



Notice of Proposed Amendments

May 22, 2024

The Battle River Watershed Alliance Board of Directors proposes the following special resolutions to amend the Bylaws and Board of Director's Terms of Reference at the BRWA AGM 2024 to be held June 13, 2024 at 5415 49 Ave, Camrose, AB T4V 0N6 (Mirror Lake Centre, lower level). As required by the Bylaws, these changes are attached to your AGM invitation and have been sent to you via email on May 22, 2024, more than 21 calendar days prior to the AGM. In addition, please note the following Bylaw requirements for resolutions of this nature:

15.4 For a Special Resolution to amend or rescind the Bylaws to pass, it must have the approval of at least seventy-five (75) percent of the Members present and voting, provided there is a quorum present.

11.8 Meeting quorums shall be: (a) for an Annual General Meeting, twenty-five (25) Members;

Special Resolution to amend the Board of Director's Terms of Reference

The proposed updates to the Board of Director's Terms of Reference (2020) include a global change to all references of "General Manager" to Executive Director. In addition, more clarification has been added related to the Director's roles, authorities and meeting procedures. The document for approval is attached.

Motion TOR1-2024: The BRWA Board of Directors recommends to general membership, at the June 13, 2024 AGM, to accept updates to the Board of Director's Terms of reference, as presented to membership at the AGM.

Special Resolution to amend the Bylaws

The presiding bylaws were registered in 2013 with Alberta Registries, under the Society Act. To bring these bylaws into alignment with decisions approved by Directors in 2014, 2021, 2022, 2024 the motion outlined below requires an approval from the Membership. A document comparison between the presiding version of the Bylaws (2013) and the 2024 version is attached with changes highlighted in red. This includes an accommodation for potential Board members, from the Government of Alberta or other sectors, to act as voting Directors or as non-voting, Ex Officio members of the Board. In summary, Bylaw changes include all references to Executive Director (previously General Manager) and the changes in Section 2.0, 5.2 (d),(e), 8.1, 8.3, 11.1, 12.1 and 18.14

Motion Bylaw1-2024: The BRWA Board of Directors recommends to general membership, at the June 13, 2024 AGM, to accept the changes outlined in the attached Bylaws in red.