



BY-LAW

December 7, 2022

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE IRRIGATION CROP DIVERSIFICATION CORPORATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Irrigation Crop Diversification Corporation (hereinafter “ICDC”) as follows:

DEFINITIONS

1. “**Act**” shall mean *The Irrigation Act, 2019*.

“**Board**” means the Board of ICDC.

“**Director**” means member of the Board of ICDC.

“**Irrigation District**” shall mean an Irrigation District established in accordance with the *Act*.

“**Development Areas**” means geographic areas including Irrigation Districts as defined by the attached map (schedule B).

“**District Consumer**” means an irrigator who holds a Water Service Agreement with, or is receiving irrigation services from an Irrigation District.

“**Intensive Irrigators**” means an irrigator who has a right to intensive irrigation, defined as a minimum of 12 inches per acre (3 dam³/ ha) per year 7 years out of ten.

“**Prescribed Person**” means a person other than an intensive irrigator who:

- (a) Receives a minimum allocation of 1.5 cubic decametres per hectare (6 inches per acre) of water, and
- (b) Irrigates a minimum of 4 hectares (10 acres) of land using a sprinkler irrigation system

SEAL

2. The Seal of ICDC shall be such that the Board may from time to time adopt.

MEMBERSHIP

3. ICDC members are:

District Consumers, Intensive Irrigators and Prescribed Persons.

4. All members in good standing with ICDC have the right to participate in elections, hold a position on the Board and participate in other ICDC business. All members in good standing with ICDC may designate in writing, as their proxy, a primary producer who intensively irrigates, as a portion of their production, on land owned by said member; subject to ICDC approval, the designated proxy will be eligible to hold a position on the Board and participate in other ICDC business.
5. Members shall be in good standing if they have paid, and not requested a refund of their annual ICDC charge for three years and are not in contravention of any bylaws of ICDC.

BOARD ELECTION PROCEDURE

6. All members in good standing are entitled to vote, or a proxy thereof, if they have paid, and not requested a refund of their annual ICDC charge for three years and are not in contravention of any bylaws of ICDC.
7. The composition of the board Shall be in compliance with the Irrigation Act 2019 and Irrigation Regulations 2020 and shall be determined as follows:
 - a) A minimum of two directors elected from the LDDA.
 - b) A minimum of two directors elected from the SWDA.
 - c) A minimum of two directors who are District Consumers
 - d) A Minimum of two directors who are Intensive Irrigator/Prescribed Persons.
 - e) A minimum of one or maximum of two directors appointed for Minister of Agriculture.
 - f) one director, the SIPA chairman as appointed by the board of SIPA or their designated representative.
 - g) directors appointed in accordance with any federal-provincial agreement or any other agreement approved and signed by the Board.

- h) other directors deemed necessary by the Board, from time to time, to ensure that a majority of the Board are District Consumers, Intensive Irrigators, or Prescribed Persons elected by the delegates. in the event a Development Area fails to nominate a candidate or has insufficient delegates represented at the annual meeting to elect their director or directors and Intensive Irrigators/Prescribed Persons present at the annual meeting may appoint or elect a director or directors as required to represent the Development Area.
- 8. The term of any director of the Board shall be three years and there shall be annual elections whereby a minimum of two directors are elected each year on a rotational basis. The maximum number of consecutive full terms a director can serve on the Board is two. To be eligible for re-election after serving two full terms an individual must have been out of office for at least one year immediately prior to re-election.
- 9. In the event a director is no longer able to complete his term and the position becomes vacant the Board may appoint a member from the Development Area represented by the vacant position to serve until the next annual meeting. The director then elected to replace the appointed director will serve a term equal to the time remaining on the vacant position. In the event members from the Development Area represented by the vacant position fail to identify a representative to accept a Board appointment, the Board may appoint a member at large to serve as the Development Area director until the next annual meeting.
- 10. Directors may no longer be eligible to remain a director if they have been absent from three consecutive regular meetings without the approval of the remaining directors.
- 11. The Board shall choose annually from its members a chairperson, vice-chairperson and alternate vice-chairperson at the first Board meeting after the annual meeting who shall hold office at the will of the board.
- 12. The board shall choose their sub-committees and appoint directors to those sub-committees. The chairman shall be ex-officio member of all committees. Each committee shall keep minutes of any meeting and shall submit such minutes to the next Board meeting. The mandate of a committee may be determined by resolution of the Board. Such resolution shall indicate the term of a member of a committee, the nature of the duties of the committee, the remuneration to be paid to committee members and the time in which a committee is to complete its work.
 - a) Executive Committee – To oversee and ensure the directives and strategic plan of ICDC are being met and that subcommittees are meeting their mandates. To take on responsibility for ICDC business that doesn't fall under current subcommittees.
 - b) Financial Committee – To Provide financial oversight for the organization. Including budgeting and financial planning and reporting. To oversee and monitor of internal controls and accountability policies.

- c) Research Committee – To oversees the Research Program
To provide guidance and advice to the research director when required.
- d) Human Resource Committee:
To oversee all staffing requirements of ICDC.
To oversee human resource policies, code of conduct and conflict of interest.
To hire the Research Director and evaluate the Research Director’s performance.
To assist the Research Director to hire full time and seasonal staff when needed.
To create and/or assist in the creation of employee performance reviews, job descriptions and wage scales for staffing.
- e) Communications Committee:
To provide assistance in the development and implementation of an effective Marketing and Communications plans in support of the organization’s goals and objectives and to oversee successful events.
- f) ICDC and SIPA are currently looking at the possibility of branding under an umbrella name eg Irrigation Saskatchewan. An executive group of SIPA/ICDC representatives has been formed to investigate this further.
Other Committees as required can be created or removed as required by the board and its members.

BOARD MEETINGS

- 13. A quorum of the Board exists when a majority of the directors are present.
- 14. Meetings of the Board shall be held in Saskatchewan. A meeting of the Board may be convened by the chairperson or any two directors and the Chairperson shall upon direction of any of the foregoing convene a meeting.
- 15. Meetings of the Board must be called by giving five days notice to all directors unless unanimously agreed by all directors to convene a meeting with less notice. In no event shall the Board meet any less frequently than once per year. The Board, subject to the Act and bylaws, may convene, adjourn and otherwise regulate their meetings as they see fit.
- 16. Decisions of the Board shall be determined by a majority of votes:
 - a) A majority of the directors are present or
 - b) A majority of the directors respond in favor of a motion by electronic means.
- 17. A resolution in writing may be submitted to any meeting of the Board by a director not attending the meeting.
- 18. Directors shall be entitled to be reimbursed by ICDC for time spent on ICDC business and for expenses incurred subject to establishment of rates and charges by the Board and by filling out an expense form signed by a signatory.
- 19. Minutes of Board meetings shall be taken and made available, upon request, to ICDC members, at the discretion of the Board.

20. The members of the board will agree to a set Director Code of Conduct and adhere to the contract.

ANNUAL MEETING

21. The annual meeting should be held within twelve months of the end of the fiscal year. Notice for the meeting must be written and provided to all members at least thirty days in advance of the meeting.
22. Voting decisions will be formed by majority of voting delegates present.
23. Minutes of the annual meeting shall be taken and made available to all members upon request.
24. An audited statement shall be presented to the members and an auditor appointed for the following year.
25. Delegates must identify as voting at the time of meeting registration.
26. Nominations for director positions shall be provided by each Development Area as required, either prior to or at the annual meeting. Delegates from each Development Area will then elect their representatives to serve as directors on the Board. Such voting shall be by ballot or by hand, unless the meeting by motion otherwise decides.
27. Resolutions may be accepted from the floor at the Annual Meeting.

BYLAWS

28.
 - a) Bylaws that may be made by the Board remain in effect until ratified, revoked or amended by delegates at the next meeting of the delegates at a general, annual, or special meeting following the making of the bylaws.
 - b) Bylaws will be introduced, moved and seconded and passed by a simple majority at a general, annual or special meeting. In the event of a tied vote on a bylaw or an amendment to a bylaw, the motion is lost.

BANKING

29. The Board shall establish a banking arrangement with a financial institution in the location of its head office.
30. Any two of three authorized members of the Board shall be entitled to authorize and sign cheques or electronic bill payment which are supported by appropriate documentation. All expenditures must be approved by resolution of the Board at the next Board meeting.

31. The Board shall recommend an auditor to the ICDC annual meeting for ratification by delegates.

COLLECTION OF LEVIES

32. As per the Act clause 5-14 through 5-16, the annual ICDC charge to be paid by the District Consumer and by the Prescribed Persons/Intensive Irrigator shall be approved by the delegates at the annual meeting and then by the Minister prior to the start of each fiscal year. The ICDC budget including the charge shall be presented to the delegates at the annual meeting.
33. ICDC shall submit a request to the Ministry for the current billing charges for all Irrigation Districts and Intensive Irrigators/ Prescribed Persons 90 days prior to the fiscal period in which it is to be billed.
34. ICDC shall send billing notices for the ICDC charge to all Irrigation Districts and Intensive Irrigators/Prescribed Persons upon approval by the Minister. The billing notices shall be sent no later than April 30 for Irrigation Districts, and October 31 for Intensive Irrigators/Prescribed Persons, of the year for which the charge is levied. Districts and Intensive/Prescribed Person shall submit the ICDC charge by December 31st of the year for which the charge is levied.
35. The ICDC charge shall be refunded to any member according to provisions in *The Act*. Any application for refund shall be made to ICDC prior to December 31st of the year following payment of the charge. Refunds shall apply to the previous year's paid charge only.

For the purposes of clause 5-17(1)(b) of The Act, a written request for a refund of an annual charge levied by ICDC must contain the following:

- (a) the name and mailing address of the person requesting the refund;
- (b) the description of the parcel of land that is the subject of the annual charge;
- (c) if applicable, the name of the irrigation district to which the person belongs;
- (d) the amount of the annual charge sought to be refunded;
- (e) the reason for requesting the refund.

For the purposes of clause 5-17(2)(b) of the Act, ICDC shall:

- (a) verify that the person requesting the refund has paid the annual charge in full to ICDC; and
- (b) if ICDC verifies that the person requesting the refund has paid the annual charge in full to ICDC, refund the annual charge by way of cheque:
 - (i) made payable to the person requesting the refund; and
 - (ii) mailed to that person's mailing address as set out in the request for the refund.

MANNER AND EXECUTION OF CONTRACTS

36. Contracts, documents or other instruments in writing requiring execution by ICDC may be signed by any two of the three authorized members of the Board as established in Bylaw 30, subject to approval by the Board. Or in the case of research agreements, when authorized through a motion of the board to empower the research director of ICDC to have signing authority.

PROFESSIONAL ADVISORS AND STAFF

37. The Board may engage the services of, or retain, any technical professional or other advisors, specialists or consultants that ICDC considers necessary respecting its objects and purposes and powers, and pay their reasonable fees and expenses.
38. The Board may hire staff and establish duties it deems appropriate.

**SCHEDULE A
IRRIGATION DEVELOPMENT AREA MAP**

