



Province of Alberta

AGRICULTURAL SOCIETIES AMENDMENT ACT, 2015

Statutes of Alberta, 2015
Chapter 4

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Alberta Queen's Printer
7th Floor, Park Plaza
10611 - 98 Avenue
Edmonton, AB T5K 2P7
Phone: 780-427-4952
Fax: 780-452-0668

E-mail: qp@gov.ab.ca
Shop on-line at www.qp.alberta.ca

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AGRICULTURAL SOCIETIES AMENDMENT ACT, 2015

Chapter 4

HER MAJESTY, by and with the advice and consent of the
Legislative Assembly of Alberta, enacts as follows:

Amends RSA 2000 cA-11

1 The *Agricultural Societies Act* is amended by this Act.

2 Section 1 is amended

(a) in clause (c)

(i) in subclause (i) by adding “or” after “agricultural societies,”;

(ii) by repealing subclauses (ii) to (vi) and substituting the following:

(ii) an organization designated in the regulations as a society for the purposes of this Act;

(b) by adding the following after clause (c):

(d) “special resolution” means

(i) a resolution passed

(A) at a meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than 75% of members who are entitled to vote and do so, in person or by proxy,

(ii) a resolution proposed and passed as a special resolution at a meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the meeting so agree, or

- (iii) a resolution consented to in writing by all the members who would have been entitled to vote on the resolution in person or by proxy, at a meeting.

3 Section 2 is repealed.

4 Section 3 is repealed and the following is substituted:

Object of a society

3 The object of a society is to encourage improvement in agriculture and enhanced quality of life for persons living in the community by developing educational programs, events, services and facilities based on needs of the community.

5 The following is added after section 3:

Capacity of Agricultural Societies

Capacity of a society

3.1(1) A society has the capacity and, subject to this Act, the rights, powers and privileges of a natural person.

(2) Subject to this Act, a society has the capacity to carry on its business, conduct its affairs and exercise its powers in any jurisdiction outside Alberta to the extent that the laws of that jurisdiction permit.

(3) A society is a corporation.

Restriction on powers

3.2(1) It is not necessary for a bylaw to be passed in order to confer any particular power on the society or its directors.

(2) A society shall not carry on any business or exercise any power that is inconsistent with section 3 or that it is restricted by its bylaws from carrying on or exercising, nor shall the society exercise any of its powers in a manner that is inconsistent with section 3 or that is contrary to its bylaws.

(3) No act of a society, including any transfer of property to or by a society, is invalid by reason only that the act or transfer is inconsistent with section 3 or is contrary to its bylaws or this Act.

(4) If there is a conflict between this Act and the bylaws of a society, this Act prevails.

6 Section 4 is amended**(a) in subsection (2)**

- (i) by striking out “25 of whom must be” and substituting “25% of whom demonstrate, to the satisfaction of the Director, that they are”;**
- (ii) by repealing clause (a) and substituting the following:**
 - (a) are at least 18 years of age,
- (iii) in clause (d) by striking out “the prescribed form” and substituting “a form satisfactory to the Director”;**
- (iv) by striking out “Minister” and substituting “Director”;**

(b) by repealing subsection (3);**(c) in subsection (4)**

- (i) in clause (a)**
 - (A) by striking out “taken” and substituting “made”;**
 - (B) by striking out “subscribers who signed the application” and substituting “applicants”;**
- (ii) in clause (b) by striking out “Minister” and substituting “Director”;**

(d) in subsection (5)

- (i) by striking out “Minister” wherever it occurs and substituting “Director”;**
- (ii) by striking out “subscribers to the application” and substituting “applicants”;**

(e) in subsection (6) by striking out “Minister” and substituting “Director”.**7 Section 5 is repealed and the following is substituted:****New society**

5(1) A new society shall not be incorporated unless the applicants satisfy the Director that the chief place of business for the proposed society is at least 80 kilometres from the chief place of business of any existing society.

- (2) The Director may grant an exemption from subsection (1) on any conditions the Director considers necessary.

8 Section 6 is amended

- (a) **by renumbering it as section 6(1);**
- (b) **in subsection (1) by striking out** “subject to the permission” **and substituting** “with the consent”;
- (c) **by adding the following after subsection (1):**
- (2) The new name must comply with the form of the name set out in section 4(5).

9 Section 7 is amended

- (a) **in subsection (1) by striking out** “subscribers” **and substituting** “applicants”;
- (b) **in subsection (2) by adding** “general” **after** “annual”.

10 Section 8 is amended

- (a) **in subsection (1)**
- (i) **by striking out** “secretary” **and substituting** “society”;
- (ii) **by adding** “general” **after** “annual”;
- (iii) **by striking out** “one week” **and substituting** “30 days”;
- (b) **by repealing subsection (2) and substituting the following:**
- (2) The report shall contain
- (a) the address of the registered office of the society,
- (b) the full name, address and title of each officer and director of the society, and
- (c) any other information prescribed in the regulations.

11 The following is added after section 8:

Limitation of liability of members

8.1 A member of a society is not, in the member's individual capacity, liable for any debt or liability of the society.

Limitation of liability of directors and officers

8.2 A director or an officer of a society is not liable under this Act if the director or the officer acted in good faith and exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances to prevent the failure to fulfil the director's or the officer's duties, including reliance in good faith on financial statements of the society, on the reports of experts and on information presented by officers or professionals.

12 Sections 9 and 10 are repealed.**13 Section 11 is repealed and the following is substituted:****Register of members, etc.**

11(1) A society shall keep a register of its members containing the names of the persons who applied to form the society and the name of every other person who is admitted as a member of the society, together with the following particulars of each person:

- (a) the full name and mailing address;
- (b) the date on which the person is admitted as a member;
- (c) the date on which the person ceases to be a member;
- (d) the class of membership of the person, if the society has classes of members.

(2) A society shall, within a reasonable time of receiving a request for it from a member of the society, provide to the member a copy of the register, the annual list of members or an excerpt from either or both of them.

Use of register

11.1(1) In this section, "personal information" means personal information as defined in the *Personal Information Protection Act* other than business contact information to which that Act does not apply by virtue of section 4(3)(d) of that Act.

(2) A society may disclose the register or an annual list of members or an excerpt of either or both of them to a member of the society only if the information contained in the register, list

or excerpt is to be used by the member for matters relating to the affairs of the society.

(3) A member of a society may use personal information about another member of the society that is contained in the register, list or excerpt for any matter not referred to in subsection (2) if that other member gives consent to that use.

14 The heading preceding section 12 and sections 12 to 17 are repealed.

15 The heading preceding section 18 is repealed and the following is substituted:

Annual General Meeting

16 Section 18 is amended

- (a) by renumbering it as section 18(1);
- (b) in subsection (1) by adding “general” after “annual”;
- (c) by adding the following after subsection (1):
 - (2) The directors shall present to the annual general meeting the following reports and statements relating to the society’s most recent fiscal year:
 - (a) financial statements prepared in accordance with the regulations;
 - (b) any other information required by the regulations.

17 Sections 19 to 25 are repealed.

18 Section 26 is repealed and the following is substituted:

Registered office

26(1) Every society shall have a registered office in Alberta to which all communications and notices may be sent and at which all process may be served.

(2) Notice of the location of the registered office of a society, giving the mailing address, shall be filed with the Director

- (a) with the application to form a society, and

- (b) within 15 days after a change in the location of the registered office.

Annual return

26.1(1) A society shall annually, by the date prescribed in the regulations, make a return to the Director containing

- (a) the address of the registered office of the society,
- (b) the full name, address and title of each officer and director of the society,
- (c) financial statements prepared in accordance with the regulations, and
- (d) any other information prescribed by the regulations.

(2) Notwithstanding anything in this section, where there is a change

- (a) in the membership of the officers or directors of a society, or
- (b) in the name or address of an officer or director of a society,

the society shall, within 30 days from the day that the change occurs, give notice to the Director in a form acceptable to the Director setting out the change.

Records received by Director

26.2 Subject to any conditions or requirements of the Director, a document or information that is received by the Director under this Act in electronic or other form may be entered or recorded by an information storage device, including a system of mechanical or electronic data processing, that is capable of reproducing stored documents or information in legible written form within a reasonable time.

Verification of notice, etc.

26.3 Every notice, report, return or resolution required to be sent to or filed with the Director shall be dated and verified by a person having knowledge of the affairs of, and who is authorized by, the society on whose behalf the notice, report, return or resolution is made.

19 Section 27 is repealed and the following is substituted:**Bylaws**

27(1) Each society must have bylaws for the general management of the society.

- (2) The bylaws may be made or amended only at an annual general meeting or by special resolution.
- (3) A copy of the bylaws must be sent to the Director.
- (4) Bylaws made after the coming into force of this subsection are not valid until approved by the Director.
- (5) Effective 3 years from the date of coming into force of this subsection, bylaws must include the subject-matter set out in the regulations.

20 The following is added after section 27:

Amalgamation

Amalgamation

- 27.1(1)** Two or more societies may amalgamate and continue as one society.
- (2) Each society proposing to amalgamate shall enter into an amalgamation agreement setting out the terms and means of effecting the amalgamation and, in particular, setting out
 - (a) the name of the amalgamated society;
 - (b) the name and address of each proposed director of the amalgamated society;
 - (c) whether the bylaws of the amalgamated society are to be those of one of the amalgamating societies and, if not, a copy of the proposed bylaws of the amalgamated society;
 - (d) any other matters that may be necessary to effect the amalgamation and to provide for the subsequent management and working of the amalgamated society.
 - (3) The directors of each amalgamating society shall submit the amalgamation agreement to the members of the society for adoption by special resolution.
 - (4) After an amalgamation agreement has been adopted under subsection (3), an application for amalgamation in a form satisfactory to the Director must be filed with the Director together with the following:
 - (a) a copy of the special resolution of each amalgamating society adopting the amalgamation agreement, certified to be a true copy by the society;

- (b) the amalgamation agreement;
- (c) the proposed name of the society;
- (d) the proposed bylaws of the society;
- (e) any other information required by the Director.

(5) On receipt of the documents and the prescribed fee, the Director may issue a certificate of amalgamation in the prescribed form.

(6) On the date shown in a certificate of amalgamation,

- (a) the amalgamating societies are amalgamated and are continued as one society;
- (b) the property of each amalgamating society continues to be the property of the amalgamated society;
- (c) the amalgamated society continues to be liable for all debts and obligations of each amalgamating society;
- (d) a civil, criminal or administrative action or proceeding pending by or against an amalgamating society may be continued to be prosecuted by or against the amalgamated society;
- (e) a conviction against, or a ruling, order or judgment in favour of or against, an amalgamating society may be enforced by or against the amalgamated society;
- (f) the certificate of amalgamation is deemed to be the certificate of incorporation of the amalgamated society.

21 Section 28(1) and (2) are repealed and the following is substituted:

Real estate

28(1) A society may not hold real estate outside Alberta.

(2) The directors shall not sell, mortgage, lease for over one year or otherwise dispose of any real property owned by the society unless authorized to do so by a special resolution.

22 Section 29 is repealed and the following is substituted:

Investment by society

29 The directors are authorized to invest the funds of the society that are not immediately required only in accordance with the *Trustee Act*.

23 Sections 30 and 31 are repealed.

24 Section 32(1) is repealed.

25 Section 33 is repealed.

26 Section 34(1) is amended by striking out “special meeting” and substituting “meeting”.

27 Section 35 is amended

(a) by repealing subsection (1) and substituting the following:

Investigations

35(1) The Director may, if the Director considers it advisable to do so, conduct an investigation into the affairs of a society for the purpose of determining whether the affairs of the society are being conducted in a proper manner or whether the activities being carried out by the society are consistent with section 3.

(b) in subsection (2)

(i) by striking out “makes” and substituting “conducts”;

(ii) in clause (a) by adding “or any residence of that officer being used by the society for its operations” after “a society”;

(c) in subsection (3)

(i) by striking out “making” and substituting “conducting”;

(ii) in clause (a) by adding “or any residence being used by the society for its operations” after “the society”;

(iii) by striking out “make an order” and substituting “make any order”.

28 The following is added after section 35:**Decision not to investigate or to discontinue investigation**

35.1(1) The Director may decline to conduct an investigation into the affairs of a society or discontinue an investigation if the Director is satisfied that the matter for investigation is frivolous, vexatious or trivial or otherwise does not warrant investigation.

(2) The Director shall give written notice of a decision under subsection (1) to any person who contends that the person is affected by the matter, giving reasons for the decision.

29 Section 36(1) is amended by striking out “outside its objects” and substituting “not consistent with section 3”.**30 Sections 39 and 40 are repealed and the following is substituted:****Surrender of certificate of incorporation**

39(1) A society may, by special resolution, dissolve the society.

(2) A copy of the special resolution dissolving the society must be provided to the Director.

(3) If satisfied that sufficient notice of the special resolution has been given, that no debts or liabilities of the society are outstanding and that all the society’s assets have been properly disposed of, the Director may cancel the certificate of incorporation.

Cancellation of certificate

40 When the Director is satisfied that a society is no longer in operation, the Director may on 60 days’ written notice to the society cancel that society’s certificate of incorporation.

31 Section 42(3) is repealed.**32 Section 44 is amended**

(a) by repealing subsection (1) and substituting the following:

Regulations

44(1) The Lieutenant Governor in Council may make regulations

- (a) defining, for the purposes of this Act and the regulations, any term used in this Act that is not otherwise defined in this Act;
- (b) respecting any matter necessary or advisable to carry out the intent and purpose of this Act.

(b) in subsection (2)

(i) by adding the following after clause (a):

- (a.1) respecting the subject-matter that must be included in the bylaws of a society;
- (a.2) exempting a society from the application of any provision of this Act or the regulations, subject to any terms and conditions that the Minister considers appropriate;
- (a.3) respecting the reports, statements and information to be presented to annual general meetings and the requirements for the documents and information;
- (a.4) specifying when reports, statements and information presented to annual general meetings must be submitted to the Director;
- (a.5) respecting the types of records that societies are to keep, maintain and submit under this Act to the Minister or the Director;
- (a.6) respecting what information must be submitted to the Director with annual returns;
- (a.7) respecting codes of conduct for a society's members, officers, directors and employees, including
 - (i) requiring societies to establish codes of conduct,
 - (ii) respecting the contents and implementation of codes of conduct,
 - (iii) respecting the form and manner in which a code of conduct is to be made public, and
 - (iv) respecting processes for administering codes of conduct;
- (a.8) designating organizations as societies for the purposes of this Act;

- (ii) **by repealing clause (b);**
- (iii) **by repealing clause (c.1);**
- (c) **by repealing subsection (3).**

33 This Act comes into force on Proclamation.



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