

Introduction to new Societies Legislation

Highlights of important transition provisions

April 2021



New Societies Act SY 2018 c.15

[View the new Societies Act](#)

Highlights – important provisions

Pre-existing local societies

Section 216 –

Duties of pre-existing societies

- Submit a constitution (with only the existing name and purposes);
- Submit new consolidated bylaws (that comply with s.12 of the new Act);
- Submit a statement of existing directors; and
- Submit the existing registered address.

Transition application will be processed and Registrar will provide to the society a certified copy of the following (as submitted by the society for filing in registry) :

- The constitution;
- The bylaws;
- The statement of directors; and
- The registered address.

Section 219 –

Registrar may dissolve if society does not comply with section 216.

Section 220 –

Application of provisions to directors and officers of pre-existing societies

Section 44, subsection 45(9), sections 47 and 49 and subsection 66(3)

The following section do not apply in relation to a pre-existing society until the day that is two years after the day on which this section comes into force :

Section 47 (qualification of directors);

Section 49 (remuneration and reimbursement of directors); and

Subsection 66(3) (officers).

Section 224 –

Pre-existing society restriction regarding 'member-funded society' status.

Highlights – important provisions

Pre-existing extra-territorial societies

Section 226 –

Definitions

“previously registered extra-territorial society” means an extra-territorial society that, immediately before the coming into force of this section, was registered under Part 4 of the former Act.

Section 227 –

Registration requirements

- Registrar will issue a new certificate under Part 21 of the *Business Corporations Act* and cancel registration under the *Societies Act*;
- Within six months, the society must surrender the original certificate under the old Act and provide information required by the registrar, or the registrar may cancel registration.

Section 228 –

Attorney of previously registered extra-territorial society continues on.

Section 229 –

Previously registered extra-territorial society in default will be migrated with the same status to the *Business Corporations Act* and steps regarding non-compliance will be taken under the *Business Corporations Act*.

Highlights – important provisions

Transitional Regulations

[New Regulations Order in Council 2021/19](#)

Section 29 –

Dissolution proceeding if commenced under old Act, will be completed under old Act.

Section 30 –

Revival proceeding if commenced under old Act, will be completed under old Act.

Section 31 –

Investigation if commenced under old Act, will be completed under old Act.

Section 32-

- Filing requirements for pre-existing societies (prior to transition)
- Pre-existing societies must continue to follow the rules set out in sections 5, 7, 8, 9, 10, 10.1 and 11 of the old regulations ([O.I.C. 1998/124](#))

Terminology under old legislation

- Special Resolution means:
 - (a) A resolution passed by the vote of not less than 75 percent of the members voting at a general meeting of which not less than 21 days' notice of the resolution has been given, or
 - (b) A resolution agreed to in writing by all the members who would have been entitled to vote at a general meeting. S.Y. 2010, c.17, s.2 and 3; S.Y. 2002, c206, s1.
- Ordinary Resolution means:
 - (a) A resolution passed by a simple majority of the votes cast by the voting members on that resolution, or
 - (b) A resolution that has been sent to all of the voting members and consented to in writing by at least 2/3 of the voting members.

Section 33 –

No extension to hold an AGM until after transition.

Section 34 –

Extra-territorial societies

Comparison chart of former versus new *Societies Act*

Former legislation (for pre-existing societies – s. 32 of new regulations)	New legislation (for new and fully transitioned societies)
Societies had to hold an annual general meeting and submit an annual report within four months after the end of the fiscal year end. (s. 5 and 10.1 of old regulations)	Societies must hold an annual general meeting within four months after the end of the fiscal year, and submit an annual report within 30 days after the annual general meeting. (s. 12 of new regulations)
There are Category A, B and C societies. Category C societies also had to file a declaration of that category (s. 7 of old regulations)	There are no longer category A, B and C societies, Under the new legislation, there are Class A, Class B and member-funded societies. (s. 1 of new regulations)
All societies also had to prepare, present to members at an AGM and attach financial statements to the annual report. (s. 8 - 10 of old regulations) The Corporate Affairs branch was not required to and did not review financials.	Societies are no longer required to attach financial statements to annual reports. These are no longer filed with the Registrar, but must be kept (and be available to the public) at the society's records office. (S. 4 and 14 of new regulations)
For category A or B societies, the financial statements had to be reviewed by a professional accountant, unless an exemption from the Registrar was approved (for a category A society) or a waiver was approved by special resolution of the members (for a category B society). (s. 9 of old regulations)	Class A societies are required to appoint an accountant to conduct at least a compilation engagement with an accountant in respect of the financial statements for each reporting period (fiscal year). If bylaws permit, members can waive the requirement to appoint an accountant, but for no more than two consecutive years. These financial statements will still not be filed with the Registrar, but must be kept (and available) at the society's records office. (s. 22 of new regulations)
If there was a change in the society's registered address or directors at an AGM, a notice had to be attached to the annual report. (s. 14 of old Act and s. 6 of old regulations)	If there is a change in the society's registered address or directors at an AGM, the change can be made directly on the annual return, and no notice of such change has to be attached to the annual report. (S. 14 of new regulations)
If there was a change in the society's registered address or directors <u>between annual general meetings</u> , a notice of such change had to be filed with the registrar. (s. 10.1 of old regulations)	If there is a change in the society's registered office address or director(s) <u>between annual general meetings</u> , societies are still required to file a notice of such change with the Registrar in a timely manner (S. 21 and 55 of new Act and s. 14 of new regulations)
Societies can continue to hold meetings by telephone or by electronic means for a period of 90 days after the state of emergency ends. After this date, <u>if a society has not transitioned</u> , it will be required to hold in-person meetings until the society has transitioned to the new Societies Act and Regulations. (CEMA Order MO 2021/03)	Unless the bylaws provide otherwise, societies that have fully transitioned are permitted to hold meetings by telephone or other communications medium. (S. 88 of new Act)

Comparison chart of former versus new *Societies Act* (continued)

<p>If a society changes its bylaws, a lawyer's letter is required to confirm that the bylaws are legally sound and conform with section 7 and 8 of the former Act and other applicable legislation for approval by registrar.</p>	<p>Commencing with submitting the transition application, no lawyer's letter is required to file bylaws under the new legislation. However, it is each society's responsibility to ensure new bylaws comply with s. 12 of the new Act. The Corporate Affairs branch will not review submitted bylaws or any submitted documents.</p>
<p>Societies can continue to hold meetings by telephone or by electronic means for a period of 90 days after the state of emergency ends. After this date, if a society has not transitioned, it will be required to hold in-person meetings until the society has transitioned to the new Societies Act and Regulations. (CEMA Order MO 2021/03)</p>	<p>Unless the bylaws provide otherwise, societies that have fully transitioned are permitted to hold meetings by telephone or other communications medium. (S. 88 of new Act)</p>

Societies Legislation – Web Pages

Guiding materials:

[Learn about new Societies legislation](#)

New Societies Act

https://laws.yukon.ca/cms/images/LEGISLATION/PRINCIPAL/2018/2018-0015/2018-0015_1.pdf

New Societies Regulations:

<https://laws.yukon.ca/cms/images/LEGISLATION/SUBORDINATE/2021/2021-0029/2021-0029.pdf>

https://laws.yukon.ca/cms/images/LEGISLATION/regs/oic2021_026.pdf

New model bylaws

<https://yukon.ca/en/doing-business/find-out-about-model-bylaws-new-societies-act>

Former Societies Act

https://laws.yukon.ca/cms/images/LEGISLATION/PRINCIPAL/2002/2002-0206/2002-0206_1.pdf?zoom_highlight=legislation#search=%22legislation%22

Former Societies Regulations

<https://laws.yukon.ca/cms/index-of-regulations.html?view-article&id-206:index-of-regulations-s>

Civil Emergency Measures Act Order

<https://yukon.ca/en/health-and-wellness/covid-19-information/economic-and-social-supports-covid-19/holding-legislated>

Yukon Corporate Online Registry (YCOR) Terms of Use

<https://ycor-reey.gov.yk.ca/>

Electronic signatures protocol

<https://yukon.ca/en/ycor-electronic-signatures-protocol>

YCOR electronic records management protocol

<https://yukon.ca/en/ycor-electronic-records-management-protocol>

Private Filing Key (PFK) Terms of Use

<https://yukon.ca/en/ycor-private-filing-key-pfk-terms-use>