

# Societies Act

## How to change your society's objectives or by-laws

### Changing your society's objectives?

There is a filing fee of \$25.75. Cheques must be made payable to the Government of Alberta

Contact Corporate Registry at [corp.reg@gov.ab.ca](mailto:corp.reg@gov.ab.ca) to arrange for electronic payment.

### Changing your society's by-laws?

Refer to the by-laws checklist on the next page. If you are replacing all of your by-laws, the new by-laws must contain all items in the checklist.

### There are NO FEES for changing by-laws.

You may follow the format at right when you are creating your documents to change the objects or by-laws. The sample is provided for reference only and is not intended as a form to be completed and submitted for filing purposes.

**See the by-laws checklist on the next page.**

### Mailing Address:

Service Alberta  
& Red Tape  
Reduction  
P.O. Box 1007 Stn. Main  
Edmonton AB T5J 4W6

### Email:

[corp.reg@gov.ab.ca](mailto:corp.reg@gov.ab.ca)

### SPECIAL RESOLUTION (Sample)

I hereby certify that the following special resolution was passed at a meeting of the members of

\_\_\_\_\_ (Name of society)

on \_\_\_\_\_  
(month/day/year)

The by-laws were changed as follows:

(example)

- the existing by-laws are repealed.  
they are replaced by the attached by-laws.

(example)

- by-laws 2 is changed to read: \_\_\_\_\_

(example)

- By-law 5 is deleted and replaced with the following: \_\_\_\_\_

### OR

The objectives were changed as follows:

(example)

- The existing objectives are repealed.  
They are replaced by the attached objectives.

(example)

- Objective 2 is changed to read: \_\_\_\_\_

(example)

- Objective 5 is deleted and replaced with the following: \_\_\_\_\_

Date: \_\_\_\_\_  
(write today's date)

Signature: \_\_\_\_\_  
(original ink signature of authorized officer)

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(title of person who signed)

### For information contact:

Edmonton: (780) 427-7013

Toll-free inside Alberta:

Dial 310-0000 before the phone number

# By-law Checklist

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*Corporate Registry cannot file your by-laws unless they contain all for the following items. These items are a requirement of Section 9(4) of the Societies Act. Review your by-laws with this checklist to make sure you have included all required or necessary items. Put a 'checkmark' beside each item on the list once you have found it in your by-laws. If the existing by-laws are repealed and replaced, the new set of by-laws must be provided in duplicate, along with the Special Resolution of the members.*

## Membership

- ☐ **Terms of admission of members.** Who is qualified to be a member of your society? What must they do to join your society?
- ☐ **Rights and responsibilities of members.** What rights and responsibilities do your members have? Do they have the right to attend meetings? Are they responsible for behaving in accordance with the by-laws and objectives of the society?
- ☐ **Resignation or expulsion of members.** How does a member resign? In writing? By telephone? Can a member be expelled? What are the grounds for expulsion?
- ☐ **Voting rights.** What are the members' voting rights? Can they vote only in person? Can they vote by proxy (i.e. have someone else vote for them)?

## Meetings

- ☐ **Calling general meetings.** How will members be notified of general meetings? By letter? By telephone? How many days notice will they be given?
- ☐ **Calling special meetings.** How will members be notified of special meetings? By letter? By telephone? How many days notice will they be given?
- ☐ **Quorum at general meetings.** What is the minimum number of members (quorum) that need to be present to carry on business at a general meeting?
- ☐ **Quorum at special meetings.** What is the minimum number of members (quorum) that need to be present to carry on business at a special meeting?

## Directors and Officers

- ☐ **Appointment and removal of directors and officers.** How will directors or officers be appointed? How will they be removed from office if they don't do the job they've been appointed to do? Will all your members be directors or officers? You must say so if this is the case.

- ☐ **Duties of directors and officers.** What are the duties of the directors or officers? Example: the secretary has to take minutes at all meetings of the society.

- ☐ **Power of directors and officers.** What are the powers of the directors or officers? Example: the directors and officers can manage the affairs of the society.

- ☐ **Payment to directors and officers:** Will the directors or officers be paid? If they won't be paid, you must state this in the by-laws.

## Financial Affairs

- ☐ **Auditing the books.** The books of the society must be audited once a year. Your by-laws must say this. You may wish to say when the audit will be done and who will do it.
- ☐ **Borrowing money.** Will the society be able to borrow money? Your by-laws must address this issue.

## Minutes, Books and Records

- ☐ **Preparing and keeping the minutes of the society meetings.** Who is responsible for taking minutes at society meetings? Who is responsible for keeping these minutes?
- ☐ **Preparing and keeping the minutes of the directors' meetings.** Who is responsible for taking minutes at directors' meetings? Who is responsible for keeping these minutes?
- ☐ **Preparing and keeping other books and records.** Who is responsible for preparing other books and records? Who is responsible for keeping these items?
- ☐ **Inspecting books and records.** Do the society's members have the right to inspect the books and records? When? Where?

## Other

- ☐ **Keeping and using the society's seal.** Who is responsible for keeping the society's seal? Who has permission to use the society's seal?
- ☐ **Changing the by-laws.** The by-laws must say that in the future the by-laws can only be changed by a special resolution of the members. Special resolution is defined in Section 1(d) of the Societies Act. The definition cannot be changed.