# The new BC Societies Act will come into force on November 28, 2016, introducing major changes to the incorporation, membership and governance of societies in BC.

All BC societies must transition to the new act prior to November 28, 2018 or risk being dissolved by the Registrar. Although societies have two years to complete this transition, the new act will apply to all societies as soon as it comes into force. Therefore, you should be familiar and ensure compliance with the provisions now to avoid having unenforceable bylaws or having to repeat any approval processes carried out under a society's current processes that do not conform to the new act.

### Where's help?

To help with the transition, Clark Wilson is offering a fixed-fee service to transition societies and update their governance documents to take advantage of the more modern and flexible provisions of the new act. The fixed fee is set at \$975 and includes:

Preparing all transition documents, including registry forms

Filing of the transition application with the **BC** Corporate Registry Access to Clark Wilson's bylaw builder with model provisions, which comply with the new act and take advantage of its additional flexibility

30-minute consultation to discuss the transition process and impact of the new act on your society

Checklists and other resources

## You are invited!

Join us for breakfast and a roundtable discussion on key changes in the new act and proactive measures to help you comply with the changes, including options, processes, and next steps.

Date: Wednesday, November 9, 2016

Location: Clark Wilson LLP, 900-885 West Georgia Street, Vancouver, BC

- Time: 8:00 am - Continental breakfast
- 8:30 9:30 am Presentation & Roundtable discussion
- **RSVP:** events@cwilson.com.

Please contact Rachelle Mezzarobba at rmezzarobba@cwilson.com and/or Areet Kaila at akaila@cwilson.com with any questions and to get started on your transition process today.

#### Increased disclosure requirements

All societies, other than member-funded societies, will be required to disclose remuneration paid to the society's directors and to certain employees.

#### New classification of senior managers

Any person appointed by the directors of a society to exercise the directors' authority to manage the activities or internal affairs of the society will be considered a senior manager and must meet the same qualifications and share in some of the same duties and liabilities as directors.

#### New director gualifications, requirements and liabilities

**Online filings** 

All annual filings or other forms

required to change a society's

records will be filed

electronically.

Directors will be required to meet minimum qualifications and must consent to act as a director. Additionally the new act contains more comprehensive provisions dealing with director liability, conflicts of interest, limitations of liability and indemnities.

What's new?: The new act will directly impact societies in several key ways, including:

#### Additional court remedies

Additional court proceedings and remedies will be available to members and directors of societies, such as oppression remedies and derivative actions.

#### What's required to transition?

The transition process can be completed on or after November 28, 2016—and must be completed before the deadline of November 28, 2018.

Any outstanding annual reports and changes of directors and officers must be filed with the BC **Corporate Registry.** 

A version of the society's constitution that contains only the society's existing name and purposes must be prepared.

A statement of directors and registered office must be completed.

Either a consolidated set of the society's existing by laws must be prepared (with any provisions previously in the society's constitution, other than its name and purposes, moved to the bylaws) or amended, or replacement bylaws must be prepared.

Societies will be able to hold and have members participate in meetings electronically.

Advent of electronic

meetings

#### **New member-funded** societies

#### More flexibility in membership structure

The new act expressly allows multiple classes of members and minimum number of members.

#### **Elimination of** unalterable provisions

these must first be moved to a society's bylaws but may subsequently be deleted or amended.

#### Lower special resolution threshold

Unless otherwise provided in a society's bylaws the threshold for a special resolution will decrease from 75% to 66%

# **CLARK WILSON**

cwilson.com