


AGRICULTURAL SOCIETY  
PROGRAM

FEB - 2 2021

APPROVED

  
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**Tomahawk & District Sports**  
**Agricultural Society**

**BYLAWS**

**Amended – January 12, 2021**

## **ARTICLE 1 – NAME:**

The Tomahawk & District Sports Agricultural Society was incorporated June 1989 in accordance with the *Agricultural Societies Act* of Alberta and will be governed by the following regulations in compliance with the *Agricultural Societies Act*.

## **ARTICLE 2 – DEFINITION:**

- a) "Act" means the Agricultural Societies Act and Regulations of Alberta;
- b) "Audit" means an examination and adjustment of accounts by an auditor;
- c) "Auditor" means an individual who meets the requirements for preparation of the financial statement as per the regulation and is not a Director of the Society;
- d) "Society" means The Tomahawk & District Sports Agricultural Society;
- e) "Board" means the Board of Directors of the Society;
- f) "Bylaws" means the Bylaws of the Society as amended;
- g) "Director" means the Director as defined in the Act;
- h) "Executive" means the President, Vice President, Treasurer and Secretary of the Society;
- i) "Department" means the Alberta Agriculture and Forestry (DF);
- j) "Minister" means the Minister of Alberta Agriculture and Forestry;
- k) "Active" means a member who attends regular General Meetings, volunteers at events or sits on committees;
- l) "Member in good standing" means you hold a current membership and are regarded as having complied with all their explicit obligations;
- m) "Immediate family member" mean related members of a family living in the same residence;
- n) "Special General Meeting" means any meeting of the membership called outside of the Annual General Meeting;
- o) "Special Resolution" means a resolution passed by a majority of not less than seventy-five percent (75%) of the votes cast at a General Meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution of a Special Resolution has been given;
- p) "Real property" means land, buildings on land, fences and fixtures. Fixtures include shelves that are drilled into the wall.

## **ARTICLE 3 – PURPOSE:**

The purpose of the Society shall be to encourage and support improvement in agriculture, sport and in the quality of life of the persons living in the rural community. The Society will accomplish this by developing programs, services and facilities based on the needs of the community.

- a) To organize and host a yearly Agricultural Bench Show;

- b) To assist in the development of leadership in our community through sponsoring training activities and opportunities for 4-H clubs, youth groups and volunteers.

#### **ARTICLE 4 – MEMBERSHIP:**

- a) Any person over the age of eighteen (18) may become a member, who is interested in the objectives of the Society and is a resident of the Province of Alberta;
- b) Yearly membership is five dollars (\$5.00) per person, per year. Yearly membership is valid from January 1<sup>st</sup> of the current year through to December 31. There is no longer a lifetime membership available. However, the existing lifetime memberships issued previous to the 2011 amended bylaws are grandfathered and need not pay the yearly membership fee unless they desire to do so;
- c) Payment of the membership fee entitles the person to the privileges and responsibilities of membership including voting in an election for the Board of Directors;
- d) Any membership can be revoked if two-thirds (2/3) of the Directors vote to dismiss a member that is counter to the objectives of the Society;
- e) Any member may cancel their membership at any time throughout the year by notify a member of the Executive in writing. The membership fee is non-refundable;
- f) Copies of the bylaws are to be available to all members;
- g) 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; and
- h) All persons exhibiting goods at the Bench Show must pay an exhibitor's membership fee, which is determined by the Tomahawk Bench Show Committee. This entitles the exhibitor to Fair membership only, and does not entitle them to a yearly membership of the Society.

#### **REGISTER OF MEMBERS:**

- i) 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:
  - i) the full name and mailing address;
  - ii) valid email address;
  - iii) the date on which the person is admitted as a member; and
  - iv) the date on which the person ceases to be a member.
- j) The 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;
- k) 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;

- l) 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 above if that other member gives consent to that use;
- m) Any Changes to Board members between Annual General Meetings must be provided to Alberta Agriculture and Forestry within thirty (30) days of the change.

**SUSPENSION OF MEMBERSHIP:**

- n) The Board, at a Special Meeting of the Board called for that purpose, may suspend a member's membership not more than three (3) months, for one or more of the following reasons:
  - i) if the member has failed to abide by the bylaws;
  - ii) if the member has been disloyal to the Society;
  - iii) if the member has disrupted meetings or functions of the Society;
  - iv) if the member has done or filed to do anything judged to be harmful to the Society; or
  - v) Violation of the Societies Code of Conduct.
- o) The affected member will receive written notice of the Board's intention to deal with whether that member should be suspended or not. The member will receive at least two (2) weeks notice before the Special Meeting;
- p) 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 a Director of the Board;
- q) The notice will state the reasons why the suspension is being considered;
- r) 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;
- s) The Board will determine how the matter will be dealt with and may limit the time given the member to address the Board;
- t) The Board may exclude the member from its discussion of the matter, including the deciding vote;
- u) The Board will vote on these matters by secret ballot;
- v) The decision of the Board is final;
- w) 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.

**TERMINATION OF MEMBERSHIP:**

- x) 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;
- y) The membership of a member is ended upon their death;
- z) 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 their resignation;

- aa) The Society may, by Special Resolution, at a Special General Meeting called for that purpose, expel any member for any cause which is deemed sufficient and in the best interests of the Society. The decision of the membership is final;
- bb) No right or privilege of any member is transferable to another person; or
- cc) Although a member ceases to be a member, they are liable for any debts owing to the Society at the date of ceasing to be a member.

#### **ARTICLE 5 – THE BOARD:**

1. The Board of the Society shall consist of eight (8) Directors.
  - a) The President of the Society;
  - b) A Vice-President of the Society;
  - c) A Secretary;
  - d) A Treasurer; and
  - e) 4 other Directors

Who must be elected or appointed in accordance with these bylaws.

2. A Directors Meeting shall be held within one month of the Annual General Meeting to provide an orientation for all Directors;
3. A Director who does not fulfill their duties or compromises any business or affairs of the society can be recalled by the Board by two-thirds (2/3) Directors vote;
4. In the event a Director or Executive wishes to resign their term, this resignation must be submitted in writing to the President with rationale for their termination. Upon receipt of this resignation the member will not be eligible to run for a Director position for no less than one year plus the duration of the calendar year they ended their term;
5. The President will cast their vote when there is a tie vote among the Directors;
6. Proxy voting is not permitted. At the approval of the Board, alternative methods of voting may be acceptable, provided they are ratified at the next meeting. The Board will ensure that all voting members are privy to the discussion regarding the motion;
7. Directors are permitted to participate in meeting in person, via telephone or video conference; and
8. Any matters dealing with land, legal or labour issues, will be discussed in-camera, and not recorded in the minutes. Any discussion occurring in camera will not be discussed outside of the meeting room.

#### **ARTICLE 6 – ELECTION OF DIRECTORS:**

1. The Board of a Society must consist of eight (8) Directors;
2. At the Annual General Meeting the Executive and Directors shall be elected by the majority of the members in good standing who are present;
3. Any member in good standing is eligible to be elected as a Director;
4. The Executive and the Board so elected shall take office and resume responsibility for the conducting of business of the Society at the first meeting following the Annual General Meeting;

5. Additional Directors may be elected at the Annual General Meeting to complete the unexpired term of vacancy of the Board;
6. If a Director becomes vacant before their term expires, the remaining Directors' may appoint a person who is eligible to fill the vacancy until the next Annual General Meeting;
7. All Directors are elected for a three-year term. After a Director has served their three-year term, they will remain off the Board for minimum of one-year.

#### **ARTICLE 7 – EXECUTIVE OF THE SOCIETY:**

The Executive of the Society is the President, Vice-President, Secretary and Treasurer.

1. Executive are elected at the Annual General Meeting or the 1<sup>st</sup> Board Meeting following the Annual General Meeting;
2. Any Executive may be appointed to act if their three year term is up and they are still needed in the Executive position; however, if appointed they will not be considered a Board Member;
3. One member cannot hold two positions; and
4. Two Executive's cannot be immediate family members.

#### **ARTICLE 8 – MEETINGS:**

##### **ANNUAL GENERAL MEETINGS:**

1. The Annual General Meeting of the Society will be held in January of each year at such time and place as may be determined by the Directors';
2. Notice of the Annual General Meeting will be advertised for at least, two (2) weeks prior to the date of the meeting by the Secretary;
3. Notice of the Annual General Meeting shall be emailed to each member of the Society at least two (2) weeks prior to the meeting giving the time and place of the meeting and such additional notice or information as the Directors may decide;
4. The following shall be the order of business at Annual General Meeting of the Society:
  - i) Call to order
  - ii) Determination of quorum
  - iii) Reading minutes of the previous Annual General Meeting
  - iv) Addresses and Reports of Board
  - v) Reports of Committees
  - vi) Old Business
  - vii) New Business
  - viii) Addresses and Discussions
  - ix) Election of Directors
  - x) Election of Executive
  - xi) Adjournment

5. A member must have been in attendance at the previous Annual General Meeting in order to accept the Minutes or to second the Minutes; and
6. The primary purpose of the Annual General Meeting of the Society is to review and approve financial statements and other pertinent reports and to elect Directors and Executive.
7. 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:
  - i) A report of the Directors' activities in that year;
  - ii) A financial statement prepared in accordance with the regulations;
  - iii) A report listing and giving a brief description of each activity carried out by the Society in that year;
  - iv) The Minutes of the previous Annual General Meeting, for the purpose of being adopted by the Society; and
  - v) For every committee of the Society, a report of the committee respecting its activities during the past year.

**GENERAL MEETINGS:**

8. A General Meeting will be held once a month, unless otherwise decided by the Directors;
9. These meetings are open to Directors, members in good standing and community members, for voting clarification see Article 10;
10. If there is not a majority in favour of a motion, the motion is lost;
11. A Director may make a motion or second a motion as well as vote once (1) per motion;
12. A Director must have been in attendance at the previous meeting in order to make a motion or to second a motion of the Minutes of the Meeting in discussion;
13. Directors may hold a closed meeting, in camera, for discussion of matters considered by the majority of Directors sensitive. Any discussion of personnel will be considered a closed meeting; and
14. Notice of General Meetings may be given either by email, telephone or text.

**DIRECTORS MEETINGS:**

15. A Directors Meeting will be held following the Annual General Meeting and shall include an orientation for new Directors;
16. A Directors Meeting is a meeting for the Directors and called when required; and
17. Notice to Directors Meetings will be given either by email, telephone or text.

**SPECIAL GENERAL MEETINGS:**

18. A Special General Meeting of the Society may be called at any time by the Board when the Board considers it necessary or advisable;
19. The Board must call a Special General Meeting of the Society when requested to do so by at least eight (8) of the members;

ten (10)  
C.M.

20. A request must be in writing and state clearly the nature of the business to be transacted at the meeting;
21. When the Board receives a request:
  - i) If the Board does not issue a call for the meeting within fourteen (14) days from the day of receiving the request, or;
  - ii) If the meeting called is not to be held within sixty (60) days from the day of the Board receiving the request; ten (10) C.D.
 the members making the request, or any other eight (8) or more of the members, may call a meeting of the Society.
22. A Special General Meeting of the Society must be called by the Board to receive authorization from the membership before selling, mortgaging, leasing for over a year or otherwise disposing of any real property owned by the Society or where a change or addition in the Society's bylaws is required; and
23. Twenty-one (21) days written notice will be emailed to each member giving full information on the purpose of the meeting as well as the date, time and place of the meeting.

**COMMITTEE MEETING:**

24. Committees must be authorized by the Board;
25. Each Committee will have at least one (1) Director who will act as liaison to the Board;
26. Committees are required to meet once a year. May meet more throughout the year based on the discretion of the Committee Members;
27. It is the responsibility of each Committee to prepare a list and find volunteers for each function;
28. Each Committee will prepare and submit a proposed budget prior to a function complete with a profit/loss statement. A financial statement will be read and presented at the General Meeting after completion of an event;
29. No decisions are made without the consent of the majority of the Committee. In case of an equal vote, the Chair or acting Chair will cast the deciding vote; and
30. It will be the responsibility of the Committee to clean up and return the facility to an "as found" condition.

Present Committee examples are:

- i) Events Committee
- ii) Bench Show Committee
- iii) Cleaning Committee
- iv) Jamboree Committee

**ARTICLE 9 – QUORUM:**

1. At a General Meeting of the Society eight (8) members constitutes a quorum for the transaction of business at the meeting; and



2. At a Directors Meeting of the Society five (5) Directors, or a majority of the Directors, whichever, is greater, constitutes a quorum for the transaction of business at a Directors Meeting.

#### **ARTICLE 10 – VOTING:**

1. At a General Meeting of the Society, a majority vote of the Director's casting votes may decide all questions, except when a Special Resolution is required;
2. If there is not a majority in favor of a motion, the motion is lost;
3. Each membership in good standing is allowed one vote per elected Director at the Annual General Meeting;
4. No member may vote by proxy; and
5. At the approval of the Board, alternative methods of voting may be acceptable.

#### **ARTICLE 11 – MEETINGS OF THE BOARD:**

1. The Executive is as follows:
  - i) A President, and
  - ii) A Vice-president, and
  - iii) A Treasurer, and
  - iv) A Secretary
2. Any reference in these bylaws to the Chairman or Vice-chairman is to be read as also referring to a President or Vice-president respectively;
3. The Board may take place by participation in person, telephone, video conference, or other suitable methods agreed upon by the Board;
4. Notice shall be given to each Director at least one (1) week prior to all general meetings;
5. The President must call a Directors Meeting on the written request of a majority of the Directors or if the President considers it to be necessary;
6. Notice shall be given to each Director up to twenty-four (24) hours' notice of a Directors meeting:
  - i) Stating the time and place/method at which it is to be held; and
  - ii) Stating, in general terms, the nature of the business to be transacted at the meeting.
7. A meeting will be deemed emergency if there is an urgent matter that must be resolved before the next regular scheduled meeting. ie; safety issues, human resources, legal, emergency.
8. Notwithstanding this section, if all the Directors are present an official meeting may take place, it is deemed to have been properly called whether or not the notice of the meeting has been given or properly given.

#### **ARTICLE 12 – DIRECTORS:**

1. Directors shall serve on a voluntary basis without remuneration of the Society for their directorship. Board approved expenses will be reimbursed after Board approval;

2. The affairs of the Society shall be administered by the Board as directed at the Annual General Meeting by the membership or as required under Bylaws of the Society or by the *Agricultural Societies Act*;
3. Receive a financial statement from the Treasurer and approve payment of outstanding accounts;
4. The Board will appoint committees required to meet the objectives of the Society or special committees to examine or take action as the Board may require and provide the committee with the necessary detailed direction as to its responsibility;
5. The Board will assure that all necessary records whether of financial or program nature, are kept to be able to inform the membership of activities of the Society;
6. The Board shall be responsible to see that the duties of the Director's, Contractor's and volunteers are preformed properly;
7. The Board will develop a budget to present to the membership at the Annual General Meeting for approval;
8. All out-of-pocket expenses incurred by any member and pre-approved by the Society shall be paid by the Society on a receipt basis; and
9. All Directors' must attend at least six (6) meetings per year. If a Director does not attend three (3) consecutive meetings, his or her status may be reviewed and could be terminated.

#### **ARTICLE 13 – COMMITTEES:**

1. Committees shall be set up, operate and report in the following manner:
  - a) Standing or special committees may be established by the Board;
  - b) Each committee will have at least one (1) Director who will act as the liaison to the Board, or an alternate as pre-determined by the Board;
  - c) The Board shall establish the terms and direction of the committee; and
  - d) Committees will be appointed / authorized by the Board of Directors.

#### **ARTICLE 14 - TENURE OF OFFICE:**

1. The tenure of office will be held from the present day Annual General Meeting election until the following Annual General Meeting election; and
2. All electronics purchased by the Society must be returned when the term has expired.

#### **ARTICLE 15 – DUTIES OF THE EXECUTIVE:**

##### **PRESIDENT:**

- a) Supervises the affairs of the Board;
- b) When present, Chairs all meeting of the Society and the Board;
- c) Acts as the spokesperson of the Society;
- d) Is a member of the Executive Committee;
- e) Is an ex-officio member of all Committees;

- f) Ensures new Directors orientation is completed within 60 days of their being elected or appointed;
- g) In the case of an equal vote, the President shall cast the deciding vote.
- h) Delegate tasks and responsibilities to other Board Members so they may take an active part in the affairs of the Society; and
- i) Carries out other duties assigned by the Board.

**VICE-PRESIDENT:**

- a) The Vice-President shall preside over meetings when the President is absent. If the Vice-President is absent, the Directors elect a Chairperson for that meeting;
- b) Replaces the President at various functions when asked to do so by the President or the Board;
- c) Is a member of the Executive Committee; and
- d) Carries out other duties as assigned by the Board.

**SECRETARY:**

- a) Attend all meeting of the Society, the Board and the Executive Committee;
- b) If absent from a meeting someone from the floor may be appointed;
- c) Keep accurate Minutes of the meetings;
- d) Notifies the membership and Directors of meetings as required by the bylaws;
- e) Receive and respond to all correspondence as directed by the Board;
- f) Makes sure a record of names and addresses of all members of the Society is kept;
- g) Circulate information of the interest of the general membership;
- h) Is a member of the Executive Committee; and
- i) Carry out other duties as assigned by the Board.

**TREASURER:**

- a) Ensures all monies paid to the Society are deposited into a chartered bank or institution as directed by the Board of Directors;
- b) On or before the 15<sup>th</sup> of February each year return to the Alberta Agriculture and Forestry (AF), the annual return documentation required by the Act including but not limited to: a list of Directors and officers elected at the Annual General Meeting for the ensuing year; a report of the year's activities signed by two (2) Directors; a signed copy of the financial statement approved by the membership and prepared by a designated accountant; a copy of the most recent Annual General Meeting Minutes; a copy of the Minutes of the 2<sup>nd</sup> most recent Annual General Meeting, as adopted at the most recent Annual General Meeting, signed by two (2) Directors of the Society, evidence that Society achieved quorum at the most recent Annual General Meeting and address of the registered office of the Society;
- c) Makes sure a detailed account of revenues and expenditures is presented to the Board monthly;

- d) Present the Society's records to designated accountant for review and preparation of a Review Engagement Statement;
- e) Makes sure a Review Engagement Statement of the Society is prepared and presented to the Annual General Meeting;
- f) Is available at the Annual General Meeting to receive membership fees for the ensuring year;
- g) Submit all bills for approval of payment at each General Meeting;
- h) Submit copies of the monthly financial statements to the Board at the General Meetings;
- i) Prepare all necessary documentation required for the application of any grants which may be available to the Society and put forward to the Secretary for submissions before deadline;
- j) Is a member of the Executive Committee; and
- k) Carries out other duties assigned by the Board.

#### **ARTICLE 16 – SOCIETY FUNDS:**

1. The funds of the Society, however derived, shall not be expended for any objects inconsistent with those of the Society or authorized by the *Agricultural Society Act*;
2. The funds shall be deposited to the credit of the Society in a chartered bank or other similar institution as directed by the Board of Directors;
3. Cheques of the Society must be signed by any two (2) of the Executive authorized signing authorities;
4. Cheques of the Society cannot be signed by two (2) family members; and
5. All major expenditures over \$5,000.00 are required to be presented at a General Meeting; therefore, the maximum amount for which signing authorities are authorized to sign without approval by the Board is less than \$5,000.00.

#### **ARTICLE 17 – EXECUTION OF DOCUMENTS:**

1. All documents required to be executed by or on behalf of the Society shall be authorized by resolution of the Directors', and shall be executed by such Executive, or other person, as are designated in the authorizing resolution, and those documents shall not be binding upon the Society unless properly executed on behalf of the Society as aforementioned; and
2. Minutes of the General or Director's Meeting will be sent for review via email as soon as possible after the adjournment of the meeting, no later than one (1) week prior to the next meeting.

#### **ARTICLE 18 – SECURITY:**

1. The Society shall at all times maintain theft insurance or fidelity insurance against loss or damage caused by Contractors, 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; and
5. No member is, in their individual capacity, liable for any debt or liability of the Society.

#### **ARTICLE 19 – BY LAWS:**

1. At an Annual General Meeting or at a Special Meeting and Special Resolution called for that purpose, the members of the Society may make, alter and repeal bylaws for the general management of the Society;
2. Two (2) signed copies of the approved amended bylaws will be sent to the Alberta Agricultural Society Program, Alberta Agriculture and Forestry (AF), for their approval and acceptance; and
3. New or amended bylaws are not valid until approved by the Director.

#### **ARTICLE 20 – VACANCIES:**

1. Notice of change to a Director must be provided to the Alberta Agriculture and Forestry Director within thirty (30) days of change in the membership of the Directors of the Society, or in their name or address;
2. In the event of a vacancy on the Board of the said Society due to death, resignation, and removal or otherwise, such vacancy shall be filled for the unexpired term at a General Meeting. The vacancy shall be filled by a majority vote of the Directors present at the meeting;
3. Where a Director fails to attend three (3) consecutive meetings of the Board of which the Director has been duly notified, the position may be declared vacant by the Board if the Director's absence has not been explained to the satisfaction of the Board;
4. Where a Director ceases to be a member of the Society, the office of that Director is to be declared vacant by the Board; and
5. The Board, at a Special Meeting of the Board called for that purpose, may suspend such membership.

#### **ARTICLE 21 – FISCAL YEAR:**

The fiscal year of the Society shall be a twelve (12) month period commencing on the 1<sup>st</sup> day of November each year.

#### **ARTICLE 22 – AUDITOR AND FINANCIAL STATEMENTS:**

1. No person holding office in or employed by the Society is eligible to be appointed as the auditor of or 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
4. The financial statement must be a review engagement report or audit report prepared by a professional accounting firm in accordance with Part three (3) of the *Chartered Profession Accountants Act*.

#### **ARTICLE 23 – SPECIAL RESOLUTION:**

1. A Special Resolution refers to a resolution passed at a meeting with not less than twenty-one (21) days' notice specifying the intention to the purpose of the resolution has been duly given, and the meeting has not less than seventy-five percent (75 %) of the members who are in attendance;
2. Should less than twenty-one (21) days' notice of the Special Meeting be required, it must be approved, in writing, by all the members entitled to attend and vote at the meeting;
3. Matters requiring a Special Resolution include:
  - a) Make or amend bylaws outside of the Annual General Meeting;
  - b) Amalgamation with another Society;
  - c) Purchase or lease of real estate within Alberta only; and
  - d) Dissolution of the Society.

#### **ARTICLE 24 – INDEMNITIES TO DIRECTORS & EXECUTIVE:**

1. Every Director of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against;
  - a) All costs, charges and expenses which such Director or other persons sustains or incurs in or about any action suit or proceedings which is brought, commenced or prosecuted against him/her or in respect of any such liability; and
  - b) All other costs, charges and expenses which such Director or other person sustains or incurs in or about or in relation to the affairs there of, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
2. The Society shall indemnify its Director or other person and their heirs and legal representative, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which that are made a party by reason of being a Director of the Society, if

- a) He/she acted honestly and in good faith with a view to the best interest of the Society; and
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she has reasonable grounds for believing that his/her conduct was lawful.

#### **ARTICLE 25– PUBLIC AREA RULES:**

1. Uphold rules and regulations as set up by the Society;
2. Properly care and maintain the property for safety;
3. Carry logical liability insurance; and
4. Use the facilities to the utmost of their capabilities.

#### **ARTICLE 26– PARLIAMENTARY AUTHORITY:**

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.

#### **ARTICLE 27 – DISSOLUTION OF THE SOCIETY:**

1. The dissolution of the Society can only take place through Special Resolution;
2. 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;
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 above and at such other times as the Directors 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 as per the provisions above:
- 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.

**ARTICLE 28 – CODE OF CONDUCT:**

- 1. The Society shall establish a code of conduct for its Members, Executive, Directors and Contractors;
- 2. The code of conduct must include provisions respecting conflicts of interest;
- 3. Every Member, Executive, Director and Contractor of the Society shall comply with the Society's code of conduct;
- 4. Every Executive, Director and Contractor of the Society shall read the code of conduct and sign an acknowledgement that the Executive, Director or Contractor has read and will comply with the code of conduct; and
- 5. See appendix 1 and 2

**ARTICLE 29 – ALL OTHER MATTERS:**

In the event that these Bylaws do not adequately cover any situation or item of concern to the Executive, Directors, or members, reference shall be made to the Act which shall be the supreme authority whereby the action and activities of the Society are managed and controlled.

**ACKNOWLEDGEMENT OF BYLAWS:**

These Bylaws were acknowledged before an Annual General Meeting or Special Meeting called for the purpose of approval of these documents consisting of Members in good standing of the Tomahawk & District Sports Agricultural Society.

Signed before the people at this meeting at the Hamlet of Tomahawk, in the Province of Alberta, this 19 day of January, 2021.

President	<u>Joyce E. Goerz</u> PRINT NAME	<u>Joyce E. Goerz</u> SIGNATURE
Vice-President	<u>Diane Case</u> PRINT NAME	<u>Diane Case</u> SIGNATURE
Director	<u>Amber Hill</u> PRINT NAME	<u>Amber Hill</u> SIGNATURE
Director:	<u>Leis Bush</u> PRINT NAME	<u>Leis Bush</u> SIGNATURE