



SOUTH SHORE WATERSHED ASSOCIATION

BY-LAWS

BE IT ENACTED as a by-law of the Corporation as follows:

Definitions

Corporation is synonymous with Association.

Board refers to the SSWA Board of Directors, unless otherwise specified.

1) Objects and Purposes

The said Corporation shall conduct itself, without monetary gain to its members, for the purposes and objects of protecting and enhancing the defined watersheds in the South Shore region of Prince Edward Island and encouraging community involvement and participation in watershed restoration, and such other objects and purposes as may be set out in Schedule A to the company's petition for incorporation.

2) Name

The name of the Corporation shall be the "South Shore Watershed Association Inc."

3) Association Constituents

The Association shall be made up of five constituent watersheds:

(a) DeSable River Watershed

DeSable River (4177.5 Ha) – MacIvors Point (337.4 Ha)

(b) Westmoreland River Watershed

Westmoreland River (4460.5 Ha) – Victoria River (612.85Ha)

(c) Tryon River Watershed

Tryon River (5248.6 Ha)

(d) Augustine Cove-Cape Traverse

Richard Point (939.4 Ha) – Augustine Cove (777.4 Ha) – Prevost Cove (327.5 Ha) – Cape Traverse River (1833.9 Ha)

(e) Seven Mile Bay

Seven Mile Bay (4264.8 Ha)

4) Registered Office

The registered office shall be located at Crapaud, Queens County, in the province of Prince Edward Island.

5) Fiscal year end

The fiscal year of the Association shall end on the thirty-first (31st) of March in each year.

6) Membership

(a) Membership shall be open to all individuals who are in agreement with the aims and purposes of the Association.

(b) A person shall be at least eighteen (18) years of age and reside within, or own property within, the boundaries of SSWA to be entitled to hold office or vote at meetings.

(c) Members from any constituent watershed are members of SSWA.

(d) Membership fees will be established by the Board. All membership fees will remain equal.

(e) Membership fees will be designated for use in the watershed of residence of the member.

7) Members' Meetings

Annual Meetings

(a) The Annual Meeting shall be held during the month of April in each year at a time and place in the province of Prince Edward Island, within the Association's borders, as determined by the Board, and specified in the call to the meeting.

(b) Notice of Annual Meetings shall be posted prominently in the Association's communications, at least two (2) weeks before the meeting.

(c) A minimum of ten percent (10%) of members in good standing, including representation from at least three (3) of the constituent watersheds, present in person and entitled to vote, shall constitute a quorum. When a quorum is not convened, the next meeting shall be a valid meeting, notwithstanding lack of a quorum, and the call shall so inform the members.

Special Meetings

(d) A Special Meeting of the membership may be called at any time by the Board or requested by a member through the Board.

(e) Notice shall be posted prominently in the Association's communications at least ten (10) days before the meeting, and shall state time, place, and purpose of such meeting and the business to come before it. No business other than that specified in the notice shall be transacted.

(f) A quorum shall be constituted as for Annual Meetings of the membership.

8) Directors

(a) The management of the Association shall be vested in a Board of Directors to a maximum of ten (10) Directors, consisting of

(i) one (1) Representative from each of the five (5) constituent watershed groups, appointed by the local watershed board or committee, if one exists, or otherwise appointed by the Board;

(ii) five (5) Directors at Large, resident in any part of the SSWA region, to be elected at the Annual Meeting of the membership.

(b) The term of service of appointed Representatives shall be determined by the local board or committee of the constituent watershed, if one exists, or otherwise by the Board. The term of service of Directors at Large shall be two (2) years, for a maximum of three (3) consecutive terms, at which time they shall retire from the Board for at least one (1) year before becoming eligible for re-election.

(c) The Executive Committee shall comprise the President, Vice-President, Treasurer, and Secretary, and where possible should be filled by appointed or elected Directors from four (4) different constituent watersheds.

(d) The Directors shall elect from among themselves the Directors to fill the Executive Committee positions. The term of service shall be two (2) years.

(e) Decisions of the Board shall be determined by a vote, and a simple majority shall rule. All Directors, whether appointed or elected, shall hold one (1) vote each.

(f) If a Director misses three (3) consecutive meetings, he or she may be removed from the position by the remaining Directors.

(g) If a vacancy occurs mid-term among the Directors at Large, the vacancy so created may be filled by the Board until the date of the next annual meeting, at which time the Director must stand for election to the position.

(h) Membership on the Board is not transferable or assignable to another individual.

(i) Any Director or Officer shall vacate office if he or she holds any other office or place of profit under the Association.

(j) No Director shall engage in business which competes with the business of the Association.

9) Directors' Powers

(a) The Directors of the Corporation may, from time to time:

(i) borrow money on the credit of the Corporation in such amounts and upon such terms

as may be deemed necessary;

(ii) hypothecate, mortgage, charge, pledge all or any of the real and personal property undertaking and rights of the Corporation to secure any money borrowed or other liability of the Corporation;

(iii) give indemnities to any Director or other person whose undertaking or who is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss, by giving him a mortgage or charge upon the whole or any part of the real or personal property of the Corporation;

(iv) sell, lease, sublease or in any other manner deal with any interest in real or personal property.

(b) The President, Secretary, Treasurer, and Bookkeeper shall be authorized to sign cheques. One signature only is required for amounts to a ceiling of \$5000. Two signatures are required for amounts over \$5000.

10) Indemnities to Directors and others

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators, legal representatives and estate and effect respectively shall, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against

(i) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liabilities;

(ii) all other costs, charges and expenses which he sustained or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as or occasioned by his own willful, neglect or default.

11) Financial reporting and disbursement of funds

(a) The financial statements laid before the members of the Association at any Special Meeting or at an Annual Meeting shall consist of at least the following:

- (i) balance sheet
- (ii) statement of earnings
- (iii) statement of retained earnings, surplus and reserves
- (iv) statement of changes in financial position.

(b) Financial statements are to be checked by a competent third party.

(c) Funds will be awarded to projects based on environmental need as determined by majority vote.

(d) Funds raised directly by any constituent watershed, as well as membership fees emanating from and corporate donations designated for that watershed, may be expended by the local watershed board or committee, if one exists.

(e) In the absence of a local watershed board or committee, the Board may, on behalf of that watershed's members, expend funds obtained as specified in clause 11) (d) on projects and other necessary business within the boundaries of and for the benefit of that watershed.

12) Withdrawal from membership

A Director wishing to terminate his or her position on the Board shall provide written notice to the Board.

13) Amendments

The Directors may make, repeal or amend the by-laws at a Special or Annual Meeting provided that:

- (i) notice of the proposed action is given in writing to the members at least ten (10) days prior to the meeting;
- (ii) the aforesaid notice contains the exact wording of the proposed by-law(s) amendment(s);
- (iii) a majority of the constituent watershed groups are present at the meeting;
- (iv) a majority vote is obtained from the Directors for the enactment, repeal or amendment of the by-law(s).

14) Winding Up

The Corporation may be wound up if a resolution to wind up is approved by the Board at a meeting called to consider this business and no other. In the event of the winding up or other dissolution of the Corporation, any assets acquired will be divided equally among the surviving constituent watersheds after payment of any and all liabilities. In the event that no constituent watersheds survive the dissolution, the assets will be donated to the PEI Watershed Alliance, after payment of any and all liabilities. A copy of the Corporation's Memorandum and Bylaws shall, upon request, be furnished to each Director and to each member.

*By-laws amended at Special Membership Meeting
December 5, 2019.*