

## CORPORATE SERVICES DEPARTMENT

Name of Company:		File #:	
------------------	--	---------	--

<b>CHECKLIST – TRANSITION OF A BRITISH COLUMBIA SOCIETY UNDER NEW SOCIETIES ACT</b>
---

ITEM	DESCRIPTION	DONE
<b>A.</b>	<b>PRE-TRANSITION</b>	
1.	<b>Annual Report filings</b> - Ensure the Society is up to date with annual report filings. A society cannot be transitioned until it is in good standing with respect to annual report filings	
2.	<b>Registered Office</b> – Determine if [Your law firm] is currently acting (and will continue to act) as Registered office. Update database to show mailing address. Use complete address for both delivery and mailing address. If [Your law firm] is not acting as registered office, obtain instructions from lawyer. <b>Use address exactly as it appears on the last Notice of Office filed with the Registrar</b>	
3.	<b>Directors</b> - Is the information concerning directors current and up to date (including addresses as well as appointments or cessations)? If not, then fix prior to transition ( <b>NB:</b> No longer requirement for directors to use residential address. Business address may be used if director is usually at that location during normal business hours (9 am to 4 pm) for service of documents)	
4.	Has the Society made changes to its constitution and bylaws? Obtain confirmation that the records are current. If a society is not certain if it has a current copy, obtain a copy of the constitution and bylaws and any amendments from the Registrar of Companies (Transition package for a charge of \$40)	
5.	<b>Constitution</b> - Review Society’s constitution to determine what is to be moved to the bylaws. (Only Society Name and Purposes allowed and member-funded statement, if society chooses and qualifies for that	

ITEM	DESCRIPTION	DONE
	designation)	
6.	<b>Registered Charity</b> - Determine if Society is a registered charity. Provisions must be moved from constitution to bylaws with <b>NO</b> changes and no changes can be made other the stating “previously unalterable”	
<b>B.</b>	<b>By-Laws</b>	
7.	<p><b>Review</b> the existing bylaws and identify unique provisions in the bylaws that the Society may wish to carry over</p> <ul style="list-style-type: none"> <li>• <b>Check</b> to ensure the provisions do not conflict with New Act</li> <li>• <b>Obtain</b> instructions on what provisions are to be included in amended or replacement bylaws</li> </ul>	
8.	<p><b>Determine</b> what changes will be made to the bylaws:</p> <ul style="list-style-type: none"> <li>• see attached excerpt from Preparing for B.C.’s New <i>Societies Act</i>: A Guide to the Transition Process published on the BC Registries Service website</li> </ul>	
9.	<p>Bylaws inconsistent with New Societies Act</p> <ul style="list-style-type: none"> <li>• If bylaws contain restrictions on number of non-voting members, the New Societies Act removes those restrictions</li> <li>• Threshold for special resolutions of voting members to be passed by a 2/3 vote. Higher threshold required? Can be up to ¾ but must be set out in bylaws</li> <li>• Check to see if bylaws contain wording for holding AGM’s. Requirement to hold AGM within 15 months of last AGM has been removed but must hold once in calendar year</li> </ul>	
10.	Include memo to lawyer with respect to review of constitution and bylaws; attach society’s records book	

ITEM	DESCRIPTION	DONE
C.	TRANSITION	
11.	<p><b>Change to bylaws</b> - prepare Members' special resolution (or hold a meeting of the members) changing/replacing bylaws</p> <ul style="list-style-type: none"> <li>• for resolution use [doc # of precedent] and attach changes to by-laws or new bylaws</li> <li>• for meeting, prepare Notice of Meeting (include the text of any special resolution to change bylaws or constitution with member-funded designation) and obtain signed minutes of meeting with changes to bylaws or new bylaws attached</li> </ul>	
12.	<p><b>No changes to bylaws</b> - prepare Directors' resolution authorizing transition and agent to file transition documents on behalf of society. Use resolution [doc # of precedent] to approve transition</p>	
13.	Prepare Transition Application	
14.	Forward transition documents to lawyer to obtain client's signature	
D.	FILINGS	
15.	Once signed resolutions/minutes of meeting and Transition Application are received, file the Transition Application on-line	
16.	Obtain confirmation of filing and update the society's records book by filing the signed documents under the appropriate tabs	
17.	Update corporate data base to indicate date of transition	

Date Completed:		Your initials:	
-----------------	--	----------------	--