



## **SOCIETIES ACT CONSTITUTIONAL AMENDMENT PACKAGE**



The constitution of a society consists only of the name, objectives and community in which the operations of the society are to be chiefly carried on. These are the matters which were in the application for incorporation and must be considered as separate and distinct from the by-laws of the society. A society may wish to make amendments to its constitution from time to time. The instructions which follow set out the procedures for making changes to the constitution.

### **How Do You Amend Your Constitution?**

The constitution of a society may only be amended 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.

### **What Must Be in the Constitution?**

In accordance with the *Societies Act*, the constitution of a society must include the following:

- ◆ The name of the Society;
- ◆ The objects of the Society;
- ◆ The locality of operation of the Society.

### **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 constitution amendments are not rejected for any reason, societies are encouraged to submit their proposed constitution amendments to the office of the Registrar prior to the meeting at which the constitution amendments 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 Constitutional Amendments?**

If the proposed changes to your constitution are not numerous, you may wish to amend only

those specific portions while leaving the rest of the constitution 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 constitution you should be careful that you have not removed a provision which the *Societies Act* requires, see the “What must be in the constitution” 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 constitution being amended must be set out.

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 constitution amendments below.

### **How do You Enact a new Constitution?**

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

The new constitution 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 constitution attached should then be filed with the Societies Registry. Please see the attached sample form for new constitution below.

### **Where can we be contacted?**

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