

# THE BRITISH COLUMBIA *SOCIETIES ACT*

*An introduction produced for Volunteer Victoria by Pro Bono Students of Canada Volunteers*



[www.volunteervictoria.bc.ca](http://www.volunteervictoria.bc.ca)

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# Acknowledgements

Volunteer Victoria would like to acknowledge and thank the following people for their work and commitment to this project:

- Andhra Azevedo
- Dmytro Galagan
- William McClary
- Radu Popescu
- Jasmine Tross

We would also like to acknowledge the following mentors and organizations. Without your support the production of this document would not have been possible.

- Fiona Hunter B.A., LL.B., LL.M., T.E.P. Partner, Horne Coupar
- Pro Bono Students Canada ~ University of Victoria Chapter
- UVic Law

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# Transition Checklist

The following section outlines some of the most important matters and dates for existing societies to consider when transitioning their governance as the *Societies Act* comes into force. For more information regarding how to complete each task, see the rest of this document or consult with a lawyer for more information.

## Prior to November 28, 2016

Prior to November 28, 2016 societies are still governed under the old *Society Act*. Important points to keep in mind before November 28, 2016 are:

- Societies may still alter their bylaws according to previous procedures.
- A transition package will be available as of August 29, 2016 from BC Registry Services to help societies complete their transition filing.

## November 28, 2016 until November 28, 2018

The coming into force date for most of the provisions of the new *Societies Act* is November 28, 2016. Many of the provisions have a two-year grace period, but some of the changes that take effect in November 2016 include:

- Regardless of when it was called, [any meeting that takes place after this date must now be compliant](#) with the new *Societies Act*.
- Societies cannot alter their bylaws until they have [transitioned](#) to governance under the new *Societies Act*.
- Your society may now become a [Member-Funded Society](#), after having completed transition, by including the required statement in its constitution.
- [New default voting thresholds](#) for resolutions take effect, unless contradicted by existing bylaws.
- [Proxy voting is allowed](#), if it is included in the bylaws.
- Members may [requisition a general meeting](#), and propose agenda items for general meetings.
- There are new rules regarding [qualification, election, and appointment of directors](#).
- There are new rules regarding [directors' term of office, resignation, and removal from office](#).
- There are new requirements for the disclosure of [director and employee remuneration](#).
- There are new rules for [directors' meetings, liability](#), and [borrowing power](#).
- The position of ["Senior Manager"](#) now exists.
- Members are now able to request to [inspect records](#).
- Members are able to [apply to the court](#) for a remedy if the society's activities are oppressive or unfairly prejudicial to one or more members.
- [Records must now be kept and may be kept in formats](#) outlined in the new *Societies Act*.
- [Societies may restrict member access to the register](#) of members through a directors' resolution.
- [Societies may restrict public access to their records](#) through a bylaw.

## After November 28, 2018

By November 28, 2018 all societies must have become compliant with the new *Societies Act*. Some of the most important changes that will be in effect after November 28, 2018 are:

- Societies must have filed their new [constitution and bylaws](#) according to the new *Societies Act*.
- Directors and [senior managers](#) must meet [qualifications](#) set in the new *Societies Act*.
- Persons [elected or appointed as directors](#) must give their consent to be a director.
- As a default, directors must not be remunerated, and in all cases the [majority of directors must be independent \(not employed by the society\)](#).

## How to Transition

The *Societies Act* comes into force on November 28, 2016. Pre-existing societies will have two years from that date to file their transition documents. In other words, pre-existing societies will have until November 28, 2018 to file their transition documents with the registrar. The transition application should contain:

- Constitution as prescribed by the new *Societies Act*;
- Bylaws; and
- Statement of directors and registered offices.

The filing of transition documents may provide a good opportunity to update bylaws or make them compliant with the new legislation. To do this, ensure that any bylaws to be altered or amended have been approved by special resolution, and then include them in bylaws filed in transition. Schedule 1 of the *Societies Regulation* includes a set of Model Bylaws that are compliant with the new *Act* which a society may adopt by special resolution before transition.

Applications for transition can be submitted online through the BC Registry Services website. Additional information regarding the transition process will be posted on this website as it becomes available.

## Constitutions and Bylaws under the new *Societies Act*

The bylaws and the constitution together lay out the rules of how your society operates. However, which rules should go into the constitution and which should go into the bylaws is going to change when the *Societies Act* comes into force. In order to be compliant with the new *Societies Act*, every society will have to file a new constitution and a new set of bylaws with the Registrar between November 28, 2016 and November 28, 2018.

### The contents of your society's new constitution

The society's new constitution will be a limited document. There are only **three** things that should be going into a constitution:

1. The name of the society;
2. The purposes for which the society exists; and
3. *If your society will be member-funded*, a declaration that it is member-funded (See the section on [Member-funded societies](#) in this document).

Everything else that may currently exist in your society's constitution must, under the new regime, be moved into the bylaws instead.

### The contents of your society's new bylaws

Any and all of the rules that govern how your society will operate must be in the bylaws. There are some subjects which your society must address in its bylaws, which are listed below:

- How someone becomes a member of the society;
- The rights and obligations that a member of a society may have;
- The conditions a member must meet to remain in good standing with the society;
- The processes by which a member may withdraw from a society or be expelled;
- How the society's directors are appointed and removed;
- Rules about the rights, obligations, and any payments to directors;
- Rules and procedures for calling annual general meetings;
- If the society intends to allow electronic voting, voting by proxy, or other forms of voting other than in person, then the bylaws must include rules for how that is to be done; and
- A statement of any restriction on the activities that the society is allowed to engage in or on the powers that the society is allowed to exert.

### How do we update the constitution and bylaws to make them compliant?

An updated version of the constitution and the bylaws, adhering to the requirements outlined above, must be filed with the Registrar. Advice should be sought on whether the new governing documents should be filed with the Canada Revenue Agency to maintain your charitable status. For more information, see the section on [How to Transition](#) in this document.

# Directors and Senior Managers

The *Societies Act* is more explicit about the duties and rights of directors of a society than the old legislation was. The following outlines some of the provisions relating to directors. Many of these provisions may be altered by a [society's bylaws](#).

## Director's qualifications

To be a director, a person must be qualified. If a director no longer meets the qualifications, the director must promptly resign. Acting as a director if unqualified is an offence. Important qualifications for directors under the new *Societies Act* (provisions in force on November 28, 2018) include:

- A general requirement that a person must be at least 18 years old to be qualified as a director unless certain requirements are met, which is different from the current legislation which only provides that a person under 19 years old may be appointed as a director or officer. The new *Societies Act* provides that, to be qualified, a person generally must be at least 18 years old, unless all of the following are true:
  - that person is 16 or 17 years old;
  - the society's bylaws explicitly permit directors to be 16 or 17 years old; and
  - a majority of directors are at least 18 years old.
- A person is not qualified to be a director if the person has been:
  - found by the court to be incapable of managing their own affairs;
  - convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or convicted of an offence involving fraud; or
  - is an undischarged bankrupt.
- The bylaws may set out additional qualifications that a person must meet to become a director.

## Election and appointment of directors

The new *Societies Act* provides that all subsequent directors are elected or appointed in accordance with the bylaws, unlike the current legislation that provides that directors may be nominated, elected, or appointed by the members. Bylaws may permit that the society's directors be elected or appointed by a third party, or that they become directors by virtue of holding a particular office or having a specified attribute. The New *Societies Act* (provisions in force on November 28, 2018) provides that a person elected or appointed as a director must either:

- give written consent to be a director; or
- be present at a meeting where he or she is elected as a director and not refuse to be a director.

## Term of office, resignation and removal of directors

As a default rule, a director's term of office expires at the close of the next annual general meeting unless the length of term is specified in bylaws. A director's term can also end by:

- A director resigning by giving his or her written resignation to the society.



- A director being removed from office by special resolution. This provision cannot be altered through bylaws (and bylaws cannot provide for a higher voting threshold to remove a director), but bylaws may provide for other ways to remove a director.
- Bylaws providing other circumstances when a director ceases to hold office.

## Directors' remuneration and independence

Unlike the current legislation, which only mentions that bylaws must contain provisions for the directors' remuneration (if any), the new *Societies Act* requires that, by default, a person must not be remunerated for being a director. However, a society may reimburse the person for reasonable expenses incurred in performing the person's duties as a director. Bylaws may permit a society to remunerate a person for being a director, and to restrict or prohibit reimbursement of directors' expenses. A majority of directors must also be 'independent' – they must not receive remuneration from contracts with the society for employment or for services, other than remuneration for being a director (this provision does not apply to member-funded societies). Provisions regarding directors' remuneration and independence come into force on November 28, 2018.

Except when a society is [member-funded](#), the financial statements of a society must include a note providing all of the following regarding the remuneration of directors:

- a list of all directors to whom the society paid remuneration either for being a director or for acting in another capacity;
- the amount of remuneration paid to each director for being a director; and
- the amount of remuneration paid to each director for acting in another capacity and a description of the capacity in which each such director acted.

## Directors' powers and borrowing

The old *Society Act* allowed a society to issue a debenture (an instrument evidencing an obligation or indebtedness of the society) only if authorized by a special resolution giving the directors a general power to issue debentures for a period of up to 1 year. The new *Societies Act* removes this restriction:

- A society may borrow money and issue bonds, debentures, notes or other evidences of debt obligations at any time, to any person, and for any consideration at the directors' discretion.
- This ability may be restricted or prohibited by the bylaws.

## Directors' meetings

In the absence of specific [provisions in the bylaws](#), directors may meet anywhere, under any procedure, with any notice as is convenient to them. Directors may pass a resolution without a meeting if all of the directors' consent to the resolution in writing or in any other manner specified in the bylaws. Note that:

- Bylaws may restrict or set requirements as to the location, notice, or procedure of directors' meetings; and
- Bylaws may also provide that consent of a lesser number of directors is required to pass a resolution in writing.

## Directors' liability

Directors have a fiduciary duty to act with a view to the best interests and purposes of the society. As such, the following points should be considered:

- Directors who vote or consent to a resolution authorizing a distribution of money or other property contrary to the *Societies Act* or the bylaws are jointly and severally liable to restore to the society any money or other property that is so distributed.
- The old *Society Act* provides that if a society has less than 3 members for more than 6 months, each director is personally liable for payment of every debt of the society incurred after the expiration of the 6 months. This provision is removed in the new *Societies Act*.

## Senior managers

The new *Societies Act* introduces a new position in a society of a “senior manager”. Senior managers are appointed by the directors to exercise the directors’ authority to manage the activities or internal affairs of the society, either for the whole of the society or a major part of the society. Note that:

- A person must meet the requirements of a director to be a senior manager (this provision in force on November 28, 2018). It is an offence for a person to become or act as a senior manager if unqualified.
- Bylaws may set restrictions or requirements for appointment of senior managers.
- A director of a society may also be a senior manager unless bylaws provide otherwise.
- A senior manager has the same duties as a director: to act honestly, in good faith, and in the best interests of the society, exercise care, diligence and skill, and act in accordance with the *Societies Act*, the regulations, and the bylaws.
- A senior manager who has an interest in a proposed or actual contract or transaction of the society must fully and promptly disclose the nature and extent of the senior manager’s interest.

# Maintenance of Records

## Keeping records

The *Societies Act* includes several changes to the requirements regarding how records can be kept:

- Records are no longer required to be kept in physical form; they can now also be kept electronically, or in any form that will allow them to be inspected and copied by others.
- Records can be kept in a location other than the registered office as long as the location is in British Columbia. If not kept at the registered office, there must be a notice in the office stating where records are available for inspection. If the records are electronic, the society must provide a computer for inspection of the records.
- A society can now dispose of any records that are no longer relevant to the activities or internal affairs of the society or are more than ten years old.
- Except when a society is member-funded, the financial statements of a society must include a note providing either:
  - a list of employees and contractors whose remuneration was at least \$75,000, indicating each employee's position or title, the nature of contractual services provided by each contractor, and the amount of remuneration paid to each employee or contractor. The list may include employees' and contractors' names (but this is not required); or
  - the total number of employees and contractors whose remuneration was at least \$75,000 and the total amount of remuneration paid to them.

## Access to records

A list of the records that all societies must keep is found in Section 20 of the *Societies Act*. The legislation guarantees that a member of a society may inspect most of these required records. There are some records, however, that societies may restrict access to if they feel it necessary. For example, a society may enact bylaws that restrict members' access to accounting records. See the chart below for a list of the types of records that directors, members, and the general public must have access to.

A special case occurs with a register of members. If the directors of a society deem it necessary for the protection of the society or its members they can restrict access to the register of members through a directors' resolution. In this case, a member can apply to the society to inspect the register and must be allowed to view the register.

Members of the general public can also view many of the records that a society is required to keep unless there are bylaws restricting access. A society must allow any member of the general public to view their financial statements if it is requested.

Members	Directors	General Public
May inspect records under section 20(1). May inspect records under section 20(2) (a) and (b) that evidences a disclosure by a senior manager or director. May inspect records under section 20(2) (c) <b>unless bylaws state otherwise.</b>	May inspect any required records.	May inspect any required records (except register of members) <b>unless bylaws state otherwise.</b>

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# Membership in the *Societies Act*

## Who can be a member of a society?

According to section 67 of the *Societies Act*:

- Any individual, corporate entity, partnership, or non-corporate entity can be a member of a society.
- Members can be under the age of 19.
- A non-individual member like a corporation must appoint an authorized individual to act on behalf of the member. This representative will have the same powers as other individual members.
- Membership is not transferable unless bylaws provide otherwise.

## Membership related bylaws

In defining membership, bylaws may address whether minors or non-individual entities can be members and whether memberships are transferable.

## What are different classes of membership?

According to section 68 of the *Societies Act*, societies can now create different classes of members. At least one class of members must be voting members, but there is no restriction in the *Act* as to the proportion of voting members to the whole membership of a society.

If a society creates multiple classes of membership, bylaws must address the rights and obligations of each membership class. By default, all members will be voting members unless stated otherwise in the bylaws.

## What rights can classes of members have within an organization?

The table below outlines the rights granted to classes of members within a society.

Voting	Inspecting Records	Apply to the Court for remedies
All members, except those who are part of a non-voting class established in the bylaws	All members can (including non-voting) can request to inspect records	All members (including non-voting) can apply to the court if the society’s activities are being oppressive or unfairly prejudicial to one or more members

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## Voting and Meetings under the *Societies Act*

There are new voting thresholds for resolutions under the new *Societies Act*. Normally, the voting threshold to pass a resolution can be set out in your society's bylaws. However, if the society's bylaws do not address this, there are default thresholds which are set out by BC legislation. Many societies choose to keep these default thresholds rather than writing specific ones into the bylaws. It is important to recognize that these default thresholds have changed with the new *Societies Act*.

The following table sets out what the default thresholds used to be and what they become when the *Societies Act* comes into force.

	<b>OLD <i>Society Act</i></b>	<b>NEW <i>Societies Act</i></b>
Ordinary resolution at a meeting	50%	50%
Ordinary resolution in writing	75%	66%
Special resolution at a meeting	75%	66%
Special resolution in writing	100%	100%

Note that a society cannot enact bylaws to allow for the removal of a director by special resolution if the bylaw provides a voting threshold for such a resolution that exceeds the default of 66%.

### Proxy voting

The legislation now allows for members of a society to vote at meetings by authorized proxy if the society enacts bylaws to allow it. Unless the society has such bylaws, members cannot vote by proxy.

### Member proposals and meetings

Members may propose that a particular issue be added to the agenda of any general meeting by making a proposal that has received the consent of 5% of voting members. This threshold may be lowered by the bylaws to a minimum of two voting members. Unless a similar issue was addressed in a general meeting within the previous two years, the directors are bound to add it to the agenda.

In addition to the annual general meeting of society members, members may now make a request to directors to call a general meeting. If 10% of voting members make such a request, the directors must call it. This 10% threshold may be lowered (though not raised) by a society's bylaws.

## Member-Funded Societies

A significant change contained within the new *Societies Act* is the creation of the category of member-funded societies. A member-funded society is funded primarily by its members, carries on activities for the benefit of its members, and may distribute its money and property among the members when it dissolves. Many of the requirements contained in the Act do not apply to member-funded societies. The Act deals with member-funded societies in Part 12, Division 1, ss. 190 to 200, and Part 16 ss. 238 and 242. Regulations for member-funded societies are contained in BC Order in Council No. 673, ordered on November 23, 2015, and coming into force with the rest of the Act on November 28, 2016. The following sections outline the general characteristics of member-funded societies.

### Requirements for member-funded societies

A society may be prohibited from becoming a member-funded society if it

- receives loans or grants from the BC Housing Management Commission
- is a service provider according to section 1 of the *Community Living Authority Act*
- is an authority under the *Independent School Act* and has received a grant for the previous school year
- has received government funds, donations from the public or a combination of the two in excess of \$20,000 or 10% of its gross income, whichever is greater, in the two financial years immediately preceding the current financial year of the society
  - “Public” does not include members, directors, senior managers, employees, or their relatives and spouses
- is a registered charity under the *Income Tax Act* (Canada),
- is a designated recipient under the *Provincial Sales Tax Act*, or otherwise entitled to receive taxes, fees, or other revenue received by the government as agent of the society,
- is a student society under the *College and Institution Act* or *University Act*,
- is a hospital society or operates a licensed community care facility under the *Hospital Act*, or
- is a pre-transition society, since there is no such thing as a member-funded society under the old *Society Act*

If none of the above apply, a society may add to its constitution the following statement:

*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.*

The statement above may only be added to a constitution pursuant to section 15, which outlines how a society can change its constitution, and following a court order declaring that the society satisfies the requirements laid out in s. 191. The court order requirement may be circumvented by a pre-existing society prior to its transition to registration under the new *Societies Act* if the society is not prohibited

from being a member-funded society and has passed a special resolution authorizing addition of the statement.

Societies formed by amalgamation under s. 87 of the *Act* may only become member-funded societies if all amalgamating corporations are member-funded societies or if they receive a court order as described above. A member-funded society may alter its constitution to remove the statement indicating it is a member-funded society, and must do so immediately (without requiring a special resolution) if its status changes such that it would be prohibited from being a member-funded society.

## Results of being a member-funded society

The application of the following sections of the *Act* is modified for member-funded societies:

- S. 28 (copies of financial statements) does not apply.
- S. 36 (reporting on remuneration of directors, employees and contractors) does not apply.
- Despite s. 40, a member-funded society need have only one director, and there is no residency requirement for the directors.
- S. 41 (employment of directors) does not apply.
- S. 124(2) (distribution of property before dissolution or on liquidation) does not apply, and a distribution of money or other property may be made to any person (as opposed to a qualified recipient) specified in the bylaws, or failing that to any person specified by an ordinary resolution, or director's resolution if an ordinary resolution is possible.
  - "Qualified recipient" is defined under s.1 of the *Act* as a non-member-funded society, a community service cooperative, a registered charity, trustees, or a person designated by regulation.
  - An affidavit referred to in s. 126 (dissolution by request) must still show that the society has provided for any outstanding liabilities, but money or other property may be distributed according as described above.
- Despite s. 154(2), property held by the society as a joint tenant devolves on the other joint tenants upon dissolution of a member-funded society.

A member-funded society may also convert to a company under the *BC Business Corporations Act* or *Canada Business Corporations Act*.



## Frequently Asked Questions

The table below may be useful to direct reading of the Act. The Act is available online [here](#) as it was when it passed third reading on April 22, 2015 and will be available [here](#) after it comes into force on November 28, 2016. The government of British Columbia has an FAQ page located [here](#).

Frequently Asked Questions	Relevant Sections of the Act
What can be contained in my society's governing documents?	<b>Part 2, Division 2</b> – Name and Governing Documents, ss. 9-12
How can I make changes to my society's governing documents?	<b>Part 2, Division 4</b> – Alterations to Constitution and Bylaws, ss. 15-17
What kind of records does my society have to keep, and how do we have to make them available?	<b>Part 3, Divisions 2 &amp; 3</b> – Society Records & Distribution of Records; ss. 20-32
What financial reporting is required by the Act, including reporting on remuneration?	<b>Part 4, Division 2</b> – Financial Statements; ss. 35-39
What sort of qualifications and responsibilities must Directors of my society have, including liability?	<b>Part 5, Divisions 1-5 &amp; 7</b> ; ss. 40-60 & 63-66
What is a senior manager, and what sort of qualifications and responsibilities must senior managers of my society have, including liability?	<b>Part 5, Divisions 6 &amp; 7</b> ; ss. 61-66
How can people become members of my society? How can my society handle members, including classes of membership, discipline, and termination?	<b>Part 6, Division 1</b> – Membership; ss. 67-70
What are my society's responsibilities when it comes to meetings, resolutions, voting, and annual reporting?	<b>Part 6, Divisions 2 &amp; 3</b> ; ss. 71-85
Who can seek a remedy from the court against my society, and what remedies can be sought?	<b>Part 8, Division 1</b> – Court Proceedings; ss. 102-106
Can members gain access to my society's records using the	<b>Part 8, Division 2</b> – Proceedings

courts?	Respecting Records; ss. 107-109
What are the benefits of becoming a member-funded society, and how can my society become one?	<b>Part 12, Division 1</b> – Member-Funded Societies; ss. 190-200
How can my society file records with the registrar, and receive records from the registrar?	<b>Part 13, Division 1</b> – Administration; ss. 209-212
How does the act apply to a society that existed before the act comes into force on November 28, 2016?	<b>Part 16, Divisions 2 &amp; 3</b> ; ss. 232-239
How can my pre-existing society transition to governance under the Act?	<b>Part 16, Divisions 4-8</b> ; ss. 240-249

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## Bibliography and External Resources

The resources linked to below are provided by the government of British Columbia:

BC Registry Services main index page for the *Societies Act*, with a variety of helpful resources:

<http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/index.page>

BC Registry Services Summary of Changes for the Act, including a summary chart of the details above:

<http://www.bcregistryservices.gov.bc.ca/bcreg/societiesact/overview.page?#chart>

Full Text of the Act, as it appeared when it passed third reading on April 22, 2015

[https://www.leg.bc.ca/pages/bclass-legacy.aspx#/content/legacy/web/40th4th/3rd\\_read/gov24-3.htm](https://www.leg.bc.ca/pages/bclass-legacy.aspx#/content/legacy/web/40th4th/3rd_read/gov24-3.htm)

Order in Council No. 673, November 23, 2015, establishing regulations for the Act:

[http://www.bclaws.ca/civix/document/id/oic/OIC\\_CUR/0673\\_2015](http://www.bclaws.ca/civix/document/id/oic/OIC_CUR/0673_2015)