



The Alberta Fish and Game Association

Appendix 1: AFGA Bylaws

(Registered with Alberta Corporate Registry – December 19, 2022)

BYLAWS OF THE ALBERTA FISH AND GAME ASSOCIATION

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ARTICLE 1 – DEFINITIONS

1. In these Bylaws;
- 1.1 **Adult:** refers to an individual as defined in the Alberta “*Age of Majority Act*”.
- 1.2 **Child/Children:** refers to individuals as defined under the Alberta “*Family Law Act*”.
- 1.3 **Direct Members Club:** is a separate Affiliated Club within the Association for those individuals not wishing to join one of the other Affiliated Clubs of the Association.
- 1.4 **Electronic Means:** shall be in accordance with the provisions of the Alberta “*Electronic Transactions Act*”.
- 1.5 **Family Membership:** in an Affiliated Club consists of at least one Adult member along with Spouse/Partner, and/or any Children.
- 1.6 **Individual Adult Membership:** in an Affiliated Club is open to any Adult.
- 1.7 **Individual Youth Membership:** in an Affiliated Club is open to Youth.
- 1.8 **Life Member:** is a holder of the Association’s Life Membership.
- 1.9 **Meeting:** is any meeting called by any member of the Association’s Executive or any elected Chair or Chair appointed by the Association’s Executive.
- 1.10 **Partner:** refers to individuals defined as an “*adult interdependent partner*” in the Alberta “*Interdependent Relationships Act*”.
- 1.11 **Primary Member:** is either a holder of:
 - an Individual Adult Membership, or
 - an Individual Youth Membership, or
 - the first Adult listed on a Family Membership.
- 1.12 **Qualified Donee:** refers to organizations as defined in the Canada “*Income Tax Act*”.
- 1.13 **Objects:** are the stated purposes of the Association, registered both with the Alberta Corporate Registrar and the Canada Revenue Agency.
- 1.14 **Special Resolution:** shall be in accordance with the provisions of the Alberta “*Societies Act*”.
- 1.15 **Spouse:** refers to individuals as defined in the Alberta “*Income Tax Act*”.
- 1.16 **Youth:** refers to a minor as defined in the Alberta “*Age of Majority Act*”.

Last wording change registered: 2022-12-19

ARTICLE 2 – NAME

- 2.1 The name of the Association shall be "The Alberta Fish and Game Association", hereinafter referred to as the Association.

Last wording change registered: 1973-03-01

ARTICLE 3 – MEMBERS & MEMBERSHIP

- 3.1 Any organization that subscribes to the Objects of the Association may apply to become a Member of the Association.

Last wording change registered: 2022-12-19

- 3.2 Any Alberta-based organization that is accepted for Membership in the Association shall become an Affiliated Club upon submission of a club roster to the Association that includes at least 10 Primary Members and payment of the associated Annual Per Capita Fee for that roster to the Association.

Last wording change registered: 2022-12-19

- 3.3 Each Affiliated Club roster submission to the Association shall include all the Affiliated Club's current members, each listed as either an Individual Adult Membership, Individual Youth Membership or Family Membership, for the calculation of the correct Annual Per Capita Fee due to the Association.

Last wording change registered: 2022-12-19

- 3.4 All Annual Per Capita Fees shall be set for the categories of Individual Adult Membership, Individual Youth Membership and Family Membership by the Executive through a motion made and passed with a 75% majority at an Executive Meeting.

Last wording change registered: 2022-12-19

- 3.5 Organizations that are accepted for Membership in the Association and are based outside of Alberta or are Alberta-based organizations choosing not to become Affiliated Clubs shall become Associate Members upon payment of the Annual Associate Member fee. Associate Member organizations do not participate in the operation of the Association.

Last wording change registered: 2022-12-19

- 3.6 All Annual Associate Member fees shall be set by the Executive through a motion made and passed with a 75% majority at an Executive Meeting.

Last wording change registered: 2022-12-19

3.7 Life Membership

- Life Membership is awarded at the discretion of the Executive and is restricted to members of Affiliated Clubs who, through long service to the Association or through other contributions to Objects of the Association, merit special recognition for their service.
- The Annual Per Capita Fee shall be waived for all Life Memberships.
- Any and all holders of a Life Membership may participate in the operation of the Association through registration as individual Voting Delegates for the Annual General Meeting and any Special General Meetings called by the Association.

Last wording change registered: 2022-12-19

3.8 Any member of the Association can be expelled for non-compliance with the requirements for affiliation, conduct detrimental to the best interests of the public or conduct which harms or tends to harm the standing of the Association in the eyes of the public. To do so, a motion with a 75% majority shall be passed at a duly called Executive meeting. The specific process, including timeframes, notifications and appeals shall be defined in the Association's Operations Manual.

Last wording change registered: 2022-12-19

ARTICLE 4 – OFFICERS (ELECTION & TERMS)

4.1 The Executive of the Association shall be comprised of the following:

- President
- Immediate Past-President
- 2 Vice-Presidents
- Finance Chair (appointed)
- Life Members Representative (one selected by the Life Members)
- 6 Zone Directors (one selected by each zone)
- Elected Committee Chairs of:
 - Fish
 - Habitat
 - Wildlife
- Chief Executive Officer (staff position, non-voting)

Last wording change registered: 2022-12-19

4.2 Any Life Member or any Adult Affiliated Club member (including registered Spouse/Partner as part of a Family Membership), for whose Affiliated Club membership the appropriate Annual Per Capita Fee has been paid, is eligible to be nominated as a candidate for any elected position on the Executive.

Last wording change registered: 2022-12-19

4.3 The Life Members of the Association shall annually select one Life Member to sit on the Executive for a maximum term-limit of four years.

Last wording change registered: 2022-12-19

- 4.4 The two Vice-Presidents, and the Elected Committee Chairs shall be elected by the majority vote of the delegates attending the Annual General Meeting. They shall hold office until the conclusion of the next Annual General Meeting.
Last wording change registered: 2022-12-19
- 4.5 The President shall not serve more than two consecutive one-year terms in that capacity. If the President is unable to continue, the 1st Vice-President shall assume those duties.
Last wording change registered: 2022-12-19
- 4.6 The Vice-President roles shall be assigned by the Executive at its first meeting following the Annual General Meeting as 1st and 2nd Vice-Presidents.
Last wording change registered: 2022-12-19
- 4.7 The Finance Chair shall be appointed by the Executive for their skillset in dealing with financial matters for the Association.
Last wording change registered: 2022-12-19
- 4.8 The Executive shall fill vacant Executive positions either left unfilled by the Annual General Meeting election process, or that may become vacant between Annual General Meetings. Candidates considered shall be Life Members or members of Affiliated Clubs.
Last wording change registered: 2022-12-19
- 4.9 The Chief Executive Officer shall report to the Executive through the President.
Last wording change registered: 2022-12-19
- 4.10 No elected member of the Association shall receive any remuneration for their service as a member of the Executive, as opposed to service rendered to the Association in some other capacity.
Last wording change registered: 2022-12-19
- 4.11 No individual shall hold more than one elected position on the Executive at any given time.
Last wording change registered: 2022-12-19
- 4.12 Any member of the Executive can be removed from office for conduct detrimental to the best interests of the public or conduct which harms or tends to harm the standing of the Association in the eyes of the public. To do so, a motion with a 75% majority shall be passed at a duly called Executive meeting. The specific process, including timeframes, notifications and appeals shall be defined in the Association's Operations Manual.
Last wording change registered: 2022-12-19

ARTICLE 5 – DUTIES OF OFFICERS

- 5.1 The President shall preside at the Annual General Meeting, all Special General Meetings of the Association and all meetings of the Executive.

Last wording change registered: 2022-12-19

- 5.2 The President shall be an *ex-officio* member of all Committees.

Last wording change registered: 2022-12-19

- 5.3 The Chief Executive Officer shall keep the records of the Association, attend to its correspondence, promote its membership, and arrange for and attend the Annual General Meeting, Special General Meetings and Executive Meetings.

Last wording change registered: 2022-12-19

- 5.4 As a staff member of the Association, the Chief Executive Officer shall not have a vote at any Meeting of the Association.

Last wording change registered: 2022-12-19

- 5.5 The Chief Executive Officer shall record and maintain custody of the minutes of proceedings from all meetings including the Annual General Meeting, Special General Meetings and Executive Meetings. These minutes shall be housed in the central office of the Association.

Last wording change registered: 2022-12-19

- 5.6 The Chief Executive Officer shall be bondable.

Last wording change registered: 2022-12-19

- 5.7 The Chief Executive Officer shall receive and collect all fees, dues and other income of the Association and shall have custody of its funds and pay all claims which have duly been approved.

Last wording change registered: 2022-12-19

- 5.8 The Chief Executive Officer shall have charge of the seal of the Association. When used, the seal shall be authenticated by the signature of the President.

Last wording change registered: 2022-12-19

ARTICLE 6 – EXECUTIVE & BORROWING POWERS

- 6.1 The Executive shall manage and operate the Association within the powers specified in the Alberta “Societies Act” and within Canadian Federal and Alberta Provincial laws.
Last wording change registered: 2022-12-19
- 6.2 The Executive is expressly empowered to purchase, lease, or otherwise dispose of shares, stocks rights, leases, or any right therein.
Last wording change registered: 2022-12-19
- 6.3 The Executive is expressly empowered to pledge as security any of the property solely owned by the Association, excluding any Wildlife Trust Fund properties and other conservation properties held in trust to the Association, upon such terms and considerations as it may deem advisable.
Last wording change registered: 2022-12-19
- 6.4 Debentures shall not be issued without a Special Resolution approved by the Voting Delegates at an Annual General Meeting or Special General Meeting of the Association.
Last wording change registered: 2022-12-19

ARTICLE 7 – MEETINGS OF THE ASSOCIATION

- 7.1 The Annual General Meeting, any Special General Meetings of the Association and any meetings of the Executive may be held in-person, or by Electronic Means, or as a Hybrid Meeting of these two options at the discretion of the Executive.
Last wording change registered: 2022-12-19
- 7.2 The Annual General Meeting of the Association shall be held at least once each year. The date, time, and place shall be decided upon at the previous Annual General Meeting, or in default, by the Executive a minimum of four months in advance of the selected date.
Last wording change registered: 2022-12-19
- 7.3 Formal notice of the Association's Annual General Meeting will be communicated to each Member of the Association by Electronic Means. Such notice must be sent a minimum of 21 days before the Annual General Meeting.
Last wording change registered: 2022-12-19
- 7.4 Representatives of Associate Member organizations of the Association shall only attend the Annual General Meeting or any Special General Meetings called by the Association by Special Invitation of the President.
Last wording change registered: 2022-12-19

7.5 There shall be a minimum of four Executive Meetings held each year. The Executive Meetings will be held at times and places selected by the President. At least 48-hours' notice, complete with agenda and supporting documents, shall be given to each member of the Executive by Electronic Means.

Last wording change registered: 2022-12-19

7.6 All Meetings of the Association including Executive Meetings shall be conducted according to the most recent edition of Robert's Rules of Order. Robert's Rules of Order may be temporarily suspended during a meeting by majority vote of attendees to facilitate a meeting objective.

Last wording change registered: 2022-12-19

7.7 Attendees at all Meetings of the Association are those entitled to attend by these bylaws and those invited by the Chair of the meeting. Attendees are expected to observe standards for all Meetings of the Association including decorum and respect for all attendees.

Last wording change registered: 2022-12-19

7.8 Special General Meetings of the Association may be called at the discretion of the President by giving 21-days' notice by Electronic Means.

Last wording change registered: 2022-12-19

7.9 A Special General Meeting of the Association may be called by the Executive with the support of 75% vote in favor by the Executive in attendance at any Executive Meeting, and by giving 21-days' notice of that Special General Meeting by Electronic Means.

Last wording change registered: 2022-12-19

7.10 If one or more Special Resolutions are to be considered at a Special General Meeting, 21-days' notice of that Special General Meeting by Electronic Means is required.

Last wording change registered: 2022-12-19

ARTICLE 8 - QUORUM & VOTING RIGHTS

8.1 An Annual General Meeting and any Special General Meeting of the Association shall only proceed if the registered Voting Delegates represent a minimum of $\frac{1}{4}$ of the Association's Affiliated Clubs.

Last wording change registered: 2022-12-19

8.2 A quorum for any vote at the Annual General Meeting and any Special General Meeting of the Association shall consist of more than half of the registered Voting Delegates for that meeting.

Last wording change registered: 2022-12-19

8.3 A Registered Voting Delegate shall only have one vote at the Annual General Meeting and any Special General Meeting of the Association. Voting by proxy shall not be permitted.

Last wording change registered: 2022-12-19

8.4 A member of the Executive present at any Annual General Meeting or any Special General Meeting is also eligible as a Voting Delegate.

Last wording change registered: 2022-12-19

8.5 All Affiliated Clubs, including the Direct Members Club, may participate in the operation of the Association through the selection and registration of Voting Delegates for the Annual General Meeting and any Special General Meetings called by the Association as follows:

- The complete Affiliated Club roster on record with the Association as of November 30 of the previous year for which the full Annual Per Capita Fee has been paid to the Association shall be used for existing Affiliated Clubs.
- The most recent complete Affiliated Club roster on record with the Association for which the full Annual Per Capita Fee has been paid to the Association shall be used for new Affiliated Clubs.
- Two Voting Delegates for the first 100 Affiliated Club members or fraction thereof, plus
- one Voting Delegate for each additional 100 Affiliated Club members or fraction thereof, up to 500 Affiliated Club members, plus
- one Voting Delegate for each additional 500 Affiliated Club members or fraction thereof.

Last wording change registered: 2022-12-19

8.6 Any Adult Affiliated Club member (including Spouse/Partner registered as part of a Family Membership), for whose Affiliated Club membership the appropriate Annual Per Capita Fee has been paid, is eligible to be selected as a Voting Delegate, excluding members of the current Executive.

Last wording change registered: 2022-12-19

8.7 An individual Affiliated Club Voting Delegate can only represent one Affiliated Club at any one meeting of the Association.

Last wording change registered: 2022-12-19

8.8 A quorum for any vote at an Executive Meeting shall consist of more than half of the non-vacant, voting positions on the Executive. Each member of the Executive shall have one vote but must be present to cast that vote.

Last wording change registered: 2022-12-19

ARTICLE 9 – AMENDMENT OF OBJECTS & BYLAWS

9.1 The Objects and Bylaws of the Association shall only be amended, revised, altered, or repealed through a Special Resolution at either the Annual General Meeting or any Special General Meeting of the Association.

Last wording change registered: 2022-12-19

9.2 Objects and Bylaws so amended by the Association, do not come into force until they have been registered with the Alberta Corporate Registry.

Last wording change registered: 2022-12-19

9.3 Objects of the Association, once registered with the Alberta Corporate Registry, shall also be registered with the Canada Revenue Agency.

Last wording change registered: 2022-12-19

9.4 Any Bylaws so amended by the Association that may affect the Association's charitable status, shall be compliant with the requirements of the Canada Revenue Agency.

Last wording change registered: 2022-12-19

ARTICLE 10 – AUDITING

10.1 September 30th shall be the end of the fiscal year of the Association.

Last wording change registered: 2022-12-19

10.2 The books, accounts, and records of the Association shall be audited at least once every year by a Chartered Professional Accountant registered in Alberta.

Last wording change registered: 2022-12-19

10.3 A financial statement for the previous year setting out the Association's income, disbursements, assets and liabilities, audited and signed by the Association's auditor for that year shall be submitted at the Annual General Meeting of the Association.

Last wording change registered: 2022-12-19

10.4 The books, accounts, and records of the Association may be inspected by request in writing to the Chief Executive Officer by any Member of the Association at a time satisfactory to the Chief Executive Officer.

Last wording change registered: 2022-12-19

10.5 Each member of the Executive shall at all times have access to such books, accounts, and records.

Last wording change registered: 1992-03-12

ARTICLE 11 – PROCEDURE ON DISSOLUTION

11.1 Should the Association's request for dissolution be approved by the Alberta Corporate Registrar, all of the Association's assets solely owned by the Association, after payment of all debts, shall be donated to a Canadian Qualified Donee or Donees, as approved by majority vote of the Executive at a meeting called for the purpose of dissolution of the Association.

Last wording change registered: 2022-12-19

11.2 In the case of ecological assets under the Canadian Ecological Gifts Program; they shall be gifted to one or more eligible Canadian Ecological Gifts Program Recipients, before or separate from any payment of the Association's debts.

Last wording change registered: 2022-12-19