



SOCIETIES ACT BY-LAW AMENDMENT PACKAGE



The by-laws of a society are the rules which govern the operations of the society. The by-laws are separate and distinct from the constitution which consists of the name, objectives, and locality of operations of the society. A society may wish to make amendments to its by-laws from time to time. The instructions which follow set out the procedures for making changes to the by-laws.

How Do You Amend Your By-laws?

The by-laws of a society may only be amended by an ordinary resolution at the annual general meeting or by an extraordinary resolution.

An "extraordinary resolution" means a resolution passed by a majority of not less than 3/4 of the members entitled to vote as are present (or where proxies are allowed, by proxy) at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given in the manner provided by the by-laws.

If by-laws are amended by ordinary resolution at an annual general meeting, that annual general meeting must be held at the time provided for in the by-laws as they exist prior to the proposed amendments.

What Must Be in the By-laws?

In accordance with section 5 of the *Societies Act*, the by-laws of a society must make provision for all of the following:

- ◆ the terms of admission of members and their rights and obligations;
- ◆ the withdrawal of members and the manner, if any, in which a member may be expelled;
- ◆ the method and time of calling general and special meetings of the society, the quorum at any such meeting, and the voting rights of members at such meetings; *Note: a "quorum" is the number of persons required to be present before a meeting can proceed. It should be low enough to be practical. It may be set as a percentage of the total number of members in order to ensure that it is always possible for the society to properly function, no matter how low or high the membership may be.*
- ◆ the appointment and removal of directors and other officers and their duties, powers and remuneration;
- ◆ the exercise of borrowing powers;
- ◆ whether or not an audit of accounts is required;
- ◆ the preparation and custody of minutes of meetings of the society and of the directors and other books and records of the society;
- ◆ the time and place, if any, at which the books and records of the society may be inspected by its members; and

- ◆ the date on which the fiscal year of the society shall come to an end. *Note: in order to provide sufficient time for the preparation of the financial statements, the annual general meeting cannot be held within 30 days of the fiscal year end. It is suggested that the annual general meeting be held within a reasonable period of time after this 30 day period.*

Why Do You File the Amendments with the Societies Registry?

Amendments do not take effect until they are approved and registered by the Registrar of Societies. In order to ensure that by-laws are not rejected for any reason, societies are encouraged to submit their proposed by-laws to the office of the Registrar prior to the meeting at which the by-laws are to be considered.

How Do You File the Amendments with the Societies Registry?

- ◆ The amendments must be filed together with the **\$20.00 filing fee** payable to the Government of the Northwest Territories at the address set out below.
- ◆ The amendments must be certified as having been passed in an appropriate manner (see the attached samples below).

How do You make Specific By-law Amendments?

If the proposed changes to your by-laws are not numerous, you may wish to amend only those specific portions while leaving the rest of the by-laws intact. You can remove sections and substitute them with alternative provisions. You can add entirely new sections, or you can remove sections without substituting anything new. However, when amending your by-laws you should be careful that you have not removed a provision which the *Societies Act* requires, see the "What must be in the by-laws" section above. When making specific amendments, please note:

- ◆ Whole sections or subsections should be repealed and replaced in their entirety by a new section or subsection rather than adding words to and deleting words from the present sections.
- ◆ Appropriate numbering changes should be made when necessary - it should not be assumed that the numbering changes automatically (e.g. if two sections are replaced by one it should not be presumed that all of the subsequent sections move up in numbering).
- ◆ The exact wording of the by-law or by-laws being amended must be set out.

Here is a sample of three types of specific amendments made by a society:

- ◆ Repeal and Substitution Amendment (when you remove a section and replace it with another):
 1. Resolved that the by-laws of the Society be amended by repealing Subsection 5.(1) and substituting the following:

"(1) The annual general meeting of the Society shall be held between 31 and 180 days

after the end of the fiscal year."

◆ Adding a New Section:

2. Resolved that the by-laws be further amended by adding immediately after Subsection 6.(9) the following subsection:

"(10) Notwithstanding any other provision in these by-laws, the Directors or other officers may be paid travel allowances to compensate them for expenses incurred in the conduct of their duties."

◆ Repealing a Section without Substitution (Deletion of a Section):

3. Resolved that the by-laws be further amended by repealing Section 13.

The resolution or resolutions should be certified as properly adopted by a director or officer of the society and the original filed with the Societies Registry. Please see the attached sample form for specific by-law amendments below.

How do You Enact a New Set of By-laws?

The process of making numerous specific amendments to the by-laws may be very cumbersome. In other instances, uncertainty may have developed regarding the by-laws because of the failure of the society to file past amendments. In both cases, the simplest method of ensuring that the by-laws comply with the present wishes of the society is to repeal the existing by-laws entirely and substitute a new set of by-laws.

The new set of by-laws should be labelled as **Schedule A** and attached to the resolution which has been certified as properly adopted by a director or officer of the society. The originally signed resolution with by-laws attached should then be filed with the Societies Registry. Please see the attached sample form for new by-laws below.

Where can we be contacted?

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