



INSTRUCTIONS FOR:

Enactment of New Bylaws under the *Societies Act* of the Northwest Territories

The bylaws of a Society are the rules which govern its operations. Under the *Societies Act* of the NWT, **bylaws are separate and distinct from the Society's constitution** (which consists of the Society's name, its objectives/objects, and the primary/main municipality where the Society operates).

A Society incorporated under the *Societies Act* of the NWT may wish to make amendments to its bylaws from time to time. The bylaws of a society may only be amended by an ordinary resolution at the annual general meeting, or by an extraordinary resolution. **The Society may choose to make specific bylaw amendments, or to enact a new set of bylaws.** Specific bylaw amendments should only be made if the changes are not numerous.

- Bylaw amendments must be submitted together with the originally signed form (or appropriately worded substitute), along with the fee of **\$20.00**.

These instructions provide:

- the **procedure** for filing an enactment of new bylaws
- the **required provisions** which a Society incorporated under the *Societies Act* of the NWT must include in its bylaws

Procedure:

The simplest method of ensuring that bylaws comply with the *Societies Act* of the NWT and with the present wishes of the society is to **repeal the existing bylaws entirely and replace** them with a new set of bylaws. This is particularly helpful if changes are numerous, if there have been multiple specific amendments made over time to the Society's original bylaws, and/or to ensure clarity for the Society's members.

- ☑ The new set of bylaws must be attached with the **Enactment of New Bylaws form**, originally signed by one director or officer of the Society; or with an appropriately worded substitute to the form (such as a resolution, certified by the original signature of a director or officer of the Society as having been properly adopted), along with the fee of **\$20.00**.
- ☑ When amending bylaws, the Society should always **refer to the required provisions** section on page two of these instructions.

The bylaws 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 who are entitled to vote and are present (or where proxies are allowed, by proxy) at a general meeting. Notice advising the intention to propose the resolution as an extraordinary resolution must be provided in a manner which is consistent with the society's bylaws.

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

Required Provisions:

The bylaws **must include all of the following provisions**, in accordance with Section 5 of the *Societies Act* of the NWT:

- 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 appointment and removal of directors and other officers; their duties, their powers, and remuneration;
- the exercise of borrowing powers of the Society;
- 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;
- the date on which the fiscal year of the society shall come to an end (*note: **the annual general meeting must be held at least 31 days after the chosen fiscal year end***); and,
- the timing/scheduling of general and special meetings of the society, the method by which such meetings are called, 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 and attainable.** 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.*)

For any forms submitted to the Corporate Registry, the following rules apply:

- Forms may be filled out by typing or printing neatly.
- The original signed forms must be forwarded by hand or mail to Corporate Registries; faxes, email, or other electronic delivery will not be accepted.

Prior to the meeting at which the amendments are to be considered, the Society may request that the Registry conduct an informal cursory review of proposed amendments; following which, fee payment and formal submission is required.

Informal cursory reviews are conducted only as time permits; as such, it is suggested that the proposed amendments be submitted well before the meeting is set to take place, especially during high-volume processing times. **Amendments do not take effect until they are formally submitted, processed, approved, and registered by the Registrar of Societies.**

Where can we be contacted?

Corporate Registries

Government of the Northwest Territories, Dept. of Justice
1st Floor Stuart M. Hodgson Building
5009 49th Street, PO Box 1320
Yellowknife NT X1A 2L9 Canada

Phone: 1(867) 767-9304

Fax: 1(867) 873-0243

Toll Free: 1(877) 743-3302

Email: corporateregistries@gov.nt.ca

Hours of Operation: 9:30 AM to 4:00 PM Monday to Friday

Website: <https://www.justice.gov.nt.ca/en/non-profit-societies/>