

**MARITIME PROVINCES WATER AND WASTEWATER ASSOCIATION
(the "Society")**

SPECIAL RESOLUTION – AMEND BY- LAWS

BE IT RESOLVED as a Special Resolution of the Society that:

1. The existing By-Laws of the Society be and are hereby amended as follows:

2.2 The Society shall consist of five (5) membership classifications referred to as members herein:

(a) A person who is actively involved in the daily on-site operation of a water distribution, water treatment, wastewater collection or wastewater treatment system or is directly responsible for the daily operation of such a facility, or is deemed to be a certified operator by the jurisdiction in which that person resides, or as determined by review and acceptance by 75% of the voting members of the Board, may become a "Member" of the Society with full voting privileges;

(d) A "Life Member" shall be a person who has:

- i) served as a Member of MPWWA for a period of 25 years or more; or
- ii) served on the Board of MPWWA for a period of 20 years or more; and
- iii) has no voting privileges except if they meet the criteria under 2.2(a)

A "Life Member" shall be elected by the Board and shall pay no membership dues for life, shall receive a complimentary copy of the newsletter and shall be invited to attend the Annual Seminar at the Life Member's own expense. Banquet attendance shall be complimentary.

(e) An "Honorary Member" shall be a person who has demonstrated extraordinary service to the Society. An "Honorary Member" shall be elected by a secret ballot vote of not less than two-thirds of the Directors and a minimum of 90% of the votes shall be affirmative. No election to the Honorary Membership shall be made which will cause the total number of living Honorary Members to exceed a ration of five (5) Honorary Members to every two hundred (200) Members of the Society.

An Honorary Member shall:

- i) be elected for life and pay no membership dues; and
- ii) have no voting privileges, except if they meet the criteria under 2.2(a) ; and
- iii) receive a complimentary copy of the newsletter.

7.1 The Board shall consist of such number of Directors and be elected in accordance with procedures established and approved by the Board subject to compliance with the Act and these By Laws. Elections shall be held at each Annual Meeting. Nominations to the Board shall be made from the floor.

7.2.2 The terms of the Secretary and Treasurer as Director and Officer shall be two years. The term shall commence following the turning over of the gavel of office during the Annual General Meeting at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the Annual General Meeting at which their term expires.

8.2 Amendments to these By-laws may be proposed by either an affirmative vote of a majority of the Board, or by written petition signed by 10% of eligible voting Members of the Society. All such proposals shall be submitted to the Executive Secretary, who will bring the proposal to the attention of the Board.

2. Pursuant to the *Societies Act, RSNS 1989, Chapter 435 as amended* upon approval of the Registrar of Joint Stock Companies the By-laws of the Society be those as attached hereto as Schedule "A" ("Amended By-Laws").

BE IT FURTHER RESOLVED that the Secretary of the Society be and is hereby directed to file a printed copy of the Special Resolution and the Amended By-laws, duly certified, with the Registrar of Joint Stock Companies. The Secretary is hereby authorized and empowered for and on behalf of the Society to make minor variations or amendments to the Amended By-Laws as may be required to obtain approval from the Registrar of Joint Stock Companies. Certification by the Secretary that such variations are minor and consistent with the approval of the Society shall be deemed to be variations or amendments duly authorized and approved by the Society.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true copy of a Special Resolution dated this day of June, 2019 unanimously adopted by the members of the Society and that such Resolution is now in full force and effect.

CLARA SHEA
EXECUTIVE SECRETARY

SCHEDULE "A"
(AMENDED BY-LAWS)

BY-LAWS
OF
MARITIME PROVINCES WATER AND WASTEWATER ASSOCIATION (MPWWA)

1.0 DEFINITIONS

In these by-laws, unless there is something in the subject or context inconsistent therewith

- 1.1 "Board" means the Board of Directors that shall manage the activities of the Society.
- 1.2 "Director" means a Member elected or appointed to the Board.
- 1.3 "Executive Secretary" means a person responsible for the day-to-day operation of the Society.
- 1.4 "Objects" means the principal object of this Association being the advancement, understanding and dissemination of knowledge concerning the design, construction, operation and management of water and wastewater treatment facilities, water distribution and wastewater collection systems.
- 1.5 "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act*;
- 1.6 "Secretary" means a person responsible for the maintenance of accurate records for all meetings, decisions and correspondence and shall ensure that information is forwarded to the appropriate person or body as requested;
- 1.7 "Society" means Maritime Provinces Water and Wastewater Association (MPWWA).
- 1.8 "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- 1.9 "Treasurer" means a person responsible for the Society finances and shall be a signing officer.

2.0 MEMBERSHIP

- 2.1 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.

- 2.2 The Society shall consist of five (5) membership classifications referred to as members herein:
- (a) A person who is actively involved in the daily on-site operation of a water distribution, water treatment, wastewater collection or wastewater treatment system or is directly responsible for the daily operation of such a facility, or is deemed to be a certified operator by the jurisdiction in which that person resides, or as determined by review and acceptance by 75% of the voting members of the Board, may become a "Member" of the Society with full voting privileges;
 - (b) A member of a professional organization involved in the water and wastewater industry (including the provincial and federal government) may become an "Associate Member" of the Society without voting privileges;
 - (c) An employee or officer of a company or firm engaged in the manufacture, sales and service of equipment utilized in the water supply, wastewater collection or treatment industry may become a "Commercial Member" of the Society without voting privileges.
 - (d) A "Life Member" shall be a person who has:
 - i) served as a Member of MPWWA for a period of 25 years or more; or
 - ii) served on the Board of MPWWA for a period of 20 years or more; and
 - iii) has no voting privileges except if they meet the criteria under 2.2(a)

A "Life Member" shall be elected by the Board and shall pay no membership dues for life, shall receive a complimentary copy of the newsletter and shall be invited to attend the Annual Seminar at the Life Member's own expense. Banquet attendance shall be complimentary.
 - (e) An "Honorary Member" shall be a person who has demonstrated extraordinary service to the Society. An "Honorary Member" shall be elected by a secret ballot vote of not less than two-thirds of the Directors and a minimum of 90% of the votes shall be affirmative. No election to the Honorary Membership shall be made which will cause the total number of living Honorary Members to exceed a ratio of five (5) Honorary Members to every two hundred (200) Members of the Society.
An Honorary Member shall:
 - i) be elected for life and pay no membership dues; and
 - ii) have no voting privileges, except if they meet the criteria under 2.2(a); and
 - iii) receive a complimentary copy of the newsletter.
- 2.3 For the purposes of registration, the number of members, associate members and commercial members of the Society is unlimited.
- 2.4 Every Member, Associate Member and Commercial Member of the Society shall be entitled to attend any meeting of members of the Society. Only a Member may vote at

any meeting of the members of the Society or hold any office, except as specifically otherwise provided herein. There shall be no proxy voting.

- 2.5 Membership in the Society shall not be transferable.
- 2.6 No formal admission to membership shall be required. An executed application for membership and the entry in the Registry of members by the Secretary of the name and address of any applicant shall constitute an admission to membership in the Society.
- 2.7 Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, the member resigns MPWWA membership, or if a member ceases to qualify for membership in accordance with these By-Laws.
- 2.8 Each member shall pay annual dues in the amount established by the Board and consistent with the membership fee in effect for the class of membership of the Society. Payment shall be due annually in the amount as established by the Board.
- 2.9 A member, any portion of whose dues is in arrears for three months, may be suspended, all rights and privileges of membership being withheld until the member's dues are fully paid. A member whose dues are in arrears for three months, having received due notice of the arrears, may be automatically expelled without further notice.

3.0 FISCAL YEAR

- 3.1 The fiscal year of the Society shall be the period from January 1st to December 31st.

4.0 MEETINGS

- 4.1 The ordinary or Annual General Meeting of members of the Society shall be held annually within five months after the end of each fiscal year of the Society;
- 4.2 An extraordinary general meeting of the members of the Society may be called by the Chairman of the Board or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least six Members of the Society.
- 4.3 Fifteen days' notice of a meeting, specifying the place, day and hour of the meeting, and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post by prepaid letter or by Fax or by email, addressed to each member at the last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

4.4 At each ordinary or Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- a) Minutes of preceding general meeting;
- b) Consideration of the annual report of the Directors;
- c) Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
- d) When applicable, election of Directors for the ensuing year;
- e) Appointment of Auditors.

All other business transacted at an ordinary or Annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

4.5 No business shall be transacted at any meeting of the Board of the Society unless a quorum of Directors is present at the commencement of such business and such quorum shall consist of at least six Directors.

4.6 If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

5.0 ADMINISTRATION

5.1 The Board shall be the governing body of the Society.

5.2 Only Directors elected by Members shall be entitled to vote at meetings of the Board, except as otherwise provided herein. Board decisions will be made by majority vote of the Directors.

6.0 STRUCTURE OF THE BOARD

6.1 The Board shall consist of the following:

Chairperson – shall be elected by the Board of the Society from the elected Directors;

Past Chairperson – shall be the immediate past chairperson, and may, or may not, represent a designated membership area;

Vice-Chairperson – shall be elected by the Board of the Society from the elected Directors;

Directors – shall be elected by the Members at the ordinary or Annual General Meeting and shall be from designated membership areas (Zones) as determined by the Board;

Secretary – shall be appointed by the Chairperson, subject to ratification by the Board, or the Membership or from one of the Government Representatives appointed to the Board;

Treasurer – shall be appointed by the Chairperson, subject to ratification by the Board or the Membership or from one Government Representative appointed to the Board;

Executive Secretary - shall be appointed by the Chairperson, subject to ratification by the Board;

Government Representative – one (1) non-voting and non-elected representative from each of the Provinces of New Brunswick, Nova Scotia, Newfoundland and Labrador, Prince Edward Island and the Federal Government, who is employed by a Government agency relating to the water and/or wastewater field, shall be assigned to the Board by the appropriate Department, subject to the ratification of the Board;

Commercial Representative – two (2) Commercial Member representatives appointed by a majority of Commercial Members shall be appointed to the Board.

6.2 BOARD ELIGIBILITY

6.2.1 Any Member of the Society may be elected to serve as a Director on the Board.

7.0 ELECTION OF BOARD MEMBERS

7.1 The Board shall consist of such number of Directors and be elected in accordance with procedures established and approved by the Board subject to compliance with the Act and these By Laws. Elections shall be held at each Annual Meeting. Nominations to the Board shall be made from the floor.

7.2 Terms of Office for Board Directors

7.2.1 The term of office for Directors except as specified herein shall be one (1) year. The term shall commence following the turning over of the gavel of office during the Annual General Meeting at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the Annual General Meeting at which their term expires.

7.2.2 The terms of the Secretary and Treasurer as Director and Officer shall be two years. The term shall commence following the turning over of the gavel of office during the Annual General Meeting at which they are elected or succeed to office, and shall terminate at

the turning over of the gavel of office of the Annual General Meeting at which their term expires.

7.2.3 The term of the Executive Secretary shall be determined by the Board.

7.3 Vacancies on Board

7.3.1 In the case of a vacancy on the Board, a successor to serve for the remainder of the term shall be appointed by the Board.

7.3.2 The Board may by Special Resolution remove a Director before the expiration of the Director's term of office if the Board determines in its sole discretion that the Director has failed to carry out the responsibilities of the elected or appointed office. The provisions of 7.3.1 shall apply to the resulting vacancy.

7.4 Duties of Board Members

7.4.1 The Chairperson of the Society shall preside as Chair at every general meeting of the Society. If there is no Chairperson or if at any meeting the Chairperson is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson. If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.

7.4.2 The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

7.4.3 At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

7.4.4 If a poll is deemed in any manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

7.4.5 The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.

7.4.6 Any Member of the Society shall be eligible to be elected a Director of the Society.

7.4.7 Meetings of the Board shall be held as often as the business of the Society may require

and shall be called by the Chairperson. A meeting of the Board shall be held at the close of every ordinary or Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.

- 7.4.8 No business shall be transacted at any meeting of the Board unless a majority of Directors are present at the commencement of such business one of whom shall be the existing Chairperson or Vice-Chairperson, or Secretary or Treasurer or Executive Secretary.
- 7.4.9 The Chairperson or, if not present, the Vice-Chairperson or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Board.
- 7.4.10 The Chairperson shall not be entitled to vote except in the case of an equality of votes of Directors, the Chairperson shall have a casting vote.
- 7.4.11 The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these By-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the Directors shall have power to establish and change the membership of committees to conduct Society programs and business. The Directors may appoint an Executive Committee, consisting of such other persons as the Directors may determine.

7.5 Audit of Accounts

- 7.5.1 An Auditor of the Society shall be appointed annually by the members of the Society at the ordinary or Annual General Meeting and, on failure of the members to appoint an Auditor, the Directors may do so.
- 7.5.2 The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members upon the balance sheet and operating account, and in every such report, the auditor shall state whether, in the auditor's opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor or signed by two directors, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

8.0 AMENDMENT OF BY LAWS

- 8.1 The Society has power to repeal or amend any of these By-laws by a special resolution of Members passed in the manner prescribed by law.
- 8.2 Amendments to these By-laws may be proposed by either an affirmative vote of a majority of the Board, or by written petition signed by 10% of eligible voting Members of the Society. All such proposals shall be submitted to the Executive Secretary, who will bring the proposal to the attention of the Board.
- 8.3 These By-laws may be amended at any annual business meeting of the Society by Special Resolution of the Members present at the meeting. All Members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.
- 8.4 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the Board.

9.0 DISSOLUTION

- 9.1 Dissolution of the Society may take place if adopted by Special Resolution of the Members at a duly called meeting. In the event of dissolution the property and assets thereof, following satisfaction of all obligations and liabilities, shall be disposed of exclusively for the purpose of the Society as determined by the Members at a meeting convened for the purpose of dissolution.

The balance of funds or property shall be disposed of by transfer and distribution to any one or more non profit corporations, funds, or foundations, with like purposes or goals that is organized and operated in the Atlantic Provinces. Any such receiving organization(s) shall be selected by vote of the majority of the Members at a meeting called for this purpose. If for any reason such dispositions cannot be effected, then such funds shall be so distributed pursuant to the order, judgment, or decree of a court having jurisdiction over the assets and property of the Society.

10.0 SOCIETY FINANCES/ADMINISTRATION ISSUES

- 10.1 Dues: Dues shall be assessed against members as required and approval by the Board of Directors.

- 10.2 Fees: The Society may collect fees for activities and events, as appropriate (e.g., registration fees for annual meetings, teleconferences, and other educational programs). Such fees will be established in accordance with these By-laws, the policies and procedures of the Society and Bylaws of the Society.
- 10.3 Financial Controls: All finances shall be managed in accord with these Bylaws and all applicable financial rules and regulations of the country and provinces in which the Society operates.
- 10.4 Borrowing Powers: Loans contracted on behalf of the Society shall be authorized by a Resolution of the Board.

11.0 MISCELLANEOUS

- 11.1 The Society shall file with the Registrar, with its Annual Statement, a list of its Directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.
- 11.2 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 11.3 The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board.
- 11.4 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board shall be the responsibility of the Secretary.
- 11.5 The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.
- 11.6 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice-Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board.

12.0 ARTHUR BELL AWARD

- 12.1 This award was established in 1994 in honour of the late Arthur Bell, a founding member of MPWWA. Arthur served on the Executive from 1984 to 1989 as the Zone 4 representative. The award recognizes individuals who have demonstrated extraordinary service to MPWWA through their dedication to the aims and goals of the SOCIETY. The award consists of a plaque suitably inscribed with the recipient's name and presented by a MPWWA representative at the Annual General Meeting.

Nominations for the award must be made at least four months prior to the Annual

General Meeting.

Award Criteria:

- **Must be a Member, Associate Member or Commercial Member of the Society**
- **Demonstrated extraordinary service to the Society**
- **Dedicated to the aims and goals of the Society**
- **Gives with no thought of recognition**

A selection committee, consisting of the chairperson of the Society and not to exceed three (3) past recipient members that are currently involved with the Society, shall select a new recipient. If suitable candidates are available, the Arthur Bell Award will be presented annually.