

# **SOCIETIES ACT**

## Chapter S-14

### *Table of Contents*

1	Definitions
2	Application to existing societies
<b>Incorporation</b>	
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
<b>Members</b>	
20	Minors
21	Limitation of liability of members
22	Arbitration
23	Fines
<b>Returns</b>	
24	Registered office

- 25 Annual general meeting
- 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

#### **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) “director” means any person occupying the position of director by whatever name called;
- (b) “Registrar” means Registrar as defined in the *Business Corporations Act*;
- (c) “society” means a society incorporated under this Act;
- (d) “special resolution” means
  - (i) a resolution passed

- (A) at a general 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 of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
  - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

RSA 1980 cS-18 s1;1981 cB-15 s284(28)

#### **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

(c) 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 Queen'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 Queen'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.

1981 c38 s2;1984 c12 s7

#### **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)** The application shall be accompanied with any information respecting the subscribers to the application that may be required by the regulations under the *Agricultural and Recreational Land Ownership Act* and section 35 of the *Citizenship Act (Canada)* in the form and manner prescribed by those regulations.

**(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 1980 cS-18 s5;1984 c12 s7;1994 c23 s50

#### **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 Queen's Bench, and unless the bylaws otherwise provide there is no appeal from it.

RSA 1980 cS-18 s18

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

RSA 1980 cS-18 s20

### Annual general meeting

**25** A society shall hold an annual general meeting in Alberta 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 1980 cS-18 s21

### 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, address and occupation of each officer and director of the society,
- (c) any information respecting the members of the society that may be required by regulations under the *Agricultural and Recreational Land Ownership Act* and section 35 of the *Citizenship Act* (Canada) in the form and manner prescribed by those regulations, and
- (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, address or occupation 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 1980 cS-18 s22;1994 c23 s50;1996 c32 s7

#### **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.

RSA 1980 cS-18 s30;1981 cB-15 s284(28);1984 c12 s7

**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 residential 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 1980 cS-18 s31

**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

### 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 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 section 9(1);
- (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 1980 cS-18 s34;1984 c12 s7