

HOW TO INCORPORATE A SOCIETY

(This information was obtained from the Corporate Registry Website. Please see Resources for the address, phone number and email link)

What is a society?

Societies are formed by five or more people who share a common recreational, cultural, scientific, or charitable interest. A society may not incorporate primarily to carry on a trade or business.

Why would you incorporate a society?

Although a society does not need to incorporate, there are several advantages to formally incorporating the society. One advantage is that a member of a society may not be held responsible for the debts of the society. A society may own property and may enter into contracts itself, as opposed to its individual members entering into the contract. The public's perception of a society is one having a more permanent status than an unincorporated group. An incorporated society may be eligible for government grants and to become a registered charity with Revenue Canada.

Please note that the set of standard objectives included in the '[Application to Form a Society](#)' (pdf-107kb) meets current Societies Act requirements for society incorporation in Alberta. Use them if they meet your organization's needs.

However, if your organization intends to register as a charity, these objectives may not meet the requirements of Canada Customs and Revenue Agency (Revenue Canada).

Prior to submitting information to Canada Customs and Revenue Agency, you should determine what they consider to be charitable purposes and ensure your objectives meet their criteria.

The [Societies Act](#) regulates societies incorporated in Alberta. A group is not required to incorporate under the Societies Act. The decision to incorporate is made by each group.

How is a society formed?

To form a society, you must provide a society name, describe the objectives or the purposes for which it was incorporated, provide the bylaws, and give an address for the society. The following information is provided to assist you in this process.

Society Names

The first step in incorporating a society is to choose a name. Your society's name must not be the same, or similar to, any other society or corporation's name. A society name is made up of three parts, or elements, all of which must be present in the name but not in any particular order. An example of a society name is the "John Smith White Water Rafting Memorial Foundation".

The "distinctive element" is a unique word or location that makes the society's name different from others. In our example, "John Smith White Water Rafting Memorial Foundation", the distinctive element is "John Smith". This part should set your name apart from other names, making it distinctive and easy to remember.

The "descriptive element" describes what the society is or does. In our example, the descriptive element would be "White Water Rafting Memorial".

The "legal element" must be one of the following words:

- Society
- Association
- Club
- Fellowship
- Guild
- Foundation
- Institute
- League
- Committee
- Council
- Board
- Centre
- Bureau

In our example, the legal element is "Foundation".

Once you have decided on your name, you will have to obtain a **NUANS Report**. This report will be used to decide whether your group can use the name you have chosen. If you choose to have a name that is similar to another name, you will need to obtain written permission from the other group to use the similar name.

Society Structure

The second step in forming a society is to complete an application form, which includes the objects or purposes for which the society was incorporated. In our example, the objects may include the raising of funds to build a memorial or to set up an educational fund on the dangers of white water rafting.

The third step is to complete a set of bylaws. These bylaws set out the way the society is organized and the rules surrounding all of its activities. Your society bylaws must include, for example, how new members join, and what their rights and responsibilities include. Other bylaws must set out how the membership will be notified for meetings, how directors may be appointed and removed, etc.

For the convenience of the society's founding subscribers, Corporate Registry can provide a **standard set of documents**, including both the application and bylaws. The society may choose to use the standard documents or may create its own application and bylaws. Both documents must meet The Societies Act requirements. If they meet the society's own requirements for objects and/or bylaws, they may be used in the incorporation process. Both documents may be amended after incorporation.

The fourth step is to set out the complete address of the society.

Something to consider...

Occasionally, society members disagree on how to handle internal matters. Corporate Registry does not supervise the conduct of societies, nor does it provide a counseling service on matters

other than forms and the documents filed with them. Societies must be prepared to resolve their own internal disputes.

To ensure that internal disputes are handled fairly, Corporate Registry recommends including a bylaw outlining an arbitration procedure. See "General Information" and "Section 18 of the [Societies Act](#)" for further information.

Where do I send the documents to incorporate a society?

Submit the completed [forms](#), together with the [NUANS report](#) and the [incorporation fee](#), to the [Corporate Registry office](#). Corporate Registry personnel examine all society incorporation submissions and, if the requirements are met, will issue a Certificate of Incorporation under the [Societies' Act](#).

Obligations and Responsibilities After Incorporation or Registration

Once incorporated or registered, the legal entity (society) must conduct business in Alberta according to the provisions set out in the Societies Act.

Failure to comply with certain responsibilities may result in the legal entity being removed from Corporate Registry's active records. Filing an Annual Return is one requirement that is common to all legal entities, with the exception of Business Names.

Annual Returns

Annual return information must be provided by the legal entity each and every year. The annual return provides information about the directors and/or officers for societies. If the annual return information is not filed, the society will ultimately be dissolved. If an extra-provincial corporation does not file its annual return information, its registration will be cancelled in Alberta.

Corporate Registry will mail a pre-printed annual return form to an Alberta society one month prior to the anniversary month of its incorporation. A society and non-profit company must provide its annual return information to the [Corporate Registry Office](#).

Change Notices

Societies, non-profit companies, and religious societies are required to file updates of their addresses and changes to their officers and directors. These must be submitted directly to the [Corporate Registry Office](#).

Amend Notices

Amendments to objects and bylaws or name of society of a society must be in accordance with the Societies Act. Requests for amendments must be in writing and submitted directly to the [Corporate Registry Office](#).

NUANS Reports

NUANS (Newly Upgraded Automated Name Search) is a computerized search system that, for the purposes of Corporate Registry, compares a proposed corporate name to a database of existing corporate names. This comparison determines the similarity that exists between the proposed name and existing names in the database, and produces a listing of names that are found to be most similar.

In most cases, the NUANS report will reserve the proposed name, for a period of 90 days, for the person requesting the report. Business Name Search Reports are different in that, while they provide a list of similar names, there is no exclusive reservation of the name.

NUANS reports, whether they are sent to an authorized service provider or to the Corporate Registry office, must be less than 91 days old and must contain all 6 pages. Either the original or a carbon copy is acceptable.

In Alberta, the process for searching corporate names is carried out by [private search houses](#).

A Search House listing may be accessed by the link on this page, or may be found under the heading "Searchers of Records" in the yellow pages of the Edmonton and Calgary telephone directories.

Fee Schedule for Societies

The following fee schedule pertains only to services that are provided by the Corporate Registry office.

Please make cheques payable to: The Minister of Finance

	Type of Service	Fee under Societies Act
1.	Incorporation	\$50
2.	Amalgamation	
3.	Articles of Amendment	\$25
4.	Restoration/Revival	\$50
5.	Change of Objectives	\$25
6.	Change of Name	\$25
7.	Annual Return	\$0
8.	Appointment of Receiver	\$0
9.	Any Certificate or Certification for which a fee is not provided	\$25