

INFORMATION FOR INCORPORATION OF A BRITISH COLUMBIA SOCIETY

Thank you for your request on how to form a British Columbia society under the *Society Act* (the Act).

A society is a non-profit organization. Any funds or profits must be used only for purposes of the society itself. Funds or profits cannot be distributed to a member of the society without the member giving appropriate compensation to the society first.

Societies are not required by law to incorporate. However, there are benefits to incorporating.

When a society is incorporated, it acquires all of the powers of an individual, as well as an independent existence – separate and distinct from its members – and an unlimited life expectancy.

If you have any questions about whether or not to incorporate, you should see a lawyer.

By filing the necessary paperwork and paying the filing fees, five or more individuals can form a society.

STEP ONE NAME APPROVAL AND RESERVATION

The first step in incorporation is to ensure the proposed name of your society is available. The Name Approval request form, included with this package, allows you to make a maximum of three choices of society names. Please read the Name Approval Request Instructions carefully before making your three choices. **The filing fee for this form is \$30.**

You can apply for your name in the following ways:

BY GOVERNMENT AGENT: Visit your local Government Agent office. Upon payment of the specified fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Corporate Registry. For a location near you, go to www.governmentagents.gov.bc.ca

BY ONESTOP KIOSK: Visit your local OneStop kiosk. Upon payment of the specified fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for

examination, at the Corporate Registry. User fees may apply. For a location near you, go to www.bcbusinessregistry.ca

BY BC ONLINE: If you have a BC OnLine account you can submit your request electronically.

BY MAIL: Submit your Name Approval Request form, with the \$30 filing fee by cheque or money order payable to the Minister of Finance, to the Corporate Registry, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

Note: You should allow for an additional 5 to 7 working days for your name approval to be processed if you choose to submit by mail.

For information regarding completion of your Name Approval Request form, contact the Corporate Registry at **250 356-2893**. If calling from the Greater Vancouver area, the direct dial free line is **604 775-1044**. Corporate Registry staff **cannot** provide legal or business advice.

Incorporation documents cannot be processed until the society name has been approved and reserved.

Note: Once your name is approved, it is reserved for you for a period of 56 calendar days.

STEP TWO INCORPORATION

Every society wanting to incorporate must have both a constitution and a set of bylaws as set out in the *Society Act* – refer to **Appendix B**. This package contains examples and instructions on how to set up the constitution and bylaws to incorporate a society.

The **constitution** of a society must state the following:

1. the name of the society; and
2. the **purposes** of the society – refer to **Appendix A**. This is usually comprised of a statement(s) indicating why the society exists (e.g. educational, sporting, religious, etc.)

The **bylaws** must state the rules of conduct of the society. The society must ensure their bylaws comply with section 6 of the Act.

The Act provides for three different ways to set up the constitution and bylaws, by typing on 8 1/2" x 11" paper and following one of three formats as required by the *Society Act*. You must submit your constitution and bylaws in only one format, either a Form 1 OR a Form 2 OR a Form 3.

FORM 1 (See **Sample No. 1**)

This method of incorporation is the simplest and easiest way to set up your constitution and bylaws. It allows you to adopt bylaws as set out in "Schedule B" of the Act. A copy of the "Schedule B" bylaws is enclosed with this package – refer to **Appendix D**.

All this method requires is for you to show the name of the society; the purposes of the society; and a statement under the heading "bylaws" (which must read "The bylaws of the society are those set out in Schedule "B" to the *Society Act*"). There is **no requirement** to send us an actual copy of the Schedule "B" bylaws. The statement as outlined above is all that is required.

FORM 2 (See **Sample No. 2**)

This method of incorporation allows you to adopt bylaws set out in "Schedule B" with some variations, deletions or additions. These variations, deletions or additions must be stated on the Form 2 and follow the numbering and lettering sequence of the original Schedule "B" bylaws – refer to **Appendix D**. The changes must also comply with the Act, specifically section 6(1) – refer to **Appendix C**. Again, there is **no requirement** to send us an actual copy of the Schedule "B" bylaws.

FORM 3 (See **Sample No. 3**)

This method of incorporation is more complex and is used when a society wishes to define their own bylaws. However, in using this method, the society must ensure the bylaws are stated in full and must contain all of the provisions in section 6(1) of the Act – refer to **Appendix C**.

STEP 3 SIGNING THE CONSTITUTION AND BYLAWS

Regardless of which form you follow, the constitution and bylaws must be followed by the date of signing, signatures, full names and residential addresses of at least five applicants for incorporation and a witness to each name.

STEP 4 PREPARE A LIST OF FIRST DIRECTORS (**Form 4** – included in package)

Full names and residential addresses of each of the first directors must be shown. The residential address of a director must be a complete **physical address**. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Corporate Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the director.

A minimum of three directors is required and at least one of the directors must be ordinarily resident in British Columbia.

STEP 5 PREPARE A NOTICE OF ADDRESS OF SOCIETY (**Form 5** – included in package)

Section 10 of the Act requires every society have an address in British Columbia to which all communications and notices may be sent and at which all documents may be served. The Notice of Address must set out the complete **physical address** of the society to enable a person to locate the office readily. You may include general delivery, post office box, rural route, site or comp. number as part of the address but the Corporate Registry cannot accept this information as a complete address. The postal code must be included. If an area does not have street names or numbers, a description must be provided that would enable a person to readily locate the office.

FEEES

Incorporation \$100

If you wish your documents processed on a **priority basis**, an additional \$100 will be required, **in addition** to the regular filing fee.

Send your documents with cheque or money order payable to the Minister of Finance to:

Mailing Address:
Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

ADDITIONAL INFORMATION

All applications for incorporation are processed on a first-come, first-served basis, unless you pay the additional \$100 priority fee. A regular incorporation normally takes about 10 working days to process – from reserving the name until the Certificate of Incorporation is issued.

For information regarding completion of your incorporation documents, contact the Society/Cooperative Association Unit at **250 356-8609**. If calling from the Greater Vancouver area, direct dial **604 775-1042**. The Society/Cooperative Association Unit **cannot** provide legal or business advice.

Our Web site address is: www.fin.gov.bc.ca/registries

Every director should have a copy of the *Society Act* and be aware of its contents. It is a useful source of information and may be purchased from Crown Publications Inc. You may contact them at 250 386-4636, or fax 250 386-0221, or Web site www.crownpub.bc.ca or write to 106 Ontario Street, Victoria BC V8V 1M9. To view the Act, go to the Queen's Printer Web site at www.qp.gov.bc.ca/statreg

An additional source of information is the *Society Guide for British Columbia*. This booklet is produced by the Community Legal Assistance Society and you may contact them to enquire about the purchase of this booklet by calling 604 685-3425 or writing to 300 - 1140 West Pender Street, Vancouver BC V6E 4G1.

NOTE: To apply for charitable status on behalf of the society contact Canada Revenue Agency at 1 800 267-2384 or a local federal tax office in B.C.

The primary role of the Registrar of Companies is to make sure that societies comply with the filing requirements of the Act. **The Registrar does not supervise the conduct of societies or intervene in the internal affairs of a society.** If members are unhappy with the society's conduct, they may exercise their rights by calling a meeting or voting for a different board of directors (refer to section 31 and 58 of the Act.)

If a society breaches the Act or does not comply with its constitution or bylaws, section 85 of the Act permits members to seek remedy in the courts.

CHECKLIST FOR SOCIETY INCORPORATION DOCUMENTS

The following is a list of items which should be checked prior to submitting your incorporation documents for processing:

1. There should be an originally signed constitution, bylaws, notice of address (Form 5) and list of first directors (Form 4) PLUS an extra copy of the constitution and bylaws.
2. The society name has been reserved.
3. Society's name is shown consistently throughout the incorporation documents.
4. A cheque for the appropriate fee has been attached OR a request to debit your BC OnLine account.
5. Bylaws contain all of the provisions required by section 6(1) of the Act (refer to Appendix C), which are:
 - admission of members, their rights and obligations and when they cease to be in good standing;
 - condition under which membership ceases and the manner, if any, in which a member may be expelled;
 - procedure for calling general meetings;
 - rights of voting at general meetings, whether proxy voting is allowed, and if so, provisions for it;
 - appointment and removal of directors and officers and their duties, powers and remuneration, if any;
 - exercise of borrowing powers; and
 - preparation and custody of minutes of meetings of the society and directors.

NOTE: *The Corporate Registry is the repository of the bylaws for public access. Therefore, it is important for you to ensure your bylaws comply with section 6 of the Act before submitting to the Registry.*

6. Full names and residential addresses of all applicants and witness(es) are shown. A residential address must be a complete physical address. A PO Box number alone without a **physical** address is not acceptable.
7. The address of the society must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Corporate Registry cannot accept this information as a complete address. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the office.
8. Documents are legible. We prefer them to be typewritten.
9. Any amendments or changes to documents have been initialed.

NOTE: *It is good practice to retain a copy of all documents sent to the Corporate Registry.*

SAMPLE NO. 1

FORM 1

SOCIETY ACT

CONSTITUTION

1. The name of the society is The Happy Client Support Group Society.
[Note: you must have the name of the society approved and reserved by this office before proceeding with incorporation. Society name MUST be consistently shown throughout the incorporation documents.]
2. The purpose(s) of the society is (are):
 - (a) To assist the client in managing their home support services.
 - (b) To promote client well-being through choice and control of their home support services.
 - (c) To provide similar and related services as determined by the membership.

BYLAWS

The bylaws of the society are those set out in Schedule B to the Society Act.

Dated June 1, 1998

WITNESS(ES)	APPLICANTS FOR INCORPORATION
<i>Joe Witness</i> Joe Witness 123 Any Street, Victoria BC V1V 1V1 [Note: you may have a witness for each signature or one person may witness all applicants' signatures. You may witness each others' signatures.]	<i>John Doe</i> John Doe 1 Any Street, Victoria BC V1V 1V1 [Note: A residential address must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate you. (e.g. 4 miles east on Howard Road, left hand side near the Church, Creston, BC).]
	<i>Jane Doe</i> Jane Doe 2 Any Street, Victoria BC V2V 2V2
	<i>John Applicant</i> John Applicant 3 Any Street, Victoria BC V3V 3V3
	<i>Jane Applicant</i> Jane Applicant 4 Any Street, Victoria BC V4V 4V4
	<i>Jack Director</i> Jack Director 5 Any Street, Victoria BC V5V 5V5 [Note – At least 5 applicants must sign.]

SAMPLE NO. 2

FORM 2

SOCIETY ACT

CONSTITUTION

1. The name of the society is The Lucky Veterans Benevolent Society.
[Note: you must have the name of the society approved and reserved by this office before proceeding with incorporation. Society name MUST be consistently shown throughout the incorporation documents.]
2. The purpose(s) of the society (are):
 - (a) To assist Naval Veterans and their families in times of need.
 - (b) To provide financial assistance for members who wish to attend special functions.
 - (c) To provide similar or related services as recommended by the membership and executive.

BYLAWS

The bylaws of the society are those set out in Schedule B to the *Society Act*, with the following variations, deletions and additions:

1. Bylaw 3 of Part 2- Membership - be revised to:
The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members. No person under the age of 19 years shall be admitted as a member.
2. Bylaw 42(e) of Part 7 - Duties of Officers be deleted and remaining 42(f) be renumbered to 42(e).
3. To Part 7 - Duties of Officers add new bylaw after Bylaw 45 and the remaining bylaws renumbered accordingly. New Bylaw 46 to read as follows:
The President must have custody of the common seal of the society.

[Note: If you are deleting, adding, or varying the bylaws ensure your bylaws cover all the items listed in section 6(1) of the Society Act. Bylaws adopted in addition to those in Schedule B bylaws must be numbered to indicate where they have been added into the number sequence in Schedule B.]

Dated June 1, 1998

WITNESS(ES)

Joe Witness

Joe Witness
123 Any Street, Victoria BC V1V 1V1

[Note: you may have a witness for each signature or one person may witness all applicants' signatures. You may witness each others' signatures.]

APPLICANTS FOR INCORPORATION

John Doe

John Doe
1 Any Street, Victoria BC V1V 1V1

[Note: A residential address must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate you. (e.g. 4 miles east on Howard Road, left hand side near the Church, Creston, BC).]

Jane Doe

Jane Doe
2 Any Street, Victoria BC V2V 2V2

John Applicant

John Applicant
3 Any Street, Victoria BC V3V 3V3

Jane Applicant

Jane Applicant
4 Any Street, Victoria BC V4V 4V4

Jack Director

Jack Director
5 Any Street, Victoria BC V5V 5V5

[Note – At least 5 applicants must sign.]

SAMPLE NO. 3

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is Vic's Juvenile Bicycle Sports Association.
[Note: you must have the name of the society approved and reserved by this office before proceeding with incorporation. Society name MUST be consistently shown throughout the incorporation documents.]
2. The purpose(s) of the society is (are):
 - (a) To promote bicycle sports for juveniles and their families within the community.
 - (b) To provide financial assistance for members in purchasing bicycle equipment.
 - (c) To foster community spirit through organizing related community sports events.

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

[Note: List society bylaws in full and ensure all the provisions in section 6(1) of the Society Act are covered. Bylaws must appear in numerical order.]

Dated June 1, 1998

WITNESS(ES)

APPLICANTS FOR INCORPORATION

Joe Witness

Joe Witness

123 Any Street, Victoria BC V1V 1V1

[Note: you may have a witness for each signature or one person may witness all applicants' signatures. You may witness each others' signatures.]

John Doe

John Doe

1 Any Street, Victoria BC V1V 1V1

[Note: A residential address must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate you. (e.g. 4 miles east on Howard Road, left hand side near the Church, Creston, BC).]

Jane Doe

Jane Doe

2 Any Street, Victoria BC V2V 2V2

John Applicant

John Applicant

3 Any Street, Victoria BC V3V 3V3

Jane Applicant

Jane Applicant

4 Any Street, Victoria BC V4V 4V4

Jack Director

Jack Director

5 Any Street, Victoria BC V5V 5V5

[Note – At least 5 applicants must sign.]

SOCIETY ACT (RSBC 1996) Chapter 433

Part 1 – Incorporation Section 2 – Purposes

Purposes

- 2 (1) A society may be incorporated under this Act for any lawful purpose or purposes such as national, patriotic, religious, philanthropic, charitable, provident, scientific, fraternal, benevolent, artistic, educational, social, professional, agricultural, sporting or other useful purposes, but not for any of the following:
- (a) the operation of a boarding home, orphanage or other institution for minors, or the supplying of any other form of care for minors without the written consent of the director designated under the *Child, Family and Community Service Act* for the purposes of this section;
 - (b) the ownership, management or operation of a hospital without the written consent of the Minister of Health;
 - (c) [Repealed 2004-27-2.]
 - (d) the purpose of paying benefits or rendering services as described in section 14 without the written consent of the commission;
 - (e) any purpose without the consent of an existing society should the registrar require it;
 - (f) the purpose of carrying on a business, trade, industry or profession for profit or gain.
- (2) Carrying on a business, trade, industry or profession as an incident to the purposes of a society is not prohibited by this section, but a society must not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of the society without receiving full and valuable consideration except during winding up or on dissolution and then only as permitted by section 73.

SOCIETY ACT (RSBC 1996) Chapter 433Part 1 – Incorporation
Section 3 – Procedure for incorporation

Procedure for incorporation

- 3 (1) Five or more persons may form a society by
- (a) filing with the registrar:
 - (i) an original, signed by all applicants, and a copy of the constitution and bylaws of the proposed society in the form established by the registrar,
 - (ii) a list, in the form established by the registrar, of persons who will be the first directors of the society, stating their full names and resident addresses, and
 - (iii) a notice of the address of the proposed society in the form established by the registrar, and
 - (b) submitting to the registrar, with the documents referred to in paragraph (a), the prescribed fee.
- (2) If the purposes of the proposed society do not appear to the registrar to be authorized by this Act or to be sufficiently set out, the registrar may require, as a prerequisite to incorporation, that they be altered accordingly.
- (3) If
- (a) no consent is required by law as a condition precedent to incorporation or the use of a name, or the consent has been obtained,
 - (b) the constitution of the proposed society appears to the registrar to comply with this Act,
 - (c) the name of the proposed society is reserved under Division 2 of Part 2 of the *Business Corporations Act* as it applies for the purposes of this Act, and
 - (d) a prerequisite under subsection (2) has been fulfilled,
- the registrar must incorporate the society by issuing a certificate showing that the society is incorporated.
- (4) On incorporation of a society, the registrar must
- (a) retain and register one copy of the constitution and bylaws and return the other copy to the applicants, certified as having been registered by the registrar, and
 - (b) publish a notice of the incorporation in the prescribed manner.
- (5) A certificate of incorporation given by the registrar for a society is conclusive proof that the requirements of this Act in respect of incorporation have been complied with and that the society is incorporated under this Act.
- (6) Division 2 of Part 2 of the *Business Corporations Act* applies in respect of the name of
- (a) a society that is or may be incorporated under this Act, or
 - (b) an extraprovincial society that is or may be registered under this Act.

SOCIETY ACT (RSBC 1996) Chapter 433

Part 1 – Incorporation Section 6 – Bylaws

Bylaws

- 6 (1) The bylaws of a society incorporated under this Act must contain provisions for the following:
- (a) the admission of members, their rights and obligations and when they cease to be in good standing;
 - (b) the conditions under which membership ceases and the manner, if any, in which a member may be expelled;
 - (c) the procedure for calling general meetings;
 - (d) the rights of voting at general meetings, whether proxy voting is allowed, and if proxy voting is allowed, provisions for it;
 - (e) the appointment and removal of directors and officers and their duties, powers and remuneration, if any;
 - (f) the exercise of borrowing powers;
 - (g) the preparation and custody of minutes of meetings of the society and directors.
- (2) Subject to subsection (1), the bylaws of a society may be in the form of Schedule B or a modified form or another form altogether.

SCHEDULE B

SOCIETY ACT

Bylaws of(Name of Society)

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 “**directors**” means the directors of the society for the time being;
 “**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;
 “**registered address**” of a member means the member’s address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 7 A person ceases to be a member of the society
- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;

- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- 23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 26 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.

- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

- 40 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 41 The vice president must carry out the duties of the president during the president's absence.
- 42 The secretary must do the following:
- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;

- (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
- 43 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
- 44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Seal

- 46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

- 48 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 49 A debenture must not be issued without the authorization of a special resolution.
- 50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

- 51 This Part applies only if the society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11 — Notices to Members

- 58 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

- 61 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62 These bylaws must not be altered or added to except by special resolution.

NAME APPROVAL REQUEST INSTRUCTIONS

IMPORTANT – READ CAREFULLY

RESEARCH YOUR CHOICES!

The Names Examiner searches the Corporate Register only. This register includes the names of corporations incorporated or registered extraprovincially in British Columbia. It does not include names of British Columbia firms, trademarks or corporations registered outside British Columbia. If you want to ensure your name is not used outside of British Columbia, you could also access the Trademarks database at www.strategis.ic.gc.ca, or you may wish to search other jurisdictions in Canada. Most public business and trademark registers in Canada are reflected in the NUANS database, which may be searched for a fee through private search firms.

The approval of any name is at the discretion of the Registrar. You are paying for three choices. **Do not commit to any name before it is approved.** Provide three choices for each company you wish to name, in descending order of preference. Check them out for potential conflicts through telephone listings, business directories and other publications.

Occasionally this office will reject all three of your choices. If that happens, it will be necessary for you to complete another Name Approval form with three more choices and submit it to this office with another reservation fee.

GENERAL

This form is used for the approval of all corporate and business names in British Columbia.

The first step in incorporation (company, society, cooperative association, financial institution) or registration of firms (partnership, proprietorship) or extraprovincial companies, is the approval of the name through the Names Unit of the Corporate Registry.

Once your name is approved, it is reserved for you for a period of 56 calendar days. Any renewals of the reservation period will require payment of another reservation fee.

If you need assistance call our help telephone number at 250 356-2893.

Once your name is reserved, the next step is to submit the necessary information to incorporate a company or society, register a proprietorship, partnership or limited partnership or register a foreign entity as an extraprovincial company.

Please go to the Corporate Registry's Web site for information on how to incorporate or register, as well as information on other services provided by the Corporate Registry.

The Web site address is: www.fin.gov.bc.ca/registries.

Approval of a name by the Registrar for either a corporation or a firm does not provide a proprietary right or interest in the name under any circumstances. It is intended solely to protect the public interest by:

- preventing names of corporations which are so similar as to confuse or mislead; and
- providing a record which allows the public to determine which individuals are associated with a corporation or firm name.

A corporation or a firm name may be registered under the same name as another firm. As a result there are many duplications of firms names, however, a firm or a corporation name will **not** be accepted if it can be confused with another corporate name.

FIRM NAMES (partnership, proprietorship, limited partnership)

Registration of a firm does not provide any protection for that name and does not mean that the name will be available if you decide to incorporate a company using this name.

FEES

The payment of fees in advance is a mandatory requirement of doing all business with the Corporate Registry office. The fee to submit a Name Request to the Corporate Registry **by mail** is \$30.00

Applicants are urged to consult the current Fee Schedule.

Payment of the wrong amount is a common cause for the rejection of name requests. Cheques and money orders are to be made payable to the Minister of Finance.

PRIORITY SERVICE

Names are processed in the order of time of receipt. Upon request and on payment of an additional fee, an application will be processed in priority to others, normally within 24 hours of receipt.

PROCESS

This form allows you to make a maximum of three choices, **in order of preference**, for each name approval. If you wish to have more than one name approved, you must complete an additional form and pay another fee. Your first choice for a name may be approved, if available, and held for a period of **56 calendar days**. Any renewals of the reservation period will require payment of another reservation fee. **Your 2nd and 3rd choices are not examined unless the initial choice of name is not available.** Regardless of whether your three choices are all examined or not, the full fee is charged.

A name approval request may be made on this form, or in writing with the same information as is required on this form.

You can apply for your name in the following ways:

BY GOVERNMENT AGENT: Visit any Government Agent who will transmit the request to the Registrar. For locations go to www.governmentagents.gov.bc.ca

BY ONESTOP KIOSK: Visit your local OneStop kiosk location. They will transmit the request to the Registries. User fees may apply. For locations go to www.bcbusinessregistry.ca

BY MAIL: Names Reservation Section, Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

You can also apply for your name by visiting the Names Unit in Victoria, located on the 2nd Floor of 940 Blanshard Street.

Results will be confirmed in the same manner as the application was made.

NAME COMPONENTS

In assessing names, the Registrar's staff analyze them according to their constituent components. The form of name acceptable in principle consists of a distinctive element, followed by a descriptive element and ending with a corporate designation (if applicable).

e.g. ABC Manufacturing Ltd.



DISTINCTIVE ELEMENT

The distinctive element serves to differentiate names having identical or similar descriptive elements, and for that reason, is the **most important** element to be examined in the name.

Names such as “**Tire** Shop Ltd.” and “**Shoe** Store Ltd.” lack an appropriate distinctive element and would be rejected for that reason.

They would be acceptable, if prefixed with an additional distinctive element (e.g. coined word, geographical location or personal name) that would distinguish them from all the other tire shops and shoe stores.

e.g. **Vancouver Tire** Shop Ltd. **Sandell's Shoe** Store Ltd.

Coined and made-up words are acceptable distinctive elements, provided they do not conflict with others already registered.

e.g. **Intertex** Enterprises Ltd. **Fabuform** Diet Centre Ltd.

A uniquely coined word, used in addition to a geographical location (e.g. **Altrex** Canada Ltd.), is normally considered sufficiently distinctive by itself that a descriptive element is not usually required.

DESCRIPTIVE ELEMENT

The descriptive element is useful in describing the nature of the business as well as expanding the options available. It allows for use of identical or similar distinctive elements, which might be desirable in developing a particular presence in the marketplace.

e.g. Victoria **Brake Shop** Ltd. Victoria **Stationery** Ltd.

CORPORATE DESIGNATION

Incorporating companies **must have as the last word in the name**, the corporate designation, "Limited", "Limitee", "Incorporated", "Incorporee" or "Corporation".

For all purposes, using the abbreviations of these words (e.g. "Ltd.", "Ltee.", "Inc." or "Corp.") is acceptable.

Extrajurisdictional companies may have "Limited Liability Company" or "LLC." as the last word in their name.

The corporate designation is **not** applicable to a firm name, society or cooperative name.

Firm names for partnerships and proprietorships **cannot** use "Ltd.", "Inc." or "Corp." in their names, but they may use "Company" or "Co."

Firm names for limited partnerships **must** use "Limited Partnership" at the end of the name.

Firm names for limited liability partnerships **must** use "Limited Liability Partnership" or "LLP." at the end of the name.

Societies should have the designation "Society" or "Association" as the last word in their name. Companies are precluded from the use of these words in their names.

Cooperatives should use the word "Cooperative" in their name and may also use "Association", "Society", "Union" and "Exchange".

SINGLE WORD NAMES

Single word names (such as International Limited) are normally not sufficiently distinct from other names containing the same word and generally will not be approved.

An exception may be allowed if the proposed, single-word name contains a coined word that has been trademarked and evidence of the trademark is presented with the name request. Each case will be determined on its merits.

Obvious contractions of common words (e.g. Petrochem, being a contraction of petroleum and chemical) are not considered to be coined words for the purposes of single-word names.

NUMBER NAMES

Numerals may be used in company names as the distinctive element. A year may be used in a name provided that it is the year of incorporation, amalgamation or registration.

e.g. 123456 Enterprises Ltd. Pacific Enterprises (1997) Ltd.

The incorporation number may be used as the name of a British Columbia company. The accepted format is "345678 B.C. Ltd."

A name reservation or fee is not required for B.C. companies using just their incorporation number. The name will be given according to the next available number at the time of incorporation.

Numbered companies from other jurisdictions, continuing into British Columbia and wishing to retain their numbered names, will be required to conform with the name requirements of this province.

PERSONAL NAMES

In most cases, a natural person's full name will be considered to be sufficiently distinctive and therefore acceptable.

e.g. Bill Brown Ltd. John Smith Inc.

Two surnames, or initials with a surname, are normally accepted.

e.g. Brown, Green Inc. J.R. Black Corp.

WELL KNOWN NAMES

Names, which include well known trade names and trademarks, will not be allowed without the advance written consent of the holder.

e.g. Exxon, Xerox, Coke

EXTRAJURISDICTIONAL NAMES

Special consideration will be given to established extrajurisdictional companies applying for registration in the province, provided there is not a direct conflict in names.

SPECIAL CHARACTERS

The use of special characters (such as % or *) should be avoided in corporate and business names.

Some special characters may not be recognized by computer, will not print accurately and may not be allowed.

The "ç" symbol will not be approved in a name under any circumstances.

NO SUGGESTION OF GOVERNMENT CONNECTION

The word "government" (in either its English or French form) will not be allowed. Other words which might imply connection with, or endorsement by, any government require written consent of that government. Examples of other words which imply government connection are "ministry", "bureau", "secretariat", "commission" and "certified".

The use of "British Columbia" or "BC" as the distinctive element in any name is considered to imply connection with the Government of the Province of British Columbia. Use will be accepted only on the written consent of that government, usually obtained from the Protocol Office, Intergovernmental Relations Secretariat, after the name has been approved by the Registrar.

Use of the words "British Columbia" and "BC" will be accepted without consent, if they are placed at the end of a name and before the corporate designation.

e.g. Pacific Warehouse Storage BC Ltd.

NO SUGGESTION OF CONNECTION WITH CROWN OR ROYAL FAMILY

A name which suggests or implies a connection with the Crown, any living member of the Royal family, or endorsement by the Crown or Royal family will not be accepted without the written consent from the appropriate authority after the name has been approved by the Registrar.

e.g. Prince Charles Tea Room Ltd.

This does not apply to references in a name to geographical locations such as Prince George, Prince Rupert and references to New Westminster as the Royal City.

The use of the words "Crown" or "Royal" in combination with another word(s) that does not imply connection with the Crown or Royal family may be allowed.

e.g. Triple Crown Painting Ltd. Royal Star Holdings Ltd.

OBJECTIONABLE NAMES

Names that are considered to be objectionable on public grounds will not be accepted.

A name will not be approved if it includes a vulgar expression, obscene word or connotation, racial, physical or sexual slur.

The use of names of public figures will not be accepted without the advance written consent of the person named.

GUIDELINES

This abbreviated information is provided for convenience only. Corporate and business law is complicated, and there can be no substitute for sound professional advice. Neither the Corporate Registry nor the Ministry of Finance can accept responsibility for any errors or omissions in this information.

HELP IS AVAILABLE

For assistance or further information, please call 250 356-2893.

Please retain this sheet for your information

NAME REQUEST

NAME
APPROVAL NUMBER

NR

Important: Use this number on all documents and in the electronic submission of documents.

Phone: 250 356-2893 or
604 775-1044 (Greater Vancouver only)

INSTRUCTIONS:

- Please retain the yellow copy for your records. If the request is mailed, the Name Reservaton section will notify you by letter once your request is completed.
- **Please type or print clearly.**
- **SHADED AREAS ARE FOR OFFICE USE ONLY.**

Freedom of Information and Protection of Privacy Act (FOIPPA):
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Business Corporations Act, Cooperative Association Act, Partnership Act or Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

PRIORITY REQUEST – Additional fee required	
<input type="checkbox"/> YES – This is a priority request and I have enclosed an additional fee for this service.	
ROUTING SLIP NO.	DEBIT BCOL ACCOUNT NO.
FOLIO NO.	DEPOSIT ACCOUNT TRANSACTION NO.
GOVT. AGENT TRANSACTION DATE YYYY MM DD	DATE RECEIVED YYYY MM DD
GOVT. AGENT TRANSACTION NO.	GOVT. AGENT AMOUNT COLLECTED \$

APPLICANT SURNAME		FIRST NAME AND INITIALS	
ADDRESS			
CITY		PROVINCE	POSTAL CODE
APPLICANT PHONE NO. () ()	APPLICANT FAX NO. () ()	CONTACT PERSON NAME	

Indicate what the name request is for: (In order for this request to be completed, one box must be (✓) ticked)

CORPORATION (INCLUDES A FOREIGN CORPORATION)
 PROPRIETORSHIP/PARTNERSHIP
 SOCIETY
 FINANCIAL INSTITUTION
 COOPERATIVE ASSOCIATION

Is this request for a foreign corporation incorporated in another province or country? <input type="checkbox"/> YES <input type="checkbox"/> NO	IF YES, ENTER THE JURISDICTION	NATURE OF BUSINESS
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ADDITIONAL INFORMATION

Name Request (*first choice*) PLEASE TYPE OR PRINT CLEARLY

Name Request (*second choice*) PLEASE TYPE OR PRINT CLEARLY

Name Request (*third choice*) PLEASE TYPE OR PRINT CLEARLY

Telephone: 250 356-8609

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink. Complete all areas of the form. The Corporate Registry may have to return documents that do not meet this standard.

Item A Enter the Incorporation Number. This number is assigned at the time of incorporation and is located in the upper right-hand corner of the Certificate of Incorporation.

Item B Enter the exact name as shown in Item 1 of the society's constitution, or on the Certificate of Incorporation or Change of Name.

Item C Enter the complete **physical address** for the society. **In addition** you may include general delivery, post office box, rural route, site or comp. number as part of the address. The Corporate Registry cannot accept a PO Box number alone as a physical address. You must include a postal code. If an address does not have street names or numbers, provide a description that would readily allow a person to locate the office. This is the address of the society in British Columbia to which all communications and notices may be sent where the society's records are kept and at which all documents **may be served**.

Filing Fee:

To register the address of a society at the time of incorporation: **no fee**
To change the address of an incorporated society: **\$15.00** Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

Important Note:

If this form is used to register the address of a society at the time of incorporation no filing fee is charged. If this form is used to change the address of a society after it is incorporated a filing fee of \$15.00 is applicable.

Note: A change of address has effect on the day after the notice is filed with the registrar.

A CERTIFICATE OF INCORPORATION NUMBER

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

B FULL NAME OF SOCIETY

C ADDRESS OF SOCIETY (must be a physical address – refer to definition in Instructions above)

PROVINCE POSTAL CODE

B.C.

D CERTIFIED CORRECT – I have read this form and found it to be correct.

Signature of a current Director, Officer, or Society Solicitor

DATE SIGNED

YYYY / MM / DD

X



Ministry of Finance BC Registry Services

Mailing Address: PO Box 9431 Stn Prov Govt Victoria BC V8W 9V3 Location: 2nd Floor – 940 Blanshard Street Victoria BC www.fin.gov.bc.ca/registries

FORM 4 (Section 3) Society Act

Telephone: 250 356-8609

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

LIST OF FIRST DIRECTORS OF (Name of Society)

FULL NAMES

RESIDENTIAL ADDRESSES*

- 1.
2.
3.
4.
5.

Note: (a) One director must be ordinarily resident in British Columbia. (b) Full names and residential addresses are required for all directors.

* This address must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, please provide a description that will readily allow a person to locate the office.

YYYY / MM / DD

Dated on

(Name of Society)

by (Signature)

(Relationship to Society)