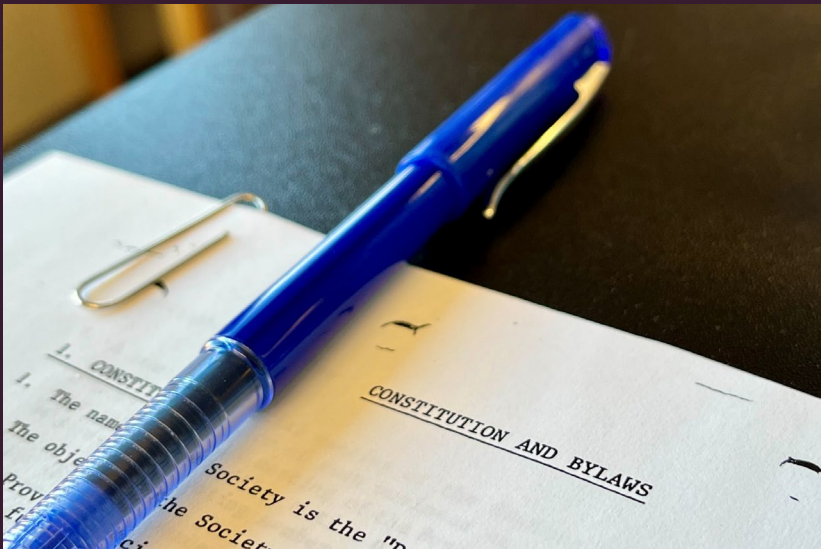


Information session for Yukon societies

February 15-20, 2023

Tips for updating your society's bylaws





Who's here?

- Please introduce yourself and let us know what society or societies you are representing.
- Sign up for our mailing list:
<https://forms.office.com/r/JRBv8Aw4W2>



On the agenda for today...

- What bylaws are required under the new Act
- YG's new sample bylaw sets and how to use them
- How to change your bylaws
- How to transition
- What to do if you've already transitioned with new bylaws and want to make further changes



How do I know whether to update my bylaws?

- All societies required to submit bylaws and transition form before **March 31, 2023**.
- You can transition with your old bylaws if you need to in order to make the deadline.
- However, all societies are responsible for making sure their bylaws comply with the new Societies Act.
- Section 12 of the new Act spells out what needs to be in your bylaws.
- You may want to update your bylaws to take advantage of things that the new Act allows.



Using our sample bylaw sets

- The basic set is useful for:
 - If you want to be able to select options that work for you
 - If you have time to do the work of selecting options
- The best practices set is useful for:
 - If you want a complete set and don't want to make changes
 - If you want to incorporate best practices as well as all the rules of the Act

Using our sample bylaw sets

SOCIETIES ACT

Class A Society or Class B Society Sample Basic Bylaws

Section 12(2) of the *Societies Act* requires that a society have bylaws that contain provisions respecting the internal affairs of the society.

This sample bylaw set contains all critical provisions set out by the Act, and also lays out options for societies to choose from.

As of January 2023, this set has been updated to include two new options for societies: one that allows them to create more than one class of membership, and another that allows directors to add directors to the board outside of filling a vacancy.

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[Basic bylaws](#)

Yukon



SOCIETIES ACT

CLASS A SOCIETY OR CLASS B SOCIETY SAMPLE BYLAWS

The sample bylaws below are made available as a simple way to put into place a set of bylaws that comply with societies legislation.

The sample bylaws below contain all of the provisions required by the new *Societies Act*, as well as bylaws that are considered best practices. Societies can consult our annotated sets to find out which provisions are required by the Act.

If one or more provisions of a society's bylaws is inconsistent with the Act, the regulations or another enactment of Yukon or Canada, then the provision has no effect (with limited exceptions).

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[Best-practices bylaws](#)



Best practices bylaws

- Our best-practices set contains everything required by the Act, as well as additional sections for more clarity, such as
 - Ordinary business at general meetings
 - Chair of general meetings
- It also contains “best practices,” which aren’t necessarily required by the Act
- These are not considered “model bylaws”



Examples of “best practices”

- Incorporates secret ballot into methods of voting at a general meeting
- Sets minimum number of directors as 3 and maximum as 12
- States that no board member can serve more than 8 consecutive years



What does section 12 say?

Bylaws must contain sections on:

- Membership, including
 - The admission of members, including the rights and duties arising from membership
 - If there's more than one class of membership, a description of each
 - How memberships expire or how members cease to be in good standing
- The board of directors, including:
 - The way that the board is elected or appointed
 - The terms of office for the board
 - The number or the minimum and maximum number of board members



What does section 12 say?

- General meetings, including:
 - The quorum for general meetings, if greater than 3 voting members
 - Whether proxy voting is permitted
 - Whether delegate voting or voting by long-distance is allowed
- Any restrictions on:
 - The activities or powers of the society



You may want your bylaws to allow for:

- Waiving the need for financial review if you are a Class A society
- Restrictions on borrowing
- Voting and non-voting classes of membership
- Eligibility for membership
- Different terms of office for board members
- Adding additional board members outside of an AGM and outside of filling an AGM
- Proxy voting
- Paying your directors
- Limiting or imposing conditions on how your directors can be reimbursed



How do I know whether I need to update my bylaws?

First, look at your current bylaws

- Can't find them? It happens. Contact me for help.

Then, look at our sample sets

- We have two sets: one with best practices, one with options for you to select.
- Look at your bylaws and compare them with our [sample basic set with comments](#).
- If there are any provisions labelled “critical” that you don't have in your current bylaws, you may need to update them.



If you're currently using old bylaws

- They might comply but probably won't allow you to do all the things the Act permits if your bylaws allow
- It might be worthwhile updating your bylaws anyway
- It's a good idea to make sure your bylaws work with the new Act and allow you to do what the new Act provides
- Your members and directors will hold you accountable to your bylaws for years to come
- If any issues arise in your society, bylaws give you the framework for how to deal with them



Membership

- The Act says your bylaws must have a section about membership including:
 - The admission of members
 - The rights of members
 - The duties of members (12(2)(a)(i)).
- If you have different classes of membership, you need to define them.
- If you have more than one class of membership, at least one class must be voting members (73).
- Different organizations can be members, and you must define how an organization would delegate votes in that situation.
- If you want to be able to discipline or expel members, your bylaws must permit this (75).
- You may also want to define who is eligible for membership, or say that you will admit members based on a policy developed by the board.



General Meetings

- AGMs must occur 4 months after your end-of-fiscal, and 16 months after incorporating
- Notice of general meetings – the default in the Act is 14 days.
- If you want to change the amount of notice, you can but you must have it defined in your bylaws.
- Meetings by phone or video conference are allowed in the new Act. This isn't required to be in your bylaws but you may want it to be.



Quorum

- The default for quorum is 3 for general meetings
- The default for quorum for board meetings is the majority of directors
- If you want to change that number, you need to have it defined in your bylaws
- If you need to end a meeting because quorum is not present and you schedule another meeting and quorum is still not present, you can make the members present constitute quorum, but this must be in your bylaws (87(4))



Voting

- You must have a provision in your bylaws about proxy voting
- You can allow for proxy voting or not.
 - Proxy voting allows a member to give another member the right to vote on their behalf.
- If you want to allow other organizations to vote as members of your society, you need to describe in your bylaws how that works.
 - The Act allows for this and refers to it as “delegate voting” (12)
 - It might also fit in the membership section of your bylaws.
- If you have a bylaw about voting to remove a director from office, the bylaw can’t make it so that the voting threshold is higher than what’s usually required for a special resolution (12)



Board of directors

- You must have at least 3 directors. Your bylaws can also state minimum or maximum numbers. One of the directors must be a resident in Yukon (43)
- You need at least 3 directors, but your bylaws can define a different number if you like.
- The first directors of the society are those that were named as directors when you incorporated. They hold office until the end of the first AGM. They can be elected at the AGM, or other directors could be elected.
- If you want to be able to pay (remunerate) your directors, your bylaws need to allow for that, but you can't pay the majority of directors at any one time.



Board of directors

- If you want to be able to remove a director any way other than by special resolution, your bylaws need to allow for that.
- Directors are not required to be members of the society, unless your bylaws state otherwise (47(2)).
- If your board wants to be able to add more board members to the board when all vacancies are filled, your bylaws need to allow for that.



Terms of office

- The default in the Act is that you have an election for new directors every year at your AGM
- There are no limits for the number of terms a director can be re-elected for.
- If you want to elect directors every two years, three years, or four years, you can do that but you need to have this in your bylaws (12(2)(b)).
- You can't go more than 4 years without having an election (Regulation 2)



Terms of office

- You might decide you want to stagger your board members' terms of office so that you have some consistency
- There is no suggested wording in our sample sets on how to do this
- You could divide your board up into three groups, and have it so that one group's term expires at each AGM
- You could have different term lengths for different positions, for example, a president could serve a 3-year terms, a secretary could serve a 2-year term, and a regular director at large could serve 1-year terms



Waiving the need for financial review

- Under the new Act, societies will either be Class A or B
 - Class A: more than \$120,000 in revenue, more than \$250,000 in assets
 - Class B: Less than the above
- If you fall into the Class A category and want to be able to waive the need for an accountant, you must have this in your bylaws (Regulation 22)
- You can only waive once every 2 years.
- Class B societies are not required to have an accountant but can choose to.
- You may want to add waiving or choosing an accountant to your AGM agenda, either by policy or in your “order of business at a general meeting” section in the bylaws



Borrowing

- Societies are allowed to borrow money in the Act.
- If you want to prohibit your board from borrowing money, you must have this in your bylaws (36).
- You could define other restrictions about borrowing if you want
 - For example, you could make it so that members needed to approve borrowing by special resolution
 - You could make it so that the board could approve borrowing without membership approval



What if I want to make more changes to my new bylaws?

- If you're learning about options for your bylaws that weren't available to you when you adopted a new set, you can make more changes to your bylaws
- You still need to pass a special resolution with your members to change your bylaws
- However, we will waive your Bylaw Alteration form fee if you make your changes before July 31
- Be in touch if this is the case for you!



How to update bylaws

1. Decide what you want your bylaws to look like.
2. Plan to pass a special resolution at a special general meeting or an AGM.
3. Provide your members with adequate notice of the special resolution (this should be defined in your bylaws, if not, you need to provide 14 days' notice)
4. Send out a written notice as well as a copy of your new bylaws to the membership
5. Once your members have passed the special resolution, you can file your new bylaws with your transition application. Your new bylaws come into effect once filed.



What if I don't have time to update my bylaws before March 31?

- You can use your existing bylaws to transition in order to make sure you meet the March 31 transition deadline
- Then, you can update your bylaws using a Bylaw Alteration form after you've passed the special resolution with your membership
- Bylaw Alteration forms are \$20 on YCOR, \$40 on paper



How to transition before March 31

1. Locate your society's bylaws and make sure they are saved as a pdf (ask me if you can't find your bylaws)
2. File your transition form online using YCOR and attach your existing bylaws.
3. Consider whether you want to update your bylaws to make sure they comply with section 12 of the new Act.



Resources for you:

- [Sign up for our mailing list](#)
- [Sample bylaw sets](#)
- [Information sessions and resources](#) – where you will find slides and recordings
- Our [societies page](#) is now on the homepage of Yukon.ca!
- BC has some useful resources on bylaws:
 - [Best practices for non-profit bylaws](#) (People’s Law School)
 - [Draft non-profit bylaws](#) (reviewed by Pacific Legal Education and Outreach Society)
- Contact me at 332-7950 or societies@yukon.ca



Next information session

- We will schedule more information sessions for March
- Planning your next AGM and for your transitional fiscal year
- What do you want to learn about? [Fill out this survey](#) to let me know!