



Province of Alberta

SOCIETIES ACT

Revised Statutes of Alberta 2000
Chapter S-14

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Office Consolidation

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Note

All persons making use of this consolidation are reminded that it has no legislative sanction, that amendments have been embodied for convenience of reference only. The official Statutes and Regulations should be consulted for all purposes of interpreting and applying the law.

Regulations

The following is a list of the regulations made under the *Societies Act* that are filed as Alberta Regulations under the Regulations Act

	Alta. Reg.	<i>Amendments</i>
Societies Act		
Societies	122/2000	206/2001, 251/2001, 27/2002, 203/2003, 354/2003, 35/2007, 68/2008, 53/2011, 31/2012, 62/2013, 184/2014

SOCIETIES ACT

Chapter S-14

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HER MAJESTY, by and with the advice and consent of the
Legislative Assembly of Alberta, enacts as follows:

Definitions

1 In this Act,

- (a) “body corporate” means a body corporate however or
wherever incorporated;
- (a.1) “director” means any person occupying the position of
director by whatever name called;
- (b) “Registrar” means Registrar as defined in the *Business
Corporations Act*;

- (c) “society” means a society incorporated or continued under this Act and not discontinued;
- (d) “special resolution” means
 - (i) a resolution passed
 - (A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
 - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

RSA 2000 cS-14 s1;2014 c8 s8

Application to existing societies

2(1) Any benevolent society incorporated under *An Ordinance respecting Benevolent and other Societies*, CONWT 1898 c66, or under *The Benevolent Societies Act*, RSA 1922 c159, and also any corporation incorporated under *The Mechanics’ and Literary Institutes Act*, SA 1908 c16 and RSA 1922 c163, are deemed to be a society incorporated under this Act.

(2) The bylaws or the statutory provisions in the nature of bylaws by which a society referred to in subsection (1) is governed shall, so far as they are not contrary to an expressed provision of this Act, continue in force until altered or rescinded.

RSA 1980 cS-18 s2

Incorporation**Incorporation**

3(1) Five or more persons may become incorporated under this Act for any benevolent, philanthropic, charitable, provident, scientific, artistic, literary, social, educational, agricultural, sporting or other useful purpose, but not for the purpose of carrying on a trade or business.

(2) If an Act other than the *Companies Act* provides for the incorporation of persons for a special purpose, no society shall be incorporated for that purpose under this Act.

RSA 1980 cS-18 s3

Shares, etc.

4(1) No society shall have a capital divided into shares or declare any dividend or distribute its property among its members during the existence of the society.

(2) The interest of a member in a society is not transferable.

(3) This section does not apply to a benevolent society incorporated before April 12, 1924,

(a) under *An Ordinance respecting Benevolent and other Societies*, CONWT 1898 c66, or

(c) under *The Benevolent Societies Act*, RSA 1922 c159.

RSA 1980 cS-18 s4

Reservation of name

5 If requested to do so by the incorporators of a society, or by a society, the Registrar shall assign to the society as its name a designated number determined by the Registrar.

1981 c38 s2;1984 c12 s7

Name of society

6(1) Subject to the circumstances and conditions prescribed by the regulations, a society shall not have a name

(a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,

(b) that is identical to the name of

(i) a body corporate incorporated under the laws of Alberta, whether in existence or not,

(ii) an extra-provincial corporation registered in Alberta, or

(iii) a corporation incorporated by or under an Act of the Parliament of Canada,

(c) that is, in the opinion of the Registrar, similar to the name of

(i) a body corporate incorporated under the laws of Alberta,

(ii) an extra-provincial corporation registered in Alberta, or

- (iii) a corporation incorporated by or under an Act of the Parliament of Canada

if the use of that name is confusing or misleading, or

- (d) that does not meet the requirements prescribed by the regulations.

(2) If,

- (a) through inadvertence or otherwise, a society comes into existence with or acquires a name that contravenes subsection (1), or
- (b) the Registrar disapproves a society's name after it is acquired by the society,

the Registrar may, by notice in writing, giving the Registrar's reasons, direct the society to change its name to a new name that the Registrar approves.

(3) The Registrar may give a notice under subsection (2) on the Registrar's own initiative or at the request of a person who feels aggrieved by the name that contravenes subsection (1).

(4) If a society

- (a) is directed to change its name under subsection (2), and
- (b) does not appeal the direction of the Registrar within 60 days after the date of the notice,

the Registrar may revoke the name of the society and assign to it as its name a designated number, and until changed in accordance with this Act and the regulations the name of the society is the designated number so assigned.

(5) If an application is made to restore a society under this Act and, between the date of dissolution of the society and the date of its restoration, another society has come into existence with or has acquired a name that is likely to be confused with the name of the society to be restored, the Registrar may require, as a condition of the restoration, that the restored society does not pursue its original purposes, or, if it seeks to do so, that it change its name to a name approved by the Registrar or to a designated number, immediately after it is restored.

1981 c38 s2;1984 c12 s7

Revocation of name

7 When a society has had its name revoked and a name assigned to it under section 6(4), the Registrar shall issue a certificate of amendment showing the new name of the society and, on and after the date shown on the certificate of amendment, the application and bylaws of the society are deemed to be amended to refer to the new name shown in the certificate of amendment.

1981 c38 s2

Application to change Registrar's decision

8(1) A person who feels aggrieved by a decision of the Registrar to assign a name under section 5, or to approve a name or to change, revoke, disapprove or assign a name under section 6 may apply to the Court of Queen's Bench, on at least 7 days' notice to the Registrar and any other persons that the Court directs, for an order requiring the Registrar to change that decision, and on the application the Court may so order and make any further order it thinks fit.

(2) Within 10 days after the entry of an order of the Court of Queen's Bench made under subsection (1), the person who obtained the order shall file with the Registrar a copy of that order certified by the clerk of the court.

1981 c38 s2;1984 c12 s7

Application for incorporation

9(1) Persons desiring to become incorporated under this Act shall make and subscribe an application for incorporation in the prescribed form, and also bylaws agreed on by them for the government of the society, and shall transmit the application and bylaws together with documents relating to corporate names that are prescribed by the regulations and an incorporation fee as set by the regulations, to the Registrar.

(2) The application shall set out

- (a) the intended corporate name of the society, and
- (b) the purpose or purposes for which incorporation is desired.

(3) The application shall be accompanied with any information respecting the subscribers to the application that may be required by the regulations under the *Agricultural and Recreational Land Ownership Act* and section 35 of the *Citizenship Act* (Canada) in the form and manner prescribed by those regulations.

(4) The bylaws that accompany the application shall contain provisions for all the following matters:

- (a) terms of admission of members and their rights and obligations;
- (b) the conditions of withdrawal of members and the manner, if any, in which a member may be expelled;
- (c) the mode and time of calling general and special meetings of the society and number constituting a quorum at any of those meetings and rights of voting;
- (d) the appointment and removal of directors and officers and their duties, powers and remuneration;
- (e) the exercise of borrowing powers;
- (f) the audit of accounts;
- (g) the custody and use of the seal of the society;
- (h) the manner of making, altering and rescinding bylaws;
- (i) the preparation and custody of minutes of proceedings of meetings of the society and of the directors, and other books and records of the society;
- (j) the time and place, if any, at which the books and records of the society may be inspected by members.

RSA 1980 cS-18 s5;1984 c12 s7;1994 c23 s50

Discretion of Registrar

10(1) Subject to the right of appeal given under subsection (3), the Registrar is the sole judge as to whether the purposes mentioned in the application for incorporation, or any of them, are purposes for which the society may be incorporated under this Act.

(2) The Registrar may direct that any of the purposes mentioned in the application, or any of the bylaws accompanying the application, be struck out or be modified in accordance with the directions given by the Registrar.

(3) An appeal may be taken to the Lieutenant Governor in Council from a decision given by the Registrar under this section within 30 days after the date of the decision.

RSA 1980 cS-18 s6

Refusal of incorporation

11 The Registrar may refuse incorporation for any reason that appears to the Registrar to be sufficient.

RSA 1980 cS-18 s7

Incorporation certificate

12 The Registrar, on receipt of the application and the bylaws and in compliance with the directions, if any, given by the Registrar with respect to them,

- (a) may issue under the Registrar's seal of office a certificate that the society is incorporated, and
- (b) shall, at the expense of the applicants, publish a notice of the incorporation in The Alberta Gazette or the Registrar's periodical published under the *Business Corporations Act*.

RSA 1980 cS-18 s8;1983 c22 s6

Certificate as evidence of regularity

13 A certificate of incorporation issued by the Registrar in respect of a society is conclusive proof

- (a) that the requirements of this Act in respect of incorporation have been complied with, and
- (b) that the society is incorporated in accordance with this Act.

RSA 1980 cS-18 s9

Effect of certificate

14 From the date of the certificate of incorporation, the subscribers to the application and the other persons that from time to time become members of the society are a corporation and have all the powers, rights and immunities vested by law in a corporation.

RSA 1980 cS-18 s10

Rescission, etc. of bylaws

15(1) The bylaws of a society shall not be rescinded, altered or added to except by special resolution of the society.

(2) No rescission or alteration of or addition to a bylaw has effect until it has been registered by the Registrar.

(3) If the Registrar is of the opinion that a bylaw is not in accordance with the application for incorporation or that it contains anything contrary to law, the Registrar shall refuse to register it.

RSA 1980 cS-18 s11

Alteration of objects

16(1) A society may, by special resolution, alter its objects

- (a) to include some object or objects that may conveniently or advantageously be combined with the existing objects of the society, or

(b) to restrict or abandon an object specified in its application,

but the resolution does not take effect until the Registrar has approved and registered it.

(2) A notice of the alteration of objects shall be published, at the expense of the society, in The Alberta Gazette or the Registrar's periodical published under the *Business Corporations Act*.

RSA 1980 cS-18 s12;1983 c22 s6

Powers of society

17(1) A society may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

(2) The funds and property of the society shall be used and dealt with for its legitimate objects only and in accordance with its bylaws.

RSA 1980 cS-18 s13

Borrowing powers

18(1) For the purpose of carrying out its objects, a society may borrow or raise or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures.

(2) The power of a society under subsection (1) shall be exercised only under the authority of the bylaws of the society and in no case shall debentures be issued without the sanction of a special resolution of the society.

RSA 1980 cS-18 s14

Negotiable instruments

19 For the purpose of carrying out its objects, a society may, subject to its bylaws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

RSA 1980 cS-18 s15

Members

Minors

20 A person under the age of 18 years who is elected or admitted as a member of a society or appointed to an office in it is liable to the payment of fees and otherwise liable under the rules of the society as if the person were an adult.

RSA 1980 cS-18 s16

Limitation of liability of members

21 No member of a society is, in the member's individual capacity, liable for a debt or liability of the society.

RSA 1980 cS-18 s17

Arbitration

22(1) The bylaws of a society may provide that a dispute arising out of the affairs of the society and between any members of the society or between

- (a) a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or
- (b) a person claiming through the member or aggrieved person or claiming under the bylaws of the society,

and the society or a director or officer of the society, shall be decided by arbitration, which shall be under the *Arbitration Act* unless the bylaws prescribe some other method.

(2) A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and unless the bylaws otherwise provide there is no appeal from it.

RSA 1980 cS-18 s18

Fines

23(1) A society may by its bylaws impose a penalty of not more than \$5 on a member contravening a bylaw of the society.

(2) A penalty may be recovered as a debt due from the member of the society, and all penalties so recovered belong to the society.

RSA 1980 cS-18 s19

Returns**Registered office**

24(1) Every society shall have a registered office in Alberta to which all communications and notices may be sent and at which all process may be served.

(2) Notice of the location of the registered office of a society, giving the postal address, shall be filed with the Registrar

- (a) with the application for incorporation or the application for continuance, as the case may be, and
- (b) within 15 days after a change in the location of the registered office.

RSA 2000 cS-14 s24;2014 c8 s8

Annual general meeting

25 A society shall hold an annual general meeting in Alberta and shall present at that meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the society's auditor.

RSA 1980 cS-18 s21

Annual report

26(1) In this section, "anniversary month" means the month in each year that is the same as the month in which the certificate of incorporation of the society was issued.

(2) A society shall each year, on or before the last day of the month immediately following its anniversary month, make a return to the Registrar containing

- (a) the address of the registered office of the society,
- (b) the full name, address and occupation of each officer and director of the society,
- (c) any information respecting the members of the society that may be required by regulations under the *Agricultural and Recreational Land Ownership Act* and section 35 of the *Citizenship Act* (Canada) in the form and manner prescribed by those regulations, and
- (d) the audited financial statement presented at the last annual general meeting of the society.

(3) Notwithstanding anything in this section, where there is a change

- (a) in the membership of the officers or directors of a society, or
- (b) in the name, address or occupation of an officer or director of a society,

the society shall, within 30 days from the day that the change occurs, give notice to the Registrar in a form acceptable to the Registrar setting out the change.

RSA 1980 cS-18 s22;1994 c23 s50;1996 c32 s7

Officers and directors

27 A society shall, on request of the Registrar, furnish the Registrar with particulars of its officers and directors.

RSA 1980 cS-18 s23

Filing special resolution

28 A society shall file with the Registrar every special resolution passed for any purpose mentioned in this Act.

RSA 1980 cS-18 s24

Verification of notice, etc.

29 Every notice, return or resolution required to be filed with the Registrar shall be dated and verified by a person having knowledge of the affairs of, and who is authorized by, the society on whose behalf the notice, return or resolution is made.

RSA 1980 cS-18 s25

Furnishing copy of bylaws

30 A society shall furnish to a member, at the member's request and on payment of a sum not exceeding \$0.50, a copy of its application for incorporation and bylaws.

RSA 1980 cS-18 s26

Branch Societies**Branch societies**

31(1) A society may establish and maintain one or more branch societies.

(2) A branch society shall have the powers, not exceeding the powers of the society, that the society may from time to time confer.

(3) When a society establishes a branch society, it shall send immediately to the Registrar a notice setting out

- (a) the date on which the branch society was authorized,
- (b) the title, locality and powers of the society, and
- (c) any other information the Registrar requires,

and the society shall likewise notify the Registrar when a branch ceases to exist.

RSA 1980 cS-18 s27

Amalgamation**Amalgamation**

32(1) Two or more societies may amalgamate and continue as one society.

(2) Each society proposing to amalgamate shall enter into an amalgamation agreement setting out the terms and means of effecting the amalgamation and, in particular, setting out

- (a) the name of the amalgamated society;
 - (b) the objects of the amalgamated society;
 - (c) the name and address of each proposed director of the amalgamated society;
 - (d) whether the bylaws of the amalgamated society are to be those of one of the amalgamating societies and, if not, a copy of the proposed bylaws of the amalgamated society;
 - (e) any other matters that may be necessary to effect the amalgamation and to provide for the subsequent management and working of the amalgamated society.
- (3)** The directors of each amalgamating society shall submit the amalgamation agreement to the members of the society for adoption by special resolution.
- (4)** After an amalgamation has been adopted under subsection (3), an application for amalgamation in the prescribed form must be filed with the Registrar together with the following:
- (a) a copy of the special resolution of each amalgamating society adopting the amalgamation agreement, certified to be a true copy by the president and secretary of the society;
 - (b) the amalgamation agreement;
 - (c) if the name of the amalgamated society is not the same as that of one of the amalgamating societies, documents relating to the name of a society as prescribed by the regulations;
 - (d) any other information required by the Registrar.
- (5)** On receipt of the documents and the prescribed fee, the Registrar may issue a certificate of amalgamation in the prescribed form.
- (6)** On the date shown in a certificate of amalgamation,
- (a) the amalgamating societies are amalgamated and are continued as one society;
 - (b) the property of each amalgamating society continues to be the property of the amalgamated society;
 - (c) the amalgamated society continues to be liable for all debts and obligations of each amalgamating society;

- (d) a civil, criminal or administrative action or proceeding pending by or against an amalgamating society may be continued to be prosecuted by or against the amalgamated society;
- (e) a conviction against, or a ruling, order or judgment in favour of or against, an amalgamating society may be enforced by or against the amalgamated society;
- (f) the certificate of amalgamation is deemed to be the certificate of incorporation of the amalgamated society.

1998 c23 s22

Dissolution

Dissolution

33(1) In this section, “society” includes a society or club that is incorporated by a private Act of the Legislature and that has for its object the provision of facilities for the social intercourse and recreation of its members.

(2) On sufficient cause being shown to the Registrar, the Registrar may issue to the Lieutenant Governor in Council a certificate under the Registrar’s seal of office declaring that the Registrar is satisfied that the incorporation of a society should be revoked and cancelled.

(3) On receipt of the certificate, the Lieutenant Governor in Council may

- (a) revoke and cancel the incorporation of the society, and
- (b) declare the society to be dissolved on any conditions and subject to any provisions that the Lieutenant Governor in Council considers proper.

(4) A person who, alone or in association with others, carries on or attempts to carry on the affairs of a society the incorporation of which has been revoked and cancelled and that has been declared to be dissolved is guilty of an offence and liable to a fine not exceeding \$500.

(5) On the revocation of the incorporation of a society, or on its disorganization, the Lieutenant Governor in Council may appoint a liquidator or liquidators to wind up the affairs of the society.

(6) The liquidator or liquidators appointed under subsection (5) may exercise all the powers conferred by incorporation on the society or on the directors or on any other official of the society, for the purpose of selling or otherwise disposing of the assets of the

society and distributing the proceeds among the persons by law entitled to them.

RSA 1980 cS-18 s28

Surrender of certificate of incorporation

34(1) A society may, by special resolution, surrender its certificate of incorporation.

(2) If satisfied that sufficient notice of the society's intention to surrender its certificate of incorporation has been given and that no debts or liabilities of the society are outstanding, the Registrar may accept the surrender of the certificate and cancel it, and fix a date from which the society shall be dissolved.

RSA 1980 cS-18 s29

Winding up

35(1) Part 17 of the *Business Corporations Act* applies to a society under this Act as if it were a corporation.

(2) Notwithstanding subsection (1), for the purposes of this Act

- (a) the period referred to in section 213(1)(c) of the *Business Corporations Act* shall be 2 years, and
- (b) the notice under section 213(2)(a) of the *Business Corporations Act* is not required to be given to the directors.

RSA 1980 cS-18 s30;1981 cB-15 s284(28);1984 c12 s7

Register of members, etc.

36(1) A society shall keep a register of its members containing the names of the applicants for incorporation 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 residential address;
- (b) the date on which the person is admitted as a member;
- (c) the date on which the person ceases to be a member;
- (d) the class of membership of the person, if the society has classes of members.

(2) A society shall, on and after its date of registration, keep the register of its members at its registered office and shall, on each regular business day during not less than 2 regular business hours as determined by the society at a general meeting, permit a member of the society to inspect the register without payment of a fee.

(3) A society shall, within a reasonable time of receiving from a member of the society a request to provide to the member a copy of the register, the annual list of members or an excerpt from any one or more of them and on payment by the member of a sum not exceeding \$0.25 for every 100 words to be copied, provide to that member the copy of the register, list or excerpt so requested.

RSA 1980 cS-18 s31

Use of register

36.1(1) In this section, “personal information” means personal information as defined in the *Personal Information Protection Act* other than business contact information to which that Act does not apply by virtue of section 4(3)(d) of that Act.

(2) Notwithstanding section 36, a society may disclose the register or an annual list of members or an excerpt of either or both of them to a member of the society only if the information contained in the register, list or excerpt is to be used by the member for matters relating to the affairs of the society.

(3) A member of a society may use personal information about another member of the society that is contained in the register, list or excerpt for any matter not referred to in subsection (2) if that other member gives consent to that use.

2003 cP-6.5 s73

Continuance of Not-for-profit Organizations

Continuance from other jurisdictions

36.2(1) A body corporate incorporated or continued under the laws of any jurisdiction other than Alberta may apply to the Registrar for a certificate of continuance if

- (a) continuance under this Act is authorized by the laws of that jurisdiction, and
- (b) the body corporate satisfies, or by its application for continuance would satisfy, the requirements for incorporation under this Act.

(2) A body corporate that applies for a certificate under subsection (1) may effect, by its application for continuance, any amendment to its act of incorporation, articles, letters patent or memorandum or articles of association that a society incorporated under this Act may make to its objects, name and bylaws.

(3) If the body corporate is a body corporate with share capital, the body corporate shall establish the terms and conditions on which the body corporate is converted to a society without share capital.

(4) A body corporate that applies for a certificate of continuance under subsection (1) shall file with the Registrar an application for continuance in the prescribed form and include

- (a) a copy of the bylaws of the proposed society,
- (b) the prescribed fee,
- (c) the prescribed documents, if any, and
- (d) any other information requested by the Registrar.

(5) On receipt of the application for continuance under subsection (4), the Registrar may, on the terms and subject to the limitations and conditions that the Registrar considers appropriate, issue a certificate of continuance in the form set by the Registrar.

(6) The Registrar may refuse to issue a certificate of continuance, in which case the Registrar shall advise the body corporate of the refusal.

(7) On the date shown on the certificate of continuance,

- (a) the body corporate becomes a society to which this Act applies as if it had been incorporated under this Act,
- (b) the name of the body corporate provided for in the application for continuance is deemed to be the name of the society,
- (c) the objects of the body corporate provided for in the application for continuance are deemed to be the objects of the society,
- (d) the bylaws a copy of which was included with the application for continuance submitted under subsection (4) are deemed to be the bylaws of the society,
- (e) the certificate of continuance is deemed to be the certificate of incorporation of the society, and
- (f) any shareholders or members of the body corporate cease to be shareholders or members of the body corporate and become members of the society.

(8) The Registrar shall provide a copy of the certificate of continuance to the appropriate official or public body in the jurisdiction in which continuance under this Act is authorized.

(9) On and from the date of continuance of a body corporate as a society under this Act,

- (a) the property of the body corporate continues to be the property of the society,
- (b) the society continues to be liable for the obligations of the body corporate,
- (c) any existing cause of action, claim or liability to prosecution is unaffected,
- (d) any civil, criminal, administrative, investigative or other action or proceeding pending by or against the body corporate may continue to be prosecuted by or against the society, and
- (e) any conviction against or ruling, order or judgment in favour of or against the body corporate may be enforced by or against the society.

(10) A membership in a body corporate issued before the body corporate was continued under this Act is deemed to have been issued in compliance with this Act and the bylaws of the society.

2014 c8 s8

Continuance to other jurisdictions

36.3(1) Subject to this section, a society may apply to the appropriate official or public body of another jurisdiction requesting that the society be continued as if it had been incorporated under the laws of that other jurisdiction.

(2) An application for continuance may be made under subsection (1) only if

- (a) the application for continuance is authorized by the members of the society by special resolution, and
- (b) the society obtains the approval of the Registrar under subsection (3).

(3) The Registrar may grant a society approval to make an application under subsection (1) if

- (a) the society provides the Registrar with a copy of the special resolution referred to in subsection (2)(a) certified to be a true copy by a director, officer or authorized representative of the society,

- (b) the society establishes, to the satisfaction of the Registrar, that its proposed continuance in the other jurisdiction will not adversely affect creditors or members of the society,
 - (c) the Registrar is satisfied that the continuation is not prohibited by subsection (4), and
 - (d) the society provides, to the satisfaction of the Registrar, any other documents or information requested by the Registrar.
- (4)** A society shall not be continued as a body corporate under the laws of another jurisdiction unless those laws provide in effect that
- (a) the property of the society continues to be the property of the body corporate,
 - (b) the body corporate continues to be liable for the obligations of the society,
 - (c) any existing cause of action, claim or liability to prosecution is unaffected,
 - (d) any civil, criminal, administrative, investigative or other action or proceeding pending by or against the society may continue to be prosecuted by or against the body corporate, and
 - (e) any conviction against or ruling, order or judgment in favour of or against the society may be enforced by or against the body corporate.
- (5)** Each membership in the society carries the right to vote in respect of a continuance whether or not it otherwise carries the right to vote.
- (6)** The directors and officers of a society may, if authorized by the members at the time of authorizing an application for continuance, abandon the application without further approval of the members.
- (7)** If the Registrar has granted an approval under subsection (3) and the Registrar has received a notice satisfactory to the Registrar that the society has been continued under the laws of another jurisdiction, the Registrar shall issue a certificate of discontinuance in a form set by the Registrar.
- (8)** On the date shown on the certificate of discontinuance, the society becomes an extra-provincial body corporate as if it had been incorporated under the laws of the other jurisdiction.

2014 c8 s8

General

General penalty

37 A society that contravenes this Act or the regulations is guilty of an offence and liable to a fine not exceeding \$100.

RSA 1980 cS-18 s32

Change of name

38 A society may change its name, and may contract in the same way as if it were incorporated under the *Business Corporations Act*.

RSA 1980 cS-18 s33;1981 cB-15 s284(28)

Regulations

39 The Lieutenant Governor in Council may make regulations

- (a) for carrying out the purposes of this Act;
- (b) setting the fees payable to the Registrar for incorporation, for applications, for filings and for services under this Act;
- (c) prescribing forms for the purposes of this Act;
- (d) prescribing the returns to be made by societies and the form of the returns;
- (e) prescribing the documents referred to in sections 9(1), 32(4) and 36.2(4);
- (f) respecting names of societies;
- (g) prohibiting the use of any names or any words or expressions in a name;
- (h) defining any word or expression used in section 6(1)(c);
- (i) prescribing requirements for the purposes of section 6(1)(d);
- (j) respecting the circumstances and conditions under which a name under section 6 may be used;
- (k) prescribing the punctuation marks and other marks that may form part of a name.

RSA 2000 cS-14 s39;2014 c8 s8

FRA Legislation Investigation (Activity)

Using the Societies Act, please read the clauses relating to the questions below. Consider how the sections will be relevant to your society, and how compliance with the Societies Act will be met.

Questions

1. What is meant by a “Special Resolution”? **Clause 1(d)**
2. Who can incorporate a Society and for what reasons? **Clause 3(1)**
3. How is membership in a Society determined? **Clause 9(4)(a)**
4. What must a Society do in order to change its bylaws, or Objects of Incorporation? **Clauses 15 & 16**
5. Is a Society permitted to borrow money? **Clause 18**
6. Can a member of a Society be held liable for a debt or liability of the Society? **Clause 21**
7. Can a Society charge a member for a contravention of one of its bylaws? **Clause 23(1)**
8. Must a Society hold an Annual General Meeting? **Clause 25**
9. What must be presented at the Annual General Meeting? **Clause 25**
10. When is the Society’s Annual Report due, and to whom? **Clause 26**
11. How much may a Society charge a member for a copy of its bylaws? **Clause 30**
12. Who may dissolve a Society and under what conditions? **Clauses 33 & 34**
13. What must a society do with member information? **Clause 36**
14. With whom, and why, can member information be shared? **Clause 36(2), 36(3) and 36.1**
15. What is the penalty for a Society contravening the Societies Act? **Clause 37**



Applying for a Casino Licence from Alberta Gaming and Liquor Commission

The first step for any group that is interested in conducting a charitable gaming activity in Alberta is to apply for [Eligibility](#) for a Charitable Gaming Licence.

Only charitable or religious groups are licensed to conduct gaming events in Alberta. The proceeds generated from these events must be used for approved charitable or religious activities as defined by the Alberta Gaming and Liquor Commission (AGLC) [Charitable Gaming Policies Handbook](#).

To see if your incorporated society is eligible to receive a casino licence from the AGLC, you must complete their [Eligibility for Gaming Licence Application](#) which can be found at <https://www.aglc.ca/gaming/charitable-gaming/licences/casino>. Societies incorporated for the purpose of supporting and enhancing student learning within the community of an open and operational school must submit this application, however there are some requirements that are different that are not noted on the form. Please refer to this checklist when preparing and submitting your application to the AGLC. If you have any questions or concerns, please contact a *Licensing Eligibility Analyst at the AGLC at 780-447-8600 or toll free at 1-800-272-8876*

- ☐ Copy of meeting motion authorizing the application.
- ☐ Copy of Incorporation Certificate.
- ☐ **Registered bylaws from Alberta Registries – must show the Corporate Registry “FILED” stamp.** *Note: Bylaws must have a dissolution clause that indicates all remaining funds and assets will be donated to a charitable organization.*
- ☐ Current executive list, including addresses and telephone numbers.
- ☐ Budget for the current year or proposed budget for upcoming fiscal year.
- ☐ Balance and income statements for the period of time available, if any, up to a maximum of 2 years
- ☐ Letter of support for application from the current principal. (See sample attached)

Note: A school must be fully operational and receiving students in order for the AGLC to consider your application.

Sample letter from the principal to the AGLC (must be signed and on school letterhead):

To Whom It May Concern:

As the principal of _____ School located in _____, Alberta, I am in support of the _____ Society/Association applying for eligibility to obtain a Gaming Licence through Alberta Gaming and Liquor Commission in order to raise and allocate funds which will support and enhance the educational experiences of the students in this school.

Should additional information be required, please contact me at:

Sincerely,

Principal, _____ School



School Councils and Fundraising Societies Distinctions

Purpose – *Why We Exist*: The organization's reason for being.

Structure – *Who Is Included / Who Decides*: Membership definitions, levels of authority and decision-making, job descriptions, policies, as well as operating procedures and/or bylaws.

Functions – *What We Do*: The activities chosen in order to achieve the purpose of the organization.

For School Council:

- Purpose: Support and enhance student learning; advise on matters relating to the school
- Structure: School Community members, town hall authority, operating procedures
- Function: Advise principal and other education stakeholders (may include the society) and decide School Council operations

For the Society:

Name of the Society:

Purpose:

Structure:

Function:



How to Form a Society

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Introduction

Societies are formed when a group of people join to promote their common interests. These interests may be recreation, cultural or charitable. Societies can be formed for any useful purpose but they cannot be formed to carry on a trade or business.

The *Societies Act* regulates societies incorporated in Alberta. A group is not required to incorporate under the *Societies Act*. The decision to incorporate is yours.

Advantages of incorporating a society include:

- A member of a society cannot be held responsible for a debt of the society.
- A society may hold title to property and contract in its own name.
- A society has a more definite and permanent status than an unincorporated group.
- A society is eligible to apply for government grants.

Forming a Society: Selecting a Name

To form a society you must first select an acceptable name. Your society's name must comply with the Regulations set out under the *Societies Act* and must not be the same or similar to that of any other society.

1. The name of your society must contain one of the following words:

- Association
 - Board
 - Bureau
 - Centre
 - Club
 - Committee
 - Council
 - Fellowship
 - Foundation
 - Guild
 - Institute
 - League
 - Society

If you wish to use a name which does not contain one of these words, you must obtain special permission from the Registrar of Corporations.

2. The name must specifically describe the activity the society is engaged in. For example, use a word like 'hockey' instead of 'sports', or 'musical arts' instead of 'arts'.

Your society name must also have a distinctive element – a unique word or a location which sets one society name apart from others. For example, the distinctive element 'Spruce Grove' sets 'Spruce Grove Diving Association' apart from other diving associations, just as 'Hohoe' distinguishes 'Hohoe Gardening Club' from other gardening clubs.

When your group is choosing a name, try to avoid commonly used distinctive elements such as 'Alberta', 'Canada', 'National', 'Western', 'Edmonton', or 'Calgary'. If the distinctive element you choose is commonly used, your society's name may be too similar to another society's name, and you may have to obtain permission from that society to use it.

3. You must obtain permission from certain organizations if your society's name suggests association with:
- royalty
 - a government agency
 - a university, college, or technical institute
 - a professional or occupational association
 - the Olympic Games or its organizing committee
 - Kananaskis Provincial Park
 - the Nakiska ski area.

A name containing a government connotation will require consent from the governing body. Therefore, a name such as *University of Alberta Scholarship Foundation* would require consent from the Board of Governors of the University of Alberta.

4. Before using the name of a person in your society name, you must have the consent of that person or the person's heirs, executor, or guardian. For example, the name 'Sandy Smith Association for Lost Children' would need consent from Sandy Smith or the heirs, executor or guardians of Sandy Smith.

Alberta Name Search Report

Once your group has decided on a name, you must contact a [search house](#) for an Alberta Corporate Name Report from the NUANS database. This computer report lists the Alberta corporate and society names most similar to the name you want.

The report must be sent to Corporate Registry, along with other incorporation documents, within 90 days of the date the name was proposed. Corporate Registry uses this report to decide whether your group can use the name it has selected. If your name is very similar to another name you may not be allowed to use it.

Corporate Registry also makes sure that your name conforms to all Regulations in the *Societies Act*. If you are concerned that Corporate Registry might not approve your name, you can send the Corporate Names Report ahead of time for a decision. Once the name has been approved by Corporate Registry you can prepare the other forms.

Application Form

The *Societies Act* [application](#) lists some common purposes or objectives for which societies are formed. Use them if they meet your organization's needs or customize them to suit your purposes.

Note that these objectives may not meet the requirements of Canada Revenue Agency, if you intend to register your organization as a charity.

If your intention is to become a charity, please contact Canada Revenue Agency to determine their requirements **before** incorporating your society.

[Charities and Giving](#)

Canada Revenue Agency
Toll-free 1-800-267-2384

By-laws

All societies need to have bylaws, the governing rules for the organization. You can use the [standard society bylaws](#) if they suit your society's needs. If you use these bylaws, be sure to fill in all the blanks. If you do not wish to use these bylaws, you may prepare your own.

Your by-laws must deal with all of the following:

1. **Membership** – Bylaws must set out the terms under which new members may be admitted to the society, and the rights and obligations of all the members. Members under 18 years of age are subject to the same fees and society rules as adult members.
2. **Withdrawal of Membership** – Bylaws must set out how members can voluntarily withdraw from the society, and how they can be expelled.
3. **Meetings** – bylaws must set out the procedure for calling general and special meetings. Make sure you set out how the members will be notified and the time frame for notification of each type of meeting, and what the quorum will be for each. Indicate how the members will vote (for example, by show of hands, secret ballot or proxy), and which members have the right to vote.
4. **Directors and Officers** – Bylaws must set out how directors and officers are appointed and how the members can remove directors and officers from office. Bylaws must also include the following:
 - the duties of the directors and of each officer
 - the powers of the board of directors and officers
 - whether or not directors and officers will be paid.
5. **Exercise of Borrowing Powers** – Bylaws must set out whether or not the society can borrow money. If your society can borrow money, make sure you set out how this will be done. If your society is going to raise money by issuing debentures, it must pass a special resolution each time debentures are issued.
6. **Audit of Accounts** – Bylaws should set out who will audit the society's financial records. You may state that a qualified auditor will be hired for this purpose, or you may state that two officers/members will perform this function. An audited financial statement must be presented to society members every year at the annual meeting.
7. **Custody and Use of the Seal of the Society** – Once your Society has incorporated under the *Societies Act*, it should purchase a corporate seal from any rubber stamp company. A seal is not necessary, but you should have one if your society will deal with legal documents. The bylaws must state who will have custody and use of the seal, whether or not one is ever purchased.
8. **Altering, Rescinding and Adding Bylaws** – Society members must pass a special resolution to alter, rescind or add by-laws. A statement to this effect must be contained in the bylaws. Changes do not come into effect until the special resolution is registered at Corporate Registry. Make sure that all special resolutions sent to the Registrar are dated and verified by a person authorized by the society.
9. **Preparation and custody of Minutes and Other Books and Records** – Bylaws must set out which officers will prepare and keep the minutes of society meetings and directors' meetings and which officers will keep any other books and records of the society.

10. Inspection of Books and Records by Members – Bylaws must set out the time and place at which books and records of the society may be inspected by society members.

The bylaws must be dated and signed by the same five people who signed the application. These signatures must also be witnessed. The witness must also sign and state their address on the bylaws.

Notice of Address

Your society must have a registered office in Alberta at all times. A [Notice of Address](#) must be sent to the Registrar upon incorporation and within 15 days of a change. .

Request for Corporate Services

Submit all forms and documents to Corporate Registry with the [Request for Corporate Services Form](#). Instructions are on the back of the form.

Keep the last page (client's copy) for your records.

You must include a cheque for the \$50.00 incorporation fee. Make the cheque payable to the Government of Alberta.

Checklist for Incorporation

- ✓ Is everything enclosed?
 - Application
 - Bylaws
 - Notice of Address (Reg3016 Form 3)
 - Original Alberta Corporate Name Report less than 91 days old
 - Request for Corporate Services
 - \$50.00 Filing Fee
- ✓ Is the name of the society identical on all documents?
- ✓ Are the application and bylaws complete?
 - Dated
 - Signed by the same five people
 - Witnessed
- ✓ Are the signatures legible?
 - If not, print the names under the signatures.
- ✓ Is the Notice of Address signed and dated and is the title of the person signing stated?
- ✓ Have you enclosed two copies of the application, bylaws, and address form?
- ✓ Do all addresses include the street, town or city, province and postal code?
- ✓ Are all documents clear and legible?
 - There should be good contrast between the background and the wording.
- ✓ Have you enclosed a cheque for \$50.00, payable to the Government of Alberta?

After Incorporation

After incorporation your society must operate according to the provisions of the *Societies Act*. Some of the more common provisions are:

Acquiring and Dealing with Property

A society may purchase or be given real estate or other property. It may sell, mortgage, lease and develop property, and may erect and maintain any necessary buildings.

Property and funds of a society must only be used and dealt with for the society's legitimate objects in accordance with its bylaws.

The society bylaws should provide for the distribution of property and other assets when the society is voluntarily wound up.

Annual General Meeting

Your society must hold an annual general meeting in Alberta. The board of directors must present the society's annual financial statement to the members.

The financial statement must set out the society's income, disbursements, assets and liabilities. It must be audited according to the society's bylaws.

Annual Return

The society must send a completed annual return to Corporate Registry every year before the last day of the month following the anniversary of the month of incorporation. Failure to submit an annual return can result in the dissolution of the society.

The annual return must be accompanied by:

- A list of directors and officers of the society, including their full names, positions, mailing addresses and postal codes.
- A copy of the financial statement presented at the last annual general meeting of the society. The financial statement has to be signed by the the society's auditor(s).

A good practice is to hold your annual general meeting before the annual return is due and after the end of your society's fiscal year. This will allow enough time to have your audited financial statement presented at your annual general meeting.

Corporate Registry mails a pre-printed annual return to the society every year, usually the month before the anniversary of the society's month of incorporation. [Blank annual return forms](#) are also available.

Filing the return is a recurring responsibility so Corporate Registry suggests that this responsibility be assigned to one of the society's officers, e.g. the treasurer or secretary, and included in the officer's duties in the bylaws.

Arbitration

Occasionally, society members disagree on how to handle internal matters. Corporate Registry does not supervise the conduct of societies, nor does it provide a counseling service on matters other than forms and documents filed with them. Societies must be prepared to resolve their own internal disputes.

To do so, a society may provide in its by-laws that disputes be settled by arbitration or mediation. The process will follow the *Arbitration Act* unless the society's bylaw outlines the society's own specific dispute resolution process.

Branch Societies

Societies may establish branch societies. Branch societies are not incorporated organizations that are separate from the parent organization. They are simply a division or part of an incorporated society.

When a branch society is created, the parent society must provide the following to Corporate Registry:

- The date on which the branch society was authorized.
- The title, locality and powers of the society (make sure the powers of the branch society do not exceed the powers of the parent society).
- Notice that a branch society has been closed or ceased operations.

Changing a Society's Bylaws

A society can change its bylaws when 75% of the members pass a resolution at a meeting of the society or when all of the entitled members consent to a written resolution.

The new bylaws must meet the requirements of the *Societies Act*. They do not take effect until they are registered at Corporate Registry.

Changing a Society's Name

A society may change its name when the following is sent to Corporate Registry:

- An Alberta Search Report for the new name, within 90 days from the date that the name was proposed.
- [Articles of Amendment](#)
 - Do not include by-law or object changes on this form.
- A \$25.00 fee payable to the Government of Alberta.

Changing a Society's Objectives

A society may add or remove some of its objectives if the society members pass a special resolution to do so. The alteration to the objects does not take effect until the special resolution, which must be dated and verified by an authorized person of the society, is registered at Corporation Registry

A notice of the alteration of the society's objects will be published in the Registrar's Periodical.

Dissolving a Society

A society can voluntarily dissolve by passing a resolution to do so. Dissolution occurs when two copies of the Articles of Dissolution are filed at Corporate Registry.

Before completing the Articles the society must dispose of all all property and liabilities.

Fines

The bylaws of a society can provide that any member who contravenes society bylaws may be fined not more than \$5.00.

General Penalties

A society that does not comply with the *Societies Act* is guilty of an offence and liable to a fine of not more than \$100.00.

Register of Members

The society must keep a list of its past and present members, together with the following particulars for each person:

- Full name and home address
- The date on which they became members
- The date on which they ceased being members
- The class of membership, if any, to which they belong

This list must be kept at the society's registered office. The society must determine, at a general meeting, when society members may inspect this list. At least two regular business hours of each regular business day must be set out as the time in which the list may be inspected.

The society cannot charge a fee to members who want to inspect the list. If a member requests a copy of the list or part of the list, the society may provide one. A fee of not more than 25 cents for every 100 words copies can be charged for this service.

Revival

If a society was dissolved less than five years ago, it may apply to be revived when it wants to resume operation.

Any interested person may apply to Corporate Registry by completing and filing, in duplicate, [Articles of Revival](#) of a Society. An interested person is someone with monetary or legal rights that have been affected by the dissolution, eg. a director, member, or creditor at the time of dissolution.

All delinquent annual returns must be filed with the Articles of Revival as well as a notice of address.

The revival fee is \$50.00. Cheques must be made payable to the Government of Alberta.

If the society has been dissolved for three or more years, an original Alberta Corporate Name Report from the NUANS database must also be submitted.

Shares

A society cannot have shares and it cannot declare any dividends or distribute its property among members during its existence.

Legislation

Copies of the *Societies Act* and Societies Regulation can be viewed or purchased from:

Alberta Queen's Printer
7th flr, 10611 98 Ave
Edmonton AB T5K 2P7

Telephone: 780-427-4952
(tollfree outside Edmonton: dial 310-000 followed by the office telephone number)
Website: www.qp.alberta.ca

More Information

Service Alberta Contact Centre
Telephone: 780-427-7013
(tollfree outside Edmonton: dial 310-0000 followed by the office telephone number)
E-Mail: cr@gov.ab.ca

[Service Alberta website](#)

Government of Alberta ■

Service Alberta

Request for Services

DATE OF REQUEST _____ YOUR FILE NUMBER _____

1. Legal Entity Name – <i>Existing or Proposed</i> (for which services are required)	Corporate Access Number _____

2. Name _____ Address (Street) _____ City, Province, Postal Code _____ Telephone (Res) (_____) _____ - _____ (Bus) (_____) _____ - _____ (Cell) (_____) _____ - _____ (Fax Number) (_____) _____ - _____	3. Service will be: <input type="checkbox"/> Mailed Out <input type="checkbox"/> Picked Up _____ Edmonton _____ Calgary <input type="checkbox"/> Call Box No. _____
--	--

4. Payment Options: AMOUNT \$ _____ <input type="checkbox"/> Cash <input type="checkbox"/> Cheque No. _____ <input type="checkbox"/> Account No. _____
Commencing January 1, 2013, Corporate Registry can only accept credit cards as payment for transactions when presented in person by the credit card holder. Documents received in the mail after this date that include credit card information will be returned unfiled to the submitter.

5. Type of Service: (check one only)	<input type="checkbox"/> Bylaw Amendment	<input type="checkbox"/> Notice of Address
<input type="checkbox"/> 120-Day Waiver	<input type="checkbox"/> Cross-Border Amalgamation	<input type="checkbox"/> Object Amendment
<input type="checkbox"/> Amalgamation	<input type="checkbox"/> Dissolution/Liquidation	<input type="checkbox"/> Revival
<input type="checkbox"/> Annual Return	<input type="checkbox"/> Incorporation	<input type="checkbox"/> Restoration
<input type="checkbox"/> Articles of Amendment	<input type="checkbox"/> Name Change	<input type="checkbox"/> Other (explain below)

6. Special Instructions for any of the above services:

Signature _____

Print Name _____

This information is being collected for the purposes of corporate registry records in accordance with the Societies Act, Companies Act, Religious Societies Land Act, Business Corporations Act, and/or Partnership Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013

Form revised 11/2013

INSTRUCTIONS

- ITEM 1** Indicate the name(s) of the Legal Entity(ies) and if known, the access number. When the service being requested is a name change, English/French equivalent, or amalgamation, list the current name(s) as well as the proposed name(s).
- ITEM 2** State complete name, address, telephone number(s), and if applicable the FAX number of the individual or company requesting the service.
- ITEM 3** Indicate whether the service is to be:
- ☐ Mailed Out
 - ☐ Picked up in Edmonton or Calgary
 - ☐ Placed in Call Box
- ITEM 4** State what form of payment is accompanying the request. The cheque number **must** be filled in when applicable.
- ITEM 5** Complete a separate form for each type of service required except annual returns.
- ITEM 6** Special instructions must be indicated as applicable.

Complete this form and return along with the appropriate fee. Make cheque payable to the Minister of Finance and mail to:

Mailing: **Service Alberta**
PO Box 1007 STN MAIN
EDMONTON AB T5J 4W6

Walk-in Service: **Corporate Registry**
John E. Brownlee Building
10365 97 Street
Edmonton, Alberta T5J 3W7

For Information Call:
Edmonton (780) 427-2311
Toll-free: 310-0000 and then dial 427-2311

Societies Act Section 9

The persons who signed this form declare they wish to form a society under the *Societies Act*.

--

--

Last Name		First Name		Middle Name		
Street/Post Office Box			City/Town		Province	Postal Code
Signature						

Last Name		First Name		Middle Name	
Street/Post Office Box			City/Town		Province
Signature					

Last Name	First Name	Middle Name <i>(optional)</i>
Relationship to Society	Email Address <i>(optional)</i>	Telephone Number <i>(optional)</i>
Date of submission <i>(yyyy-mm-dd)</i>	Signature	

is true and correct to the best of my knowledge and that I am authorized to file this form on behalf of the applicants listed above.

Application to Form a Society *Societies Act*

INSTRUCTIONS

Section 9(1) of the *Societies Act* specifies that people wanting to become incorporated under this Act must complete an application for incorporation.

To comply with the filing requirements under Section 9(1):

Item 1 - Society Name

- Enter the full society name.

Item 2 - Society Objects

- Enter the society's objectives.

Item 3 - Applicants

- Enter the full name and complete address for each applicant.
 - At least five individuals must apply to form the proposed society.
 - Ensure that each applicant signature is original.

Item 4 - Witness

- Enter the full name and complete address of the individual who witnessed the applicants' signatures.
- Ensure the witness' signature is original.
- The person who witnesses the signatures cannot be an applicant.

Item 5 - Authorized Representative/Authorized Signing Authority for the Society

- The authorized representative of the society must sign (original ink signature required) and date the application and indicate their relationship to the society. They may provide a daytime telephone contact number.

Other Requirements

- Two copies of the application for incorporation must be submitted with:
- An [Alberta Name Search Report](#) (NUANS Report) for the proposed society name.
 - A name report is not required when the society will use a number name assigned by the Registrar of Corporations.
- Two copies of the society's bylaws.
- Two copies of the Notice of Address
- Incorporation fee of \$50.00
 - Cheques must be made payable to the Government of Alberta.
 - Credit cards can only be accepted when presented in person by the card holder.

Send completed forms to:

By mail:

Service Alberta
PO Box 1007 STN MAIN
Edmonton AB T5J 4W6

In person:

Corporate Registry
Mezzanine Floor, John E. Brownlee Bldg.
10365 97 Street
Edmonton AB T5J 3W7

For more information, call:

Edmonton: 780-427-2311
Toll-Free: 310-0000 and then
dial 427-2311

Notice of Address for Society or Note of Change of Address for Society

This information is collected in accordance with the *Societies Act and Regulation*. It is required to register or update the society's address for the purposes of notice and service. Collection is authorized under s. 33(a) of the *Freedom of Information and Protection of Privacy Act*. Questions about the collection can be directed to the Service Alberta Contact Centre at: cr@gov.ab.ca or 780-427-7013 (toll-free 310-0000 within Alberta).

- ## 2. Corporate Access Number

--	--

- | | | | |
|-------------------------------|-----------|---------------------|-------------|
| Street/Legal Land Description | City/Town | Province
Alberta | Postal Code |
|-------------------------------|-----------|---------------------|-------------|

- | | | | |
|-----------------|-----------|----------|-------------|
| Post Office Box | City/Town | Province | Postal Code |
|-----------------|-----------|----------|-------------|

- | | | |
|--|-----------------------------------|--------------------------------------|
| Last Name | First Name | Middle Name (<i>optional</i>) |
| Relationship to Society | Email Address (<i>optional</i>) | Telephone Number (<i>optional</i>) |
| Date of submission (<i>yyyy-mm-dd</i>) | Signature | |

I, _____, certify that the information I have

 Authorized Representative
 provided is true and correct to the best of my knowledge and that I am authorized to file this form on behalf of the society.

FOR OFFICE USE ONLY

Notice of Address for Society or Notice of Change of Address for Society *Societies Act*

INSTRUCTIONS

Section 24(2) of the *Societies Act* specifies that notice of the location of the registered office of a society, giving the postal address, shall be filed with the Registrar in the prescribed form.

Item 1 - Society Name

- Enter the full society name that appears on the certificate of incorporation, amalgamation, or continuance.

Item 2 - Corporate Access Number

- Enter the corporate access number for the society. It appears on any certificate or document issued by the Registrar of Corporations.

Item 3 - Registered Office

- Enter the registered office of the society.
 - The registered office must be an Alberta street address and must include the city, town or village and postal code.
 - A legal land description may be provided instead of an Alberta street address but do not provide both.
 - When a legal land description has been provided for the registered office, an Alberta postal box or bag must be supplied as the mailing address.
- If this is a change of address, provide a new Alberta street address or legal land description.

Item 4 - Mailing Address

- The mailing address must be an Alberta postal box or bag. It must include the city, town or village and postal code.
- If this is a change of address, provide a new mailing address or indicate 'N/A' when this address no longer applies.

Item 5 - Authorized Representative/Authorized Signing Authority for the Society

- The authorized representative of the society must sign and date the notice and indicate their relationship to the society.

Send two copies of the completed form to:

Mail to:

Service Alberta
Box 1007 Station Main
Edmonton AB T5J 4W6

In person: Corporate

Registry Mezz., 10365
97 St.
Edmonton AB T5J 3W7

For information, call:

Edmonton: 780-427-2311
toll-free: 310-0000 and then
dial 427-2311

Society Bylaws

Name of Society

MEMBERSHIP

1. Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a member by a favourable vote passed by a majority of the members at a regular meeting of the society, and upon payment of the fee. Such voting shall be by ballot, unless the meeting by resolution otherwise decides. Any person under the age of 18 years may in the same manner become a member upon payment of half of the said fee.
2. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

BOARD OF DIRECTORS

3. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
4. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by fax or telephone. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
5. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
6. Any director of officer, upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable.

PRESIDENT

7. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

SECRETARY

8. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
9. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

TREASURER

10. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

AUDITING

11. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year end of the society in each year shall be _____ (month & day).
12. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

13. This society shall hold an annual meeting on or before _____ (month & day) in each year, of which notice in writing to the last known address of each member shall be delivered in the mail _____ (number) days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.
14. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail eight days prior to the meeting.
15. _____ (fraction, percentage or number) members in good standing shall constitute a quorum at any meeting.

VOTING

16. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

REMUNERATION

17. Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.

BORROWING POWERS

18. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

BYLAWS

19. The Bylaws may be rescinded, altered or added to by a "Special Resolution".

Date: _____.

Signature: _____	Address City/Town Province Apartment Postal Code
Print Name: _____	
Signature: _____	Address City/Town Province Apartment Postal Code
Print Name: _____	
Signature: _____	Address City/Town Province Apartment Postal Code
Print Name: _____	
Signature: _____	Address City/Town Province Apartment Postal Code
Print Name: _____	
Signature: _____	Address City/Town Province Apartment Postal Code
Print Name: _____	
WITNESS Signature: _____	Address City/Town Province Apartment Postal Code
Print Name: _____	

This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013

Name of Group

Corporate Access Number (CAN)

Association/Society Bylaws

1. Membership

- A. Any person having a vested interest in the educational well-being of students enrolled in _____ School, residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the Association, is eligible to become a Member of the Association with voting privileges at any General Meeting of the Association Membership.
- B. The majority of the Members of the Association will be parents or guardians of students currently enrolled in _____ School.
- C. Membership must be renewed annually. Membership fees, if any, in the Association shall be determined from time to time by the Members at an Annual General Meeting.
- D. Any Member wishing to withdraw from membership may do so upon giving notice in writing or verbally to the Board through its Secretary.
- E. Any Member, upon a majority vote of all Members of the Association in good standing and present at a Special General Meeting of the Membership called for that purpose, may be suspended or expelled from membership for any cause that the Association may deem reasonable.

2. Associate Membership

- A. The Principal and staff members of _____ School can choose to have an Associate Membership only.
- B. As Associate Members, the Principal and all other staff members shall serve as resource people and in an advisory capacity; however, they will not have voting rights at any General Meeting of the Membership or Meeting of the Board.
- C. Neither the Principal nor any staff member shall have signing authority for the Association.
- D. The Principal, by virtue of the School Act, shall have the power of veto relating to actions directly affecting the School building, staff or students, but not relating to financial expenditures, revenues or investments of the Association.

3. Board of Directors

- A. "Board of Directors," "Executive," or "Board" shall mean the Board of Directors of the Association.

COMPOSITION OF THE BOARD

The Board will be composed of the following Officers and Directors.

- 1. Officers: President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer – These positions are mandatory. The Office of the Secretary and Treasurer may be filled by one person if the membership at any General Meeting of the Membership for the election of Officers shall so decide.

Association/Society Bylaws

2. Directors: A maximum of _____ Directors at Large – These positions are optional, and will be filled provided there are Members willing to do so.

a. President

The President shall have general knowledge of all activities of the Association and will carry out duties assigned by the Association.

- i. The President shall call all Meetings of the Board, and shall preside at all General Meetings of the Membership and Meetings of the Board.
- ii. The President will be the chief spokesperson for the Association, unless otherwise delegated.
- iii. The President shall be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-President in same.
- iv. The President ~~shall~~ / ~~shall not~~ have a vote at any meeting.
- v. The President will be an ex-officio member of all Committees.

b. Vice-President

- i. The Vice-President shall assist the President in all Association activities and will carry out other duties assigned by the President.
- ii. In the event of absence, resignation, incapacity or extended leave of absence of the President, the Vice-President shall fulfill the responsibilities of the President until the next elections at the AGM. The President's position remains vacant until the new President is elected.
- iii. In the absence of both the President and the Vice-President from meetings, a Chair may be elected or appointed at the meeting to preside.
- iv. The Vice-President will be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution.

c. Secretary

- i. It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Board, to keep accurate minutes of the same, and to prepare these for distribution.
- ii. In the absence of the Secretary, his/her duties shall be discharged by such Officer or Director as may be appointed by the Board.
- iii. The Secretary shall have charge of all the correspondence and/or documentation of the Association and be under the direction of the President and the Board.
- iv. The Secretary shall keep a Register of Members of the Association and their contact information, as required by the *Societies Act*, and shall send all Association correspondence/notices as required.

d. Treasurer

- i. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
- ii. The Treasurer shall properly account for the funds of the Association, keep such books as may be directed and disburse funds as required.

Association/Society Bylaws

- iii. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting of the Membership a duly audited statement of the financial position of the Association and shall submit a copy of same to the Secretary for the records of the Association.
- iv. The Treasurer will prepare, and submit with Board approval, any financial reports required by organizations and agencies in a timely manner.
- v. The signing authorities of the financial accounts will be a minimum of two elected Officers of the Association.

e. Officers and Directors at Large

All Members of the Board will:

- i. Attend Annual, Regular and Special General Meetings of the Membership.
 - ii. Be prepared for, attend and actively participate in all Meetings of the Board.
 - iii. Actively support the initiatives and actions of the Association.
 - iv. Approve, where appropriate, policy and other recommendations received from the Board and its standing committees.
 - v. Review the Bylaws and recommend Board-approved Bylaw changes to the membership.
 - vi. Review the Board's structure, approve changes, and prepare necessary Bylaw amendments.
 - vii. Participate in the development of the Association's plan and annual review.
 - viii. Review the annual budget for the Association and submit to the membership for approval.
 - ix. Assist in developing and maintaining positive working relations among the Board, committees, School and School Council to support and enhance education in the School community.
 - x. Allow for opinions and positions of all Members to be voiced and heard in a safe, respectful environment.
 - xi. Act as a leader and an ambassador of the Association.
 - xii. Strive to reach consensus in all areas. If a consensus cannot be reached, Board Members will accept, and adhere to, the majority decision of the Board.
 - xiii. Address operational concerns openly and with input from Board Members.
 - xiv. Address personal concerns relating to Board Members' roles privately, constructively, respectfully, and in a timely manner.
- B. The Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
- C. Any Director or Officer may resign his/her position by providing written notice to the Board.
- D. Any Director or Officer may be removed from the Board at any time with cause by a majority vote of the Board whenever, in its judgment, the best interest of the Association will be served.

4. Auditing

- A. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two Members of the Association without signing authority, elected or appointed for that purpose at the Annual General Meeting of the Membership.

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- B. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor for presentation at the Annual General Meeting of the Membership.
- C. The fiscal year of the Association in each year shall be September 1st to August 31st. *(recommended if AGM is in the fall)*

5. Standing and Ad Hoc Committees

- A. Standing and ad hoc committees will be formed as necessary by the Board and will operate on an ongoing basis with specified lengths of terms for Members.
- B. Committees will meet outside of Meetings of the Board or General Meetings of the Membership to complete their assigned tasks as per the direction of the Board and present a report of their activities at meetings as requested.

6. Meetings

Irregularities or errors done in good faith do not invalidate acts done by any General Meeting of the Membership or Meeting of the Board. No action taken at a meeting is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the meeting.

General Meetings of the Membership

A. Annual General Meeting of the Membership (AGM)

- i. An **Annual General Meeting of the Membership (AGM)** will take place on or before October 31st in each year, by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.
- ii. Only the matters set out in the notice for the AGM may be considered at the AGM.
- iii. At this meeting, there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and optionally ____ Directors. The Officers and Directors so elected shall form a Board, and shall serve until the end of the meeting at which their successors are elected.
- iv. Quorum at an Annual General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members.
- v. If quorum cannot be attained at the meeting, a General Meeting (GM) of the Membership will be scheduled for the same day, time and location the following week. The voting Members in attendance at that General Meeting will constitute quorum for the purposes of conducting Annual General Meeting business such as election of Officers, determining signing authority, and approval of financial statements.

B. Regular General Meeting of the Membership (RGM)

- i. A **Regular General Meeting of the Membership (RGM)** may be scheduled at the request of the membership at an Annual General Meeting of the Membership.

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- ii. Regular General Meetings of the Membership shall be announced to all Members in good standing by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media.
- iii. Quorum at a Regular General Meeting of the Membership shall be 7 Members, 5 of whom must be voting Members and 2 of whom must be elected Officers of the Association.

C. Special General Meeting of the Membership (SGM)

- i. A **Special General Meeting of the Membership (SGM)** may be called at any time by the Secretary upon the instructions of the President or Board by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required, specifying the intention of the Special Resolution.
- ii. Only the matters set out in the notice for the SGM may be considered at the SGM.
- iii. Quorum at a Special General Meeting of the Membership shall be 7 Members, 5 of whom must be voting Members and 2 of whom must be elected Officers of the Association.

Meetings of the Board

D. Regular Meeting of the Board

- i. A **Regular Meeting of the Board** shall be called at the frequency determined by the Board that will permit their duties to be accomplished. All Members of the Association are allowed to attend and observe Regular Meetings of the Board. At the discretion of the President, Members may participate in discussions and ask questions, but shall not be permitted to make, second or vote on a motion.
- ii. Regular Meetings of the Board will be announced to all Board Members by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person.
- iii. Quorum at any Regular Meeting of the Board shall be 4 Board Members, 2 of whom must be elected Officers.
- iv. Regular Meetings of the Board may be held without notice if a quorum of the Board is present, provided that any business transactions shall be ratified at the next Regular Meeting of the Board; otherwise they shall be null and void.
- v. A topic to be discussed at a Regular Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the topic is of a personal, sensitive or confidential nature.

E. Special Meeting of the Board

- i. A **Special Meeting of the Board** shall be called by the Secretary upon the instructions of any 2 Board Members, by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person, to all Board Members setting forth the reasons for calling such meeting.
- ii. Quorum at a Special Meeting of the Board shall be any 4 Board Members.
- iii. All or any portion of a Special Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the content of the meeting or agenda item is of a personal, sensitive or confidential nature.

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7. Special Resolution

Special Resolution will mean a resolution passed at a General Meeting of the Membership of which not less than 21 days' notice in writing using a newsletter, website, email, text and/or social media, or provided verbally by telephone or in person, specifying the intention to propose the resolution has been duly given, and by the approval of not less than 75% of those Members entitled to vote in attendance.

8. Election Process

- A. Board Members are elected by the voting Members at an AGM held annually on or before **October 31st**.
- B. Candidates must be voting Members in good standing.
- C. Notification of the nomination procedure will be included with the notice of the election.
- D. The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignation is submitted to the Board.
- E. The maximum number of consecutive terms, in the same Officer or Director position on the Board, shall be **4** consecutive terms.
- F. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting, with the exception of the position of President (see Clause 3.A.2.b.ii.).

9. Voting

- A. **General Meetings of the Membership**
 - i. Any voting Member, including each Member of the Board, who has not withdrawn from membership and who has been neither suspended nor expelled shall have the right to vote at any Annual, Regular or Special General Meeting of the Membership.
 - ii. Such votes must be made in person and not by proxy or otherwise.
 - iii. Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution. (See Clause #7)
- B. **Meetings of the Board**
 - i. Only each Member of the Board will have 1 vote, **either** including the President **or** excluding the President (See Clause 3.A.2.a.v President) at all Meetings of the Board.
 - ii. Such votes must be made in person and not by proxy or otherwise.
 - iii. Members will vote by show of hands where 50% + 1 will be considered the majority.
 - iv. The President may authorize an electronic vote by email if a situation needs to be acted upon by the Board between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the Members of the Board cast a vote by email. Any motion taken electronically will be formally recorded into the minutes of the next Board meeting.
- C. In the case of a tie, **the motion is defeated or the President may cast a vote** (see Clause 3.A.2.a.v President).

Association/Society Bylaws

- D. Any Member having a personal pecuniary gain or conflict of interest in any matter being discussed by the membership or the Board is required to declare such and absent himself/herself from any discussion or vote on such matter.

10. General Management

- A. The registered office of the Association is located within the School.
- B. The mailing address for all communication or correspondence shall be the registered office of the Association.
- C. To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the Association upon reasonable request, including the reason for inspection.
- D. Such inspection may only take place at the registered office of the Association, in the presence of a Board Member, and dual control (2 people present, 1 of whom is a Board Member) will be maintained at all times.

11. Remuneration

- A. Unless authorized at any meeting and after notice for same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for his/her services.

12. Borrowing Powers

- A. For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

13. Association Seal

- A. The Association **has / has not** adopted an Association Seal. **The President / Secretary shall have custody of the seal, and use it accordingly as directed by the Board.**

14. Insurance and Indemnity

- A. **Insurance:** For the purpose of carrying out its objectives, the Association will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the School or School Board.
- B. **Indemnity:** Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Association.

Association/Society Bylaws

- i. The Association indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for the Association.
- ii. The Association does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
- iii. No Officer or Director is liable for the acts of any other Officer, Director or Member.
- iv. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.
- v. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

15. Privacy

- A. The Association shall not collect, use, share or store personal information for purposes other than those of Association business, and shall destroy it appropriately once it is no longer needed.
- B. The Association will adhere to *Personal Information Protection Act* (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

16. Conflict Resolution

- A. If at any time 10 Members, or 5 Members and greater than 50% of the Board Members, of the Association are of the opinion that the Association is in a state of conflict such that its operation is significantly impaired, they may deliver a written "Special General Meeting of the Membership" request signed by them to all Board Members.
- B. Upon receipt of such, the President will call a Special General Meeting of the Membership, providing due notice as stated, and Members in attendance will have an opportunity to hear and discuss the issues causing conflict.
- C. On motion, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of voting Members present vote in favour of the resolution proposed, the Association will immediately act upon the resolution, as directed by the assembly.

17. Bylaws

- A. All Members are responsible for behaving in accordance with the Bylaws and objectives of the Association.
- B. The Association Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to the Association's operation and objectives.
- C. The Bylaws may be rescinded, altered or added to by a "Special Resolution." Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registry. Special Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized by the Association.

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- D. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair of any Association meeting. The Chair's decision may be appealed by a voting Member and can be overturned by a simple majority vote at a Special General Meeting of the Membership called in accordance with the Conflict Resolution clause in these Bylaws.

18. Policies and Procedures

A Policy and Procedure Manual may be created, maintained and reviewed annually by the Board. Members in good standing may put forward policies to the Board for consideration and/or implementation.

19. Dissolution of the Association

- A. In the event of the dissolution (closing) of the Association, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to _____ School with the exception of gaming proceeds.
- B. All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per Alberta Gaming and Liquor Commission regulations.

Date: _____

Signature: _____	Address City/Town	Province	Apartment Postal Code
Print Name: _____			
Signature: _____	Address City/Town	Province	Apartment Postal Code
Print Name: _____			
Signature: _____	Address City/Town	Province	Apartment Postal Code
Print Name: _____			
Signature: _____	Address City/Town	Province	Apartment Postal Code
Print Name: _____			
Signature: _____	Address City/Town	Province	Apartment Postal Code
Print Name: _____			
WITNESS Signature: _____	Address City/Town	Province	Apartment Postal Code
Print Name: _____			

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Fundraising Association Bylaws Template Guide

Alberta School Councils' Association (ASCA) has developed this Fundraising Association (FRA) Bylaws template with feedback from Alberta Corporate Registry and the Alberta Gaming and Liquor Commission (AGLC). To the best of our knowledge, and based on experience, the clauses contained within the ASCA template meet both Corporate Registry and AGLC requirements. They also address the special relationship between the School community and the Fundraising Association. The ASCA Bylaws template can still be tweaked to meet the needs of each unique Association but the difficult part of word-smithing has already been done.

ASCA's FRA Bylaws template basically follows the same format as the generic template from Corporate Registry.

It is helpful to list the Corporate Access Number (CAN) of the Association at the top of the Bylaws document for easy reference. The CAN is used by Corporate Registry if the Association needs to request documents (i.e., objects, certificate of incorporation, filed Bylaws, change of Officers, etc.) and when the Association submits their annual audited financial statements.

Depending on the name of the incorporated entity, choose either "Society" or "Association" at the top and delete the other word.

1. MEMBERSHIP:

1A specifically addresses who can be a Member of the FRA. Please note that AGLC may not issue a gaming licence to a society that specifies its membership as only being the parents in the School. In order to obtain a gaming licence, AGLC requires that membership be open to anyone with a vested interest in the students and the School.

Membership in a registered society in Alberta cannot be by "default." That is, just because someone fits the criteria for being a Member, doesn't automatically make them a Member; individuals must choose to become a Member (example: A person who once wore braces isn't automatically a Member of the Braces and Orthodontics Alumni Association of Alberta). One simple way to do this in a School community is to require that a completed Membership Form be submitted every year. Such a form can be made available at meetings, from the website, sent home with students, included in newsletters, fundraising packages, etc. Once Member information has been entered into the Register of Members (a Societies Act requirement – Section 36(1)), these forms should be destroyed appropriately.

The School Act uses "enrolled in" and the FRA operates within the School community, so for consistency it's better to adhere to terms already used. Also, if you use "attending," you are eliminating all distance learning students and their parents who are attached to the School but don't physically go there. It's important to note that the School Act only covers Gr. 1 to 12 and excludes ECS - so by using "enrolled in," you include the parents who have children enrolled in Kindergarten or other Early Childhood Education programs housed within the School.

1B It is important to use "parents or guardians" when defining membership as it isn't just parents anymore who can have legal authority over the students.

1C Membership should be renewed annually for accuracy of communication, membership count and record keeping. New Membership Forms can be sent out and collected at an appropriate time as determined by the Association. Membership fees are up to the members to determine. Even if the FRA



Fundraising Association Bylaws Template Guide

Members choose not to charge a membership fee this year, wording this clause in this way allows for a change in practice years from now, without changing the Bylaws.

1D talks about how Members can withdraw from membership and how they can be suspended or expelled. This is a requirement of the *Societies Act*.

2. ASSOCIATE MEMBERSHIP:

While the Principal and staff members should not have voting power or signing authority on FRA accounts (perceived as a conflict of interest), they offer wonderful advice and guidance for the FRA and should be included in meetings. It is the School administration who will know how the efforts of the FRA Members can best help to support and enhance student learning. It is also important to remember that the Principal has the power to veto fundraising activities in the School and items purchased for the School, so encouraging the advisory role the Principal plays with the FRA is crucial.

3. BOARD OF DIRECTORS:

3A – The Societies Act defines “director” as: *any person occupying the position of director by whatever name called*. Any individual who agrees (either by election, appointment or volunteering) to be noted on the official paperwork of a registered society in Alberta that is filed with Corporate Registry is a *director* as per the Societies Act. Some groups will use “Board,” Executive,” or “Executive Committee” in lieu of Board of Directors, but maintain the explanation that the term does mean the Board of Directors.

3A1. The Officers are the standard key four (4) positions, are typically elected (not appointed), and can be designated as mandatory if the Association so chooses. Corporate Registry will permit a Society to stay active with only 1 Director (Officer); however, AGLC requires 2 Directors’ (Officers’) signatures on the majority of their paperwork.

3A2. Directors - you can have as many Directors as you would like (or none). These can be elected at an AGM or appointed by the Executive Committee at any regular meeting, if your Bylaws indicate such. Examples of Directors you may have are Hot Lunch Coordinator, Casino Director, School Carnival Director or Directors at Large (no specific duties).

a. PRESIDENT:

This section expands on the generic template. The President is the overseer of the Association and needs to be “in the know” for everything going on for liability reasons. For best practice, the President should view all communications for the Members, parent body or School community prior to distribution, as well as any contracts or legal documents. The FRA should view itself as a partner to the School, and the Principal really should lay eyes on any correspondence before it goes out as well. The FRA reflects on the image of the School and all correspondence needs to look professional, be accurate and be absent of any spelling or grammatical errors.

It is up to the Association whether or not the President will have a vote at meetings. There are options here. The ASCA template provides the opportunity for your Association to choose one or the other, and subsequent clauses will reflect on that choice. In some cases, the President shall have a vote and in case of a tie, the motion is defeated. However, the Association may decide that the President may not vote



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except in the case of a tie (so the President's vote would break the tie). Your group needs to decide what will work best.

b. VICE-PRESIDENT:

Most Vice-Presidents are being groomed to run for the President's position upon vacancy. It is important to list their duties. They should be as informed as the President of the "goings on" of the Association in case the President becomes ill or moves (and even just if the President can't make a meeting and they have to fill the role) and the Vice-President has to step in.

c. SECRETARY:

This is an expansion of the generic template. It's important to note here that if you are basing the minutes (or any aspect of your operations) on Robert's Rules of Orders then someone on the Executive must be well versed on them. Robert's Rules tend to be very complex, complicated and far too formal for the operations of an Association affiliated with a School and School Council. Instead, consider adding a reference to your own policy, practice or procedure regarding the minutes. It may be useful to mention the minimum length of time that the minutes and financial records of the Association will be kept or reference that record keeping requirements are outlined in the Policy & Practices Manual (if you will have one).

It would also be beneficial here to state that the Register of Members shall be updated as per the Societies Act requirements.

d. TREASURER:

Again, this is an expansion of the generic template. Consider adding that the Treasurer must submit an audited financial statement as part of the Annual Return to Corporate Registry, as required by the Societies Act (see clause 4 – Auditing for more detail).

As best practice, consider having the core 4 Officers with signing authority. Only 2 signatures may be required on cheques, but it is important that individuals receiving funds not sign their own cheques. Having 4 signatories also makes it easier to find a signor on short notice.

e. OFFICERS AND DIRECTORS AT LARGE:

Quite often, individuals with or without specific "titles" on a Board find themselves wondering what their duties are, or what is expected of them. Listing general expectations, some of which relate to "due diligence" requirements for any Board Member, may help volunteers to be more effective in their Board role.

3B discusses how the Board has the ability to run the daily affairs of the Association and call meetings.

3C provides instructions on how an Officer or Director can resign from their position, and

3D discusses how to remove Officers/Directors from the Executive if necessary.

4. AUDITING:



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Determine what fiscal year makes the most sense in your community. This is important information to include in the Bylaws for Boards down the road (best to think big picture). It may be helpful to include that the audited financials will be submitted as part of the Annual Return to Corporate Registry as required by the Societies Act, no later than the last day of the month immediately following the anniversary month (the month in which the Society was incorporated).

5. STANDING AND AD HOC COMMITTEES

It would be best practice to include this section in case the Board has or wants to have committees (i.e., hot lunch, carnival, policy, etc.).

6. MEETINGS

Including the first paragraph in section 6 regarding errors done in good faith recognizes that we are all human and volunteers, and mistakes will happen (e.g., someone didn't update the Secretary with an email change and didn't receive the notice for a meeting).

It is important to determine the types of meetings your Association will hold, keeping in mind a "worst case scenario" where special meetings would be necessary, and perhaps even "in camera" action. Consider notification options like email or social media notification, and/or notification on the doors and bulletin board at the School and on the School's website. The more notification you give, the more open and transparent you are to your Members.

- A. General Meetings: The best practice is to have Bylaws in place that will allow for Annual General Meetings of the Membership, Regular General Meetings of the Membership, and Special General Meetings of the Membership (called when something important or unpredicted has occurred) as needed. "General" meetings indicate that all Members are invited to attend and participate in discussions and decision making.
- B. Meetings of the Board, such as Regular or Special Meetings of the Board, can be open for all Members to attend and observe, but only the Board Members participate in the discussions and decision making. Your Association may not choose to have all of these types of meetings each year, but in case you have to have them, it's prudent to have Bylaws in place.

You are able to determine what quorum will be for each of your meetings, how much notice must be given to Members, and how the notice will be distributed to Members. The exception is the notice needed for meetings containing an item requiring a Special Resolution, as no less than 21 calendar days' notice is a condition of the Societies Act. If there are no Special Resolutions to deal with at the AGM or SGM, then allowing for a shorter number of calendar days' notice is permissible.

Note that our template gives several different examples of quorum; you need to use something that will work for your Association.

7. SPECIAL RESOLUTION

This clause is taken from the *Societies Act*. The only information open for change here is how you the notice will be given (i.e. newsletter, email, phone, etc.).



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8. ELECTION PROCESS

Board Members are elected annually at the AGM. Determine the number of consecutive terms that the Officers or Directors can stay in their positions. Stipulate a specific number of terms (e.g., a maximum number of 3 (consecutive or total) terms in the same position), or state that there is no maximum number of terms. A term is typically 1 year, however your Members can decide the length of time a “term” will be (think of School Board trustees, who serve a 4-year term). Also, different positions can have different terms. Some societies operate with their Officers serving a 2-year term, and the Directors serving a 1-year term.

This section also addresses how vacancies in any of the Board positions will be handled. Because every Member is eligible to become a Board Member and is entitled to participate in the process of choosing Board Members, it’s important to keep the act of filling vacancies open and transparent, as well as efficient.

9. VOTING

This section informs Members of their voting rights.

9A outlines who is able to vote at General Meetings, and how.

9B outlines who is able to vote at Board Meetings, and how.

Keeping these 2 clauses separate and clear will help to minimize confusion and potential conflict amongst your Members.

You will need to decide if your Members are able to vote by proxy or not. Keep in mind that if proxy voting is allowed, Members who may never have attended a meeting, and are uninformed of the Board’s work, can send a proxy vote for important decisions that the Board has worked on all year. Also, given the popularity of electronic communication, you may want to indicate if electronic voting will be permitted, and by whom. A simple majority (more than 50%, or 50% +1 are two ways of stating this) of votes is required for motions to be passed, except for Special Resolutions, which require not less than 75% vote in favour of those in attendance.

9C clarifies what to do in case of a tie (is the motion defeated or does the President have the tie-breaker vote?)

9D is an important clause to include. If any Member has a conflict of interest or could stand to benefit financially (even kickbacks) s/he needs to announce this before discussing that item and remove themselves from discussion and voting. This is ethically best practice.

10. GENERAL MANAGEMENT

10A and 10B provide direction related to the registered office of the Association. Consider that the registered office of the Association is located at the School, and a best practice is that all correspondence goes to the School and not to the homes of the Officers and Directors. This ensures



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that the correspondence will go to the correct people, and will not become missing when individuals are no longer Officers or Directors.

10C and 10D cover the expectation related to storage of, and access to, the Association's records. All too often, the past records of an Association end up in someone's basement or garage. Current Board Members often have a very difficult time locating important documents, historical transactions or agreements, or past financial information. Keeping at least one copy of all important records (minutes, financials, contracts, annual returns, Bylaws, etc.) in a safe place at the School not only helps your Association to comply with the *Societies Act*, it could help future Board Members keep the Association up and running!

11. REMUNERATION

This is taken directly from the Corporate Registry template. Basically, no one gets paid for the jobs they do for the Association – everyone is a valued volunteer!

12. BORROWING POWERS

A debenture is a type of debt that is not secured by physical assets or collateral. It is backed only by the general creditworthiness and the reputation of the issuer in order to secure capital. This clause allows the Board the opportunity (by Special Resolution) to borrow funds to carry out its objectives (e.g., The Board may want to purchase a car to raffle to raise funds).

13. ASSOCIATION SEAL

Corporate Registry does not require societies to have an Association Seal (tool used to emboss paper documents). Years ago, it was considered prestigious for societies to have seals and use them on their official documents/records. However, it is a *Societies Act* requirement (Section 9 4(g)) that Bylaws specify if there is a seal and, if so who has custody and use of it.

14. INSURANCE and INDEMNITY

While School Councils are generally covered under School Board insurance policies for their activities, the Fundraising Associations are **not** covered by the School Board. They must secure their own insurance coverage to protect the Officers and Directors in the event that they are personally named in a law suit against the Association. Even though the Association is incorporated, the Board Members can still be named individually and may face personal financial losses by paying for their legal defence if appropriate insurance is not in place. Best practice would be to ensure your Board is aware of risks and reviews its insurance needs on an annual basis.

An Indemnity Clause in Bylaws is only valid if the Association itself either has insurance or is self-insured through its assets. To indemnify is:

- a. to protect (someone) by promising to pay for the cost of possible future damage, loss or injury
- b. to give (someone) money or another kind of payment for some damage, loss or injury

If you choose to not include an indemnity clause in your Bylaws, but the Association does have appropriate liability insurance, the insurance will still provide "indemnity" for the Directors and Officers.



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15. PRIVACY

Privacy of information is of utmost importance in today's society. Your Members will want to know that their personal information will be stored securely and disposed of appropriately. There are PIPA guidelines that fundraising societies must be aware of and follow in some situations. Although your Association is, for the most part, not obligated to follow PIPA regulations (there are specific circumstances in which it may be – commercial transactions, as an example), the overarching philosophies of appropriately securing and protecting your Members, and funders, personal information are good ones to adopt.

16. CONFLICT RESOLUTION

It is important to include in your Bylaws what to do if there is a major conflict in the Association. Generally speaking, it's up to the Members of an Association to “police” or “regulate” the other Members...including the Board. Including a Conflict Resolution clause in your Bylaws can be a first step if needed. You are able to determine how many Members it will take to request a Special General Meeting of the Membership, how many days' notice must be given and what steps will be taken.

If the conflict requires more severe actions, the following remedies are available to societies, but they come at a cost: Arbitration/Mediation, Civil Procedures, and Laying a Charge under the *Societies Act*. ASCA can provide a few more details about these if requested.

17. BYLAWS

17A is a Member expectation, and a condition of remaining in good standing.

17B speaks to the legal obligations of the Association to follow laws and expectations outside of its own Bylaws. If your Association participates in gaming activities through AGLC, consider including the reference to AGLC regulations in this clause.

17C covers how your Bylaws may be changed or rescinded and is governed by the *Societies Act*.

17D provides direction related to interpretation of the Bylaws. This clause is important to include because if anyone questions the interpretation of the Bylaws, this states that the Chair (normally the President) of any Association meeting determines the meaning/interpretation. It also allows for an appeal procedure if a Member disagrees with the Chair.

18. POLICIES AND PROCEDURES

Once you create sound Bylaws, it is beneficial to develop a Policy and Procedures/Practices Manual. This can be reviewed annually and updated as necessary by each Board.

19. DISSOLUTION OF THE ASSOCIATION

This section is in accordance with the *Societies Act* and AGLC regulations. If your Association participates in gaming activities, this clause should be included with your Bylaws or AGLC may reject



Fundraising Association Bylaws Template Guide

them. If your Association is going to dissolve, AGLC has requirements with respect to how funds raised through gaming activities will be dispersed.

Signature section:

If you are using the ASCA template to create the very first set of Bylaws being submitted as part of a package applying for incorporation, the Bylaws you submit will require the signatures of the same individuals (minimum 5 + a witness) that your application contains.

If you are submitting revisions (either amendments to, or a complete replacement of, existing Bylaws) Corporate Registries only requires the signature of 1 authorized representative. The ASCA template has the spacing for 2 authorized signatures.



Membership Form

Please complete and return this form to the school to become a member of the **Name of Fundraising Association (NOFA)**. All parents/legal guardians of students enrolled in **Name of School (NOS)** are encouraged to become members of the **NOFA**. Other interested persons may become Community Members or Associate Members, subject to vested interest and bylaws, as approved by the Association. The majority of members of the Association will be parents/legal guardians. *There are no membership fees.*

As a member of NOFA I have the right to:

- vote at any general (membership) meeting of the society (AGM, SGM, RGM)
- receive notice of all meetings and fundraising activities
- serve on committees or chair fundraisers
- stand for election as an Officer or Director on the Executive
- **Add any others as per bylaws**

I understand the rights and responsibilities of being a member of **NOFA** as outlined in the bylaws. The **NOFA** bylaws can be found on the school's website at www._____

***If each parent wants to become a member of NOFA, each must complete and sign this document.**

Member Information:

Name: _____

Address: _____

Home Phone #: _____

Cell/Alternate Phone#: _____

Email: _____

Membership Type:

- ☐ I am a parent/legal guardian of a student in **NOS**
- ☐ I am a Community Member (subject to approval)
- Community Members please indicate vested interest: (ie. Grandparent, former parent, etc.)
- ☐ I am an Associate Member (advisory only)

Email Consent:

- ☐ YES, I consent to the use of my email for receiving fundraising and **NOFA** information.
- ☐ NO, I do not consent to the use of my email address by the **NOFA**.

I understand that I may revoke my consent or membership at any time. It is my responsibility to notify NOFA of any changes to the information contained in this form.

Date: _____

Signature: _____

Member Information:

Name: _____

Address: _____

Home Phone #: _____

Cell/Alternate Phone#: _____

Email: _____

Membership Type:

- ☐ I am a parent/legal guardian of a student in **NOS**
- ☐ I am a Community Member (subject to approval)
- Community Members please indicate vested interest: (ie. Grandparent, former parent, etc.)
- ☐ I am an Associate Member (advisory only)

Email Consent:

- ☐ YES, I consent to the use of my email for receiving fundraising and **NOFA** information.
- ☐ NO, I do not consent to the use of my email address by the **NOFA**.

I understand that I may revoke my consent or membership at any time. It is my responsibility to notify NOFA of any changes to the information contained in this form.

Date: _____

Signature: _____

Name of Fundraising Association (NOFA) is required to obtain this information under the Societies Act. All information collected will be used in accordance to the *Personal Information Protection Act (PIPA)*. For more information please contact **NOFA** president @ _____



Fundraising Association Board of Directors Role Descriptions

All Board Members

Authority and Responsibility

The Board of Directors are the legal authority for any society/association incorporated under the Alberta *Societies Act*.

All Board Members act in a position of trust for the community and are responsible for the effective governance of the organization.

Board Members are responsible for ensuring that the Board is conducting Association business as indicated within the Bylaws of the Association, the rules and regulations of Alberta Corporate Registry, the *Societies Act* and any other agency with which the Association has a relationship, as well as the expectations of the general membership of the Association.

Board Members have the authority to act and speak on behalf of the Association, given by the Membership through election and decision making at the Annual General Meeting. This covers matters specific to overseeing operations, and making decisions that will fulfill the mission of the Association.

Requirements

Requirements of all Board Members include:

- Commitment to the work of the organization.
- Knowledge and skills in one or more areas of Board governance: policy, finance, operations and advocacy.
- Willingness to serve, when needed or requested, on one or more committee(s).
- Be a current Member in good standing of the Association.
- Attend and support special events, such as fundraisers.
- An understanding of, and true belief in, the mission and purpose of the Association.
- An understanding of the Bylaws and Policies of the Association.
- An ability to develop mutually beneficial relationships within the membership and beyond.
- Treating all members, volunteers, students and School staff members with respect.
- The ability to receive and offer feedback.
- Agreeing to all aspects of this job description.
- Acting in good faith.
- Being a team player.

Time Requirements

Board Members are expected to attend all Regular Meetings of the Board. These meetings will be no longer than 2 hours in duration and will occur every 4 to 6 weeks as determined by the Board. Some Board Members may be required to spend additional time preparing reports for presentation at specific meetings.

Board Members are also expected to attend all Special Meetings of the Board or Association. These may include, but are not limited to; the Annual General Meeting, Board Development and Strategic Planning Meetings. Time requirements for these events vary, but will be communicated well in advance to all Board Members.



Fundraising Association Board of Directors Role Descriptions

Term of Office

All Board Members, with the exception of the Past President, are elected by majority vote of the membership in attendance at the Annual General Meeting. Board Members serve for a one or two year term, as indicated in the Bylaws and are released at the end of the elected term.

General Duties

Board Members will be fully informed on Association matters, and participate in the Board's deliberations and decisions in matters of Association policy, finance, operations and advocacy.

Board Members will:

- Attend Annual, Regular and Special General Meetings.
- Be prepared for, attend and actively participate in all Board Meetings.
- Actively support the initiatives and actions of the Association.
- Approve, where appropriate, policy and other recommendations received from the Board and its standing committees.
- Review the Bylaws and recommend Board-approved bylaw changes to the Membership.
- Review the Board's structure, approve changes, and prepare necessary Bylaw amendments.
- Participate in the development of the Association's plan and annual review.
- Review the Annual budget for the Association and submit to the Membership for approval.
- Assist in developing and maintaining positive working relations among the Board, committees, School and School Council to support and enhance education in the School Community.
- Allow for opinions and positions of all Members to be voiced and heard in a safe, respectful environment.
- Act as a leader and an ambassador of the Association.
- Strive to reach consensus in all areas. If a consensus cannot be reached, Board Members will accept, and adhere to, the majority decision of the Board.
- Address operational concerns openly and with input from Board Members.
- Address personal concerns relating to Board Members roles privately, constructively, respectfully and in a timely manner.

Evaluation

The Board's performance may be evaluated annually and is based on the most current role description.

The evaluation shall be:

- Completed by all Board Members.
- Completed in a manner that fosters respect and positive personal development.
- In written format – or at minimum, documented.
- Shared with Membership using a Results Summary.

Approval and Review Dates

Approval Date:

Review Date:



Fundraising Association Board of Directors Role Descriptions

President

- Provides leadership to the Board of Directors.
- Ensures the Board adheres to provincial legislation and its Bylaws, Mission and Policies.
- Prepares the Board's agenda with input from Board Members.
- Chairs meetings of the Board and of the Association.
- Encourages Board Members to participate in meetings and activities.
- Keeps the Board's discussions on topic by summarizing issues.
- Keeps the Board's activities focused on the Association's Mission.
- Maintains the integrity of the Board's decision-making process.
- Ensures that Committee Chairs are appointed.
- Orients Board Members and Committee Chairs to the Board responsibilities and expectations.
- Serves as ex officio member of committees and attends their meetings when needed.
- Enables the Board to govern the Association, allowing the committees to carry out the day to day operations.
- Ensures there is a process to evaluate the effectiveness of the Board and its Members, using measurable criteria.
- Recognizes Board Members' contributions to the Board's work.
- Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- Plays a leading role in supporting fundraising activities.
- Promotes the Association's purpose in the community and to the media.
- Presents a President's Report to the Membership at the Annual General Meeting.

Approval and Review Dates

Approval Date:

Review Date:

Vice President

- Acts in the absence of the President.
- Learns the duties of the President and keeps informed on key issues.
- Works closely as consultant and advisor to the President.
- Prepares to serve a future term as President.
- Chairs at least one major committee.
- Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- Supports special events of the Association, such as fundraisers.
- Orients the new Vice-President.

Approval and Review Dates

Approval Date:

Review Date:



Fundraising Association Board of Directors Role Descriptions

Secretary

- Maintains records, files and details that are important for the operation of the Association.
- Maintains official records of the Association.
- Keeps copies of the Association's Bylaws and the Board's Policies.
- Keeps lists of Officers, Board Members, committees and General Membership.
- Notifies Board Members of meetings.
- Confirms a quorum at Board meetings.
- Keeps accurate attendance records and minutes of meetings.
- Records all motions and decisions of meetings.
- Records all corrections to minutes.
- Keeps copies of minutes of both Board and committee meetings.
- Distributes copies of minutes to Board Members promptly after meetings.
- Conducts general Board correspondence.
- Keeps records of all Board correspondence.
- Signs official documents of the Association as required.
- Files the Annual Return, amendments to the Bylaws and other required documents with the Corporate Registry.
- Makes sure members are notified of General Meetings.
- In the absence of the President and Vice-President, chairs Board meetings until the election of an alternate Chair by the Board members present.
- Supports special events of the Association, such as fundraisers.
- Orients the new Secretary.

Approval and Review Dates

Approval Date:

Review Date:

Treasurer

- Prepares and monitors annual Association budget.
- Provides regular reports to the Board on the financial state of the Association.
- Chairs the Finance Committee, if created.
- Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- Maintains full and accurate accounts and physical records of all Association receipts and disbursements.
- Receives and deposits all monies due to the organization.
- Prepares receipts for donations received, if required.
- Disburses all monies as directed by the Board.
- Prepares committee budgets with committee chairs.
- Prepares and submits all financial reports in a timely manner, as required by organizations and agencies.
- Presents the Audited Financial Statement and a financial report to the Membership at the Annual General Meeting.
- Supports special events of the Association, such as fundraisers.
- Orients the new Treasurer.

Approval and Review Dates

Approval Date:

Review Date:



Fundraising Association Board of Directors Role Descriptions

Director at Large

- Prepares for, attends and actively participates in scheduled Board Meetings.
- Prepares for, attends and actively participates in meetings of assigned committees.
- Prepares for, attends and actively participates in Membership Meetings.
- Prepares for, attends and actively supports special events of the Association, such as fundraisers.
- Orients the new Directors.

Approval and Review Dates

Approval Date:

Review Date:

Past President

- Acts in the absence of the President and Vice President.
- Chairs the Annual General Meeting.
- Works closely as consultant and advisor to the President.
- Chairs at least one major committee.
- Orients the new President.

Approval and Review Dates

Approval Date:

Review Date:



Insurance Options for Non-Profit Organizations

The information provided is a brief outline of “insurance options” available for Non-Profit Organizations incorporated under the Societies Act of Alberta, including groups known as “Fundraising Associations”, “Parent Associations”, “Friends of...” etc. affiliated with schools and school councils.

Please note: a review of exposure unique to each client is essential in identifying and analyzing the full extent of risk exposures for each Organization.

Recommended Insurance Requirements of a parent Fundraising Association

1. General Liability

General Liability insurance protects the association in the event of an accident. The policy will provide coverage for defense and damage awards against the organization and its members/directors for claims arising from bodily injury or property damage to third parties that arise from their fundraising activities. Without a General Liability policy the organization and its members/directors will not have any coverage against these types of losses and the members/directors will be personally liability.

Bodily Injury Claim Example – The most common claim filed under a General Liability policy is a “slip and fall” claim filed by a participant, visitor or guest attending a fundraising event or even just a meeting.

Property Damage Claim Example – a claim could arise if the organization conducts a fundraising event at a school or mall, and a volunteer accidentally starts a fire that spreads or leaves water running in a bathroom that causes water damage.

Abuse Claim Example – a volunteer is charged with allegations of abuse to a child during one of the fundraising events. The organization and its members/directors would be named in the lawsuit for allegations of improper supervision. Note the individual who was alleged to have perpetrated the abuse would not have coverage.

2. Directors and Officers Liability

Directors and Officers Liability insurance protects the organization, its directors and officers and other volunteers for any breach or alleged breach of duty or wrongful act while acting within the scope of their duties. It provides personal financial protection for Directors and Officers against claims alleging wrongful management acts while performing their duties.

Directors and Officers insurance protects individual directors and officers when they are sued individually or jointly and also provides protection for the entity itself including other volunteers.

Directors and Officers Claim Example #1 – A wealthy family contributed a large donation to the organization thinking it was earmarked for a specific purpose. The money was then included for something else and the donors sued the organization.

Directors and Officers Claim Example #2 – the government brought a claim for damages against the directors for misrepresenting the use of the funds and for breach of fiduciary duty.

Why is it important to have both a General Liability policy and a Directors and Officers Liability policy? These are two different liability policies that address the organization member’s personal liability:

- a) The General Liability policy which deals with alleged “wrongful acts” that result in bodily injury, property damage or personal injury to a third party.
- b) The Directors and Officers Liability policy which deals with alleged “wrongful acts” that result in financial loss to a third party.



Insurance Options for Non-Profit Organizations

A Fundraising Association requires both insurance policies to be adequately insured. Without both policies in place they would only be partially protected.

The third important insurance requirement for a Fundraising Association:

3. Crime Policy

Crime insurance policies, which are often referred to as Employee Dishonesty or fidelity bonds, protect organizations from direct financial loss arising out of dishonest and fraudulent acts committed by their members as well as specific types of fraudulent or criminal acts committed by non-members including theft, burglary or robbery, forgery, fraud and computer theft.

This policy is key to the organization as it protects the “funds” raised through the fundraising events. Funds can be stolen from the organization through a volunteer embezzlement such as a fraudulent volunteer taking in \$1000 at an event and handing over \$900 to the treasurer or from a theft or robbery of cash by a criminal.

All three of the insurance policies noted above are key coverages that protect the Fundraising Association and its Directors. The Fundraising Association, like any non-profit organization, has a due diligence to maintain proper insurance in place to both indemnify their members/directors/ volunteers as well as their assets and funds.

Other policies that some Fundraising Associations may want or need to consider:

4. **Property Insurance** - provides coverage for any buildings and contents own by the Organization as well as any items that they have purchased for the intent of selling for fundraising; and
5. **Special Events Liability** - a onetime event Liability Insurance which is not meant to cover business operations throughout the rest of the year.

Source:

Janice Boiko
Principal
jboiko@lloydsadd.com
T: 780-930-3827
M: 780-721-3827
TF: 1-800-665-5243

LloydSadd
INSURANCE BROKERS
Lloyd Sadd Insurance Brokers Ltd.
Suite 700, 10240 - 124 Street
Edmonton, AB T5N 3W6
www.lloydsadd.com

Note: Non-Profit Organizations incorporated under the Societies Act, who are associated with a School Board under the (ASBIE) Alberta School Board Insurance Exchange Insurance Program, can obtain insurance through Lloyd Sadd under their school boards' Kinder/Associate Group policy.

In addition to Lloyd Sadd, there are two (2) other Insurance Brokers which ASCA knows are familiar with Fundraising Associations (FRAs) partnering with schools and school councils in Alberta, and have policies which may be suitable for their organization. ASCA suggests that FRAs seeking insurance-related information contact each of the individuals affiliated with these brokerages to determine the working relationship which will best suit their needs. Please mention the ASCA referral.



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"Nice to Know Info" for Fundraising Associations in Alberta

Conflict Resolutions and Remedies

Remedies for matters of allegations of improper application of bylaws or violations of the Societies Act that are available to society members include:

Arbitration or Mediation

Society members may attempt to enter into arbitration or mediation to resolve internal disputes. The Appropriate Dispute Resolution Institute of Alberta (ADRIA) can provide information on this process including a directory of mediators who specialize in arbitration/mediation on behalf of the non-profit sector. While ADRIA can provide a directory of arbitrators and mediators, they are a referral agency only and do not intervene in the affairs of a society or investigate and enforce the Societies Act. ADRIA can be reached at: (780) 433-4881 (Edmonton and area) or Toll Free: 1-800-232-7214 or www.adralberta.com info@adralberta.com

Civil Procedures

The incorporation of a society is for all intents and purposes a contract among the members. As with other contractual disputes, civil remedies are available to rectify actions that are contrary to the agreement among the parties. In this regard, society members may want to consult private legal counsel to explore potential remedies. The Lawyer Referral Service at 1-800-661-1095 can provide the names of three lawyers who specialize in this field. They will provide a free half hour telephone consultation.

Laying a Charge Under the Societies Act

Persons alleging a contravention of the Societies Act or Regulation can swear information before a Justice of the Peace. The Justice of Peace will book an appointment to review the concerns of society members. In due course, a prosecutor may review the case and if, in his opinion, there is sufficient cause to proceed, a hearing will be held in Provincial Court.

Record Keeping for Societies in Alberta:

The Societies Act and Societies Regulation do not state how long a society must keep its records, unless it is officially dissolving and has completed the Articles of Dissolution paperwork. If a society wishes to dissolve, it must provide the name and address of a record-keeper who will keep the documents and records of the society for six years from the date of dissolution.

Something to keep in mind, however, is that any time a society destroys records it is destroying a part of its history. Consider this real experience: *I worked for a society that celebrated its 40th anniversary. We wanted to invite all previous directors and officers to a celebration. Without having all the past documents, it would have been impossible to create such a list.*

The Alberta Gaming and Liquor Commission (AGLC) may have specific requirements for the retention of any records pertaining to gaming activities. The Canada Revenue Agency (CRA) may have records retention expectations directly related to the fundamental business of your society.

Canada's Anti-Spam Legislation (CASL):

Canada's Anti-Spam Legislation ("CASL") outlines the requirements that Companies must abide by when sending out Commercial Electronic Messages ("CEM"). A CEM includes, but is not limited to, email, instant messaging, text messaging/SMS, social media messaging (e.g., Facebook®, LinkedIn®, Twitter®) that encourages the recipient to participate in a commercial activity. If you are sending a CEM, then you must comply with all three requirements:

- (1) Obtain the proper prior consent;
- (2) Identify yourself and your association in the message as well as provide your accurate contact information;
- (3) Provide the proper unsubscribe mechanism.

Please take the time to understand the difference between express consent and implied consent as illustrated by the document available at: http://www.crtc.gc.ca/pubs/CASL_Infograph3_Eng.pdf

This information is for general purposes only. The ASCA does not claim to be an expert in remedies, record retention or reporting requirements for non-profit or charitable organizations. Please contact Corporate Registries, the Alberta Gaming and Liquor Commission or Canada Revenue Agency for guidance specific to your organization.



“Nice to Know Info” for Fundraising Associations in Alberta

Federal Reporting Information / Requirements for Alberta Non-Profit Societies

(incorporated under the Societies Act.)

Business Number:

(Source: <http://www.cra-arc.gc.ca/bn/>)

The **BN** is a 9-digit business identifier used in **Canada** to which businesses can register program accounts with the Canada Revenue Agency (CRA). The **Business Number (BN)** is a common client identifier for businesses to simplify their dealings with federal, provincial, and municipal governments. It is based on the idea of one business, one number. Each business requires one **BN** for its legal entity. A legal entity is defined as a sole proprietor, partnership, corporation, trust or other organization.

A **Business Number** is not the same as the 9-digit Corporate Access Number (CAN) issued to it by Alberta Corporate Registries. A **Business Number** issued by CRA does not automatically make the society a registered charity. There is a separate process to obtain that status.

Not all businesses require a **Business Number (BN)**, so it is important to review the information for each type of program account before registering. Incorporated societies in Alberta do not automatically receive a **BN**. A society will only receive one if the society decides to register for any one of these business accounts. A **BN** is only required if it needs any one of the following business accounts:

- [GST/HST program account](#)
- [Payroll program account](#)
- [Corporate income tax program account](#)
- [Import/Export program account](#)
- [Other program accounts](#) ([Filing Information Returns](#), [Registered charity](#), [Excise duty](#), [Excise tax](#), [Insurance premium tax](#), [Air travellers security charge](#))

If a society has a **Business Number**, it will be expected to complete the federal forms required of it. Societies have 6 months from the fiscal year end to file the required information.

Source: <http://www.cra-arc.gc.ca/bn/>

Filing a T2 Corporate Return and NPO Information Return

(Source: Email from the president of a society in AB who spoke with a CRA Senior Advisor and obtained the information directly. **1-800-959-5525 press *** when the menu recording comes on.)

CRA states that all non-profits are required to file a T2. In most cases, for a society conducting minor fundraisers and casinos to support and enhance education in a school, a T2 Short (Form T1178) is acceptable. If the society's categories do not fit within those on the form, choose the closest match. If the society has a financial statement, they can call CRA when they are filling out the form and CRA will walk them through it.... no need for an accountant.

The CRA Non-Profit Organization (NPO) Information Return (Form T1044) only needs to be filed if:

- a) the total of all amounts received or receivable by the association in the fiscal period for **taxable dividends, interest, rentals, or royalties** is more than \$10,000;
- b) the total assets of the association (determined in accordance with generally accepted accounting principles) at the end of its immediately preceding fiscal period exceeded \$200,000; or
- c) the association had to file an NPO information return for a preceding fiscal period.

This information is for general purposes only. The ASCA does not claim to be an expert in remedies, record retention or reporting requirements for non-profit or charitable organizations. Please contact Corporate Registries, the Alberta Gaming and Liquor Commission or Canada Revenue Agency for guidance specific to your organization.



School Councils and Fundraising Societies Comparison

	School Council	Society
Authority	School Council can only do what the <i>School Act</i> allows	Societies can do anything within the <i>Societies Act</i>
Responsibilities	Defined by the <i>School Act</i>	Defined by the <i>Societies Act</i>
	Defined in the <i>School Councils Regulation</i>	Defined in the society's objects and bylaws
Accountability	School Councils are ethically accountable to the school community	Societies are legally and ethically accountable to their members. The Board of Directors has legal responsibilities
	School Councils can change their operating procedures (bylaws) as defined by the procedures in those operating procedures (bylaws) without further authorization	Societies can change their objects or bylaws by specific procedures outlined in their bylaws and in the <i>Societies Act</i> , with final approval given by Corporate Registry
	Accurate minutes, reports, records are available to the public. Keep for 7 years	Accurate minutes, reports, records are available to Society members. Keep for 6 years
	Subject to <i>Personal Information Protection Act</i> (PIPA not FOIP)	Subject to <i>Personal Information Protection Act</i> (PIPA not FOIP)
Reporting	<i>School Councils Regulation</i> requires a report be filed by September 30th with the School Board	Society's Annual Report is due yearly the month following the incorporation date anniversary. I.e.: Incorporated in August 1992, report due yearly in September
	School Council's Report includes the activities of the previous school year and financial statements detailing money collected and spent by the School Council in the previous school year	Society's Annual Report, filed with Corporate Registries, includes the specifics of the Board of Directors and an audited financial statement
		Societies licensed by AGLC must complete AGLC issued financial reports specific to their gaming activities in order to maintain their license



School Councils and Fundraising Societies Comparison

	School Council	Society
Operation	Utilize school building and resources for duties as per the <i>School Act</i>	May request of principal permission to use school building and resources for duties
	Establish as per the <i>School Act</i> and hold Annual General Meetings to ensure leadership is elected	Establish as per the <i>Societies Act</i> and hold Annual General meetings to ensure leadership is elected
	May maintain bank accounts, or may ask the school to track financial transactions or may not handle funds	Maintain bank accounts and signing authorities
	Orient members and general school community to their purpose and duties	Orient members to their duties and purpose; may extend to general community
	Hold regular meetings to discuss relevant issues, plan activities and gather input	Hold regular meetings to discuss relevant issues, plan activities and gather input
	Discuss and decide matters of policy, priorities and operations	Discuss and decide matters of policy, priorities and operations
	Coordinate/follow through on activities as planned	Coordinate/follow through on activities as planned
	Provide for 2-way communication with school community	Request permission of principal for 2-way communication with members and school community
	Build strong working relationships with others in the school community	Build strong working relationships with others in the school community
	Provide advice and parental perspective on matters related to the school	Provide funding, upon approval of members, to the school, School Council, or others as requested
	Liability for legislated duties and activities is held by the School Board - School Board insurance is sufficient	Liability for duties and activities is held by the Society – private insurance is recommended (may be required by school board)



Joint Annual Planning Best Practices

Whether newly created, or having been in existence for a period of time, School Councils (SCs) and/or Fundraising Associations (FRAs) sometimes find themselves struggling to figure out “what to do now”, or having lost the drive for a particular direction they thought they were heading.

To help avoid this uncertainty of purpose, every year it’s helpful to do some brainstorming with people at the same level of organizational structure...the leaders...just to get the ball rolling. Joint Annual Planning is a collaborative process, and is flexible enough to allow for modification to suit individual school community cultures and needs.

How to start a Joint Annual Plan:

Organize a time when the SC Chair, the Principal and the FRA President (you could invite/include the “vice’s” as well, if desired) can meet to explore some “organizational priorities” from each other’s perspectives. Avoid using this opportunity to make any decisions or commitments with respect to discussion topics, areas of emphasis, events, or funding; instead use it as an “information gathering” session where each of you takes a turn to list organization-specific “supporting and enhancing student learning” points, complete with reasonable justification, that the respective members may feel are important to focus on. Examples may be: Whole-School Health, improving reading comprehension, emphasizing Digital Citizenship, upgrading physical activity equipment or increasing successful transitions to post-secondary.

If possible, encourage everyone to think short and long term: what’s on the horizon this year, next year, the year after that? Ensure that all participants know that this isn’t intended to be a debate, or an opportunity to “convince”, it’s just a conversation. Each “leader” (Chair/Principal/ President) should commit to providing all of the information shared/gathered to their audiences (SC Exec and members, school staff – and students if appropriate, FRA Exec and members) and asking for their thoughts, suggestions, feedback. (PS: Even if one of them drops the ball, it’s really important for you to keep your promises, and to follow through. This helps to establish the integrity of the SC or FRA and the sincerity of your leadership.)

At the next SC or FRA meeting, openly discuss the priorities identified by each group, and the rationale, and include the perspective of logistics (if we want to do this, do we have the time, energy, people to make this happen?) for each of the identified items. *It’s really important to remind the group that they are not obligated to undertake anything which they don’t feel they can support either in principle or in manpower.* What they do need to do is identify which priorities/projects/items they can “get behind”.

With that completed, the people who originally met should get together again, and share their findings – what did each group decide they could support and devote their time/energies to? Again, including a timeline (this year, next year, etc.) for everyone is really important. Where are the commonalities? What priorities did all 3 of the groups agree upon in principle? Are there possibly some adjustments in time frame that may need occur to reach a compromise (i.e.: school can’t support something this year, but very happy to do so next year)?



Joint Annual Planning Best Practices

In this setting, the SC Chair or the FRA President is the ‘negotiator’....the person who strives to find the middle ground...something that all parties can “live with”. They are not there to make decisions or promises; only to share what their members have said they can support, and to seek information to present back to members. The decisions to actually “mobilize” (start planning and executing the plans) have to come from the members and the people who will “do the work”. Ideally, the second meeting results in one mutually-agreed upon priority (that each group will likely support) identified for each of the next three years. For a super enthusiastic, energetic group, there may be two priorities for each year.

From there, the leaders and their respective “team” start the work needed to accomplish the goals, remembering to keep everyone (school community including Administration, potential funders, etc.) informed along the way as to where their support is needed, when their input will be crucial and/or how their hard-earned money will be spent. For any fundraising initiative by any of the partners, it’s vitally important to decide and communicate, ahead of time, where excess funds, if any, will go...will they be applied to the next item on the list or will they be applied to a major long-term project? This enables funders to make informed decisions, and not come back and accuse anyone of being secretive, shady or non-transparent.

Each year before school starts, the above process should be repeated. Include an opportunity to evaluate the actions of the previous year (successful, unsuccessful, completed, not started, etc.) in a non-critical, purely factual manner. It’s also beneficial to include a quick report on “status to date” with respect to any multi-year plans (i.e.: the progress of the Wellness Committee, the number of students enrolled in post-secondary programs or funds acquired towards the playground) as well as confirming that what had previously been identified as priorities for the upcoming year are still “on the radar”. If there have been changes in the school community that result in something else being needed more urgently, or an original item is no longer relevant, modify the options for the upcoming year accordingly, and begin the process of seeking input from all members once again.

Consistently applying this process will decrease the chances of the School Council or Fundraising Association feeling lost or purposeless, and may even attract more school community members to become actively engaged as they will know what to expect.

Important: The one or two mutually agreed upon priority items identified for each year aren’t necessarily all that each group will work or focus on throughout the year. The School Council may choose some other areas in which to apply its energies (i.e.: advising on school policies), and the Fundraising Association may determine that they want to continue supporting something that wasn’t on the “priority list”, but know is still wanted and appreciated (i.e.: funding for field trips). The principal will obviously continue to have staff and students focus in areas critical to student success. The intended outcome of a Joint Annual Plan is not that it is the only purpose, but that it is a common purpose worthy of everyone’s efforts.

