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**Article 1.0**      **Name**

- 1.01 The name of the Society shall be Bow River Basin Council Society.
- 1.02 The official abbreviation for the Bow River Basin Council Society shall be BRBC.
- 1.03 Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.
- 1.04 The headings used throughout these By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

**Article 2.0**      **Definitions**

- 2.01 "Act" means the Societies Act, RSA 1980 c. S-18, and amendments thereto.
- 2.02 "Board" means the governing body of the Society.
- 2.03 "Board Meeting" means a meeting of the Board as convened from time to time.
- 2.04 "BRBC" means the Bow River Basin Council Society.
- 2.05 "By-Laws" means the By-Laws of the BRBC as amended from time to time.
- 2.06 "Consensus" means a decision is arrived at with a "high majority support" (between 70% to 80% support) with the following conditions. In the process,
  - (a) everyone was satisfied that a sufficient range of options has been looked at, and
  - (b) everyone agreed that the preferred option is capable of achieving the intended outcomes, and
  - (c) all concerns about the preferred choice were noted along with the decision (as "subject to" statements), and
  - (d) there is a clear mitigation process if these concerns turn out to be significant factors.
- 2.07 "Executive Meeting" means a meeting of the Executive Committee of the Society as convened from time to time in accordance with the By-Laws.
- 2.08 "General Meeting" means a meeting of the Members as convened by the Board from time to time.
- 2.09 "Member" means representatives from the following sectors identified in Article 3.
- 2.10 "Officers" means the Chair, the 1<sup>st</sup> Vice-Chair, the 2<sup>nd</sup> Vice-Chair, Treasurer and Executive Director of the BRBC as identified in Article 4, and together form the Executive Committee.

- 2.11 "Quorum" means:
- 2.11.01 At a Board Meeting, 7 Members;
  - 2.11.02 At a General Meeting, 20 Members;
  - 2.11.03 At a Special Meeting, 25 Members of which at least three (3) from each category of membership must be present; and
  - 2.11.04 At an Executive Meeting, 3 Officers of the Executive Committee.
- 2.12 "Special Meeting" means a Membership Meeting which satisfies the requirements set out in Article 9.05, and may be convened at the discretion of the Chair, or at the request of any five (5) Members of the BRBC.
- 2.13 "Special Resolution" means a resolution as defined in the Act.

### **Article 3.0**    **Membership**

- 3.01 Membership in the BRBC shall be comprised of the following categories:
- 3.01.01 Commercial and Industrial Members, which shall consist of individuals, corporations, businesses or other "for profit" organizations who have a vested and/or specific interest in water and maintain offices or conduct business within the Bow River Basin watershed;
  - 3.01.02 Licensee Members, which shall consist of organizations or agencies that are defined as having an approval or license issued under the Water Act RSA 1980, c. W-3.5 and amendments thereto or the Environmental Protection and Enhancement Act RSA 1980 c. E-13.3, and amendments thereto, and who operate water management and/or water control facilities within the Bow River Basin watershed;
  - 3.01.03 Municipal Government Members, which shall consist of corporations under the Municipal Government Act RSA 1980 c. M-26.1, and amendments thereto, whose areas of jurisdiction are included, fully or partially, within the Bow River Basin watershed;
  - 3.01.04 Non-Profit Interest Groups and Academia Members, which shall consist of organizations or agencies that are either not-for-profit or are accredited post-secondary educational institutions that have a demonstrated interest in water and/or water use management and are located within or maintain administrative offices within the Bow River Basin watershed;
  - 3.01.05 Regulatory, Administrative and First Nations Members, which shall consist of Provincial and/or Federal Government departments or agencies or other organizations incorporated under either Provincial or Federal legislation who

have a regulatory and/or administrative interest in matters related to water and/or water use management or First Nations within the Bow River Basin watershed; and

- 3.01.06      Individual Public Members, which shall consist of individuals who have a demonstrated interest in water and/or water use management and are resident within the Bow River Basin watershed.
- 3.02      Notwithstanding article 3.01 no organization and/or agency may be a Member of more than one category of membership.
- 3.03      Each Member, with the exception of Individual Public Members, a) shall designate one individual person as its organization's primary representative to act on its behalf at all meetings of the Members and to serve as a Director, if so elected, at all Board meetings; and. B) may designate an alternate or alternates.
- 3.04      Members are to advise the BRBC annually of the names, mailing addresses, telephone number, e-mail addresses and occupation/title (as the case may be) of its primary and alternate representative.
- 3.05      A Member who has been elected as a Director may not send a designated alternate to act as his/her representative at Board meetings, but may do so to represent his membership at a General Meeting.
- 3.06      From time to time the BRBC may issue Membership Certificates in a form prescribed by the Board.
- 3.07      All Members in good standing shall be entitled to receive all BRBC publications.
- 3.08      All Members cease to be Members in good standing upon failing to pay the required membership fee, if any, within 60 days of being invoiced by the BRBC and their rights as Members are suspended until the membership fee is paid in full. Any member whose membership fee remains unpaid from the previous year shall be deemed to have withdrawn from membership and will not regain membership without submitting a new application for membership and paying the fee and any amounts specified by the Board as due and owing from previous years.
- 3.09      A Member may withdraw from membership upon giving notice in writing to the BRBC of its intention to withdraw from membership and shall cease to be a member upon the date received.
- 3.10      The Board may, by two-thirds majority vote, revoke a membership for cause.
- 3.11      All Members in good standing shall be entitled to cast one vote on each issue at any meeting and except as specifically provided in these by-laws, questions arising at any meeting of the Members shall be decided as follows:
- 3.11.01      in respect to matters of policy, including without limitation those matters specified in the objects of the BRBC, by way of consensus; or

- 3.11.02 in respect to administrative matters a majority of not less than two-thirds of the quorum, or
- 3.11.03 in respect to determining support for an initiative and/or direction by simple majority, subject that any such vote shall be advisory only and not binding on the Board.
- 3.12 Notwithstanding Article 3.10, Members shall be entitled to vote in regards to the removal of a Director in accordance with Article 4.12, and such vote shall be binding upon the Board.

#### **Article 4.0** **Board of Directors and Officers**

- 4.01 The Board shall meet each year and schedule Board Meetings for the following twelve months. Board Meetings shall be held as often as may be necessary to carry out the objects and/or business of the BRBC, but not less than 4 (four) times during any fiscal year.
- 4.02 Officers of the BRBC shall consist of:
  - 4.02.01 the Chair (elected);
  - 4.02.02 the 1<sup>st</sup> Vice-Chair (elected);
  - 4.02.03 the 2<sup>nd</sup> Vice-Chair (elected), and
  - 4.02.04 the Treasurer (appointed)
  - 4.02.05 the Executive Director of the BRBC who, while a functioning member of the Executive Committee, does not have a vote in the activities of the BRBC.
- 4.03 The Officers, with the exception of the Treasurer and Executive Director, shall be elected from the Board by simple majority vote at the first Board Meeting after the AGM,
- 4.04 The Board shall consist of the following:
  - 4.04.01 For each category of membership (Article 3), there shall be a maximum of two (2) Directors.
  - 4.04.02 In the case that a category of memberships has more than two (2) Members, the Members of that category shall elect or appoint (as the Members of the category so choose) two (2) Members to the Board.
  - 4.04.03 The election or appointment of Directors shall take place at the Annual General Meeting, except as noted in 4.04.05.
  - 4.04.04 The term of Directors shall be two years on a staggered basis.
  - 4.04.05 Notwithstanding section 4.04.01 up to 3 additional Directors (including the

Treasurer) may be appointed by the Board, subject to the ratification of the membership at the next General Meeting.

- 4.05 Any resignation from the Board must be in writing and delivered to the registered office of the BRBC.
- 4.06 Each Director, except Executive Director, present at a Board Meeting shall be entitled to one vote. Except as specifically provided in these By-Laws, questions arising at any meeting of the Board shall be decided as follows:
  - 4.06.01 in respect to matters of policy, including without limitation those matters specified in the objects of the BRBC, by way of consensus; or
  - 4.06.02 in respect to administrative matters a majority of not less than two-thirds of the quorum, or
  - 4.06.03 in respect to determining support for an initiative and/or direction by simple majority.
- 4.07 The Executive Director shall be appointed by the Board.
- 4.08 A vacancy in the position of a Director shall either remain vacant until the next Annual General Meeting at which the election of directors is held or shall, upon the approval of the Board, be filled by an election at a Special Meeting called for that purpose.
- 4.09 Any vacancy in the position of an elected Officer shall be filled for the balance of the term at the next Board Meeting by majority vote of the Board in the same manner that Officers are elected.
- 4.10 Any Director or Officer, with the exception of the Executive Director, may be removed from such office by a two-thirds majority vote of a Quorum of all Members entitled to vote at a Special Meeting, provided that notice of such meeting states that such action will be called for at the meeting.
- 4.11 The Board may determine by simple majority vote that a Director ceases to be a Director if he/she misses two (2) consecutive meetings without the prior notification to the Board.
- 4.12 The Board, may by resolution, adopt procedures and practices relating to the governance of their meetings, so long as they comply with the objects and By-Laws of the BRBC.

#### **Article 5.0**     **Duties of Officers**

- 5.01 The Chair shall:
  - 5.01.01 Represent the BRBC on behalf of all the Members;
  - 5.01.02 Chair all Board Meetings and General Membership Meetings;

- 5.01.03 Exercise general supervision over all BRBC activities;
- 5.01.04 Be responsible for the preparation and presentation of the annual report to the Members at the Annual General Meeting;
- 5.01.05 May delegate any or all of his duties to any other Board member.
- 5.01.06 Be an ex-officio member of all Committees and/or Project Teams.
- 5.02 In the case the Chair is unable to attend a meeting of the Board or the Members of the BRBC the 1<sup>st</sup> Vice-Chair, or in the absence of the 1<sup>st</sup> Vice-Chair, the 2<sup>nd</sup> Vice-Chair shall chair the meeting.
- 5.03 The Treasurer of the BRBC is responsible for the safekeeping of all BRBC funds and the management of financial transactions and the operations of the BRBC. The Treasurer shall:
  - 5.03.01 Take a lead role in the development and implementation of the BRBC's financial policies, including but not limited to signing authorities, investments procedures and cash management, reporting methods, government regulations and receipting rules;
  - 5.03.02 Insure that the financial records of the BRBC are kept and maintained;
  - 5.03.03 Arrange for the collection of all moneys owed to the BRBC and the deposit of all such moneys received by the BRBC to such bank as may be designated by the Board as being the bank of the BRBC from time to time;
  - 5.03.04 Arrange for the preparation of annual fiscal reports and audited financial statements of the BRBC prior to the Annual General Meeting and presentation of these reports at the AGM;
  - 5.03.05 Arrange for the preparation of annual business plans and budgets for the consideration of the Executive Committee and the Board;
  - 5.03.06 Monitors the annual business plans and budgets following their preparation and approval by the Board
  - 5.03.07 Participate actively in the fund-raising activities of the BRBC as directed by the Board;
- 5.04 The Executive Director shall:
  - 5.04.01 Assist Officers as required in the fulfillment of their responsibilities;
  - 5.04.02 Participate actively in the fund-raising activities of the BRBC as directed by the Board;
  - 5.04.03 Arrange for the preparation of agenda and background information for the

meetings of the Executive Committee, Directors and Members as required;

- 5.04.04 Organize, administer and supervise the activities of the office and staff of the BRBC in keeping with the objects and By-Laws of the BRBC and the resolutions of the Board;
- 5.04.05 Be an ex-officio member of all Committees and/or Project Teams which deal with the objects and/or affairs of the BRBC;
- 5.04.06 Attend at and keep accurate Minutes of all Membership Meetings and Board Meetings, or as delegated;
- 5.04.07 Have charge over the seal of the BRBC;
- 5.04.07 Have charge over all correspondence of the BRBC;
- 5.04.08 Keep a record of all Members, along with their addresses;
- 5.04.09 Send notices of Membership Meetings, Special Meetings and Board Meetings to all Members and Members of the Board respectively, to the last known addresses of all such Members and Members of the Board;
- 5.04.10 Ensure that annual returns and audited financial statements of the BRBC are prepared and submitted to Consumer and Corporate Affairs (or such other agency as is designated as being responsible for the registration of societies under the Act) following each Annual General Meeting of the BRBC;
- 5.04.11 Maintain bonds and insurance policies.
- 5.04.12 Perform such duties as may be specified or assigned by the Chair and the Board from time to time.

#### **Article 6.0**     **Executive Committee**

- 6.01 The Executive Committee shall consist of all of the Officers of the BRBC.
- 6.02 The Executive Committee shall conduct all of the necessary business and affairs of the BRBC as directed by and in accordance with the directions, policies and resolutions of the Board.
- 6.03 The Chair of the Board shall be the Chair of the Executive Committee.
- 6.04 Meetings of the Executive Committee shall be called as required by any member of the Executive Committee.
- 6.05 A record shall be kept of all Minutes of the Executive Committee by the Executive Director and shall be circulated to the Board on a recurrent basis.



- 6.06 Each member of the Executive Committee, excepting the Executive Director, present at a meeting of the Executive Committee, shall vote on all matters before the Executive Committee.

**Article 7.0**      **Committees and Project Teams**

- 7.01 The Board may appoint such committees as is deemed necessary for the carrying out of the objects of the BRBC.
- 7.01.01 There shall be four standing committees, namely, the Legislation and Policy Committee, the Education and Communications Committee, the Fund Development Committee and the Project Selection Committee. The Executive Committee from the Board of the BRBC shall appoint the chair of each standing committee.
- 7.01.02 The Board shall, from time to time, develop and approve by resolution, the terms of reference and tasks for each of the standing committees.
- 7.01.03 The Board shall appoint Members to each committee. Committees may also have expert members other than BRBC members. The committee shall serve for the term of their appointment or until the committee is dissolved by the Board. Each committee member shall be subject to removal by the Board. Each committee shall be responsible to the Board and the Board shall determine the duties of each committee.
- 7.01.04 Committee chairs shall present a verbal or written report to the Board at Board Meetings from time to time as requested. Committees shall meet as required at the call of their respective committee chair.
- 7.02 The Board may establish such project teams as is deemed necessary for the carrying out of the objects of the BRBC and without limiting the foregoing may be requested to investigate, evaluate and provide recommendations to specifically defined issues.
- 7.02.01 Project teams shall report to the Board and shall present written reports as requested.
- 7.02.02 Project teams shall arrange for the keeping of accurate records of their meetings. Staff of the BRBC, when available, may be called upon to assist project teams in keeping such records.
- 7.02.03 Project teams shall be composed of those persons appointed or approved of by the Board. Members on project teams may include Directors and/or Members of the BRBC or other individuals whose expertise will assist in the investigation, evaluation, development of recommendations or resolutions to the specifically defined issue. Chair shall be a BRBC member.
- 7.02.04 Project teams are required to operate within the Terms of Reference and

budgets established by the Board.

- 7.02.05 The Executive Director of the BRBC or his/her designated representative shall be an ex-officio member of all project teams and is entitled to be notified of and to attend all meetings of project teams.

#### **Article 8.0**      **Protection of Directors and Officers**

- 8.01 No Director, Officer or Member of the BRBC or member of a Committee or Project Committee shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Member of a Committee, Project Team or employee of the BRBC, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the BRBC through the insufficiency or deficiency of title to any property acquired by order of the Board on behalf of the BRBC, or for the insufficiency or deficiency of any security in or upon which any of the monies of the BRBC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the BRBC shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own willful neglect or default.
- 8.02 The Members and former Members of the Board, officers and former officers ~~and~~ Members and former Members of all Committees and Project Teams of the BRBC and each of them and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets of the BRBC from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall incur or sustain by or by reason of the performance of their duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the Members of the Board, officers and former officers and Members of Committees and Project Teams of the BRBC may be entitled to at law or in equity.

#### **Article 9.0**      **Meetings**

- 9.01 There shall be at least four (4) General Meetings of Members held in each calendar year, one of which may be the Annual General Meeting. The Board shall determine the time and place for all General Meetings of the BRBC.
- 9.02 The Annual General Meeting of the BRBC shall be held no later than 90 days following the end of each fiscal year. Fourteen (14) days written notice shall be given by to each Member of the BRBC.
- 9.03 If written notice of a meeting is required, it shall be validly given if delivered personally or delivered by regular mail, e-mail or fax to a Member at their last known address shown on

the records of the BRBC.

- 9.04 Notwithstanding the foregoing, any or all Members may waive the notice requirements of calling a meeting and such a waiver may be given prior to, at, or subsequent to the meeting for which such notice was required.
- 9.05 Special Meetings of the Members of the BRBC may be called from time to time at the discretion of the Chair or as provided for in the By-laws. Notice of Special Meetings shall be provided at least twenty-one (21) days prior to the meeting and shall state the reason for the meeting. Special Meetings shall only deal with matters for which the meeting was called.

#### **Article 10.0 Fund-Raising, In-Kind Contributions and Membership Fees**

- 10.01 Prior to each Annual General Meeting, the Executive Committee shall prepare, for the approval of the Board of the BRBC, a budget setting out estimated revenue and costs for the operation of the BRBC.
  - 10.01.01 The budget shall take into account all contributed funds from fund-raising activities, from donations and/or grants and from Members, as well as all expenses for the activities, objects and administration of and in carrying out the objects of the BRBC.
- 10.02 Each Member of the BRBC is encouraged to be actively involved in promoting the BRBC and in securing funds necessary for the carrying out of the objects of the BRBC.
- 10.03 The Executive Committee shall each year prepare, as part of its budget and business plan development process, a fund-raising campaign intended to assist the BRBC in procuring the charitable funds required to accomplish the objects of the BRBC. The fund-raising campaign shall set out expectations and performance measures. The BRBC, on the approval of the Board, may contract and/or hire individuals and/or firms to assist it in fund-raising activities.
- 10.04 Members are expected to contribute money, property and/or in-kind services to the BRBC.
- 10.05 The Board may set annual membership fees for each category of membership in the BRBC.

#### **Article 11.0 Finances**

- 11.01 The fiscal year for the BRBC shall be from April 01 to the next following March 31 of each year.
- 11.02 Directors, Officers and employees of the BRBC shall receive remuneration, if any, as set out in the budget of the BRBC and approved by the Board.
- 11.03 The Board shall, by resolution, set out policies governing the management of funds for investments purposes and establishing any other financial procedures required for the operation of the BRBC.

- 11.04 For the purpose of carrying out its objects, the BRBC may secure the payment of, borrow or raise money in such manner as the BRBC decides. In particular, the BRBC may issue debentures. The Board shall not be empowered to issue debentures or grant similar or mortgage security unless specifically authorized to do so by a Special Resolution of Members which is thereafter ratified and approved by the Board.
- 11.05 The books and financial records of the BRBC shall be audited each fiscal year by an auditor who is a duly qualified chartered accountant or certified public accountant in the Province of Alberta. The Treasurer shall ensure that an auditor's report for the preceding fiscal year is prepared and presented at each Annual General Meeting. Further, the Board shall appoint an auditor at each Annual General Meeting to hold office until the next Annual General Meeting.
- 11.06 All minutes of General, Special, Board and Executive Committee Meetings, as well as financial records and membership lists, may be inspected by any Member at the registered office of the BRBC during regular business hours.

**Article 12.0 Seal**

- 12.01 The signing authorities on behalf of the BRBC shall be any two Officers of the BRBC.
- 12.02 The signing Officers of the BRBC shall have the power, on behalf of the BRBC, to affix the BRBC seal, to draw cheques, to sign, make, draw and accept Bills of Exchange, Promissory Notes and other negotiable instruments or any other contract, document or instrument in writing. These activities will be performed in accordance with the provisions of an approved budget and the Alberta Practice of Accounting Standards, or by Special Resolution.
- 12.03 The BRBC seal shall be kept at the registered office of the BRBC.

**Article 13.0 Amendments**

- 13.01 The By-Laws of the BRBC shall not be altered, amended, varied or added to except by a Special Resolution approved by the BRBC.
- 13.02 Any Member who proposes to alter, amend, vary or add to the By-Laws of the BRBC shall submit notice of such proposal in writing to the Executive Director at least sixty (60) days prior to a Special Meeting at which the proposed alteration, amendment, variation or addition is to be voted upon. Such notice must detail the proposed change(s) and be signed by the Member(s) who proposes the change(s).
- 13.03 The Executive Director shall send notice of the proposed change(s) to the By-Laws to all Members via the BRBC's official publication or by mail to the last known address of each Member at least three weeks in advance of the proposed Special Meeting.

**Article 14.0 Not-for-Profit Organization**

- 14.01 The BRBC is a not-for-profit organization and will not carry on any trade or business.

**Article 15.0**    **Dissolution**

- 15.01    Upon the dissolution of the BRBC, the property of the BRBC shall be converted into cash and added to the funds of the BRBC and the amount thereof distributed firstly to the payment of all outstanding debts and liabilities of the BRBC and the balance shall be distributed in accordance with the Act.

**Article 16.0**    **Signatures**

**Elbow River Watershed Partnership Society By-Laws****MEMBERSHIP**

1. The working name of the Society shall be Elbow River Watershed Partnership or ERWP.
2. Membership is open to individuals, community groups, special interest groups, industries, municipalities and government departments. In each category of membership other than the individual, the organization or company shall delegate in writing who their voting representative will be. That person attends Stakeholder meetings as a voting participant and is expected to act as an information liaison with their respective organization. However any number of individuals or persons from member groups or companies may participate in the meetings and activities of the Stakeholder Committee. Each individual voting member and membership group should agree to the Strategic Plan and Terms of Reference, abide by the by-laws, participate in the Operational Plan, and sign an agreement to that effect.
3. Any member wishing to withdraw from membership may do so upon notice in writing to the Board of Directors (the Coordinating Committee). Any member upon a majority vote from the members of the Society (the Stakeholder Committee) may be expelled from the membership for any cause, which the Stakeholders may deem reasonable.
4. The membership may be free or there may be some fee specified by the Coordinating Committee and ratified by the Stakeholders at the Annual General Meeting (AGM).

**COMMITTEES OF THE SOCIETY**

5. The Committees of the ERWP are:
  - a. The Stakeholder Committee, which means the membership of the Society.
  - b. The Coordinating Committee which means the Board of Directors of the Society.
  - c. The Local Government Committee which shall be constituted of elected officials from multiple levels of government including municipal, provincial, federal and First Nations. The Chair of the ERWP will act as a non-voting chair of the Local Government Committee.
6. Other committees may be assembled as required to serve a mission and a term as defined by the Coordinating Committee.

**THE COORDINATING COMMITTEE**

7. Duties of the Coordinating Committee are to:
  - a. Develop the annual strategic/operational plan to accomplish stated goals, with input from committees and resource partners.
  - b. Provide recommendations to and liaise with the Local Government Committee.
  - c. Manage finances with an approved budget.
  - d. Define duties for, liaise with, and supervise the Watershed Coordinator
  - e. Plan and coordinate Stakeholder meetings.
  - f. Participate in fundraising initiatives as required.
8. Coordinating Committee Members can act on behalf of the ERWP in accordance with the bylaws.
9. The Coordinating Committee shall consist of member representatives from each group that has joined the ERWP. The members of the Coordinating Committee shall serve a term of one year. The representatives on the Coordinating Committee are elected at the Annual General Meeting with Stakeholder representatives voting only for persons nominated to their own Membership Categories (see Attachment A). Some categories may have multiple members elected to the Coordinating Committee (see Attachment A). In addition one person will be elected "at large" from member associations or as an individual.
10. The Chair and Vice-Chair (which shall also mean the President and Vice-President of the Society) will be elected from the Coordinating Committee as the first order of Business at the first meeting of the Coordinating Committee after the members are elected at the Annual General Meeting.
11. Board members operate on a voluntary basis with no compensation, but they may be compensated for out-of-pocket expenses.

12. Any director or officer upon a majority vote of all members of the Society in good standing may be removed from office for any cause which the society may deem reasonable.

#### **THE LOCAL GOVERNMENT COMMITTEE**

13. The duties of the Local Government Committee are to:
  - a. Assist the Coordinating Committee in execution of the Operational Plan
  - b. Interact with other members to facilitate communication and share information

#### **WATERSHED COORDINATOR**

14. The Watershed Coordinator shall be selected by the Coordinating Committee.

#### **SECRETARY**

15. The Watershed Coordinator shall act as the Secretary of the Society and is responsible to the Society through the Coordinating Committee
16. The Secretary is a non-voting member of the Coordinating Committee.
17. The Secretary shall attend all meetings of the Society and keep accurate minutes of each meeting. In case of the absence of the Secretary, a Society member will be appointed by the Coordinating Committee to discharge those duties. The Secretary shall supervise the correspondence of the Society and perform other duties as requested by the Coordinating Committee.
18. The Secretary shall keep a record of the ERWP members with their addresses and contact information. The Secretary is responsible for sending appropriate notices of the various meetings and the dissemination of minutes as required.

#### **TREASURER**

19. The Watershed Coordinator shall act as the Treasurer.
20. The Treasurer shall keep a detailed account of receipts and disbursements which can be made available to members of the Society, when given one week's notice.
21. The Watershed Coordinator will maintain appropriate financial records and correlate them to the approved budget. These records shall be presented to the Coordinating Committee regularly and to Society members at the Annual Meeting.

#### **MEETINGS**

22. The Society shall hold an Annual General Meeting each year within 4 months of the fiscal year-end (March 31<sup>st</sup>). The membership of the ERWP will be given 30 days notice of the meeting including its time and place. Such notice may be by electronic means.
23. The Coordinating Committee shall meet as required, at least every quarter. The Chair of the Coordinating Committee may call additional meetings. Coordinating Committee members will be given two weeks notice of the meeting dates. Such notice may be by electronic means.
24. The Stakeholder Committee shall meet as frequently as the Coordinating Committee requires, at least every quarter.
25. A Special Meeting shall be called by the Chair or Vice-Chair upon receipt of a petition signed by one-third of the Society's members in good standing setting forth the reasons for calling such meeting. Notice of a Special Meeting shall be provided by email or mail at least 14 days prior to the meeting and shall state the reason for the meeting.
26. Ad hoc committees of the Society shall meet as needed. The members of the committee shall elect their own Chair.

**VOTING**

27. The outcome of any vote at the AGM shall be determined by a simple majority. Quorum shall be 8. In the event of a tie vote, the motion is lost.
28. The outcome of any vote at a Special Meeting shall be determined by a simple majority. Quorum shall be 8. In the event of a tie, the motion is lost.
29. Quorum for the Coordinating Committee shall be 5. Both the Coordinating Committee and Stakeholder Committee make decisions by consensus. "Consensus" means a decision is arrived at with a "high majority support" (70% support or more) with the following conditions. In the process, (a) everyone was satisfied that a sufficient range of options has been looked at, and (b) everyone agreed that the preferred option is capable of achieving the intended outcomes, and (c) all concerns about the preferred choice were noted along with the decision (as "subject to" statements), and (d) there is a clear mitigation process if these concerns turn out to be significant factors.

**FINANCIAL REVIEW**

30. The fiscal year for the ERWP shall be from April 01 to March 31 of the following year.
31. The records for each financial year will be audited by two members of the Society. These persons will be elected in advance at the AGM and present their report to the Stakeholder members at the AGM in the succeeding year. In addition, these auditors will provide the Coordinating Committee with a written report on the financial records at least 2 weeks prior to the AGM.
32. All minutes of General, Special, and Coordinating Committee Meetings, as well as financial records and membership lists, may be inspected by any Member at the registered office of the ERWP during regular business hours.

**BY-LAWS**

33. The By-Laws may be rescinded, altered, or added to by a Special Resolution of the members, as defined by the Societies Act.

**OTHER**

34. The Society will not make use of a Society Seal.
35. The Society will not borrow money.
36. In the event of the Society being dissolved, all funds and assets remaining after such dissolution and the satisfaction of all debts and liabilities will be transferred to a charitable organisation with similar purposes.

**Attachment A****Stakeholder Membership Categories sending Representation to the Coordinating Committee**

1. Community Groups & Associations	(2 Members of Coordinating Committee)
2. Industry & Academia	(2 Members of Coordinating Committee)
3. Government	(3 Members of Coordinating Committee)
4. First Nations	(1 Member of Coordinating Committee)
5. Agriculture / Equine Business / Aquaculture	(1 Member of Coordinating Committee)
6. Individuals	(1 Member of Coordinating Committee "elected at large" only)



# SPRINGBANK AIRPORT COMMUNITY NOISE CONSULTATIVE COMMITTEE



Terms of Reference  
May, 2017

The Calgary Airport Authority (the Authority) established the Springbank Airport Community Noise Consultative Committee (SACNCC) with the objective being to provide a forum that enables dialogue and information exchanges between airport operators, community representatives, and airport users.

## 1. Purpose

The purpose of the Committee is to:

- Provide an interface between the Airport Authority and its stakeholders.
- Serve as a forum for the exchange of relevant information amongst all stakeholders.
- Enhance awareness and understanding of the airport operations.
- Examine noise management issues.
- Allow the discussion of potential operational options.

The SACCC meetings are about bringing in knowledge, data from studies, looking at options when possible and keeping the community informed of any industry changes from a technical perspective.

## 2. Membership

Members of the committee will comprise representatives from the following:

- Airport major tenants (e.g. flight training schools, fixed-base operators, etc.).
- Calgary Airport Authority.
- Community members.
- NavCanada.
- Rocky View County.
- Springbank Airport Business and Pilots Association.
- Transport Canada's Aerodrome Safety Branch.

Community membership will be open to five (5) representatives with residence near the Springbank Airport and one (1) representative from the Harmony community nominated by the Harmony Homeowners' Association.

Openings for the community membership will be advertised in local newspapers. Community members must express their interest to join the committee in writing to the Authority. The Authority will review the expressions of interest and appoint the representatives for a two (2) year period. The membership of the Committee will be reviewed and reconfirmed by the Authority bi-annually.



### 3. Meetings

Meetings will be held biannually. At the final meeting each year, the committee will approve the schedule for the following year.

Meetings will be held at the Calgary Flying Club boardroom and chaired by the Springbank Airport General Manager.

Meetings may include matters related but not limited to the following:

- Technical aspects of operations at YBW.
- Noise management.
- Plans for airport growth.
- Potential changes to airspace.
- Community Outreach opportunities.

Invitation to propose agenda items will be sent two weeks before the scheduled meeting, and final meeting agenda will be circulated electronically to committee members seven days before the meeting.

Meetings are not open to the public.

Springbank Airport is one of Canada's busiest airport in terms of aircraft movement. Operating 24 hours a day, we are a busy and growing airport that is the primary general aviation reliever airport for Calgary International Airport. The operations and development of Springbank Airport are directed to supporting light aircraft activity including flight training, recreational flying, corporate and air charter activity and compatible aircraft maintenance, manufacturing and support operations.

The Calgary Airport Authority  
Springbank Airport  
springbankairport@yyc.com