



2015 Annual General Meeting Official Notice to Membership

You Are Invited!

The Board of Directors of the Athabasca Watershed Council cordially invites all members of the general public and all members of the Council to attend our 2015 Annual General meeting on May 23rd in the Athabasca University Governing Chambers. This event is hosted by the Athabasca Basin Research Institute of Athabasca University.

EVERYONE WELCOME!

Proposed Agenda

- 9:00 Registration, Coffee, Displays**
- 10:00 Welcome and Introductions**
- 10:15 Review and Adopt Agenda**
- 10:20 Approve Minutes of 2014 AGM**
- 10:30 Chair's Report and Annual Report, Q&A**
- 10:45 Treasurer's Report, Audit, Member Auditors, Q&A**
- 11:00 Technical Committee Report**
- 11:05 Communications Committee Report**
- 11:10 Special Resolutions - Proposed Bylaw Amendments**
- 11:30 Nominations and Open of Voting**
- 11:55 Introduce Interactive Atlas**

- 12:00 Lunch / Interactive Atlas**

- 12:50 Reminder of Voting Closure at 1:00 !!**
- 1:00 Keynote Presentation, Q&A**
- 1:40 Presentation of Volunteer of the Year Award**
- 1:50 Announcement of Election Results**
- 2:00 Election of Chairperson**
- 2:30 Determination of Membership Fee**
- 2:40 Select Venue for 2016 AGM**
- 2:50 Closing Remarks**
- 3:00 Adjournment**

Call for Nominations

Directors are needed to fill the following positions:

Member at Large - 1 position
First Nation or Metis - 1 position
Agricultural Producer - 1 position
Forestry Industry - 1 position
Oil and Gas Industry - 1 position
Mining or Utility Industry - 1 position
Academia or Research - 1 position
Health or Environment - 1 position
Summer Villages - 1 position
Upper Basin Municipal - 1 position
Lower Basin Municipal - 1 Position
Stewardship - 2 positions

NOTE: Nominations for Director positions must be received by close of business on Friday, May 15, 2015. Nominations from the floor will not be accepted for Director positions.

Nomination Form: <http://www.awc-wpac.ca/sites/default/files/NominationForm15-04.docx>

Membership Form: <http://www.awc-wpac.ca/sites/default/files/MembershipForm15-03.docx>

Special Resolutions - Proposed Bylaw Amendments

Special Resolution 1 (Red Track Changes, ~~strikethrough means delete~~, bold means add)

APPROVE Resolution - Whereas the Bylaws have not been updated since 2013;

Whereas there is need for clarification of some Bylaws;

Whereas there is need to eliminate some inconsistencies within the Bylaws, and between the Bylaws and other AWC policies;

Whereas there is need for grammatical, spelling and numbering improvement;

Whereas the term "Chairperson" better reflects the role of the position currently titled "President";

Therefore the Board of Directors proposes that the Bylaw amendments indicated with red track changes in the attached Bylaws be adopted to effect the above improvements.

REJECT Resolution - No changes to Bylaws with respect to above concerns.

Special Resolution 2 (Green Track Changes, ~~strikethrough means delete~~)

APPROVE Resolution - Whereas a Chairperson elected by the Board may potentially allow for greater trust and confidence between the Board and Chairperson; be it resolved that the Chairperson shall be chosen by the Board after the AGM, in the same manner as other officers are chosen, and the Bylaws are amended as follows:

3.4.1.f delete entirely "Elect the Chairperson of the Board; and"

4.1.3.g delete "and election of the Chairperson"

5.2.2 delete "From the appointed or elected Directors at the AGM, a Chairperson will be elected by a simple majority vote of the Membership at the AGM." and "remaining."

REJECT Resolution - Whereas a Chairperson elected by the Membership, as provided by the current Bylaws, allows for stronger democracy, inclusivity and accountability to the Membership; the resolution is rejected and the Bylaws remain as currently written with respect to this matter.

Current Bylaws with Track Changes for Proposed Amendments

ARTICLE 1 – PREAMBLE

1.1 The Organization

The name of the organization is the “Athabasca Watershed Council”, which may also be known or referred to as the AWC-WPAC.

The AWC-WPAC may by a **super**majority vote of the Membership body change its name.

1.2 The Bylaws

The following articles set forth the bylaws of the AWC-WPAC.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these bylaws, the following words have these meanings:

2.1.1 *Act* means the Societies Act R.S.A. 2000, chapter S-14 as amended, or any statute substituted for it.

2.1.2 *Annual General Meeting* means the annual general meeting described in Article 4.1.

2.1.3 *Audit means an inspection of accounts by an independent body.*

2.1.4 *AWC-WPAC or the Council* means the Athabasca Watershed Council.

2.1.5 *Board* means the Board of Directors of the AWC-WPAC, as described in Article 5.1.

2.1.6 *Bylaws* mean the bylaws of the AWC-WPAC as amended.

2.1.7 *Director* means any person elected or appointed to the Board. This includes the **President Chairperson** and the immediate Past **President Chairperson**.

2.1.8 *General Meeting* means the general meeting described in Article 4.2.

2.1.9 *Member* means a registered Member of the AWC-WPAC, as described in Article 3.

2.1.10 *Motion* means a proposal for action or resolution by the group.

2.1.11 *Officer* means any Officer listed in Article 5.2.

2.1.12 *Quorum* means the minimum members present in order to conduct business.

2.1.13 *Registered Office* means the registered office for the AWC-WPAC, as described in Article 6.1.

2.1.14 *Register of Members* means the register maintained by the Board of Directors containing the names of the Members of the AWC-WPAC.

2.1.15 Resolution means a written motion adopted by the Board or Members of the AWC-WPAC.

2.1.16 Simple Majority means ~~fifty percent plus one~~ **more than half**.

2.1.17 Simple Majority Vote means ~~fifty percent plus one~~ **more than half** of the votes cast.

2.1.18 Special General Meeting means the special general meeting described in Article 4.3.

2.1.19 Special Resolution means a resolution as defined in the Societies Act passed at a Special General Meeting or Annual General Meeting of the Membership of the AWC-WPAC. There must be thirty (30) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of seventy five percent of the votes cast; in person ~~or by a method that allows real time participation~~. There is no voting by proxy.

2.1.20 Supermajority means seventy five percent.

2.1.21 Supermajority Vote means seventy five percent of votes cast.

2.1.22 Term means **the period of time defined in the relevant Terms of Reference for election or appointment to the Board of Directors or committees of the Board.**

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Headings are for convenience only. They do not affect the interpretation of these bylaws.

2.2.3 Liberal Interpretation: these bylaws must be interpreted broadly and generously.

ARTICLE 3 - MEMBERSHIP

3.1 Classification of Members

The Membership of the AWC-WPAC shall be open to all individuals and organizations whose interests are consistent with the Vision, Mission, and Values of the AWC-WPAC.

Membership consists of two classes:

- a) Organizational Membership;
- b) Individual Membership.

3.2 Admission of Members

Any person or organization may become a Member in the appropriate class by meeting the requirements in Article 3.1. ~~All Memberships must be ratified by the Board of Directors or designate.~~ The Member will then be entered in the Register of Members.

3.3 Membership Fees

3.3.1 Membership Year

The Membership year is April 1 to March 31.

3.3.2 Setting Membership Fees

The Members decide annual Membership fees, if any, for each category of Members at the Annual General Meeting.

3.3.3 Payment Date for Fees

The annual Membership fees, if any, must be paid on or before April 1 of every year.

3.4 Rights and Roles of Members

3.4.1 Any Member is entitled to:

- a) Attend, and as may be provided in the bylaws, participate in the decisions at any Members' meetings;
- b) Participate in committees and project teams to undertake AWC-WPAC business with Board approval;
- c) Have access to minutes of all Board and Members meetings;
- d) Serve as a member of the Board of Directors;
- e) Have access to AWC-WPAC promotional material, resources, and expertise;
- ~~f) Elect the Chairperson of the Board; and~~
- g) One vote.

3.4.2 A Member's role is to:

- a) Act in accordance with the bylaws and the Members Terms of Reference;
- b) Attend Membership meetings;
- c) Function within a collaborative approach to decision making, and in doing so respect the views of others;
- d) Promote the Vision and Mission of the AWC-WPAC within the Member's community and sphere of influence;
- e) Work with other Members to implement AWC-WPAC initiatives, projects, and activities;
- f) Share information about their individual and/or organizational goals, objectives, and initiatives with other AWC-WPAC Members; and
- g) Advise the AWC-WPAC of any change in contact information.

3.5 Termination of Membership

3.5.1 Resignation

3.5.1.2 Any Member may resign from the AWC-WPAC by delivering a written notice to the Secretary or ~~President~~ **Chairperson** of the AWC-WPAC.

3.5.1.3 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.5.2 Death

The Membership of a Member is ended upon his/her death.

3.5.3 Deemed Withdrawal

3.5.3.1 If a Member has not renewed their Membership, the Member is considered to have submitted their resignation.

3.5.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.5.4 Expulsion

3.5.4.1 The AWC-WPAC may, by a motion of the AWC-WPAC Board of Directors, **passed by a supermajority vote**, expel any Member for any cause which is deemed sufficient in the interests of the AWC-WPAC.

3.5.4.2 The decision can not be appealed.

3.5.4.3 On passage of the motion of the AWC-WPAC Board of Directors, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

3.5.5. There shall be no refund of Membership fees upon termination of Membership.

ARTICLE 4 – MEETINGS OF THE AWC-WPAC

4.1 Annual General Meeting

4.1.1 The AWC-WPAC holds its Annual General Meeting no later than June 30 of each calendar year, in various locations **in the Athabasca Watershed** within Alberta. The Board sets the place, day and time of the meeting.

4.1.2 The Secretary ~~delivers~~ **sends** a notice, together with the **draft** agenda, of the Annual General Meeting to each Member at least thirty (30) days before the AGM by ~~any of the following:~~ regular mail, email, ~~and~~ **or** fax. This notice states the place, day and time of the Annual General Meeting, and any business requiring a resolution or special resolution.

4.1.3 Agenda for the meeting

The Annual General Meeting deals with following matters:

- (a) Adopting the agenda;
- (b) Adopting the minutes of the last Annual General Meeting;
- (c) Considering the **President Chairperson**'s report;
- (d) Reviewing the financial statements setting out the AWC-WPAC's income, disbursements, assets and liabilities and the auditor's report;
- (e) Appointing ~~the auditors;~~ **two members to review the financial audit;**
- (f) Committee reports;
- (g) **Election Selection** of the Board of Directors ~~and election of the Chairperson;~~
- (h) Items of business, such as amendments to objectives and/or bylaws to come before the total Membership of which notice had been given;

- (i) Items submitted by the Board of Directors as special or urgent;
- (j) Approval of Membership fees;
- (k) Question period; and
- ~~(l) Establish a date and location for the next Annual General Meeting.~~

4.1.4 Voting is in person ~~or by a method that allows real time participation~~. There is no voting by proxy. **Election of Board members is by secret ballot and ballots are destroyed after the election.**

4.1.5 Ten percent (10%) of the members of the AWC-WPAC shall constitute quorum at an Annual General Meeting. If ten percent (10%) of members are not present, the **President Chairperson** or alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.2 General Meeting

4.2.1 A General Meeting may be held once each year on a date other than the date of the Annual General Meeting.

4.2.2 ~~Notice of the General Meeting~~ **The Secretary sends a notice**, together with the **draft** agenda, ~~shall be sent of the General Meeting to Members each Member~~ at least thirty (30) days ~~prior to the date before the General Meeting~~ by ~~any of the following~~: regular mail, email, or fax. **This notice states the place, date, time and purpose of the General Meeting, and any business requiring a resolution.**

4.2.3 Agenda for the meeting:

The General Meeting deals with following matters:

- a) Minutes of the last meeting;
- b) Report of the **President Chairperson**;
- c) Report of the Treasurer;
- d) Committee reports;
- e) Review Strategic Plan, Operational Plan, Policies and Procedures;
- f) Items admitted by the Board of Directors;
- g) Question period; and
- h) Date and location for the next General Meeting.

4.2.4 Voting is in person ~~or by a method that allows real time participation~~. There is no voting by proxy.

4.2.5 Ten percent (10%) of the members of the AWC-WPAC shall constitute quorum at a General Meeting. If ten percent (10%) of members are not present, the **President Chairperson** or alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.3 Special General Meeting

4.3.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- (a) By a resolution of the Board of Directors to that effect; or
- (b) On the written request of a **super**majority of Directors; or
- (c) On the written request of at least one-third (1/3) of the Members; or

- (d) Upon special request of the **President Chairperson** upon unusual circumstances.

The resolution or request must state the reason for the Special General Meeting and the proposed resolution intended to be submitted at such Special General Meeting.

4.3.2 Notice

The Secretary sends a notice, **together with the draft agenda, of the Special General Meeting** to each Member at least thirty (30) days before the Special General Meeting by ~~any of the following~~: regular mail, email, ~~and or~~ fax. This notice states the place, date, time and purpose of the Special General Meeting, **and any business requiring a resolution or special resolution.**

4.3.3 Agenda for Special General Meeting

Only the matters set out in the notice for the Special General Meeting are considered at the Special General Meeting.

- 4.3.4 Voting is in person ~~or by a method that allows real time participation.~~

There is no voting by proxy.

- 4.3.5 Ten percent (10%) of the members of the AWC-WPAC shall constitute quorum at a Special Meeting. If ten percent (10%) of members are not present, the **President Chairperson** or alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.4 Resolution of All Members

All Members may agree to and sign a proposed resolution. This resolution is as valid as one passed at a meeting. It is not necessary to give notice or to call a meeting. The date on the resolution is the date it is passed.

4.5 Proceedings at the Annual, General, or a Special General Meeting

4.5.1 Presiding Officer

- 4.4.1.1 The **President Chairperson** or designate chairs every meeting of the AWC-WPAC.

- 4.4.1.2 If neither the **President Chairperson** nor designate is present within one-half (1/2) hour after the set time for the meeting, the Directors present choose one (1) of the Directors to chair.

4.5.2 Adjournment

- 4.5.2.1 The **President Chairperson** may adjourn any meeting with the consent of the Members at the meeting. The adjourned meeting conducts only the unfinished business from the initial meeting.

- 4.5.2.2 No notice is necessary if the meeting is adjourned for less than thirty (30) days.

- 4.5.2.3 The AWC-WPAC must give notice when a meeting is adjourned for thirty (30) days or more. Notice must be the same as for any meeting.

4.5.3 Decision Making

4.5.3.1 Each Member has one (1) vote.

4.5.3.2 A ballot is used if at least five (5) Members request it.

4.5.3.3 A simple majority vote decides each motion, unless the motion needs to be decided by a Special Resolution.

4.5.3.4 If there is a tie vote, the motion is defeated.

4.5.3.5 Voting is in person ~~or by a method that allows real time participation.~~
There is no voting by proxy.

4.5.3.6 The Presiding Officer declares a motion carried or lost. This statement is final, and does not have to include the number of votes for and against the motion.

4.5.3.7 The Presiding Officer decides any dispute on any vote. The Presiding Officer decides in good faith, and this decision is final.

4.5.4 Failure to Give Notice of Meeting

~~No action taken at a meeting is invalid due to~~ **Actions taken at a meeting are valid regardless of:**

- (a) An** accidental omission to give any notice to any Member;
- (b)** Any Member not receiving any notice; or
- (c)** Any error in any notice that does not affect the meaning **of the notice.**

ARTICLE 5 – THE GOVERNMENT OF THE AWC-WPAC

5.1 The Board of Directors

5.1.1 Governance and Management of the AWC-WPAC

The Board governs and manages the affairs of the AWC-WPAC. The Board may hire an Administrator to carry out management functions under the direction and supervision of the Board.

5.1.2 Powers and Duties of the Board

The Board has the powers of the AWC-WPAC, except as stated in the Societies Act. The powers and duties of the Board include:

- (a)** Promoting the Vision and Mission of the AWC-WPAC;
- (b)** Implementation of the Strategic and Operational Plans of the AWC-WPAC;
- (c)** Promoting Membership in the AWC-WPAC;
- (d)** Hiring an Administrator to operate the AWC-WPAC;
- (e)** ~~Regulating~~ **Setting** the Administrator's duties and ~~setting their~~ salary, **and evaluating the Administrator's performance;**
- (f)** Maintaining and protecting the AWC-WPAC's assets and property;
- (g)** Approving an annual budget for the AWC-WPAC;
- (h)** Paying persons for services and protecting persons from debts of the AWC-WPAC;
- (i)** Approving all contracts for the AWC-WPAC;
- (j)** Appointing legal counsel as necessary;
- (k)** Making policies, rules and regulations for operating the AWC-WPAC and using its facilities and assets;

- (l) Appointing standing or ad-hoc committees to advise the Board;
- (m) Selling, disposing of, or mortgaging any or all of the property of the AWC-WPAC; and
- (n) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee ~~or the Administrator of the AWC-WPAC.~~

5.1.3 Composition of the Board of Directors

- 5.1.3.1 Every Director, from the time of their election or appointment to the end of their term, ~~shall~~ **must** be a Member of the AWC-WPAC.
- 5.1.3.2 The composition of the Board of Directors will be described in the Board of Directors Terms of Reference.

5.1.4 Election of the Board of Directors

- 5.1.4.1 The Board of Directors is elected or appointed at an Annual General Meeting by a method and for a term as outlined in the Board of Directors Terms of Reference.
- 5.1.4.2 Board members must provide substantial commitment and actively participate in the AWC-WPAC.

5.1.5 Resignation, Death or Removal of a Director

- 5.1.5.1 A Director ~~including the President Chairperson and immediate Past President Chairperson~~ may resign from ~~office the Board~~ by giving one (1) month's notice in writing ~~to the Executive Committee.~~
- 5.1.5.2 Members may remove any Director including the ~~President Chairperson~~ and the immediate Past ~~President Chairperson~~, before the end of their term. There must be a ~~super~~majority vote at any meeting called for this purpose.
- 5.1.5.3 ~~The Board may fill Board vacancies on an interim basis by appointment. If there is a vacancy on the Board the remaining Directors may fill the vacancy for the remainder of the term. This does not apply to the position of immediate Past President Chairperson. This position remains vacant until the next AGM. Such appointments are up for election at the next Annual General Meeting.~~

5.1.6 Meetings of the Board

- 5.1.6.1 The Board holds at least four (4) meetings each year.
- 5.1.6.2 The ~~President Chairperson~~ calls the meetings. The ~~President Chairperson~~ also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 5.1.6.3 Directors will be notified at least seven (7) days' in advance of Board meetings. Board members may unanimously waive notice.
- 5.1.6.4 A simple majority of Directors at any Board meeting is quorum.

- 5.1.6.5** If there is no quorum, the **President Chairperson** postpones the meeting to a time when quorum can be achieved.
- 5.1.6.6** Each Director, including the **President Chairperson** and the Past **President Chairperson**, has one (1) vote.
- 5.1.6.7** If there is a tie vote a motion is defeated.
- 5.1.6.8** Meetings of the Board are open to Members of the AWC-WPAC, but only Directors can make decisions. A simple majority of the Directors present may ask any other Members, or other persons present, to leave. In camera meetings may be held by the Board to address sensitive issues.
- 5.1.6.9** **The Secretary of the Board sends a notice to each Board Member at least thirty (30) days before a Board meeting by email, mail or fax. This notice states the place, date, time and purpose of the meeting.**
- 5.1.6.10** All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 5.1.6.11** A meeting of the Board may be held using real time media. Directors who participate in such a meeting are considered present.
- 5.1.6.12** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.2 Officers

- 5.2.1** The Officers of the AWC-WPAC are the **President Chairperson**, Vice-~~President Chairperson~~, Secretary, Treasurer, and immediate Past **President Chairperson** and together form the Executive Committee.
- 5.2.2** ~~From the appointed or elected Directors at the AGM, a Chairperson will be elected by a simple majority vote of the Membership at the AGM.~~ At its first meeting after the Annual General Meeting, the Board selects from among the Directors, the ~~remaining~~ Officers for the term outlined in the Board Terms of Reference.
- 5.2.3** **An officer may resign from office by giving one (1) month's notice in writing to the Executive Committee.**

~~Duties of the Officers of the AWC-WPAC-WPAC~~

5.2.4 The President Chairperson:

- **Acts as an official representative of the Board and AWC-WPAC.**
- **Supervises Coordinates** the affairs of the Board and **supervises the Administrator;**
- When present, chairs all meetings of the AWC-WPAC, the Board and the Executive Committee;
- Is an *ex officio* member of all Committees, except the Nominating Committee where one exists; and
- Carries out other duties **assigned by the Board** of the AWC-WPAC.

5.2.5 **The Vice-~~President~~ Chairperson:**

- Presides at meetings in the ~~President~~ **Chairperson**'s absence - if the Vice-~~President~~ **Chairperson** is absent, the Directors select **another** Chairperson for the meeting;
- ~~Replaces~~ **Takes the place of** the ~~President~~ **Chairperson** at various functions when asked to do so by the ~~President~~ **Chairperson** or the Board;
- Is a member of the Executive Committee; and
- Carries out other duties **assigned by the Board** of the AWC-WPAC.

5.2.6 **The Secretary:**

- **Ensures that** ~~Sends~~ notification of ~~an-attends~~ all meetings of the AWC-WPAC, the Board and the Executive Committee **is sent to the appropriate parties**;
- **Ensures that** ~~Keeps~~ accurate **meeting** minutes ~~of these meetings are recorded~~ as required;
- **Ensures that meeting minutes are circulated** ~~Circulates minutes of meeting~~ within 14 days following a meeting;
- **Ensures** ~~Sees~~ that the records of the AWC-WPAC are available for inspection by the Members at the Annual General Meeting;
- Has charge of the Board's correspondence;
- **Ensures that** ~~Maintains~~ the Membership Register **is maintained**;
- **Ensures security of** ~~Keeps~~ the Seal of the AWC-WPAC;
- **Ensures that** ~~Files~~ the annual return of the AWC-WPAC **is filed**; ~~and~~
- **Is a member of the Executive Committee; and**
- Carries out other duties **assigned by the Board** of the AWC-WPAC.

5.2.7 **The Treasurer:**

- Ensures all monies paid to the AWC-WPAC are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- Ensures an audited statement of the financial position of the AWC-WPAC is prepared and presented at the Annual General Meeting;
- Presents a proposed annual budget for the coming year to the Board for adoption;
- Is a member of the Executive Committee; and
- Carries out other duties **assigned by the Board** of the AWC-WPAC.

5.3.8 (5.2.8) **The Past ~~President~~ Chairperson:**

- Carries out duties assigned by the Board.

5.3 **Board Committees**

5.3.1 **Establishing Committees**

- 5.3.1.1 The Board may appoint standing or ad-hoc committees to advise the Board. **All committees will operate according to a Board approved Terms of Reference.**

5.3.2 **General Procedures for Committees**

- 5.3.2.1 A Board Member chairs each committee created by the Board.
- 5.3.2.2 The Chairperson calls committee meetings. Each committee:

- Records minutes of its meetings;
 - Distributes these minutes to the committee Members and to the registered office of the AWC-WPAC; and
 - Provides reports at each Board meeting.
- 5.3.2.3** Seven (7) days' notice is sent to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may unanimously waive notice.
- 5.3.2.4** A simple majority of the committee members at a meeting is quorum.
- 5.3.2.5** Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. A tie vote means the motion is defeated.
- 5.3.2.6** A meeting of a Committee may be held using any method that allows real time participation. There is no voting by proxy.
- 5.3.2.7** Irregularities or errors done in good faith do not invalidate acts done by any meeting of a Committee.

5.4 Standing Committees

The Board establishes the Executive Committee and others as required.

5.4.1 The Executive Committee:

- (a) Consists of the **President Chairperson**, Past **President Chairperson**, Vice-~~President Chairperson~~, Secretary and Treasurer.
- (b) Is responsible for:
- Planning agendas for Board meetings;
 - Carrying out emergency and unusual business between Board meetings;
 - Reporting to the Board on actions taken between Board meetings; and
 - Carrying out other duties as assigned by the Board.
- (c) May meet at times other than Board meetings.
The meetings are called by the **President Chairperson** or on the request of any two (2) other Officers. They must request the **President Chairperson** in writing to call a meeting and state the business of the meeting.

ARTICLE 6 – THE ADMINISTRATOR

- 6.1 The Board of Directors may hire an Administrator to be responsible for managing the operations of the Society.**
- 6.2 The Board will determine the terms of employment of the Administrator and conduct an annual performance review.**
- 6.3 The Administrator shall subscribe to the Vision and Mission statements of the AWC and support the membership to achieve the overall goals of the Society.**

~~5.6.1 The Board may hire an Administrator to carry out assigned duties.~~

~~5.6.2—The Administrator reports and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Administrator does not vote at any meeting.~~

~~5.6.3—The Administrator acts as the administrative officer of the Board in:~~

- ~~• Attending Board and other meetings as required;~~
- ~~• Hiring, supervising, evaluating and releasing all other paid staff;~~
- ~~• Interpreting and applying the Board's policies;~~
- ~~• Keeping the Board informed about the affairs of the AWC-WPAC;~~
- ~~• Maintaining the AWC-WPAC's books;~~
- ~~• Preparing budgets for Board approval;~~
- ~~• Planning programs and services based on the Board's priorities; and~~
- ~~• Carrying out other duties assigned by the Board~~

ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the AWC-WPAC is located in Alberta. The exact office location may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

7.2.1 The fiscal year of the AWC-WPAC ends on March 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the AWC-WPAC at least once each year. The audited financial statements are presented at the Annual General Meeting.

7.2.3 The AWC-WPAC may retain an external auditor if needed.

7.2.3 Each Director shall at all times have access to such books and records.

7.3 Seal of the AWC-WPAC

7.3.1 The Board may adopt a seal as the Seal of the AWC-WPAC.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.4 Cheques and Contracts of the AWC-WPAC

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the AWC-WPAC. Two signatures are required on all cheques. The Board may authorize the Administrator to sign cheques for certain amounts and circumstances. The Administrator may not sign their own paycheque.

7.4.2 All contracts of the AWC-WPAC must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 Keeping and Inspection of the Books and Records of the AWC-WPAC

- 7.5.1** The Board keeps and files all necessary books and records of the AWC-WPAC as required by these Bylaws, the Societies Act, or any other statute or laws. ~~These records are kept at the Registered Office of the AWC-WPAC.~~
- 7.5.2** A Member wishing to inspect the books or records of the AWC-WPAC must give reasonable notice to the **President Chairperson** or the Secretary of their intention to do so.
- 7.5.3** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the AWC-WPAC, during normal business hours.
- 7.5.4** Other records of the AWC-WPAC are also open for inspection, except for records that the Board designates as confidential.

7.6 Borrowing Powers

- 7.6.1** The AWC-WPAC may borrow or raise funds to meets it ~~objects and operations~~ **objectives and operational requirements**. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2** The AWC-WPAC may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the AWC-WPAC.

7.7 Payments

- 7.7.1** In general, no Member, Director, or Officer of the AWC-WPAC receives payment for services as a Member, Director or Officer. The Board of Directors can give special approval for payments to Members or Directors.
- 7.7.2** Reasonable expenses incurred while carrying out duties of the AWC-WPAC may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1** Each Director or Officer holds office with protection from the AWC-WPAC. The AWC-WPAC indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the AWC-WPAC. The AWC-WPAC does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith, **or acts not approved by the Board or acts outside of AWC-WPAC business**.
- 7.8.2** ~~A No~~ Director or Officer is **not** liable for the acts of any other Director, Officer or employee. ~~A No~~ Director or Officer is **not** responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the AWC-WPAC. ~~No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the AWC-WPAC, unless the act is fraud, dishonesty or bad faith.~~
- 7.8.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the AWC-WPAC's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7.9 Property and Funds

- 7.9.1** Title to the real property of the AWC-WPAC shall be vested in the AWC-WPAC except upon authorization by the Board of Directors at a duly constituted meeting.

ARTICLE 8 – AMENDING THE BYLAWS

8.1 Process and Effect

- 8.1.1** These bylaws may be cancelled, altered or added to by a Special Resolution of the AWC-WPAC.
- 8.1.2** The Thirty (30) days' notice of the Annual General or Special General Meeting of the AWC-WPAC must include details of the proposed resolution to change the bylaws.
- 8.1.3** The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting, or Special General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE AWC-WPAC

9.1 Payments and Distribution

- 9.1.1** The AWC-WPAC does not pay any dividends or distribute its property among its Members.
- 9.1.2** If the AWC-WPAC is dissolved, any funds or assets remaining after paying all debts will be distributed to one (1) or more charitable organizations. A committee will be formed comprised of the **President Chairperson**, Treasurer, two (2) Directors, and two (2) Members at large to manage the disposition of assets and the dissolution of the AWC-WPAC. In no event do any Members receive any assets of the AWC-WPAC.

Minutes of 2014 Annual General Meeting

June 27, 5:30 -10:00 PM, Cougar Creek Golf Resort, Stony Plain

Participants:

Registration list attached

AWC Staff: Jen Landry, General Manager; Brittney Klein, Summer Student; Lee-Anne Bembeneck, Financial Services Coordinator (Recording)

Guests: Bev Yee, Deputy Minister of the Environment, ESRD; Neha Sandhu, Accountant, Kingston Ross Pasmak

Meeting called to order at 6:20 PM.

AWC President Lorraine Johnston-Mackay welcomed everyone and thanked them for coming.

- Request that the AWC Financial Statements presentation be moved to later on the agenda because Neha Sandhu will be arriving late.
- Request to the membership for any additions and amendments to the agenda

- Request to add before elections - discussion of rules of membership and whether or not membership is automatically renewed or not; discussion of which members are eligible vote and what constitutes quorum.
- Lorraine addressed membership request -Anyone can sign up to become a member; there is no membership fee. Membership forms are available at this meeting. Membership is valid unless you contact the AWC office and say you don't want to be a member anymore.
- Request that returning Board members are introduced
- Request that the President's report be followed by a question period

Motion by Wayne Brehaut to include committee reports followed by up to a ten minute question period. **Carried.**

Motion by Wayne Brehaut to add election for President after approval of directors as per bylaws. Seconded by Harvey Scott. **Carried.**

Motion by Donna Mendelsohn to add selection of date and location of next Annual General Meeting as per Bylaws. **Carried**

Motion by Wayne Brehaut to accept agenda with additions and amendments. **Carried.**

Welcome Address

- Lorraine Johnston-Mackay introduced the returning Board members. Each member provided a brief summary of their experience, how long they have been on the Board of Directors and why they are staying.
 - Appeal of Darrell Troock's seat from a member. His two year term has expired. Darrell will complete a nomination form and add his name from the floor.
 - Warren Walker - Sun Gro Horticulture - filling an Other seat
 - Tom Weber - Clearwater River Committee - filling an Other seat - will be giving the Treasurer's Report since Treasurer Rick Zroback is absent and not returning for another term.

Adoption of Minutes from AWC AGM 2013

- No amendments.

Motion by Darrell Troock to adopt the minutes from the 2013 AWC AGM as presented. **Carried.**

President's Report

- PowerPoint presentation by Lorraine Johnston-Mackay, AWC President
 - Overview of Board of Directors and AWC organization
 - Described Athabasca River watershed with ten sub-watersheds and 31 tertiary watersheds
 - Foster and establish balance among all sectors of the watershed
 - Highlights for 2013/2014
 - Office expansion
 - Staff recruitments - General Manager, Financial Services Coordinator, Summer Student.
 - Funding from ESRD was approved.
 - Acknowledgement of 2013/2014 Board members and their respective sectors.
 - AWC participation and partnerships - JOSM, LARP, Water Conversations, various local events (ARBRI, Earth Expo, Whitecourt Trade Show)
 - Acknowledgement of Donors for 2013/2014 - listed and acknowledged

Committee Overview

- Communications and Community Engagement Committee (CCEC) - engagement plan has been drafted and adopted by the Board of Directors.
- Financing and Fundraising Committee (FFC) - completed first full financial audit, received a major donation in June 2014.

- State of the Watershed (SoW) Committee - SoW Phase 4 - Organic Compounds - completed March 2014; SoW Phase 3 - upgrade to Interactive Atlas completed March 2014 - data layers added. Software upgrades - user-friendly, easy links, welcome screen.

Question Period

- Point of Order: Question - Where did large donation come from? - \$125,000 from Shell Canada
- Discussion: Point of Information - Lake Athabasca - not shown on the map but within the watershed
- Clarification requested - Community Spirit grant was cancelled but the Community Initiatives Program grant (matching) was successful.
- Question: Obed spill - did the Council respond? What was that response?
 - Links on the AWC website to information on spill
 - Not the mandate of the AWC Board to do sampling.
 - State of the Watershed is ongoing and data from Obed is incomplete at this time
 - Dan Moore - Chair of the SoW Committee addresses questions
 - AWC will not comment on data that has not been verified.
 - Obed spill is acknowledged and work is ongoing with ESRD to gather information.
- Question regarding nominating process - Wayne Brehaut, on behalf of Doug Badger.
 - Doug Badger is strongly opposed to his removal from the Nominating Committee. Heard that his position was taken by the President.
- Lorraine addressed the question, stating that she was not a member of the Nominating Committee and had no participation in nominee screening. Doug could not be on the Nominating Committee because he was running again and it would have been a conflict of interest for him to be involved in nominee screening.
 - Robert's Rules of Order were quoted regarding Nominating Committee protocol.
 - Question: Does the Nominating Committee count the votes? - Yes - two Board members and one staff will be counting the votes. A general member can also oversee.
- Question: Who is responsible for publishing the AWC newsletter and updating the web site?
 - Current staff and board lack capacity.

Motion by Darrell Troock to adopt the President's report. **Carried.**

Communications and Community Engagement Committee (CCEC) - Janice Pitman Chair

- Little was done in the past year by way of communications, so there is nothing to report.

Question Period

- Discussion: Communications to the general membership was missing. Decisions were not made by the committee because there were very few committee meetings.
- Membership voiced concerns of having no up to date information regarding the projects being undertaken by the AWC and prevented community awareness;
- Membership expressed concerns that there were no updates provided on the AWC's websites or any of their social media sites.
- Communication was matter of staff capacity or incapacity.

AWC Financial Statements Presentation by Neha Sandhu of Kingston Ross Psnak

- FFC went through the financial statements with Kingston Ross Psnak
- Neha presented the financial statements to the membership page by page explaining the differences between these statements which are audited and last year's figures from the Review and Engagement report.
 - Statement of Financial Position (comparative)
 - Statement of Changes in Net Assets

- Statement of Operations (April 1, 2013 to March 31, 2014)
- Statement of Cash Flows – cash in / out – ties to Statement of Financial Position
- Notes to the Financial Statements – Neha went through each one and highlighted the changes between the 2012/2013 Review and Engagement notes and the 2013/2014 Audited Financial Statements
- Changes noted below:
 - Note 4 - detailed adjustments described
 - Note 5 - Government Remittances - Contains information pulled out of the Statement of Financial Position
 - Note 11 - Comparative Figures - Indicates that prior figures were reviewed; adjusted to conform to current year's presentation format.

Question Period

- Discussion: Municipalities should be acknowledged for contributions. In-kind donations will be tracked and reported on separate line.
- Volunteer hours - cannot effectively track because cannot put value to it.
- Question: How is this put into the financial statements? AWC working with KRP to properly report these kinds of contributions.
- Recommendation: Review Honorarium rate and assess the value of in-kind contributions.
- Discussion ensued:
 - Appreciate government putting money into protecting the watershed
 - Are there consequences to accepting money from donors?
 - Are these agreements available for membership to look at?
 - If any donor is the solitary funder, there is potential for bias; AWC is neutral and caution must be taken, transparency very important.
 - Shell donation was discussed by SoW Committee and parameters were established. Shell providing the money only. AWC Board is in charge of Terms of Reference for how the money is spent. Parameters selected are based on science and determined by the SoW Committee.
 - Would hope that AWC has a bias toward protecting the watershed over economic consideration.

Motion by Darrell Troock to accept the Financial Statements as presented and ask that Kingston Ross Pashak, LLP be retained as the auditors for 2014/2015. Seconded by Paula Evans. **Carried.**

State of the Watershed (SoW) Committee - Dan Moore, Chair

- Learned that better data management system is needed for the Athabasca Watershed
- Need consistent data and need a better methodology for housing and collecting the data.
- Question regarding the SoW Phase 3 Report - SoW Phase 3 has been completed and will be used as an in-house reference document.
- Money received from Shell Canada will be used to update SoW Phase 3
- Concern was raised about having Hatfield conduct the updated SoW Phase 3 report due to conflict of interest with Sherrit
- Membership was concerned about the selection process of Hatfield as the AWC's contractors
- SoW committee selected Hatfield based on their work for SoW Phase 4
- The raw data is available to scientists who want to work with it. It is public data but is not in a user friendly form for the public.

Question Period

- The AWC had a Science Coordinator on staff but no longer. Is this position being filled?
 - Discussion ensued about loss of staff and potential replacement;
 - Science Coordinator position not required to be filled at this time;

- Data was not gathered by the SoW Committee;
- Science Advisors were consulted; peer review was part of the process;
- Outside expert advice provided by academics and ESRD staff;
- Monique Dube (Shell), Colin Cooke (ESRD), and Limnologists reviewed the document.
- General members can be on committees and AWC is losing benefit by not using the members.

Executive Committee – Lorraine Johnston-Mackay, Chair

- Members: Lorraine Johnston-Mackay, President; Doug Badger, Vice President; Paula Evans, Past President; Donna Mendelsohn, Secretary; and Rick Zroback, Treasurer.
- Met in Fall 2013 - two resignations - decision to fill positions at next AGM.

Question Period:

- Discussion among the membership regarding communication to the members as to why the two Executive Committee members resigned.

Motion by Wayne Brehaut to accept the SoW and Executive Committee reports. **Carried.**

Election of the AWC Board of Directors

- Darrell Troock and Warren Walker - Nominations Committee
- Request by President to allow Darrell to speak for the Committee, membership accepted.
- Darrell discussed the process of nominee selection and the criteria used.
 - Some nominees were asked to fill a different seat from the one they were nominated for;
 - Donna Mendelsohn was refused - reasons not given;
 - Process validity questioned;
 - Donna Mendelsohn was not informed of the decision of the Nominating Committee to reject her nomination and was not informed of the AGM as a member;
 - Donna Mendelsohn stands as a nominee.
- Doug Badger opposed Darrell Troock's position on the Nominating Committee because his term has also expired and the nomination process is tainted because of this.
- Darrell responded to Doug's opposition - Darrell understood that he had been elected for a three year term and that his seat was not up for re-election at this AGM.
- Doug stated that there has never been a three year term, and the fact that he was excluded on the Nominating Committee was pure prejudice.
- Darrell Troock then requested his name be removed from the ballot and left the meeting.
- At the same time, Dale McQueen (Government sector nominee) and Don Savage (Government sector nominee) stood, requested that their names also be removed from the ballot and left the meeting.
- Dale and Darrell and both returned for the remainder of the meeting; however their names remained off the ballot.

Nominations

- Warren Walker introduced some, but not all, nominees. Some candidates were allowed to summarize their experience and state why they wished to be a Board Member.
- Industry Sector - three seats available
 - Bill Grieve
 - Janice Linehan
 - Dan Moore
 - Janice Pitman
 - Brian Deheer
 - Bruce Alexander
 - Nominations from the floor: None

- Industry Sector Nominations Closed
- Aboriginal Sector - three seats available
 - Doug Badger
 - Dave Loyie
 - Darryll Shott
 - Nominations from the floor: Dean Lindsey
- Aboriginal Sector Nominations Closed
- Government Sector - three seats available
 - Kai Ma
 - Nominations from the floor: Mary Jane Siebold
- Government Sector Nominations Closed
- Other Sector - two seats available
 - Tim Polzin
 - Connie Simmons
 - Nominations from the floor: None.
- Other Sector Nominations Closed.
- Non-Government Sector - one seat available
 - Nominations from the floor: Donna Mendelsohn
- Non-Government Sector Nominations Closed

Keynote Address - Bev Yee, Deputy Minister of Alberta ESRD

- Commitment to the watershed and WPACs involved;
- Commended everyone on their passion and dedication;
- Interactive Atlas is impressive;
- Engagement, participation and contribution to LARP and water conservations is impressive;
- Challenges identified:
 - Land use pressures;
 - Need comprehensive data, credible information, consistent monitoring;
 - Work in an integrated way to manage resources intended to align with regional planning;
 - Set up broad-based outcomes while recognizing regional differences;
 - Good environmental stewardship is essential;
 - Good communication is essential;
 - About committed people with differing values willing to work together
- ESRD looks forward to working with AWC on the IWMP;
- Thanks from the Minister of the Environment, Robin Campbell. He wishes AWC all the best for continued success.

Break at 9:15 PM for Voting. Poll Closed at 9:25 PM.

Ballots counted by Warren Walker, Tom Weber and Brittney Klein. One member overseer.

Elected by Acclamation:

- Non-Government Organization Sector
 - Donna Mendelsohn
- Government Sector
 - Kai Ma
 - Mary Jane Siebold
 - Vacant
- Other Sector
 - Tim Polzin
 - Connie Simmons

Elected by Ballot:

- Aboriginal Sector
 - Doug Badger
 - Dave Loyie
 - Dean Lindsey
- Industry Sector
 - Bill Grieve
 - Janice Pitman
 - Brian Deheer

Election of the President

- Nominations from the floor for AWC President:
 - Lorraine Johnston-Mackay
 - Donna Mendelsohn
- Closed - Break for Voting. Poll closed after show of hands revealed that all members had voted.

Ballot Results:

- AWC President - Donna Mendelsohn

Motion by Tom Weber to destroy the ballots. **Carried.**

Selection of next year's AGM date and location:

- Request to hold late in May because June date conflicts with many functions in the watershed.

Motion by Dave Mussell to select the Town of Athabasca as site for the next AGM and to work with Athabasca University to host the event. **Carried.**

Suggestion by Donna Mendelsohn for the new Board of Directors to remain for a quick Board Orientation, since many of the Board members are not able to attend tomorrow's scheduled meeting. All were in agreement.

Meeting Adjourned at approximately 10 PM.

Meeting Registration List - June 27, 2014

- 1 Warren Walker Sun Gro Horticulture
- 2 Darrell Troock County of Barrhead
- 3 Don Savage Westlock County
- 4 Geraldine Savage Westlock County
- 5 Brian Deheer Lac La Biche County
- 6 Dale McQueen Woodlands County
- 7 Leonard Standing on the Road Maskwacis
- 8 Dave Mussell ESRD
- 9 Joe Prusak ESRD
- 10 Wayne Ungstad Friends of Chain Lakes
- 11 Adrienne Miller Lac Ste Anne
- 12 Lorraine Johnston-Mackay Hinton Historical Society
- 13 Evelyn Scott CCCSA Athabasca
- 14 Harvey Scott CCCSA Athabasca
- 15 Connie Simmons Pincher Creek, AB
- 16 Jean Brehaut Athabasca
- 17 Paula Evans Crooked Creek Conservancy
- 18 Bill Grieve Rochester, AB
- 19 Wayne Brehaut Athabasca
- 20 Donna Mendelsohn Central Athabasca Stewardship
- 21 Janice Pitman Colinton, AB
- 22 Nolan Ashmead Athabasca
- 23 Martin Ashmead Colinton,
- 24 Kyle Ashmead Boyt
- 25 Jack Williams Yellowhead County
- 26 Tim Polzin Lac La Biche
- 27 Addie Green Clean Creeke Env. Whitecourt, AB
- 28 Robert Stokes ESRD
- 29 Dan Moore Alberta Forest Products
- 30 Janice Linehan Suncor Energy
- 31 Peggy Lucy
- 32 Kai Ma NRCB
- 33 Jessica Ashmead
- 34 Jeremiah Bickerstaff
- 35 Doug Badger REAC
- 36 Kati Blouin Athabasca
- 37 Badger Clay REAC
- 38 Tamikuh Cree REAC
- 39 Shannon Prince REAC
- 40 Bev Yee ESRD
- 41 Tom Weber Fort McMurray
- 42 Neha Sandhu Kingston Ross Pasnak, LLP