**Comments on Sample Bylaws and New Societies Act**

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*Thank-you to Laura MacFeeters for sharing her own annotations with me.*

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| SAMPLE Bylaws | As supplied by YG. YG suggests, but does **NOT** require, that a lawyer be consulted if making changes from the sample bylaws they provided. **It is important to note that there are things in the model bylaws which are NOT in the Act or Regs.** I am not a lawyer but feel that the risk in making changes to some of what is in the sample bylaws, for e.g., the terms of directors or the membership categories, represents a low risk. BUT if you are doing things not typically part of best practices for boards, or have circumstances very particular to your board, deal with large contracts, purchases, or leases, own significant property, you may want to consider consulting a lawyer ensure your bylaws and practices are in line with the Societies Act. If your current financial practices are in any way different from what is in the Act or Regulations, you may wish to consult an accountant as well as a lawyer.  Robert's Rules (which you can find online) is a great place to check out board info. Also consult this free online Cdn resource: <https://www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/not-for-profit-governance/publications/governance-for-nfp-organizations-directors-questions>  The whole Act is numbered and it is easier to find via sections than figuring out which paragraph you are looking for.  Also cross reference the new Regulations; there are important details and clarifications there. This is also online and searchable.  I have cross referenced the sample bylaws with the Act and Regulations. However, there MAY be omissions. Make sure to check both Act and Regs against your own bylaws.  I’m a big proponent of ‘plain language’ for things like bylaws, meaning having them written in clear, understandable language. The sample bylaws are mainly written this way. Many organizations bylaws are wordy and full of legalese, making them hard to understand. This is a great opportunity to fix that! | **Column for your own notes** Do you need a lawyer? The Law Society has a lawyer referral service which you can access for $30 for 30 minutes. You can find the details here: <https://lawsocietyyukon.com/lawyer-referral-service/>  This could be an option for you to talk to a lawyer to see if you need one to look at your bylaws. |
| **Constitution**  In the society’s application to transition, we must provide:  “a constitution containing only the existing name of the society and the existing purposes of the society (no other or change of information is allowed)” | Some constitutions contain a bunch of other stuff that can no longer be there. Your constitution can now ONLY contain name and purpose of the society. You may already have a purpose stated in your constitution. If not, use the one from your strat plan. Think about your purpose statement if you are writing one. You should not (and may not legally be able to) go beyond your legal, stated purpose as a non-profit. |
| **1.** **Definitions and Interpretation**  **1.1** **Definitions**  In these bylaws:  (a) “Act” means the Yukon *Societies Act* and the regulations under the Act, as amended from time to time.  (b) “Board” means the directors of the Society.  (c) “Bylaws” means these bylaws.  (d) *“*Constitution*”* means the constitution of the Society.  (e) “Director” means an individual who has been designated, elected or appointed, in accordance with the Act, as a director of the Society.  (f) “General Meeting” means a general meeting of the members of the Society.  (g) “Officer” means an individual who has been appointed, in accordance with the Act, as an officer of the Society.    **1.2** **Definitions in Act**  The definitions in the Act apply to these Bylaws.  **1.3** **Conflict with Act**  If there is a conflict between these Bylaws and the Act, the Act shall prevail.  **1.4** **Act Applies**  These Bylaws are intended to be read in conjunction with the Act. | These definitions are the same as in the existing Act.  Hint: if you want to specifically compare you own bylaws with the new Act, download it and make use of the search function. For e.g., want to check who can be a director? Put ‘qualifications of directors’ into the search. All the instances will come up, starting with the index. Click on it and it takes you right to that section of the Act.  But this requires specific wording. So if you don’t find what you are looking for right away, change your wording a bit (remove a plural for e.g.) and try again.  Don’t forget to also look at the Regulations. These are also available online and searchable. |  |
| **2.** **Members**    **2.1** **Application for membership**  A person may apply to the Board for membership in the Society. The person becomes a member of the Society on the Board’s acceptance of the application and receipt of payment of membership dues, if any.  **2.2** **Duties**  Every member must uphold the Constitution and must comply with these Bylaws.  **2.3** **Classes**  There is only one class of members in the Society. Every member is a voting member.  **2.4** **Membership Dues**  The amount of membership dues, if any, and the due date for payment of such dues, shall be determined by the Board. Payment of membership dues, if any, shall be a condition of membership.  **2.5** **Termination of membership**  A person’s membership in the Society is terminated:  (a) When the person has failed to pay the membership dues, if any, when due; and  (b) In any of the other circumstances set out in the Act.  **2.6** **Rights**  Every member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to vote on every matter in respect of which a vote of the members is held and the right to elect or appoint the Directors. | There is nothing in the new Act that specifically says you can only have one class of membership.  Section 72 says that a *person, in accordance with the organization’s bylaws,* may be a member. **Section 47 outlines who may be a director. Not every member may qualify to hold the office of a director.**  Section 72.2 allows for someone under the age of majority to be a voting member. Note that a person must be the age of majority to be a director.  Section 73 allows for different classes of membership as long as at least one class of membership is a voting class.  Your bylaws could say that the Board can determine membership categories/types. Then you could develop a **policy** which outlines the details of membership categories and the rules for each which members are expected to abide by.  There is nothing in the Act re: membership dues.  Termination of membership is in Section 74 of the new Act. Section 75 has discipline and expulsion of members. There is room within that to specify some reasons why you might terminate/discipline/expel a member. Processes for doing that are laid out in the Act. Anything in your bylaws should specify what is in the Act (and therefore not changeable) and what you are setting out on your own as a condition of membership. |  |
| **3.** **General Meetings of the members**  **3.1** **General Meetings**  An annual General Meeting must be held in accordance with the Act at the time and place the Board determines. The Board may, at any time, call other General Meetings. Members may requisition a General Meeting in accordance with the Act.  **3.2** **Ordinary business**  At a General Meeting, the following business is ordinary business:  (a) Adoption of rules of order and agenda;  (b) Consideration of any financial statements of the Society presented to the meeting;  (c) Consideration of the reports, if any, of Directors or accountant;  (d) Election of or appointment of Directors;  (e) Appointment of an accountant, if any; and  (f) Business arising out of a report of the Directors that does not require the passing of a special resolution.  **3.3** **Notice of General Meeting**  Written notice of the date, time and location of a General Meeting must:  (a) Be given in accordance with the Act;  (b) Be sent to the members at least 14 days before the meeting and not more than 60 days before the meeting;  (c) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and  (d) Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a special resolution.  **3.4** **Chair of General Meetings**  The following individual shall preside as chair of a General Meeting:  (a) The individual, if any, appointed by the Board to preside as the chair;  (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:  (i) The president, if any;  (ii) The vice-president, if any, if the president is unable to preside as the chair; or  (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or  (c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.    **3.5** **Quorum for General Meetings**  A quorum for the transaction of business at a General Meeting is the greater of three members or 25% of the members.  **3.6** **Quorum required**  Business, other than the election of the chair of the General Meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. If, at any time during a General Meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.  **3.7** **Lack of quorum at General Meetings**  If, within 30 minutes from the time set for holding a General Meeting, a quorum is not present:  (a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;  (b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.  **3.8** **Adjournments of General Meetings**  The chair of a General Meeting may, or if so directed by the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.  **3.9** **Order of business at a General Meeting**    The order of business at a General Meeting is as follows:  (a) Elect an individual to chair the meeting, if necessary;  (b) Determine that there is a quorum;  (c) Approve the agenda;  (d) Approve the minutes from the last General Meeting;  (e) Deal with unfinished business from the last General Meeting;  (f) If the meeting is an annual General Meeting:  (i) Receive the Directors’ report on the financial statements of the Society for the previous financial year, and the accountant’s report, if any, on those statements;  (ii) Receive any other reports of Directors’ activities and decisions since the previous annual General Meeting;  (iii) Elect or appoint Directors; and  (iv) Appoint an accountant, if any;  (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;  (h) Terminate the meeting.  **3.10** **Attendance at General Meeting by telephone or other communications medium**  Members may participate in a General Meeting by telephone or other communications medium. The Board must take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, by other communications medium, or in person, to communicate with each other during the meeting.  **3.11** **Methods of voting by members in attendance at General Meeting**  At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot. If one or more members vote at a General Meeting while participating in the General Meeting by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.    **3.12** **Proxies**  Voting by proxy is not permitted.  **3.13** **Vote at a General Meeting**  A matter to be decided at a General Meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.  **3.14** **Result of Vote**  The chair of a General Meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion. | AGMS are VERY important for a society. It is the way that a Board is held accountable. Thus, the Act has lots of detail on them.  The quorum for an AGM is in the sample bylaws (section 3.5, highlighted in yellow below). However, what they have in the sample bylaws is NOT in the Act. Section 87 of the Act allows you to set quorum.  See also:  **79** Subject to section 76, the directors of a society may at any time call a general meeting.  **80**(1) Voting members of a society may requisition the directors to call a general meeting for the purposes stated in the requisition.  Note that there are requirements to be met for members calling for a general meeting.  Only Class A need an accountant. See Sec 22 in the Regs.  Other sections related to AGMs:   |  |  | | --- | --- | | **76**(1) Subject to subsections (2) to (6), the directors of a society must call annual general meetings so that an annual general meeting is held |  | | (a) not later than the prescribed period after the date on which the society is incorporated, amalgamated or continued; and |  | | (b) subsequently, not later than the prescribed period after the end of the society’s preceding fiscal year.  (2) and (6) refer to requests for extensions.  The Regulations (Sec 12) say this:  Timing of annual general meeting  12(1) For the purpose of paragraph 76(1)(a)  of the Act, the prescribed period is 16 months.  (2) For the purpose of paragraph 76(1)(b) of  the Act, the prescribed period is four months  Section 3.2 of the model bylaws defines ‘ordinary business’.  The Act itself does not designate ‘special’ or ‘ordinary’  business. It does talk about special and ordinary resolutions  Note that the old Act talked about ‘special meetings’ and  ‘general meetings’. The language in the new Act is different.  All meetings of the membership are ‘general meetings’. Once  a year you must have an ANNUAL general meeting.  There is a lot in the sample bylaws on meeting procedure.  It is set out clearly, in plain language and in accordance with  the new Act. Organisation’s bylaws often have a lot of  detail in them re: meeting procedure, notice, etc.  You will need to CAREFULLY check that what you have is  In compliance with the new Act. **If what is in the sample**  **Bylaws works for you, just use them.**  This is NOT in the Act. Section 87 of the Act allows you  to set quorum. Think about what will work for you while  holding to the principle of transparency with the membership.  There isn’t anything in the Act about processes for voting  or secret ballots. Your society will want to think about whether  a secret ballot can be requested, and if so, how, and the a  mechanism for how to do that if some of all members are  attending electronically.  Section 12 of the new Act says this about voting in  general for those attending electronically:  (c) (iii) (B) voting, by a member not in attendance at a  general meeting, by mail or another means of  communication, including by facsimile, email or other  electronic means;   |  | | --- | | This is NOT in the Act. This is what the Act says about proxy voting.  **Proxies** | | **90**(1) If permitted by the bylaws of a society, voting members may appoint proxy holders. | | (2) An appointment of a proxy holder | | (a) must be in writing and in compliance 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 majority. | | (4) Unless the appointment specifies otherwise, a proxy  holder stands in the place of the voting member  appointing the proxy holder and can do anything the  member can do, including propose and second resolutions, participate in the  discussion and vote. | |   While there may be reasons you wish to allow for proxy voting  In your bylaws, think through the implications of this.  Note that there is no proxy voting allowed for directors.  Section 58 (2.01) A person must not act as a proxy holder for an absent director at a meeting of directors.  Note that the percentage to carry a special resolution is in  the Act. It is 2/3 majority (in Part 1, under ‘Definitions’) | | |  |
| **4.** **Directors**  **4.1** **Number of Directors**  The Society must have no fewer than three, and no more than 12, Directors. The members at a General Meeting shall determine the fixed number of Directors from time to time.  **4.2** **Residency**  At least one of the Directors must be ordinarily resident in Yukon.  **4.3** **Board eligibility (Membership)**  A Director is required to be a member of the Society.  **4.4** **Election or appointment of Directors**  Directors are elected by ordinary resolution of the members.  **4.5** **Term**  The Directors are elected at each annual General Meeting. A Director’s term of office ends at the close of the next annual General Meeting after the Director’s election. No Director may serve as a director for more than eight consecutive years.  **4.6** **Vacancies**  The Directors may appoint a member to fill a vacancy on the Board that arises as a result of the a Director ceasing to hold office before the expiry of the Director’s term of office, except where the Director was removed from office in accordance with the Act. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.  **4.7** **Removal of Directors**  A Director may be removed from office by special resolution of the members.  **4.8** **Remuneration for being a Director**  The Society must not remunerate a Director for being a Director.  **4.9** **Remuneration of Directors for other than being a director**  The Society may, subject to the Act, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a director.  **4.10** **Majority of Directors may not be employed by Society**  A majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or services.  **4.11** **Reimbursement of Expenses**  The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a director. | There is a whole section on directors (Section 43). Directors have a lot of authority re: board decisions, direction, etc. Review Section 43 in detail to make sure your bylaws are compliant.  Part 5 of the Act is also important. It is a lengthy bit all about director liability. **If you have details re: director liability in your bylaws that appear different from what is in the Act, this is one area you might want to consult a lawyer**.  Note also that your bylaws stating ‘directors are not liable’ is NOT sufficient protection against director liability. Make sure your organization has directors’ insurance  In Sections 46-48, and particularly Section 47, there are certain people who would not be eligible to be directors under the new Act. You will need to think about some sort of mechanism for screening of directors, to ensure that all your directors and prospective directors are eligible under the Act. Volunteer Bureau Yukon has a sample ‘declaration of eligibility’ form for perspective directors in the resources for NPOs section of the website.  **46** A person must not be a director of a society if the person is not qualified under either section 47 or the bylaws to be a director   |  | | --- | | **Qualifications of directors** | | **47**(1) The following persons are not qualified to be a director of a society: | | (a) a person who is under the age of majority; | | (b) a person who is not an individual; | | (c) a person for whom a guardian is appointed under  the *Adult Protection and Decision Making Act* to manage  all or part of their legal matters or financial affairs; | |   (d) a person who is found to be mentally incompetent or incapable of managing all or part of their legal matters or financial affairs by a court elsewhere than in Yukon;  (e) a person for whom an enduring power of attorney, within the meaning of the *Enduring Power of Attorney Act*, has come into effect on the occurrence of their mental incapacity or infirmity;  (f) a person who has the status of bankrupt; or   |  | | --- | | (g) a person who has been convicted, in Yukon or elsewhere than in Yukon, of an offence involving fraud or theft, unless | | (i) the court orders otherwise, | | (ii) five years have elapsed since the last to occur of | | (A) the end 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 has been granted or issued, or a record  suspension has been ordered, under the *Criminal*  *Records Act* (Canada), in respect of the offence and the pardon or record suspension has not been revoked or ceased to have effect | | | |   (1.01) For greater certainty, if a court subsequently finds that a person referred to in paragraph (1)(c) or (d) has capacity to manage their legal matters and financial affairs, the person is no longer disqualified under those paragraphs from being a director of a society  (2) Unless the bylaws provide otherwise, a director of a society is not required to be a member of the society. *S.Y. 2020, c.10, s.14*  **48** Without limiting section 47, the bylaws of a society may set out requirements that an individual must meet in order to be qualified to be a director.  This is what is in Act. Consider what makes sense for your organisation, understanding that it is fine to have open director positions (i.e. unfilled). Set your board quorum in a way that makes sense for the number of directors you have.  The Act (Section 43) requires at least one director to be a Yukon resident. You are not prevented from having directors who reside elsewhere, US included.  It also says  **43** A society must have at least three directors and at least one of the directors is to be ordinarily resident in Yukon.  You can have whatever # of directors you wish. However, think about a good working size.  This is not in the Act. Section 47 (2) Unless the bylaws provide otherwise, a director of a society is not required to be a member of the society. *S.Y. 2020, c.10, s.14*  However, why wouldn’t you want your director to be a member?  This is a recommendation only by YG; **there is nothing in the Act that says directors can only serve 8 years.**  However, regular ‘new blood’ on a board is a best practice. You want a balance of older and newer members. Having a bunch of board members who have served forever puts your organization at risk of not being able to move forward when those long serving members eventually leave- and they will.  Section 2 of the Regulations states:  **2 For the purpose of 12(2)(b)(ii) of the Act, the period prescribed as the maximum term of office of a director is four years.**  My non-lawyer interpretation of this is that no director can be for more than 4 years without being re-elected. Besides now being the law, it is a good practice to avoid ‘directors for life’ on the Board.  Make sure that whatever you have in your own bylaws or in a policy complies with this.  This is not in the Act. Note that ‘remuneration’ does not include reimbursement of reasonable expenses, as outlined in your policies, incurred while fulfilling the role of director.  You could provide some compensation to board members, but I would urge that this be clearly set out in policy as to who receives it/conditions for payment, how much, and so on. a good conflict of interest policy should also be in place.  Section 60 is also important here:   |  | | --- | | **60**(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 at least a simple majority of the other directors to be present to provide information, and | | (ii) when the other directors vote on the contract, transaction or matter; and | | (d) not act in a manner intended to influence the discussion or vote. | | (3) A disclosure under paragraph (2)(a) must be evidenced in a record of any of the following types of records: | | (a) the minutes of a meeting of directors; | | (b) a consent resolution of directors; | | (c) a record from the disclosing director addressed to the other 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 are required to make  disclosures under this section in respect of a contract,  transaction or matter, the contract, transaction or  matter may be approved only by  ordinary resolution  (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 49; | | (b) indemnification of or payment to the director under subsection 69(1), (2) or (4); | | (c) the purchase or maintenance of insurance, as referred to in section 71, for the benefit of the director. *S.Y. 2020, c.10 , s.17* | | | | | |   See also Section 61 Accountability and Section 62 Validity of contracts if you are considering entering into contracts with directors. There is much to consider. | . |
| **5.** **Meetings of Directors**  **5.1** **Calling Directors’ meeting**  The Directors may meet at any location in Yukon and in any manner as determined by the Directors.  **5.2** **Notice of Directors’ meeting**  At least two days’ notice of a Directors’ meeting must be given, unless all the Directors agree to a shorter notice period.  **5.3** **Regular Board meetings**  The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director, but no notice shall be required for any such regular meeting.  **5.4** **Quorum of Board meetings**  A majority of the Directors in office constitutes a quorum at any meeting of Directors.  **5.5** **Board meetings may held by electronic means**  Any meeting of the Board may be held by means of telephone or such other communication medium means that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that means shall be deemed to be present at the meeting.  **5.6** **Resolution without a meeting and without the consent of all Directors**  The Directors may not pass a Board resolution without a meeting unless all Directors consent in writing to the resolution. | You are not required to provide notice of Board meetings to anyone other than board members. However, in the interest of transparency, why would you not let your members know when the Board is meeting?  Section 58 (2) of the Act allows the Board to set their own quorum. However, you would probably not want less than half the # of directors as quorum. You would never want a situation where the Exec, for e.g., could meet and make decisions for the Board on their own. (which means that you should have terms of reference, including spending and decision making authorities, for your Exec committee). The wording here makes a lot of sense. |  |
| **6. Officers**  **6.1 Election or appointment of Officers**  The Board shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president, and a secretary/treasurer or a secretary and a treasurer, and such other officers the Board deems necessary. A Director may hold more than one officer position.  **6.2** **Duties of Officers**  The Officers shall have the following duties and powers associated with their positions:  (a) The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.  (b) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.  (c) The secretary is responsible for doing, or making the necessary arrangements for, the following:  (i) Issuing notices of General Meetings and Directors’ meetings, taking minutes of General Meetings and Directors’ meetings;  (ii) Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and  (iii) Filing the annual report of the Society and making any other filings with the registrar under the Act.  In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.  (d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:  (i) Receiving and banking monies collected from the members or other sources;  (ii) Keeping accounting records in respect of the Society’s financial transactions; and  (iii) Preparing the Society’s financial statements; and making the Society’s filings respecting taxes. | Officer roles are not specified in the Act. However, the things outlined in these sample bylaws are typical officers/duties on Boards.  Election of officers is not in the Act. You could put it in your bylaws or in policy. Some societies elect the directors, then the directors determine officers among themselves. Others have the membership directly elect officers. Up to you as to what you do. If the former, typically there is a board meeting immediately following the AGM, at which the directors (continuing and newly elected) determine the officers. By doing this all your societies’ paperwork can be filed without waiting for the next board meeting to determine officers.  You might also consider putting the roles, responsibilities and authorities of each of the Exec positions in a policy.  Section 67 of the Act has specific reference to disclosure of interests of officers, as they may pertain to the society for which they are an officer. Any conflict of interest policy will need to take this into account.  Sections 26, 27, 28 and 29 of the new Act set out a number of criteria around records. You might simply reference these in any policy that sets out responsibilities for secretary/Exec - though you will, as a Board, need to understand what these sections are about. |  |
| **7.** **Signing Authority**    **7.1** **Execution of documents**  A contract or other record to be signed by the Society must be signed on behalf of the Society by any two Directors or by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society. Any Director or Officer of the Society may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof. | Note that there is nothing in the new Act about two signatures. This is a good and common board practice and one frequently require by banks (two signatures on cheques, for e.g.)  You can set things out in more detail in your bylaws, or in a policy: levels of signing/signing authority, for e.g., who can spend money at all (committees typically have no spending authority) and so on.  Note that in the age of electronic banking, two signatures on hard copy cheques is changing. That doesn’t mean that one person can spend money willy-nilly; you still want processes that ensures transparency and accountability for spending, contracts, etc.  Make sure that either in your bylaws or in policy you have clear authorities laid out. |  |
| **8.** **Borrowing**    **8.1** **Borrowing powers**  The Society may, subject to approval by the members at a general meeting:  (a) Borrow money; and  (b) Issue debt obligations to any person and for any consideration. | Sections 35 and 36 of the Act state the borrowing powers of a society. Section 36 (2) says:  (2) The bylaws of a society may restrict or prohibit the society's power to borrow money or to issue debt obligations.  If your organization needs to have borrowing powers, I would suggest you consult an accountant and/or a lawyer about what should go in your bylaws.  If you don’t need or want borrowing power, you may want to say that too. See Section 36 (2) above.  If you want borrowing powers, your organization will need to determine the balance between director authority and membership authority for this. |  |
|  | Note that the new Act does not say anything about audits. It does require any Class A society to have an accountant. Accountants, by virtue of their professional obligations and requirements as certified accountants, must follow accepted accounting practices.  (An aside: ‘audit’ has very specific meaning in accounting and is quite an involved and therefore expensive process. Following accepted accounting practices are all that is needed, unless there are major financial issues in an organization). |  |
| **9.** **Accountant**    **9.1** **Requirement for Accountant**  (a) If the Society is a Class B society, the Society is not required to have an accountant.  (b) If the Society is a Class A society, the Society is required to have an accountant. However, a Class A society may, by special resolution at an annual general meeting, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year’s annual general meeting. The Society may not waive the requirement to have an accountant for more than two consecutive fiscal years. | Part 9 in the Act is about accountants.  As said earlier, accountants are now required for all Class A societies. Section 9 of the new Act lays out all the requirements for and rules pertaining to accountants. Note that any member may now request that the accountant attend the AGM.  Any bylaws related to the accountant will need to follow the Act. |  |
| **10.** **Distribution of property before dissolution or on liquidation**  **1.1** **Distribution**  The distribution of property before dissolution of the Society or on liquidation of the Society will be made in accordance with the Act. | Part 10, Divisions 9, 10, 11 and 12, contain (copious) requirements for everything related to dissolution of a society. If a society must dissolve, all this must be followed. Check your own bylaws to see if you have anything in them re: dissolution. You may want to just use this clause instead.  If your organization has considerable property and/or a large budget and staff, this is an area where you should probably consult a lawyer. |  |