

**SASKATCHEWAN
ASSOCIATION
OF
RURAL WATER
PIPELINES, INC.**

CONSTITUTION AND BYLAWS

CONSTITUTION

1. The name of the Association shall be **SASKATCHEWAN ASSOCIATION OF RURAL WATER PIPELINES, INC.**
2. The business address of the association shall be designated from time to time by a resolution of the Board.
3. **OBJECTIVES OF THE ASSOCIATION:**
 1. To provide an effective, united voice for rural water pipeline groups across the province, in offering advice to government agencies involved in funding/regulating pipelines; and, to provide a focal point for government agencies to work with rural pipeline groups on policy issues.
 2. To provide practical services to individual pipelines groups.
 3. To collaborate with government and/or non-government organizations.
 4. To provide a focal point for industry players.
 5. To liaise with SARM on behalf of pipeline groups.
 6. To liaise with other similar associations, on rural pipeline issues national significance.

BYLAWS

SECTION 1. DEFINITIONS OF TERMS

- 1.1 "Association"** shall mean the **SASKATCHEWAN ASSOCIATION OF RURAL WATER PIPELINES, INC.**
- 1.2 "Board"** shall mean the governing Board of the association and is made up of seven (7) elected representatives.
- 1.3 "Co-operative"** shall mean a water co-operative that has been incorporated under the Co-operative Associations Act of Saskatchewan.
- 1.4 "Executive Board"** shall be elected members of the Association, appointed to the positions of President, Vice President, and Secretary Treasurer.
- 1.5 "Member"** shall be any person who is appointed by an association utility to be its representative. They may be either a member of that utility or an employee.
- 1.6 "Non-Voting Member"** shall be any representative of a government agency, equipment supplier, or a member of the public who has an interest in rural water pipelines.
- 1.7 "Public Utility Board"** shall mean any organization that contract to deliver water to a specific group of subscribers.
- 1.8 "Voting-Member"** shall mean any representative of a member pipeline.

SECTION 2. MEMBERSHIP

- 2.1** Membership in the association is open to anyone interested in furthering the objects of the Association.
- 2.2** Application for membership shall be made in writing to the Secretary/Treasurer and is subject to approval by the Board.
- 2.3** Application for membership shall be accompanied by payment of a membership fee. The Board as required shall set the membership fee.
- 2.4** Renewal of membership shall be by paying the annual membership fee as determined by the Board.
- 2.5** Membership is not transferable.

- 2.6 A member withdrawing from the Association shall not be entitled to be repaid its membership fees or any portion thereof.
- 2.7 A member wishing to terminate its membership in the Association shall do so in writing to the Board ninety (90) days prior to the end of the fiscal year of the Association and the termination shall be effective at the end of such fiscal year.
- 2.8 Upon termination of the membership of a member for any reason; the terminating member shall cease to exercise any privileges of membership in the Association.

SECTION 3. EXPULSION FROM MEMBERSHIP

- 3.1 The Board may expel any Member from the Association for actions, which in its opinion, are harmful to the Association or the members, for failure to operate its facilities in a safe manner or for failure to pay the annual membership fee or any special levy.
- 3.2 Before ordering the expulsion, the Board shall invite the representative of the Member to attend a Board meeting at which the reasons for the expulsion shall be discussed and the said Representative shall be allowed to present his arguments against expulsion.
- 3.3 The Board shall give written notice of an expulsion order to the Member whose expulsion has been ordered and advise all other Members of the said expulsion.
- 3.4 The expelled Member may, within thirty (30) days of receiving the expulsion notice file an appeal of its expulsion at the head office of the Association, which shall be dealt with at the next annual meeting of the Association and the majority opinion of that meeting shall be final.

SECTION 4. PLACE OF BUSINESS

- 4.1 The "Head Office" or principal place of business of the Association shall be situated as determined from time to time by the Board.

SECTION 5. FEES

- 5.1 There shall be an initial membership fee of \$100.00, which is not refundable.
- 5.2 The operating budget for the Association for the next fiscal year and the annual levy to support such budget shall be submitted to each annual general meeting for approval by resolution of the delegates.
- 5.3 In the event of extraordinary circumstances, the Board may, at its discretion, impose special levies on its members.

SECTION 6. ANNUAL GENERAL MEETINGS

- 6.1** The annual general meeting shall be held no later than three hundred and sixty-five (365) days after the end of the fiscal year of the Association, at a time and place as may be determined by the Board.
- 6.2** The purpose of the annual meeting is to consider the report of the Board, the auditor's report, the appointment of an auditor, the proposed budget and membership levy for the following year and such other business as may come before the meeting.

SECTION 7. SPECIAL GENERAL MEETING

- 7.1** A special general meeting of the Association may be called at any time by the Board.
- 7.2** The Board shall call a special general meeting when required to do so by forty (40%) or ten (10) or members in a written request stating clearly the nature of the business to be transacted at the meeting.
- 7.3** Where the Board receives a request in accordance with subsection 7.2:
 - (a) If the Board does not issue a call for a meeting within fourteen (14) days of receiving the request, or
 - (b) If the meeting called is not held within sixty (60) days of the Board receiving the request, the Members making the request, or any other forty (40) % or more of the Members, may call a meeting of the Association.

SECTION 8. QUORUMS

- 8.1** At the annual general meeting or at any special meeting a quorum shall be ten (10) members or forty (40)% of the membership.
- 8.2** If within one-half (1/2) hour from the time appointed for any meeting of the association a quorum is not present:
 - (a) The meeting, if called by the Member, shall be dissolved, and

- (b) if not so caned, the Chairman of the meeting may call for a resolution to the effect that those present at that time constitute a quorum and be empowered to transact the business to be brought before the meeting.

SECTION 9. NOTICE OF MEETINGS

- 9.1** The Board or Members calling a meeting of the Association shall give at least fifteen (15) days written notice of the meeting to each member stating the hour, day and place of the meeting.

SECTION 10. COMPOSITION AND ELECTION OF THE BOARD OF DIRECTORS

- 10.1** The number of directors who shall direct and supervise the concerns of the Association shall be a minimum of five (5) to a maximum of ten (10) or such odd number not being fewer than five (5) as shall from time to time be determined by the by-laws of the Association.
- 10.2** A director's term office shall be for three (3) years from the time of election until a successor is regularly elected or appointed may be. The terms of directors shall be staggered so that not less than three (3) directors shall serve three (3) years, another three (3) shall serve two (2) years and one (1) shall serve one (1) year.
- 10.3** Directors shall be elected by representatives.
- 10.4** A director elected or appointed to fill an un-expired term shall assume his duties immediately upon his election or appointment to that office.
- 10.5** The duties of the elected Directors shall commence at the first meeting of the Board held following the annual general meeting. This meeting shall be convened at the close of the annual general meeting or at a time agreed to by the Board.
- 10.6** A Director elected to fill an un-expired term shall assume his duties immediately upon his election to that office.

SECTION 11. OFFICERS

- 11.1** The Directors, at the first meeting of the Board following the annual general meeting shall elect from their number a President, Vice-President, and Secretary/Treasurer.

SECTION 12. OFFICERS

12.1 President

- a. Presides at all meetings, and conferences.
- b. Is the chief representative of the Association.
- c. Is the primary spokesperson for the Association with respect to the Association's Policies and other matters as determined by the Board.
- d. Is the Chair of the Board and ex-officio member of all committees.
- e. Keeps the Vice-President informed of matters necessary to assume the duties of the President.
- f. Reports to the Board and the Annual General Meeting.
- g. May be a signing officer.

12.2 Vice-President

- a. Assumes the duties of the President at the President's request or in the President's absence.
- b. May be a signing officer.
- c. Is a member of the Executive Board.

12.3 Secretary/Treasurer

- a. Keeps accurate and true record of the membership
- b. Ensures accurate records are kept of all official proceedings of the Association,
- c. Keeps an accurate account of all financial transactions of the Association and makes recommendations to the Board for approval.
- d. Has the books and accounts of the Association verified by the auditor at least annually and present an audited report and statements to the Annual Meeting.
- e. Is a signing officer and selects the other signing officers.
- f. Is a member of Executive Board.

SECTION 13. FISCAL YEAR

- 13.1** The fiscal year of the Association is the year beginning on January 1 and ending on the following December 31.

SECTION 14. SEAL, BOOK AND RECORDS

- 14.1** The seal of the Association shall be in such form. as the Board may determine.

- 14.2** The Secretary/Treasurer, as the case may be, shall provide for the safe custody of the seal.

14.3 The seal shall not be affixed to any documents except those authorized by resolution of the Board.

14.4 The use of the seal shall be authenticated by a signature of the President, Vice-President, the Secretary/Treasurer or some other person authorized by the Board.

SECTION 15. BORROWING

15.1 The Board may borrow money on the credit of the Association.

15.2 A majority of 2/3's of the Board is required for approval.

SECTION 16. LIABILITY OF MEMBERS

16.1 No Member of the Association shall in their individual capacity be liable for any debt or liability of the Association.

SECTION 17. DISOLUTION

17.1 Upon the dissolution of the Association, the distribution of the property shall be in accordance with the resolution to dissolve.

SECTION 18. AUTHORIZATION OF FUNDS

18.1 All cheques of the Association must bear the signature of any two (2) of the three (3) officers as selected by the Secretary/Treasurer.

SECTION 19. CONSTITUTIONAL CHANGES

19.1 No changes to the constitution or by-laws may be made unless the Board has first reviewed them at a Board meeting. Notice of any resolutions affecting the Constitution or By-laws shall be given fourteen (14) days prior to the Annual Meeting. These resolutions shall require a 2/3's majority of the voting members of the Association.