

# Information session for Yukon societies

October 26, 2022



**Yukon**



# Who's in the room?

- Please introduce yourself and let us know what society or societies you are representing.



# On the agenda for today...

- Transition: what you need to do and how to plan the timing
- Your transitional reporting period
- What you need to do with your bylaws and constitution
- New classes of societies under the new Act
- How to hold an AGM under the new Act
- Getting a personal filing key to file online
- Anything else we need to discuss?



# What do I need to do to transition to the new Societies Act?

- Make sure you're in compliance
- Fill out and file a transition application form before **March 31, 2023**.
- Complete your transitional fiscal year (your transitional reporting period).



# When should I transition?

The right time to transition depends on your society.

## **You may want to consider:**

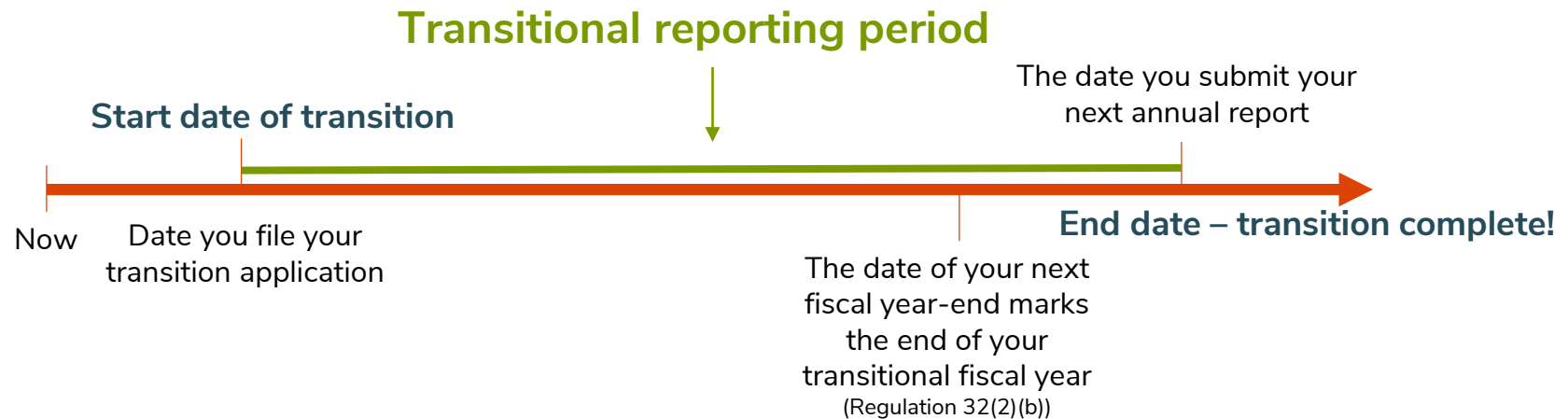
- When you want to be able to use the new forms and file online
- The new financial thresholds for Class A and B societies
- Whether you want to update your bylaws before you transition (not required)
- When your transitional reporting period will occur



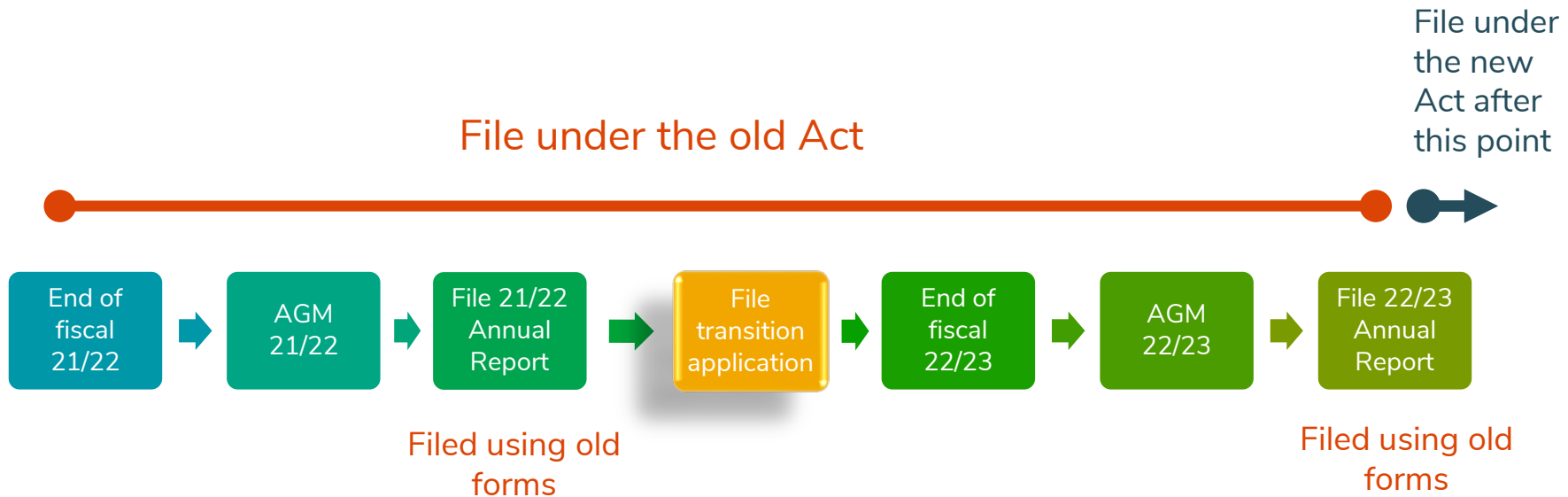
# What is the transitional fiscal year?

- Your transitional fiscal year is the fiscal year in which you submit your transition application.
- What matters to you is your **transitional reporting period**.
- This period of time is legislative purgatory.

# How to determine your transitional reporting period



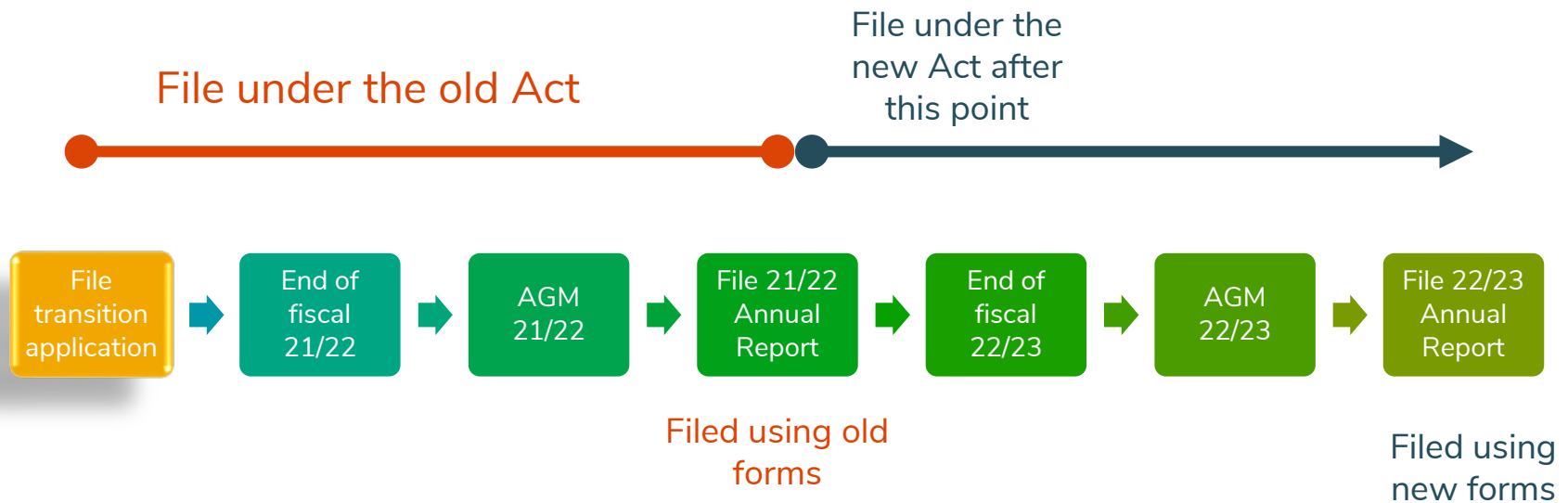
# Submitting your transition application after your fiscal year-end



If you submit your transition application **\*after\*** your end of fiscal year, you will file using the old forms **twice**.



# Submitting your transition application before your fiscal year-end



If you submit your transition application **\*before\*** your end of fiscal year, you will file using the old forms **once**.



# What do I need to do about my bylaws?

- Bylaws are the rules that guide your society
- We do **not** require you to update your bylaws in order to transition
- However, societies are responsible for ensuring that their bylaws comply with the new Act



# How do I know if my bylaws work with the new Act?

- You can review our sample bylaws and compare them to your own
- [Review our sample bylaws](#)
- You may choose to have your bylaws reviewed by a lawyer
- Important piece: waiving the need for financial review if you are Class A



# What do I need to do about my constitution?

- Your constitution is your society's name and purpose
- You can look up your name and purpose on YCOR
- If you agree with the name and purpose we have on YCOR, you don't need to worry about change your constitution.
- You must reflect the name and purpose we have on YCOR on your transition application.
- If your constitution has rules or provisions in it, those may need to become bylaws.
- If you change your constitution for any reason, you need to pass a special resolution to change it, then file a change of constitution form and file it.
- It is only possible to file your change of constitution form after you have submitted your transition application.



# Changing your bylaws

- You need to pass changes to bylaws by special resolution (passed by 2/3 of votes or consented to in writing by all voting members).
- This can happen at your AGM, or at a special general meeting.
- You must send a notice of this special meeting to your members 14 days in advance (or 7 days if your bylaws specify).
- The notice must include the text of the special resolution.
- Your new bylaws will come into effect once they are filed with the registrar.
- If you attach bylaws to your transition application, new bylaws will be filed with the registrar that way.
- If you want to update your bylaws after your transition application has been filed, you will need to fill out a separate form and pay the fee.



# Requirements for financial review – old Act

- While you are in your transitional reporting period, the financial thresholds under the old act still apply
- **Category A** = Revenues above \$150K, assets above \$300K
  - Finances must be reviewed or signed by a CPA, unless an exemption request has been submitted to the registrar
- **Category B** = Revenues less than \$150K, assets less than \$300K
  - Financial statements must be reviewed and signed by a CPA unless the society has passed a special resolution to waive the need for financial review in the 12 months prior to the AGM
- **Category C** = Revenues less than \$40K, assets less than \$100K
  - No requirement for financial review, must submit a declaration of Category C form



# Requirements for financial review – new Act

- Societies are either class A or B under the new Act
- Class A societies have revenues of \$120K or more and assets of \$250K or more
  - Class A societies must have their financials reviewed by a professional accountant unless their bylaws allow them to waive the requirement. The waiver is valid for two years (Regulation 22(2)).
- Class B societies have revenues less than \$120K and assets less than \$250 K
  - Class B societies can choose to have their financials reviewed but it is not required.



# Requirements for financial review – new Act

- Under the new Act, your accountant's financial review can be either a
  - Compilation engagement;
  - Review engagement;
  - Audit engagement (Regulation 23)





# When do the new rules apply to me?

- The new rules for financial review apply once your transitional reporting period is over.
- The new rules cannot be applied retroactively. This can work for or against you!
  - For example, class A societies can waive for two years as soon as their transition is complete, even if they have waived for 4 years previously.
  - For example, Category B societies still need to waive the need for financial review at a special meeting before the AGM if their transition is not complete.



# What about member-funded societies?

- Pre-existing Category C societies do not become member-funded societies (MFS).
- If you incorporated before April 1, 2021 and are funded by members, you do not automatically start operating under the MFS category under the new Act.
- To become a MFS, the society must be incorporated as a MFS or apply (with a court order!) to the Registrar.



# Member-funded societies

- There are limited benefits to being an MFS:
  - A MFS may have only one director, who can live out of territory and can be employed by the society
  - Once you become a MFS, it is difficult to change your status again.
- A MFS must have a specific statement in its constitution
- A MFS cannot be a registered charity or receive public donations or government funding



# Holding an AGM under the new Act

- AGMs must happen within 4 months of your fiscal year-end
- You have 30 days after your AGM to file your annual report (76(b), Regulation (12(2), (78(1))).
- You can apply to extend the time needed to have an AGM (76(2)).
- You need to provide written notice of the AGM to all members in writing (date, location and time) at least 14 days in advance if your bylaws don't specify otherwise (82).
- The written notice of your AGM must include the text of any special resolution you intend to put forward at the AGM (83).
- You can conduct an AGM by phone or video conference as long as all members can hear each other (88)



# Quorum

- At least 3 voting members but the bylaws can specify a number or a percentage (87).



# Financial statements @ AGM

- Directors must present financial statements at the AGM
- They must be:
  - Prepped using generally accepted accounting principles
  - Approved by all directors and signed by two
  - Have a balance sheet and a statement of revenues and expenditures
    - Statement of monies received
    - Statement of remuneration
  - Statement of financial assistance or loans (unless that is the purpose of the society)
  - Must have an accountant's report attached
- Under the new Act, you no longer need to submit financial statements to Corporate Affairs with your annual report.

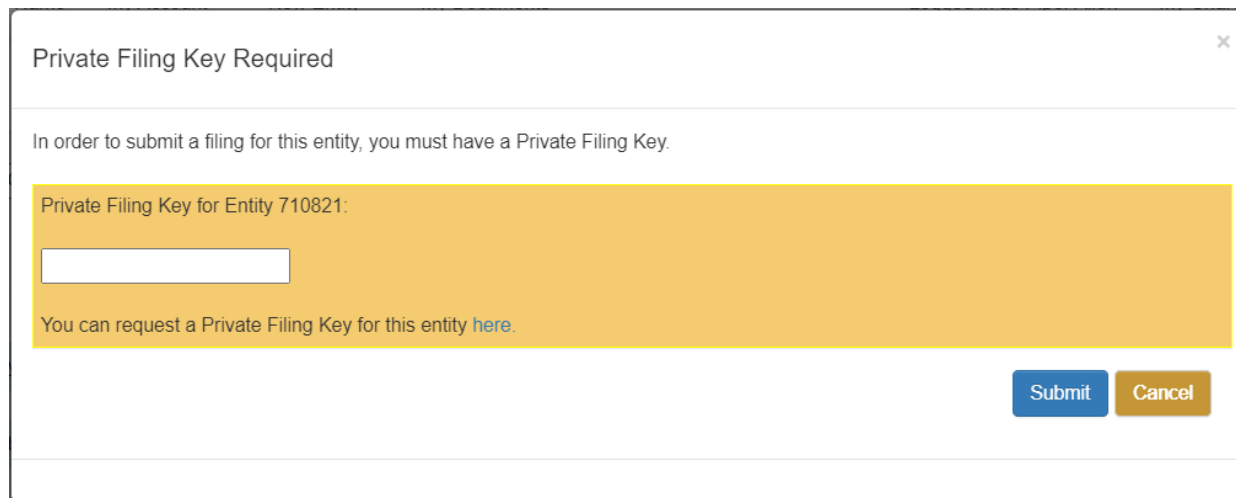


# Filing on YCOR

- You can file your transition application online right now if you are in compliance and have a YCOR account and a personal filing key
- Personal filing keys are assigned to individuals not societies, and can't be transferred between individuals.
- Once your society has submitted your transition application, you can fill out other forms on line.
- Once you completed your transitional reporting period, you will be able to file your annual filings online if you choose.
- You can still file using paper, but the fees are higher.

# How to get a private filing key

- Get a YCOR account
- Search for your society's name on YCOR
- Select the “filings” box and click “submit”



Private Filing Key Required

In order to submit a filing for this entity, you must have a Private Filing Key.

Private Filing Key for Entity 710821:

You can request a Private Filing Key for this entity [here](#).

Submit Cancel





# How to get a private filing key

## Request a Private Filing Key

for  
701010: Name of society :

A private filing key is required for you to make filings for entities, and insures that you have the permission and authorization to do so.

A key consists of a series of six letters and numbers such as A1B2C3 which are issued to you, registered to your account, and associated with the entity for which you requested it.

The key you are requesting will be sent via postal mail to the entity's Registered Office address.

[I agree to the Terms of Use of a Private Filing Key.](#)

You must agree to the Terms of Use to request a key.

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# At future sessions

- What we hear from you in the meantime will help us determine the content for the next session. Stay in touch!
- Ideas:
  - Records and access to records
  - Qualifications of directors
  - How to come back into compliance
  - YCOR 101



# Next meeting

**November 21, 5-6:30 p.m.**

Library meeting room or Zoom

Email [societies@Yukon.ca](mailto:societies@Yukon.ca) for a Zoom meeting invite.

We will post it on Facebook, Artsnet, share with VBY, and send it out to participants who signed up to our mailing list.