



INSTRUCTIONS FOR:

Specific Bylaw Amendments 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 specific bylaw amendments
- the **required provisions** which a Society incorporated under the *Societies Act* of the NWT must include in its bylaws
- **examples** of three specific bylaw amendment types

Procedure:

If the proposed changes are not numerous, the Society may wish to amend only specific sections, rather than enacting a new set of bylaws, though the process may be more challenging. **Numbering and wording must be specific, and must align with numbering and wording of the bylaws on file with the Registry.** In any instance of the Society possessing a different copy of its bylaws, the bylaws on file with the Registry are the governing document.

- ☑ The specific amendments must be attached with the **Specific Bylaw Amendments 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**.
- ☑ **Exact wording** of the bylaw(s) being amended must be used. Sections or subsections may be removed and replaced with alternative provisions, entirely new sections can be added, and entire sections can be removed without substituting anything new.
- ☑ Appropriate **numbering changes** should be made when necessary - it should not be assumed that numbering changes occur 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).
- ☑ Whole sections or subsections should be repealed and replaced **in their entirety**, rather than adding words to and deleting words from the present sections.
- ☑ 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 originally 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.**

Examples:

Numbering and wording **must be specific, and must align with numbering and wording of the bylaws on file with the Registry**. In any case of discrepancy, the bylaws on file with the Registry are considered to be the governing document.

- EXAMPLE ONE: Repealing and replacing Section(s) – where a section is removed in its entirety and replaced with a new section.
 - Resolved that the bylaws of the Society be amended by repealing Section 5(a) and replacing it with the following:
5(a) Annual general meetings of the Society will be called and held at least 31 days after the chosen fiscal year end, and no later than the month of June.

- EXAMPLE TWO: Adding new Section(s) – where a section which did not previously exist is added.
 - Resolved that the bylaws of the Society be amended by adding immediately after Section 5(g):
5(h) Annual general meetings of the Society will be held in the main municipality of operations.

- EXAMPLE THREE: Repealing Section(s) without replacement – where a section is removed in its entirety.
 - Resolved that the bylaws of the Society be amended by:
 - Repealing Section 6(a), and
 - Renumbering the existing Sections 6(b) up to and including the existing Section 6(h) as:
6(a) up to and including 6(g), accordingly.

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

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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/>