



## **Canadian Water Resources Association Ontario Branch By-Law No. 1-2024**

### **I. Name**

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

### **II. Definitions**

- (1) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (2) "Board" means the board of directors of the Branch;
- (3) "Branch" means the Canadian Water Resources Association Ontario Branch;
- (4) "By-laws" means this by-law and all other by-laws of the Branch as amended and which are, from time to time, in force and effect;
- (5) "President" means Chair as defined by the Act;
- (6) "Corporation" means the corporation "Branch" that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act hereinafter referred to as the "Branch";
- (7) "National Corporation" means the CANADIAN WATER RESOURCES ASSOCIATION (Association Canadienne des Ressources Hydriques) hereinafter referred to as the "National Corporation" as defined under the Canada Not-for-Profit Corporations Act (CNCA 2009) and its associated regulations and subject to the context in this by-law it may mean the National Board of Directors;
- (8) "Director" means an individual occupying the position of director of the Branch by whatever name they are called;
- (9) "Member" means a member of the National Corporation;
- (10) "Members" means the collective membership of the National Corporation; and
- (11) "Officer" means an officer of the Branch.

### **III. Interpretation**

- (1) Other than as specified in Section II, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **IV. General**

- (1) The Branch is a registered Corporation recognized in the Province of Ontario under the Not-For-Profit Corporations Act, 2010 and a Subsidiary Organization of the National Corporation Canadian Water Resources Association (Association Canadienne des Ressources Hydriques), a Corporation as defined under the Canada Not-for-Profit Corporations Act (CNCA 2009) and its associated regulations. The fiscal year of the Branch shall be January 1st to December 31st.
- (2) The books and financial records of the Branch shall be subject to an independent financial review by an Audit Committee which is comprised of the auditor, a duly certified professional accountant, or a person appointed to conduct a review engagement and this individual(s) cannot be a member of the Board, each fiscal year. The report shall be presented for the preceding fiscal year at each Annual General Meeting and to the Branch Board of Directors. The audit committee shall be appointed at the Annual General Meeting each year.



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- (3) Assignments, transfers, contracts, obligations, bank transactions or any other documents or instruments in writing requiring the signature of the Branch shall be signed by two (2) members of the Branch Board of Directors, one of which shall be the President, Vice-president or Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the Branch without any further authorization or formality.
- (4) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, shall prevail.
- (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 branch.

### **V. Objectives**

- (1) In pursuit of the objects of the Branch, at the direction of the Board of Directors, the Branch may establish:
  - a) affiliations with outside interest groups, societies or organizations; or
  - b) any administrative offices necessary to assist with the undertakings of the Branch.
- (2) Further to the National Corporation's By-law Section III (1), the Branch is a Subsidiary Organization of the National Corporation and is registered as a "Corporation" with the Province of Ontario operating with by-laws approved by the Branch and National Corporation.

### **VI. Membership and Fees**

- (1) The membership of the Branch shall consist of persons on the membership roster of the National Corporation Canadian Water Resources Association (Association Canadienne des Ressources Hydriques) resident and/or practicing in the Province of Ontario. Membership in the CWRA shall be governed by the National Corporation by-laws for membership and fees.
- (2) A member may be removed from Branch membership upon referral of such action to the National Corporation Board of Directors and following the decision of the National Board. The Branch will advise the National Corporation Board of Directors of the notice requirements outlined in the Not-for-Profit Corporations Act, 2010 (Ontario).
- (3) All members of the Branch in good standing are entitled to:
  - a) participate and vote at 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; and
  - e) receive any other service approved by the Branch Board of Directors.

### **VII. General Meetings**

- (1) An Annual General Meeting of all members shall be held during the fiscal year of the Branch and prior to the Annual General Meeting of the National Corporation at such time and place as may be fixed by the Board of Directors.



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- (2) Additional Special General Meetings may be held at any time and place and on such notice as may be fixed by the Board of Directors. The Directors may call a special meeting of the Members. On the written requisition of not less than ten (10)% of the members in good standing, the Board of Directors shall call a Special General Meeting. Notwithstanding VII (4), the meeting should be held within twenty-one (21) days of receipt of the written requisition. The Board of Directors shall determine the time and place of a Special General Meeting.
- (3) If the directors do not call a meeting within 21 days after receiving the written requisition, any member who signed the requisition may call the meeting.
- (4) Notice of the time and place of any Branch General Meeting shall be given to all members and to the auditor or person appointed to conduct a review engagement at least twenty-one (21) days before the date thereof. A notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting. A notice of any such meeting published in the Branch's newsletter or electronic publication that is sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Branch to their latest address as shown in the records of the Branch; shall be deemed to satisfy this requirement. Alternatively, members may be notified by mail, electronic or other effective means using the most recent address or contact information recorded on the membership rosters.
- (5) Notice of a Branch Annual General Meeting shall set forth briefly the business proposed to be done at the meeting including but not limited to:
  - a) receipt of the agenda;
  - b) receipt of the minutes of the previous annual and subsequent special meetings;
  - c) consideration of the financial statements;
  - d) report of the auditor or person who has been appointed to conduct a review engagement;
  - e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
  - f) election of Directors; and
  - g) such other or special business as may be set out in the notice of the meeting.No other item of business shall be included on the agenda for the annual meeting unless a Member has given notice to the Branch of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of the annual meeting.
- (6) At a Branch Annual General Meeting, 15 members in good standing shall constitute a quorum, of whom four (4) must be Directors including one (1) member of the Executive Committee. Questions arising at any General Meeting shall be decided by a majority of votes unless otherwise specified in the by-laws of the Branch. The President shall not have a second (tie breaking) vote. Members may not vote by proxy.
- (7) 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 needs to be given.
- (8) 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



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General Meeting. 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.

- (9) 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.
- (10) A General meeting of the Members may be held entirely by one or more telephone or electronic means or by any combination of in-person attendance and by one or more telephone or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephone or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.
- (11) Voting of Members on business arising at any General Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:
  - a) each Member in good standing shall be entitled to one vote at any meeting;
  - b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
  - c) an abstention shall not be considered a vote cast;
  - d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
  - e) if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
  - f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (12) The President may, with the majority consent of any General Members' meeting, adjourn a members' meeting from time to time. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:
  - a) the time of the continued meeting;
  - b) if applicable, the place of the continued meeting;
  - c) if applicable, instructions for attending and participating in the continued meeting by telephone or electronic means will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting; and
  - d) any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- (13) The only persons entitled to attend a General Members' meeting are the Members in good standing, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Branch, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Branch to be present at the meeting. Any other



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person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

- (14) The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Branch has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- (15) Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws.

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

- (1) At the Annual General Meeting of the Branch, the members shall elect the Board of Directors including the following Executive Committee members:
  - a) President;
  - b) Vice-President;
  - c) Secretary;
  - d) Treasurer; or
  - e) Secretary-Treasurer in lieu of a Secretary and a Treasurer,
  - f) and may elect Director(s) at Large and the number of Directors at Large on the Executive Committee shall be determined by the Board of Directors; and
  - g) the election shall be made from among any members in good standing nominated by the Nominating Committee, should such a 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 VIII (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;
  - c) The positions of Secretary and Treasurer, or the Secretary-Treasurer in lieu of a Secretary or a Treasurer, are for a 1-year term, with no limit on the number of consecutive terms; and
  - d) The position(s) of Director(s) at Large is a 1-year term, with a maximum of 2 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 National Corporation Board of Directors. The National Corporation Board of Directors will be notified of such appointments and the appointments shall be valid until the next Annual Branch General Meeting, with no limit on the number of consecutive terms.
- (4) At the Annual General Meeting of the Branch, the Branch shall elect no less than 10 members and no more than 20 members to the Board of Directors. The election shall be made from among the members in good standing resident and/or practicing in the Province of Ontario and nominated by the Nominating Committee, should such a committee be appointed, together with any nominations from the floor of members in good standing resident and/or practicing in





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the Province of Ontario. Such appointments shall be valid until the next Annual General Meeting, with no limit on the number of consecutive terms.

### **IX. Board of Directors**

- (1) The "Board of Directors" shall comprise:
  - a) the President, Vice-President, Treasurer, Secretary or the Secretary-Treasurer (in lieu of the Secretary and the Treasurer) and Director(s) at Large;
  - b) the Past President (filled by the immediate Past President);
  - c) additional members in good standing to achieve at least 10 Directors, as appointed or elected at the Annual General Meeting; and
  - d) additional directors may be appointed by the Board of Directors from time to time. The appointed Directors may comprise no more than one-third (1/3) of the total Directors.
- (2) A Quorum of the Board of Directors shall comprise: the President or Vice-President and a minimum of five (5) of the Directors.
- (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:
  - a) Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this By-law.
  - b) The Board of Directors shall meet not less than four times per year, and one meeting may be held in conjunction with the Annual General Meeting.
  - c) The time and place of Board meetings shall be determined by the Board of Directors.
  - d) A meeting of Directors may be held entirely by one or more telephone or electronic means or by any combination of in-person attendance and by one or more telephone or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephone or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting. The President will determine the format of any Board Meeting.
  - e) Notice of Board meetings shall be by email or other electronic means, or telephone to each Director using the most recent address or contact information on the membership rosters. The notice of the meeting must include instructions for attending and participating in the meeting by telephone or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
  - f) A minimum of fourteen (14) days notice shall be provided before an in-person Board meeting, and a minimum of seven (7) days notice shall be provided before a telephone or other electronic Board Meeting.
  - g) Notice of a meeting is not necessary if at least three quarters of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
  - h) If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Branch.



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- i) Questions arising at any Board Meeting shall be decided by a majority of votes unless otherwise specified in the by-laws of the Branch. Each Director has one vote. The President shall not have a second (tie-breaking) vote.
  - j) If a Board meeting cannot be arranged pursuant to (e), and a question needs to be immediately addressed, electronic voting is acceptable.
- (5) A Director may withdraw from the Board of Directors by notifying the Secretary in writing. In such a case, the Secretary will notify the Board of Directors of the resignation. The resignation shall be effective at the time it is received by the Branch or at the time specified in the notice, whichever is later.
- (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 the majority 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.
- (7) 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 to be incapable by a court or incapable of managing property under Ontario law; or
  - c) if the Director dies or becomes bankrupt.
- (8) 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 XII (2);
  - b) for any director elected pursuant to Section VIII (4), the position may remain vacant until the next General Meeting at which time a replacement may be elected;
  - c) 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;
  - d) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution; and
  - e) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the By-law, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member;
- (9) Every Executive Committee member, Director, Officer or Committee member of the Branch and their 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 Branch from and against:
  - a) all costs, charges and expenses whatsoever, which such person sustains or incurs in or about any action, suit, or 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.



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- (10) Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from their position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing their duties.
- (11) A director shall not be prohibited from receiving compensation for services provided to the National Corporation or Branch in another capacity. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Branch in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - a) considered reasonable by the Board;
  - b) approved by the Board for payment by resolution passed before such payment is made; and
  - c) in compliance with the conflict of interest provisions of the Act.

### **X. Responsibilities of the 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 money 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, 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 X (2) b); and
  - f) 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 X (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 Ontario'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 Objectives 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;





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- 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 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.

### **XI. Executive Committee**

- (1) The Executive Committee shall comprise:
  - a) the President as Chair;
  - b) the Vice President;
  - c) the Treasurer;
  - d) the Secretary; or
  - e) the Secretary-Treasurer (in lieu of a Secretary and a Treasurer);
  - f) the immediate Past President; and
  - g) Director(s) at Large.
- (2) A quorum of the Executive Committee shall comprise three members of the Executive Committee, including at least one 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 video, web-based 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, email or other electronic means, or telephone to each member of the Executive Committee.

### **XII. 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) If any position on the Executive Committee becomes vacant, the position may be temporarily filled until the next Annual General Meeting as follows:
  - a) If the position of President becomes vacant, it will automatically be filled by the Vice-President. Should the Vice-President be unable or unwilling to serve, then the Vice-President shall nominate one or more candidates and conduct an election by the Board of Directors by electronic means.
  - b) If the position of Vice-President becomes vacant, the President shall nominate one or more candidates and conduct an election by the Board of Directors by electronic means.



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- c) If the position of Past-President becomes vacant, it shall be filled by the most recent Past-President willing to serve; and
  - d) If the Treasurer and/or Secretary or the Secretary-Treasurer (in lieu of a Secretary or a Treasurer) becomes 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 Branch will confirm annually that the National Corporation liability insurance provides coverage on behalf of the Branch, its Directors, Executive Committee Members, Committee Members and Officers, in the amount, limits, deductible amounts and any other conditions deemed appropriate by the National Corporation.
  - a) No Director, Officer or committee member of the Branch is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Branch or for joining in any receipt or for any loss, damage or expense happening to the Branch through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Branch or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Branch shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Branch with whom or which any money, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
    - i. complied with the Act and the Branch's articles and By-laws; and
    - ii. exercised their powers and discharged their duties in accordance with the Act.
- (4) The Executive Committee shall perform such other duties as may be assigned by the Board of Directors from time to time.

### **XIII. 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) ensure compliance with the Ontario Not-for-Profit Corporations Act including annual electronic filings;
  - c) 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;
  - d) report at each meeting of the Branch upon the state of the Branch;
  - e) decide all questions of order at a meeting of the Branch;
  - f) generally, supervise the activities of the Branch;
  - g) call meetings of the Executive Committee and Board of Directors;
  - h) serve as an "ex-officio" member on committees established by the branch; and
  - i) serve as a Director of the National Corporation Board of Directors.

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

- (1) The Vice-President shall:
  - a) act as President during the absence or inability of the President;
  - b) liaise with Working Groups and Committees;



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- c) 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; and
- d) perform such other duties as may be assigned by the Board of Directors.

### **XV. Responsibilities of the Secretary**

(1) The Secretary shall:

- a) collaborate with the President to support the Board in fulfilling its fiduciary responsibilities and upholding relevant policies and bylaws;
- b) maintain names and addresses of Board Members;
- c) 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;
- d) file reports as required by law including annual electronic filing of amendments to elected Directors and Executive and other Ontario Not-For-Profit Corporations Act financial electronic filings;
- e) give, or cause to be given, notice of all Board Meetings, Executive Committee Meetings, and General Meetings; and
- f) perform such other duties as may be assigned by the Board of Directors.

### **XVI. Responsibilities of the Treasurer**

(1) The Treasurer shall have custody of all funds and securities of the Branch. The Treasurer shall:

- a) work collaboratively with the President and other Board members to support the Board in fulfilling its fiduciary responsibilities;
- b) maintain custody of all funds and securities of the Board;
- c) maintain all books, records, receipts, and accounts of the Branch;
- d) complete, in a timely, orderly fashion all banking arrangements at a bank as approved from time to time by the Board of Directors;
- e) prepare an annual budget for consideration by the Board of Directors;
- f) prepare and submit financial statements to the audit committee each fiscal year;
- g) present approved financial statements for the preceding fiscal year at each Annual General Meeting of the Branch, and to the National Corporation;
- h) ensure approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws for the Branch is provided to its members in advance of and presented at the Annual General Meeting of the Branch; and
- i) serve as a member of the National Corporation Finance Committee.

### **XVII. Responsibilities of a National Director**

(1) A National Director shall:

- a) prepare Ontario Branch Reports for the National Corporation Board as required;
- b) attend National Corporation Board of Director meetings; and
- c) act as a Liaison between the National Corporation Board and the Branch Board of Directors.



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### **XVIII. Responsibilities of Director(s) at Large**

- (1) The Director(s) at Large may:
  - a) attend Branch Executive and Board Meetings, Annual General Meetings, and any General Special Meetings
  - b) chair a Committee of the Board as required;
  - c) participate as a Branch representative on a National Corporation Committee;
  - d) liaise with Branch Working Groups or Committees; and
  - e) perform such other duties as may be assigned by the Board of Directors.

### **XIX. Committees**

- (1) Committees:
  - a) shall be established by the Board of Directors under X (2) b) as necessary to meet the responsibilities of the Board;
  - b) may be of variable size;
  - c) shall have a Chair who sits on the Branch Board of Directors and provides reports to the Board; and
  - d) shall exist only as long as deemed necessary by the Board of Directors and may be dissolved by a Board resolution.

### **XX. Conflict of Interest**

- (1) A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Branch or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Branch shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- (2) No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Branch if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

### **XXI. Amendments to By-Law**

- (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 sixty (60) 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 the amendment has complied with the provisions of this section.
- (4) The Board of Directors may recommend any amendment to the By-laws at a 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.



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## **Canadian Water Resources Association Ontario Branch By-Law No. 1-2024**

- (7) This by-law and all by-laws and any amendments hereafter made when finally passed shall be signed by the President or Vice-President and by the Secretary or Treasurer, or Secretary-Treasurer, and deposited with the Secretary or Secretary-Treasurer and shall be binding upon all members of the Branch to the same extent as if each member has subscribed their name thereto and there were in the by-laws a covenant on the part of the member to conform thereto. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board of Directors of the Branch.
- (8) No repeal or amendment of these By-laws may be made without the approval of the National Corporation Board of Directors of the Canadian Water Resources Association.

### **XXII. Winding up or Dissolution**

- (1) In the event of the dissolution or winding up of the Branch, all the remaining assets will be turned over to the National Corporation.

### **XXIII. Certification and Effective Date**

- (1) By-law and Effective Date
  - a) ENACTED on the 11<sup>th</sup> day of October, 2024 in the Province of Ontario
- (2) By-law No. 1-2016 is hereby amended and becomes By-law No. 1-2024.

CERTIFIED to be By-Law No. 1-2024 of Ontario Branch, as enacted by the Directors and Members of the Branch by special resolution on October 4<sup>th</sup>, 2024, at a virtual Special General Meeting for Ontario Branch Members in Ontario.

Dated as of the 11<sup>th</sup> day of October, 2024.

Robert Chlumsky, CWRA Ontario Branch President

Aryn Cain, CWRA Ontario Branch Secretary

**Declaration:** A director or officer of the Canadian Water Resources Association - Ontario Branch signed this By-law.