

How to get back into compliance

Information session for societies in default

February 2, 2023



On the agenda for today...

- What does being “in default” mean?
- What will happen if my society stays in default?
- How to come back into compliance
- Tips for filling out forms
- Preparing for transition while in default
- Reviving a society

What does being in default mean?

- Being in default on our registry happens when you do not file your annual report on time
- Your annual report is due 4 months after your fiscal year-end
- You also need to have held an AGM within 4 months of your fiscal year-end
- Being in default can happen when your society becomes inactive, or it can happen while your society is still active if you have fallen behind on paperwork
- Being in default often prevents you from receiving government funding
- Being in default for a short period of time is quite common
- However, if you are in default for years, you are at risk of being struck from the registry

How to check whether your society is in default

- Log into YCOR or view YCOR as a guest
- <https://ycor-reey.gov.yk.ca/>
- Search for the society
- You can view a profile report to see the board of directors we have on file, which will help you figure out whether you need to file a change of directors form.

Entity Type	Registry No.	Jurisdiction	Status	Filings	Profile Report	Actions
Society	836828	Yukon	In Compliance Certificate Of Status	Submit...	View (Free)	

How do I know what years of filings are missing?

- Log into YCOR
- <https://ycor-reey.gov.yk.ca/>
- Search for your society
- View profile report
- Scroll to the bottom to see a summary of your filing history
- The last year you filed will show here.

Annual Filings

Fiscal Year End	September 30
Date of Last AGM	2019-11-23
Year of Last Annual Report	2019

Filings

ID	Date	Filing	Year	Document
20012864	2019-12-16	Financial Statements	2019	700565_20012864_20191216_FS_2019.pdf
3169500	2018-12-18	Financial Statements	2018	700565_3169500_20181218_FS_2018.pdf
20094169	2018-03-22	Financial Statements	2017	700565_20094169_20180322_FS_2017.pdf
20094168	2018-01-15	Financial Statements	2016	700565_20094168_20180115_FS_2016.pdf
20094166	2017-03-01	Financial Statements	2016	700565_20094166_20170301_FS_2016.pdf
20094163	2016-01-04	Financial Statements	2015	700565_20094163_20160104_FS_2015.pdf
20094159	2014-11-03	Financial Statements	2014	700565_20094159_20141103_FS_2014.pdf
3150565	2013-11-05	Financial Statements	N/A	Not available online.
3147287	2012-09-30	Financial Statements	2012	Not available online.

How to hold an AGM



- If you haven't held an AGM in a while, you can hold one meeting to get caught up on everything.
- Your bylaws will have rules for how to hold an AGM.

Basic steps to holding an AGM

1. Set a date for your AGM and send out a notice to your members. Notice should be defined in your bylaws, otherwise it is 14 days.
2. Present financial statements for each missing fiscal year to your members, and make sure they are signed by two directors.
3. Elect your board (unless your bylaws have a different process for electing board members).
4. Waive the need for financial review from an accountant for the next fiscal year, if you like.
 - This is only necessary if you are a Category A or B society that isn't required to have an accountant review their financials
 - It's generally a good idea to do just in case, if you don't plan to have your finances reviewed by an accountant

How do I know what category of society I am?

- Under the old Act, there are three categories:
 1. **Category A:** If you had over \$150,000 in revenue and / or over \$300,000 in assets, you will be Category A. You're obliged to get your finances reviewed by an accountant, unless you have written an exemption request to the Registrar.
 2. **Category B:** If you had between \$40,000 and \$150,00 in revenue and / or between \$100,000 and \$300,000 in assets, you're obliged to get your finances reviewed by an accountant unless you have passed a special resolution with your members in the 12 months before your AGM
 3. **Category C:** If you had less than \$40,000 in revenue and / or less than \$100,000 in assets, you are a Category C society. You don't need an accountant review but you need to fill out a Declaration of Category C form with your annual report.
- You can find the [financial thresholds of the old and new Act here](#).

Tips for preparing financial statements



- Financial statements must consist of at minimum an income statement and a balance sheet
- Financial statements can say \$0 if you've had no financial activity or have had nothing move in or out of the bank, but they still need to be presented at the AGM and signed by two board members
- If you are required to get an accountant to review your finances, you must show your members the reviewed financial statements.
- If you cannot do that in time for your AGM, you must hold a special general meeting later to show your members the reviewed financial statements.
- Before your AGM, make sure you have an exemption request letter or a special resolution

Filing missing annual reports

For each missing fiscal year, **you need to provide:**

- An annual report form (Form 6)
- Financial statements signed by two directors, reviewed by an accountant if required and not waived.

You may also need to provide:

- A change of directors form (Form 2), if your board has changed or if the officers (board members with titles, like president, co-chair, treasurer, etc.) have changed
- A declaration of category C form (Form 3), if you are a Category C society
- A copy of a special resolution, if you are a Category B society that has waived the need for financial review
- An exemption request to the registrar, if you are a Category A society
- A change of address form (Form 4), if your society has changed its address

Interim financials

- If your AGM that takes place more than 4 months after your fiscal year-end, you need to provide interim financials
- Reach out to Corporate Affairs or myself if that's your situation, and we can help you determine the period of time you need to provide interim financials for

Tips for filing missing forms

- Package all your forms together for each missing fiscal year
- If possible, submit all the forms for each missing fiscal year at once
- Each annual report costs \$45 to file, so come prepared to pay either at the Corporate Affairs front desk or call them with a credit card number – 667-5314
 - Annual report forms - \$45
 - Change of directors forms - \$40, if being filed separately to an annual report
 - Category C forms - \$0
- Corporate Affairs will review your forms and let you know if there are any mistakes you need to fix, but only after you have paid.

Annual report form tips

- Your anniversary month is the fourth month after your fiscal year-end, not the anniversary of incorporation
- Section 6 is rarely applicable
- You only need to fill out a delivery or a mailing address for the directors, not both
- Directors can use the society's address
- You can use an attachment if you can't fit all the directors on the form
- Officers of the society are board members with titles
- If you're attaching a special resolution for a Category B society to waive the need for financial review, it must be a special resolution passed before your most recent AGM.
- Download the [annual report form here](#)

Change of director form tips

- You don't need to fill out section 5 or section 8 if you're filing this form with an annual report form
- Provide a delivery address OR a mailing address, not both
- Make sure you capture any changes to the officers, who are directors with titles.
- Even if your board stays the same but people switch positions (as president, co-chair, secretary, etc.) you need note that in section 6 and 7.
- The “effective date” of changes to directors are officers need have happened before or during your most recent AGM. If more changes to your board happened after the AGM, you need to file a separate form.
- You can use an attachment if you can't fit all of the changes on the form.
- Download [the change of director form here](#)

5. As of the date of signature below, the directors of the society are : (complete this section ONLY if filed WITHOUT form 6)
À compter de la date de signature ci-après, les administrateurs de la société sont : (complétez cette section SEULEMENT si cette formule est déposée SANS la formule 6)

Last Name / Nom de famille		First Name / Prénom	
Delivery Address (Physical Location) Adresse de livraison (Adresse physique)		Mailing Address / Adresse postale	
Address / Adresse		Address / Adresse	
City / Ville	Prov. or Terr. / Prov. ou Terr.	City / Ville	Prov. or Terr. / Prov. ou Terr.
Postal Code / Code Postal		Postal Code / Code Postal	

What happens if I can't transition before March 31?

- If you come back into compliance before March 31 but do not submit your transition form by March 31, you will go back into default
- If you are in default on March 31 and don't transition, you will stay in default until all of your missing filings and your transition forms come through



Eventually, societies that are in default will be struck from the registry and dissolved by the Registrar.

What will happen if we stay in default?

- Section 143 of the Act says that if you're in default, we can send you a letter notifying you of the default and asking you to come out of default within 30 days.
- If you can't come back into compliance in 30 days, or if you can't write back to let us know that you're working on compliance, we will publish a notice saying that your society will be dissolved in 30 days.
- 30 days + 30 days = 60 days until you get dissolved after you get the first letter.
- If you receive notice that you will be dissolved, you can apply for an extension on the 30 days period before you are dissolved.

How to prepare for transition

- While you are working on catching up on your annual reports, you can also prepare to transition
- You can only file your transition form if you are in compliance
- In the meantime, you can work on getting a YCOR account and a private filing key (PFK) to be able to file online
- [Instructions on how to get a YCOR account and a PFK here](#)
- You can also locate your bylaws and consider whether you can update them before the March 31 deadline.
- You would need to be able to pass a special resolution and give your members adequate notice if you wanted to change your bylaws before you transition.
- This may or may not coincide with your plans for a catch-up AGM.
- [You can find new sample bylaw sets here.](#)
- If you can't find your bylaws, contact me and I may be able to help.

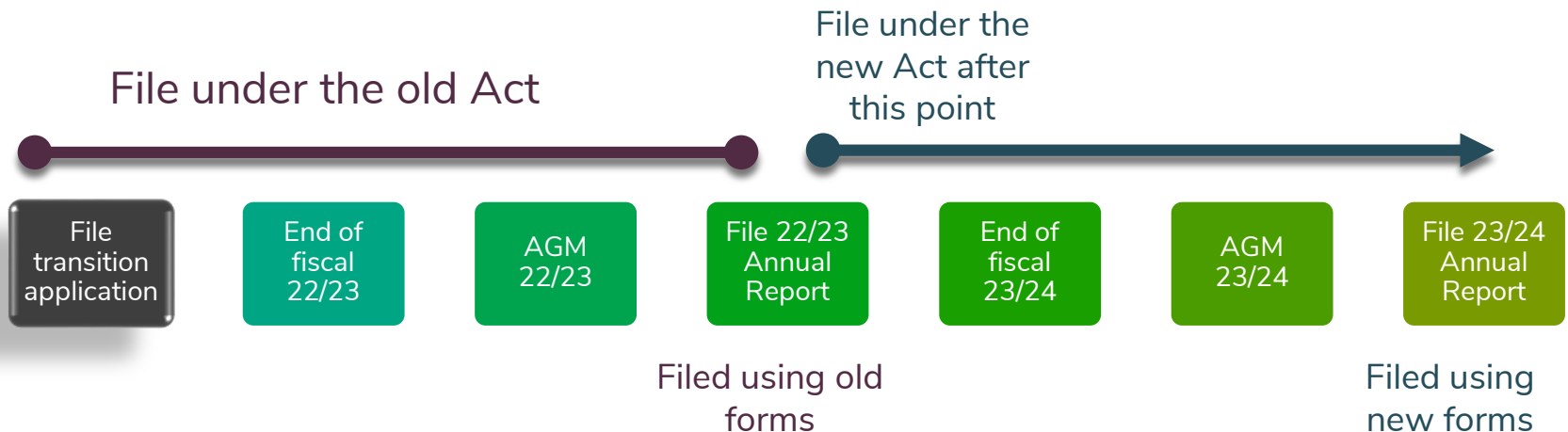
What's the fastest way to transition?

Once you're back in compliance, you can:

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.
 - Societies are responsible for making sure their bylaws comply with the new Act.
 - You will need to pass a special resolution and file a Bylaw Alteration form to update your bylaws, if you do it after you file your transition form.
 - There are lots of good reasons to update your bylaws.
 - Contact me if you want pointers on how to update your bylaws.

What happens after you transition?

- You start a transitional fiscal period, which means you'll need to file your annual report for the fiscal year you're currently in using the old forms.
- You need to plan ahead to make sure you're filing your next annual report properly
- Nobody will be able to use the old forms to file after **March 31, 2024**.



Reviving

- If your society gets struck by the Registrar, or you want to come back into compliance after you've been struck from the registry, you need to revive.
- Reviving is similar to coming back into compliance, but there are extra steps:
 1. Reserve a name
 2. Publish a revival notice in the Yukon Gazette
 3. Send a revival notice to the society's former board members
 4. Submit a revival form
- After you follow these steps, you need to work on catching up on your missing annual reports and transition application.
- Check out our [webpage on revival](#) for more information

Upcoming information sessions

Updating your bylaws – tips for Yukon societies.

You'll learn:

- How to use our sample bylaw sets
- New options for you to customize your bylaws
- What to do if you've already updated your bylaws for transition but want to make more changes
- Requirements for the new Act

When: **Wednesday, February 15, 12:15-1:30**

Where: Zoom - email_societies@yukon.ca for a link

When: **Monday, February 20, 12-1:30**

Where: Whitehorse Library meeting room

Resources for you

- [Join my mailing list!](#) I send emails out once a month or so, and I'll include a link to this presentation for people who have missed it.
- Bookmark our [societies homepage](#) so you can find our online instructions and resources
- [How to come back into compliance](#)
- Contact me at societies@Yukon.ca or 332-7950
- Contact Corporate Affairs at corporateaffairs@Yukon.ca or 667-5314