

MAR 21 2025

**BEAUMONT & DISTRICT AGRICULTURAL SOCIETY**

**Bylaws**

**APPROVED**

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## I. Definitions:

In these Bylaws:

1. “Act” means the *Agricultural Societies Act and Regulations of Alberta*.
2. “Audit” means an examination and adjustment of accounts by an auditor.
3. “Auditor” means an individual that holds a professional designation which meets the requirements for preparation of the financial statements as per the regulation and is not a Director of the Society.
4. “Board” means the Board of Directors of the Society.
5. “Bylaws” means the bylaws of this Society as amended.
6. “Chair” or “Vice-Chair” means the person who officiates at any meeting.
7. “Director” means a Director of the Society as defined in the Act.
8. “*The Director*” means the government appointed Director for purposes of the Act; *The Director* is designated by the Minister responsible for the Act.
9. “Executive Committee” means the Past President, President, Vice President(s), Secretary, and Treasurer of the Society.
10. “Financial Review Committee” means a standing committee consisting of two members of the Society that are not on the Board of Directors.
11. “Immediate family members” mean related members of a family living in the same residence.
12. “Officer” / “Officers” means the elected officials of the Society, including the President, Vice President(s) Secretary, Treasurer, or any other functionary so designated from time to time.
13. “Mail” shall mean the physical delivery of documents and communications by Canada Post and/or other means and shall also include the delivery of documents and communications by electronic means.
14. “Public Notice” means advertising by mail, print or digital media.
15. “Real property” means land, buildings on land, fences and fixtures which includes those attached to the walls or floor.

16. "Society" means **Beaumont & District Agricultural Society (BADAS)**.
17. "Special General Meeting" means any meeting of the Membership called outside of the Annual General Meeting.
18. "Special Resolution" means a resolution passed by a majority of not less than 75% of the votes cast at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given.

## **II. Objectives:**

As stated in the *Agricultural Societies Act* of Alberta: "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."

Further objectives include, but shall not be limited to the following:

1. To establish, operate and maintain facilities on agricultural grounds in or near Beaumont, Alberta, where fairs, agricultural exhibitions, competitions, and other agricultural, horticultural, and recreational activities take place.
2. To provide and sponsor education in agricultural, horticultural and homemaking subjects to encourage improvement in these areas.
3. To educate the community and increase the public's understanding and appreciation of agriculture and horticulture by supporting family activities and events including fairs, agricultural and horticultural exhibitions and competitions.

## **III. Annual General Meetings:**

1. Annual meetings of the Society must, within one hundred twenty (120) days after the conclusion of each fiscal year of the Society, be held on a day and at an hour and place decided by the Board.
2. The primary purpose of the Annual General Meeting of the Society is to do the following:
  - a. To review and approve financial statements and other pertinent reports.
  - b. To elect Directors.
3. The following shall be the order of business at annual meetings of the Society:
  - a. Call to order.
  - b. Determination of quorum.
  - c. Approval of the minutes of the previous Annual or Special General Meeting.
  - d. Addresses and reports of Officers.
  - e. Reports of committees.
  - f. Unfinished business.

- g. New business.
  - h. Addresses and discussions.
  - i. Election of Directors and Officers.
  - j. Adjournment.
4. The Directors shall present to the Annual General 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 financial statement prepared in accordance with provincial regulations.
  - c. A report listing and giving a brief description of each activity carried out by the Society in that year.
  - d. A report on the implementation of the previous year's business plan.
  - e. The minutes of the previous Annual General Meeting, for the purpose of being adopted by the Society.
  - f. For every committee of the Society, a report of the committee respecting its activities during the past year.

#### **IV. Special General Meetings:**

- 1. A Special General Meeting of the Society may be called at any time by the Board when the Board considers it necessary or advisable.
- 2. A Special General Meeting must be called by the Directors to receive authorization from the membership before purchasing, selling, mortgaging, leasing for over a year, or otherwise disposing of any real property owned by the Society. The Society must not hold real property outside of Alberta.
- 3. A Special General Meeting must be called by the Directors when a Special Resolution of the members is required. For a Special Resolution to be passed, seventy-five percent (75%) of members in attendance must vote in favour.
- 4. The Board must call a Special General Meeting of the Society when requested to do so by at least ten (10) of the members.
- 5. A request under subsection V.4. must be in writing and state clearly the nature of the business to be transacted at the meeting.
- 6. Where the Board receives a request in accordance with subsection V.4.,
  - a. If the Board does not issue a call for the meeting within fourteen (14) days from the day of receiving the request, or
  - b. If the meeting called is not to be held within sixty (60) days from the day of the Board receiving the request,

then the members making the request, or any other ten (10) or more of the members, may call a special meeting of the Society.

**V. Notice of Meetings:**

1. The Board or members calling a General Meeting of the Society must give at least fourteen (14) days' public notice of the meeting by
  - a. Sending by mail to each member of the Society, at the member's address last registered in the office of the Society, a notice stating the hour, day and place of the meeting, or
  - b. Advertising the hour, day and place of the meeting in digital media and/or print media, circulating throughout the Society's locality.
2. Public notice must be provided for the Annual General Meeting.
3. If an amendment to any provision of the bylaws of the Society is to be proposed at a meeting other than an Annual General Meeting, this would be considered a Special Resolution, and the intent of the proposed change must be included in the notice of meeting with a minimum of twenty-one (21) days' notice.
4. Notwithstanding section V.1., the Directors shall provide a minimum of twenty-one (21) days' notice if the meeting is called for the purpose of purchasing, selling, mortgaging, leasing for over one year, or to otherwise dispose of any real property owned by the Society. This is also considered a Special Resolution.

**VI. Quorum:**

1. Ten (10) members in good standing constitute a quorum for the transaction of business at a General Meeting of the Society.
2. Eight (8) Directors constitute a quorum for the transaction of business at a Board meeting.
3. The Chair cancels a General Meeting if quorum is not present within one-half (1/2) hour after the time set. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

**VII. Voting:**

1. At a General Meeting of the Society, a majority vote of the members casting votes may decide all questions, except when a Special Resolution is required.
2. Each member in good standing, except for the following, is allowed one vote on any question:
  - a. Junior Members
  - b. Associate Members

3. No member may vote by proxy.
4. With the approval of the Board, alternative methods of voting may be acceptable.

**VIII. Composition and Election of the Board:**

1. The Board of the Society shall consist of fifteen (15) Directors, which includes the Officers of the Society.
2. Any voting member in good standing is eligible to be elected as a Director. The Board may appoint BADAS members in good standing as Directors to fill any vacancies during the term.
3. Candidates for election to the office of Director must be nominated by the Nominating Committee or from the floor at an Annual General Meeting of the Society.
4. Junior members may not be Directors.
5. Directors will serve a term of three (3) years. Elections for all Director positions will be completed over a 3-year cycle of 5, 5 and 5 beginning in 2024. No more than 1/3 of Directors are elected each year; exceptions occur when a Director(s) resigns prior to the end of their term.
6. Retiring Directors are eligible for re-election and may serve an unlimited number of terms on the Board.
7. Once the election of Directors is completed, the membership will vote to approve the Executive Officers from those Directors willing to stand for Office.

**IX. Powers and Duties of the Board:**

1. The Board shall direct and supervise the business of the Society and may exercise all the powers of the Society that are not required to be exercised by the membership in a General Meeting.
2. The Board shall prescribe the duties of the Executive Committee.
3. The Board will appoint those standing committees required to meet the objectives of the Society and any other committees it deems necessary.
4. The Board will develop and approve a budget to be presented to the membership at the Annual General Meeting.
5. The Board shall be responsible for setting various fees to be paid by individuals and organizations, including membership, participation in Society events, and services provided by the Society.
6. The Board shall be responsible for providing policy, procedures, and/or terms of reference to all committees, officers, employees, and volunteers of the Society.
7. Subject to the bylaws of the Society, the Board of Directors may act for and on behalf of the Society, and all grants and other funds of the Society shall be received and expended under their direction.

8. Directors shall serve on a voluntary basis without remuneration by the Society for their Directorship.
9. No one (1) individual will carry more authority than another unless operating within Board-approved policies.

**X. Duties of the Officers of the Society:**

1. President:
  - a. Supervises the affairs of the Board,
  - b. When present, chairs all meetings of the Society, the Board, and the Executive Committee,
  - c. Is an *ex-officio* member of all Committees,
  - d. Acts as the spokesperson for the Society,
  - e. Is a member of the Executive Committee,
  - f. Ensures new Board members orientation is completed within 60 days of their being elected or appointed, and
  - g. Carries out other duties assigned by the Board.
2. Vice Presidents:
  - a. The First Vice President presides at meetings in the President's absence. If the First Vice President is absent, the Second Vice President presides at the meeting. If the Second Vice President is absent, the Directors elect a Chair for that meeting.
  - b. Either the First or the Second Vice President replaces the President at various functions when asked to do so by the President or the Board.
  - c. The First and Second Vice Presidents are members of the Executive Committee.
  - d. The First and Second Vice Presidents carry out other duties assigned by the Board.
3. Treasurer:
  - a. Serves as Chair of the Finance Committee,
  - b. Ensures all monies paid to the Society are deposited into a chartered bank or institution as directed by the Board of Directors,
  - c. Makes sure an account of revenues and expenditures is presented to the Board as requested,
  - d. Presents the Society's records to the designated accountant for review and preparation of a review engagement report,
  - e. Makes sure a review engagement report of the Society is prepared and presented to the Annual General Meeting,

- f. Is available at the Annual General Meeting at least one hour prior to the meeting to receive membership fees for the ensuing year,
  - g. Ensures that the necessary documentation required for application for any grants that may be available to the Society is prepared and submitted before deadlines,
  - h. Is a member of the Executive Committee, and
  - i. Carries out other duties assigned by the Board.
- 4. Secretary:
  - a. Attends all meetings of the Society, the Board, and the Executive Committee,
  - b. Keeps accurate minutes of these meetings,
  - c. Notifies the membership and Directors of meetings as required in the bylaws,
  - d. Ensures that documentation for the Annual Return is prepared as required by the Act and Regulations, and
  - e. Carries out other duties assigned by the Board.
- 5. Past President:
  - a. Serves a one-year term immediately following his/her last term as President,
  - b. Attends all meetings of the Society, the Board and the Executive Committee,
  - c. Supports the current President,
  - d. Assists with Board recruitment and orientation to the Board,
  - e. Assists with Board training,
  - f. May chair special events,
  - g. Provides historical continuity about the Board's activities, and
  - h. Chairs the Nominating Committee.

#### **XI. Meetings of the Board:**

- 1. The first meeting held by the Board of Directors following the Annual General Meeting shall include an orientation for new Directors to be conducted by the Past President and/or long-serving Directors.
- 2. The Board must meet not less than nine (9) times per year. The Board may hold other meetings, as necessary. Meetings may take place in person or by telephone, video conference, or other suitable methods agreed upon by the Board.
- 3. The Secretary shall give each Director at least ten (10) days' notice of all regular meetings of the Directors.
- 4. The President must call an emergency meeting of the Board on the written request of a majority of the Directors or if the President considers it to be necessary.



5. The Secretary must give each Director two (2) days' notice of an emergency meeting,
  - a. Stating the time and place/method at which it is to be held, and
  - b. Stating, in general terms, the nature of the business to be transacted at the meeting.
6. A meeting will be deemed emergency if there is an urgent matter that must be resolved before the next regularly scheduled meeting, e.g., safety issues, human resources, legal or financial emergency.
7. Notwithstanding this section, if all Directors are present, an official meeting may take place. A meeting is deemed to have been properly called whether or not the notice of the meeting has been given or properly given.

**XII. Proceedings at Board meetings:**

1. All Directors have one vote unless there is a conflict of interest.
2. If there is not a majority in favour of a motion, the motion is defeated.
3. At the meeting of the Board held before the Annual General Meeting (AGM) of the Society, the Directors are to adopt a report covering all the activities of the Society for the preceding year for presentation to the AGM.
4. Minutes must be taken at each meeting, distributed as documents to all Directors, and approved as part of the following meeting.

**XIII. Vacating a Director's office:**

1. Where a Director ceases to be a member of the Society, the office of that Director is to be declared vacant by the Board.
2. Where a Director fails to attend three (3) consecutive meetings of the Board of which the Director has been duly notified, the Director's office may be declared vacant at a regularly scheduled Board meeting if the Director's absence has not been explained to the satisfaction of the Board.
3. Where a Director's office is vacated under this section, the Board may forthwith fill the vacancy by appointing another member of the Society to fill the position until the end of the vacating Director's term. The appointed Director is eligible to run for the position at the end of the term.
4. Any changes to Board members between Annual General Meetings must be provided to Alberta Agriculture and Irrigation within thirty (30) days of the change.

**XIV. Committees:**

1. Standing or ad hoc committees may be established by the Board.
2. Each committee will have at least one Director who will act as the liaison to the Board.

3. The balance of any committee, except the Finance Committee, can be recruited from the general membership.
4. A committee has the power to develop needed sub-committees.
5. The Board shall establish in writing the operational guidelines (Terms of Reference) for each committee.
6. Unless a committee is given written notice of a budget or authority to expend funds, the committee has no authority to expend Society funds or bind the Society to a financial commitment.
7. Unless a committee is given written authority to the contrary, the committee does not have the authority to bind the Society to any decision or undertaking. If a committee is authorized to bind the Society, the authorization must be clear, and the committee must operate within the limited authority granted.
8. Nine (9) standing committees will serve the Society:
  - a. Events Committee
  - b. Executive Committee
  - c. Community Engagement Committee
  - d. Fairground Development and Planning Committee
  - e. Fairground Operations Committee
  - f. Finance Committee
  - g. Financial Review Committee
  - h. Nominating Committee
  - i. Policies and Procedures Committee
  - j. Any other committee deemed to be required by the Board.

**XV. Execution of Certain Documents:**

1. All contracts, financial and legal documents, including grant applications, must be signed by the Officers of the Society or other Directors authorized to do so by motion of the Board.

**XVI. Society Funds:**

1. The funds of the Society, however derived, shall not be expended for any objectives inconsistent with those of the Society or authorized by the Act.
2. The funds shall be deposited to the credit of the Society in a chartered bank or other institution as directed by the Board.
3. Investment of Society funds must be in accordance with the *Trustee Act*.
4. Cheques of the Society shall be signed by any two (2) of the following:

- a. The President
  - b. A Vice-President
  - c. The Treasurer
  - d. The Secretary
  - e. The General Manager
5. Signing authorities are authorized to disperse funds up to but no greater than \$100,000 per transaction, without Membership approval, as per the current budget.

**XVII. Borrowing by the Society:**

1. The Society may, for the purpose of carrying out its objectives or for capital purposes, from time to time borrow money and from time-to-time issue notes, bonds, debentures, and other securities.
2. The Board may not borrow more than \$100,000 without the authorization of the members of the Society.

**XVIII. Fiscal Year:**

1. The fiscal year of the Society shall be a twelve-month period commencing on November 1 each year.

**XIX. Auditor:**

1. No person holding office in or employed by the Society is eligible to be appointed as the auditor to perform any of the duties of the auditor of the Society.
2. The auditor is to be appointed by resolution passed at an Annual General Meeting of the Society or at a Special General Meeting of the Society called for that purpose.
3. The auditor must be a member in good standing of an association of accountants recognized by the Directors and by Alberta Agriculture and Irrigation.

**XX. Financial Statements:**

1. The financial statement referred to in Section III of these bylaws in accordance with the Act must be a review engagement report or audit report prepared by a professional accounting firm in accordance with Part 3 of the *Chartered Professional Accountants Act*.

**XXI. Annual Return:**

1. On or before the February 15<sup>th</sup> of each year, the Society shall submit to Alberta Agriculture and Irrigation, the annual return documentation required by the Act including but not limited to:
  - a. a list of Directors and Officers elected at the Annual General Meeting for the ensuing year,

- b. a report of the year's activities signed by two (2) Directors,
- c. a signed copy of the financial statement approved by the membership and prepared by a designated accountant,
- d. a copy of the most recent Annual General Meeting minutes,
- e. a copy of the minutes of the second most recent Annual General Meeting, as adopted at the most recent Annual General Meeting, signed by two (2) Directors of the Society,
- f. evidence that the Society achieved quorum at the most recent Annual General Meeting, and
- g. the address of the registered office of the Society.

**XXII. Membership:**

- 1. The Society recognizes seven types of membership.
  - 2. A person may become a member of the Society if that person pays the membership fee and is interested in the objectives of the Society.
    - a. Regular (Full) membership – A person who is eighteen (18) years of age or older may become a voting member of the Society.
    - b. Volunteer membership – A person who is eighteen (18) years of age or older may become a voting member of the Society and is required to fulfill volunteer hours as determined by the Board in each membership year. The benefit is a discounted membership fee.
    - c. Junior membership – A person under the age of eighteen (18) may become a non-voting member.
    - d. Senior membership – A person sixty-five (65) years of age or older may become a voting member.
    - e. Lifetime membership – Any person may be recognized as a Lifetime Member of the Society. Membership fees will be waived for Lifetime Members. Lifetime Members have full voting rights and may serve on the Board of Directors.
- Nominations for Lifetime Members:
- i. Will include brief documentation on the background of the individual and their contributions to the Society, agriculture, and the community.
  - ii. Require signatures of at least ten (10) other members of the Society.
  - iii. Must be received thirty (30) days prior to a regularly scheduled meeting of the Board of Directors.

The Board of Directors will evaluate nominations for approval and submit successful ones to the Society membership for presentation and ratification at the next Annual General Meeting.

3. A nonprofit organization or corporation may be a member of the Society, if the organization pays the membership fee and upholds the objectives of the Society.
  - a. Nonprofit organization membership – Any community volunteer organization that joins as a member will be recognized as a Nonprofit Organization Member. All nonprofit organizations, as a group, may select one delegate to represent them on the Society's Board of Directors, with the right to attend meetings of the Society, to vote, and to be an eligible Director, following the same rules for election. Benefits of membership include a discount for using the Society's Fairground and facilities. Nonprofit organizations may include:
    - i. Arts, cultural and historical organizations
    - ii. Churches/spiritual organizations
    - iii. Recreational clubs and organizations
    - iv. Foundations
    - v. Service clubs
  - b. Corporate membership – any business, firm, or company may join the Society as a Corporate Member. All corporate members, as a group, may select one delegate to represent them on the Society's Board of Directors, with the right to attend meetings of the Society, to vote, and to be an eligible Director, following the same rules for election. Benefits of membership include a discount for using the Society's Fairground and facilities.
4. Payment of the membership fee entitles the person, firm or company paying it to the privileges of membership for the year in which the fee is paid.
5. Any delegate selected by Nonprofit or Corporate membership groups:
  - a. Must be acceptable to the Society, and
  - b. May be replaced from time to time.
6. The Board reviews and sets membership fees.
7. At the time a Special Meeting of the Society is called, no memberships may be sold until the business of the Special Meeting is concluded.

#### **XXIII. Register of Members:**

1. The 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. valid email address,
  - c. the date on which the person is admitted as a member,
  - d. the date on which the person ceases to be a member, and

- e. the class of membership of the person.
- 2. The 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 the 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.

#### **XXIV. Suspension of Membership:**

- 1. The Board, at a special meeting of the Board called for that purpose, may suspend a membership for not more than three (3) months, for one or more of the following reasons:
  - a. if the member has failed to abide by the bylaws,
  - b. if the member has been disloyal to the Society,
  - c. if the member has disrupted meetings or functions of the Society,
  - d. if the member has done anything judged to be harmful to the Society, or
  - e. if the member violates the Society's Code of Conduct.
- 2. The affected member will receive written notice of the Board's intention to suspend their membership. The member will receive at least two (2) weeks' notice before the special meeting.
- 3. The notice will be sent by single registered mail to the last known address of the member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
- 4. The notice will state the reasons why the suspension is being considered.
- 5. The member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the member.
- 6. The Board will determine how the matter will be dealt with and may limit the time given the member to address the Board.
- 7. The Board may exclude the member from its discussion of the matter, including the deciding vote.
- 8. The Board will vote on these matters by secret ballot.
- 9. The decision of the Board is final.
- 10. Board members whose membership has been suspended will no longer sit on the Board and will not be eligible for election or appointment to the Board until the Annual General Meeting following the end of suspension.

**XXV. Termination of Membership:**

1. Any member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society. Once notice is received, the member's name is removed from the membership register.
2. The membership of a member is ended upon his or her death.
3. If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the member is considered to have submitted his/her resignation.
4. The Board of Directors may, at a special meeting called for that purpose, expel any member for any cause deemed sufficient and in the best interests of the Society. The decision of the Board is final.
  - a. The affected member will receive written notice of the Board's intention to terminate their membership. The member will receive at least two (2) weeks' notice before the special meeting.
  - b. The notice will be sent by single registered mail to the last known address of the member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
  - c. The notice will state the reasons why termination is being considered.
  - d. The member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the member.
5. No right or privilege of any member is transferable to another person.
6. Although a member ceases to be a member, he or she is liable for any debts owing to the Society at the date of ceasing to be a member.

**XXVI. Security:**

1. The Society shall at all times maintain theft insurance or fidelity insurance against loss or damage caused by employees, Officers, and Directors.
2. The Society shall at all times maintain general liability insurance in an amount not less than \$2,000,000 inclusive per occurrence, insuring against personal injury and property damage (including loss of use of property).
3. In this section "theft insurance," "fidelity insurance," and "general liability insurance" have the meaning given to them by the *Classes of Insurance Regulation* (AR 121/2001).
4. The Society shall at all times maintain Directors and Officer's liability insurance.
5. No member is, in his or her individual capacity, liable for any debt or liability of the Society.

**XXVII. Amendments to the Bylaws:**

1. At the Annual General Meeting of the Society, or at a Special General Meeting called for the purpose of amending the bylaws, the members of the Society may make, alter and repeal bylaws by Special Resolution.
2. Two (2) signed copies of the approved amended bylaws will be sent to the Agricultural Society Program, Alberta Agriculture and Irrigation, for approval and acceptance.
3. New or amended bylaws are not valid until approved by *The Director*.
4. The bylaws shall be reviewed every five (5) years by the Board, with any changes to be approved by the membership at the next Annual General Meeting.

**XXVIII. Parliamentary Authority:**

1. The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

**XXIX. Dissolution of the Society:**

1. The dissolution of the Society can only take place through Special Resolution.
2. On the dissolution of the 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.
3. 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.
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 3. 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.

**XXX. Code of Conduct:**

1. The Society shall establish codes of conduct for members, Officers, Directors, and employees.
2. The codes 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 codes of conduct.
4. Every Officer, Director and employee of the Society shall read their code of conduct and sign an acknowledgement that they have read and will comply with the code of conduct.

**XXXI. All Other Matters:**

1. In the event that these bylaws do not adequately cover any situation arising in the Society, reference shall be made to the Act which shall be the supreme authority whereby the actions and activities of the Society are managed and controlled.

**Dated** at the City of Beaumont in the Province of Alberta this 26 day of February, 2025

President: Richard Ferguson Richard Ferguson  
PRINT NAME SIGNATURE

Vice-President: Mary-Ann McDonald M McDonald  
PRINT NAME SIGNATURE

Director: BRUCE D. WALKER Bruce D. Walker  
PRINT NAME SIGNATURE

Director: CLAIRE SPINK Claire Spink  
PRINT NAME SIGNATURE