



INSTRUCTIONS FOR:

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

The constitution of a Society consists only of the Society's name, its objectives/objects, and the primary/main municipality where the Society operates. Under the *Societies Act* of the NWT, **the constitution is separate and distinct from the Society's bylaws.**

A Society incorporated under the *Societies Act* of the NWT may wish to make amendments to its constitution from time to time; the constitution of a society may only be amended by an extraordinary resolution. **The Society may choose to make specific constitutional amendments, or to enact a new constitution.** Specific constitutional amendments should only be made if the changes are not numerous.

- Constitutional 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 constitution
- the **required provisions** which a Society incorporated under the *Societies Act* of the NWT must include in its constitution

Procedure:

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

- The new constitution must be attached with the **Enactment of New Constitution 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 the constitution, the Society should always **refer to the required provisions** section on page two of these instructions.

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 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.

Required Provisions:

The constitution **must include all of the following provisions**, in accordance with Section 23 of the *Societies Act* of the NWT:

- the name of the Society;
- the clear objectives/objects (purpose) of the society; for example: what values or activities does the society promote or provide? The objects must not suggest that the society is carrying on a trade or business; and
- the primary/main municipality (town or city) where the Society operates.

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/>