

Original received by NWT Registrar of Societies March 18, 1996
(And as amended at 2003/2004 AGM, November 21, 2004 in Inuvik, NT;
at 2006/07 AGM November 4, 2007 in Iqaluit, NU;
and at 2007/08 AGM November 2, 2008 in Norman Wells, NT)

Northern Territories Water and Waste Association Constitution and Bylaws

Constitution

The purpose of this association shall be:

- 1 the advancement of knowledge in the design, construction, operation, and management of water works, wastewater treatment and disposal works, and solid waste site works;
- 2 the encouragement amongst its members of a friendly exchange of information and experience in an effort to continuously improve the provision of water and sanitation services provided to the public; and
- 3 to facilitate continuing professional development of all personnel engaged in any aspect of the provision of water and sanitation services to the public.

Bylaws

Corporate Seal

The seal of the Association shall be a circle containing the words “Northern Territories Water and Waste Association”.

Conditions of Membership

- 1 Members in the Association shall be limited to persons interested on furthering the objectives of the Association who satisfactorily complete an application to become a member on a form approved by the Board of Directors.
- 2 Any member may withdraw from the Association by delivering to the Association a written resignation.

- 3 Any member may be required to resign, without cause, by a vote of three-quarters of the members attending the annual general meeting.
- 4 The Association shall have the following classes of membership:
 - a) active members
 - b) corporate members
 - c) honorary life members
 - d) student members
- 5 Every application for membership in the Association, other than honorary life member, shall be made in writing to the Association.
- 6 Every proposal for active membership shall be submitted to the office of Executive Director of the Association.
- 7 The annual fees for membership may be determined by the membership from time to time and membership cards shall be issued to those members who have paid the required fee.
- 8 Active membership shall be granted upon receipt of payment of the annual fees.
- 9 Every member upon joining the Association undertakes to comply with the provisions of these bylaws and any refusal or neglect to do so shall render such member liable to expulsion by a majority vote of the Board of Directors, provided that seven days notice of the intention of the Board of Directors to vote the intended expulsion shall have been given to the member, in the manner provided herein for giving notices.

Head Office

- 10 The head office of the Association shall be located at the City of Yellowknife.
- 11 The Association may relocate its head office, and establish such other offices and agencies, within Northwest Territories or Nunavut, Canada as the Board of Directors may deem expedient by resolution.

Nomination and Election of Senior Officers

- 12 The Senior Officers of the Association shall be: the President, Vice President, Immediate Past President, and Secretary Treasurer who shall be members of the Board of Directors, and the Executive Director as appointed by the Board of Directors. The Executive Director shall be a non-voting member of the Board of Directors.

- 13 Secretary Treasurer shall be elected by the membership and may hold office for more than one term consecutively.
- 14 Persons nominated shall have agreed to serve if elected.
- 15 A nomination committee shall be selected by the membership at the Annual General Meeting. Nominations shall be solicited by mail from the membership in March of each year.
- 16 All elections may be conducted by mail or at the Annual General Meeting. Announcement of candidates and voting ballots for elections by mail shall be provided to each member in July of each year.

Order of Succession

- 17 The order of succession of the Senior Officers may be Vice President, President, Immediate Past President. The term of office for each position shall be one year.

Term of Office

- 18 The term of office for all officers shall begin at the close of the annual meeting and shall end at the close of the next annual meeting, or until their successors are duly elected.
- 19 The property and business of the Association shall be managed by a board of no more than twelve (12) directors as the board may decide, of whom fifty (50) percent plus one shall constitute a quorum.

Board of Directors

- 20 The senior officers shall be resident in any one of the Territories in which the Association conducts its business.
- 21 Up to seven (7) directors may be elected. Five (5) directors shall be elected from the various geographical areas of the membership for a two-year term in the manner which follows. It is intended that only one-half of the directors be replaced each year.
- 22 Northern Director Representation should be 50% from each Territory if there are interested parties nominated to the Board, but should never exceed 75% for either Territory.
- 23 A minimum of two (2) operators shall be elected to the Board, one from each Territory, unless none of the operators nominated to the Board are interested in participating.

- 24 One (1) director who is not a resident of the Territories shall be elected for a two-year term. A second director who is not a resident of the Territories may be elected for a two-year term as the Board of Directors may deem expedient by resolution. If no person stands for the present director's position, the membership may resolve to elect a resident for a one-year period. If one non-resident position is filled, a resident may not fill the other position.
- 25 The Immediate Past President, President, Vice President, and Secretary Treasurer shall be Directors by virtue of their office.
- 26 A person representing the interests of equipment suppliers and/or contractors and/or consultants may be appointed as a director as the board of directors may deem appropriate by resolution.
- 27 The Canadian Water and Wastewater Association or the Western Canada Water Association representative, as appointed by the Board, may also be appointed by the Board as a Director of the Association.
- 28 The office of a director shall be automatically vacated:
- a) if a director shall resign his office by delivering a written resignation to the Association;
 - b) if he is found to be of unsound mind;
 - c) if, at a meeting of the members, a resolution is passed by three-quarters of the members present at the meeting that the person be removed from office as a result of failure to perform, or for conduct unbecoming an officer of this association;
 - d) on death.

provided that if any vacancy shall occur for any reason, the directors may fill the vacancy with a member in good standing of the Association.

Meetings of the Board of Directors

- 29 Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that fourteen (14) day notice of such meeting shall be sent in writing to each director and the meeting is chaired by the President or in his absence the Vice President. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

Remuneration for Directors

- 30 Directors and officers, as such, shall not receive any remuneration for their services, but, by resolution of the Board of Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and from receiving remuneration or compensation for those services.
- 31 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected. A director shall hold office until the next annual meeting of the members following his election or appointment.
- 32 The Board of Directors may exercise all such powers of the Association except those required to be exercised by members at general meetings by the Societies Act or by these bylaws.

Powers of the Board of Directors

- 33 The Board of Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ or pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objectives of the Association.
- 34 The Board of Directors may, from time to time, appoint one or more committee members whose mandate and function within the Association shall be specified. The Chair and members of each such committee shall be appointed annually upon the recommendation of the President.
- 35 The Board of Directors shall take such steps as they deem necessary to enable the Association to receive donations and benefits for the purpose of furthering the objectives of the Association.

Officers

- 36 The officers of the Association shall be President, Vice President, Immediate Past President, and Secretary Treasurer. The Executive Director shall be an officer appointed by the board.
- 37 The officers of the Association shall be elected as provided for in the bylaws. Subject to the provisions of any written employment agreement, the board may remove at its

pleasure any officer appointed by it under authority of the bylaws.

- 38 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have the authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 39 The remuneration of all officers, agents, and employees appointed by the Board of Directors shall be fixed by resolution.
- 40 The officers of the Association shall hold office for one year and until their successors are elected or appointed in their stead.

Duties of Officers

- 41 The President shall be the chief executive officer of the Association. The President shall
- a) preside at all meetings of the Association and the of the Board of Directors;
 - b) have general and active management of the Association; and
 - c) see that all orders and resolutions of the board are carried into effect.
- 42 The Immediate Past President shall chair the Nominating Committee and perform such duties as shall from time to time be imposed on that person by the Board of Directors.
- 43 The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such duties as shall from time to time be imposed on that person by the Board of Directors.
- 44 The Secretary Treasurer of the Association shall:
- a) have custody of the corporate funds and securities;
 - b) cause to be kept full and accurate accounts of all assets, liabilities, receipts, and disbursements belonging to the Association following sound accounting practise;
 - c) shall attend all sessions of the Board of Directors and all meeting of the members and act as clerk thereof and cause to be recorded all votes and minutes of all proceedings in books kept for that purpose;
 - d) cause notice to be given of all meetings of the members, and of the Board of Directors or President;
 - e) be under the supervision of the President; and
 - f) be custodian of the SEAL of the Association.

45 The Executive Director of the Association is the chief employee of the Association responsible for the day to day direction of the affairs of the Association, under the direction of the President and the Board of Directors.

Indemnities to Directors and Others

46 Every director or officer of the Association or other person who is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors, and administrators, estate and effects, 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:

- a) all costs, charges and expenses whatsoever which that director, officer, or other person sustains or incurs on or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and/or
- b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges, or expenses as are occasioned by his wilful neglect or default.

Meetings of the Membership

47 The annual or any other general meeting of the members of the Association shall be held in Canada as the board of directors may designate, on such day as the board shall appoint. At every annual meeting, in addition to any other business that may be transacted, there will be presented:

- a) the report of the directors;
- b) the financial statement; and
- c) the report of the auditors appointed for the ensuing year
- d) other reports concerning business or activities of the association.

48 The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors, or the President shall have power to call a general meeting of the members of the Association at any time.

49 Normally, fourteen (14) days prior written notice shall be given to each member of any annual or special general meeting of members. Ten (10) members, who are not members of the Board of Directors, present in person at the meeting shall constitute a quorum. Each member present at the meeting shall have the right to exercise one vote. A member who cannot be present may transmit by electronic or other means a proxy and vote on

any

business before the members. Such a proxy may be exercised by another member, who informs the President prior to the commencement of any meeting, or by the office of the Association represented by the Executive Director. The Secretary Treasurer shall record or cause to be recorded any and all proxy votes.

- 50 No error or omission in giving notice of any special meeting or any adjourned meeting of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat, any members may at any time waive notice of such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice either by mail or through electronic means to any member, director, or officer of any meeting or otherwise, the address of the member, director, or office shall be that person's last address recorded by the Association.

Amendment of Bylaws

- 51 The bylaws of the Association may be rescinded, altered to, or added to at the Annual General Meeting or by an "extraordinary resolution" as defined in section 6(1) of the *Societies Act* and not otherwise. No rescission, alteration, or addition has any effect until it has been registered by the Registrar of Societies.
- 52 At all meetings of members of the Association every question shall be determined by a majority of votes unless otherwise governed by the *Societies Act* or by these bylaws.
- 53 The financial year of the Association shall be July 1 to June 30.

Auditors

- 54 The members shall at each annual meeting appoint an auditor to audit the accounts of the Association to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

Signature and Certification of Documents

- 55 Contracts, documents, or any instruments in writing requiring the signature of the Association shall be signed by any two of the President, Vice President, or Secretary Treasurer and all contracts, documents, or instruments so signed shall be binding on the Association without further authorization of formality. The directors shall have power from time to time, by resolution, to appoint an officer or officers on behalf of the Association to sign contracts, documents, or instruments in writing. The SEAL of the Association when required may be affixed to contracts, documents, or instruments in writing as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

56 The Board of Directors may prescribe such rules and regulations consistent with these bylaws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall be confirmed, and default of confirmation at such annual meeting of members shall at and from time to time cease to have force and effect.

Interpretation

57 In these bylaws, and in all other bylaws of the Association hereafter passed unless the context otherwise requires, words purporting the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

