



Province of Alberta

AGRICULTURAL SOCIETIES ACT

Revised Statutes of Alberta 2000
Chapter A-11

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Office Consolidation

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Note

All persons making use of this consolidation are reminded that it has no legislative sanction, that amendments have been embodied for convenience of reference only. The official Statutes and Regulations should be consulted for all purposes of interpreting and applying the law.

Amendments not in Force

This consolidation incorporates only those amendments in force on the consolidation date shown on the cover. It does not include the following amendments:

RSA 2000 c2 (supp) s2 amends s4, s3 amends s26.

Regulations

The following is a list of the regulations made under the *Agricultural Societies Act* that are filed as Alberta Regulations under the Regulations Act

	Alta. Reg.	<i>Amendments</i>
Agricultural Societies Act		
Agricultural Societies		
Financial Statement	233/96	251/2001
Guaranteed Borrowing	139/98	27/2002, 35/2007, 68/2008, 31/2012, 62/2013

AGRICULTURAL SOCIETIES ACT

Chapter A-11

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

Definitions

- 1 In this Act,

- (a) “Director” means the person designated by the Minister as the Director for the purposes of this Act;
- (b) “Minister” means the Minister determined under section 16 of the *Government Organization Act* as the Minister responsible for this Act;
- (c) “society” means
 - (i) an agricultural society organized under this Act or under *The Agricultural Societies Ordinance*, ONWT 1903 c17, or any earlier ordinance relating to agricultural societies,
 - (ii) Calgary Exhibition and Stampede Ltd.,
 - (iii) Edmonton Northlands,
 - (iv) Westerner Exposition Association,
 - (v) Medicine Hat Exhibition and Stampede Company Ltd.,
 - (vi) Lethbridge and District Exhibition.

RSA 1980 cA-12 s1;1983 c37 s2;1996 c2 s2;1999 c32 s1

Application of this Act

2 Only sections 11, 22, 26, 30, 31, 33 and 44 apply to agricultural societies listed in section 1(c)(ii) to (vi).

1996 c2 s3

Objects of Agricultural Societies

Object of a society

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

RSA 1980 cA-12 s2;1996 c2 s4

Organization of Societies

Organization of societies

4(1) A society may be formed under this Act in the manner prescribed by this section.

(2) Fifty or more persons, not less than 25 of whom must be engaged in agricultural production, who

- (a) are 18 years of age or older,
- (b) are residents of Alberta,
- (c) are not members of another society, and
- (d) have signed an application in the prescribed form,

may apply to the Minister to form a society.

(3) Every person signing the application shall pay at least \$1 as or as part of the person's first annual subscription to the funds of the proposed society and the money shall be paid to and be held by one of the subscribers in trust for the society.

(4) An application to form a society shall be

- (a) supported by an affidavit taken by one of the subscribers who signed the application, and
- (b) forwarded to the Minister together with the affidavit and a copy of the proposed bylaws of the proposed society.

(5) If the Minister approves an application to form a society and the bylaws accompanying that application, the Minister may issue a certificate of incorporation in the prescribed form incorporating the subscribers to the application as a society under the name "The _____ Agricultural Society".

(6) On the issue of a certificate of incorporation under subsection (5), the initial bylaws of the society are those bylaws approved by the Minister under subsection (5).

RSA 1980 cA-12 s3

New society

5 Except with the consent in writing of the Minister, a new society shall not be constituted unless the chief place of business for the proposed society is at least 40 kilometres from any existing society.

RSA 1980 cA-12 s4

Change of name

6 A society may, subject to the permission of the Director, change its name at any time.

RSA 1980 cA-12 s5

First annual meeting

7(1) As soon as practicable after the formation of the society, a meeting of the subscribers and of any other persons who desire to

become members shall be held at the call of the person whom the Director nominates for that purpose and at the time and place and with the amount of prior public notice as the Director directs.

(2) The meeting held pursuant to subsection (1) shall be the first annual meeting of the society.

RSA 1980 cA-12 s6

Report of first meeting

8(1) The secretary shall send a report of the first annual meeting to the Director within one week after the meeting.

(2) The report of the secretary shall contain a statement of the number of members and a list of the officers elected and appointed and shall be certified by the president and secretary.

RSA 1980 cA-12 s7

Persons eligible for membership

9(1) A person who meets the requirements set out in the bylaws of a society may become a member of the society on paying to the treasurer a membership fee of not less than \$1.

(2) Subject to the bylaws of the society, a firm or an incorporated company may become a member of a society on payment of the regular membership fee, but the name of one person only shall in any one year be entered as the representative or agent of the firm or company and only that person may exercise the privileges of membership in the society on behalf of the firm or company.

RSA 1980 cA-12 s8;1996 c2 s5

Membership fee

10(1) Payment of the membership fee entitles the person, firm or company paying it to the privileges of membership for the year for which the fee is paid.

(2) A member shall, at the time of payment of the member's membership fee, give to the treasurer the post office address to which all notices of meetings and other notices to the member shall be sent.

RSA 1980 cA-12 s9

Mailing list

11 A society must maintain a current mailing list of its members.

1996 c2 s6

Officers of Society

Board of directors

12(1) The board of directors of a society must consist of

- (a) the president of the society,
- (b) a vice-president of the society, and
- (c) not fewer than 10 other persons,

who must be elected or appointed in accordance with the bylaws of the society.

(2) Only those members of the society who have paid their membership fee for the year are eligible

- (a) to be elected or appointed as a director for that year, or
- (b) to vote at an election of directors for that year.

RSA 1980 cA-12 s10;1996 c2 s7

Election of directors

13 The election of the directors of a society shall be held at the annual meeting of the society or as provided for in the bylaws of the society.

RSA 1980 cA-12 s12

Term of office

14 The directors of a society hold office

- (a) for a term of office terminating at the conclusion of the annual meeting following the one at which they were elected or appointed, or
- (b) for a term of office provided for in the bylaws of the society.

RSA 1980 cA-12 s13

Secretary and treasurer

15 The directors of a society may appoint a secretary-treasurer or a secretary and a treasurer, who may be directors of the society and who hold office for the term set out in the bylaws.

RSA 1980 cA-12 s14;1996 c2 s9

Auditor

16(1) The Director may, by written notice to a society, require the society to appoint an auditor for the society.

(2) The appointment of an auditor pursuant to a notice given under subsection (1) must be approved by the Director.

RSA 1980 cA-12 s15

Filling of vacancy

17 If the office of a director becomes vacant before the director's term of office expires, the remaining directors shall appoint a person who is eligible under section 12(2) to be elected as a director to fill the vacancy for the unexpired term.

RSA 1980 cA-12 s16;1996 c2 s10

Meetings

Annual meeting

18 Each society shall hold an annual meeting at the time and place set by the directors.

RSA 1980 cA-12 s17;1996 c2 s11

Notice of annual meeting

19(1) The secretary shall give at least 2 weeks' notice of the place and time of holding an annual or other meeting of a society and any additional notice as the directors may decide.

(2) The notice must be given to all members of the society.

RSA 1980 cA-12 s18;1996 c2 s12

Substituted annual meeting

20 If a society through any cause fails to hold its annual meeting within the time appointed, the Director may appoint a time for holding it, and the meeting shall be called by the secretary, or by some person appointed for that purpose by the Director, in the same way as a regular meeting, and the meeting is in all respects deemed to be the annual meeting of the society.

RSA 1980 cA-12 s19

Order of business

21 The following shall be the order of business at annual meetings of societies:

- (a) reading minutes of previous meeting;
- (b) addresses and reports of officers;
- (c) reports of committees;
- (d) unfinished business;

- (e) new business;
- (f) addresses and discussions;
- (g) election of officers;
- (h) adjournment.

RSA 1980 cA-12 s20

Directors' reports and statements

22 The directors shall present to the annual meeting the following reports and statements relating to the society's financial year that has just ended:

- (a) a report of the directors' activities in that year;
- (b) a list of members of the society at the end of that year;
- (c) financial statements prepared in accordance with the regulations;
- (d) a report listing and giving a brief description of each activity carried out by the society in that year.

RSA 1980 cA-12 s21;1996 c2 s13

Other meetings

23 Meetings of the society other than the annual meeting may be held at any time that the directors determine.

RSA 1980 cA-12 s22

Meetings of directors

24(1) Directors must be given at least 2 weeks' notice of all regular meetings of the directors.

(2) In exceptional circumstances, a meeting of the directors may be called on less than 2 weeks' notice.

RSA 1980 cA-12 s23;1996 c2 s14

Quorum

25(1) The quorum at a meeting of the society is 10 members or any greater number set out in the bylaws.

(2) The quorum at a meeting of the directors of the society is 5 directors or any greater number set out in the bylaws.

RSA 1980 cA-12 s24;1996 c2 s15

Returns

Information to be delivered to Director

26 Not later than January 15 following the annual meeting of a society, the secretary of the society shall deliver to the Director

- (a) a list of the persons elected at the annual meeting as officers of the society, and
- (b) a copy or summary of each report and statement presented to the annual meeting.

RSA 1980 cA-12 s25;1996 c2 s16

Bylaws

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 meeting or at a special meeting called for that purpose.

(3) A copy of the bylaws must be sent to the Director as soon as possible after they are enacted.

RSA 1980 cA-12 s26;1996 c2 s17

Miscellaneous Powers and Duties

Real estate

28(1) A society may acquire and hold whatever real estate in Alberta is necessary for the purpose of carrying out the objects for which it is formed.

(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 at a special meeting of the society called for that purpose for which at least one month's notice must be given in the manner provided for calling special meetings.

(3) Repealed 2006 c9 s5.

(4) The Director may, by written notice to a society, prohibit the society from encumbering or disposing of real property without the permission of the Director.

RSA 2000 cA-11 s28;2001 c28 s4;2006 c9 s5

Society funds

29(1) The funds of a society, however derived, shall not be expended for objects inconsistent with those authorized by this Act.

- (2) Subject to the bylaws of the society, the directors are authorized to receive and expend grants and other funds of the society on behalf of the society.
- (3) The directors are authorized to invest the funds of the society that are not immediately required only in accordance with the *Trustee Act*.
- (4) The funds of a society shall be deposited from time to time to the credit of the society in a bank or other similar institution.
- (5) The cheques of a society must be signed by any 2 of the following:
- (a) the president;
 - (b) a vice-president;
 - (c) the treasurer or the secretary-treasurer, as the case may be.

RSA 2000 cA-11 s29;2006 c9 s5

Exhibitions

- 30(1)** A society may hold an exhibition at the time and place set by the directors at a meeting called for that purpose.
- (2) If a society proposes to hold an exhibition at which prizes are to be awarded, the prize list shall be sent to the Director at least 6 weeks before the date on which the exhibition is to be held.

RSA 1980 cA-12 s29;1996 c2 s19

Union of societies

- 31** Two or more societies may by agreement between their respective boards of directors amalgamate their funds or any portion of them for the purpose of developing and operating a facility or for the purpose of holding a joint agricultural or livestock exhibition or other activity or event with objects similar to those of an agricultural society as specified in section 3.

RSA 1980 cA-12 s31;1996 c2 s20

Borrowing by society

- 32(1)** A society may, for the purpose of carrying out its objects or for capital purposes, from time to time borrow money and may from time to time issue notes, bonds, debentures and other securities.
- (2) The Director may, by written notice to a society, prohibit the society from borrowing money without the permission of the Director.

RSA 1980 cA-12 s32

Guarantee of borrowings

33(1) When a society or a company organized for the purpose of developing or operating a facility or holding an exhibition or other activity borrows money or issues notes, bonds, debentures or other securities, the Lieutenant Governor in Council may, in the Lieutenant Governor in Council's discretion but subject to the regulations, guarantee on behalf of the Government the principal and interest of those borrowings and any notes, bonds, debentures and other securities so issued.

(2) The guarantee, in a form and manner the Lieutenant Governor in Council may approve, may be endorsed on any notes, bonds, debentures or other securities issued by the society or company, as the case may be, and may be signed on behalf of the Government by the President of Treasury Board and Minister of Finance, by the Deputy Minister of Treasury Board and Finance or by some other person that the Lieutenant Governor in Council may designate.

(3) Notwithstanding anything in this section, at no time shall the principal amounts guaranteed under this section exceed in the aggregate the sum of \$50 000 000.

(4) At least every 5th calendar year, if during that period subsection (1) has not been repealed and a Government Bill has not been introduced into the Legislative Assembly that, if passed, would have the effect of repealing that enactment, the Minister shall ensure that a member of the Executive Council introduces into the Legislative Assembly a motion that would have the effect of facilitating a debate in the Assembly on the question of whether the enactment should be repealed.

RSA 2000 cA-11 s33;2006 c23 s1;2013 c10 s5

Meeting of a Society called by the Director**Special meeting**

34(1) When the Director is of the opinion that a matter should be brought to the attention of the members of a society or to the board of directors of a society, the Director may for that purpose, on 30 days' written notice to the society, order the society to hold a special meeting of the members of the society or of the board of directors, as the case may be, on the day prescribed in the notice.

(2) When a meeting is held under subsection (1), the Director may attend and act as the chair of that meeting.

RSA 1980 cA-12 s34

Investigations by the Director

Investigations

35(1) The Director

- (a) may, if the Director considers it advisable to do so, make or cause to be made an investigation into the affairs of a society, and
- (b) shall, on a written request of 10 members of a society, make or cause to be made an investigation into the affairs of the society,

for the purpose of determining whether the affairs of the society are being conducted in a proper manner or that the activities being carried out by the society are those activities permitted under the objects of the society.

(2) When the Director makes an investigation into the affairs of a society under subsection (1), the Director or an inspector may, with the permission of an officer of the society,

- (a) enter at any reasonable hour any facility being operated by a society;
- (b) obtain any books, records or other documents of the society and may examine them, make copies of them or remove them temporarily for the purpose of making copies of them;
- (c) attend any meeting of the board of directors or of the members of the society.

(3) If permission is not granted under subsection (2), the Director may apply ex parte to the Court of Queen's Bench for an order that the Director or a person authorized by the Director may, for the purpose of making an investigation into the affairs of a society under subsection (1),

- (a) enter at any reasonable hour any facility being operated by the society,
- (b) obtain any books, records or other documents of the society and examine them, make copies of them or remove them temporarily for the purpose of making copies of them, and
- (c) attend any meeting of the board of directors or of the members of the society,

and the Court may, on being satisfied that the order is necessary for the investigation to be carried out, make an order it considers appropriate.

(4) If an inspector removes any books, records or other documents under subsection (2)(b), the inspector shall

- (a) give to the person from whom those items were taken a receipt for those items, and
- (b) forthwith make copies of, take photographs of or otherwise record those items and forthwith return those items to the person to whom the receipt was given.

RSA 1980 cA-12 s35

Management of society

36(1) When the Director is of the opinion that the affairs of a society are not being conducted in a proper manner or the society is carrying on activities that are outside its objects, the Director may, by written notice to the society,

- (a) order the society to
 - (i) take those measures that are prescribed in the notice, and
 - (ii) cease carrying on those activities specified in the notice,or either of them, or
- (b) become by self-appointment the manager of the society for the purpose of
 - (i) bringing the affairs of the society into order, or
 - (ii) dissolving the society.

(2) If a society does not, in the opinion of the Director, comply with a notice given under subsection (1)(a), the Director may on 60 days' written notice to the society cancel the society's certificate of incorporation.

RSA 1980 cA-12 s36

Director as manager

37 When the Director becomes the manager of a society under section 36(1)(b),

- (a) the Director assumes all the powers of the board of directors and of the members of the society, and

- (b) the board of directors shall not carry out any function in respect of the society unless directed or permitted to do so by the Director.

RSA 1980 cA-12 s37

Resumption of management by directors

38(1) When the Director is the manager of a society pursuant to a notice given under section 36(1)(b) and is of the opinion that the affairs of the society have been brought into order and are once again in a position to be managed by a board of directors, the Director may

- (a) direct the board of directors to resume the management of the society, or
- (b) if
 - (i) the terms of office of the directors have expired, or
 - (ii) the number of directors remaining in office is insufficient to constitute a quorum at a meeting of the board of directors,

convene a meeting of the members of the society for the purpose of conducting an election to fill the vacancies on the board of directors so that there is a board of directors to resume the management of the society.

(2) The board of directors shall resume the management of the society on a day prescribed by the Director and on the board of directors resuming the management of the society, the Director ceases to be the manager of the society and the Director's appointment as manager terminates.

RSA 1980 cA-12 s38

Dissolution of Societies

Resolution dissolving a society

39(1) A society may, at a special meeting of the society, pass a resolution dissolving the society.

(2) Members of the society must be given at least 30 days' notice of the special meeting.

(3) A copy of the resolution dissolving a society must be provided to the Director.

1996 c2 s21

Cancellation of certificate

40 When the Director is satisfied that a society is no longer in operation or if a resolution has been passed in accordance with section 39, the Director may on 60 days' written notice to the society cancel that society's certificate of incorporation.

RSA 1980 cA-12 s39;1996 c2 s22

Dissolution of societies

41 When a society's certificate of incorporation is cancelled, the society is dissolved and its directors and officers cease to hold office.

RSA 1980 cA-12 s40

Liquidator

42(1) On the dissolution of a society, the Director may appoint as liquidator one or more persons to adjust and settle the affairs of the society and for that purpose the persons so appointed have full power to sell and dispose of the assets of the society.

(2) The property of the society and the proceeds of its sale must be applied

- (a) first in paying the expenses incurred in liquidating its affairs, including any remuneration of the persons appointed for that purpose as may be fixed by the Director, and
- (b) second in discharging the liabilities of the society to its creditors in full unless the property and proceeds of sale after paying the expenses incurred in liquidating the affairs of the society are not sufficient to discharge its liabilities in full, in which case the funds available shall be distributed among the creditors of the society on a prorated basis in accordance with the respective admitted claims of the creditors.

(3) A member of a society is not, in the member's individual capacity, liable for any debt or liability of the society unless the member has agreed to be so liable.

(4) If the amount realized on the sale and disposal of the assets of the society is not sufficient to pay the costs of liquidation incurred by the liquidator in liquidating the affairs of the society, the Government shall pay to the liquidator those costs of liquidation that were not met by the amount realized on the sale and disposal of those assets.

(5) The liquidator shall make a report to the Director as soon as the expenses of the liquidator and the liabilities of the society have

been paid and satisfied either fully or on a prorated basis as provided in subsection (2) and at such other times as the Director may require.

(6) If there is a surplus either in property or money after paying the expenses of liquidation and all the liabilities of the society, the liquidator shall at the time and place, and on the notice and in the manner that the Director directs, call a meeting of all persons who were members of the society immediately before its dissolution, and the meeting, by resolution, may authorize the liquidator to dispose by way of gift of all or any of the surplus to an association or body engaged in community service in the locality in which the society operated.

(7) A surplus that remains in the hands of the liquidator after making a disposition authorized by a resolution passed under subsection (6),

- (a) if it is in money, shall be paid into and form part of the General Revenue Fund, or
- (b) if it is not in money, vests in the Crown in right of Alberta.

RSA 1980 cA-12 s41

General

Administration

43(1) In accordance with the *Public Service Act*, there may be appointed a Director of Agricultural Societies, inspectors and any other employees necessary for the administration of this Act.

(2) Where the Director is given any power or duty under this Act or the regulations, the Director may in writing authorize one or more persons who are employees of the Government under the administration of the Minister to exercise that power or perform that duty generally or with respect to any particular case on the conditions or in the circumstances prescribed by the Director.

(3) A written authorization made under subsection (2)

- (a) purporting to be signed by the Director, and
- (b) stating that the person named in it is authorized under subsection (2) to exercise the powers or perform the duties set out in the written authorization,

or a copy thereof, shall be admitted in evidence as proof, in the absence of evidence to the contrary, of that person's authorization to exercise those powers and perform those duties without proof of

the signature or official character of the person appearing to have signed the written authorization.

RSA 1980 cA-12 s42

Regulations

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

- (a) governing the borrowings of societies;
- (b) governing the giving of guarantees under this Act by the Government for the repayment of loans made to societies and companies.

(2) The Minister may make regulations

- (a) respecting the preparation of financial statements;
- (b) respecting the maintenance of books and records of societies;
- (c) governing the management of activities being carried out by societies;
- (c.1) respecting the investment of funds of the society for the purpose of section 28(3);
- (d) prescribing forms for the purposes of this Act.

(3) A society that fails to comply with the regulations is not entitled to participate in any appropriation in aid of societies provided by the Legislature.

RSA 2000 cA-11 s44;2001 c28 s4



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