



Posted on: October 13, 2023

RECENT AMENDMENTS TO THE BRITISH COLUMBIA SOCIETIES ACT

By: RBS

The British Columbia government introduced changes to the *Societies Act* (the “**Act**”) which were intended to allow for greater flexibility in the day-to-day operations of societies while increasing societies’ transparency and accountability. The changes were implemented in stages starting in 2021, and on May 4, 2023, the remaining changes and clarifications came into effect.

HIGHLIGHTS OF THE AMENDMENTS

CHANGES AFFECTING GOVERNANCE

Directors

- A director’s term of office will now end immediately after the close of the society’s next annual general meeting, unless the Society’s bylaws express otherwise.
- Directors of societies can now pass a directors resolution without the necessity of holding an actual directors meeting if the directors resolution is consented to in writing by all the directors (or a lesser number of directors if specified in a society’s bylaws).
- Directors will no longer be able to vote at a directors meeting by proxy or by an alternate director. If a society’s bylaws allow for directors to vote by proxy or by an alternative director it will be of no force or effect.
- Persons who were not qualified to be a director or senior manager of a society due to being incapable of managing their own affairs but have since been found otherwise by a court will now be able to be appointed as a director or senior manager.
- Directors or senior managers who are in a conflict will no longer have to leave a board meeting so long as one director, or a greater number of directors if the society’s bylaws require, request that they remain at the board meeting.

Members

- Minutes of any informal meeting of a society’s members no longer need to be kept. Only minutes of





a general meeting of members must be kept with the society's records.

- A member of a society will only be allowed to vote by proxy if it is permitted in the society's bylaws.
- Societies with 100 or more members (reduced from 250 members) may now provide notice of a society's general meeting by (1) e-mail; (2) publication in a newspaper; or (3) on the society's website, if the society's bylaws allow.
- The word limit for a requisition of a general meeting by members has increased from 200 to 500 words.
- The word limit for a proposal by a society member for consideration at a society's annual general meeting has increased from 200 to 500 words, and must include any special resolution that may need to be considered in relation to the proposal. A member of a society that submits a proposal must be allowed to present the proposal in person. A member's proposal need not be considered if the same matter was already considered at a recent general meeting.
- Notices of general meetings must be written and include the date and time of the meeting, the location of the meeting and any special resolution to be submitted at the meeting. If a general meeting is to be held electronically then the notice of general meeting must also include instructions for attending and participating in the meeting and instructions for voting (if applicable).

NEW RECORD KEEPING REQUIREMENTS

- Societies must maintain a register of directors which contains the name and address of each director, and the date each director was appointed and ceased to hold office.
- Societies must maintain a register of members which must *only* contain a member's name and contact information and, if applicable, their class of membership. No other information is to be included on the register of members.
- New reporting requirements apply for employee and contractor remuneration over \$75,000. The society must now report and identify on a society's financial statements such persons who received \$75,000 or more per year.
- Upon voluntary dissolution, a society must pass and file an ordinary resolution of its members appointing a "record keeper". The record keeper must keep and maintain the society's corporate records for a minimum of three years following the society's dissolution. Record keepers must also provide access to society records for inspection and copying as required by the Act.

MEMBER-FUNDED SOCIETIES

- A testamentary gift from a current or former voting member, director, senior manager, employee or a relative of one of these individuals may now be received by member-funded societies without





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jeopardizing the society's government funding and thus, losing their member-funded status.

RECOMMENDATIONS

In light of the above changes, we recommend all societies:

- Review their bylaws to determine if any amendments are required
- Review and update the society's register of members to remove any information that is not to be included
- Review and update the society's register of directors to add date of appointment and ceased dates
(please note that if the register of members and/or register of directors is maintained by Richards Buell Sutton LLP, we have updated these as required)

Our team of lawyers at Richards Buell Sutton LLP are available to provide comprehensive guidance tailored to your society. Please do not hesitate to contact our office for assistance by emailing us at rbs@rbs.ca.



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