

South Saskatchewan River Watershed Stewards Inc.
ARTICLES OF INCORPORATION

Incorporation April 17, 2007
Bylaws Ratified June 23, 2008

1. Name of the corporation:
South Saskatchewan River Watershed Stewards Inc.
2. The municipality in which the registered office is to be situated:
Town of Outlook
3. The classes of membership:
One Class
4. Right, if any to transfer membership:
None
5. Number of directors:
Minimum of 4 and a maximum of 13
6. The corporation is: a membership corporation
7. Restrictions, if any, on activities the corporation may carry on or on powers the corporation may provide:
None
8. Persons to whom remaining property may is to be distributed in the course of liquidations and dissolution of the corporation:

any funds or assets remaining after paying all debts, the remaining property of the Corporation shall, in the course of liquidation and dissolution, be assigned or transferred to a non-profit corporation with similar goals and objectives, as the Board of Director's see fit by 2/3 majority vote.
9. Other provisions, if any: None
10. Incorporators: Interim Board of Directors

South Saskatchewan River Watershed Stewards Inc.

BYLAWS

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BYLAWS

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Article 1 – Preamble

1.1 The Corporation

The name of the Corporation is South Saskatchewan River Watershed Stewards Inc, which may also be known, or referred to as SSRWSI or the Corporation.

1.2 The Bylaws

The following articles set forth the bylaws of the South Saskatchewan River Watershed Stewards Inc.

Article 2 – Definitions

2.1 In these and all other bylaws of the Corporation, unless the context otherwise requires or specifies:

2.1.1 “Act” means *The Non-Profit Corporations Act, 1995* as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the Corporation shall be read as referring to the amended provisions;

2.1.2 “the Corporation” means the South Saskatchewan River Watershed Stewards Inc.;

2.1.3 South Saskatchewan River Watershed means that area within the Province of Saskatchewan bounded by an elevated boundary contained by its drainage divide and subject to surface and subsurface drainage under gravity to the South Saskatchewan River except the Swift Current Creek watershed;

2.1.4 “the directors,” “board” and “board of directors” means the directors of the Corporation for the time being;

2.1.5 the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms;

2.1.6 all terms contained in the bylaws and which are defined in the *Act* shall have the meanings given to such terms in the *Act*;

2.1.7 words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;

- 2.1.8 “member” means a regular or full member;
- 2.1.9 Executive means the Chair, Vice Chair Secretary and Treasurer of the Board;
- 2.1.10 Employee means a person(s) hired by the South Saskatchewan River Watershed Stewards Inc.
- 2.1.11 Any notice required or permitted to be given to any of the parties of the Corporation shall be in writing and may be given by prepaid registered post, electronic facsimile transmission or other means of electronic communication capable of producing a printed copy to the address of such party first above stated or such other address as such party may have specified by notice in writing to the other parties and any such notice shall be deemed to have been given and received by the party to whom it was addressed if mailed, on the third day following the mailing thereof, if by facsimile or other electronic communication, on successful transmission, or, if delivered, on delivery; but if at the time of mailing or between the time of mailing and the third business day thereafter there is a strike, lockout, or other labour disturbance affecting postal service, then the notice shall not be effectively given until actually delivered. Either party may in any manner aforesaid give notice to the other party of any change of address thereof and thereafter the new address shall be the address of such party hereunder for the purpose of giving notice hereunder.
- 2.1.12 Governance unit, for the purposes of this document, means one of the following; urban municipality, rural municipality or First Nations.
- 2.1.13 Special interest groups, for the purposes of this document mean entities based in the South Saskatchewan River Watershed with similar goals and objectives to South Saskatchewan River Watershed Stewards Inc.

Article 3 –Goals of the Corporation

- 3.1 The board of directors shall facilitate the planning and implementation of the South Saskatchewan River Source Water Protection Plan, which will be established by the Watershed Advisory Committees.
- 3.2 By Consensus, the Watershed Advisory Committees shall establish the Mission, Vision and Goals of the Corporation.

Article 4 – Membership

- 4.1 The membership of the Corporation shall consist of regular members.
- 4.2 A regular member is entitled to all privileges of membership including the right to vote at meetings of members.

- 4.3 Any membership entity may withdraw from the Corporation, provided that notification is provided in writing.
- 4.4 Membership of the Corporation shall be open to Rural Municipalities, First Nation Reserves, Urban Municipalities and entities with similar goals and objectives within the South Saskatchewan River Watershed.
- 4.5 **Membership Fees**
- 4.5.1 The amounts levied by the Corporation, through membership fees, shall be used exclusively in the furtherance of the goals of the Corporation;
- 4.5.2 Membership fees payable to the South Saskatchewan River Watershed Stewards Inc. shall be fixed for the first 3 years of operation and then reviewed annually by the Board. The fee structure may differ for a specific group or groups of the membership;
- 4.5.3 Membership fees are not pro-ratable;
- 4.5.4 There shall be no transfer of membership.

Article 5 – Meetings of the Corporation

- 5.1 An annual meeting of the members shall be held within 90 days of the fiscal year end at a time and place to be fixed by the previous annual meeting or by the directors.
- 5.2 A notice will be mailed, delivered or delivered electronically to each member at least 45 days before the annual general meeting. This notice states the place, date and time of the annual general meeting.
- 5.3 Attendance by at least one third (1/3) of the board members at the annual general meeting is a quorum.
- 5.4 **Voting**
- 5.4.1 Each member has one (1) vote. A show of hands decides every vote at every meeting. A ballot is to be used if at least two (2) members request it;
- 5.4.2 The chairperson does not have a second vote in the case of a tie vote. If there is a tie vote, the motion is defeated. The chairperson is to vote at the same time as other members;
- 5.4.3 A member may not vote by proxy;
- 5.4.4 A simple majority of those present is required to carry a vote.

Article 6 - Watershed Advisory Committees (WAC's)

- 6.1 The Corporation shall establish three (3) membership Watershed Advisory Committees: (see Appendix A for maps delineating each WAC area)
- (i) The North Watershed Advisory Committee,
 - (ii) The Lake Diefenbaker Watershed Advisory Committee and
 - (iii) The West Watershed Advisory Committee
- 6.2 Application and approval for a Corporation membership shall be reviewed by the Watershed Advisory Committee, by which, the corresponding Rural Municipality's, First Nation Reserve's, Urban Municipality's or other entity's mailing address is within.
- 6.3 Each Watershed Advisory Committee shall meet at a minimum of once (1) annually to provide direction and guidance to the board of directors and watershed employee for local source watershed protection initiatives.
- 6.4 Watershed Advisory Committee's meetings are to be coordinated by the directors or watershed employee.
- 6.5 Watershed Advisory Committees shall, among themselves, elect a Chairperson and or Vice Chairperson.

Article 7 – Directors

- 7.1 The Board of Directors shall manage the business and affairs of the Corporation.
- 7.2 **Board of Directors Membership**
- 7.2.1 The Board of Directors shall consist of a minimum of four (4) and a maximum of thirteen (13) members.
- 7.2.2 The Board shall cause to be elected:
- (i) Three (3) representatives from the committee known as the North Watershed Advisory Committee, two (2) of which are elected from governance units, and one (1) of which is elected from a special interest group;
 - (ii) Three (3) representatives from the committee known as the Lake Diefenbaker Watershed Advisory Committee, two (2) of which are elected from governance units, and one (1) of which is elected from a special interest group;

- (iii) Three (3) representatives from the committee known as the West Watershed Advisory Committee, two (2) of which are elected from governance units, and one (1) of which is elected from a special interest group;
- (iv) The Board may fill vacancies as needed in sections 7.2.2 (i), (ii), and (iii) above.

7.2.3 The Board will also accept the following appointments:

- (i) A minimum of one (1) representative and a maximum of two (2) from the City of Saskatoon;
- (ii) One (1) representative from Meewasin Valley Authority;
- (iii) One (1) representative from South Saskatchewan River Watershed First Nations.

7.3 **Director Terms**

7.3.1 Board of Directors shall be determined as follows:

- (i) All Directors are to be elected for a two (2) year term at their respective Annual Watershed Advisory Committee meetings;
- (ii) Directors are to be elected on a staggered two (2) year basis after the first meeting of the Watershed Advisory Committees;
- (iii) For the initial appointments, half ($\frac{1}{2}$) of each Watershed Advisory Committee shall be for two (2) years and the other half ($\frac{1}{2}$) for one year;
- (iv) These are to be determined randomly.

7.3.2 A director must:

- (a) be of legal age;
- (b) be of sound mind;
- (c) not be an employee of the Corporation;
- (d) be a representative of a member in good standing;
- (e) not be convicted of an indictable offence;
- (f) not be absent from three (3) consecutive meetings of the Board, unless the Board has given prior consent or concludes that there was an adequate reason for such absence.

- 7.4 A majority vote of the Board may appoint a member representative to fill a vacancy for the position of Director without public notice.
- 7.5 A director ceases to hold office:
- a) when he/she is removed from office by the members;
 - b) when he/she ceases to be qualified for appointment as a Director;
 - c) when his/her written resignation is sent or delivered to the Corporation; or if a time is specified in such resignation, at the time so specified, whichever is later;
 - d) upon death.
- 7.6 A quorum for the transaction of any business of any meeting of the Board of Directors shall be a simple majority of the Board present.
- 7.7 Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as quorum remains in office.
- 7.8 Meetings of the Board shall be held at such time and place as the Board, the Chair of the Board, the Watershed Coordinator and/or any two directors may determine. The Board of Directors must be convened at least quarterly.

Article 8 – Officers of the Board of Directors

- 8.1 The Board will annually appoint from among its members (at the earliest scheduled Directors' Meeting after the Annual General Meeting) a Chair, Vice-Chair, Secretary and Treasurer and such other directors as the Board may determine. The Board may specify the duties of and in accordance with this bylaw and subject to the provisions of the Act, delegate to such officers' powers to manage the business and affairs of the Corporation.
- 8.2 In the absence of the employees of the Corporation, the Board may assign to any directors any of the powers and duties that are by any provisions of this bylaw assigned to the employee(s) of the corporation. She/He shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify.
- 8.3 The Vice-Chair shall assume the responsibilities of the Chair of the Board upon the Chair's absence or incapacity until a new Chair is appointed.
- 8.4 For the purposes of this Corporation, the Treasurer shall keep proper accounting records in compliance with the Act and shall perform the normal functions of this office.
- 8.5 Secretary and Treasurer may be represented by one or two directors.

Article 9 – Protection of Directors, Officers and others

- 9.1 Directors are representatives of the membership agencies and as representatives of their respective municipality are already covered for liability. A letter from each membership agency, naming the representative to the Corporation, is required annually.
- 9.2 Where necessary, the Corporation shall purchase and maintain insurance for the benefit of the Directors, Officers and others against liabilities incurred while exercising their duties and responsibilities of the Corporation.

Article 10 – Business of the Corporation

- 10.1 The fiscal year of the Corporation shall end on the 31st day of December.
- 10.2 The registered office of the Corporation is located at:
410 Saskatchewan Avenue West
P.O. Box 662
Outlook, Saskatchewan S0L 2N0
- 10.3 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Corporation by two (2) persons who hold either the office of the Chair of the Board, Vice Chair of the Board, Secretary and Treasurer or by those assigned by the Board of Directors.
- 10.4 The banking business of the Corporation including without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any parts thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
- 10.5 **Provisions**
- 10.5.1 Reasonable expenses incurred while carrying out duties of the Corporation may be reimbursed upon Board approval;
- 10.5.2 Where an officer, director or employee of the Corporation is appointed to another body on behalf of the Corporation, the Corporation shall pay the director's remuneration and expenses.

Article 11 – Rules of Order

- 11.1 All meetings of the Corporation shall adhere to the general rules and rules of as detailed in "Roberts Rules of Order."

Article 12 – Amending the Bylaws

- 12.1 These bylaws may be cancelled, altered or added to by a resolution at any annual general or special general meeting of the Corporation.
- 12.2 The Forty-five (45) days notice of the annual general or special general meeting of the Corporation must include details of the proposed resolution to change the bylaws.
- 12.3 The amended bylaws take effect after approval of the resolution at the annual general meeting or special general meeting and accepted by the Corporate Registry of Saskatchewan.
- 12.4 The bylaws of the Corporation are to be reviewed annually to ensure that the organizational structure continues to meet the Corporation's goals and objectives.

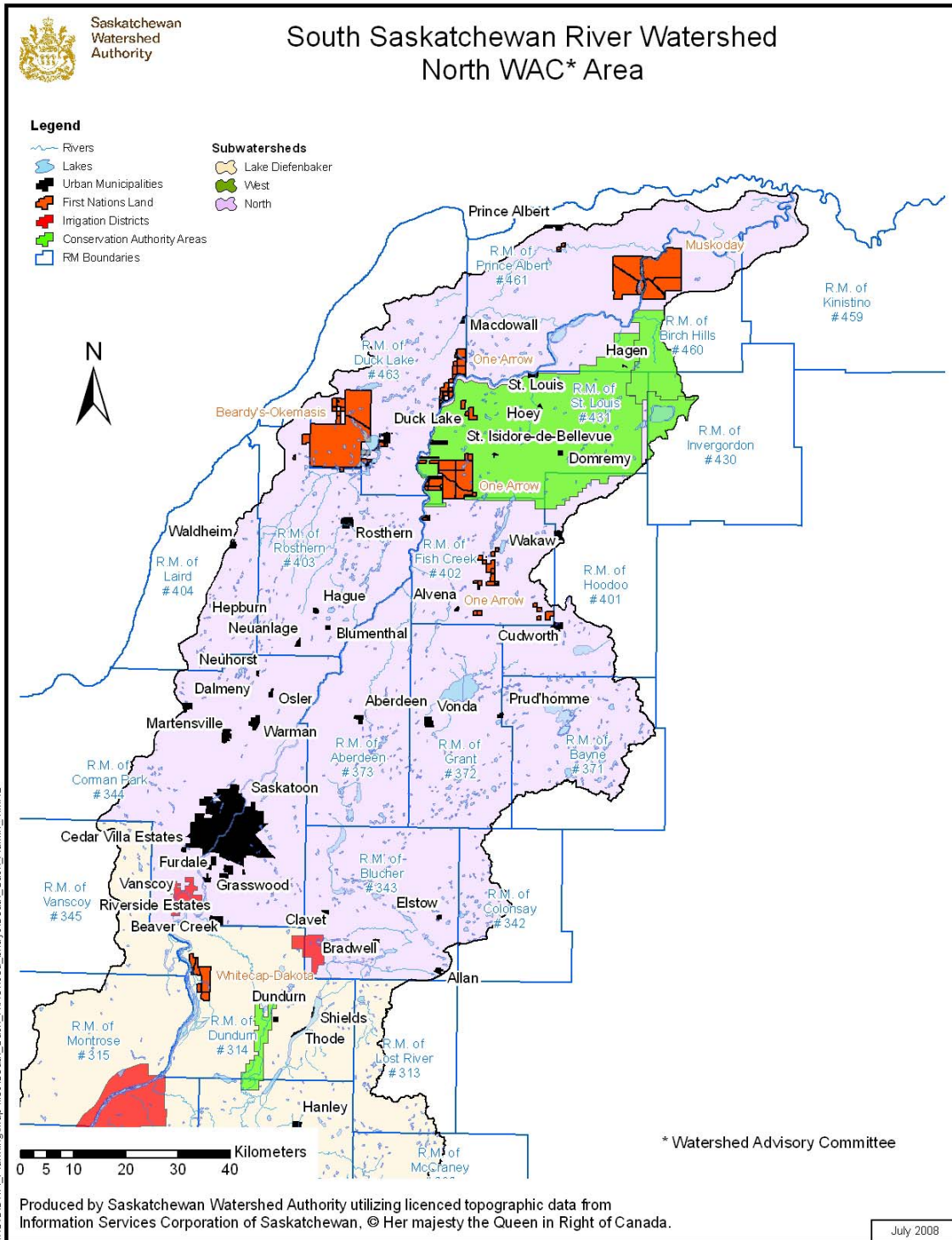
Article 13 – Distributing Assets and Dissolving the Corporation

- 13.1 The Corporation does not pay any dividends or distribute its property among its members.
- 13.2 The Corporation may be dissolved by a two thirds (2/3) majority vote of all members at the annual general meeting or special general meeting.
- 13.3 If the Corporation is dissolved, any funds or assets remaining after paying all debts, the remaining property of the Corporation shall, in the course of liquidation and dissolution, be assigned or transferred to a non-profit corporation with similar goals and objectives, as the Board of Directors see fit by 2/3 majority vote.

SSRWSI BYLAWS: APPENDIX A

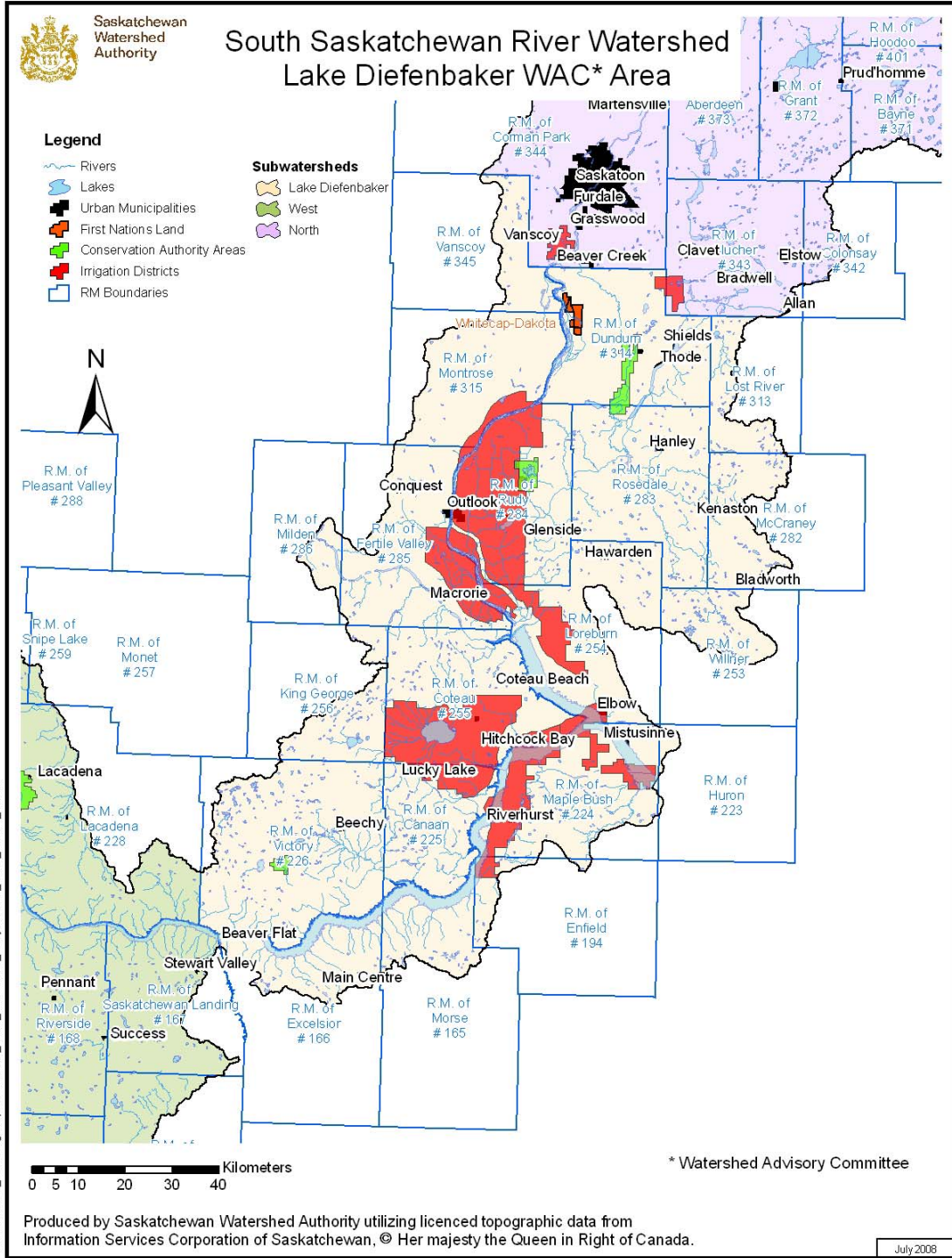
Maps of the Watershed Advisory Committee (WAC) areas

(i) The North Watershed Advisory Committee area:



SSRWSI BYLAWS: APPENDIX A (cont'd)
 Maps of the Watershed Advisory Committee (WAC) areas

(ii) The Lake Diefenbaker Watershed Advisory Committee area:



SSRWSI BYLAWS: APPENDIX A (cont'd)
 Maps of the Watershed Advisory Committee (WAC) areas

(iii) The West Watershed Advisory Committee area:

