers and appoint an Executive Director of the Association and the Board may from time to time delegate by resolution any such power to an Officer, or the Executive Director of the Association.

4.6 INDEMNITY OF DIRECTORS

Every Director of the Association or other person , acting in good faith, who has undertaken or is about to undertake any activity on behalf of the Association or any company or association controlled by the Association, and his heirs, executors, and administrators, and estate and affects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his office, or in respect of any such liability.

ARTICLE 5 - MEETINGS OF THE BOARD

5.1 CALLING OF MEETINGS

- a) Meetings of the Board shall be held on such day, at such time and at such place within Canada as the Board may choose.
- b) Meetings may take place in person, or by telephone, or other electronic means where each member can contribute to and listen to the discussion.

5.2 NOTICE OF MEETINGS

- a) Notice of any Meeting of the Board of Directors must be provided to the Directors by email or phone at least fourteen (14) days prior to the date of such meeting.
- b) Notice of a meeting shall include an agenda of the items to be considered at that meeting and only those items are to be considered unless the Directors present consent by resolution to consider additional items.
- b) No formal notice is required if all Directors are present or if a quorum is present and the absent Directors waive notice of the meeting either before or after the meeting has taken place.

5.3 QUORUM

Seven (7) Directors present at a Meeting of the Board of Directors shall constitute a quorum.

5.4 MAJORITY VOTE

All questions arising at any meeting shall be decided by a majority vote. "Majority" shall be defined as 50% + 1 of the votes cast. In the case of an equality of votes, the motion shall be declared lost. The Chairman of the meeting shall have a vote that may be a deciding vote, but shall not have a second vote.

5.5. ACTION OUTSIDE OF A MEETING

The Board of Directors may act on a motion outside of a meeting only if all of the Directors unanimously consent to the action in writing or by e-mail.

5.6 MINUTES

The Minutes of all meetings of the Board shall be prepared and kept and shall be distributed to the Board at the meeting following the one at which they were taken.

ARTICLE 6 – OFFICERS OF THE ASSOCIATION

6.1 OFFICERS

The Board of Directors shall elect the following Officers of the Association:

6.1.1 PRESIDENT - The President, if present, shall preside at all meetings of the Members of the Association and the Board and shall assure the integrity of the Board's process.

6.1.2 SECRETARY-TREASURER - The Secretary-Treasurer shall ensure that policies of the Board in respect to documentation and financial administration are adhered to, shall ensure that the annual budget and all records of funds shall be presented to the Members of the Association at the Annual General Meeting.

6.1.3 FIRST VICE-PRESIDENT - The First Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence of the President.

6.1.4 SECOND VICE-PRESIDENT - The Second Vice-President shall provide leadership with respect to the membership activities of Board members.

6.1.5 PAST-PRESIDENT - The Past-President shall ensure that out-going Directors are replaced by duly elected or appointed replacement Directors, as the case may be.

6.2 ELECTION OF OFFICERS

a) The President, Secretary-Treasurer, First Vice-President and Second Vice-President shall be elected annually by and from among the Board of Directors immediately preceding the Annual General Meeting and announced at that meeting.

b) In order to stand as a candidate to be an Officer of the Association, a person must agree in writing to serve in such office if elected or appointed.

c) The outgoing President shall serve as Past-President. If there is no outgoing President, or if he or she is unwilling or unable to serve, the Board may choose from among the Directors to fill the position.

6.3 TERM OF OFFICERS

The term of office for all Officers shall begin upon election or appointment and shall end at the close of the following Annual General Meeting or when their successors are duly elected or appointed. Each officer is eligible for any subsequent election or appointment as an Officer if otherwise qualified.

6.4 RESIGNATION OR REMOVAL OF OFFICERS AND FILLING OF VACANCIES

a) The position of an Officer shall be deemed vacated if the Officer delivers a written resignation to the Secretary-Treasurer or the President of the Association.

b) An Officer may be removed from office by resolution approved by at least three-fourths (75%) of the votes cast at a meeting of the Board called for that purpose. Notice of the purpose of the meeting shall be given at least fourteen (14) days in advance.

c) A vacancy for the position of an Officer may be filled from among the Directors by resolution of the Board for the balance of the unexpired term.

ARTICLE 7 – EXECUTIVE DIRECTOR

a) The Board shall appoint an Executive Director who shall have the sole administrative and management responsibility of the Association as chief administrative officer of the Association. In this capacity, the Executive Director shall assume full general management responsibilities for the operations of the Association in accordance with the Governance Policies and Executive Limitations as established by the Board.

b) The Executive Director shall attend or be represented at all Meetings of the Board except when the Executive Director's performance, status, salary or benefits come under review.

ARTICLE 8 – FINANCIAL MATTERS

8.1 BORROWING

To support the ongoing operations of the Association the Board may:

a) authorize the borrowing of money upon the credit of the Association and limit or increase the amount to be borrowed;

b) subject to the prior approval of the members of the Association, issue debentures or other securities of the Association; pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; secure any such debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, charge or pledge of all or any currently owned or

subsequently acquired real and personal, movable and immovable, property of the Association and the undertaking and rights of the Association.

c) This Section shall remain in force and be binding upon the Association as regards any person acting on the faith thereof until such person has received written notification from the Association that this Section has been repealed or replaced.

8.2 SIGNING AUTHORITY

a) Contracts, documents, or any instrument in writing requiring the signature of the Association shall be signed as appropriate by the President, the First Vice-President or the Secretary-Treasurer, the Executive Director or by any other Director or staff person designated by resolution of the Board as having Signing Authority, and all contracts, documents and instruments so signed shall be binding on the Association without any further authorization or formality.

b) Signing authority for all banking and financial matters shall be established by a resolution of the Board and be in accordance with the Board's Governance Policies and Executive Limitations.

8.3 AUDIT

a) The Association shall be audited annually by a certified financial auditor.

b) One or more auditors shall be appointed by the Board and announced at every Annual General Meeting to audit the books of the Association. No Officer or Director of the Association may be appointed or act as auditor. The remuneration of the auditor shall be approved by the Board.

c) The Auditor's Report and the Financial Statements of the Association shall be presented by the Secretary-Treasurer, or designate, to the Members of the Association at the Annual General Meeting.

d) The members of the Association shall be informed that the Financial Statements of the Association are available to the Members on our website and can be sent electronically to any Member upon request.

8.4 FISCAL YEAR

The fiscal year of the Association shall be January 1 to December 31.

ARTICLE 9 – DISTRIBUTION OF ASSETS UPON DISSOLUTION

9.1 ASSETS OF THE ASSOCIATION

a) Upon dissolution of the Association all assets of the Association shall be liquidated and all debts of the Association paid as best as possible;

b) Once all financial obligations are met, any remaining funds are to be distributed equally amongst the six (6) Regional Association Members.

9.2 CHAIN OF OFFICE

a) The Chain of Office of the President shall be transmitted to the incoming President at the Annual General Meeting of the Association and is to be kept by the President during the his or her term of office or in the business office of the Association, and any maintenance or repair costs of the Chain of Office shall be borne by the Association.

b) Upon dissolution of the Association, ownership and possession of the Chain of Office shall be transferred by resolution of the Board, or in default of such resolution any remaining Officer of the Association, to a national federation or institution having objectives as close as possible to those of the Association. In no case shall the Chain of Office be disposed of to an individual or to a corporation other than a not-for-profit corporation or to a provincial or regional association or organization.

ARTICLE 10 – RULES OF ORDER

10.1 CANADA NOT-FOR-PROFIT CORPORATIONS ACT

Any item not identified in these by-laws shall be in accordance with the *Canada Not-for-profit Corporations Act* as amended from time to time and any amendments to the Act shall supersede these by-laws.

10.2 ROBERT'S RULES OF ORDER

The rules contained in the most current edition of *Robert's Rules of Order, Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or the *Canada Not-for-profit Corporations Act* and any special rules of order that the organization may adopt.