Province of Alberta

SOCIETIES ACT

Revised Statutes of Alberta 2000
Chapter S-14

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Office Consolidation

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Note

All persons making use of this consolidation are reminded that it has no legislative sanction, that amendments have been embodied for convenience of reference only. The official Statutes and Regulations should be consulted for all purposes of interpreting and applying the law.

Regulations

The following is a list of the regulations made under the *Societies Act* that are filed as Alberta Regulations under the Regulations Act

	Alta. Reg.	*Amendments*
Societies Act		
Societies	122/2000	*206/2001, 251/2001, 27/2002, 203/2003, 354/2003, 35/2007, 68/2008, 53/2011, 31/2012, 62/2013, 184/2014, 146/2015, 83/2016, 33/2018, 10/2019, 216/2022, 98/2023*

SOCIETIES ACT

Chapter S-14

Table of Contents

1 Definitions
2 Application to existing societies

Incorporation

3 Incorporation
4 Shares, etc.
5 Reservation of name
6 Name of society
7 Revocation of name
8 Application to change Registrar's decision
9 Application for incorporation
10 Discretion of Registrar
11 Refusal of incorporation
12 Incorporation certificate
13 Certificate as evidence of regularity
14 Effect of certificate
15 Rescission, etc. of bylaws
16 Alteration of objects
17 Powers of society
18 Borrowing powers
19 Negotiable instruments

Members

20 Minors
21 Limitation of liability of members
22 Arbitration
23 Fines

Returns

24 Registered office

25 Annual general meeting
25.1 Electronic meetings
25.2 Electronic notice
26 Annual report
27 Officers and directors
28 Filing special resolution
29 Verification of notice, etc.
30 Furnishing copy of bylaws

Branch Societies

31 Branch societies

Amalgamation

32 Amalgamation

Dissolution

33 Dissolution
34 Surrender of certificate of incorporation
35 Winding up
36 Register of members, etc.
36.1 Use of register

Continuance of Not-for-profit Organizations

36.2 Continuance from other jurisdictions
36.3 Continuance to other jurisdictions

General

37 General penalty
38 Change of name
39 Regulations

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Alberta, enacts as follows:

Definitions

1 In this Act,

(a) "body corporate" means a body corporate however or wherever incorporated;

(a.1) "director" means any person occupying the position of director by whatever name called;

(a.2) "electronic means", in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms;

(b) "Registrar" means Registrar as defined in the *Business Corporations Act*;

(c) "society" means a society incorporated or continued under this Act and not discontinued;

(d) "special resolution" means

(i) a resolution passed

(A) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

RSA 2000 cS-14 s1;2014 c8 s8;2021 c3 s6

Application to existing societies

2(1) Any benevolent society incorporated under *An Ordinance respecting Benevolent and other Societies*, CONWT 1898 c66, or under *The Benevolent Societies Act,* RSA 1922 c159, and also any corporation incorporated under *The Mechanics' and Literary Institutes Act,* SA 1908 c16 and RSA 1922 c163, are deemed to be a society incorporated under this Act.

(2) The bylaws or the statutory provisions in the nature of bylaws by which a society referred to in subsection (1) is governed shall, so far as they are not contrary to an expressed provision of this Act, continue in force until altered or rescinded.

RSA 1980 cS-18 s2

Incorporation

Incorporation

3(1) Five or more persons may become incorporated under this Act for any benevolent, philanthropic, charitable, provident, scientific, artistic, literary, social, educational, agricultural, sporting or other useful purpose, but not for the purpose of carrying on a trade or business.

(2) If an Act other than the *Companies Act* provides for the incorporation of persons for a special purpose, no society shall be incorporated for that purpose under this Act.

RSA 1980 cS-18 s3

Shares, etc.

4(1) No society shall have a capital divided into shares or declare any dividend or distribute its property among its members during the existence of the society.

(2) The interest of a member in a society is not transferable.

(3) This section does not apply to a benevolent society incorporated before April 12, 1924,

(a) under *An Ordinance respecting Benevolent and other Societies*, CONWT 1898 c66, or

(b) under *The Benevolent Societies Act*, RSA 1922 c159.

RSA 1980 cS-18 s4

Reservation of name

5 If requested to do so by the incorporators of a society, or by a society, the Registrar shall assign to the society as its name a designated number determined by the Registrar.

1981 c38 s2;1984 c12 s7

Name of society

6(1) Subject to the circumstances and conditions prescribed by the regulations, a society shall not have a name

(a) that is prohibited by the regulations or contains a word or expression prohibited by the regulations,

(b) that is identical to the name of

(i) a body corporate incorporated under the laws of Alberta, whether in existence or not,

(ii) an extra-provincial corporation registered in Alberta, or

(iii) a corporation incorporated by or under an Act of the Parliament of Canada,

(c) that is, in the opinion of the Registrar, similar to the name of

(i) a body corporate incorporated under the laws of Alberta,

(ii) an extra-provincial corporation registered in Alberta, or

(iii) a corporation incorporated by or under an Act of the Parliament of Canada

if the use of that name is confusing or misleading, or

(d) that does not meet the requirements prescribed by the regulations.

(2) If,

(a) through inadvertence or otherwise, a society comes into existence with or acquires a name that contravenes subsection (1), or

(b) the Registrar disapproves a society's name after it is acquired by the society,

the Registrar may, by notice in writing, giving the Registrar's reasons, direct the society to change its name to a new name that the Registrar approves.

(3) The Registrar may give a notice under subsection (2) on the Registrar's own initiative or at the request of a person who feels aggrieved by the name that contravenes subsection (1).

(4) If a society

(a) is directed to change its name under subsection (2), and

(b) does not appeal the direction of the Registrar within 60 days after the date of the notice,

the Registrar may revoke the name of the society and assign to it as its name a designated number, and until changed in accordance with this Act and the regulations the name of the society is the designated number so assigned.

(5) If an application is made to restore a society under this Act and, between the date of dissolution of the society and the date of its restoration, another society has come into existence with or has acquired a name that is likely to be confused with the name of the

society to be restored, the Registrar may require, as a condition of the restoration, that the restored society does not pursue its original purposes, or, if it seeks to do so, that it change its name to a name approved by the Registrar or to a designated number, immediately after it is restored.

1981 c38 s2;1984 c12 s7

Revocation of name

7 When a society has had its name revoked and a name assigned to it under section 6(4), the Registrar shall issue a certificate of amendment showing the new name of the society and, on and after the date shown on the certificate of amendment, the application and bylaws of the society are deemed to be amended to refer to the new name shown in the certificate of amendment.

1981 c38 s2

Application to change Registrar's decision

8(1) A person who feels aggrieved by a decision of the Registrar to assign a name under section 5, or to approve a name or to change, revoke, disapprove or assign a name under section 6 may apply to the Court of King's Bench, on at least 7 days' notice to the Registrar and any other persons that the Court directs, for an order requiring the Registrar to change that decision, and on the application the Court may so order and make any further order it thinks fit.

(2) Within 10 days after the entry of an order of the Court of King's Bench made under subsection (1), the person who obtained the order shall file with the Registrar a copy of that order certified by the clerk of the court.

RSA 2000 cS-14 s8;AR 217/2022

Application for incorporation

9(1) Persons desiring to become incorporated under this Act shall make and subscribe an application for incorporation in the prescribed form, and also bylaws agreed on by them for the government of the society, and shall transmit the application and bylaws together with documents relating to corporate names that are prescribed by the regulations and an incorporation fee as set by the regulations, to the Registrar.

(2) The application shall set out

(a) the intended corporate name of the society, and

(b) the purpose or purposes for which incorporation is desired.

(3) Repealed 2021 c13 s13.

(4) The bylaws that accompany the application shall contain provisions for all the following matters:

(a) 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 and number constituting a quorum at any of those meetings and rights of voting;

(d) the appointment and removal of directors and officers and their duties, powers and remuneration;

(e) the exercise of borrowing powers;

(f) the audit of accounts;

(g) the custody and use of the seal of the society;

(h) the manner of making, altering and rescinding bylaws;

(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 members.

RSA 2000 cS-14 s9;2021 c13 s13

Discretion of Registrar

10(1) Subject to the right of appeal given under subsection (3), the Registrar is the sole judge as to whether the purposes mentioned in the application for incorporation, or any of them, are purposes for which the society may be incorporated under this Act.

(2) The Registrar may direct that any of the purposes mentioned in the application, or any of the bylaws accompanying the application, be struck out or be modified in accordance with the directions given by the Registrar.

(3) An appeal may be taken to the Lieutenant Governor in Council from a decision given by the Registrar under this section within 30 days after the date of the decision.

RSA 1980 cS-18 s6

Refusal of incorporation

11 The Registrar may refuse incorporation for any reason that appears to the Registrar to be sufficient.

RSA 1980 cS-18 s7

Incorporation certificate

12 The Registrar, on receipt of the application and the bylaws and in compliance with the directions, if any, given by the Registrar with respect to them,

(a) may issue under the Registrar's seal of office a certificate that the society is incorporated, and

(b) shall, at the expense of the applicants, publish a notice of the incorporation in The Alberta Gazette or the Registrar's periodical published under the *Business Corporations Act*.

RSA 1980 cS-18 s8;1983 c22 s6

Certificate as evidence of regularity

13 A certificate of incorporation issued by the Registrar in respect of a society is conclusive proof

(a) that the requirements of this Act in respect of incorporation have been complied with, and

(b) that the society is incorporated in accordance with this Act.

RSA 1980 cS-18 s9

Effect of certificate

14 From the date of the certificate of incorporation, the subscribers to the application and the other persons that from time to time become members of the society are a corporation and have all the powers, rights and immunities vested by law in a corporation.

RSA 1980 cS-18 s10

Rescission, etc. of bylaws

15(1) The bylaws of a society shall not be rescinded, altered or added to except by special resolution of the society.

(2) No rescission or alteration of or addition to a bylaw has effect until it has been registered by the Registrar.

(3) If the Registrar is of the opinion that a bylaw is not in accordance with the application for incorporation or that it contains anything contrary to law, the Registrar shall refuse to register it.

RSA 1980 cS-18 s11

Alteration of objects

16(1) A society may, by special resolution, alter its objects

(a) to include some object or objects that may conveniently or advantageously be combined with the existing objects of the society, or

(b) to restrict or abandon an object specified in its application,

but the resolution does not take effect until the Registrar has approved and registered it.

(2) A notice of the alteration of objects shall be published, at the expense of the society, in The Alberta Gazette or the Registrar's periodical published under the *Business Corporations Act*.

RSA 1980 cS-18 s12;1983 c22 s6

Powers of society

17(1) A society may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

(2) The funds and property of the society shall be used and dealt with for its legitimate objects only and in accordance with its bylaws.

RSA 1980 cS-18 s13

Borrowing powers

18(1) For the purpose of carrying out its objects, a society may borrow or raise or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures.

(2) The power of a society under subsection (1) shall be exercised only under the authority of the bylaws of the society and in no case shall debentures be issued without the sanction of a special resolution of the society.

RSA 1980 cS-18 s14

Negotiable instruments

19 For the purpose of carrying out its objects, a society may, subject to its bylaws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

RSA 1980 cS-18 s15

Members

Minors

20 A person under the age of 18 years who is elected or admitted as a member of a society or appointed to an office in it is liable to the payment of fees and otherwise liable under the rules of the society as if the person were an adult.

RSA 1980 cS-18 s16

Limitation of liability of members

21 No member of a society is, in the member's individual capacity, liable for a debt or liability of the society.

RSA 1980 cS-18 s17

Arbitration

22(1) The bylaws of a society may provide that a dispute arising out of the affairs of the society and between any members of the society or between

(a) a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or

(b) a person claiming through the member or aggrieved person or claiming under the bylaws of the society,

and the society or a director or officer of the society, shall be decided by arbitration, which shall be under the *Arbitration Act* unless the bylaws prescribe some other method.

(2) A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of King's Bench, and unless the bylaws otherwise provide there is no appeal from it.

RSA 2000 cS-14 s22;AR 217/2022

Fines

23(1) A society may by its bylaws impose a penalty of not more than $5 on a member contravening a bylaw of the society.

(2) A penalty may be recovered as a debt due from the member of the society, and all penalties so recovered belong to the society.

RSA 1980 cS-18 s19

Returns

Registered office

24(1) Every society shall have a registered office in Alberta to which all communications and notices may be sent and at which all process may be served.

(2) Notice of the location of the registered office of a society, giving the postal address, shall be filed with the Registrar

(a) with the application for incorporation or the application for continuance, as the case may be, and

(b) within 15 days after a change in the location of the registered office.

RSA 2000 cS-14 s24;2014 c8 s8

Annual general meeting

25 A society shall hold an annual general meeting and shall present at that meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the society's auditor.

RSA 2000 cS-14 s25;2022 c14 s17

Electronic meetings

25.1 Unless the bylaws, articles or other governing documents expressly provide otherwise,

(a) a person entitled to attend a meeting of the society or of its board of directors may attend the meeting by electronic means,

(b) a meeting of the society or of its board of directors may be held entirely by electronic means,

(c) a person attending a meeting by electronic means under clause (a) or (b) who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the society has made available for that purpose, and

(d) a person attending a meeting by electronic means under clause (a) or (b) is deemed for the purposes of this Act to be present in person at the meeting.

2021 c3 s6

Electronic notice

25.2 Unless the society's bylaws, articles or other governing documents expressly provide otherwise, a notice of a meeting under this Act may be sent by electronic means in accordance with the provisions of the *Electronic Transactions Act*.

2021 c3 s6

Annual report

26(1) In this section, "anniversary month" means the month in each year that is the same as the month in which the certificate of incorporation of the society was issued.

(2) A society shall each year, on or before the last day of the month immediately following its anniversary month, make a return to the Registrar containing

(a) the address of the registered office of the society,

(b) the full name and street address or postal address of each officer and director of the society, and

(c) repealed 2021 c13 s13,

(d) the audited financial statement presented at the last annual general meeting of the society.

(3) Notwithstanding anything in this section, where there is a change

(a) in the membership of the officers or directors of a society, or

(b) in the name and street address or postal address of an officer or director of a society,

the society shall, within 30 days from the day that the change occurs, give notice to the Registrar in a form acceptable to the Registrar setting out the change.

RSA 2000 cS-14 s26;2018 c20 s16;2021 c13 s13

Officers and directors

27 A society shall, on request of the Registrar, furnish the Registrar with particulars of its officers and directors.

RSA 1980 cS-18 s23

Filing special resolution

28 A society shall file with the Registrar every special resolution passed for any purpose mentioned in this Act.

RSA 1980 cS-18 s24

Verification of notice, etc.

29 Every notice, return or resolution required to be filed with the Registrar shall be dated and verified by a person having knowledge of the affairs of, and who is authorized by, the society on whose behalf the notice, return or resolution is made.

RSA 1980 cS-18 s25

Furnishing copy of bylaws

30 A society shall furnish to a member, at the member's request and on payment of a sum not exceeding $0.50, a copy of its application for incorporation and bylaws.

RSA 1980 cS-18 s26

Branch Societies

Branch societies

31(1) A society may establish and maintain one or more branch societies.

(2) A branch society shall have the powers, not exceeding the powers of the society, that the society may from time to time confer.

(3) When a society establishes a branch society, it shall send immediately to the Registrar a notice setting out

(a) the date on which the branch society was authorized,

(b) the title, locality and powers of the society, and

(c) any other information the Registrar requires,

and the society shall likewise notify the Registrar when a branch ceases to exist.

RSA 1980 cS-18 s27

Amalgamation

Amalgamation

32(1) Two or more societies may amalgamate and continue as one society.

(2) Each society proposing to amalgamate shall enter into an amalgamation agreement setting out the terms and means of effecting the amalgamation and, in particular, setting out

(a) the name of the amalgamated society;

(b) the objects of the amalgamated society;

(c) the name and address of each proposed director of the amalgamated society;

(d) whether the bylaws of the amalgamated society are to be those of one of the amalgamating societies and, if not, a copy of the proposed bylaws of the amalgamated society;

(e) any other matters that may be necessary to effect the amalgamation and to provide for the subsequent management and working of the amalgamated society.

(3) The directors of each amalgamating society shall submit the amalgamation agreement to the members of the society for adoption by special resolution.

(4) After an amalgamation has been adopted under subsection (3), an application for amalgamation in the prescribed form must be filed with the Registrar together with the following:

(a) a copy of the special resolution of each amalgamating society adopting the amalgamation agreement, certified to be a true copy by the president and secretary of the society;

(b) the amalgamation agreement;

(c) if the name of the amalgamated society is not the same as that of one of the amalgamating societies, documents relating to the name of a society as prescribed by the regulations;

(d) any other information required by the Registrar.

(5) On receipt of the documents and the prescribed fee, the Registrar may issue a certificate of amalgamation in the prescribed form.

(6) On the date shown in a certificate of amalgamation,

(a) the amalgamating societies are amalgamated and are continued as one society;

(b) the property of each amalgamating society continues to be the property of the amalgamated society;

(c) the amalgamated society continues to be liable for all debts and obligations of each amalgamating society;

(d) a civil, criminal or administrative action or proceeding pending by or against an amalgamating society may be continued to be prosecuted by or against the amalgamated society;

(e) a conviction against, or a ruling, order or judgment in favour of or against, an amalgamating society may be enforced by or against the amalgamated society;

(f) the certificate of amalgamation is deemed to be the certificate of incorporation of the amalgamated society.

1998 c23 s22

Dissolution

Dissolution

33(1) In this section, "society" includes a society or club that is incorporated by a private Act of the Legislature and that has for its object the provision of facilities for the social intercourse and recreation of its members.

(2) On sufficient cause being shown to the Registrar, the Registrar may issue to the Lieutenant Governor in Council a certificate under the Registrar's seal of office declaring that the Registrar is satisfied that the incorporation of a society should be revoked and cancelled.

(3) On receipt of the certificate, the Lieutenant Governor in Council may

(a) revoke and cancel the incorporation of the society, and

(b) declare the society to be dissolved on any conditions and subject to any provisions that the Lieutenant Governor in Council considers proper.

(4) A person who, alone or in association with others, carries on or attempts to carry on the affairs of a society the incorporation of which has been revoked and cancelled and that has been declared to be dissolved is guilty of an offence and liable to a fine not exceeding $500.

(5) On the revocation of the incorporation of a society, or on its disorganization, the Lieutenant Governor in Council may appoint a liquidator or liquidators to wind up the affairs of the society.

(6) The liquidator or liquidators appointed under subsection (5) may exercise all the powers conferred by incorporation on the society or on the directors or on any other official 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 them.

RSA 1980 cS-18 s28

Surrender of certificate of incorporation

34(1) A society may, by special resolution, surrender its certificate of incorporation.

(2) If satisfied that sufficient notice of the society's intention to surrender its certificate of incorporation has been given and that no debts or liabilities of the society are outstanding, the Registrar may accept the surrender of the certificate and cancel it, and fix a date from which the society shall be dissolved.

RSA 1980 cS-18 s29

Winding up

35(1) Part 17 of the *Business Corporations Act* applies to a society under this Act as if it were a corporation.

(2) Notwithstanding subsection (1), for the purposes of this Act

(a) the period referred to in section 213(1)(c) of the *Business Corporations Act* shall be 2 years, and

(b) the notice under section 213(2)(a) of the *Business Corporations Act* is not required to be given to the directors.

(3) Notwithstanding subsection (1), for the purposes of this Act a society dissolved under this Act may be revived at any time.

RSA 2000 cS-14 s35;2021 c18 s77

Register of members, etc.

36(1) A society shall keep a register of its members containing the names of the applicants for incorporation and the name of every other person who is admitted as a member of the society, together with the following particulars of each person:

(a) the full name and street address or postal address;

(b) the date on which the person is admitted as a member;

(c) the date on which the person ceases to be a member;

(d) the class of membership of the person, if the society has classes of members.

(2) A society shall, on and after its date of registration, keep the register of its members at its registered office and shall, on each regular business day during not less than 2 regular business hours as determined by the society at a general meeting, permit a member of the society to inspect the register without payment of a fee.

(3) A society shall, within a reasonable time of receiving from a member of the society a request to provide to the member a copy of the register, the annual list of members or an excerpt from any one or more of them and on payment by the member of a sum not exceeding $0.25 for every 100 words to be copied, provide to that member the copy of the register, list or excerpt so requested.

RSA 2000 S-14 s36;2018 c20 s16

Use of register

36.1(1) In this section, "personal information" means personal information as defined in the *Personal Information Protection Act* other than business contact information to which that Act does not apply by virtue of section 4(3)(d) of that Act.

(2) Notwithstanding section 36, a society may disclose the register or an annual list of members or an excerpt of either or both of them to a member of the society only if the information contained in the register, list or excerpt is to be used by the member for matters relating to the affairs of the society.

(3) A member of a society may use personal information about another member of the society that is contained in the register, list or excerpt for any matter not referred to in subsection (2) if that other member gives consent to that use.

2003 cP-6.5 s73

Continuance of Not-for-profit Organizations

Continuance from other jurisdictions

36.2(1) A body corporate incorporated or continued under the laws of any jurisdiction other than Alberta may apply to the Registrar for a certificate of continuance if

(a) continuance under this Act is authorized by the laws of that jurisdiction, and

(b) the body corporate satisfies, or by its application for continuance would satisfy, the requirements for incorporation under this Act.

(2) A body corporate that applies for a certificate under subsection (1) may effect, by its application for continuance, any amendment to its act of incorporation, articles, letters patent or memorandum or articles of association that a society incorporated under this Act may make to its objects, name and bylaws.

(3) If the body corporate is a body corporate with share capital, the body corporate shall establish the terms and conditions on which the body corporate is converted to a society without share capital.

(4) A body corporate that applies for a certificate of continuance under subsection (1) shall file with the Registrar an application for continuance in the prescribed form and include

(a) a copy of the bylaws of the proposed society,

(b) the prescribed fee,

(c) the prescribed documents, if any, and

(d) any other information requested by the Registrar.

(5) On receipt of the application for continuance under subsection (4), the Registrar may, on the terms and subject to the limitations and conditions that the Registrar considers appropriate, issue a certificate of continuance in the form set by the Registrar.

(6) The Registrar may refuse to issue a certificate of continuance, in which case the Registrar shall advise the body corporate of the refusal.

(7) On the date shown on the certificate of continuance,

(a) the body corporate becomes a society to which this Act applies as if it had been incorporated under this Act,

(b) the name of the body corporate provided for in the application for continuance is deemed to be the name of the society,

(c) the objects of the body corporate provided for in the application for continuance are deemed to be the objects of the society,

(d) the bylaws a copy of which was included with the application for continuance submitted under subsection (4) are deemed to be the bylaws of the society,

(e) the certificate of continuance is deemed to be the certificate of incorporation of the society, and

(f) any shareholders or members of the body corporate cease to be shareholders or members of the body corporate and become members of the society.

(8) The Registrar shall provide a copy of the certificate of continuance to the appropriate official or public body in the jurisdiction in which continuance under this Act is authorized.

(9) On and from the date of continuance of a body corporate as a society under this Act,

(a) the property of the body corporate continues to be the property of the society,

(b) the society continues to be liable for the obligations of the body corporate,

(c) any existing cause of action, claim or liability to prosecution is unaffected,

(d) any civil, criminal, administrative, investigative or other action or proceeding pending by or against the body corporate may continue to be prosecuted by or against the society, and

(e) any conviction against or ruling, order or judgment in favour of or against the body corporate may be enforced by or against the society.

(10) A membership in a body corporate issued before the body corporate was continued under this Act is deemed to have been issued in compliance with this Act and the bylaws of the society.

2014 c8 s8

Continuance to other jurisdictions

36.3(1) Subject to this section, a society may apply to the appropriate official or public body of another jurisdiction requesting that the society be continued as if it had been incorporated under the laws of that other jurisdiction.

(2) An application for continuance may be made under subsection (1) only if

(a) the application for continuance is authorized by the members of the society by special resolution, and

(b) the society obtains the approval of the Registrar under subsection (3).

(3) The Registrar may grant a society approval to make an application under subsection (1) if

(a) the society provides the Registrar with a copy of the special resolution referred to in subsection (2)(a) certified to be a true copy by a director, officer or authorized representative of the society,

(b) the society establishes, to the satisfaction of the Registrar, that its proposed continuance in the other jurisdiction will not adversely affect creditors or members of the society,

(c) the Registrar is satisfied that the continuation is not prohibited by subsection (4), and

(d) the society provides, to the satisfaction of the Registrar, any other documents or information requested by the Registrar.

(4) A society shall not be continued as a body corporate under the laws of another jurisdiction unless those laws provide in effect that

(a) the property of the society continues to be the property of the body corporate,

(b) the body corporate continues to be liable for the obligations of the society,

(c) any existing cause of action, claim or liability to prosecution is unaffected,

(d) any civil, criminal, administrative, investigative or other action or proceeding pending by or against the society may continue to be prosecuted by or against the body corporate, and

(e) any conviction against or ruling, order or judgment in favour of or against the society may be enforced by or against the body corporate.

(5) Each membership in the society carries the right to vote in respect of a continuance whether or not it otherwise carries the right to vote.

(6) The directors and officers of a society may, if authorized by the members at the time of authorizing an application for continuance, abandon the application without further approval of the members.

(7) If the Registrar has granted an approval under subsection (3) and the Registrar has received a notice satisfactory to the Registrar that the society has been continued under the laws of another jurisdiction, the Registrar shall issue a certificate of discontinuance in a form set by the Registrar.

(8) On the date shown on the certificate of discontinuance, the society becomes an extra-provincial body corporate as if it had been incorporated under the laws of the other jurisdiction.

2014 c8 s8

General

General penalty

37 A society that contravenes this Act or the regulations is guilty of an offence and liable to a fine not exceeding $100.

RSA 1980 cS-18 s32

Change of name

38 A society may change its name, and may contract in the same way as if it were incorporated under the *Business Corporations Act*.

RSA 1980 cS-18 s33;1981 cB-15 s284(28)

Regulations

39 The Lieutenant Governor in Council may make regulations

(a) for carrying out the purposes of this Act;

(b) setting the fees payable to the Registrar for incorporation, for applications, for filings and for services under this Act;

(c) prescribing forms for the purposes of this Act;

(d) prescribing the returns to be made by societies and the form of the returns;

(e) prescribing the documents referred to in sections 9(1), 32(4) and 36.2(4);

(f) respecting names of societies;

(g) prohibiting the use of any names or any words or expressions in a name;

(h) defining any word or expression used in section 6(1)(c);

(i) prescribing requirements for the purposes of section 6(1)(d);

(j) respecting the circumstances and conditions under which a name under section 6 may be used;

(k) prescribing the punctuation marks and other marks that may form part of a name.

RSA 2000 cS-14 s39;2014 c8 s8

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