

## Changes to the Societies Act

The Societies Act was introduced in 2016. Its introduction provided societies in B.C. with a new user-friendly legal framework. This year some refinements will be made to the Act. These changes will increase clarity, readability, fill gaps, and address concerns that have been identified since the introduction of the new Act.

This table has been created to give society directors, members, and others involved with societies a summary of the changes that are most likely to be of interest. For readability, we have not included all details or listed all upcoming amendments. This table is provided for guidance only; it is not legal advice.

Last update to the table: May 4 2023

<b>Topic</b>	<b>What does the change do?</b>	<b>Date effective</b>
<b><i>Bylaws</i></b>	<ul style="list-style-type: none"> <li>Provides rules around directors' period of holding office.</li> </ul>	May 4 2023
	<ul style="list-style-type: none"> <li>Makes allowances for conflicted directors or senior managers to remain in a meeting.</li> </ul>	May 4 2023
<b><i>Register of directors</i></b>	<ul style="list-style-type: none"> <li>The date directors start and cease to be directors must now be included on the register of directors.</li> </ul>	May 4 2023
<b><i>Register of members</i></b>	<ul style="list-style-type: none"> <li>The <b>only</b> information allowed on the register of members will be the name and contact information of each member and class of membership (if applicable).</li> </ul>	May 4 2023
<b><i>Errors in the statement of directors and registered office</i></b>	<ul style="list-style-type: none"> <li>Societies will be obligated to file a notice of correction if they become aware of an error in their statement of directors and registered office.</li> </ul>	May 4 2023
	<ul style="list-style-type: none"> <li>A new application will be introduced for individuals to apply to the registrar to have their name removed from a statement of directors and registered office when it is included in error.</li> </ul>	May 4 2023
<b><i>Access to records</i></b>	For societies that restrict members' rights to inspect the register of members: <ul style="list-style-type: none"> <li>Limitations are being placed on what an individual may use a copy of the register of members for.</li> </ul>	May 4 2023
	For all societies: <ul style="list-style-type: none"> <li>When making a record available for pick up the society must send the recipient a notice that the record is available.</li> </ul>	May 4 2023
<b><i>Disclosure of remuneration</i></b>	<ul style="list-style-type: none"> <li>Requires societies to disclose the remuneration of <b>all</b> employees and contractors over the prescribed amount (currently \$75,000).</li> </ul>	May 4 2023

<b>Directors</b>	<ul style="list-style-type: none"> <li>● Directors without a term of office will cease to hold office at close of the first AGM after becoming a director (unless the bylaws provide otherwise).</li> <li>● Allows a person who was incapable of managing their own affairs but has since been found otherwise to be a director.</li> </ul>	May 4 2023
<b>Meetings</b>	<ul style="list-style-type: none"> <li>● Provides that minutes must be kept for general meetings only and not for other gatherings.</li> </ul>	May 4 2023
	<ul style="list-style-type: none"> <li>● Directors may only pass a directors' resolution without a meeting if they have already sent a copy of the resolution to all directors. Passing the resolution requires all the directors to consent (or a lesser number of directors if allowed by the bylaws).</li> </ul>	May 4 2023
	<ul style="list-style-type: none"> <li>● Alternative directors or proxy voting at directors' meetings will be prohibited.</li> </ul>	May 4 2023
	<ul style="list-style-type: none"> <li>● If a director or senior manager is reasonably unaware of a conflict of interest, they are not required to disclose that conflict.</li> </ul>	May 4 2023
	<ul style="list-style-type: none"> <li>● Directors can ask a conflicted director or senior manager to remain in a board meeting to provide information. A single director can ask the conflicted person to stay unless the bylaws provide for a different number of directors who must agree.</li> </ul>	May 4 2023
<b>Meeting documents and notices</b>	<ul style="list-style-type: none"> <li>● The word limit for a requisition of a general meeting is increasing from 200 to 500 words.</li> </ul>	May 4 2023
	<ul style="list-style-type: none"> <li>● A notice of a general meeting must be written and contain certain information, including date, time, location and any special resolution to be submitted during the meeting. The notice must be sent before or at the same time the notice of the meeting is published or posted.</li> </ul>	May 4 2023
	<ul style="list-style-type: none"> <li>● If a society has 100 members a notice of general meeting may be sent by email to every member as well as published in a newspaper or posted on a website, if permitted by the bylaws.</li> </ul>	May 4 2023
<b>Member proposals</b>	<ul style="list-style-type: none"> <li>● Requirements for member proposals will now: <ul style="list-style-type: none"> <li>○ Allow the word limit to be 500 words</li> <li>○ Requires the member who submitted the proposal to be present at the meeting</li> <li>○ Must include any special resolution that may be required to be considered</li> <li>○ A proposal does not need to be considered if it is substantially the same matter was already considered at a recent general meeting</li> </ul> </li> </ul>	May 4 2023

<b>Member proxy voting</b>	<ul style="list-style-type: none"> <li>Proxy voting is not allowed unless the bylaws provide the option.</li> </ul>	May 4 2023
<b>Record keeper (NEW REQUIREMENT)</b>	<ul style="list-style-type: none"> <li>A society that voluntarily dissolves must pass and file an ordinary resolution appointing a record keeper.</li> <li>If the society is dissolved by the registrar, the record keeper will be the person who was the keeper of the records before the dissolution.</li> <li>The records must be kept in B.C., or, if the records are electronic, they must be available for inspection at a location in B.C.</li> <li>The record keeper must keep the records in a complete state and avoid loss or damage.</li> <li>The record keeper will be authorized to impose fees (up to the amount in the regulations), a notice period, and reasonable restrictions on the times during which a person may access the records. They may send copies or provide them for pick up.</li> <li>It will be an offense for a record keeper to deny access to records to a person who is entitled to access them.</li> </ul>	May 4 2023
<b>Restorations</b>	<ul style="list-style-type: none"> <li>Extension of a limited restoration and conversion of a limited restoration to a full restoration will become possible.</li> </ul>	May 4 2023
<b>Member-funded societies</b>	<ul style="list-style-type: none"> <li>Member-funded societies may receive testamentary disposition from a former member, director or senior manager or a relative of these individuals without losing their member-funded status.</li> </ul>	May 4 2023

## Extrajurisdictional Non-Share Corporations

Topic	What does the change do?	Date effective
<b>Attorney filings</b>	<ul style="list-style-type: none"> <li>An extrajurisdictional non-share corporation may remove an attorney by filing a notice with the registrar.</li> <li>An attorney who wants to resign must give resignation to society at least two months before date resignation is in effect and must file a notice of resignation with the registrar.</li> </ul>	May 4 2023
<b>Name</b>	<ul style="list-style-type: none"> <li>Requires that an extrajurisdictional non-share corporation must reserve its own name if it is available to use in B.C.</li> </ul>	May 4 2023
<b>Annual report</b>	<ul style="list-style-type: none"> <li>An extrajurisdictional non-share corporation will not need to file an annual report in the year it first registers.</li> </ul>	May 4 2023