

1. Name of Corporation: North Saskatchewan River Basin Council Inc.

2.1. The Classes of Membership:

The North Saskatchewan River Basin Council Inc. has the following three membership classes:

- A. Community
- B. Ministry
- C. Sectoral

There are two categories of membership within each of the Community and Ministry classes, and one category of membership in the Sectoral class as described in section 2.2.

Members in the Community class may nominate and vote for board representation within their membership category and within their sub-watershed, and may delegate a representative to attend Annual General Meetings (AGM), special meetings and any other membership meetings. The delegate is eligible to serve on the board of directors, should he or she be selected by his or her membership category. Community members will have the right to submit and vote on resolutions at membership meetings.

Members in the Ministry class may nominate and vote for board representation within their membership category and may delegate a representative to attend AGMs, special meetings and any other membership meetings. The delegate is eligible to serve on the board of directors, should he or she be selected by his or her membership category. Ministry members do not have the right to submit nor to vote on resolutions at membership meetings.

Sectoral members are eligible to serve on the board of directors. They also may attend Annual General Meetings (AGM), special meetings and any other membership meetings. Sectoral members also have the right to submit and to vote on resolutions at membership meetings.

Membership is open to those agencies that fit the criteria for categories 1, 2 and 3, and can be extended to individuals for membership category 4. To become a member in good standing, eligible organizations, agencies or councils must submit a membership application.

2.2 Membership Categories and Criteria

The five membership categories of the corporation are listed below. Organizations applying for membership in the Community class must meet the criteria for either category 1 or 2. Ministry class members must meet the criteria for category 3 or 4, and Sectoral members must meet the criterion for category 5.

1. Indigenous Communities or representatives with lands or members residing in the watershed.
2. Rural and Urban Municipalities with land located in the watershed.
3. Federal Government Ministries listed as supporting agencies in the North Saskatchewan Watershed Source Water Protection Plan.
4. Provincial Government Ministries listed as supporting agencies in the North Saskatchewan Watershed Source Water Protection Plan.
5. Sectoral members are appointed by Community class members as required.

3. Right, if any, to transfer membership interest: None.

4. Number of Directors:

The minimum number of directors is 5 and the maximum number is 20.

The Board of Directors shall be constituted of members in good standing, or representatives of members in good standing, with a maximum of:

two directors representing Federal Government Agencies,
two directors representing Provincial Government Agencies,
four director representing Indigenous Communities,
two directors representing Urban Municipalities,
two directors representing Rural Municipalities,
four directors representing Sub-Basins within the watershed, and
four directors representing Sectoral interests.

1. Directors representing Federal Government Ministries shall be selected by those ministries that are members in good standing.
2. Directors representing Provincial Government Ministries shall be selected by those ministries that are members in good standing.
3. Directors representing Urban Municipalities shall be selected by urban municipal members in good standing in advance of the Annual General Meeting (AGM) by consensus or alternately by a mail-in ballot among this class of member. For the purpose of these articles, urban municipalities include cities, towns, villages and resort villages.
4. Directors representing Rural Municipalities shall be selected by rural municipal members in good standing in advance of the AGM by consensus or alternately by a mail-in ballot among this class of member.
5. Directors representing Indigenous Communities shall be selected from Indigenous Communities in good standing in advance of the AGM by consensus or alternately by a mail-in ballot among this class of member.
6. Community members within each sub-basin may select one director for geographical representation. The sub-basins are: Battle River, West North Saskatchewan River, Central North Saskatchewan River, East North Saskatchewan River as described in the protection plan. Where a sub-basin has an active watershed advisory committee, that committee may select the director, otherwise Community class members categories within the sub-watershed may select the director by consensus or alternately by a mail-in ballot.
7. The Community membership class may recruit and appoint directors to represent Sectoral interests within the watershed.

5. The corporation is a charitable corporation.

6. Restrictions on Activities: none.

7. Persons to whom remaining property is to be distributed in the course of liquidation or dissolution of the corporation:

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8. Other Provisions:

1. All Directors must reside within the boundaries of the watershed, with the exception that directors who are representing Federal or Provincial Government Ministries as well as Sectoral members may reside outside the watershed.
2. No Director shall be a salaried employee of the corporation.

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3. No director shall receive any remuneration for acting as such; however, a director may be paid for expenses she or he has incurred on behalf of the corporation as a director, including travel expenses and per diems where funds allow.
4. The Board of Directors will use a collaborative approach and operate by consensus when possible. If consensus cannot be reached, the Board may invoke the alternative decision-making process described in item 8.5.
5. Alternate decision-making process:
 - a. Where the Board of Directors is unable to achieve consensus on an issue, and 70% of directors agree, the board may initiate a mediation process.
 - b. Should the mediation process not be successful, the Board may conduct a vote, where support of 70% of members is required to carry the vote.
6. Annual General Meetings may be held simultaneously in more than one location provided the venues are linked by video conference or technology which will allow members in all locations to participate in real time. The AGM will operate under Robert's Rules of Order, recognizing that the business of the organization will be decided exclusively by the board of directors through either consensus or the alternative decision-making process, item 8.5.
7. The Board will appoint from among its members (at the earliest scheduled Directors' Meeting after the Annual General Meeting) a Chair, Vice-Chair, Secretary, Treasurer, and Membership. The appointments will normally be for two-year terms, with approximately half of the executive positions renewed on alternate years. When possible, a director needs to have served a minimum of one year as vice chair to be eligible for the chair position.
8. The executive position of chair will oversee the nomination process for directors and for other executive positions on the Board. Where membership classes fail to reach consensus on choice of directors, the chair will set deadlines and ensure written nominations are solicited for a mail-in ballot.
9. Directors will serve for two-year terms, with the exception that half the directors in each membership category will serve for one year when the organization is started, so that half of the director positions will subsequently come up for renewal each year. Terms run from AGM to AGM. With the exception of Federal and Provincial government representatives, directors who have served for three consecutive terms (six years) must step down for two years before being eligible to serve again.
10. A quorum at a regular meeting of the directors will consist of a minimum of five directors.
11. The vision of the North Saskatchewan River Basin Council Inc. is of a watershed which provides for the social, economic, environmental and cultural water needs of the future generations.
12. The corporation's mission is to create and implement a plan to develop and protect source waters in the watershed so that the resource can sustain future social, economic, environmental and cultural needs.