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Societies Act
SOCIETIES REGULATION

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Definition

In this regulation, "**Act**" means the *Societies Act*.

1

Requirements for names

To be available under the Act for reservation or use by a society or an

2 (1)

extraprovincial non-share corporation, a name or assumed name must not resemble any of the following to such an extent that, in the opinion of the registrar, the name or assumed name is likely to confuse or mislead:

- the name of a society;
- (a) the name or assumed name under which an extraprovincial non-
- (b) share corporation is registered under the Act;
- the name of another corporation incorporated, amalgamated,
- (c) continued or otherwise formed in British Columbia;
- the name or assumed name under which another corporation is
- (d) registered
 - under the *Business Corporations Act* as an extraprovincial
 - (i) company as defined in section 1 (1) [definitions] of that Act, or
 - under the *Cooperative Association Act* as an extraprovincial
 - (ii) association as defined in section 1 (1) [definitions and interpretation] of that Act;
- a name or assumed name reserved under the Act, the *Business*
- (e) *Corporations Act* or the *Cooperative Association Act*.

Subsection (1) does not apply to a federal corporation as defined in section (2) 167 [definitions] of the Act.

Model Bylaws

- The provisions set out in Schedule 1 are prescribed and designated as the
- 3** "Model Bylaws" for the purposes of section 11 (2) [bylaws] of the Act.

Maximum fee for inspection of records by persons other than members and directors

- The maximum fee that a society may charge for an inspection under section 24
- 4** (5) [inspection of records] of the Act is \$10 per day, regardless of the number of records inspected.

Maximum fee for copy of records for persons entitled to inspect

- The maximum fee that a society may charge for a copy of a record under
- 5** section 27 (3) [copies of records] of the Act is
- (a) \$0.50 per page, other than for a copy provided by email, or
 - (b) \$0.10 per page for a copy provided by email.

Maximum fee for copy of financial statements for persons other than persons entitled to inspect

- The maximum fee that a society may charge for a copy of a record under
- 6** section 28 (4) [copies of financial statements] of the Act is \$10 plus

- (a) \$0.50 per page, other than for a copy provided by email, or
- (b) \$0.10 per page for a copy provided by email.

Maximum fee for copy of financial statements of subsidiary

- 7 The maximum fee that a society may charge under section 39 (4) [*copies of financial statements of subsidiary*] of the Act for a copy of financial statements of a subsidiary of the society is

- (a) \$0.50 per page, other than for a copy provided by email, or
- (b) \$0.10 per page for a copy provided by email.

Reporting on remuneration of directors

- 8 The information that must, under section 36 (1) [*reporting on remuneration of directors, employees and contractors*] of the Act, be provided in a note in the financial statements of a society in respect of the remuneration, if any, paid by the society to the directors is the following:

- (a) a list of all of the directors to whom the society paid, during the period in relation to which the financial statements are prepared,
 - remuneration for being a director, or
 - (i) remuneration for acting in another capacity,
 - (ii) which list must include the position or title of each director and may include, but is not required to include, the directors' names;
- (b) the amount of remuneration, if any, described in paragraph (a) (i) paid to each director;
- (c) the amount of remuneration, if any, described in paragraph (a) (ii) paid to each director and a description of the capacity in which each such director acted.

Reporting on remuneration of employees and contractors

- In this section:
- 9 (1) **"applicable period"**, in relation to the financial statements of a society, means the period in relation to which the financial statements are prepared;
- "contractor"**, in relation to a society, means a person who is under a contract for services with the society.

- (2) The information that must, under section 36 (1) [*reporting on remuneration of directors, employees and contractors*] of the Act, be provided in a note in the financial statements of a society in respect of the remuneration paid by the society to all the persons who are employees or contractors referred to in section 36 (1) (b) (i) or (ii) of the Act, as applicable, whose remuneration,

during the applicable period, was at least \$75 000, is either of the following:

- a list of those persons, which list
 - (a) must include, in the case of employees, each employee's
 - (i) position or title and, in the case of contractors, the nature of the contractual services provided by each contractor,
 - (ii) applicable period to each of those persons, and
 - (iii) names;
 - (b) the total number of those persons and the total amount of remuneration paid during the applicable period to those persons.

Directors and senior managers who are 16 or 17 years of age

- 10** (1) For the purposes of sections 44 (2) [*persons qualified to be directors*] and 61 (3) [*senior managers*] of the Act, an individual who is 16 or 17 years of age is qualified to be a director or senior manager of a society, subject to any requirements set out in the Act or in the bylaws of the society under section 45 [*additional qualifications of directors*] of the Act.

- (2) A society that has or wishes to have an individual who is 16 or 17 years of age as a director or senior manager must

- (a) have bylaws that permit one or more directors or senior managers, as the case may be, to be 16 or 17 years of age, and
- (b) ensure that a majority of the directors are individuals who are at least 18 years of age.

- (3) Subsection (2) does not apply to a pre-existing society until November 28, 2018.

Claim amount of creditors entitled to notice of meeting to remove liquidator

- 11** The amount prescribed for the purposes of section 136 (b) [*removal of liquidator in voluntary liquidation*] of the Act is \$500.

Amounts that disqualify society from being member-funded society

- 12** (1) The period prescribed for a society for the purposes of section 191 (2) (a) [*statement in constitution that member-funded society exists primarily for members*] of the Act is the period consisting of the 2 financial years of the society immediately preceding the current financial year of the society.

- (2) The amount referred to in section 191 (2) (a) (i), (ii) and (iii) of the Act in relation to a period prescribed under subsection (1) of this section is the greater of

- (a) \$20 000, and

- (b) 10% of the society's gross income for that period.

Societies prohibited from being member-funded societies

13 For the purposes of section 191 (2) (f) [*statement in constitution that member-funded society exists primarily for members*] of the Act, a society in any of the following classes of societies is prohibited from having in its constitution the statement referred to in section 191 (1) of the Act:

- societies that receive or have received loans or grants of money
- (a) from the British Columbia Housing Management Commission continued under section 10 (1) (b) [*corporations*] of the [Ministry of Lands, Parks and Housing Act](#);
- societies that are or have been service providers as defined in
- (b) section 1 [*definitions*] of the [Community Living Authority Act](#);
- societies that are authorities, as defined in section 1 (1)
- (c) [*definitions*] of the [Independent School Act](#), and that have received under that Act a grant for the previous school year as defined in section 1 (1) of that Act.

Fees payable to registrar

14 For the purposes of section 212 [*fees payable to registrar*] of the Act, for each matter set out in column 1 of Schedule 2, the prescribed fee is the amount set out opposite that matter in column 2.

Prescribed minister

15 The minister prescribed for the purposes of section 213 [*investigation of society*] of the Act is the Minister of Finance.

Maximum daily fine for unregistered extraprovincial non-share corporation carrying on activities in British Columbia

16 The maximum amount prescribed for the purposes of section 225 (3) [*finest*] of the Act is \$50 per day.

Reporting Society Provisions

17 (1) The provisions set out in Schedule 3 are prescribed and designated as the "Reporting Society Provisions" for the purposes of the definition of "reporting society provisions" in section 231 [*definitions*] of the Act.

- A reference to the "Society" in a provision of the Reporting Society
- (2) Provisions that is included in the bylaws of a society is deemed to be a reference to that society whether or not that society is referred to by that term elsewhere in those bylaws.

Societies for which consent is required for alterations to unalterable provisions

in bylaws

18 For the purposes of section 245 [*consent required for alterations to unalterable provisions in bylaws of government-related pre-existing societies*] of the Act,

each pre-existing society or class of pre-existing societies set out in (a) column 1 of the following table is designated for the purposes of paragraph (c) of the definition of "designated pre-existing society" in section 245 (1) of the Act, and

the minister set out in column 2 of the following table opposite a (b) pre-existing society or class of pre-existing societies set out in column 1 is designated in respect of that pre-existing society or class of pre-existing societies for the purposes of the definition of "designated minister" in section 245 (1) of the Act:

Item	Column 1 Society or class of societies	Column 2 Minister
1	Pre-existing societies that are designated recipients as defined in section 1 of the <i>Provincial Sales Tax Act</i>	The minister responsible for the administration of the <i>Provincial Sales Tax Act</i>
2	Pre-existing societies that are receiving or have received, from the British Columbia Housing Management Commission continued under section 10 (1) (b) of the <i>Ministry of Lands, Parks and Housing Act</i> , money or other property described in section 245 (5) (c) of the <i>Societies Act</i>	The minister responsible for the administration of section 10 of the <i>Ministry of Lands, Parks and Housing Act</i>
3	Pre-existing societies that hold a licence to operate a community care facility under the <i>Community Care and Assisted Living Act</i> and that are receiving or have received, from a board as defined in section 1 of the <i>Health Authorities Act</i> , money or other property described in section 245 (5) (c) of the <i>Societies Act</i>	The minister responsible for the administration of the <i>Health Authorities Act</i>
4	Irving K. Barber British Columbia Scholarship Society	The minister responsible for the administration of the <i>University Act</i>
5	Habitat Conservation Trust Foundation	The minister responsible for the administration of Part 3 of the <i>Wildlife Act</i>
6	Freshwater Fisheries Society of B.C.	The minister responsible for the administration of section 12 of the <i>Wildlife Act</i>
7	B.C. Forest Genetics Society	The minister responsible for the administration of section 118 of the <i>Forest and Range Practices Act</i>

Schedule 1*(section 3)***Model Bylaws**

Bylaws of *[insert name of society]* _____ (the "Society")

Part 1 – Definitions and Interpretation

Definitions

In these Bylaws:

- 1.1** "Act" means the *Societies Act* of British Columbia as amended from time to time;
- "Board" means the directors of the Society;
- "Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.2

Conflict with Act or regulations

- 1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

- 2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

- 2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 2.3** The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.5** A voting member who is not in good standing
- may not vote at a general meeting, and
 - (a) is deemed not to be a voting member for the purpose of
 - (b) consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.6** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Part 3 – General Meetings of Members

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- adoption of rules of order;
 - (a) consideration of any financial statements of the Society presented to the meeting;
 - (b) consideration of the reports, if any, of the directors or auditor;
 - (c) election or appointment of directors;
 - (d) appointment of an auditor, if any;
 - (e) business arising out of a report of the directors not requiring the
 - (f) passing of a special resolution.

Notice of special business

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - the president,
 - (i) the vice-president, if the president is unable to preside as the
 - (ii) chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

The order of business at a general meeting is as follows:

3.12

- elect an individual to chair the meeting, if necessary;
- (a) determine that there is a quorum;
- (b) approve the agenda;
- (c) approve the minutes from the last general meeting;
- (d) deal with unfinished business from the last general meeting;
- (e) if the meeting is an annual general meeting,
- (f) receive the directors' report on the financial statements of
 - (i) the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - receive any other reports of directors' activities and decisions
 - (ii) since the previous annual general meeting,
 - elect or appoint directors, and
 - (iii) appoint an auditor, if any;
 - (iv) deal with new business, including any matters about which notice
- (g) has been given to the members in the notice of meeting;
- terminate the meeting.
- (h)

Methods of voting

3.13

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

Voting by proxy is not permitted.

3.15

Matters decided at general meeting by ordinary resolution

3.16

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

Number of directors on Board

The Society must have no fewer than 3 and no more than 11 directors.

4.1

Election or appointment of directors

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

4.2

Directors may fill casual vacancy on Board

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

4.3

Term of appointment of director filling casual vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.4

Part 5 – Directors' Meetings

Calling directors' meeting

A directors' meeting may be called by the president or by any 2 other directors.

5.1

Notice of directors' meeting

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

5.2

Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.3

Conduct of directors' meetings

The directors may regulate their meetings and proceedings as they think fit.

5.4

Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

5.5

Part 6 – Board Positions

Election or appointment to Board positions

Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

6.1

- (a) president;
 - vice-president;
- (b) secretary;
- (c) treasurer.
- (d)

Directors at large

- 6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- issuing notices of general meetings and directors' meetings;
- (a) taking minutes of general meetings and directors' meetings;
- (b) keeping the records of the Society in accordance with the Act;
- (c) conducting the correspondence of the Board;
- (d) filing the annual report of the Society and making any other filings
- (e) with the registrar under the Act.

Absence of secretary from meeting

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- receiving and banking monies collected from the members or other
- (a) sources;
- keeping accounting records in respect of the Society's financial
- (b) transactions;

- (c) preparing the Society's financial statements;
- making the Society's filings respecting taxes.

(d)

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

- 7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- by the president, together with one other director,
- (a) if the president is unable to provide a signature, by the vice-
- (b) president together with one other director,
- if the president and vice-president are both unable to provide
- (c) signatures, by any 2 other directors, or
- in any case, by one or more individuals authorized by the Board to
- (d) sign the record on behalf of the Society.

Schedule 2

(section 14)

Fees

Item	Column 1 Matter	Column 2 Fee (\$)
1	For incorporation, amalgamation, continuation, conversion or restoration of a society	100.00*
2	For filing a record, other than a transition application, required or permitted to be filed under the Act, for which there is no other fee	15.00*
3	For a certificate or for certification of a copy of, or extract from, a record	25.00*
4	For a search conducted by persons other than government personnel	7.00*
5	For a search conducted by government personnel other than a search referred to in item 14	10.00
6	For registration, or reinstatement of registration, of an extraprovincial non-share corporation	100.00*
7	For a copy of, or extract from, a record filed with the registrar, for every page or part of a page	0.50*
8	For changing the name of a society or filing a change of name or assumed name of an extraprovincial non-share corporation	50.00*
9	For filing an annual report	40.00*

10	For a transition package for a society, consisting of a certified copy of the society's constitution and bylaws	40.00*
11	For priority service when offered	100.00*
12	For pre-vetting of records to be filed with the registrar, when offered	100.00*
13	For filing a constitution alteration application or a bylaw alteration application	50.00*
14	For a search of a maximum of 3 names, including assumed names, on application for reservation of a name. (The fee will not be refunded if a name is not accepted.)	30.00*

*. In addition to a fee marked by an asterisk, a further operator fee of \$1.50, plus any tax imposed under Part IX [*Goods and Services Tax*] of the *Excise Tax Act* (Canada) applicable to the operator fee, may be charged for any transaction done by electronic means from a location outside a government office or at a government office by a person who is not a government employee.

Schedule 3

(section 17)

Reporting Society Provisions

Auditor

The Society must have an auditor.

1

Requirements for changing auditor

At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless

2

- the incumbent auditor has declined reappointment, or
- (a) at least 14 days' written notice of the proposed resolution has been
- (b) given to
 - all persons entitled to receive notice of the meeting, and
 - (i) the incumbent auditor.
 - (ii)

Comparative financial statements

The financial statements of the Society must be prepared as comparative financial statements relating separately to

3

- (a) the period determined under section 35 (2) of the *Societies Act*, and
- (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

Exception to requirement for comparative financial statements

Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the *Societies Act* if the reason for doing so is set out in the financial statements.

4

Providing financial statements and auditor's report to auditor and members

5 At least 10 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of

(a) the financial statements that are to be presented at the meeting,
(a) and

(b) the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

Providing financial statements and auditor's report to security holder

6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

[Provisions relevant to the enactment of this regulation: [Societies Act](#), S.B.C. 2015, c. 18, sections 228, 230, 245 and 250]