



Province of Alberta
Order in Council

O.C. 106 /2019

JUN 04 2019

ORDER IN COUNCIL

Approved and ordered:

Lieutenant Governor
or
Administrator

The Lieutenant Governor in Council makes the Agricultural Societies Regulation set out in the attached Appendix.

CHAIR

FILED UNDER
THE REGULATIONS ACT

as ALBERTA REGULATION

50/2019

ON

June 4

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DEPUTY REGISTRAR OF REGULATIONS

For Information only

Recommended by: Minister of Agriculture and Forestry

Authority: Agricultural Societies Act
(section 44)

APPENDIX
Agricultural Societies Act
AGRICULTURAL SOCIETIES REGULATION

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Definition

1 In this Regulation, “professional accounting firm” means a person who is registered as a professional accounting firm in accordance with Part 3 of the *Chartered Professional Accountants Act*.

Designation as societies and exemption

2 The following organizations are designated as societies for the purpose of the Act but are exempt from the application of the Act, except section 3, and the regulations:

- (a) Calgary Exhibition and Stampede Limited;
- (b) Edmonton Northlands;
- (c) Westerner Exposition Association;
- (d) Medicine Hat Exhibition and Stampede Company Ltd.;
- (e) Lethbridge and District Exhibition.

Reports and statements presented at annual general meeting

3(1) The financial statements presented under section 18(2) of the Act to the annual general meeting of a society must be an audit engagement report or a review engagement report prepared by a professional accounting firm.

(2) In addition to the financial statements required under section 18(2) of the Act, the directors of a society shall present the following reports and statements to the annual general meeting of a society:

- (a) a report on the implementation of the previous year's business plan;
- (b) the minutes of the previous annual general meeting, for the purpose of being adopted by the society;
- (c) for every committee of the society, a report of the committee respecting its activities during the past year.

Annual return

4(1) A society shall make its annual return to the Director in accordance with section 26.1 of the Act by February 15.

(2) The financial statements contained in the annual return must be an audit report or a review engagement report prepared by a professional accounting firm.

(3) In addition to the information and financial statements required under section 26.1(1) of the Act, the annual return made by a society must contain the following:

- (a) an activities report in a form approved by the Director, signed by 2 directors of the society;
- (b) a copy of the minutes of the most recent annual general meeting;
- (c) a copy of the minutes of the 2nd most recent annual general meeting, as adopted at the most recent annual general meeting and signed by 2 directors of the society;
- (d) evidence in a form satisfactory to the Director that the society achieved quorum for its most recent annual general meeting.

Requirements for bylaws

5 Effective 3 years from the date of coming into force of section 27(5) of the Act, the bylaws of a society must comply with sections 6 to 11.

Membership bylaws

6 The bylaws of a society must

- (a) set out one or more classes of membership and, for each class set out, specify the eligibility criteria for membership,
- (b) specify any circumstances during which the sale of new memberships must be suspended,
- (c) provide for the payment of a membership fee and other applicable conditions of membership, and
- (d) set out the manner by which, and the criteria, if any, for determining when, an individual's membership may be suspended or cancelled.

Society meetings bylaws

7(1) The bylaws of a society must

- (a) set out the method to be used to notify the members, and the public in the area in which the society operates, of meetings of the society, and
- (b) specify what items must be included on the agenda for an annual general meeting.

(2) The bylaws of a society must set out a process by which a meeting of the society to address any matter of serious concern may be initiated by no fewer than 10 members if those members, after bringing the matter to the directors' attention, are not satisfied by the way the directors propose to address it.

Quorum bylaws

8 The bylaws of a society must specify the quorum for a meeting of the society and for a meeting of the board of directors.

Voting bylaws

9 The bylaws of a society must govern the voting, including voting by proxy, by members at meetings of the society.

Bylaws governing board of directors

10(1) The bylaws of a society must

- (a) specify the number of directors,
- (b) provide for the appointment or election and the removal of directors,
- (c) specify the term of office of a director,
- (d) set out the maximum number of consecutive terms or consecutive years of service a director may serve,
- (e) set out the procedure by which vacancies on the board of directors that occur in between annual general meetings may be filled, and
- (f) establish the titles, duties and functions of the officers of the society and provide for the selection and removal of officers.

(2) The bylaws of a society must

- (a) set out the process for calling and giving notice of a meeting of the board of directors,
- (b) set out how a director may participate in a meeting of the board of directors, which may include, without limitation, participation in person, by telephone or by video conference,
- (c) set out which directors are eligible to vote on matters being considered by the board of directors,
- (d) specify how frequently meetings of the board of directors are to be held,
- (e) set out how the minutes of each meeting of the board of directors are to be reported,
- (f) set out the process for calling and giving notice of an emergency meeting of the board of directors, and

(g) for the purpose of calling an emergency meeting of the board of directors, determine what constitutes an emergency.

(3) The bylaws of a society must

(a) provide for the establishment and disestablishment of committees, and

(b) set out the governance structure for committees.

Financing bylaws

11 The bylaws of a society must

(a) set out the process by which the board of directors appoints individuals to jointly exercise the signing authority for the society, and

(b) specify the maximum amount for which the signing authorities are authorized to sign.

Code of conduct

12(1) A society shall establish a code of conduct for its members, officers, directors and employees.

(2) A code of conduct must include provisions respecting conflicts of interest.

(3) Every member, officer, director and employee of a society shall comply with the society's code of conduct.

(4) Every officer, director and employee of the society shall read the code of conduct and sign an acknowledgement that the officer, director or employee has read and will comply with the code of conduct.

Exemption from section 28

13 The Lloydminster Agricultural Exhibition Association Limited is exempt from the application of section 28(1) of the Act.

Repeal

14 The *Agricultural Societies Financial Statement Regulation* (AR 233/96) is repealed.

Coming into force

15 This Regulation comes into force on the coming into force of section 32 of the *Agricultural Societies Amendment Act, 2015*.