



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.

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	50/2019	
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, or
 - (ii) an organization designated in the regulations as a society for the purposes of this Act;
- (iii) to (vi) repealed 2015 c4 s2;
- (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.

RSA 2000 cA-11 s1;2015 c4 s2

2 Repealed 2015 c4 s3.

Objects of Agricultural Societies

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.

RSA 2000 cA-11 s3;2015 c4 s4

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.

2015 c4 s5

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.

2015 c4 s5

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 demonstrate, to the satisfaction of the Director, that they are engaged in agricultural production, who

- (a) are at least 18 years of age,
- (b) are residents of Alberta,
- (c) are not members of another society, and
- (d) have signed an application in a form satisfactory to the Director,

may apply to the Director to form a society.

(3) Repealed 2015 c4 s6.

(4) An application to form a society shall be

- (a) supported by an affidavit made by one of the applicants, and
- (b) forwarded to the Director together with the affidavit and a copy of the proposed bylaws of the proposed society.

(5) If the Director approves an application to form a society and the bylaws accompanying that application, the Director may issue a certificate of incorporation in the prescribed form incorporating the applicants 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 Director under subsection (5).

RSA 2000 cA-11 s4;2015 c4 s6

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.

RSA 2000 cA-11 s5;2015 c4 s7

Change of name

6(1) A society may, with the consent of the Director, change its name at any time.

(2) The new name must comply with the form of the name set out in section 4(5).

RSA 2000 cA-11 s6;2015 c4 s8

First annual meeting

7(1) As soon as practicable after the formation of the society, a meeting of the applicants 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 general meeting of the society.

RSA 2000 cA-11 s7;2015 c4 s9

Report of first meeting

8(1) The society shall send a report of the first annual general meeting to the Director within 30 days after the meeting.

(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.

RSA 2000 cA-11 s8;2015 c4 s10

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.

2015 c4 s11

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.

2015 c4 s11

9, 10 Repealed 2015 c4 s12.

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.

RSA 2000 cA-11 s11;2015 c4 s13

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.

2015 c4 s13

12 to 17 Repealed 2015 c4 s14.

Annual General Meeting

Annual general meeting

18(1) Each society shall hold an annual general meeting at the time and place set by the directors.

(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.

RSA 2000 cA-11 s18;2015 c4 s16

19 to 25 Repealed 2015 c4 s17.

Returns

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.

2015 c4 s18

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.

2015 c4 s18

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.

2015 c4 s18

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.

2015 c4 s18

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.

RSA 2000 cA-11 s27;2015 c4 s19

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.

2015 c4 s20

Miscellaneous Powers and Duties

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.

(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;2015 c4 s21

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*.

RSA 2000 cA-11 s29;2006 c9 s5;2015 c4 s22

30, 31 Repealed 2015 c4 s23.

Borrowing by society

32(1) Repealed 2015 c4 s24.

(2) The Director may, by written notice to a society, prohibit the society from borrowing money without the permission of the Director.

RSA 2000 cA-11 s32;2015 c4 s24

33 Repealed 2015 c4 s25.

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 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 2000 cA-11 s34;2015 c4 s26

Investigations by the Director

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.

(2) When the Director conducts 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 or any residence of that officer being used by the society for its operations;
- (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 conducting an investigation into the affairs of a society under subsection (1),

- (a) enter at any reasonable hour any facility being operated by the society or any residence being used by the society for its operations,
- (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 any 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 2000 cA-11 s35;2015 c4 s27

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.

2015 c4 s28

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 not consistent with section 3, 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 2000 cA-11 s36;2015 c4 s29

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**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.

RSA 2000 cA-11 s39;2015 c4 s30

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.

RSA 2000 cA-11 s40;2015 c4 s30

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) Repealed 2015 c4 s31.

(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 2000 cA-11 s42;2015 c4 s31

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) 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.

(2) The Minister may make regulations

- (a) respecting the preparation of financial statements;
- (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;
- (b) repealed 2015 c4 s32;
- (c) governing the management of activities being carried out by societies;
- (c.1) repealed 2015 c4 s32;
- (d) prescribing forms for the purposes of this Act.
- (3)** Repealed 2015 c4 s32.

RSA 2000 cA-11 s44;2001 c28 s4;2015 c4 s32



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