



ARROWSMITH COMMUNITY JUSTICE SOCIETY

Registries Online & BC Societies Act

Dated 28 Nov 2016

BC Registries and Online Services

On **November 28, 2016** the new *Societies Act* came into effect in British Columbia. At the same time, a new “**Societies Online**” computer application was introduced for all societies incorporated or registered in the province to manage filings, such as annual reports.

www.bcregistries.ca/society

FYI - ACJS Society #S0039354

ACJS Business #86749 1029 BC-0001

BCeID Account Information

Registration Date – 6 Dec 2016

Account Type – basic BCeID

User ID: ACJS password: [REDACTED]

Given/First Name – Caryl

Surname – Arrowsmith Community Justice Society

email: director@acjs.ca

phone: 250-468-1549

BC SOCIETY ACT
[SBC2015]

Table of Contents

Part 1 – DEFINITIONS

1. Definitions

Part 2 – FUNDAMENT MATTERS IN RELATION TO SOCIETIES

Division 1 – Nature of Societies

2. Purposes
3. No share capital
4. Restrictions on distributions
5. Liability of members
6. Capacity and powers of society
7. Restricted activities and powers
8. Person may rely on authority of societies and directors, senior managers and agents.

Division 2 – Name and Governing Documents

9. Name
10. Constitution
11. Bylaws
12. Statement of directors and registered office

Division 3 – Incorporation of Societies

13. Application for incorporation
14. Incorporation

Division 4 – Alterations to Constitution and Bylaws

15. Alterations to constitution
16. Effect of change of name
17. Alterations to bylaws

PART 3 – REGISTERED OFFICE AND RECORDS

Division 1 – Registered Office

18. Registered office
19. Change of registered office

Division 2 – Society Records

20. Records to be kept
21. Old records need not be kept
22. Location of records
23. Maintenance of records
24. Inspection of records
25. Inspection of register of members may be restricted
26. Inspection of register of directors
27. Copies of records
28. Copies of financial statements

Division 3 – Distribution of Records

29. How record is sent
30. How record is delivered
31. When society receives record
32. How record is served on society

PART 4 – FINANCE

Division 1 – Investment and Borrowing

33. Investment of society's funds
34. Borrowing and issuance of securities

Division 2 – Financial Statement

35. Financial statements
36. Reporting on remuneration of directors, employees and contractors
37. Reporting on financial assistance
38. Issuance of financial statements
39. Copies of financial statements of subsidiary

PART 5 – MANAGEMENT

Division 1 – Directors

40. Number and residency of directors
41. Employment of directors
42. Designation, election and appointment of directors
43. Directors must be qualified
44. Persons qualified to be directors
45. Additional qualifications of directors
46. Remuneration and reimbursement of directors
47. Validity of acts of directors

Division 2 – Changes Respecting Directors

48. When director ceases to hold office
49. Resignation of directors
50. Removal of directors
51. Registry filings respecting directors

Division 3 – Role of Directors

52. Functions of directors
53. Duties of directors
54. Proceedings of directors
55. Application of this Act to persons performing functions of director

Division 4 - Directors' Conflicts of Interest

56. Disclosure of director's interest
57. Accountability
58. Validity of contracts

Division 5 – Directors' Liability

59. Directors' liability for money or other property distributed
60. Limitations on liability

Division 6 – Senior Managers

- 61. Senior managers
- 62. Disclosure of senior manager's interest

Division 7 – Indemnification of Directors and Senior Manager and payment of expenses

- 63. Definitions
- 64. Indemnification and payment of expenses
- 65. Indemnification or payment prohibited
- 66. Insurance

PART 6 – MEMBERS AND GENERAL MEETINGS

Division 1 - Membership

- 67. Membership
- 68. Classes of membership
- 69. Termination of membership
- 70. Discipline and expulsion of member

Division 2 – General Meetings and Annual Reports

- 71. Annual general meetings
- 72. Deemed annual general meeting
- 73. Society must file annual report
- 74. Other general meetings
- 75. Requisition of general meeting
- 76. Location of general meeting
- 77. Notice of general meeting
- 78. Notice of special resolutions
- 79. Waiver of notice
- 80. Powers of court respecting general meetings
- 81. Members' proposals
- 82. Quorum
- 83. Participation in general meeting by telephone or other communications medium

Division 3 - Voting

- 84. Right to vote
- 85. Proxies

From this point it goes into Corporate and Member Funded Societies.

PART 7 – CORPORATE REORGANIZATIONS

Division 1 - Amalgamation

- 86. Definitions
- 87. Application for amalgamation
- 88. Prerequisites to filing amalgamation application
- 89. Amalgamation
- 90. Effect of amalgamation
- 91. Restrictions of amalgamation

Division 2 – Disposal of Society's Undertaking

- 92. Disposal of undertaking

Division 3 – Continuation and Conversion

- 93. Definition of “special Act non-share corporation”
- 94. Application for continuation into British Columbia
- 95. Application for conversion of special non-share corporation
- 96. Continuation or conversion
- 97. Effect of continuation or conversion
- 98. No continuation out of British Columbia

Division 4 - Arrangements

- 99. Arrangement may be proposed
- 100. Powers of court respecting arrangements
- 101. Registry filings respecting arrangements

Part 8 – REMEDIES

Division 1 – Court Proceedings

- 102. Complaints by members
- 103. Derivative actions
- 104. Compliance or restraining orders
- 105. Court may remedy irregularities
- 106. Relief in legal proceedings

Division 2 – Proceedings Respecting Records

- 107. Registrar or court may order access or copies
- 108. Applications to court to correct records
- 109. Missing records

Division 3 – Civil Resolution Tribunal

- 109.1 Definitions
- 109.2 Who may request resolution by civil resolution tribunal

Part 9 – AUDIT

- 110. Application of Part
- 111. Appointment of auditor
- 112. Persons qualified to act as auditor
- 113. Independence of auditor
- 114. Capacity to act as auditor
- 115. Removal of auditor during term
- 116. Examination and access
- 117. Auditor’s report
- 118. Right of auditor to attend general meeting
- 119. Member may require auditor to attend general meeting
- 120. Auditor must answer question if present at general meeting
- 121. Amendment of financial statements and auditor’s report
- 122. Qualified privilege in defamation proceedings.

Part 10 – LIQUIDATION, DISSOLUTION AND RESTORATION

Division 1 – General Rules Respecting Liquidation and Dissolution

- 123. Liquidation and dissolution
- 124. Distribution of property before dissolution or on liquidation
- 125. Stay of proceedings on insolvency

Division 2 – Voluntary Dissolution without Liquidation

- 126. Dissolution by request

Division 3 – Voluntary Liquidation

- 127. Voluntary liquidation
- 128. Appointment of liquidator in voluntary liquidation
- 129. Commencement of voluntary liquidation

Division 4 – Court-Ordered Liquidation and Dissolution

- 130. Court-ordered liquidation and dissolution
- 131. Appointment of liquidator in court-ordered liquidation
- 132. Commencement of court-ordered liquidation and dissolution

Division 5 – Qualification, Appointment and Removal of Liquidators

- 133. Qualifications of liquidator
- 134. Validity of acts of liquidator
- 135. Filing and publication of notice of appointment
- 136. Removal of liquidator in voluntary liquidation
- 137. Liquidator ceasing to act must file notice
- 138. Filling vacancy in office of liquidator

Division 6 – Conduct of Liquidation

- 139. Definition of “commencement of liquidation”
- 140. Effect of resolution or order for liquidation
- 141. Meeting of creditors
- 142. Creditor must commence action on claim
- 143. Duties of liquidator
- 144. Powers of liquidator
- 145. Unclaimed or undistributed property
- 146. Limitations on liability
- 147. Duty to assist liquidator

Division 7 – Powers of Court

- 148. Powers of court respecting liquidation

Division 8 – Dissolution of Society

- 149. Final meeting and dissolution
- 150. Dissolution on completion of liquidation

Division 9 – After Dissolution

- 151. Discharge of liquidator by court order
- 152. Retention of society’s records by liquidator
- 153. Registrar’s duties after dissolution

Division 10 – Effect of Dissolution

- 154. Effect of dissolution
- 155. Dissolved societies deemed to continue for litigation purposes
- 156. Liability of person who receive distribution
- 157. Liabilities survive

Division 11 – Restoration of Dissolved Society

- 158. Definition of “applicant” and application of Division to society dissolved under former Act
- 159. Prerequisites to application for restoration by registrar or court
- 160. Application to registrar for restoration
- 161. Restoration by registrar
- 162. Application to court for restoration
- 163. Filing of restoration application with registrar in court-ordered restoration
- 164. Effect of restoration
- 165. Corporate property to be returned to restored society
- 166. Registrar’s duties after restoration

Part 11 – EXTRAPROVINCIAL NON-SHARE CORPORATION

Division 1 – Definitions and Interpretation

- 167. Definitions
- 168. When extraprovincial non-share corporation deemed to carry on activities in British Columbia

Division 2 - Registration

- 169. Extraprovincial non-share corporations must register
- 170. Attorneys
- 171. Assumed name
- 172. Procedure for registration
- 173. Registration
- 174. Registrar may order change of name
- 175. Effect of registration
- 176. Service of records on registered extraprovincial non-share corporation
- 177. Registered extraprovincial non-share corporation must file annual report
- 178. Registered extraprovincial non-share corporation must notify registrar of changes
- 179. Cancellation or change of assumed name

Division 4 – Cancellation of Registration

- 180. Cancellation of registration by registrar
- 181. Cancellation of registration of inactive or defunct extraprovincial non-share corporation
- 182. Cancellation of registration by Lieutenant Governor in Council
- 183. Effect of cancellation of registration
- 184. Publication of notice of cancellation

Division 5 – Reinstatement of Registration

- 185. Definition of “applicant”
- 186. Application for reinstatement of registration
- 187. Reinstatement
- 188. Effect of reinstatement
- 189. Registrar’s duties after reinstatement

Part 12 – SPECIAL SOCIETIES

Division 1 – Member-Funded Societies

- 190. Definitions
- 191. Statement in constitution that member-funded society exists primarily for members

- 192. Ceasing to be member-funded society
- 193. Altering constitution to become member-funded society
- 194. Other restriction on becoming member-funded society
- 195. Access to financial statements of member-funded society
- 196. Reporting on remuneration for member-funded society
- 197. Directors of member-funded society
- 198. Member-funded society may convert to company
- 199. Distribution of property before dissolution or on liquidation of member-funded society
- 200. Effect of dissolution of member-funded society on joint tenancy

Division 2 – Occupational Title Societies

- 201. Definitions and interpretation
- 202. Applications for registration by pre-existing occupational title societies
- 203. Publication of names of registered occupational title societies
- 204. Effect of registration
- 205. Injunction
- 206. Bylaw alterations
- 207. Cancellation by registrar
- 208. Effect of restoration of dissolved occupational title societies

Part 13 – GENERAL

Division 1 - Administration

- 209. Filing of records
- 210. Furnished of records by registrar
- 211. Publication
- 212. Fees payable to registrar

Division 2 – Government Powers of Investigation and Dissolution

- 213. Investigation of society
- 214. Involuntary dissolution by registrar
- 215. Dissolution b Lieutenant Governor in Council
- 216. Application of Part 10

Division 3 – Application *Business Corporations Act*

- 217. References in applicable provisions of *Business Corporations Act* and regulations
- 218. Pre-incorporation contracts
- 219. Trust indentures, debentures, receivers and receiver managers

Part 14 – OFFENCES AND FINES

- 220. *Offence Act*
- 221. General offences
- 222. Offences respecting records
- 223. Misleading statements an offence
- 224. Offences respecting unregistered extraprovincial non-share corporations
- 225. Fines
- 226. Additional liabilities
- 227. Limitation period

Part 15 - REGULATIONS

- 228. General regulation-making authority
- 229. Regulations applying *Business Corporations Act* regulations
- 230. Other regulations

Part 16 – TRANSITIONAL PROVISIONS

Division 1 - Definitions

- 231. Definitions

Division 2 – Application of Act to Pre-Existing Societies

- 232. References to members, senior managers and filings
 - 232.1 References to special resolutions
- 233. Application of provisions to directors and senior managers of pre-existing societies
- 234. General meetings and voting respecting pre-existing societies
- 235. First financial statements of pre-existing societies

Division 3 – Pre-Transition Societies

- 236. Constitution, bylaws and amalgamation of pre-transitional society
- 237. Pre-existing reporting societies before transition
- 238. Pre-transition society may not be member-funded society
- 239. Filings respecting directors and registered office of pre-transition society

Division 4 – Transition of Pre-Existing Societies

- 240. Pre-existing society must file transition application
- 241. Other alterations to bylaws of pre-existing society on transition
 - 241.1 Timing of special resolution authorizing alteration to previously unalterable provision or reporting society provision in bylaws.

Division 5 – Transition of Special Societies

- 242. Transition of pre-existing society wishing to become member-funded society
- 243. Transition of pre-existing society registered occupational title societies
- 244. Transition of restored society

Division 6 – Special Societies with Unalterable Provisions

- 245. Consent required for alterations to unalterable provisions in bylaws of government-related pre-existing societies

Division 7 – Extraprovincial Non-Share Corporations

- 246. Definition of “previously registered extraprovincial society”
- 247. Registration requirements
- 248. Attorney of previously registered extraprovincial society
- 249. References to filings

Division 8 – Regulations

- 250. Regulations establishing reporting society provisions
- 251. Repealed

Part 17 – REPEAL AND CONSEQUENTIAL AND RELATED AMENDMENTS

- 252. Repeal
- 253-364 Consequential and Related Amendments

365. Amendment to this Act

366. Commencement

Part 1 – DEFINITIONS

1. Definitions

In this Act:

“**alter**” includes create, add to, vary and delete;

“**auditor’s report**”, in relation to financial statements of a society required under section 35 [*financial statements*], means the auditor’s report prepared under section 117 [*auditor’s report*] on those financial statements.

“**bylaws**” means the bylaws described in section 11 [*bylaws*].

“**consent resolution of directors**” means a directors’ resolution passed in accordance with section 54(2) [*proceedings of directors*].

“**constitution**” means the constitution described in section 10 [*constitution*].

“**court**” means the Supreme Court of British Columbia

“**deliver**” means deliver in accordance with section 30 [*how a record is delivered*];

“**delivery address**”, in relation to the registered office of a society, means the delivery address of the registered office set out in the statement of directors and registered office of the society;

“**director**”, in relation to a society, means an individual who has been designated, elected or appointed as the case may be, in accordance with section 42 [*designation, election and appointment of directors*], as a member of the board of directors of the society, regardless of the title by which the individual is called;

“**electronic meeting**” means a fully electronic meeting or a partially electronic meeting;

“**extraprovincial non-share corporation**” means a corporation, without share capital, that is incorporated, amalgamated, continued or otherwise formed by or under the laws of a jurisdiction other than British Columbia

“**file**”, in relation to a record that must or may be filed with the registrar, means file the record in accordance with section 29(1) [*filing of records*];

“**former Act**” means the *Society Act*, R.S.B.C. 1996, c433;

“**fully electronic meeting**” means a meeting in which persons are entitled to participate solely by telephone or other communications medium, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone or other communications medium;

“**furnish**”, in relation to a record that must or may be furnished by the registrar, means furnish the record in accordance with section 210 [*furnishing of records by registrar*];

“**general meeting**” means a general meeting of the members of a society;

“home jurisdiction”, in relation to an extraprovincial non-share corporation, means the jurisdiction in which the extraprovincial non-share corporation is incorporated, amalgamated, continued or otherwise formed;

“legal proceeding” includes a civil, criminal, quasi-criminal, administrative or regulatory proceeding;

“mailing address”, in relation to the registered office of a society, means the mailing address of the registered office set out in the statement of directors and registered office of the society;

“member”, in relation to a society, means

- (a) an applicant for the incorporation of the society who remains a member of the society, and
- (b) a person who becomes, in accordance with the bylaws, a member of the society and who remains a member of the society;

“ordinary resolution” means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of votes cast by the voting members, whether cast personally or by proxy;
- (b) a resolution consented to in writing, after being sent to all the voting members, by at least 2/3 of the voting members
- (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communications, including fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

“partially electronic meeting” means a meeting in which persons are entitled to participate in person or by telephone or other communications medium, as set out in the notice for the meeting, if all person attending the meeting are able to participate in it, whether by telephone, or other communications medium or in person;

“pre-existing society” means a corporation that, immediately before the coming into force of this section, was a society under the former Act;

“property” includes rights and interests;

“publish”, in relation to notice that must or may be published by the registrar, means publish notice in accordance with section 211 [*publication*];

“register of societies” means the register of societies and extraprovincial non-share corporations maintained by the registrar;

“registrar” means the individual appointed as the Registrar of Companies under section 400 [*appointment of registrar and staff*] of the *Business Corporations Act*;

“send” means send in accordance with section 29 [*how record is sent*];

“senior manager”, in relation to a society, means an individual appointed by the directors of the society under section 61 (1) [*senior managers*];

“society” means

- (a) a society that is incorporated, amalgamated, continued or converted under this Act, or
- (b) a pre-existing society;

“special resolution” means any of the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by voting members, whether cast personally or by proxy;

- (b) a resolution consented to in writing by all of the voting members;
- (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, included by fax, email, or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution.

“spouse” means a person who

- (a) is married to another person, or
- (b) is living with another person in a marriage-like relationship;

“statement of directors and registered office” means the statement of directors and registered office described in section 12 [*statement of directors and registered office*];

“subsidiary”, in relation to a society, means a corporation that is controlled by the society, and, for the purposes of this definition, a corporation is controlled by a society if the votes carried by the shares or memberships in the corporation that are held directly or indirectly by the society are sufficient, if exercised, to elect or appoint a majority of the members of the board of directors or other governing body of the corporation;

“voting member” means a member of a society who has the right to vote under section 84

(1) [*right to vote*].

Part 2 – FUNDAMENT MATTERS IN RELATION TO SOCIETIES

Division 1 – Nature of Societies

2. Purposes

- (1) Subject to subsection (2), a society may be formed under this Act for one or more lawful purposes, including, without limitation, agricultural, artistic, benevolent, charitable, educational, environmental, patriotic, philanthropic, political, professional, recreational, religious, scientific, social or sporting purposes
- (2) A society must not have, as one of its purposes, the carrying on of a business for profit or gain, but carrying on a business to advance or support the purposes of a society is not prohibited by this subsection.
- (3) The registrar may, in writing and giving reasons, order a society to alter its purposes if the registrar considers one or more of those purposes to be contrary to this Act or otherwise unlawful.

3. No share capital

A society must not have capital divided into shares

4. Restrictions on distributions

A society must not distribute any of its money or other property other than

- (a) for full and valuable consideration
- (b) in furtherance of the purposes of the society
- (c) to a qualified recipient
- (d) for a distribution required or authorized by this Act, including, without limitation, a distribution made in accordance with this Act on the society’s dissolution or liquidation and dissolution, or for a distribution otherwise required by law, or

- (e) for a distribution that is
 - (i) of a type authorized by the regulations, and
 - (ii) made in accordance with the regulations.

5. Liability of members

A member of a society is not, in that capacity, liable for a debt or other liability of the society.

6. Capacity and powers of society

A society has the capacity, rights, powers and privileges of an individual of full capacity.

7. Restricted activities and powers

- (1) A society must not
 - (a) carry on any activity or exercise any power that the society is restricted by its bylaws from carrying on or exercising; or that is contrary to its purposes, or
 - (b) exercise any of the society's powers in a manner inconsistent with those restrictions or purposes.
- (2) An act of a society, including a transfer of property to or by the society, is not invalid merely because the act is contrary to subsection (1).

8. Person may rely on authority of societies and directors, senior managers and agents.

- (1) Subject to subsection (2), a society may not assert against a person dealing with the society that
 - (a) the bylaws of the society have not been complied with,
 - (b) the individuals who are shown as directors in the register of societies are not the directors of the society.
 - (c) a person held out by the society as a director, senior manager or agent
 - (i) is not, in fact, a director, senior manager or agent, as the case may be, of the society,
 - (ii) has no authority to exercise the powers and perform the duties that are customary in the activities of the society or usual for such director, senior manager or agent, or
 - (iii) has acted contrary to a limitation or restriction on the person's powers or functions,
 - (d) a record issued by a director, senior manager or agent of the society who has actual or usual authority to issue the record is not valid or genuine, or
 - (e) a record the society is required to keep under section 20 [*records to be kept*] is not accurate or complete.
- (2) Subsection (1) does not apply in respect of a person who has knowledge, or, by virtue of the person's relationship to the society, ought to have knowledge, of a situation described in paragraphs (a) to (e) of that subsection

Division 2 – Name and Governing Documents

9. Name

- (1) To reserve a name for the purposes of this Act, a person must apply to the registrar.
- (2) After receiving an application to reserve a name under subsection (1), the registrar may reserve the name for a period of 56 days from the date of reservation or for any longer period the registrar considers appropriate.
- (3) The registrar may, on request, extend a reservation of a name for the period the registrar considers appropriate.
- (4) The registrar
 - (a) may not reserve a name under this section unless the name complies with the requirements, if any, prescribed by regulation, and
 - (b) may refuse to reserve a name under this section if the registrar, for good and valid reasons, disapproves of the name.
- (5) The registrar may, in writing and giving reasons, order a society to change its name if
 - (a) the name of the society is contrary to the requirements, if any, prescribed by regulation, or
 - (b) the registrar, for good and valid reasons, disapproves of the name.
- (6) If a society has a seal, the society must have its name in legible characters on the seal.

10. Constitution

- (1) A society must have a constitution that sets out
 - (a) the name of the society, and
 - (b) the purposes of the society.
- (2) A society must not have a constitution that contains provision in addition to the name and purposes of the society.

11. Bylaws

- (1) A society must have bylaws that contain provisions respecting the internal affairs of the society, including provisions respecting the following:
 - (a) membership in the society, including
 - (i) the admission of members and any rights and obligations arising from membership,
 - (ii) if there is more than one class of members, a description of each class and the rights and obligation that apply to each class, and
 - (iii) if the members may cease to be in good standing, the conditions under which that may occur;
 - (b) the society's directors, including
 - (i) the manner in which directors must or may be elected or appointed, and
 - (ii) the expiry of directors' terms of office, if other than at the close of the next annual general meeting after a director's designation election or appointment.
 - (c) general meetings, including
 - (i) the quorum for general meetings, if greater than 3 voting members
 - (ii) whether proxy voting is permitted, and

- (iii) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, the rules respecting how that voting is to occur;
 - (d) any restrictions on
 - (i) the activities that the society may carry on, or
 - (ii) the powers that the society may exercise
- (2) Without limited subsection (1), a society may, in its bylaws, adopt, with or without alteration, all or any of the set of provisions that are, by regulation, prescribed and designated as the “Model Bylaws”.
- (3) A society must not have bylaws that contain a provision that is inconsistent with this Act, the regulations or any other enactment of British Columbia or Canada, and if a provision of the bylaws is inconsistent with this Act, the regulations or any other enactment of British Columbia or Canada, the provision has no effect.
- (4) If the bylaws of a society provide for a higher voting threshold than the threshold set out in the definition of “special resolution” in section 1 [*definitions*] to effect any action that, under this Act, require authorization by special resolution, the provisions of the bylaws prevail if they
 - (a) set out the higher voting threshold as a fraction or percentage of the votes cast or as a specific number of votes,
 - (b) establish the higher voting threshold by requiring a unanimous decision of all the voting members, or
 - (c) set out a formula for calculating the higher voting threshold.
- (5) For certainty, an action referred to in subsection (4) includes altering all or part of one or more provisions of a society’s constitution or bylaws.
- (6) Despite subsection (4), a society must not have a bylaw that provides for a higher voting threshold to remove a director from office under section 50(1)(a) [*removal of directors*].

12. Statement of directors and registered office

- (1) A society must have a statement of directors and registered office that sets out:
 - (a) the full names and addresses of the directors of the society, and
 - (b) the delivery address and mailing address of the registered office of the society.
(must be a physical address)
- (2) For the purposes of subsection (1)(a), the address of a director may be either of the following:
 - (a) the director’s residential address
 - (b) another address at which the director can usually be served with records between the hours of 9 a.m. and 4 p.m., local time, from Monday to Friday, inclusive.

Division 3 – Incorporation of Societies

13. Application for incorporation

One or more persons may incorporate a society by filing with the registrar an incorporation application that

- (a) sets out the name reserved under section 9 [*name*] for the society and the reservation number given for that name,
- (b) contains
 - (i) a constitution,
 - (ii) bylaws, and
 - (iii) a statement of directors and registered office, and
- (c) sets out the full name and contact information of each of the applicants for incorporation.

14. Incorporation

- (1) A society is incorporated when the incorporation application is filed with the registrar under section 13.
- (2) After a society is incorporated under subsection (1), the registrar must
 - (a) issue a certificate of incorporation in which is recorded
 - (i) the name and incorporation number of the society, and
 - (ii) the date and time of the incorporation,
 - (b) furnish to the society
 - (i) the certificate of incorporation, and
 - (ii) a certified copy of the following records contained in the incorporation application filed with the registrar under section 13:
 - (A) the constitution of the society
 - (B) the bylaws of the society
 - (C) the statement of directors and registered office of the society
 - (D) the portion of the incorporation application that sets of the full names and contact information of the applicants for incorporation, and
 - (c) publish notice of the society's incorporation
- (3) Whether or not the requirements precedent and incidental to incorporation have been complied with, a notation in the register of societies that a society has been incorporated is conclusive evidence for the purposes of this Act and for all other purposes that the society has been duly incorporated with the name, and on the date and time, shown in the register of societies.

Division 4 — Alterations to Constitution and Bylaws

15. Alterations to constitution

- (1) A society may, by filing with the registrar a constitution alteration application, alter its constitution to
 - (a) change its name, or
 - (b) alter its purposes.
- (2) A society must not submit a constitution alteration application to the registrar for filing unless
 - (a) the alteration proposed by the application has been authorized by special resolution, and
 - (b) in the case of a change of the society's name, the new name is reserved under section 9 [*name*].

- (3) An alteration proposed in a constitution alteration application takes effect when the constitution alteration application is filed with the registrar.
- (4) After a society alters its constitution under this section, the registrar
 - (a) must furnish to the society a certified copy of the altered constitution, and
 - (b) must, if the alteration changes the name of the society,
 - (i) issue a certificate of change of name that sets out the particulars of the change of name,
 - (ii) furnish to the society the certificate of change of name, and
 - (iii) publish notice of the change of name.
- (4) Despite subsection (2) (a), authorization by special resolution is not required in respect of an alteration to a society's constitution if the registrar has ordered the alteration under section 2 (3) [purposes] or 9 (5) [name].

16. Effect of change of name

A change of the name of a society does not affect any of its rights or obligations, or render defective any legal proceedings by or against it, and any legal proceedings that may have been continued or commenced by or against the society under its former name may be continued or commenced by or against it under its new name.

17. Alterations to bylaws

- (1) A society may alter its bylaws by filing with the registrar a bylaw alteration application.
- (2) A society must not submit a bylaw alteration application to the registrar for filing unless the alteration proposed by the application has been authorized by special resolution.
- (3) An alteration proposed in a bylaw alteration application takes effect when the bylaw alteration application is filed with the registrar.
- (4) After a society alters its bylaws under this section, the registrar must furnish to the society a certified copy of the altered bylaws.
- (5) Even if the bylaws of a society identify a provision of the bylaws as being unalterable, the society may alter the provision in accordance with this Act.

Part 3 — Registered Office and Records

Division 1 — Registered Office

18. Registered Office

A society must maintain a registered office in British Columbia.

19. Change of registered office

- (1) A society may change one or both of the delivery address and mailing address of its registered office by
 - (a) filing with the registrar a notice of change of address of registered office, or
 - (b) including the change of address in an annual report filed with the registrar under section 73 [society must file annual report].
- (2) A change of address of registered office takes effect on the day after the record referred to in subsection (1) (a) or (b), as the case may be, is filed with the registrar.
- (3) After a society changes an address of its registered office under this section, the registrar must

- (a) alter the society's statement of directors and registered office to reflect the change, and
- (b) furnish to the society a certified copy of the altered statement of directors and registered office.

Division 2 — Society Records

20. Records to be kept

- (1) A society must keep the following records:
 - (a) the society's certificate of incorporation;
 - (b) each certified copy, furnished to the society by the registrar, of the following records:
 - (i) the constitution of the society;
 - (ii) the bylaws of the society;
 - (iii) the statement of directors and registered office of the society;
 - (c) each confirmation, other certificate or certified copy of a record furnished to the society by the registrar, other than in response to a request;
 - (d) a copy of each order made in respect of the society by
 - (i) any court or tribunal, in Canada or elsewhere, or
 - (ii) a federal, provincial or municipal government body, agency or official, including the registrar;
 - (e) the society's register of directors, including contact information provided by each director;
 - (f) each written consent to act as director referred to in section 42 (4) (a) [*designation, election and appointment of directors*] and each written resignation of a director;
 - (g) a copy of each record described in section 56 (3) (c) [*disclosure of director's interest*] or 62 (3) (c) [*disclosure of senior manager's interest*] evidencing a disclosure by a director or senior manager;
 - (h) the society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member;
 - (i) the minutes of each meeting of members, including the text of each resolution voted on at the meeting;
 - (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
 - (k) the financial statements of the society required under section 35 [*financial statements*] and the auditor's report, if any, on those financial statements.
- (2) In addition to the records described in subsection (1), a society must keep the following records:
 - (a) the minutes of each meeting of directors, including
 - (i) a list of all of the directors at the meeting, and
 - (ii) the text of each resolution voted on at the meeting;
 - (b) a copy of each consent resolution of directors and a copy of each of the consents to that resolution;
 - (c) adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.

21. Old records need not be kept

For the purposes of this Act, a society is not required to keep a record under section 20 if

- (a) the record is no longer relevant to the activities or internal affairs of the society, and
- (b) 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

22. Location of records

(1) A society must ensure that the records it is required to keep under section 20 [*records to be kept*],

- (a) in the case of records that are not in electronic form, are kept at the society's registered office, and
- (b) in the case of records that are in electronic form, are available for inspection at the society's registered office by means of a computer terminal or other electronic technology.

(2) Despite subsection (1), the directors of a society may, by directors' resolution, specify a location in British Columbia, other than the society's registered office, at which the records, or specified records or classes of records, of the society may be kept or made available for inspection, in accordance with subsection (1), and, if the directors specify a location under this subsection, the records, specified records or classes of records may be kept or made available for inspection, as the case may be, at that location.

(3) If, under subsection (2), the directors of a society specify a location, other than the society's registered office, at which records of the society may be kept or made available for inspection, the society must make available for inspection at its registered office a written notice

- (a) identifying the specified location, and
- (b) listing the records or classes of records that are kept or made available for inspection, as the case may be, at that location.

23. Maintenance of records

(1) A society may keep a record it is required to keep under section 20 [*records to be kept*] in any form that allows the record to be inspected and copied in accordance with sections 24 [*inspection of records*] to 28 [*copies of financial statements*].

(2) A society must take reasonable precautions in preparing and keeping the records it is required to keep under section 20 so as to

- (a) keep those records in a complete state,
- (b) avoid loss or destruction of or damage to those records,
- (c) avoid falsification of entries made in those records, and
- (d) facilitate simple, reliable and prompt access to those records.

24. Inspection of records

(1) A member of a society may, without charge, inspect a record the society is required to keep under section 20 (1) [*records to be kept*].

(2) A member of a society, without charge,

- (a) may inspect the portion of a record the society is required to keep under section 20 (2) (a) or (b) that evidences a disclosure, by a director or senior manager, described in section 56 (3) (a) or (b) [*disclosure of director's interest*] or 62 (3) (a) or (b) [*disclosure of senior manager's interest*], and

- (b) may, unless the bylaws provide otherwise, inspect any other record the society is required to keep under section 20 (2).
- (3) A director of a society may, without charge, inspect a record the society is required to keep under section 20.
- (4) A person, other than a member or director, may, if and to the extent permitted by the bylaws, inspect a record a society is required to keep under section 20, other than the register of members.
- (5) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for an inspection referred to in subsection (4).
- (6) A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.

25. Inspection of register of members may be restricted

- (1) The directors of a society may, by directors' resolution, restrict, as set out in subsection (2), the members' rights to inspect the society's register of members if the directors are of the opinion that the inspection would be harmful to the society or to the interests of one or more of its members.
- (2) Despite section 24 (1), if the members' rights to inspect a society's register of members are restricted under subsection (1) of this section, members may not inspect the register of members except in accordance with this section.
- (3) A member of a society whose right to inspect the society's register of members has been restricted under subsection (1) may apply in writing to the society to inspect the register of members.
- (4) An application under subsection (3) must include a statement of the applicant that
 - (a) sets out the applicant's name, and
 - (b) states that the information obtained from the inspection of the register of members will not be used except as permitted under subsection (7).
- (5) A member who makes an application under this section may, without charge, inspect the register of members.
- (6) A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member may inspect the register of members under this section.
- (7) A person who has inspected the register of members under this section must not use the information obtained from the inspection except in connection with
 - (a) the requisitioning or calling of a general meeting under section 75 [*requisition of general meeting*],
 - (b) the submission of a proposal under section 81 [*members' proposals*],
 - (c) the calling of a general meeting under section 138 [*filling vacancy in office of liquidator*], or
 - (d) an effort to influence the voting of members.

26. Inspection of register of directors

A person must not use contact information that the person obtains from an inspection of a society's register of directors referred to in section 20 (1) (e) [*records to be kept*] except in connection with matters related to the activities or internal affairs of the society.

27. Copies of records

- (1) If a person who is entitled under section 24 [*inspection of records*] or 25 [*inspection of register of members may be restricted*] to inspect a record of a society requests a copy of the record and pays the fee, if any, charged under subsection (3) of this section for the copy, the society must provide the person with a copy of that record.
- (2) A society must provide a copy referred to in subsection (1) to the person seeking to obtain the copy by sending the copy to that person promptly, but in no case later than 14 days, after receipt of the request and payment of the fee, if any.
- (3) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for a copy provided under subsection (1).
- (4) Despite subsection (3),
 - (a) a director of a society is entitled to receive, without charge, a copy of a record the society is required to keep under section 20 [*records to be kept*], and
 - (b) a member of a society is entitled to receive, without charge, one copy of
 - (i) the current constitution and bylaws of the society, and
 - (ii) the most recent financial statements, as defined in section 28 (1), of the society.

28. Copies of financial statements

- (1) In this section, "financial statements", in relation to a society, means the financial statements of the society required under section 35 [*financial statements*] and the auditor's report, if any, on those financial statements.
- (2) If a person, other than a person who is entitled under section 24 [*inspection of records*] to inspect the financial statements of a society, requests a copy of the financial statements and pays the fee, if any, charged under subsection (4) of this section for the copy, the society must provide the person with a copy of those financial statements.
- (3) A society must provide a copy referred to in subsection (2) to the person seeking to obtain the copy by sending the copy to that person promptly, but in no case later than 14 days, after receipt of the request and payment of the fee, if any
- (4) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for a copy provided under subsection (2).

Division 3 — Distribution of Records

29. How record is sent

- (1) A record is sent by or to a person for the purposes of this Act if the record is sent as follows:
 - (a) in the manner, if any, agreed to by the sender and the intended recipient;
 - (b) in a manner specified in the bylaws, including, without limitation, by making the record available for pick-up at the society's registered office, if
 - (i) there is no agreement under paragraph (a), and
 - (ii) the record is being sent by one of the following to any of the following:
 - (A) the society;
 - (B) a member of the society;
 - (C) a director of the society;
 - (D) a senior manager of the society
 - (c) if there is no agreement under paragraph (a), and paragraph (b) does not apply, by any of the following methods:
 - (i) by mail to the intended recipient's most recent mailing address known to the sender;

- (ii) by delivery to the intended recipient in accordance with section 30;
- (iii) if the intended recipient has provided an email address or fax number for that purpose, by email or fax to that email address or fax number

30. How record is delivered

(1) A record is delivered to a person for the purposes of this Act if the record is delivered as follows:

- (a) by leaving the record with the person or an agent of the person;
- (b) in respect of a record that is being delivered to a person other than an individual,
 - (i) if the record is being delivered to a society at the delivery address of the registered office of the society, by leaving the record in a mailbox or mail slot for that delivery address, or
 - (ii) in any other case, by leaving the record in a mailbox or mail slot for the address at which the person carries on activities or business.

31. When society receives record

(1) A record is deemed to be received by a society for the purposes of this Act on the first to occur of the following:

- (a) the delivery of the record to a director or senior manager of the society;
- (b) the beginning of the day on
 - (i) the 3rd day after the record is delivered to the delivery address of the registered office of the society,
 - (ii) the 5th day after the record is mailed to the mailing address of the registered office of the society, and
 - (iii) if the society has provided an email address or fax number to which records may be sent to the society, the 3rd day after the record is emailed or faxed to that email address or fax number.

32. How record is served on society

- (1) Without limiting any other enactment, a record may be served on a society by
- (a) delivering the record to the delivery address, or mailing the record by registered mail to the mailing address, of the registered office of the society, or
 - (b) delivering the record to a director, senior manager, receiver, receiver manager or liquidator of the society.

Part 4 — Finance

Division 1 — Investment and Borrowing

33. Investment of society's funds

A society may invest its funds only

- (a) in accordance with its bylaws, or
- (b) in an investment in which a prudent investor might invest, unless the bylaws prohibit that investment.

34. Borrowing and issuance of securities

(1) Subject to subsection (2), a society may

- (a) borrow money, and
 - (b) issue bonds, debentures, notes or other evidences of debt obligations
 - (i) at any time,
 - (ii) to any person, and
 - (iv) for any consideration that the directors may determine.
- (2) The bylaws of a society may restrict or prohibit the society's ability to borrow money or to issue bonds, debentures, notes or other evidences of debt obligations.

Division 2 — Financial Statements

35. Financial statements

- (1) The directors of a society must present the following to the members at each annual general meeting:
- (a) financial statements prepared in accordance with this section;
 - (b) the auditor's report, if any, on those financial statements
- (2) The financial statements referred to in subsection (1) (a) must be prepared in relation to the period
- (a) beginning,
 - (i) if the society has not yet completed a financial year, on the date the society was incorporated under this Act, or
 - (ii) if the society has completed a financial year, immediately after the end of the preceding financial year, and
 - (b) ending not more than 6 months before the annual general meeting at which the financial statements are to be presented.
- (3) The financial statements referred to in subsection (1) (a) must be prepared in accordance with the requirements, if any, set out in the regulations.

36. Reporting on remuneration of directors, employees and contractors

- (1) The financial statements of a society required under section 35 must include a note providing the information required by the regulations in respect of
- (a) the remuneration, if any, paid by the society to the directors in the period in relation to which the financial statements are prepared, and
 - (b) the remuneration paid by the society in that period,
 - (i) unless subparagraph (ii) applies, to the employees of the society, and to persons under a contract for services with the society, whose remuneration was at least the amount specified in the regulations, or
 - (ii) if there are more than 10 persons described in subparagraph (i) whose remuneration was at least the amount specified in the regulations, to the 10 most highly remunerated persons.
- (2) A note in the financial statements referred to in subsection (1) need not identify directors, employees or other persons referred to in that subsection by name.

37. Reporting on financial assistance

- (1) In this section, "financial assistance" means financial assistance by means of a loan, a guarantee, an indemnity, the provision of security or another transaction that is included in this definition by regulation.

- (2) The financial statements of a society required under section 35 [*financial statements*] must include a note that sets out the nature and amount of any financial assistance given by the society in the period in relation to which the financial statements are prepared, but the note need not identify the recipient by name.
- (3) Subsection (2) does not apply in relation to financial assistance given by a society if the financial assistance is given in the ordinary course of the society's activities in furtherance of the purposes of the society.

38. Issuance of financial statements

- (1) A society must not issue, publish or distribute financial statements of the society required under section 35 [*financial statements*] unless the financial statements
 - (a) have been approved by the directors and signed by one or more directors to confirm that the approval was obtained, and
 - (b) have attached to them the auditor's report, if any, on those financial statements
- (2) A society must not issue, publish or distribute financial statements of the society that purport to be audited financial statements unless the financial statements have, in fact, been audited and an auditor's report has been prepared in relation to them.

39. Copies of financial statements of subsidiary

- (1) In this section, "security holder" means the holder of a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of a society.
- (2) If a member or security holder of a society that has a subsidiary requests a copy of the subsidiary's most recent financial statements and pays the fee, if any, charged under subsection (4) for the copy, the society must provide the member or security holder with a copy of those financial statements, if any, along with any report of the subsidiary's auditor prepared on those financial statements.
- (3) A society must provide a copy referred to in subsection (2) to the person seeking to obtain the copy by sending the copy to that person promptly, but in no case later than 14 days, after receipt of the request and payment of the fee, if any.
- (4) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for a copy provided under subsection (2).

Part 5 — Management

Division 1 — Directors

40. Number and residency of directors

A society must have at least 3 directors and at least one of the directors must be ordinarily resident in British Columbia.

41. Employment of directors

A majority of the directors of a society must not receive or be entitled to receive remuneration from the society under contracts of employment or contracts for services, other than remuneration for being a director.

42. Designation, election and appointment of directors

- (1) The first directors of a society incorporated under this Act are the individuals who are designated as the society's directors on the first statement of directors and registered office filed with the registrar under this Act in respect of the society.

- (2) To become a director of a society, other than a first director, an individual must be elected or appointed to that office in accordance with the bylaws.
- (3) The bylaws of a society may provide that an individual who holds a particular office or who has a specified attribute is, by virtue of holding that office or having that attribute, appointed as a director of the society.
- (4) A designation, election or appointment of an individual as a director is invalid unless
 - (a) the individual consents in writing to be a director of the society, or
 - (b) the designation, election or appointment is made at a meeting that the individual attends and the individual does not refuse, at the meeting, to be a director.

43. Directors must be qualified

- (1) A person must not be a director of a society if the person is not qualified under either section 44 or the bylaws to be a director.
- (2) A director of a society who is not, or who ceases to be, qualified under either section 44 or the bylaws to be a director must promptly resign.

44. Persons qualified to be directors

- (1) A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.
- (2) Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.
- (3) Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is
 - (a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - (b) an undischarged bankrupt, or
 - (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect

45. Additional qualifications of directors

- (1) Without limiting section 44, the bylaws of a society may set out requirements that an individual must meet in order to be qualified to be a director.

46. Remuneration and reimbursement of directors

- (1) Unless permitted by the bylaws, a society must not pay to a director of the society remuneration for being a director.

- (2) Subject to subsection (3), a society may reimburse a director for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.
- (3) The bylaws of a society may restrict the reimbursement of a director under subsection (2) by doing one or more of the following:
 - (a) imposing conditions on the payment of reimbursement;
 - (b) limiting the amount of reimbursement payable;
 - (c) prohibiting reimbursement.
- (4) Despite subsections (1) to (3), payment to a director by a society of remuneration or reimbursement authorized by the bylaws or this section is subject to any condition, limitation or prohibition on the payment provided for in the regulations.

47. Validity of acts of directors

- (5) Unless permitted by the bylaws, a society must not pay to a director of the society remuneration for being a director.
- (6) Subject to subsection (3), a society may reimburse a director for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.
- (7) The bylaws of a society may restrict the reimbursement of a director under subsection (2) by doing one or more of the following:
 - (d) imposing conditions on the payment of reimbursement;
 - (e) limiting the amount of reimbursement payable;
 - (f) prohibiting reimbursement.
- (8) Despite subsections (1) to (3), payment to a director by a society of remuneration or reimbursement authorized by the bylaws or this section is subject to any condition, limitation or prohibition on the payment provided for in the regulations.

Division 2 — Changes Respecting Directors

48. When director ceases to hold office

- (1) A director of a society ceases to hold office when
 - (a) the director's term of office, if any, expires,
 - (b) the director ceases, in accordance with the bylaws, to hold office,
 - (c) the director resigns or dies, or
 - (d) the director is removed from office in accordance with section 50 (1) [*removal of directors*].
- (2) Unless the bylaws provide otherwise, for the purposes of subsection (1) (a), a director's term of office expires at the close of the next annual general meeting after the director's designation, election or appointment

49. Resignation of director

- (1) A director of a society who intends to resign must give his or her resignation to the society in writing, and the resignation takes effect on the later to occur of the following:
 - (a) the receipt by the society of the written resignation;
 - (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event
 - (i) if a date is specified, the beginning of the day on the specified date,
 - (ii) if a date and time are specified, the date and time specified, or
 - (iii) if an event is specified, the occurrence of the event.

50. Removal of directors

- (1) A director of a society may be removed from office
 - (a) by special resolution, despite any provision of the bylaws, or
 - (b) without limiting paragraph (a), by the method, if any, provided for in the bylaws.
- (2) Unless the bylaws provide otherwise, if a director is removed from office under subsection (1), an individual may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

51. Registry filings respecting directors

- (1) Subject to subsection (2), a society must, promptly after a change in its directors or in the address of any of its directors, file with the registrar a notice of change of directors.
- (2) If a change of directors occurs at an annual general meeting, the society may, instead of complying with subsection (1), provide notice of the change in the annual report the society files with the registrar under section 73 [*society must file annual report*].
- (3) After a society files a notice of change of directors under subsection (1) or an annual report under subsection (2) providing notice of a change of directors, the registrar must
 - (a) alter the society's statement of directors and registered office to reflect the change, and
 - (b) furnish to the society a certified copy of the altered statement of directors and registered office.

Division 3 — Role of Directors

52. Functions of directors

Subject to this Act, the regulations and the bylaws, the directors of a society must manage, or supervise the management of, the activities and internal affairs of the society.

53. Duties of directors

- (1) A director of a society must, when exercising the powers and performing the functions of a director of the society,
 - (a) act honestly and in good faith with a view to the best interests of the society,
 - (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - (c) act in accordance with this Act and the regulations, and
 - (d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the society.
- (2) Without limiting subsection (1), a director of a society, when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the society.
- (3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- (4) Nothing in a contract or the bylaws of a society relieves a director from
 - (a) the duty to act in accordance with this Act and the regulations, or
 - (b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society.

54. Proceedings of directors

- (1) Unless the bylaws of a society provide otherwise, the directors may meet at any location or in an electronic meeting, on any notice and in any manner convenient to the directors.
- (2) The directors of a society may pass a directors' resolution without a meeting if all of the directors, or, if provided for in the bylaws, a lesser number of those directors, consent to the resolution in writing or in any other manner provided for in the bylaws.

55. Application of this Act to persons performing functions of director

- (1) Subject to the regulations, if a person who is not a director of a society performs functions of a director, the following provisions of this Act apply to the person as if that person were a director of the society:
 - (a) section 36 [*reporting on remuneration of directors, employees and contractors*];
 - (b) section 41 [*employment of directors*];
 - (c) section 46 [*remuneration and reimbursement of directors*];
 - (d) section 53 [*duties of directors*];
 - (e) Division 4 [*Directors' Conflicts of Interest*] of this Part;
 - (f) Division 5 [*Directors' Liability*] of this Part;
 - (g) Division 7 [*Indemnification of Directors and Senior Managers and Payment of Expenses*] of this Part;
 - (h) section 106 [*relief in legal proceedings*];
 - (i) section 116 (2) [*examination and access*];
 - (j) section 147 [*duty to assist liquidator*];
 - (k) section 157 [*liabilities survive*];
 - (l) section 213 (4) [*investigation of society*];
 - (m) a provision prescribed by regulation.
- (2) Subsection (1) does not apply to a person who performs the functions of a director of a society if the person is a senior manager or performs those functions under the direction or control of a director or senior manager.

Division 4 — Directors' Conflicts of Interest

56. Disclosure of directors' interests

- (1) This section applies to a director of a society who has a direct or indirect material interest in
 - (a) a contract or transaction, or a proposed contract or transaction, of the society, or
 - (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.
- (2) A director to whom this section applies must
 - (a) disclose fully and promptly to the other directors the nature and extent of the director's interest,
 - (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1),
 - (c) leave the directors' meeting, if any,
 - (i) when the contract, transaction or matter is discussed, unless asked by the other directors to be in attendance to provide information, and
 - (ii) when the other directors vote on the contract, transaction or matter, and
 - (d) refrain from any action intended to influence the discussion or vote.

- (3) A disclosure under subsection (2) (a) must be evidenced in at least one of the following records:
 - (a) the minutes of a meeting of directors;
 - (b) a consent resolution of directors;
 - (c) a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society.
- (4) If all of the directors of a society have disclosed under subsection (2) (a) a direct or indirect material interest, described in subsection (1), in a contract, transaction or matter,
 - (a) any or all of the directors may, despite subsection (2) (b), vote on a directors' resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter, and
 - (b) subsection (2) (c) and (d) does not apply.
- (5) Despite subsection (1), this section does not apply to a director of a society in respect of a contract, transaction or matter that relates to any of the following:
 - (a) payment to the director by the society of remuneration for being a director or reimbursement to the director by the society of the director's expenses as described in section 46 [*remuneration and reimbursement of directors*];
 - (b) indemnification of or payment to the director under section 64 (1), (2) or (4) [*indemnification and payment of expenses*];
 - (c) the purchase or maintenance of insurance, referred to in section 66 [*insurance*], for the benefit of the director.

57. Accountability

- (1) A director of a society to whom section 56 applies must pay to the society an amount equal to any profit made by the director as a consequence of the society entering into or performing a contract or transaction unless
 - (a) the director discloses the director's interest in the contract or transaction in accordance with, and otherwise complies with, section 56, and, after the disclosure, the contract or transaction is approved by a directors' resolution, or
 - (b) the contract or transaction is approved by special resolution after the nature and extent of the director's interest in the contract or transaction has been fully disclosed to the members.

58. Validity of contracts

- (1) The fact that a director is in any way, directly or indirectly, materially interested in a contract or transaction that a society has entered into or proposes to enter into does not make the contract or transaction void, but, if neither of the approvals referred to in section 57 (a) and (b) has occurred, the court may, on the application of the society or another person whom the court considers to be an appropriate person to make an application under this section, do one or more of the following:
 - (a) if the society has not yet entered into the contract or transaction, prohibit the society from entering into the proposed contract or transaction;
 - (b) if the society has entered into the contract or transaction and the contract or transaction was not reasonable and fair to the society at the time it was entered into, set aside the contract or transaction
 - (c) make any other order the court considers appropriate.

Division 5 — Directors' Liability

59. Directors' liability for money or other property distributed

- (1) Directors of the society who
 - (a) vote for a resolution passed at a meeting of directors, or
 - (b) consent to a consent resolution of directorsauthorizing a distribution, contrary to this Act or the bylaws, of money or other property are jointly and severally liable to restore to the society any money or other property that is so distributed and not otherwise recovered by the society.
- (2) The liability imposed under subsection (1) is in addition to, and not in derogation of, any liability imposed on a director by any enactment or rule of law or equity.
- (3) A legal proceeding to enforce a liability imposed by this section may not be commenced more than 2 years after the date of the applicable resolution.
- (4) Without limiting any other rights a director has at law, a director who has satisfied a liability arising under this section is entitled to contribution from the other directors who voted for or consented to the resolution that gave rise to the liability.
- (5) In a legal proceeding under this section, the court may, on the application of a society or a member or director of a society, do one or more of the following:
 - (a) order a person to pay or deliver to the society any money or other property the court considers was improperly distributed to that person;
 - (b) join a person as a party to the legal proceeding;
 - (c) make any other order the court considers appropriate

60. Limitations of liability

- (1) A director of a society is not liable under section 59 and has complied with his or her duties under section 53 (1) [*duties of directors*] if the director, reasonably and in good faith, relied on any of the following:
 - (a) financial statements of the society represented to the director to fairly reflect the financial position of the society
 - (i) by a director or senior manager responsible for the preparation of the financial statements, or
 - (ii) in a written report of the auditor of the society;
 - (b) a written report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person;
 - (c) a statement of fact represented to the director by another director or a senior manager of the society to be correct;
 - (d) any record, information or representation the court considers provides reasonable grounds for the actions of the director, whether or not
 - (i) the record was forged, fraudulently made or inaccurate, or
 - (ii) the information or representation was fraudulently made or inaccurate

Division 6 — Senior Managers

61. Senior managers

- (1) Subject to any restrictions or requirements in the bylaws, the directors of a society may appoint one or more senior managers of the society to exercise the directors' authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the society.

- (2) The appointment of a senior manager does not of itself create any contractual rights, and the removal of a senior manager is without prejudice to any contractual rights, or rights under law, of the senior manager.
- (3) A person who is not qualified under section 44 [*persons qualified to be directors*] to be a director of a society is not qualified to be a senior manager of the society.
- (4) Unless the bylaws provide otherwise and subject to section 41 [*employment of directors*], a director of a society may be a senior manager of the society.
- (5) The following provisions apply in relation to a senior manager of a society as if the senior manager were a director of the society:
 - (a) section 47 (1) [*validity of acts of directors*];
 - (b) section 53 [*duties of directors*];
 - (c) section 106 [*relief in legal proceedings*].

62. Disclosure of senior manager's interest

- (1) This section applies to a senior manager of a society who has a direct or indirect material interest in
 - (a) a contract or transaction, or a proposed contract or transaction, of the society, or
 - (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the society.
- (2) A senior manager to whom this section applies must
 - (a) disclose fully and promptly to the directors the nature and extent of the senior manager's interest,
 - (b) if the contract, transaction or matter referred to in subsection (1) is to be discussed at a directors' meeting at which the senior manager is in attendance, leave the directors' meeting
 - (i) when the contract, transaction or matter is discussed, unless asked by the directors to be in attendance to provide information, and
 - (ii) when the directors vote on the contract, transaction or matter, and
 - (c) refrain from any action intended to influence the discussion or vote.
- (3) A disclosure under subsection (2) (a) must be evidenced in at least one of the following records:
 - (a) the minutes of a meeting of directors;
 - (b) a consent resolution of directors;
 - (c) a record addressed to the directors that is delivered to the delivery address, or
 - (d) mailed by registered mail to the mailing address, of the registered office of the society.
- (4) Sections 57 [*accountability*] and 58 [*validity of contracts*] apply to a senior manager of a society as if the senior manager were a director of the society except that, in applying section 57, in addition to any other necessary changes, references in that section to section 56 are to be read as references to this section.

Division 7 — Indemnification of Directors and Senior Managers and Payment of Expenses

63. Definitions

In this Division:

"eligible party", in relation to a society, means an individual who is or was a director or senior manager of the society or who holds or held an equivalent position in a subsidiary of the society;

"eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a director or senior manager of the society, or holding or having held an equivalent position in a subsidiary of the society,

(a) is or may be joined as a party, or

(b) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;

"expenses" includes costs, charges and expenses, including legal and other fees, but does not include penalties;

"penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;

"representative", in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

64. Indemnification and payment of expenses

- (1) Subject to section 65, a society may, except to the extent that it is restricted from doing so under its bylaws, do one or both of the following:
 - (a) indemnify an eligible party or a representative of the eligible party against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding;
 - (b) after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding.
- (2) Subject to section 65 and subsection (3) of this section, a society must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding if
 - (a) neither the eligible party nor the representative has been reimbursed for those expenses, and
 - (b) the eligible party was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that the eligible party ought to have done.
- (3) A society is not required under subsection (2) to pay the expenses of an eligible party or a representative of the eligible party if the eligible party or the representative is liable for or in respect of those expenses by reason of the eligible party holding or having held a position in a subsidiary of the society that is equivalent to the position of director or senior manager of a society.
- (4) Subject to section 65 and subsection (5) of this section, a society may, except to the extent that it is restricted from doing so under its bylaws, pay, as they are incurred in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding.
- (5) A society must not make the payments referred to in subsection (4) unless the society first receives from the eligible party or the representative of the eligible party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited by section 65, the eligible party or the representative will repay the amounts advanced

65. Indemnification or payment prohibited

- (1) A society must not, under section 64 (1), (2) or (4), indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:
 - (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the society or the subsidiary of the society, as the case may be;
 - (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.
- (2) If an eligible proceeding is brought by or on behalf of a society, or a subsidiary of a society, the society must not, under section 64 (1), (2) or (4), indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of the eligible proceeding unless the court, on the application of the society, approves the indemnification or payment of expenses.

66. Insurance

A society may purchase and maintain insurance, for the benefit of an eligible party or a representative of the eligible party, against any liability that may be incurred by reason of the eligible party being or having been a director or senior manager of the society or holding or having held an equivalent position in a subsidiary of the society.

Part 6 — Members and General Meetings

Division 1 — Membership

67. Membership

- (1) A person may, in accordance with the bylaws, be admitted as a member of a society.
- (2) Unless the bylaws provide otherwise, an individual under the age of 19 years may be admitted as a member of a society.
- (3) A person, other than an individual, who is admitted as a member of a society must authorize an individual to be the person's representative to act on that person's behalf, and, if so authorized, the representative is entitled to exercise the same powers on behalf of that person as that person could exercise if that person were an individual member of the society.
- (4) Unless the bylaws provide otherwise, membership in a society is not transferable.

68. Classes of membership

- (1) If the bylaws of a society provide for more than one class of membership,
 - (a) the bylaws must set out the rights and obligations that apply to each class, and
 - (b) at least one of those classes must consist of voting members.

69. Termination of membership

- (1) A member's membership in a society terminates when
 - (a) the member's term of membership, if any, expires
 - (b) the membership terminates in accordance with the bylaws,
 - (c) the member resigns,

- (d) the member, in the case of an individual, dies or, in the case of a partnership or corporation, dissolves, or
 - (e) the member is expelled in accordance with the bylaws or under section 70 (2).
- (2) Unless the bylaws provide otherwise, the rights of a person as a member of a society, including any rights in the property of the society, cease to exist when the person's membership in the society terminates

70. Discipline and expulsion of member

- (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.

Division 2 — General Meetings and Annual Reports

71. Annual general meetings

- (1) Subject to subsections (2) and (3), the directors of a society must call annual general meetings so that an annual general meeting is held in each calendar year.
- (2) A society is not required to hold an annual general meeting in the calendar year in which the society is incorporated.
- (3) On the application of a society made on or before December 31 of a calendar year in which an annual general meeting of the society must be held under subsection (1), the registrar may authorize the society, on any terms the registrar considers appropriate, to hold the annual general meeting on or before a specified date that is not later than March 31, or if a later date is prescribed, that later date, in the following calendar year, in which event
 - (a) the meeting must be held on or before the date specified by the registrar, and
 - (b) if the meeting is held in accordance with paragraph (a) of this subsection, the meeting is deemed, for the purposes of this Act, to have been held in the preceding calendar year and not in the calendar year in which the meeting is actually held.

72. Deemed annual general meeting

- (1) An annual general meeting is deemed, for the purposes of this Act, to have been held in accordance with section 71 if
 - (a) the matters that must, under this Act or the bylaws, be dealt with at that meeting, including the presentation under section 35 (1) [*financial statements*] of the financial statements and auditor's report, if any, to the members, are dealt with in a resolution, and
 - (b) all of the voting members consent in writing to the resolution on or before the date by which the annual general meeting must be held under section 71.
- (2) If an annual general meeting is deemed to have been held under subsection (1),
 - (a) the meeting is deemed to have been held on the date on which the last voting member consents to the resolution referred to in that subsection or on any later

- date, specified in the resolution, that falls on or before the date by which the annual general meeting must be held under section 71, and
- (b) the requirements under this Act and the bylaws in respect of calling, giving notice of and holding the annual general meeting are deemed to have been met.

73. Society must file annual report

- (1) A society must, within 30 days after an annual general meeting is held, file with the registrar an annual report that includes the date on which the meeting was held.
- (2) Unless subsection (3) applies, if a society fails to hold an annual general meeting in a calendar year as required under section 71 (1) [*annual general meetings*], the society must file with the registrar, on or before January 31 of the calendar year following the calendar year in which the meeting was required to be held, an annual report indicating that an annual general meeting was not held.
- (3) If the registrar specifies under section 71 (3) a date on or before which an annual general meeting must be held and if, contrary to section 71 (3) (a), an annual general meeting is not held on or before that date, the society must, within 30 days after that date, file an annual report indicating that an annual general meeting was not held.
- (4) If each of the annual reports of a society for 2 consecutive calendar years indicates that an annual general meeting was not held, the registrar may send to the society a notice that the society may be dissolved under section 214 [*involuntary dissolution by registrar*] unless the society
 - (a) holds an annual general meeting in the calendar year in which the notice is sent, and
 - (b) indicates in an annual report filed with the registrar for that calendar year that the annual general meeting referred to in paragraph (a) of this subsection was held.

74. Other general meetings

- (1) Subject to section 71 [*annual general meetings*], the directors of a society may at any time call a general meeting.

75. Requisition of general meeting

- (1) In this section:
 - “**requisition threshold**” means
 - (a) 10% of the voting members of a society, unless paragraph (b) applies, or
 - (b) if the bylaws of the society provide for a percentage lower than 10%, that percentage;
 - “**requisitionists**” means the voting members referred to in subsection (3)(b)
- (2) Voting members of a society may requisition the directors to call a general meeting for the purposes stated in the requisition.
- (3) A requisition under this section
 - (a) may be made in a single record or may consist of several records in similar form,
 - (b) must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the requisition threshold for the society,
 - (c) must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting,
 - (d) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society, and

- (e) must be sent to each individual listed in the society's register of directors referred to in section 20 (1) (e) *[records to be kept]*.
- (4) Promptly after a society receives a requisition mailed or delivered under subsection (3) (d),
 - (a) the directors must call a general meeting, to be held within 60 days after the date of the society's receipt of the requisition, to consider the business stated in the requisition, and
 - (b) the society must send, with the notice of the meeting, the text of the statement referred to in subsection (3) (c).
- (5) A society, or a person acting on behalf of a society, does not incur any liability merely because the society or person complies with subsection (4) (b).
- (6) If, within 21 days after the date of the society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting.
- (7) A general meeting called under subsection (6) must be
 - (a) called within 60 days after the expiry of the 21 day period referred to in that subsection, and
 - (b) called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
- (8) Unless otherwise resolved by ordinary resolution at the general meeting called under subsection (6), the society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

76. Location of a general meeting

- (1) Subject to subsections (2) to (4), a general meeting must be held in British Columbia at the location provided for in the bylaws or, in the absence of such a provision, at the location in British Columbia that the directors determine.
- (2) A general meeting may be held at a location outside British Columbia if
 - (a) the bylaws do not provide for a location in British Columbia at which the meeting must be held, and
 - (b) the meeting is held
 - (i) at a location outside British Columbia that is specified in the bylaws, or
 - (ii) in the absence of such specification, at a location outside British Columbia agreed on by every voting member before the meeting.
- (3) If a general meeting is a partially electronic meeting, subsections (1) and (2) apply to the location where persons attend the meeting in person.
- (4) If a general meeting is a fully electronic meeting, subsections (1) and (2) do not apply to the meeting.

77. Notice of general meeting

- (1) Written notice of the date and time and, if applicable, the location of a general meeting must be sent to every member of the society
 - (a) at least
 - (i) 14 days before the meeting, unless subparagraph (ii) applies, or
 - (ii) the number of days before the meeting specified in the bylaws, if the number of days so specified is at least 7 days, and
 - (b) not more than 60 days before the meeting.
- (2) Notice of a general meeting of a society that has more than 250 members is, if permitted by the bylaws, deemed to have been sent under subsection (1) if

- (a) notice of the date and time and, if applicable, the location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and
- (b) notice of the date and time and, if applicable, the location of the meeting
 - (i) is published, at least once in each of the 3 weeks immediately before the meeting, in one or more newspapers identified in the bylaws, or
 - (ii) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.

2.1 If a general meeting is an electronic meeting, the notices under this section must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.

- (3) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

78. Notice of special resolution

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

79. Waiver of notice

- (1) A member of a society may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice.
- (2) Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

80. Powers of court respecting general meetings

- (1) On the application of a member or director of a society, the court may order that a general meeting be called, held and conducted on the notice, on the date, at the time, at the location or in the manner the court directs,
 - (a) if it is not feasible to call, hold or conduct the meeting on the notice, on the date, at the time, at the location or in the manner required under this Act or the bylaws, or
 - (b) for any other reason the court considers appropriate.
- (2) The court may order that the quorum under section 82 [*quorum*] be varied or dispensed with at a meeting called, held and conducted under this section.

81. Members' proposals

- (1) In this section:
 - “**proposal**” means a notice sent under subsection (2) to a society
 - “**proposal threshold**” means
 - (a) 5% of the voting members of a society, unless paragraph (b) applies, or
 - (b) if the bylaws of the society provide for a percentage lower than 5%, that percentage,but in either case, not fewer than 2 members.
- (2) Voting members of a society may send to the society a notice of a matter that the members propose to have considered at an annual general meeting.

- (3) A proposal must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the proposal threshold for the society.
- (4) A society that receives a proposal at least 7 days before notice of the annual general meeting is sent must include, with that notice,
 - (a) the proposal,
 - (b) the names of the members submitting the proposal, and
 - (c) one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.
- (5) A proposal, or, if a statement is provided under subsection (4) (c), the proposal and statement together, must not exceed 200 words in length.
- (6) A society, or a person acting on behalf of a society, does not incur any liability merely because the society or person complies with subsection (4).
- (7) A society is not required to comply with subsection (4) if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the annual general meeting referred to in that subsection is to be held.

82. Quorum

- (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 in attendance, and if, at the continuation of the adjourned meeting, a quorum is again not in attendance, the voting members in attendance constitute a quorum for the purposes of that meeting.

83. Participation in meeting by telephone or other communications medium

- (1) Unless the bylaws of a society provide otherwise, a person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person.
- (2) If a society holds a general meeting that is not an electronic meeting, the society is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting.
- (2.1) If a society holds a general meeting that is an electronic meeting, the society must permit and facilitate participation in the meeting by telephone or other communications medium.
- (3) If one or more members of a society vote at a general meeting in a manner contemplated by this section, the vote must be conducted in a manner that adequately discloses the intentions of the members.

Division 3 — Voting

84. Right to vote

- (1) A member of a society has the right to vote unless the member is a member of a class of members who, under the bylaws, do not have the right to vote.
- (2) A voting member of a society has only one vote.
- (3) Subject to subsections (4) and (5), a voting member of a society may, without restriction, exercise the right to vote on every matter.
- (4) The bylaws of a society may
 - (a) restrict the voting rights of a voting member who is not in good standing within the meaning of the bylaws, or
 - (b) provide that only voting members having a specified attribute have the right to elect or appoint certain directors.
- (5) The bylaws of a society may authorize
 - (a) indirect or delegate voting, or
 - (b) voting by mail or another means of communication, including by fax, email or other electronic means.
- (6) If the bylaws of a society authorize voting by a method referred to in subsection (5), the bylaws must set out rules respecting how that voting is to occur.

85. Proxies

- (1) If permitted by the bylaws of a society, a voting member may appoint a proxy holder.
- (2) An appointment of a proxy holder
 - (a) must be in writing and must comply with any other requirements set out in the bylaws,
 - (b) is, unless the bylaws provide otherwise, valid only at the meeting for which the appointment is given or at any adjournment of that meeting, and
 - (c) may be revoked at any time.
- (3) Unless the bylaws provide otherwise, a proxy holder must be a member of the society and may be an individual under the age of 19 years.
- (4) Unless limited in the appointment, a proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussion and vote.