



INSTRUCTIONS FOR:

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

Procedure:

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

- ☑ The specific amendments must be attached with the **Specific Constitutional 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 section(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 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.**

Examples:

Numbering and wording must be specific, and **must align with numbering and wording of the constitution on file with the Registry**. In any case of discrepancy, the constitution on file with the Registry is 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 constitution of the Society be amended by repealing Section 1 and replacing it with the following:
 1. The name of the Society is: The XYZ Society

- EXAMPLE TWO: Adding new Section(s) – where a section which did not previously exist is added.
 - Resolved that the constitution of the Society be amended by adding immediately after Section 2(b):
 - 2(c) To provide fun and safe activities for kids

- EXAMPLE THREE: Repealing Section(s) without replacement – where a section is removed in its entirety.
 - Resolved that the constitution of the Society be amended by:
 - Repealing Section 2(a), and
 - Renumbering the existing Sections 2(b) up to and including the existing Section 2(h) as: 2(a) up to and including 2(g), accordingly

Where can we be contacted?

Corporate Registries

Government of the Northwest Territories, Dept. of Justice
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5009 49th Street, PO Box 1320
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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/>