

Coastal Water Suppliers Association
Constitution Revision approved on April 22, 2021

Incorporated under the Society Act of British Columbia on March 24, 2000

CONSTITUTION

Part 1 Name

The name of this society shall be COASTAL WATER SUPPLIERS ASSOCIATION hereafter called the “Association” or the “Society”.

Part 2 Purposes of the Association

The Purposes of the Association are:

1. Representation

To act as the credible voice of community water purveyors on Vancouver Island, the Gulf Islands and the Sunshine Coast.

2. Education

To help members access resources to improve levels of training and education for staff and board.

3. Government Lobbying

To preserve and protect the long-term interests of its members by lobbying governments and providing input into legislation and regulations that affect our members.

4. Affiliations With Water – Related Industrial Associations

To promote cooperation and industry - wide understanding, by maintaining alliances with related organizations such as the American Water Works Association, the B.C. Water and Waste Association and others.

5. Communications

To promote stronger relationships and cooperation among members with regular communications and information sharing.

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BYLAWS

The bylaws of the Coastal Water Suppliers Association are as follows:

Part 1 Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the directors of the society for the time being;
 - “**delegate**” means the person assigned by each full member organization to act on its behalf at general meetings of the association.
 - “**society**” shall mean the society known as the Coastal Water Suppliers Association;
 - “**registered address**” of a member means the member’s address as recorded in the register of members;
 - “**Society Act**” means the *Society Act*, R.S.B.C., 1996, c. 433 of British Columbia,
 - “**Repealed by the**”
 - “**Societies Act**” means the *Societies Act*, S.B.C., 2015, c. 18 of British Columbia from time to time in force and all amendments to it.
- (2) The definitions in the *Societies Act*, S.B.C., 2015, c. 18 of British Columbia on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation or business, and a water purveyor.

Part 2 Membership and Voting

3. Membership of the society is made up of water purveyors and associate members as follows:

Water purveyors are:

 - Improvement Districts, Municipalities or Regional Districts incorporated under the Local Government Act or Water Act
 - Private water purveyors

Associate Members are:

 - Any corporation or business providing resources of support to those engaged in the delivery of domestic water supplies.

A water purveyor in good standing is entitled to appoint one member of its board or staff to participate in the affairs of the society as a voting delegate. An associate member in good standing is entitled to appoint one member of its board or staff to participate in the affairs of the society as a voting delegate. Each voting delegate shall have one vote.
4. An eligible person may apply to the directors for membership in the society and on acceptance by the directors and payment of membership dues is a member or associate member, as the case may be.

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5. Every member and associate member must uphold the constitution and comply with these bylaws.
6. The annual membership dues must be determined at the annual general meeting of the society.
7. A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
8.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 Meetings of Members

10. General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the directors decide.
 - a) Virtual meetings are permitted so long as participants have equal opportunities to hear and be heard during the proceedings.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13.
 - (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year between May 1 and June 30 and not more than fifteen months after the holding of the last preceding annual general meeting.

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Part 4 Proceedings at General Meetings

15. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
16.
 - (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is three members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned no later than 90 days to a day, time, and place, to be named at the discretion of the directors.
18. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors' present, must preside as chair of a general meeting.
19. If at a general meeting:
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
20.
 - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

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21. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
(2) In the case of tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
22. (1)(a) A member water purveyor, in good standing, represented at a meeting of members is entitled to one vote, which vote is to be cast by a delegate of the water purveyor.
(b) An associate member, in good standing, represented at a meeting of members is entitled to vote, which vote is to be cast by a delegate of the associate member.
(2) Voting is by show of hands.
(3) Voting by proxy is not permitted.

Part 5 Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
25. (1) A Board of Directors and Officers of the society shall be made up of five (5) directors.
(2) An Administrator will be appointed - voting if eligible to be a member delegate.
(3) Eligibility for directors and officers is limited to councillor, trustee, director and employee delegates of member water purveyors and associate members in good standing.
(4) The president and vice-president shall be elected annually from among the directors and by the directors, no director shall hold more than one officer position.
26. (1) The terms for each position shall be two years, with two or three of the directors to be elected each year so as to stagger the terms.
(2) Separate elections must be held for each office to be filled.
(3) An election may be by acclamation, otherwise it must be by ballot.
(4) If a successor is not elected, the person previously elected or appointed continues to hold office.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society but is eligible for re-election at the meeting to fill a full two-year term or the remaining year of a two-year term as established at Bylaw 26 (1) above.

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28. (1) A director whose status as a trustee or employee delegate of a member in good standing terminates, may continue as a director or officer until the conclusion of the next annual general meeting.
(2) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
(3) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in the office.
29. The members may, by special resolution, remove a director, before the expiration of his or her term of office and may elect a successor to complete the term of office.
30. (1) A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
(2) The administrator shall receive an honorarium, the amount of which shall be decided by the Board of Directors from time to time.

Part 6 Proceedings of the Directors

31. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
 - a) Virtual meetings are an acceptable substitution for in-person meetings.(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of the number to be the chair at that meeting.
(4) A director may at any time request a meeting of the directors, and the administrator, on the request of a director must convene a meeting of the directors.
(5) All matter of procedure not prescribed by bylaw or resolution of the directors or members shall be conducted in accordance with Robert's Rules of Order.
32. (1) The directors may delegate any, but not all, of the powers to committees consisting of the director or directors as they think fit.
(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

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34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
37. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
(2) In the case of a tie vote, the chair does not have a second or casting vote.
38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
 - (a) An electronic document such as a group e-mail including a resolution consented to by all directors is also valid and effective as if regularly passed at a meeting of directors.

Part 7 Board Positions, Election or Appointment to Board positions

40. Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
 - (a) president also known as chair;
 - (b) vice-president;
 - (c) secretary also known as administrator;
 - (d) treasurer also known as administrator.

Directors at Large

- (1) Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- (2) The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

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Role of vice-president

(3) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary also known as administrator

(4) The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary/administrator from meeting

(4) In the absence of the secretary/administrator from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer also known as administrator

(5) The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Part 8 Duties of Officers

- 40. (1) The president presides at all meetings of the society and of the directors.
(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 41. The vice president must carry out the duties of the president during the president's absence.
- 42. The administrator must do the following:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.

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43. The administrator must:
 - (a) keep the financial records, including books of account, necessary to comply with the *Societies Act*, S.B.C., 2015, c. 18 of British Columbia and
 - (b) render financial statements to the directors, members and others when required.
44. In the absence of the administrator from a meeting, the directors must appoint another person to act as recording secretary at the meeting.
45. (1) Officers (president, vice-president, and administrator) of the society shall have signing authority and any two shall have to sign, one of those shall be the administrator.
(2) Notwithstanding 45 (1) above, a director who is not an officer may also have signing authority if authorized by a resolution of the directors.

Part 9 Seal

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 10 Borrowing

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
49. A debenture must not be issued without the authorization of a special resolution.
50. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next general meeting.

Part 11 Auditor

51. This Part applies only if the society is required or has resolved to have an auditor.
52. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor must be promptly informed in writing of the auditor's appointment or removal.

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- 56. A director or employee of the society must not be its auditor.
- 57. The auditor may attend general meetings.

Part 12 Notices to Members

- 58. A notice may be given to a member, either personally, by email or by mail to the member at the members' registered address.
- 59. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60. (1) Notice of a general meeting must be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 11 applies.(2) No other person is entitled to receive a notice of a general meeting.

Part 13 Bylaws

- (1) On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- (2) These bylaws must not be altered or added to except by special resolution.
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