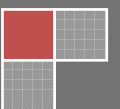


2016

Preparing to Transition: A Practical Guide

Getting your Society ready to
transition to the BC Societies Act.

Updated May 24, 2016



This guide has been developed by Pamela Nelson, MBA, to assist the Executive Directors, Board Members and Volunteers tasked with the responsibility to transition to the new *BC Societies Act*.

Pamela has given presentations to hundreds of non-profit organizations on the changes and transition requirements to the new Act since November 2015, including presentations co-hosted with United Way, BDO Dunwoody and other Community Resources organizations.

NOTE: This guide is intended as general information only and is not intended to provide any specific professional advice. This guide does not, nor intends to, include any legal advice or professional opinion.

It is recommended that you consult with a lawyer regarding the unique impact of the transition process on your organization.

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*Our dilemma is that we hate
change and love it at the
same time; what we really
want is for things to remain
the same but get better.*

Sydney J. Harris

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What's Happening?

Transitioning to the new *BC Societies Act* (the "new Act") is not an option: every organization registered as a society in British Columbia will need to 'transition' to the new Act by the deadline date of November 28, 2018. If you file an annual report with BC Registry as a BC Society, then you are affected by the Act and Regulations and must complete the transition steps.

To complete the transition every Society will need to file (online) their new constitution and bylaws, director and address information. You will be able to transition once the *Societies Act* comes into effect on November 28, 2016.

Society vs. Charity

A BC Society is a type of *legal entity* registered pursuant to the existing *BC Society Act*, regulated by the Registrar of Companies, within BC Registry Services in the Ministry of Finance. A registered Charity is an organization that has obtained charitable *status* from Canada Revenue Agency. Not all societies are registered charities.

Implications and Opportunities

The requirement to transition provides an opportunity for every non-profit organization to assess their current operations from a vision and operations level point of view. Some organizations may select to do the minimum: adopt the Model Bylaws as set out in the Regulations or make minor revisions based on translating their bylaws from the 'old' Act to the 'new' Act. Others may choose to take this opportunity to review and revise their bylaws completely. The degree of work required to transition will range depending on your organizations' needs. **NOTE:** A working group of non-profit lawyers recommend NPO's do not adopt the Model Bylaws as is. Be sure to review each clause and determine for fit with your own organization.

The actual required steps to transition are the same no matter how you develop your new constitution and bylaws. As of November 28, 2016 you will be able to go online to the (to be defined) web site and then electronically file your new:

- constitution
- bylaws
- notice of directors, and
- registered address.

The content of this guide is intended only to provide a summary and general overview on the subject matter. This guide is not intended to be comprehensive nor does it constitute legal or professional advice. You should seek legal or other professional advice before acting or relying on any of the Content herein.

A New Act: 7 Major Areas of Change

Our province was due for a new Act. The Act that is being replaced (*BC Society Act*) was introduced in 1979 and the last update was in 1994. In 2006 the British Columbia Law Institute, with a grant from the Law Foundation of British Columbia started a two-year project to consider how to reform the *Society Act* aiming to modernize the Act and bring it into alignment with current governance standards. (Bull Houser, 2015)

The government's primary goals were to provide for flexibility, public accountability and a minimization of regulation. The first phase of the project included a study of major legal issues relating to the *Society Act*, and leading models for reform, resulting in the publication of a consultation paper that contained 106 tentative recommendations.

In December 2009 the Ministry sent a letter to stakeholders seeking input on those recommended amendments to the Act. The second phase built on responses received from those public stakeholders. In 2011 a second discussion paper was published, followed by another round of consultations. In the final phase (August 2014) the Ministry of Finance released the *Societies Act White Paper* inviting feedback until October 2014. (BC Non-Profit Housing Association, 2015)

The new *Societies Act* was introduced to legislature in March 2015 as Bill 24 and received Royal Assent in May. The Regulations were released in November 2015 and the coming into force date is November 28, 2016. All registered societies will have two years from that date to transition to the new Act.

The new Act is a welcome update that has been described as a modernizing of the legislation that brings governance standards up-to-date with modern practices and provides easy to understand language to guide society staff and volunteers. (Bridge & Corriveau, 2015)

There are many changes from the old Act, evidenced by the scope of the legislation: the printed format of the old Act was 51 pages long and the new one expected to be over 150. There are resource documents available to guide you through the clause-by-clause changes and these are noted within this Guide. The following is not an exhaustive overview, but a summary overview of the major areas of change.

There are seven major areas of change in the new Act.

1. Two Categories of Societies

The new Act distinguishes between two categories of societies: member-funded and public-funded.

Public funded societies are subject to greater accountability and transparency measures when it comes to corporate governance, financial disclosure and distribution of money or other property at the time of dissolution. (BC Registry Services, 2015) A Public-funded society is one that obtains funding from the public or government in excess of a monetary threshold prescribed by regulation. Registered charities, student societies, hospital societies or those defined in section 1 of the *Provincial Sales Tax Act* (recipient) cannot be member funded societies.

Member funded societies are those funded primarily by its own members to carry on activities for the benefit of its members. The new Act provides relaxed standards for corporate governance, accountability, financial disclosure, and distribution of assets upon dissolution for member funded societies due to the private nature of its funding. Sports clubs and professional organizations are anticipated as the types of organizations intended to fit into this new category, although others may meet the criteria. There may be an impact on the ability to qualify for external funding by adopting a Member-funded status, and any organization considering this option should seek legal counsel.

Unless stated within the Constitution, a society is recognized as a Public funded society. To self-identify as a Member-funded Society the following clause must be contained in the Society's Constitution (section 191):

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.

A special resolution passed by the voting members is required to include the member-funded clause within the Constitution. **It is highly recommended that you seek legal counsel if you are considering self-identifying as a Member-funded society.** Depending on your Bylaws there may be implications on meeting criteria for future funding opportunities.

Occupational Title Societies registered pursuant to section 88 of the old Act are no longer provided for. See Part 12, Division 2, sections 201 to 208.

2. Registry Filings

Societies will now be able to submit filings electronically, similar to that available for companies under the *BC Corporations Act* since 2004. Unlike companies Society filings may not specify a 'to be taken into effect date' later than the date on which the record is filed.

Society incorporation documents will now also be submitted electronically and can be completed and submitted by one person. Only one applicant is needed for a member-funded society; three for public-funded.

In addition to the current annual report filings, Societies will now file all updates including Notice of Change of Directors and Addresses online, though these changes can also be made at the time of filing the annual report. Bylaws will now be considered 'evergreen;' continuously updated in real-time. Special resolutions will no longer be filed with the Ministry.

3. Records

Much guidance regarding the retention of records including length of time (10 years or less if no longer relevant; s.21), capacity to keep in electronic format and rights of access to records. New records that are now to be kept include the Consent to Act and Resignations of Directors.

The new Act also provides for member access to all corporate records; however, the bylaws may restrict access to directors' meeting records and accounting records. Access to the register of members may also be restricted, however, the member(s) requesting access do have remedy to access per section 25.

Societies (other than member-funded) must provide access to financial records to a requesting member of the public, although the bylaws may provide for that public access.

4. Financial Matters

Investment, borrowing and financial statements provisions are contained in Part 4, Divisions 1 and 2 (sections 33 to 39). These sections include updates regarding disclosure of remuneration paid to directors and the ten highest paid employees and contractors. Amounts paid over a threshold set out in the Regulations must now be disclosed.

Directors have discretion with respect to borrowing but bylaws may restrict that discretion. The nature and amount of any financial assistance provided must be set out in the notes to financial statements (section 37), unless that assistance is within the course of a Society's ordinary activities.

Distribution of assets outside of dissolution is specifically addressed. Unless specified within the bylaws, a 'qualified recipient' may be identified by ordinary resolution or failing that, as is specified by director resolution (section 124).

5. Directors

Many provisions for Directors have been added providing for (including but not limited to) the number, qualifications, remuneration, acts, resignations and removals, duties, proceedings, accountability, and indemnification of Directors (sections 40 through 66). Directors must now meet specific requirements, though section 233 sets out that a number of sections do not apply until November 28, 2018, providing organizations ample time to comply:

233 "Sections 41 [employment of directors], 42 (4) [designation, election and appointment of directors], 44 [persons qualified to be directors], 46 [remuneration and reimbursement of directors] and 61 (3) [senior managers]"

Also in affect as of November 28, 2018 is the requirement for Consent. An individual must consent in writing, or not refuse verbally in person at the meeting where the election or appointment occurs, to be designated as a Director (section 42). The bylaws may set out additional requirements an individual must meet to be qualified as a Director, and the Act further sets out when an individual is not qualified to act as a Director (sections 44 and 45).

The new Act additionally provides for the recording of Director's disclosure of material interests, liability for unauthorized distribution of assets, employment and contractual services of Directors to the Society.

The regulations address 'under-age' directors and senior managers.

6. Members and Meetings

The threshold for passing a special resolutions has been decreased from 3/4 (75%) to 2/3 (66%) of voting members present at a meeting, though the bylaws may specific a higher threshold. **The Interim Regulations specifically address the voting threshold of a Society in effect as of November 28, 2016.**

The new Act provides for the classification of members (including voting and non-voting) and the option of deeming that an annual general meeting (AGM) has been held with the written consent of all voting

members. A general meeting may be requisitioned by 10% of voting members and even less (5%) may request that a matter be added to the agenda of an AGM (fewer voting members may be required if set out in bylaws).

The new Act also provides for the termination, discipline and expulsion of members (sections 69 and 70) by special resolution, unless otherwise set out in the bylaws.

Part 6 sections 67 through 85 set out the provisions for Members and General Meetings.

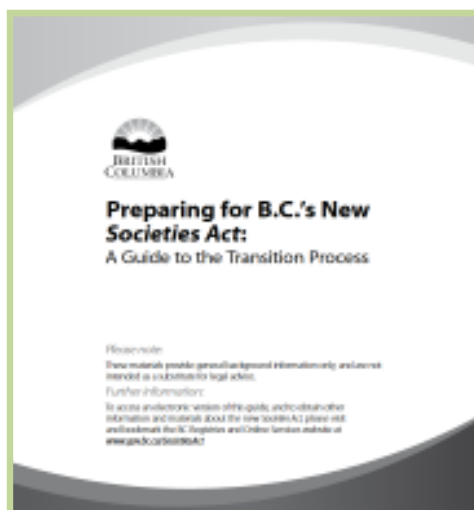
7. Remedies

The old Act minimally addressed court remedies. The new Act sets out the remedies that may be applied by the Courts, including the remedying of corporate mistakes, claims of oppression by a member, derivative actions, compliance or restraining orders and orders correcting corporate records of declaring the contents of missing records.

Courts may also order a Society to provide any corporate records to which a person has a right of access, including financial statements.

How to Transition

As of the Coming into Force date an organization will be able to file their then current Constitution (altered according to the new Act if required) and consolidated Bylaws (current bylaws inclusive of all up-to-date revisions), record of Directors and registered office address into the online system to affect 'transition'.



The Ministry has released a helpful Guide to the Transition Process, which sets out specific details and gives helpful recommendations to ready your Constitution and Bylaws.

Download this Guide from
http://www.bcregistryservices.gov.bc.ca/local/bcreg/documents/SocActFiles/Societies_Act_Transition_Guide.pdf

Scope of Task: Do You Need a Working Group?

Transitioning to the new Act provides the opportunity to instigate any positive organizational change. It is an opportune time to re-visit, re-emphasize and renew the commitment and investment into your organization's driving Vision with every stakeholder group within your organization. It is also an opportune time to realign the bylaws to address policies, current governance standards and practices, improve operational efficiency and staff or volunteer autonomy in alignment with the sections in the new Act.

Consideration need be given to how sections of the new Act affect Board governance and leadership, as well as management areas. Every one of these primary roles and management areas are addressed to varying degree within the Act and will impact your bylaws.

Determine Responsible Working Group, Committee or Team

Ideally the committee responsible for the planning, preparation and ultimately the transition to the Act will represent a well-rounded perspective of your organizations' activities. Availability to undertake the work required will also need to be considered.

Consider assigning responsibility for managing and completing this project to someone who has an appropriate level of skill in the areas of administration, writing (grammar), engaging stakeholders and if needed, handling conflict or competing interests among stakeholders.

Consider the existing policies, processes, governance practices, skill sets and knowledge bases of key employees, staff, directors and other key stakeholders.

Determine Timeline

The new Act has a coming into force date of November 28, 2016. This is when the old Act will no longer apply and the new Act takes effect. Every registered non-profit organization will have two years from that date to transition to the new Act; the deadline date for transition is November 28, 2018.

Members do not need to vote to affect the transition, Board approval will suffice. However; because members must vote to approve changes to bylaws and where applicable, the self-declaration of being a member-funded society, the opportunities to vote on the special resolutions required must be taken into consideration. Typically special resolutions are presented for voting at an Annual General Meeting (AGM). The alternative is to call a special meeting for the purpose of voting on the special resolutions.

Refer to your organization's bylaws, and where silent, the Act in effect at the time (before or after the coming-into-force date) to determine the appropriate methods and time frames for presenting the resolutions to your members for voting and the voting thresholds required to pass the Special Resolutions.

The Interim Regulations specifically address the voting threshold of a Society in effect as of November 28, 2016.

If you have any concerns regarding compliance with your bylaws or the Act in effect, consult a lawyer who practices in the area of non-profit or corporate governance.

Other factors to consider include Stakeholder involvement, such as approvals and sign-off by key employees, Board Members or other key Stakeholders. Also depending on the degree and scope of Bylaw development you may need to ensure adequate planning, drafting and review time before a final version is ready for voting contemplation.

You may find it helpful to work backwards from a goal transition date or a preferred AGM date, or work forward from when you begin working on the transition. A timeline worksheet is included at the end of this Guide.

Preparing to Revise The Constitution and Bylaws

No matter how current your Bylaws are, there may be some changes you will want to make to align certain clauses with the new Act. These changes can be made prior to the Coming into Force date (file the changes under the current Act) or after. Should you plan to make revisions to your bylaws there are three resource documents prepared by the BC Ministry of that will prove exceptionally helpful.

- 1) *The New Societies Act: Impact on Pre-existing Societies,*
- 2) *Comparison of the (old) Society Act to the (new) Societies Act, and*
- 3) *Comparison of the (new) Societies Act to the (old) Society Act.*

These reference documents can help you to determine the areas your organization need consider for changes to your bylaws, and act as a cross-reference for finding the appropriate sections of the new Act which govern each area. **These documents are all available for download from the BC Ministry website.**

There are three options for proceeding:

1. Adopt the Model Bylaws (*with applicable revisions*), or
2. Translate your existing bylaws to align with the new Act by making revisions as necessary, or
3. Undergo a more detailed review of your organizations vision and operations and use this opportunity to overhaul your bylaws.

Option 1: Adopt the Model Bylaws

Schedule 1 of the Regulations dated November 23, 2015 (Order in Council No. 673) set out Model Bylaws that may be adopted by a Society. There is a working group of non-profit lawyers who are currently parsing these bylaws in depth, and do not recommend adopting them as is. A clause-by-clause review of the Model Bylaws is required to determine fit and specific areas to be revised to meet your organization's needs.

The Model Bylaws are set out in the Regulations and contain basic clauses that align with the new Act. These bylaws may need substantial changes to reflect the specific needs of your society. Scrutiny should be applied before adopting these bylaws.

Option 2: Translate Existing Bylaws to Align with New Act

In this case you may only want to compare your current bylaws with those major areas of change and determine whether specific clauses in your bylaws should change to align with the new sections or should remain the same, giving consideration to the differences between the two. As an example, you may decide that rather than the new Act's minimum three directors you want a greater minimum number of directors.

If Option 2 is for you, you can advance directly to the 'Review Existing Constitution and Bylaws' section below.

Option 3: Prepare For a Thorough Review and Revision

This is a fabulous opportunity to take a detailed look at your governing documents and policies, and revise as needed to reach for your organization's vision! You may want to begin with the following exercise to review the current situation of your organization.

If you have any concerns regarding compliance with your bylaws or the Act in effect (old or new), consult a lawyer who practices in the area of non-profit or corporate governance

Exercise: Your Organization WWW / EBIF

Two important question to assist in determining sustainability of an organization are:

1. To what extent is the organization consistently able to achieve its mission?
2. How sustainable is the organizations ability to achieve its mission in future?

Governance is a critical practice of any organization. The National Study of Board Governance Practices describes the "*heightened competition for funding, increased demands for transparency and accountability and increased regulation of both for-profit and non-profit organization ... pressure to become more effective in their governance role.*" (Grace Bugg, 2006) Good governance provides a strategic advantage and attractiveness to an organization, affecting the ability to attract and retain members, supporters and ensure long-term sustainability.

The Canadian-based Institute on Governance stipulates the "*need for governance exists anytime a group of people come together to accomplish an end.*" (Institute on Governance) Effective governance ensures the organizations objectives are realized, the resources are well managed, and the interests of stakeholders are protected and reflected in key decisions. There are three critical aspects to good governance:

1. Authority
2. Decision-making, and
3. Accountability

The Act provides a number of sections apply to these three critical areas, and should be considered through this transition process.

Have your Committee brainstorm, or work separately and then share their thoughts, on **What is Working Well (WWW)** and what would be **Even Better If (EBIF)** for your organization. Consider: existing policies, processes, governance practices, skill sets and knowledge bases of staff, directors and other key stakeholders, marketing, communications and promotions, competitive environment, key revenue streams, constraints and challenges. This is not an exhaustive list. It may be worthwhile to begin this process and continue the collection of thoughts over a short time period; perhaps a few days or weeks if possible. Also consider any available feedback, such as formal or informal complaints, grievances, anecdotal or even conduct a survey of stakeholders.

Next follow the steps in the *Review Existing Constitution and Bylaws* section to prepare your governing transition documents.

Review Existing Constitution and Bylaws

Locate the current versions of your organization's constitution and bylaws. If you are not certain you have the most current version you may order a 'transition package' directly from BC Registry as of August 29, 2016 for a flat fee of \$40. The transition package includes a certified copy of the constitution, bylaws and any amendments made. Contact BC Registry via telephone at 1-877-526-1526 or online at <http://www.bcregistryservices.gov.bc.ca>.

Constitution

The Purpose of the society is stated on the existing constitution. Consider, is the purpose still relevant? Does it need to be updated or revised in any way?

The new transition constitution will include **only** the name and purpose of the society. If there are any clauses or sections in your existing constitution they will need to be moved to the post-transition bylaws as a clause or removed completely. This includes any existing 'unalterable' clauses that may be relevant to your organization's federal registered charity status.

The **exception to this rule** is if your organization will be member-funded, per section 191 of the new Act. In this case you will also include the following phrase in your Constitution:

If there are any clauses or sections in your existing Constitution, they will need to be removed or moved to your new bylaws.

"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."

Download the printable resource documents from
<http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page?>

Determine Degree and Scope of Change to Bylaws

Reference Documents

As you review you may want to cross-reference the BC Registry's *Comparison* document and the new *Societies Regulation*. The *Comparison* document will aid you in finding the sections of the new Act relevant to the clauses in your existing bylaws.

The new *Societies Regulation* sets out the thresholds or limitations of certain sections, such as setting fees for the inspection or copy of records, thresholds for reporting remuneration and ability to self-declare as member-funded. These regulations will be helpful to determine the applicable thresholds and target benchmarks in your post-transition bylaws.

Refer to the BC Registry's *New Societies Act: Impact on Pre-existing Societies* document. Using the *Implications and Opportunities* worksheet at the end of this document, make notes in each of the major areas of change regarding your organization.

Develop your Bylaws

There are three ways to approach the development of your new bylaws:

1. begin with the new Act's Model Bylaws and review with respect to fit with your organization
2. begin with your current bylaws and review with respect to fit with the new Act
3. have a third party draft the bylaws.

Wherever you begin, make a working copy that you can write on. For each clause make note of the appropriate section of the new Act using the appropriate *BC Registry Compare* document.

Then, consider what is appropriate or required for your organization. This is where you will need to consider all of your stakeholders and any outcomes from your Vision, review or overhaul work.

For each clause consider if the clause aligns with the new Act, if the requirements of your organization lacks behind, meets or exceeds the thresholds of the new Act.

Example 1: Expelling a Member

New BC Societies Act:

70 (1) *The bylaws of a society may provide for the discipline or expulsion, or both, of members.*
(2) *Unless the bylaws provide otherwise, a member of a society may be disciplined or expelled by special resolution.*

(3) Before a member of a society is disciplined or expelled under subsection (2) or the bylaws, the society must

- (a) send to the member written notice of the proposed discipline or expulsion, including reasons, and*
- (b) give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.*

Old Bylaws:

- (i) A member may be expelled by a Special resolution of the members passed at a general meeting.*
- (ii) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.*
- (iii) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.*

New Model Bylaws

The Model Bylaws do not address the expulsion of a member; therefore the Act would need be referred to with respect to addressing this issue. The Act does provide an organization to provide for the discipline or expulsion of a member in section 70(2); however, it further sets out the steps to undertake the same in section 70(3) (a) and (b).

If you have any concerns regarding compliance with your bylaws or the Act in effect (old or new), consult a lawyer who practices in the area of non-profit or corporate governance

Example 2: Quorum at General Meeting

New BC Societies Act:

82 (1) Subject to subsections (3) and (4), the quorum for the transaction of business at a general meeting is

(a) 3 voting members, unless paragraph (b) of this subsection applies, or

(b) if the bylaws provide for a quorum greater than 3 voting members, that quorum.

(2) The bylaws of a society may, for the purposes of subsection (1) (b), provide for a quorum that is greater than 3 voting members, by doing either of the following:

(a) specifying the number of voting members that constitutes a quorum;

(b) requiring that the quorum be calculated as a specified percentage of voting members or on another basis.

(3) If a society has fewer voting members than the quorum provided for in subsection (1), the quorum for the transaction of business at a general meeting is all of the voting members.

(4) The bylaws of a society may provide that if a general meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.

Old Bylaws:

(iii) A quorum is eight (8) members present or a greater number that the members may determine at a general meeting.

New Model Bylaws

Quorum for general meetings

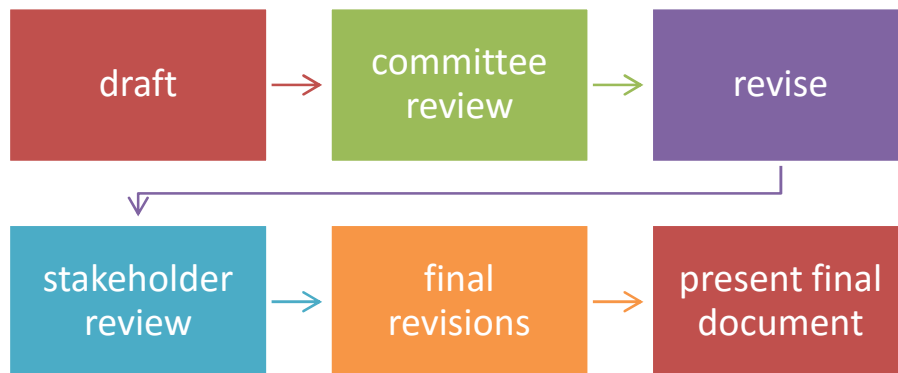
3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

While writing out the new bylaw clauses don't worry about the perfect phraseology or grammar at this point.

The Model Bylaw clause could be accepted as is or revisions made that would more closely align with your organizations' needs, so long as they do not contravene any minimum and maximum thresholds in the Act and/or Regulations.

While writing out the new bylaw clauses don't worry about the perfect phraseology or grammar at this point. First focus on developing the draft for review by the primary stakeholders. Once you have your bylaws drafted with respect to the degree and scope of clauses and thresholds specific to your organization's needs, you can have someone with strong editing and grammatical skills review and edit your document for clarity.

Ensure the document is reviewed for clarity, understanding and editing purposes prior to the final presentation to the members for voting. A good guideline to follow is to:



There may be a few additional iterations between the review by key stakeholders and revisions depending on degree and scope of changes.

Prepare for Member Presentation and Voting

Under the old (current to November 28, 2016) Act any changes to the bylaws must be presented to the voting members by Special Resolution, and (typically) a majority vote of 75% is needed to pass the resolution. Many There are some variations that may be set out within your existing bylaws.

Voting Threshold for Transition

The *Societies Transitional Interim Regulation* addresses this specifically:

Higher voting threshold in bylaws of society

1. Section 11 (4) [bylaws] of the *Societies Act* applies in relation to a society only if the bylaws of the society provide for the higher voting threshold, referred to in that section, in one of the following ways:

(a) by specifically setting out the higher voting threshold as a fraction or percentage of the votes cast or as a specific number of votes;

(b) by specifically requiring a unanimous vote or the consent in writing of all of the voting members;

(c) by specifically setting out a formula for calculating the higher voting threshold.

Therefore, if the existing bylaws set out a voting threshold greater than the 2/3 set out in the new Act, the Interim Regulation sets out that the higher voting threshold in the current (pre-transition) bylaws apply if the threshold is defined in any of the ways set out in (a), (b) or (c) of the Interim Regulation.

Notice of Special Resolutions

The required notice that must be presented to the members is set out in your current bylaws, or where silent, in section 23 of the (old) *Society Act*. Section 1 (Definitions) sets out additional requirements with respect to special resolutions.

After the coming-into-force date Sections 74 (other general meeting), through section 77 (Notice of General Meeting) of the new *Societies Act* deal with the calling of and giving notice for voting on the Special Resolutions. Section 78 specifically sets out:

"Notice of a general meeting must include the text of any special resolution to be submitted to the meeting."

Be sure to make note of the appropriate notice to be given to your voting members, and the consent threshold to pass the vote for your special resolutions.

A Professional Members' Review Package

Ideally the voting members will not only receive the full text of the Special Resolutions regarding the changes to the constitution and bylaws, but will have an opportunity to view the full text of the same prior to voting. Providing a printed full copy for each member and including in their Notice of Meeting package would be nice; however, if it is deemed to be too costly, you could provide a .PDF version via email or via download from a website, or password-protected web page.

As always, be sure to advise of applicable proxy rights and instructions for members who may not be able to attend.

Finally, because many members may not be aware of the new Act and the transition requirement, it may be helpful to include some background information in a cover letter.

Complete the Transition Documents

As of November 28, 2016 you will be able to complete the transition process online. The process has not yet been specifically defined (as of writing and publication of this Guide); however, is expected to consist of completing the online transition forms, filing the same with BC Registry (ie., click 'submit'), and then filing your copy of the transition documents into your organization's Minute Book or electronic record system.

An update as to the specific documents required to be completed and process for filing online is expected from the Ministry of Finance sometime during the summer of 2016.

This Guide has been provided as a courtesy by Pamela Nelson.

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