

# **Constitution - Final Copy as of July 26, 2005**

## **Saskatchewan Water and Wastewater Association Incorporated**

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### **Article 1 Name**

- A. 1. The name of the Association shall be the "Saskatchewan Water and Wastewater Association Incorporated".
- 2. The name of the Association may be abbreviated "SWWA".
- B. 1. The Saskatchewan Water and Wastewater Association Incorporated shall be hereinafter referred to as the "Association".

### **Article 2 Objective**

- A. 1. The objective of the Association is to provide an opportunity for education, training, professional development and skill enhancement to the staff involved in the day to day operation and maintenance of water and wastewater systems.

### **Article 3 Registered Office**

- A. 1. The registered office of the Association shall be at the location of the secretary unless otherwise specified by the Board of Directors.

### **Article 4 Corporate Seal**

- A. 1. The Corporate seal shall contain the registered name of the Association and the year founded.
- A. 2. The Corporate seal shall only be used by the Board of Directors.
- A. 3. The Corporate seal shall be kept in the custody of the secretary unless otherwise specified by the Board of Directors.

### **Article 5 Membership**

- A. 1. Regular Members.  
Regular members shall be defined as employees involved in the operation of maintenance of water and wastewater systems located in Saskatchewan.

1.1 Each regular member in good standing has the right to one vote, when the regular members are asked to vote.

1.2 A regular member in good standing is eligible to be considered for appointment to any committee, and to aspire to any office of the Association.

A. 2. Associate Member

2.1 Associate members shall be defined as a person or agency that has an interest in, but does not operate or maintain a water and/or wastewater system located in Saskatchewan.

2.2 There shall be two types of associate members.

2.3 "Associate Agency Member" is defined as a person not employed in operating and/or maintaining a water and/or wastewater system, but who has an interest in this field.

2.4 "Associate Supplier Member" shall be defined as a company and/or person in the business of supplying goods and/or services to the water and/or wastewater industry.

2.5 Each associate member in good standing is eligible to be considered for appointment to any committee by the Board of Directors.

A. 3. Life Members

A. 3.1 Life members shall be persons who have been members of the Association that have retired from active employment and whom the Board has conferred as life members. They shall be afforded the same privileges as members and will be entitled to annual membership for life at no charge.

B. 1. Membership applications shall be classified and processed by the membership committee.

C. 1. Membership Fees shall be set by the Board of Directors. At no time will fees be increased by more than 20 % without authorization of the general membership.

D. 1. Each regular and associate member is in good standing if the annual dues have been paid and the membership has not been suspended or revoked.

E. 1. Each regular and associate member has the duty to support the objectives of the Association, its Board of Directors, and fellow members. Members should attend and participate in all general meetings and committees to which they may be appointed. All members shall pay the dues set by the Board of Directors.

F. 1. Any membership may be suspended or revoked, by the Board of Directors, for conduct prejudicial to the Association.

G. 1. Any member may tender his/her resignation to the membership committee. Upon termination of membership, the member is not entitled to any refund or membership fees paid.

H. 2. In the event any current member is no longer eligible for membership as stated in article 5.A of the constitution, he/she shall be considered a member in good standing, and entitled to all privileges thereof, for a period of six months from the date eligibility ceased.

## Article 6 Board of Directors

- A.1. The Board of Directors, herein after called the "Board" shall be responsible for conducting the business of the Association.
- B.1. The Board shall consist of not less than five and nor greater than thirteen members, of which not less than five be elected and not more than three be appointed.
- B. 2. Only regular members may aspire to an elected office of the Association.
- C.1. The Board shall always consist of an odd number of voting members.
- D. 1. Only members of the Board can vote at Board meetings.
- E. 1. The Board shall have the authority to appoint not more than three members in good standing to the Board, and to grant voting privileges to appointed Board members as deemed necessary.
- E 2. Appointed Board members shall only be allowed to hold the position of Directors. The duration of the term shall be at the discretion of the Board.
- E 3. The president, at the discretion of the Board, shall petition the provincial government and the supplier members to submit names of individuals they wish to represent them, to the Board. The Board, at its discretion, shall select one or more from each for appointment to the Board.
  
- F. 1. Except at stated in F.1.1.1 of the constitution, the Board shall consist of the following offices: Past President, President, Vice President, secretary, treasurer, and Directors.”
  - 1.1 The immediate past president shall serve a two year term on the Board. In the event that the president is elected to a second term, the past president position shall be eliminated and one more Director shall be elected to the Board.
  - 1.2 Each Director shall hold office for a term of two years.
  - 1.3 The nominee for president shall be a current elected Board member nominated by the Board.
  - 1.4 The president cannot serve more than two consecutive terms.
  - 1.5 The nominee for Vice President shall be a current elected Board member nominated by the Board.
  - 1.6 One half, or as close thereto, of the elected members of the Board shall be elected one year, and the other half, or as close thereto, shall be elected the following year.
  - 1.7 Elected Directors can only serve four consecutive terms. Any member can stand for election providing their consecutive service on the Board of Directors never exceeds four terms.
- F. 2. In the event that an elected position on the Board is vacated before the term expires, it may be filled by appointment by the Board until the next general meeting, at which time the position shall be filled by election to serve the balance of the term. This appointment shall be exempt from article 6.B.1. of the constitution.
- G. 1. The Board may, by majority vote, appoint and/or terminate any committee needed to carry out the business of the Association, and set guidelines, objectives and criteria under which the committee shall function.

- G. 2. The Board may, by majority vote, appoint any member in good standing to represent the Association on any committee as may be required, or may terminate any appointment as deemed necessary.

#### **Article 7 Duties of Board Members**

- A. 1. The president shall be the chief executive officer of the Association and shall, to the best of his/her ability, to ensure that the goals and objectives of the Association are pursued.
- A.2. The president shall chair meetings of the Association and Board of Directors.
- B. 1. The vice president shall, when requested to do so by the president or in the absence of the president, assume the duties of president.
- C.1. The secretary, unless otherwise specified by the Board of Directors, shall record minutes of all general and Board meetings of the Association.
- D. 1. The Directors shall manage the affairs of the Association.
- D. 2. The Directors and officers of the Association shall conduct themselves honestly and faithfully and shall exercise care and diligence in the execution of their duties.
- E.1. The treasurer shall maintain the financial records of the Association.
- F. 1. Board of Directors meetings are held at the discretion of the President, or may be called by the Board of Directors provided 50 % of the Directors are in agreement, and a quorum at these meetings shall be 1/2 of the Board of Directors.

#### **Article 8 Elections**

- A. 1. Elections for Directors shall be held at the regular annual meeting of the Association in accordance with Article 6.B.2 and 6.F.1.6. of the constitution.
- B. 1. Voting procedure shall be in accordance with Articles 5.A.1.2. and 5.A.1.3. of the constitution.
- B. 2. Voting during elections shall be conducted by secret ballot.
- B. 3.1 All candidates names shall appear on the ballot.
- B.3.2 All candidates have the right to briefly address the membership prior to the casting of ballots.
- B.4. Ballots shall be distributed and counted by two Board members and two other members. These members must not have nominated or seconded a nomination, or be aspiring to office.
- C.1. In the event that expired term positions and partial term positions must be filled, the candidates receiving the highest number of votes shall be declared elected in the expired term positions, and the candidates receiving the next highest number of votes shall be declared elected to complete the partial term positions.
- D.1. In the event a tie exists for any position other than the president and/or vice president, the election chairman shall instruct that the ballots be recounted. If a tie still exists, the candidate's names shall be placed in a draw. One name at a time shall be drawn and declared elected until all positions have been filled.
- D.2. In the event a tie exists for the positions of president and/or vice president, the election chairman shall instruct that the ballots be recounted. If a tie still exists, the election chairman shall call for a second ballot to be cast. If a tie exists on the second ballot, the election chairman shall instruct that the ballots be recounted. If

a tie still exists, the candidates names shall be placed in a draw. One name at a time shall be drawn and declared elected until all position have been filled.

- E.1. The term of the executive shall begin with the first executive meeting following the Annual General Meeting.

### **Article 9 Membership Meetings**

- A. 1. At least one annual meeting of the membership shall be called by the president of the Association.  
2. Meetings of the membership shall be announced to the members not less than twenty one days prior to the meeting date.  
3. Ten percent of the regular membership shall constitute a quorum for a membership meeting.
- B. 1. Special meetings of the membership may be called by the president, at the discretion of the Board, and shall be in accordance with articles 9.A.2 and 9.A.3 of the constitution.

### **Article 10 Financial Affairs**

- A. 1. The fiscal year of the Association shall end on the thirty first day of July of each year.
- B. 1. The Directors of the Association shall cause to be kept proper records and accounts of all transactions of the Association.  
2. The financial records of the Association shall be audited annually not later than eight weeks after the fiscal year end of the Association.  
3. The person and/or agency conducting the audit must be competent in generally accepted book keeping and auditing procedures.  
4. A copy of the audited financial statement and auditors report shall be presented to the membership at the annual meeting.  
5. The Board shall approve the financial statements and shall evidence their approval by the signatures of the president, treasurer and other Director.  
6. No financial statement shall be released or circulated unless it has been approved by the Directors and is accompanied by the report of the auditor.
- C. 1. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the Association shall receive any remuneration for services. Officers of the organization will be paid for expenses incurred in carrying out their duties as an Officer of the Association.

### **Article 11 Amendments**

- A. 1. This constitution may be amended by a written notice of motion submitted by any regular member to the Board not less than thirty days prior to the date of the annual meeting.  
2. The notice of motion shall carry the signatures of the mover, the seconder and one other regular member.
- B. 1. A two thirds majority vote by the regular members present is required for adoption of amendments.

## **Article 12 Liquidation and Dissolution**

- A. 1. Dissolution of the Association shall be initiated by written notice of motion submitted to the Board by any regular member not less than thirty days prior to the annual meeting.
- B. 1. A two thirds majority vote by the regular members present is required for passage of the motion to dissolve.
- C. 1. The liquidation and dispersal of assets shall be executed, by the last duly elected Board, as directed by the majority of the regular members present.  
2. Commencement of dissolution shall begin not less than one hundred eighty days after passage of the motion to dissolve and shall be completed within fourteen months of that date.

This Constitution was adopted on September 15, 1983.

This Constitution was amended on September 30, 1993.

This Constitution was amended on November 3<sup>rd</sup>, 2005.