

# 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 If the existing by-laws are repealed and replaced, the new set of by-laws must be provided in duplicate, along with the Special Resolution of the members.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? [See Clause 3.1.1](#)
  
- **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? [See fourth bullet in Clause 3.1.1](#)
  
- **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? [See Clause 3.1.3 for resignation and 3.1.4 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)? [See Clause 3.2.6 for voting rights, 3.2.7 for allowing electronic voting and 3.2.9 for not allowing voting by proxy.](#)

## Meetings

- **Calling general meetings.** How will members be notified of general meetings? By letter? By telephone? How many days notice will they be given? [See Clause 3.2.1 and Clause 2.10 for definition of Society Announcement.](#)
  
- **Calling special meetings.** How will members be notified of special meetings? By letter? By telephone? How many days notice will they be given? [See Clause 3.2.3](#)
  
- **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? [See Clause 3.2.4](#)
  
- **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? [See Clause 3.2.4](#)

## Directors and Officers

- **Appointment and removal of directors and officers.** How will directors or officers be appointed? [See Clause 4.5.1](#) How will they be removed from office if they don't do the job they've been appointed to do? [See Clauses 4.5.3 and 4.5.4](#) Will all your members be directors or officers? You must say so if this is the case. [Since this is not the case for GN, it is not be mentioned in the bylaws.](#)

□ **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. [See Clauses 4.3 and 4.4](#)

□ **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. [See Clause 4.2](#)

□ **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. [See Clause 4.7.1. They cannot be paid.](#)

### **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. [See Clause 7.1](#)

□ **Borrowing money.** Will the society be able to borrow money? Your by-laws must address this issue. [See Clause 9.1](#)

### **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? [See Clause 4.3.3](#)

□ **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? [See Clause 4.3.3 for taking and keeping minutes and 8 for storage.](#)

□ **Preparing and keeping other books and records.** Who is responsible for preparing other books and records? Who is responsible for keeping these items? [See Clause 4.3.3 for taking and keeping other records and 8 for storage.](#)

□ **Inspecting books and records.** Do the society's members have the right to inspect the books and records? When? Where? [See Clause 7.2](#)

### **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? [See Clause 6](#)

□ **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. [See Clause 13 and 2.11 for definition of Special Resolution](#)