

CONSOLIDATION OF SOCIETIES ACT
R.S.N.W.T. 1988,c.S-11

(Current to: October 17, 2012)

AS AMENDED BY NORTHWEST TERRITORIES STATUTES:
S.N.W.T. 1998,c.5

AS AMENDED BY STATUTES ENACTED UNDER SECTION 76.05 OF NUNAVUT ACT:
S.N.W.T. 1998,c.35
In force April 1, 1999

AS AMENDED BY NUNAVUT STATUTES:
S.Nu. 2011,c.10,s.33
s.33 in force March 10, 2011

This consolidation is not an official statement of the law. It is an office consolidation prepared for convenience only. The authoritative text of statutes can be ascertained from the *Revised Statutes of the Northwest Territories, 1988* and the Annual Volumes of the Statutes of the Northwest Territories (for statutes passed before April 1, 1999) and the Statutes of Nunavut (for statutes passed on or after April 1, 1999).

A copy of a statute of Nunavut can be obtained from the Territorial Printer at the address below. The Annual Volumes of the Statutes of Nunavut and this consolidation are also available online at <http://www.justice.gov.nu.ca/english/legislation.html> but are not official statements of the law.

Any certified Bills not yet included in the Annual Volumes of the Statutes of Nunavut can be obtained through the Office of the Clerk of the Legislative Assembly.

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GLOSSARY OF TERMS USED IN CONSOLIDATIONS

Miscellaneous

- c. means "chapter".
- CIF means "comes into force".
- NIF means "not in force".
- s. means "section" or "sections", "subsection" or "subsections", "paragraph" or "paragraphs".
- Sch. means "schedule".
- SI-005-98 means the instrument registered as SI-005-98 in 1998. (*Note: This is a Northwest Territories statutory instrument if it is made before April 1, 1999, and a Nunavut statutory instrument if it is made on or after April 1, 1999 and before January 1, 2000.*)
- SI-012-2003 means the instrument registered as SI-012-2003 in 2003. (*Note: This is a Nunavut statutory instrument made on or after January 1, 2000.*)

Citation of Acts

- R.S.N.W.T. 1988,c.D-22 means Chapter D-22 of the *Revised Statutes of the Northwest Territories, 1988*.
- R.S.N.W.T. 1988,c.10(Supp.) means Chapter 10 of the Supplement to the *Revised Statutes of the Northwest Territories, 1988*. (*Note: The Supplement is in three volumes.*)
- S.N.W.T. 1996,c.26 means Chapter 26 of the 1996 Annual Volume of the Statutes of the Northwest Territories.
- S.Nu. 2002,c.14 means Chapter 14 of the 2002 Annual Volume of the Statutes of Nunavut.

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SOCIETIES ACT

INTERPRETATION

Definitions

1. In this Act,

"application" means an application to incorporate a society described in section 2;
(*demande*)

"director" includes a trustee, officer, member of an executive committee and any person occupying a similar position; (*administrateur*)

"extraordinary resolution" means a resolution passed by a majority of not less than 3/4 of those members of a society who are entitled to vote as are present in person, or where proxies are allowed, by proxy, at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given in the manner provided by the by-laws; (*résolution spéciale*)

"Registrar" means the Registrar of Societies appointed under subsection 29(1) or a person authorized by the Minister to perform the duties of the Registrar; (*registraire*)

"society" means, subject to section 27, a society incorporated under this Act. (*société*)
S.Nu. 2011,c.10,s.33(3).

INCORPORATION

Application for incorporation

2. Subject to this Act, five or more persons may have a society incorporated under this Act for any benevolent, philanthropic, charitable, religious, provident, scientific, artistic, literary, social, educational, sporting or other useful purpose other than the carrying on of a trade or business, if they

- (a) make and subscribe to an application, in the prescribed form, setting out the intended name of the society and the purpose or purposes for which incorporation is desired;
- (b) subscribe to by-laws agreed upon by them for the government of the society containing provisions for all the matters set out in section 5; and
- (c) transmit to the Registrar the application and by-laws, together with the prescribed fee.
S.N.W.T. 1998,c.5,s.32(2).

Determination of whether purposes within Act

3. Subject to subsection 29(2), the Registrar is the sole judge of whether the purposes mentioned in an application, or any of them, are purposes for which the society can be incorporated under this Act, and the Registrar may direct that any of the purposes

mentioned in an application or any of the by-laws accompanying it be struck out or modified in accordance with directions given by the Registrar.

Certificate of incorporation

4. (1) The Registrar may, in the discretion of the Registrar, issue a certificate stating that the society is incorporated
- (a) on receiving an application and by-laws; and
 - (b) on compliance with any directions given by the Registrar with respect to the application or by-laws.

Incorporation

(2) On and after the date of issue of the certificate of incorporation of a society, the subscribers to the application and any other persons who become members of the society are a corporation under the name mentioned in the certificate of incorporation and have all the powers, rights and immunities vested by law in a corporation.

Certificate as evidence

- (3) A certificate of incorporation issued by the Registrar in respect of a society constitutes conclusive evidence that
- (a) the requirements of this Act in respect of the incorporation of the society have been complied with; and
 - (b) the society is duly incorporated in accordance with this Act.

Publication of notice of incorporation

(4) Where the Registrar issues a certificate of incorporation under subsection (1), the Registrar shall cause a notice of the incorporation to be published at the expense of the society in the manner and at the times and places that the Registrar considers advisable.

BY-LAWS

By-laws

5. The by-laws of a society shall make provisions for
- (a) the terms of admission of members and their rights and obligations;
 - (b) the conditions of withdrawal of members and the manner, if any, in which a member may be expelled;
 - (c) the mode and time of calling general and special meetings of the society, the number of members constituting a quorum and the rights of voting at such meetings;
 - (d) the appointment and removal of directors and other officers and their duties, powers and remuneration;
 - (e) the exercise of borrowing powers;
 - (f) the audit of accounts;
 - (g) the seal of the society and the custody and use of the seal;
 - (h) **repealed, S.N.W.T. 1998,c.5,s.32(3).**

- (i) the preparation and custody of minutes of proceedings of meetings of the society and of the directors and other books and records of the society;
 - (j) the time and place, if any, at which the books and records of the society may be inspected by its members; and
 - (k) the date on which the fiscal year of the society ends, which date must be at least 30 days before the calling of the annual general meeting.
- S.N.W.T. 1998,c.5,s.32(3).

Alteration of by-laws

6. (1) The by-laws of a society may be rescinded, altered or added to at the annual general meeting or by extraordinary resolution of the society and not otherwise.

Effect

(2) No rescission, alteration or addition referred to in subsection (1) has any effect until it has been registered by the Registrar.

Refusal to register alteration

(3) The Registrar shall refuse to register a rescission or alteration of, or addition to the by-laws of a society where the Registrar is of the opinion that the rescission or alteration of, or addition to, the by-laws of the society is inconsistent with the objects of the society or contains anything contrary to law.

Arbitration

7. (1) The by-laws of a society may provide that any dispute arising out of the affairs of the society between any members of the society or between a member or any person aggrieved who has for not more than six months ceased to be a member or any person claiming through that member or person aggrieved or claiming under the by-laws and the society or a director or officer of the society shall be decided by arbitration under the *Arbitration Act* or in any other manner that the by-laws establish.

Decision

(2) A decision made under subsection (1) is binding on all parties and may be enforced on application to the Nunavut Court of Justice in the same manner as a judgment of the Nunavut Court of Justice.

Appeal

(3) There is no appeal from a decision made under subsection (1) unless the by-laws provide otherwise. S.Nu. 2011,c.10,s.33(3).

Penalty for contravention of by-law

8. A society may, by by-law, impose a penalty not exceeding \$5 on any member contravening a by-law of the society and the penalty may be recovered as a debt due from the member to the society.

POWERS

Property

- 9.** (1) A society may
- (a) acquire and take real and personal property by purchase, gift, devise or otherwise;
 - (b) sell, exchange, mortgage, lease, license, improve and develop real or personal property; and
 - (c) erect and maintain any necessary buildings.

Use of property

(2) The funds and property of a society must be used and dealt with for its objects only and in accordance with its by-laws.

Negotiable instruments

10. For the purpose of carrying out its objects, a society may, subject to its by-laws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments.

Borrowing powers

11. For the purpose of carrying out its objects, a society may borrow, raise or secure the payment of money in the manner that it thinks fit, including the issue of debentures, but this power may be exercised only under the authority of the by-laws of the society, and in no case shall debentures be issued except pursuant to an extraordinary resolution of the society.

Shares and dividends

- 12.** No society shall
- (a) have a capital divided into shares;
 - (b) declare any dividend; or
 - (c) distribute its property among its members during the existence of the society.

MEMBERS

Liability of members

13. A member of a society is not liable in his or her individual capacity for any debt or liability of the society.

Interest of member

14. The interest of a member in a society is not transferable.

Minor

15. A member of a society who is under the age of 19 years is liable for the payment of fees and is subject to all other by-laws of the society as if the member had attained the age of 19 years.

Money payable to members

16. (1) Where money of a society becomes payable under the by-laws of the society to or for the use or benefit of a member of the society, the money is free from all claims by the creditors of the member.

Money payable on death of member

(2) Where, on the death of a member, any sum of money becomes payable under the by-laws of the society, it shall

- (a) be paid by the treasurer or other officer of the society to the person or persons entitled under the by-laws of the society, or
- (b) be applied by the society in the manner provided by the by-laws, and the money is, to the extent of \$2,000, free from all claims by the personal representative or creditors of the deceased.

Protection of society and treasurer

(3) Where money is

- (a) paid in good faith to a person who appears to the treasurer or other officer of the society to be entitled to receive it under the by-laws, or
 - (b) applied in good faith for the purposes provided by the by-laws,
- no action is maintainable against the society or the treasurer or other officer in respect of the payment or application of the money, but if it subsequently appears that the money has been paid to the wrong person, the person entitled to the money may recover the amount with interest from the person who has wrongfully received it.

DUTIES

Annual meeting and financial statement

17. Every society shall hold an annual general meeting in Nunavut at which shall be presented an annual financial statement signed by the auditor of the society or by two directors if there is no auditor and containing

- (a) the assets and liabilities of the society in the form of a balance sheet;
 - (b) the receipts and disbursements of the society since the date of incorporation or the date of the previous financial statement; and
 - (c) any further information that the by-laws may require.
- S.Nu. 2011,c.10,s.33(3).

Filing financial statement

18. (1) Every society shall, within 14 days after its annual meeting, file with the Registrar the financial statement referred to in section 17.

Directors

(2) Every society shall file with the financial statement referred to in section 17 a list of its directors with their addresses and occupations and on request of the Registrar, at any time, provide the Registrar with other particulars of its directors.

Further information

(3) The Registrar, on receipt of the financial statement mentioned in subsection (1), may request the society to supply further information that the Registrar may require and the society shall supply that further information within a reasonable time as an addendum to the financial statement.

Address of society

19. (1) Every society shall have an address in Nunavut to which all communications and notices may be sent and at which all processes may be served.

Change of address

(2) A society shall file with the Registrar notice of every change of address of the society. S.Nu. 2011,c.10,s.33(3).

Filing extraordinary resolutions

20. Every society shall file with the Registrar, in duplicate, every extraordinary resolution passed for any purpose mentioned in this Act, and the Registrar shall register one copy and return the other to the society, certified as having been filed.

Authentication

21. Every notice, return or resolution required to be filed with the Registrar must be authenticated by a director, secretary or other officer authorized by the society.

Copy of application and by-laws

22. At the request of a member, a society shall provide the member with a copy of its application and by-laws on payment of a sum not exceeding \$0.50.

CHANGES IN CONSTITUTION

Change in name, objects and locality of operations

23. (1) Subject to this section, a society may, by extraordinary resolution, change

- (a) the name of the society;
- (b) the objects of the society, to include objects that may advantageously be combined with or added to the existing objects of the society or to abandon, restrict or more accurately express existing objects; and
- (c) the locality in which the operations of the society are chiefly carried on.

Resolution ineffective unless approved

(2) No extraordinary resolution made under subsection (1) takes effect unless it is approved by the Registrar.

Certificate of changes

(3) The Registrar shall issue a certificate setting out particulars of the change where the Registrar has approved an extraordinary resolution made under subsection (1).

Publication of notice

(4) The Registrar may, if the Registrar thinks it advisable, publish a notice of any alteration under this section in a newspaper published in Nunavut at the cost of the society.

Refusal to issue certificate

(5) The Registrar may refuse to issue a certificate under this section where a society is in default in respect of any requirement of this Act.

Certificate as evidence

(6) A certificate issued by the Registrar pursuant to this section constitutes conclusive evidence that the requirements of this section have been complied with. S.N.W.T. 1998,c.5,s.32(4); S.Nu. 2011,c.10,s.33(3).

Effect of change of name

24. A change of name does not affect any rights or obligations of a society or render defective any legal proceedings by or against it, and any legal proceedings that might have been continued or commenced against the society by its former name may be continued or commenced against it by its new name.

DISSOLUTION

Surrender of certificate of incorporation

25. A society may, by extraordinary resolution, surrender its certificate of incorporation, and the Registrar may, after being satisfied that sufficient notice of the society's intention has been given and that no debts or liabilities of the society are outstanding, accept the surrender of the certificate and fix a date from which the society shall be dissolved.

Dissolution for failure to make return

26. The Minister may dissolve a society that

- (a) has failed for a period of two consecutive years to make, send or file any return, notice or document required to be made, filed or sent to the Registrar pursuant to this Act or the regulations; or
- (b) the Registrar has reasonable cause to believe is not in operation.

S.Nu. 2011,c.10,s.33(3).

Definition of "society"

27. (1) For the purposes of this section and sections 28 and 30, "society" includes any society or club incorporated by an Act that has for its objects the provision of facilities for the social intercourse and recreation of its members.

Certificate of Registrar that society should be dissolved

(2) The Registrar may issue to the Minister a certificate declaring that the Registrar is satisfied that a society should be dissolved on cause being shown to the Registrar that the Registrar considers sufficient.

Dissolution

(3) On receipt of a certificate referred to in subsection (2), the Minister may fix a date when the society shall be dissolved unless it complies with the conditions that the Minister considers proper. S.Nu. 2011,c.10,s.33(3).

Winding up

28. (1) On a society being dissolved or on the disorganization of a society, the Minister may appoint a liquidator or liquidators to wind up the affairs of the society.

Liquidators

(2) The liquidator or liquidators appointed under subsection (1) have and may exercise all the powers conferred by incorporation on the society or on the directors or any other officials of the society for the purpose of selling or otherwise disposing of the assets of the society and distributing the proceeds among the persons by law entitled to the proceeds. S.Nu. 2011,c.10,s.33(3).

REGISTRAR

Registrar

29. (1) The Minister may appoint a Registrar of Societies and may authorize any person to perform the duties of the Registrar.

Appeal

(2) An appeal may be taken to the Minister from any decision given by the Registrar within six months after the date of the decision and the Minister may affirm, set aside or modify any such decision. S.Nu. 2011,c.10,s.33(3).

OFFENCES AND PUNISHMENT

Specific offence and punishment

30. Every person who by himself or herself or in association with others carries on or attempts to carry on the affairs of a society that has been dissolved is guilty of an offence and liable on summary conviction to a fine not exceeding \$500.

General offence and punishment

31. Every society that contravenes this Act or the regulations is guilty of an offence and liable on summary conviction to a fine not exceeding \$100.

REGULATIONS

Regulations

32. On the recommendation of the Minister, the Commissioner may make regulations for carrying out the purposes and provisions of this Act and, without limiting the generality of this power to make regulations, may make regulations

- (a) fixing the fees payable to the Registrar for any services rendered under this Act;

- (b) prescribing the form of an application referred to in paragraph 2(a) and any other forms for the purposes of this Act; and
- (c) prescribing returns to be made by societies in addition to those required by this Act.

SAVING

Application to certain societies

33. (1) Subject to subsection (2) and section 34, every society incorporated under *An Ordinance respecting Benevolent and other Societies*, chapter 66 of *The Consolidated Ordinances of the Northwest Territories, 1898*, and operating in the Northwest Territories, as they then existed, on September 8, 1955, shall be deemed to be a society incorporated under this Act and its by-laws or the provisions in that Ordinance in the nature of by-laws by which it is governed shall, insofar as they are not inconsistent with this Act, continue in force until altered or rescinded.

Sections 12 and 14

(2) Sections 12 and 14 do not apply to societies described in subsection (1).
S.Nu. 2011,c.10,s.33(2).

TRANSITIONAL MATTERS RELATED TO DIVISION

Deemed incorporation in Nunavut

34. (1) A society incorporated or dissolved under the *Societies Act* (Northwest Territories) before April 1, 1999 is deemed as of that date to be incorporated or dissolved under this Act where the locality in which the operations of the society are or were chiefly carried on, as specified in its constitution, is in Nunavut on March 31, 1999 or on its date of dissolution, as the case may be.

Continuation of address for service

(2) Where the address for service of a society referred to in subsection (1) is located at a place in the Northwest Territories, the address for service of the society may continue to be located at that place, despite section 19, until March 31, 2001.

Power of registrar

(3) The registrar has the power to issue whatever certificates or documents he or she considers necessary to give effect to this section. S.N.W.T. 1998,c.35,Sch.F,s.1;
S.Nu. 2011,c.10,s.33(3).