

Camrose Regional Exhibition

Bylaw Revision Proposal

Section No.	Current Wording	Proposed Wording	Reason
I. Definitions			
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;	deleted	Have addressed this under XX. Financial Statements
d)	"Society" means	c) "Society" means.....	change in numbering only from d) to c)
e)	"Board" means.....	d) "Board" means.....	change in numbering only from e) to d)
f)	"Bylaws" means.....	e) "Bylaws" means.....	change in numbering only from f) to e)
g)	"Director" means the Director as defined in the Act;	f) "director" means a director of the Society	There is no Capital D Director in our bylaws. This is only in the Act. And a change in numbering from g) to f)
h)	"Executive Committee" means the Past President, President, Vice President, Secretary/Treasurer and Senior Director of the Society;	g) "Executive Committee" means the President, Vice President, Secretary and Treasurer of the Society;	Currently there is no Past President Position, removed the Senior Director position which we do not have, and separated the Secretary/Treasurer to two separate positions And a change in numbering h) to g)
i)	"Extraordinary resolution" means a resolution passed by a majority of not less than 2/3 of the votes cast at a general meeting of which not less than 14 days written notice specifying the intention to propose the resolution as an extraordinary resolution has been given;	h) "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	Have changed the word "Extraordinary" to "Special" through out the bylaws. Remaining consistant. This also changes the percentage required and the notice given for a special resolution. And a change in numbering from i) to h)
j)	"Immediate Family Members"	i) "Immediate Family Members"	change in numbering only from j) to i)
k)	"Real Property"	j) "Real Property"	change in numbering only from k) to j)
II. Objectives	The Society shall do this by: - positively impacting the economy of the Camrose Region through our activities and programming; .. - etc, etc, etc	The Society shall do this by: Vision: CRE will make a difference by continually challenging how to provide value to the community we serve! Mission: Through innovation and collaboration with everyone, we create IT.	To update information with new mission & Vision

		<p><u>Charitable Purpose #1</u> To operate and maintain public grounds in Camrose, Alberta where community activities take place such as: Agriculture, Horticulture, Recreation, Sports and Arts take place to encourage the Community's education and appreciation.</p> <p><u>Charitable Purpose #2</u> To advance Education, Knowledge and Learning opportunities with the Youth demographic through leadership programs, volunteer opportunities, and programming opportunities.</p> <p><u>Charitable Purpose #3</u> Advance education on Rural Economic Opportunities and challenges through online and in person engagements.</p> <p><u>Charitable Purpose #4</u> To maintain and foster the spirit of Community through memberships, volunteerism and the organization of community events.</p> <p><u>Charitable Purpose #5</u> To maintain our facilities/grounds in proper working order in the event of a regional disaster so we can fulfill our mandate to become a Regional Shelter for those affected.</p> <p><u>Charitable Purpose #6</u> To undertake such programs and activities as the Board of Directors feel are conducive to achieving the overall purposes of the society.</p> <p><u>Charitable Purpose #7</u> To sell, manage, lease, dispose of or otherwise deal with the property of the society within the limits of "The Agriculture Societies Act" published by the Government of Alberta.</p>	<p>Added the new Charitable Purposes as approved by CRA.</p>
<p>III. Annual General Meeting 4</p>	<p>a. A report of directors' activities in that year; b. A list of members of the Society at the end of the year;</p>	<p>b. a report on the implementation of the previous year's business plan c. the minutes of the previous annual general meeting, for the purpose of being adopted by the Society</p>	<p>Update information as per the Act and change the order Update information as per the Act</p>

	<p>c. A financial statement prepared in accordance with the regulations;</p> <p>d. A report listing and giving a brief description of each activity carried out by the Society in that year.</p>	<p>a. A financial statement prepared in accordance with the regulations;</p> <p>d. for every committee of the society, a report of the committee respecting its activities during the past year.</p>	<p>No change in wording - only in numbering</p> <p>Update information as per the Act</p>
IV. Special General Meetings;			
2	The Board must call a special general meeting of the Society when requested to do so by at least 25% of the members	The Board must call a special general meeting of the Society when requested to do so by no fewer than 10 members.	Compliance to the Act
3	A request under subsection IV(2) must be in writing and state clearly the nature of the business to be transacted at the meeting	2.a. same wording	Changing #3 to a subsection of #2 so it becomes 2a.
4	Where the Board receives a request in accordance with subsections IV(2) and IV(3), a.If the Board does not issue a call for the meeting within 14 days from the day of receiving the request, or: b. If the meeting called is not to be held withing 50 days from the day of the Board receiving the request, the members making the request, or any other 25% or more of the members, may call a meeting of the Society.	2.b. Where the Board receives a request in accordance with subsection IV(2) and IV(2a), the President shall call a special general meeting within 14 days to address the concern.	Making #4 a subsection of #2 so it becomes 2b. Cleaning up the language. The change complys with the Act 7(2)
V. Notice of Meetings:			
1.a	by mailing to each member of the Society, at the members address last registered in the office of the Society, a notice stating the hour, day and place of meeting,		
	or;	AND	
b.	By advertising the hour, day and place of the meeting in the newspaper circulating throughout the Society's locality	By advertising the hour, day and place of the meeting on the Societys' website, and/or on social media and/or advertising in a newspaper circulating throughout the Society's locality	Compliance to the act Adding Social media and website as ways to notify members and public

2	If the addition or repeal of or amendment to any provision of the Bylaws of the Society or its memorandum of Society is to be proposed at the meeting, the intent of the proposed change must be included in the notice of meeting.	Deleted.	Combined #2 with #3
3	Notwithstanding section IV(1), the directors shall provide a minimum of 30 days notice if the meeting is called for the purpose of selling, purchasing, mortgaging, leasing for over one year or otherwise dispose of any real property owned by the Society.	Notwithstanding section IV(1), the directors shall provide a minimum of 21 days notice if the meeting is called to propose a special resolution for the purpose of selling, purchasing, mortgaging, leasing for over one year or to otherwise dispose of any real property owned by the Society or to repeal or amend the bylaws of the Society.	Combined #2 with #3
VII. Voting; 1	At a general meeting of the Society, a majority vote of the member's casting votes may decide all questions, except when an extraordinary resolution is required.	At a general meeting of the Society, a majority vote of the member's casting votes may decide all questions, except for a special resolution which requires the vote of no less than 75% of members in attendance.	Changed the word "extraordinary" to "special" throughout the bylaws
VIII. Composition and election of Board: 1	The Board of a Society will consist of 12 directors and two appointed directors.....	The Board of a Society will consist of 9 directors and two appointed directors.....	Decreasing number of board members required
3	Candidates for election to the office of director must be nominated openly at a general meeting of the society.	Candidates for election to the office of director must submit a complete written application prior to the AGM in accordance with the policies and procedures of the board.	Removal of Nominations from the floor
4	At each annual general meeting, voting members elect four (4) directors; each serving a term that ends at the close of the third annual general meeting following the annual general meeting at which these directors were elected.	At each annual general meeting, voting members elect three (3) directors; each serving a term that ends at the close of the third annual general meeting following the annual general meeting at which these directors were elected.	Changing the number of directors being elected to match the decrease in board member numbers
7	Each elected director of the Board shall submit a current Criminal Record Check	Delete	This will become part of the Board Application process and the new Code of Conduct

8	Any director who misses...	7. Any director who misses.....	Change in numbering only from 8 to 7
9	It shall be incumbent.....	8. It shall be incumbent.....	Change in numbering only from 9 to 8
10	A director may retire	9. A director may retire....	Change in numbering only from 10 to 9
11	Honorary board members may be appointed from time to time. An Honorary Director may attend all Board meetings, however cannot make motions, vote or hold an executive position. Honorary Directors are eligible for all benefits received by Board members.	10. Honorary directors or Junior directors may be appointed from time to time. An Honorary director or Junior director may attend all Board meetings, however cannot make motions, vote or hold an executive position. Honorary directors and Junior directors are eligible for all benefits received by Board members.	Addition of Junior directors Change in numbering from 11 to 10
IX. Powers and Duties of the Board:			
3	The Board will develop a budget to present for information to the membership at the annual meeting.	Delete	Currently the Board does not present the budget at the AGM
7		New: Directors shall comply with all policies and procedures regarding the registered charitable status of the society	There are certain criteria directors need to comply with in order to become a director. The criteria will be part of the new director application process.
X. Duties of the Officers of the Society:			
3. Treasurer:			
e.	On or before the 15th of January each year ensures the CRE returns to Alberta Agriculture and Rural Development (ARD), the annual return documentation required by ARD including but not limited to: a list of directors and officers elected at the annual meeting for the ensuing year; a report of the year's activities; a signed copy of the financial statement approved by the membership and prepared by a designated accountant; three year business plan;	On or before the 15th of February each year ensures the CRE returns to Alberta Agriculture and Forestry, the annual return documentation required by Alberta Agriculture & Forestry including but not limited to: a list of directors and officers elected at the annual meeting for the ensuing year; a report of the year's activities; a signed copy of the financial statement approved by the membership and prepared by a designated accountant;	Change of Department Name Changed January 15 to February 15 as per Regulation 4(1) Removed three year business plan from the last line.
4. Past President:			
	a. Attends all meetings of the Society, the Board and the Executive Committee;	delete	Deleted - do not have this position
	b. Supports the Current Chairman;	delete	
	c. Chairs the Nominating Committee	delete	
	d. Assists with Board recruitment and orientation to the Board.	delete	

XI. Meetings of the Board			
1	At the first meeting of the newly elected Board after each annual meeting of the Society, the board is to meet and elect officers from its own number; a. A President, and; b. A Vice-President, and; c. A Treasurer, and; d. A Secretary	At the first meeting of the newly elected Board after each annual meeting of the Society, the board is to meet and elect officers from its own number; a. A President, and; b. A Vice-President, and; c. A Treasurer, and; d. A Secretary Any officer may be removed either with or without cause by vote of a majority of the members of the Board and such officer's successor shall be elected at any regular meeting of the Board or any special meeting called for that purpose.	Adding how to remove an officer as per the regulations of the Act
3		NEW - A director may participate, without limitation, in a meeting of the Board of Directors in person, by telephone or by video conference	compliance with the Act
3	Meetings of the Board of Directors shall be called....	4. Meetings of the Board of Directors shall be called....	Change of number only from 3 to 4
4	The chairman must call a special meeting of the Board on the written request of a majority of the directors or if the chairman considers it to be necessary.	5. The chairman must call a special meeting of the Board on the written request of a majority of the directors or if the chairman considers it to be necessary. Each notice of the special meeting must a. Include the time and place at which it is to be held, and; b. State, in general terms, the nature of the business to be transacted at the meeting.	Change of number only from 4 to 5 Combining the old #4 and #5 into one section as the new #5.
5	Each notice of a special meeting.....	deleting and moving up to the new #5	
XII. Proceedings at Board meetings:			
1	50% plus one director, constitutes a quorum for the transaction of business at a meeting of the Board	A majority of directors, constitutes a quorum for the transaction of business at a meeting of the Board	Change of wording
3	If there is not a majority in favour of a motion, the motion is lost.	Deleted	
4	At the meeting of the Board held before.....	3. At the meeting of the Board held before....	Change of number only from 4 to 3

XIII. Vacating a director's office:			
2	Where a. A director, b. A corporation whose representative is a director; ceases to be a member of the Society, the officer of that director is to be declared vacant by the Board	Where a. A director, b. An Organization whose representative is a director ceases to be a member of the Society, the office of that director is to be declared vacant by the Board	Changed corporation to "organization" to encompass corporations, companies and/or clubs etc. correct spelling of "office"
3	Where a director's office is vacated under this section, the Board may forthwith fill the vacancy in accordance with Section 17 of the Act.	Where a director's office is vacated under this section, the Board may forthwith fill the vacancy.	The Act has changed sections
XIV. Committees			
	Standing or special committees may be established by the Board. There will be five standing committees: Executive Finance Governance Membership Risk Management	There will be four standing committees. The terms of reference shall be determined by the Board. Executive Finance Governance Membership Deleted	Delete Risk Management and add a terms of reference to be included in board policies and procedures
XVI. Society Funds:			
3	Investment of Society funds must be in accordance to Section 29(3) of the Trustee Act	Investment of Society funds must be in accordance of the Trustee Act	Removal of section 29 (3) as this was not the correct section.
4		NEW - At the first meeting of the board after the AGM, the Board shall appoint individuals to jointly exercise the signing authority for the society	Compliance with the Act
5		NEW - The maximum amount for which the signing authorities of the Society are authorized to sign is up to \$200,000 without Board approval	Compliance with the Act
XIX. Auditor			
1	No person holding office in or employed by the Society is eligible to be appointed as the auditor of or to perform any duties of the auditor of the Society	Deleted	To combine this information with Financial Statements and Auditing

2	An auditor is to be appointed by resolution passed at an annual meeting of the Society or at a special general meeting of the Society called for that purpose	Moved to Financial Statements & Auditing	
3	The auditor must be a member in good standing of an association of accountants recognized by the Director	Deleted	To combine this information with Financial Statements and Auditing
XX. Financial Statements		XIX Financial Statements & Auditing	Changed to combine Auditor and Financial Statements
1	The financial statement referred to in Section III of the bylaws in accordance with the Act must be a review engagement report or audit report prepared by a a. Certified General Accountant, or; b. Certified Management Accountant, or; c. Chartered Accountant	The financial statement referred to in Section III of the bylaws in accordance with the Act must be a review engagement report or audit report prepared by a Chartered Professional Accountant (CPA)	To change the Accounting Designation to today's CPA designation
2	An auditor is to be appointed by resolution passed at an annual meeting of the Society or at a special general meeting of the Society called for that purpose	The CPA is to be appointed by resolution passed at an annual meeting of the Society or at a special general meeting of the Society called for that purpose.	Change the wording of Auditor to CPA
XXI. Membership		XX. Membership	Change of Numbering System from XXI to XX
2	Subject to subsection XXI(1), a person who is 18 years of age or older may become a voting member as provided for under the Act.	Subject to Subsection XX(1), a person who is 18 years of age or older may become a voting member as provided for under the act. A person under the age of 18 may become a non-voting member.	Change of Numbering System from XXI(1) to XX (1) Addition of a provision for Junior members who are under 18 and are non-voting members
3	Subject to subsection XXI(1), a corporation or club may be a member of the Society	Subject to Subsection XX(1), an organization may be a member of the Society	Change of Numbering System from XXI(1) to XX(1) Change corporation or club to "organization" which will encompass all corporations, clubs, companies, etc
4	Payment of the membership fee entitles the person, firm, club or company paying it to the privileges of membership for the year of which the fee is paid	Payment of the membership fee entitles the person or organization paying it to the privileges of membership for the year of which the fee is paid	Changing the words firm, club or company to one word "organization" as in the above section.

5	Where a corporation or club becomes a member of the Society, the corporation must in accordance with subsection XX1(1), furnish the Society with a designation of a person who is to be the corporation's representatives with the right to attend meetings of the Society, to vote and to be a director.	Where an organization becomes a member of the Society, the organization must, in accordance with subsection XX(1), furnish the Society with up to 3 designations who are to be the organizations representatives with the right to attend meetings of the Society, to vote, and to be a director.	Change of Numbering System from XX1(1) to XX(1) Change the wording corporation to "organization" and allowing 3 designates per organization
6	A designation under subsection XXI(4)....	A designation under subsection XX(4)	Change of Numbering System from XXI(4) to XX(4)
9	A person under the age of 18 may become a non-voting member	Membership types include; a. Junior CRE membership - under 18 years of age, limited benefits based on age of member, Non-Voting Member b. Individual CRE Membership - All access to all benefits, Voting Member c. Family CRE Membership - Limited to 5 direct family members, Junior Members would be non-voting d. Organization CRE Membership - 3 individuals as contacts - limited to 3 Voting Members	The wording here is added to #2. Adding our new membership types
XXII. Suspension of Membership		XXI. Suspension of Membership	
1	The Board, at a special meeting of the Board called for that purpose, may suspend a members membership not more than three (3) months, for one or more of the following reasons;	The Board, at a special meeting of the Board called for that purpose, may suspend a members membership for not more than one year, for one or more of the following reasons:	Change of Numbering System from XXII to XXI Changing 3 months to one year
b	If the member has been disloyal to the Society;	Deleted	Did not like the wording of this
c	If the member has disrupted	b. If the member has disrupted..	Change of Numbering System from c to b
d	If the member has done...	c. If the member has done.....	Change of Numbering System from d to c
XXIII. Termination of Membership		XXII. Termination of Membership	
4	The Society may, by extraordinary resolution at a special general meeting called for that purpose, expel any member for any cause which is deemed sufficient in the interests of the Society. This decision is final	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 in the interests of the Society. This decision is final	Change of Numbering System from XXIII to XXII Change wording of extraordinary resolution to special resolution to keep consistant through out bylaws

<p>XXIV. Security:</p> <p>3</p> <p>4</p> <p>5</p>	<p>In this section "theft Insurance", "fidelity insurance", and "general liability Insurance" have the meaning given to them by the Classes of Insurance Regulation (AR121/2001)</p> <p>The Society shall.....</p> <p>No Member is.....</p>	<p>XXIII. Security</p> <p>Deleted</p> <p>3. The Society Shall</p> <p>4. No Member is....</p>	<p>Change of Numbering System from XXIV to XXIII</p> <p>The Regulation number has changed</p> <p>Change of Numbering System from 4 to 3</p> <p>Change of Numbering System from 5 to 4</p>
<p>XXV. Amendments to the Bylaws</p> <p>2</p>	<p>2 signed copies of the approved amended bylaws will be sent to the Agricultural Society Program, Alberta Agriculture and Rural Development (ARD) for their approval and acceptance.</p>	<p>XXIV. Amendments to the Bylaws</p> <p>2 signed copies of the approved amended bylaws will be sent to the Agricultural Society Program, Alberta Agriculture and Forestry for their approval and acceptance.</p>	<p>Change of Numbering System from XXV to XXIV</p> <p>Change of department name</p>
<p>XXVI. Parliamentary Authority</p>	<p>XXV. Parliamentary Authority</p>	<p>Change of Numbering System from XXVI to XXV</p>	
<p>XXVII. Dissolution of the Society</p> <p>2</p> <p>3</p>	<p>If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non profit organization which has objectives similar to those of the Society.</p> <p>Members are to select the organization to receive the assets at a special meeting called for that purpose.</p>	<p>XXVI. Dissolution of the Society</p> <p>If the Society is dissolved, any funds or assets remaining after paying all the debts are to be distributed in accordance to the Act.</p> <p>Deleted</p>	<p>Change of Numbering System from XXVII to XXVI</p> <p>Compliance with the Act</p> <p>This would fall under distribution in accordance to the Act in the above section</p>
<p>XXVIII All Other Matters:</p>	<p>XXVII. All other Matters</p>	<p>Change of Numbering System from XXVIII to XXVII</p>	