

# Introduction to the New Societies Act

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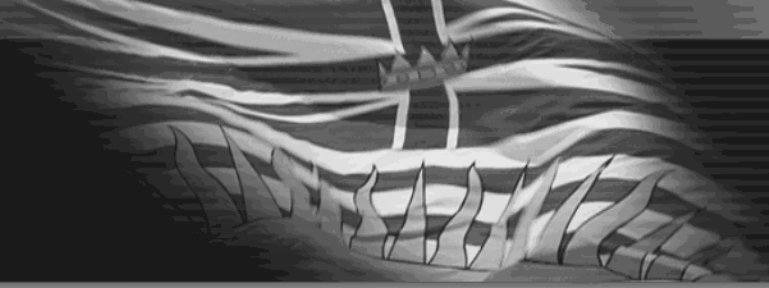
*Presented by:*

Debbie Turner

Deputy Registrar – Registries and Online Services  
**Service BC**  
Ministry of Technology, Innovation & Citizens' Services

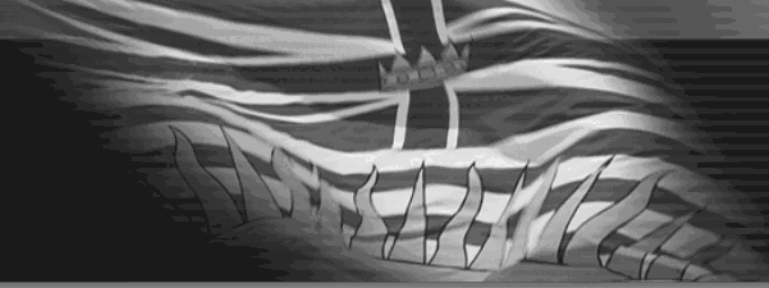
Jill Sinkwich  
Tona Hetherington

Directors  
**Policy and Legislation Division**  
Ministry of Finance



# Agenda:

- History and future of Societies Act project
- Highlights of new Act
- Preparing for change
- Transition
- Bylaw changes to consider
- Next Steps



# History of *Societies Act* Project

2009: Deputy Minister's Invitation Letter

2011: Discussion Paper

2014: White Paper of Draft Legislation

2014: Societies White Paper Consultation

2015: Bill 24 Passed by Legislature

# Future of *Societies Act* Project

(proposed timelines)

2015 Fall: publication of regulations and setting of coming into force date

2016 Fall: coming into force of Act and regulations

2018 Fall: transitioning of pre-existing societies will be completed





# Highlights of *Societies Act* 2015

Accountability

Streamlining

Flexibility

Modern technology



# Accountability

## Current provisions:

- Three (3) directors
- Public access to financial statements
- Restrictions on distribution of assets on winding up
- Member access to records unless restricted by bylaw

## New provisions:

- Majority of board must be unaffiliated
- Directors' remuneration only if allowed by bylaw
- Disclosure of remuneration of directors and highest paid employees
- Member proposals and court remedies

# Streamlining

## User-friendly style

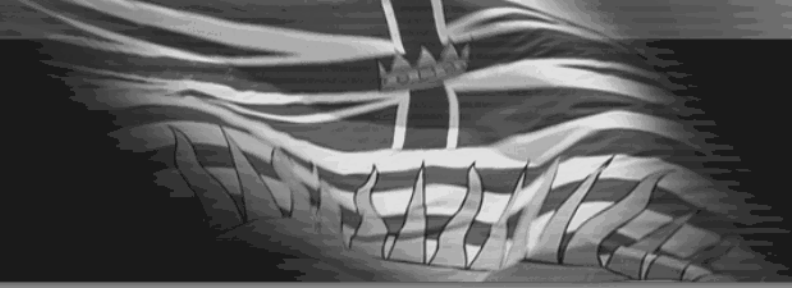
- Day-to-day operational matters found in first 85 sections of the Act

## Special consents are no longer required for:

- Constitution changes / holding meetings outside BC
- Indemnification of directors / restoration

## Fewer requirements for “member- funded” societies:

- May have fewer than three (3) directors
- No restrictions on board composition
- No disclosure of director/employee remuneration
- No requirement to provide public access to financials
- No restrictions on where assets go on dissolution
- Can convert to company



# Flexibility

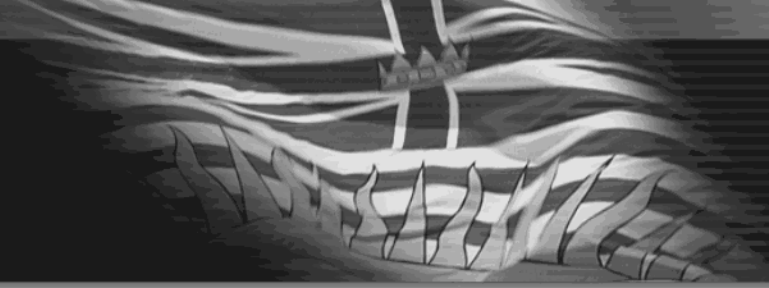
- Only 2/3 vote required for special resolutions
- Unalterable provisions are no longer incapable of being altered
- No special resolution required for borrowing
- AGMs need be held just once a year
- AGMs can be delayed or held by consent
- No restrictions on membership/voting structures
- Possibility of youth directors

# Modern Technology

Electronic storage / sending of society's records  
Regular filings at Corporate Registry will be electronic

- Incorporation
- Maintenance filings (Annual Report)
- Bylaw and constitution alterations
- Changes to directors and registered office

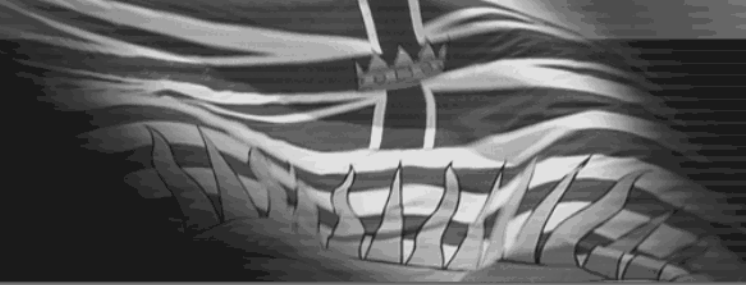
Creation of evergreen constitution and bylaws



# Preparing for Change: Fall 2016

Some changes will take effect as soon as the Act comes into force. For example:

- 2/3 special resolution threshold
- New treatment of unalterable provisions
- Electronic filings
- Disclosure of directors' and highly-paid employee remuneration
- Conflict of interest provisions
- Directors' liabilities and rights
- Rules respecting distribution of assets



# Preparing for Change: Before Fall 2018

Other changes are not required to be in place until 2 years after the Act comes into force.

For example:

- Board composition (majority cannot be employed by or contracting with the society)
- Directors must consent in writing to be directors
- Qualifications for directors and senior managers
- Bylaw authorization for directors' remuneration
- Requirement to “transition” to new Act

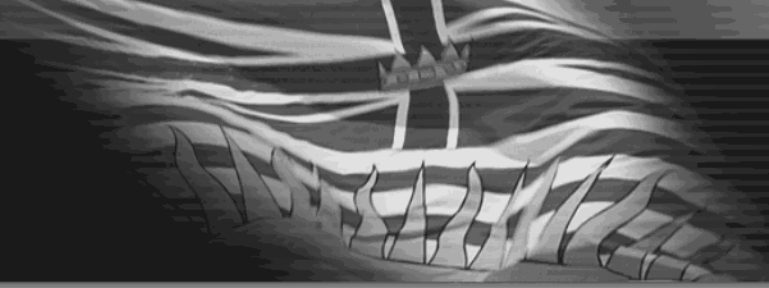


# Transitioning to New Act

By Fall of 2018 all pre-existing societies must have transitioned to the new Act by filing the following documents online:

- Constitution
- Bylaws
- Statement of Directors and Registered Office

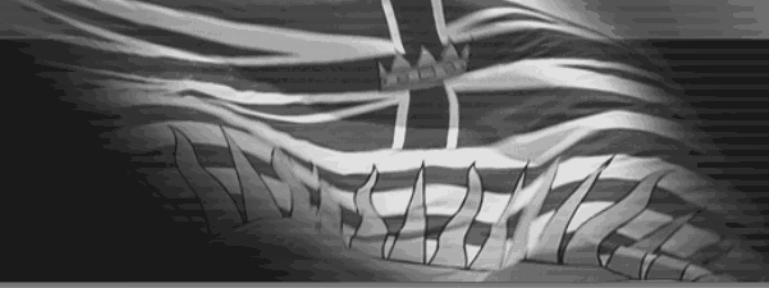




# Constitution Transition

The transitioning society must:

- Enter the society's name and purposes exactly as they are just before transition
- Move any other provisions from the constitution (alterable and unalterable) into the bylaws
- If society wishes to be a member-funded society, this must be indicated (being designated as a member funded society must be authorized by special resolution and not prohibited by Act)



# Bylaw Transition

The transitioning society must:

- Enter a consolidated set of current bylaws as they are just before transition
- Include any alterable and unalterable provisions of constitution (flag the unalterable ones)
- Indicate application of reporting society provisions, if applicable
- Consider adopting a whole new set of bylaws at this time

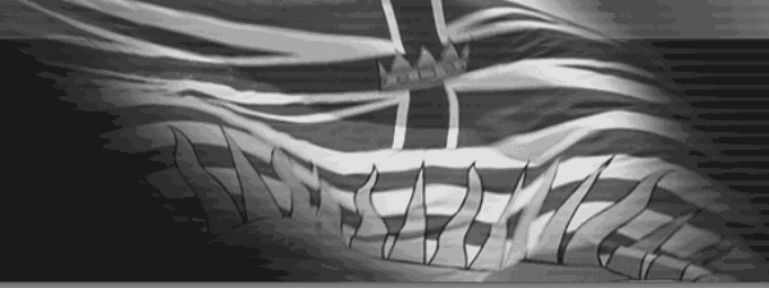
# Transition of Directors and Registered Office Information

The transitioning society must:

- File a new document called a Statement of Directors and Registered Office
- Enter the names of the individuals who are directors exactly as they are shown in Corporate Registry (addresses can, however, be updated)
- Enter the mailing and delivery (physical) addresses of the society as they are just before transition

# Bylaws Your Society May Need to Preserve the Status Quo:

- Borrowing: Directors may now borrow money on behalf of the society but this may be restricted by the bylaws
- Indemnification: Directors are entitled to obtain indemnity from a society for their legal costs and liabilities, but this may be restricted by the bylaws
- Unalterable provisions: These have been removed, but a society can still restrict itself by having bylaws that adopt a higher than the default 2/3 special resolution threshold for amending certain provisions or doing other things.
- Directors' remuneration: Directors can be remunerated for being directors only if the bylaws permit it.



# Consider New Bylaws to Take Advantage of Act's Flexibility:

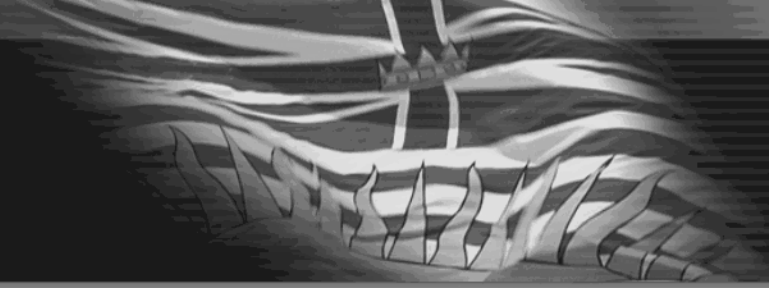
- Provide more options for removal of directors
  - Set a location for general meetings
  - Adjust the notice period for calling meetings
  - Lower the threshold for special resolutions to 2/3 by removing an existing bylaw that specifies a 3/4 or 75% vote
- 
- **Start fresh by creating a brand new set of bylaws – highly recommended!!**



# Next Steps in Registries Process

## Research with Societies:

- Conduct short face to face interviews with societies, to assist in developing a prototype.
- Conduct usability reviews with societies.
- If your society is interested in taking part in this process please forward your contact information to Debbie Turner at [Debbie.Turner@gov.bc.ca](mailto:Debbie.Turner@gov.bc.ca)



# Learn More

- Read the Act
  - Search “BC Societies Act Third Reading Bills” or access through BC Legislative Assembly Home Page under “Bills”
- Look for updates at [www.gov.bc.ca/SocietiesAct](http://www.gov.bc.ca/SocietiesAct)
- Questions?

November 12, 2014

[ADDRESS BLOCK]

To: [Society Name]

**We Request your Input!**

Please be advised that a new Societies Act (The Act) was passed in May 2015 and we anticipate it will come into force in late 2016. For now, the current Act is still in effect; however, when the new Act comes into force, all societies will be required to use a new electronic system to file documents with the Corporate Registry. More information about these changes will be communicated to you over the coming year.

Registries and Online Services invites you to participate in a **short, confidential survey**, so that we can learn more about the society or societies you work with. Your survey participation is essential and your feedback will inform how the new electronic system will work.

To participate in this survey, enter this web address into your browser:

**<https://securesurveys.gov.bc.ca/cw16105>**

Follow the prompts and be ready to enter this unique access code: **[TELKEY]**

Since every registered society has received their own, personalized invitation, please do not share your password with others. Your participation in the survey is voluntary and the survey is open for you to participate until 4:30pm on December 20, 2015.

The information collected in this survey is confidential, but not anonymous. All responses are protected by BC Stats in accordance with the Statistics Act.

**Please Provide us with your E-mail Address**

In order to ensure we stay in touch with you while we are preparing for the new Act, we request an email address to facilitate future communications. An e-mail address will be necessary to log onto the new electronic filing system. Please send your e-mail address to: [BCRegistries@gov.bc.ca](mailto:BCRegistries@gov.bc.ca)

Thank you in advance for your time and feedback. For regular updates and other important information that will prepare your society for the Act, please bookmark this site and visit: [www.gov.bc.ca/SocietiesAct](http://www.gov.bc.ca/SocietiesAct).

Sincerely,



Carol Prest,  
Registrar and Executive Director - Registries and Online Services  
Ministry of Technology, Innovation & Citizens' Services  
Province of British Columbia



## Societies

Ref #	Question	Answer / Key Message	Conditions	2 <sup>nd</sup> level support
Soc1	Is the survey a scam?	No, the survey is not a scam. Your participation in the survey is voluntary and the survey is open until 4:30pm on December 20, 2015 should you wish to provide your input. The aim of the survey is to gather valuable information from societies that will assist in shaping the new electronic filing system when the Societies Act comes into force.		
2	I don't want to/have time to participate in the survey, do I have to participate?	Your participation in the survey is voluntary and the survey is open until 4:30pm on December 20, 2015 should you wish to provide your input. The aim of the survey is to gather valuable information from societies that will assist in shaping the new electronic filing system when the Societies Act comes into force.		
3	When will the new Societies Act be effective?	Anticipate November 2016	For more information, direct the caller to Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a>	
4	I represent many societies and I only got one letter	This is because only 1 letter was sent to each e-mail or mailing address		
5	Is there anything I should be doing now?	For now, the current Society Act is still in effect – all societies will continue to use the same corporate procedures and filings until further notice. Societies cannot transition to the new Act before the effective date.	For more information, direct the caller to Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a>	

Ref #	Question	Answer / Key Message	Conditions	2 <sup>nd</sup> level support
		<p>Please check our website regularly. Information about what your society will need to do to get ready for the new Act will be posted as it becomes available. Direct the caller to Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a></p> <p>Ensure your Society's office address is current and the society annual report filings are up to date</p>		
6	What changes will affect societies when the new Societies Act is brought into force?	<p>An overview of the changes can be found on the Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a></p> <p>Please check our website regularly.</p>	Changes are outlined here: <a href="http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/overview.page?">http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/overview.page?</a>	
7	What is transition?	Transition means moving your society's bylaws and constitution onto the new electronic filing system and meeting the transition requirements set out in the Act.		
8	How long do I have to transition?	Societies have 2 years to transition from the date the new Act comes into force (Transition means moving your society's bylaws and constitution onto the new electronic filing system and meeting the requirements of the new legislation.)		
9	Will there be a fee to transition?	No fee to transition.		
10	Who do I contact to get copies of my societies	You can order a copy of your constitution and bylaws as well as other filings through registries		

Ref #	Question	Answer / Key Message	Conditions	2 <sup>nd</sup> level support
	documents?	<p>search department. The fee is \$10 plus .50 cents a page. Direct caller to <a href="http://www.bcregistryservices.gov.bc.ca/">http://www.bcregistryservices.gov.bc.ca/</a></p> <p>Registries anticipates that they will offer a transition package for those societies requiring copies of their documents. The transition package will consist of certified copies of the constitution, bylaws, and any amendments for one set fee. Anticipate package will be available to order a few months before the Act comes into force. Fee to be determined in regulations.</p>		
11	How do I know if my constitution and bylaws are up to date?	<p>Ensure all changes to the society's constitution and bylaws have been submitted to and filed with the Corporate Registry. You should also ensure your Society is up to date with annual report filings and any changes to the registered office address or directors.</p> <p>If you are not sure what records are on file with Corporate Registry, please contact Registries Search Department. <a href="http://www.bcregistryservices.gov.bc.ca/">http://www.bcregistryservices.gov.bc.ca/</a></p>		
12	Will our Society be required to file online?	<p>Yes, the majority of filings will be required to be filed online.</p> <p>Which ones? Filings such as incorporation and other maintenance filings like the annual report, changes to directors and registered office address will be filed</p>		

Ref #	Question	Answer / Key Message	Conditions	2 <sup>nd</sup> level support
		online. Some of the more low volume, complex filings will remain as paper filings.		
13	How do I provide my e-mail address to Registry and Online Services?	To update or provide an email address for your society, send it to <a href="mailto:BCRegistries@gov.bc.ca">BCRegistries@gov.bc.ca</a>		
14	Will an access code be required to login to the new filing system?	Yes, it will be sent to Societies once the new Act is in force. Please ensure your societies e-mail and mailing address is up to date.		
15	What electronic format will acceptable for submitting documents?	We are looking at options such as Microsoft Word, Pages, Google docs		
16	Once I have transitioned, do I receive any notification or documentation proving I have completed the application successfully? If so, what should I expect to receive from the Registry?	Once a society has transitioned the society will receive a copy of the constitution, bylaws and a new document called a Statement of Directors and Registered Office.		
17	If I ordered the Transition Package and it gets lost, can I reorder the Transition	Yes, if the documents you ordered were lost, you could order another transition package, prior to transition.		

Ref #	Question	Answer / Key Message	Conditions	2 <sup>nd</sup> level support
	Package more than once?			
18	I won't have internet access, what do I do?	You can visit the nearest ServiceBC location to use their terminal, visit your public library, or hire a Service Provider to complete the filing on their behalf.		
19	I am concerned about filing online. How secure will that be?	Government standards provide the same level of security as internet banking. See the following information: <a href="http://www2.gov.bc.ca/gov/content/governments/services-for-government/information-technology/standards">http://www2.gov.bc.ca/gov/content/governments/services-for-government/information-technology/standards</a>		
20	What are the fees?/Are the fees changing?	Fees will be set out in regulations, regulations aren't passed yet Check the website for updates - direct the caller to Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a>		
21	I don't have a credit card, how will I pay?	Registries staff are looking at additional payment options		
22	Does this new Act impact Coops?	No, they fall under the Cooperative Association Act		

# Getting Ready for the New *Societies Act*

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*Presented by:*

Debbie Turner

Deputy Registrar – Registries and Online Services  
**Service BC**  
Ministry of Technology, Innovation & Citizens' Services

Jill Sinkwich & Tona Hetherington

Directors  
**Policy and Legislation Division**  
Ministry of Finance



# Why a New *Societies Act*

The existing Society Act was passed in 1977 with very few updates since

- Re-organizes legislation
- Simplifies the rules
- Provides more flexibility
- Introduces new type of society: member-funded society
- Electronic filing system



# **A Date to Remember**

New *Societies Act* will come into force

**November 28, 2016**

Existing societies will have 2 years  
after this date in which to “transition” to  
the new Act



# Transition

What is it?

- Filing an electronic version of your constitution and bylaws
- In some cases making a few small changes to the constitution and/or by-laws
- Deciding whether to be “member-funded”

## Basic Transition

1. Enter your society's existing name and purposes into its new constitution
2. Move any other provisions from the old constitution into the bylaws
3. Upload a consolidated set of the existing bylaws, including provisions moved under step 2, flagging any that were “previously unalterable”
4. Do not opt to become a member-funded society

# Member-funded or Not?

Before transition, each society must determine whether it can and wants to be classified as a “member-funded society”

Slightly less “regulation”:

- No public access to financial statements or disclosure of remuneration
- Only one director required and no “unaffiliated” board requirements
- Can freely distribute assets on winding up

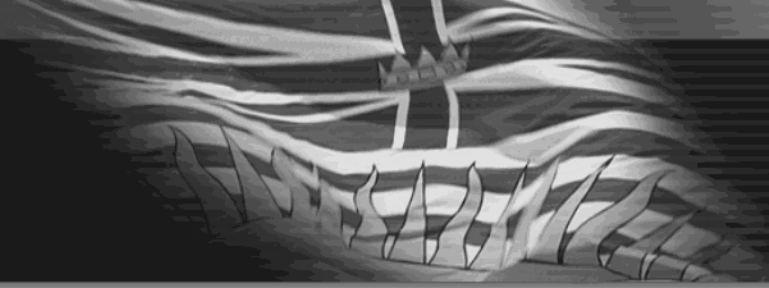
But...member-funded status may influence future funding, public profile



## Member-funded – Who's Eligible?

Your society cannot be a member-funded society if it:

- is a type of society prohibited from being one (registered charity, student society, independent school, hospital, public housing provider)
- receives more than a certain amount (roughly \$10,000/year) in public donations or government funding
- is unable to get approval by special resolution of its members



# Member-funded – Timing Issues

- On transition, you will be prompted about whether your society wishes to be a “member-funded society”
- After transition, an ordinary society can become a member-funded society ONLY if it obtains a court order
- If your society is uncertain, may wish to delay transitioning until legal advice can be obtained

# Bylaw Revisions

Changes to consider include:

- Providing for unusual terms of office
- Allowing for proxy voting
- Restricting borrowing by society
- Changing the threshold for special resolutions



# What You Can Do Now: Part I

Get ready to file your transition application by:

- Creating an electronic version of your constitution and bylaws
- Relocating other provisions from constitution into bylaws
- Updating any filings with Registry



## What You Can Do Now: Part II

Hold a general meeting to pass special resolutions to:

- Authorize becoming a member-funded society
- Change your existing bylaws to maintain status quo for your society, to take advantage of new options or to fix other problems



# BC Registries & Online Services

BC Registries has completed the following:

- Consultations – User Acceptance Testing
- November 2015 Survey
- Website updates
- Multiple Letters/Emails

# Benefits of Electronic Filing

Majority of filings will be self serve and immediate:

- no backlog
- no waiting
- no need for priority fees

Electronic access to all documents for improved access and usability - including an evergreen, consolidated set of bylaws – updated entire set each time

# Onboarding

Societies will receive a letter in Fall 2016 with a society key to log in to the new online filing system

To ensure you receive this onboarding letter, your society's mailing address must be up to date with Registries



[Back to BC Registry Site](#)

[Login](#)

[Help](#)

## Welcome to the Corporate Registry Society Filings Application

[Cancel](#)

### >> Step 1 – Login to the Application

[Login](#)

[Get a BCeID](#)

[Learn more about BC Identity Management](#)

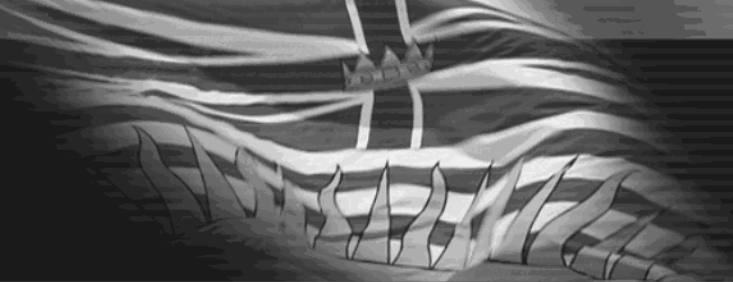
### >> Step 2 – Enter your Society Incorporation Number & Society Key

*Refer to your onboarding letter to find your Incorporation Number and Society Key.*

Enter Incorporation Number or Business Number:

Enter Society Key:

[Additional Help Text](#)



BCeID

[Types of BCeID](#)

[Service Directory](#)

[Locations](#)

[FAQs](#)

[Contacts](#)

[Register](#)

[Log in](#)

Need help? ☎ 1 888 356-2741 • ✉ [bceid@gov.bc.ca](mailto:bceid@gov.bc.ca)

## Register for a Basic BCeID

Surname

Goodall

Given (First) Name

Jane

First Middle Name (optional)

Other Middle Names (optional)

Email

jane.goodall@ngs.org

Phone Number (optional)

BCeID username

JG

Password [View all password guidelines](#)

\*\*\*\*\*

Weak

Medium

Strong

Confirm Password



[Back to BC Registry Site](#)

Login

[Help](#)

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[Cancel](#)

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Get a BCeID

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*Refer to your onboarding letter to find your Incorporation Number and Society Key.*

Enter Incorporation Number or Business Number: \*

Enter Society Key: \*

[Show Key](#)

[Additional Help Text](#)

Continue



BRITISH  
COLUMBIA

Corporate Registry | Society Filings

J G | Log Out

[Back to Home](#)

Society Dashboard

Society Notifications

Filing History

Manage Site Access

Help

## TEST SOCIETY NAME

Society Incorporation # **S-1000356**

Business Number  
**994302396BC0001**

Status: **Active**

File an Annual Report \$5

File a Change of Directors \$5

File a Change of Address \$5

Change Name of Society \$5

Alter Society Bylaws \$5

[More Options](#)

*All payments require a credit card.  
(MasterCard, Visa, or American Express)*

Go to your Home to:

- Manage a different society
- Create a new society

Help us make this site better!  
Do a short survey (5 minutes)

### To Do List

2 items

☐ Annual Report 2015

[Submit Annual Report \(\\$5\)](#)

☐ Transition Your Society to the New Act

[Read the Transition Guide](#)

### Society's Registered Office Address

[File a Change \(\\$5\)](#)

[Address Requirements](#)

Delivery Address  
123 Fake victoria BC v8z1t6

Mailing Address  
123 Fake victoria BC v8z1t6

### Society's Email Addresses

[Email Address Requirements](#)

[Edit](#)

Primary Email  
karin.sarnblom@gov.bc.ca

Alternate Email

### Society's Directors


[File a Change \(\\$5\)](#)

[Director Requirements](#)

Showing: 1 - 1 of 1 Directors

Karin Sarnblom  
123 Fake Victoria BC V8Z1T6





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Corporate Registry | Society Filings

J G | Log Out

Back to Home

Society Dashboard

Society Notifications

Filing History

Manage Site Access

Help

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More Options

All payments require a credit card.  
(MasterCard, Visa, or American Express)

Go to your Home to:

- Manage a different society
- Create a new society

To Do List

1 item

Transition Your Society to the New Act

Read the Transition Guide

All Societies must complete their Transition Application before November 28, 2018

Create Your Society's Constitution

Upload Your Society's Bylaws

Confirm Directors & Registered Office Addresses

Submit

Society's Registered Office Address

File a Change (\$\$)

Address Requirements

Delivery Address

123 Fake victoria BC v8z1t6

Mailing Address

123 Fake victoria BC v8z1t6

Society's Email Addresses

Email Address Requirements

Primary Email

karin.sarnblom@gov.bc.ca

Alternate Email

Edit



Society Dashboard

Society Notifications

**Filing History**

Manage Site Access

Help

## TEST SOCIETY NAME

Society Incorporation # S-1000356

Business Number  
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Status: **Active**

File an Annual Report    \$\$

File a Change of Directors    \$\$

File a Change of Address    \$\$

Change Name of Society    \$\$

Alter Society Bylaws    \$\$

More Options

## Filings

Correct a Filing	Filing	Date Filed (Pacific Time)	Details	View Documents
	All			
	Notice of Change of Address	01-DEC-2016 10:31 AM	Filed By: BC Registry Services Effective: 30-NOV-2016 12:01 AM + Delivery Method: Society Email	<a href="#">Notice of Change of Address</a> <a href="#">Statement of Directors &amp; Registered Office</a> <a href="#">Receipt</a>
	Director(s) Address Change	30-NOV-2016 4:00 PM	+ View Detail Filed By: Test Name + Delivery Method: By Mail-to Another Address	<a href="#">Director(s) Address Change</a> <a href="#">Statement of Directors &amp; Registered Office</a> <a href="#">Receipt</a>
	BC Society Annual Report 2015 AGM: 30-SEP-2015	02-DEC-2015 8:31 PM	Filed By: Test Name	Available on Paper Only
	Incorporation	25-NOV-2014	Filed By: Blaine Bey	Available on Paper Only

## Learn More

Please visit and bookmark  
[www.gov.bc.ca/SocietiesAct](http://www.gov.bc.ca/SocietiesAct)

Questions?



January 22, 2016

**RE: New Societies Act**

Dear Sir or Madam,

As previously communicated to you, a new *Societies Act* was passed in the spring 2015 legislative session and will come into effect on **November 28, 2016**. The new Act includes significant updates to allow for more flexibility in how societies operate, while still protecting the public interest.

The recently passed Societies Regulation provides details regarding the implementation and operation of the new Act, including some fee changes. For further information please visit our website at [www.gov.bc.ca/SocietiesAct](http://www.gov.bc.ca/SocietiesAct).

In order to ensure a seamless transition to the new Act, societies were invited to participate in a survey in November 2015. Thank you to those of you that responded. Your responses will help shape how our new electronic filing system will work.

The survey showed that many societies already file their annual reports online. This is encouraging because, as of November 28<sup>th</sup>, 2016, most filings, including the annual report, will be filed online. The survey also identified that some societies are concerned about moving to an online filing system. Discussions are currently underway with community groups and other service providers to provide support to societies. The majority of societies also reported that they have their constitution and bylaws up to date and in an electronic format. This is significant because, when the time comes to transition to the new Act, all societies will be required to enter their constitution, upload their bylaws and confirm their directors and registered office address in the new online filing system.

For regular updates and other important information that will prepare your society for the Act, please provide us with an up-to-date email address so Registries can contact your Society. Be advised that an email address will be necessary to log on to the new electronic filing system. Send your email along with your Society Number to [BCRegistries@gov.bc.ca](mailto:BCRegistries@gov.bc.ca), and add this address to your contacts to ensure spam filters do not block delivery. Please also visit and bookmark: [www.gov.bc.ca/SocietiesAct](http://www.gov.bc.ca/SocietiesAct).

Until the new Act comes into effect, please continue to use the same corporate procedures and filings, and ensure your Society's office address and annual report filings are up to date.

Sincerely,

Carol Prest,  
Registrar and Executive Director - Registries and Online Services  
Ministry of Technology, Innovation & Citizens' Services  
Province of British Columbia

## Societies January 2016

Ref #	Question	Answer / Key Message	Conditions	2 <sup>nd</sup> level support
Soc1	When will the new Societies Act be effective?	Monday November 28 <sup>th</sup> 2016	For more information, direct the caller to Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a>	
2	Is there anything I should be doing now?	<p>For now, the current Society Act is still in effect – all societies will continue to use the same corporate procedures and filings until further notice. Societies cannot transition to the new Act before the effective date of November 28<sup>th</sup>, 2016.</p> <p>Please check our website regularly. Information about what your society will need to do to get ready for the new Act will be posted as it becomes available. Direct the caller to Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a></p> <p>Ensure your Society's office address is current and the society annual report filings are up to date.</p>	For more information, direct the caller to Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a>	
3	What changes will affect societies when the new Societies Act is brought into force?	<p>An overview of the changes can be found on the Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a></p> <p>Please check our website regularly.</p>		
4	What is transition?	Transition means moving your society's bylaws and constitution onto the new electronic filing system and meeting the transition requirements set out in the Act.		
5	How long do I have to	Societies have 2 years to transition from the date		

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	transition?	the new Act comes into force (Transition means moving your society's bylaws and constitution onto the new electronic filing system and meeting the requirements of the new legislation.)		
6	Will there be a fee to transition?	No fee to transition.		
7	Who do I contact to get copies of my societies documents?	<p>You can order a copy of your constitution and bylaws as well as other filings through registries search department. The fee is \$10 plus .50 cents a page. Direct caller to <a href="http://www.bcregistryservices.gov.bc.ca/">http://www.bcregistryservices.gov.bc.ca/</a></p> <p>Registries anticipates that they will offer a transition package for those societies requiring copies of their documents. The transition package will consist of certified copies of the constitution, bylaws, and any amendments for one set fee. Anticipate package will be available to order a few months before the Act comes into force. Fee determined in regulations.</p>		
8	How do I know if my constitution and bylaws are up to date?	Ensure all changes to the society's constitution and bylaws have been submitted to and filed with the Corporate Registry. You should also ensure your Society is up to date with annual report filings and any changes to the registered office address or directors.		

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		If you are not sure what records are on file with Corporate Registry, please contact Registries Search Department. <a href="http://www.bcregistryservices.gov.bc.ca/">http://www.bcregistryservices.gov.bc.ca/</a>		
9	Will our Society be required to file online?	Yes, the majority of filings will be required to be filed online. Which ones? Filings such as incorporation and other maintenance filings like the annual report, changes to directors and registered office address will be filed online. Some of the more low volume, complex filings will remain as paper filings.		
10	How do I provide my e-mail address to Registries and Online Services?	To update or provide an email address for your society, send it to <a href="mailto:BCRegistries@gov.bc.ca">BCRegistries@gov.bc.ca</a>		
11	Will an access code be required to login to the new filing system?	Yes, it will be sent to Societies shortly before the new Act comes into effect. Please ensure your societies e-mail and mailing address is up to date.		
12	What electronic format will acceptable for submitting documents?	We are looking at options such as Microsoft Word, Pages, Google docs		
13	Once I have transitioned, do I receive any notification or documentation proving I have	Once a society has transitioned the society will receive a copy of the constitution, bylaws and a new document called a Statement of Directors and Registered Office.		

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	completed the application successfully? If so, what should I expect to receive from the Registry?			
14	If I ordered the Transition Package and it gets lost, can I reorder the Transition Package more than once?	Yes, if the documents you ordered were lost, you could order another transition package, prior to transition.		
15	I won't have internet access, what do I do?	You can visit the nearest ServiceBC location to use their community access terminal, visit your public library, or hire a service provider to complete the filing on your behalf.		
16	I am concerned about filing online. How secure will that be?	Government standards provide the same level of security as internet banking. See the following information: <a href="http://www2.gov.bc.ca/gov/content/governments/services-for-government/information-technology/standards">http://www2.gov.bc.ca/gov/content/governments/services-for-government/information-technology/standards</a>		
17	What are the fees?/Are the fees changing?	The fees are set out in regulations. Check the website for updates - direct the caller to Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a>		
18	I don't have a credit card, how will I pay?	Registries staff are looking at additional payment options		

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19	Does this new Act impact Coops?	No, they fall under the Cooperative Association Act		
20	How does the new Act differ from the old Act?	There are numerous differences in the new Act. To familiarize yourself with these differences, please go to the Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a> There are comparison charts with the old Society Act and new Societies Act, as well as a chart showing the impact of the new Societies Act on current societies.		
21	Where can I read the new Act?	You can read the Act on the Legislative Assembly of BC website: <a href="http://www.leg.bc.ca">www.leg.bc.ca</a> You will also find a link to the Act on the Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a>		
22	Where I can I read the regulations?	You will find the Societies Regulations on the Societies Act website: <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a>		
23	What is a "reporting society"?	Under the current Society Act, a society may have become a reporting society in a number of ways, including: by the society declaring itself reporting in its bylaws or by ordinary resolution filed with the Registries by carrying on insurance business by requiring government consent in order to incorporate or alter its constitution (e.g. a hospital or institution for minors) by the registrar ordering the society to be a reporting society		



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		<p>by having a subsidiary by amalgamating with a reporting society. Only approximately 1% of BC societies are reporting societies. If the "reporting" designation was adopted voluntarily, e.g. contained in a set of bylaws filed with the Registries, the Registries may not be aware of it. You may wish to review your society's bylaws to ensure that your society has not declared itself to be a "reporting society".</p>		
24	Does the new Societies Act require societies to adopt the Model Bylaws under the new Act?	<p>No. The Model Bylaws are provided as a template of provisions that a society may choose to adopt. They are optional. The Model Bylaws will probably be used mainly by new societies when they incorporate under the new Act. They may also be adopted, in whole or in part, by existing societies when they transition to the new Act. However, an existing society is not required to amend its bylaws in order to transition – it may go through transition using its current bylaws.</p>		
25	Does the new Societies Act require societies to change their Bylaws to comply with the new Act or to continue to operate as they have in the past?	<p>The Act's new provisions mainly provide new options for societies, and will not normally require that societies make bylaws changes. However, some procedures have been clarified, and societies may need to pass bylaws to continue to operate as they have in the past – for example, a society that permits proxy voting will now need to set out that permission in its bylaws.</p> <p>Societies should also review their bylaws to make sure that their provisions are consistent with the Act. If a bylaw provision is inconsistent with the Act,</p>		

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		it will be of no effect. For example, a bylaw that restricts members from seeing AGM minutes will be ineffective, given the new Act's clear rules on record access.		

## Societies Act April 2016

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Soc1	What is the latest date on which the Registrar will accept filings under the current <i>Society Act</i> ?	BC Registries is still working on a “cut-over” plan and once we have that finalized we can update you. I would suggest that the sooner in the month of November that the society can send any society filings into our office will help support Registries prepare to transition from a paper based system to our new electronic online system that will be implemented November 28, 2016.		
2	I do not have a copy of our societies constitution and bylaws and any amendments how do I obtain them?	Societies will be able to order a transition package as of August 29, 2016 which will provide the society with a certified copy of these documents. We will be sending this as a scanned package by email to the society. It will be up to the society to ensure that the bylaws and constitution are consolidated and converted into an electronic format that can be uploaded to our new system.		
3	I am ready to file my transition application but cannot find where on your website to complete this filing	The Transition Application cannot be filed prior to November 28, 2016 and all societies will have two years after November 28 <sup>th</sup> 2016 to complete this filing requirement.		
4	I have read that our society can adopt new bylaws when we transition. How do we do this?	Societies will have the option to adopt a new set of bylaws if authorized by a special resolution of its members prior to filing their transition application. This may be beneficial to those societies who have had many amendments to their bylaws over the		

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		<p>years and do not have a consolidated set of bylaws. If you wish to view the Schedule 1 Model Bylaws that societies can use, as is or with alterations, they can be downloaded from the website at <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a></p> <p><u>Please note that if the society has unalterable provisions in its constitution, those provisions cannot be altered until after the society has transitioned under the new Act (at transition, the society will be required to move its unalterable provisions into its bylaws and mark them as “previously unalterable”). Similarly, if the society is a reporting society under the current Act, it will continue as one until after it has transitioned (the reporting society provisions will be automatically populated into the reporting society’s bylaws as part of the transition process).</u></p>		
5	Does the new Societies Act require societies to change its Rules and Regulations/Bylaws to comply with the Model Bylaws under the new Act?	<p>No. The Model Bylaws are provided as a template of provisions that a society may choose to adopt. They are optional. The Model Bylaws will probably be used mainly by new societies when they incorporate under the new Act. They may also be adopted, in whole or in part, by existing societies when they transition to the new Act. However, an existing society is not required to amend its bylaws in order to transition – it may go through transition using its current bylaws.</p>		
6.1	We are preparing to	Until the new <i>Societies Act</i> comes into effect on	Read about member funded	

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	file our Transition Application; can BC Registries advise us if our society is member or public funded?	<p>November 28, 2016, no society can be a member-funded society. After the new <i>Societies Act</i> comes into force, pre-existing societies will be required to indicate whether they wish to become member-funded societies as part of the Transition Application filing.</p> <p>Becoming a MFS is a significant choice that needs to be authorized by a special resolution of the society's members. If you have any doubt about whether your society can or should be a MFS, you should seek legal advice before transitioning.</p>	societies on the website: <a href="http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?">http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?</a>	
6.2	Our society is filing the Transition Application. How do we know if we can be member funded?	<p>A member funded society is a society whose constitution contains the following statement: "This society is a member-funded society. It is primarily funded by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members."</p> <p>A society may not be a member-funded society if it receives public donations or government funding above the threshold set out in the regulations. As well, certain types of societies – e.g. student societies and registered charities cannot be member-funded societies regardless of the level of government funding/donations received.</p>		

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6.3	I have read the Transition Guide and am not clear whether our society qualifies to become a member funded society. Can you assist with the calculation?	The staff at the BC Registries is pleased to provide information to assist you to file documents, but cannot give business or legal advice. It is recommended that you seek independent and professional advice such as a chartered accountant or lawyer to assist you with this decision.	Read about member funded societies on the website: <a href="http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?">http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?</a>	
6.4	I have read that member funded societies need only have one director. When I file my Transition Application can I change/remove directors at that time?	No, the society must file a Notice of Change of Directors after it has filed a Transition Application indicating that it is a member-funded society (if the membership has authorized the society to become a member funded society).		
6.5	What is this “statement” that I must include in my constitution if our society chooses to become a member-funded society? Do I have to write it myself? What does it state?	The following statement will be automatically inserted in a society’s constitution if the society identifies itself as a member funded society on the Transition Application. “This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.”	More information on the website: <a href="http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?">http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?</a>	
	What Format for the	The project team has an idea of the accepted	Keep checking the website for	

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7	By-Laws will the Registry only accept PDF, or Word, or Other? What if someone uses an old program, how will this be handled?	formats, versions and size restrictions that will be used: formats will be standard like Word, sizes will be reasonable and the versions of these formats are being considered. Once the filings have been fully developed and system tested we will be able to provide you with more information.	updated information: <a href="http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page">http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page</a>	
8	Are we able to file special resolutions amending the Constitution and Bylaws of a current Society to conform to the new Act before November 28, 2016?	Yes, so long as the society's constitution and bylaws meet the requirements of the current Society Act.		
9	If we are incorporating a new Society before November 28, 2016 are we able to incorporate it using a form of Constitution and Bylaws that will conform with the new Act?	Yes. You could use the model bylaws as your set of bylaws, but you would file in paper. The society's constitution should not contain anything other than the society's name and purposes.		
10	What information do I need to know to transition our society	Have you accessed and read the Transition Guide available on our website? I can provide you with the link <a href="http://www.gov.bc.ca/SocietiesAct">www.gov.bc.ca/SocietiesAct</a> to assist you		

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	to the new Act?	in understanding the requirements to prepare your society to transition. The Transition Guide will tell you what you need to consider.		
11	Can a pre-existing society transition with new bylaws?	A pre-existing society will be able to transition with new bylaws authorized by a special resolution that was passed before the new Act came into force.		
12	Can a society hold a meeting now and pass a resolution to bring their bylaws in line with the new Societies Act?	Yes a society can. However, if the society is moving unalterable provisions to the bylaws or if it is a reporting society, the society must wait. Unalterable provisions and reporting society provisions cannot be changed until after the society has transitioned under the new Act. (See next Q.)		
13	Can a society pass a resolution to alter unalterable provisions or a reporting society provision and file that change at the time of transition?	No. The special resolution altering previously unalterable provisions or the reporting society provisions cannot be passed until after the society has transitioned under the new Act. The new Act requires that previously unalterable provisions and the reporting society provision be moved in to the society bylaws on transition. Therefore, any special resolution authorizing a change to these specific bylaws must have a date that is after the date the society transitions.		
14	How can a society request the Transition Package (certified	Societies may complete a Transition Package Order Form found on BC Registries Website Society Section. This form can be completed, printed and		



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	copies of constitution, bylaws, and amendments?)	submitted via mail to BC Registries, dropped at a Service BC office (More details to follow)		
15	Do all societies have to order the Transition Package?	No. Only those societies who do not have a complete record of their society's constitution and bylaw amendment history will need to order this package to assist in completing the online filing of the Transition Application.		
16	The Transition Guide requires that a society re-file in electronic format its constitution and bylaws. Who can help me do this if I am unable to complete this filing electronically?	The society will have to retain the services of a service provider, a lawyer or another independent professional with expertise in completing these filings. One such service provider is Dye & Durham and they can be contacted by phone 1-800-665-6211: or their website <a href="http://www.dyedurhambc.com">www.dyedurhambc.com</a>		
17	Why does the society have to be up to date with its annual report filings to complete the Transition Application?	In order to ensure that societies transition with the correct information, annual report filings (which may include director and registered office information) must be up to date and complete prior to filing your transition application.		
18	How will I access the online system to complete my filings or the transition application?	Your question regarding accessing our new online system will be addressed in future communications once we are further along in the development of the new electronic filing system.	Keep checking the website for updated information: <a href="http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page">http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page</a> ?	

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19	Can the society file annual reports and changes of directors and registered office prior to filing their Transition Application?	Yes. The Act allows for these filings to be made by societies that have not yet transitioned. Societies should continue to promptly file these records as required by the Act. A society must be in good standing with its annual report filings before the society can file its Transition Application		
20	I would like to know now if our society is a reporting society.	Staff can search the Corporate Registry to confirm whether a society is reporting. However, if your society has self-selected (in its bylaws or an ordinary resolution) to be a reporting society, the Registry may not be aware of this.	Read more about reporting societies on the website.....	
20.1	What is a reporting society?	The definition of a reporting society is set out in section 1 of the current <i>Society Act</i> . The reporting society provisions, and more information about reporting societies, is also available on the website.	More information on the website and link to the Act: <a href="http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?">http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?</a>	
21	While transitioning, why do we have to enter our purposes word-for-word? Why can't we make changes to them when we appear to be able to make changes to the bylaws?	"Transitioning" is the process by which a society establishes an electronic interface with Registries by entering/uploading its existing constitution/bylaws into the database. Generally, changes are not allowed at this time. The Act does allow some bylaw changes to be made at this time in recognition of the reality that the bylaws of many societies may never have been consolidated, and it might be extremely difficult for these societies to determine exactly what their existing bylaws are. To accommodate this scenario, the Act allows the bylaws to be rewritten by the transitioning society, so long as members approve. Since a society's purposes		

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		tend to be much shorter and more accessible to a society, there is no ability to make changes to them on transition.		
22	<b>We have only been incorporated for one year. Can I still use the same equation for calculating whether our society would qualify to be a member-funded by splitting it in half (\$10,000.00 instead of \$20,000.00)?</b>	<p>Yes, generally this is a good rule of thumb. However, even a society that takes in \$20,000 in public funding in its first year of operations could be and continue to be a MFS if it takes in nothing in public funding in its second year. It's a rolling average over the previous two financial years – so the society's ability to take in public funding in its second year may be affected if it chooses to be member-funded in year one.</p> <p>Don't forget the other part of the test – even a society that takes in \$20,000 (or \$200,000) in public funding can still be a MFS if the amount of public funding constitutes 10% or less of its total income for the 2 year rolling period. If the society's income increases, so does its ability to take in donations and grants without going over the 10% mark.</p>		



May 3, 2016

**RE: New Societies Act Transition Guide**

Dear [SOCIETY NAME]:

As previously communicated to you, a new *Societies Act* was passed in the spring of 2015 and will come into effect on **November 28, 2016**. Until the new Act comes into effect, please continue to use the same corporate procedures and filings, and ensure your Society's office address and annual report filings are up to date.

To prepare your society for the transition to the new Act, Registries has developed a transition guide. This guide sets out basic information about the transition process and other matters your society may wish to consider over the coming months. This guide is attached to this email and also available for download at: [www.gov.bc.ca/SocietiesAct](http://www.gov.bc.ca/SocietiesAct).

Please be advised that an email address will be necessary to log on to the new electronic filing system. If this is not a valid email address for your society, please provide us with an up-to-date email address. Send your email along with your Society Number to [BCRegistries@gov.bc.ca](mailto:BCRegistries@gov.bc.ca), and add this address to your contacts to ensure spam filters do not block delivery.

Sincerely,

Carol Prest,  
Registrar and Executive Director – BC Registries and Online Services  
Ministry of Technology, Innovation & Citizens' Services  
Province of British Columbia