

BILL 19 – 2021

SOCIETIES AMENDMENT ACT, 2021

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:

PART 1 – AMENDMENTS TO THE *SOCIETIES ACT*

1 *Section 1 of the Societies Act, S.B.C. 2015, c. 18, is amended by adding the following definitions:*

“**register of directors**” means the record referred to in section 20 (1) (e) [*records to be kept*];

“**register of members**” means the record referred to in section 20 (1) (h); .

2 *Section 11 (1) (b) is amended*

(a) by striking out “and” at the end of subparagraph (i) and by repealing subparagraph (ii) and substituting the following:

(ii) the expiry of directors’ terms of office, if any, for which the expiry is other than at the close of the next annual general meeting after a director’s designation, election or appointment, , **and**

(b) by adding the following subparagraphs:

(iii) when directors without terms of office cease to hold office, if other than at the close of the next annual general meeting after a director’s designation, election or appointment, and

(iv) the number of directors required for the purposes of sections 56 (4.1) [*disclosure of director’s interest*] and 62 (3.1) [*disclosure of senior manager’s interest*], if greater than one; .

3 *Section 20 is amended*

(a) in subsection (1) by repealing paragraphs (e) and (h) and substituting the following:

(e) the society’s register of directors, including the following information:

(i) the name of each director;

(ii) the contact information provided by each director;

- (iii) the date each director was designated, elected or appointed, as the case may be;
- (iv) the date each director ceased to hold office;
- (h) subject to the regulations, the society’s register of members, organized by different classes of member, if different classes exist, including the following information:
 - (i) the name of each member;
 - (ii) the contact information provided by each member; , **and**

(b) by adding the following subsection:

(1.1) A society’s register of members must not include information other than the information referred to in subsection (1) (h) (i) and (ii).

4 ***Section 20 (1) (i) is amended by striking out “meeting of members” and substituting “general meeting”.***

5 ***Section 25 (7) is amended by adding “or who has, as a person entitled to inspect under this section, obtained a copy of the register of members under section 27 [copies of records], as applicable,” after “under this section” and by adding “or the copy” after “the inspection”.***

6 ***Section 26 is repealed.***

7 ***The following section is added:***

Use of information from register of directors

27.1 A person who has inspected the register of directors under section 24 [*inspection of records*] or obtained a copy of the register of directors under section 27 must not use the contact information obtained from the inspection or the copy except in connection with matters related to the activities or internal affairs of the society.

8 ***Section 29 is amended by renumbering the section as section 29 (1) and by adding the following subsection:***

- (2) If a society’s bylaws specify that a record may be sent by making the record available for pick-up at the society’s registered office, the following rules apply:
 - (a) the sender must notify the intended recipient that the record is available for pick-up;
 - (b) the record is not considered to be sent until the society notifies, under paragraph (a), the intended recipient.

9 Section 36 (1) (b) is repealed and the following substituted:

- (b) the remuneration paid by the society in that period to the employees of the society, and to persons under a contract for services with the society, whose remuneration was at least the amount specified in the regulations.

10 Section 41 is amended by striking out “A majority of the directors” and substituting “Subject to the regulations, a majority of the directors”.

11 Section 44 (3) (a) is amended by adding “unless a court, in Canada or elsewhere, subsequently finds otherwise,” after “incapable of managing the individual’s own affairs,”.

12 Section 44 (3) is amended by adding the following paragraph:

- (a.1) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act*, unless the certificate is subsequently cancelled under section 37 (4) of that Act, .

13 Section 48 (1) is repealed and the following substituted:

- (1) A director of a society ceases to hold office when any of the following occurs:
 - (a) in the case of a director designated, elected or appointed for a term, the director’s term of office expires;
 - (b) in the case of a director designated, elected or appointed without a term of office, unless the bylaws provide otherwise, at the close of the next annual general meeting after the director’s designation, election or appointment;
 - (c) the director resigns or dies;
 - (d) the director is removed from office in accordance with section 50 (1) [*removal of directors*].

14 Section 51 is amended

(a) by adding the following subsection:

- (2.1) A society must, promptly after the society becomes aware that its statement of directors and registered office contains an error, file with the registrar a notice of correction. , **and**

(b) in subsection (3) by striking out “or an annual report under subsection (2) providing notice of a change of directors” and substituting “, an annual report referred to in subsection (2) or a notice of correction under subsection (2.1)”.

15 *The following section is added to Division 2 of Part 5:*

Applications respecting directors

- 51.1** (1) A person who claims not to be a director but who is shown as a director in the society's statement of directors and registered office may, on notice to the society, apply to the registrar to alter the society's statement of directors and registered office to remove the person's name and any address of the person.
- (2) On an application under subsection (1), subject to subsection (3), the registrar must alter the society's statement of directors and registered office to reflect the change if
- (a) the applicant provides proof satisfactory to the registrar that the applicant is not a director of the society, and
 - (b) it appears to the registrar that, in respect of the applicant, the society has failed to file or provide a notice of change of directors in accordance with section 51 (1) or (2).
- (3) The statement of directors and registered office must continue to set out the delivery address and mailing address of the registered office of the society.
- (4) If, under subsection (2) of this section, the registrar alters the society's statement of directors and registered office, the registrar must furnish a certified copy of the statement of directors and registered office to the society and the applicant.

16 *Section 54 is amended*

(a) by repealing subsection (2) and substituting the following:

- (2) The directors of a society may pass a directors' resolution without a meeting if both of the following requirements are met:
- (a) a copy of the resolution is sent to all of the directors;
 - (b) all of the directors, or, if provided for in the bylaws, a lesser number of those directors, consent to the resolution in writing or in any other manner provided for in the bylaws. , **and**

(b) by adding the following subsection:

- (3) A director may not vote by proxy at a meeting of directors.

17 *Section 56 is amended*

- (a) in subsection (1) by striking out** "This section applies to a director of a society who has a direct or indirect material interest in" **and substituting** "Subject to subsection (5), this section applies to a director of a society who has a direct or indirect material interest, that is known by the director or reasonably ought to have been known, in", **and**

(b) in subsection (5) by striking out “Despite subsection (1), this section” and substituting “This section”.

18 Section 56 is amended

(a) by repealing subsection (2) (c) (i) and substituting the following:

(i) subject to subsection (4.1), when the contract, transaction or matter is discussed, and , **and**

(b) by adding the following subsection:

(4.1) A director to whom this section applies may remain in a directors’ meeting for the purpose of providing information if asked to do so by one other director or, if provided for in the bylaws, a greater number of directors.

19 Section 62 (1) is amended by adding “, that is known by the senior manager or reasonably ought to have been known,” after “material interest”.

20 Section 62 is amended

(a) by repealing subsection (2) (b) (i) and substituting the following:

(i) subject to subsection (3.1), when the contract, transaction or matter is discussed, and , **and**

(b) by adding the following subsection:

(3.1) A senior manager to whom this section applies may remain in a directors’ meeting for the purpose of providing information if asked to do so by one director or, if provided for in the bylaws, a greater number of directors.

21 Section 75 is amended

(a) in subsection (3) (c) by striking out “200 words” and substituting “500 words”,

(b) in subsection (3) (e) by striking out “referred to in section 20 (1) (e) [records to be kept]”, and

(c) by repealing subsection (4) (b) and substituting the following:

(b) notice of the meeting, accompanied by the text of the statement referred to in subsection (3) (c), must be sent.

22 Section 77 is amended

(a) in subsection (1) by striking out “Written notice of the date and time and, if applicable, the location of a general meeting” and substituting “Written notice of a general meeting, containing the information set out in section 78 [content of notice of general meeting],”,

(b) in subsection (2) by striking out “250 members” and substituting “100 members”,

(c) by repealing subsection (2) (a) and substituting the following:

(a) notice of the meeting has been sent by email to the email address of every member of the society for whom the society has an email address in the register of members, and ,

(d) in subsection (2) (b) by striking out “notice of the date and time and, if applicable, the location” and substituting “notice”, and

(e) by repealing subsection (2.1).

23 Section 78 is repealed and the following substituted:

Content of notice of general meeting

- 78** (1) Notice of a general meeting must include the date and time and, if applicable, the location of the meeting and the text of any special resolution to be submitted to the meeting.
- (2) If a general meeting is an electronic meeting, the notice of the meeting must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.

24 Section 81 is amended

(a) by adding the following subsection:

(2.1) A proposal may be accompanied by one written statement in support of the proposal. ,

(b) by repealing subsection (3) and substituting the following:

- (3) A proposal is valid if
- (a) the proposal contains the names of, and is signed by, not fewer than the number of voting members that constitutes the proposal threshold for the society,
 - (b) the proposal is accompanied by any special resolution required to be considered, and
 - (c) the proposal, or, if a statement referred to in subsection (2.1) accompanies the proposal, the proposal and statement together, does not exceed 500 words in length. ,

(c) in subsection (4) by striking out “A society that receives a proposal” and substituting “Subject to subsection (7), a society that receives a valid proposal”,

(d) in subsection (4) (c) by striking out “one statement” and substituting “the statement, if any,”

(e) by adding the following subsection:

(4.1) Subject to subsection (7), the society must allow one of the members who submitted a valid proposal to present the proposal personally, and not by proxy, at the annual general meeting in relation to which the proposal was made if the member is a voting member at the time of the meeting. ,

(f) by repealing subsection (5), and

(g) in subsection (7) by adding “or (4.1)” after “subsection (4)” and by striking out “if substantially the same proposal” and substituting “if the proposal relates to substantially the same matter that”.

25 *Section 85 (1) is repealed and the following substituted:*

(1) A voting member of a society may not appoint a proxy holder unless permitted to do so by the bylaws of the society.

26 *Section 105 (1) (d) is amended by striking out “meeting of members or directors of the society” and substituting “general meeting or a meeting of directors”.*

27 *Section 108 (1) (b) is amended by striking out “meeting of members or directors” and substituting “general meeting or meeting of directors”.*

28 *The following section is added to Division 1 of Part 10:*

Definition

122.1 In this Part, “**record keeper**” means the person referred to in section 126 (2) (b) [*dissolution by request of society without assets or liabilities*].

29 *Section 126 is amended*

(a) by repealing subsection (2) and substituting the following:

(2) A society must not file a dissolution by request application with the registrar unless the society has done both of the following:

(a) by ordinary resolution, authorized the dissolution;

(b) by ordinary resolution, appointed a person as a record keeper of the society. ,

(b) by repealing subsection (3) (a) and substituting the following:

(a) a copy of each ordinary resolution referred to in subsection (2), , *and*

(c) in subsection (3) by adding the following paragraph:

- (a.1) a notice of appointment of record keeper, including the record keeper's delivery address and mailing address, and .

30 *The following section is added to Division 2 of Part 10:*

Custody of society's records by record keeper

126.1 The record keeper of a society must take into the record keeper's custody or control all of the records the society is required to keep under section 20 [*records to be kept*].

31 *Section 135 (1) (b) (i) is amended by adding "and a copy of the ordinary resolution appointing the liquidator" after "authorizing the liquidation".*

32 *Section 143 (4) (c) is repealed and the following substituted:*

- (c) promptly after the date on which the general meeting is held, instead of filing an annual report under section 73 (1) [*society must file annual report*], file with the registrar a report of the payments received and made by the liquidator during the preceding year.

33 *The following section is added to Division 7 of Part 10:*

Power of court to replace record keeper

148.1 On the application of a person whom the court considers to be an appropriate person to make the application, the court may make an order replacing a record keeper.

34 *The following sections are added:*

Retention of society's records by record keeper

- 152.1** (1) After a society has been dissolved under section 126 [*dissolution by request of society without assets or liabilities*], the record keeper of the society must
- (a) retain custody or control of the records referred to in section 126.1 [*custody of society's records by record keeper*] for a period of 3 years following the date of the dissolution or until the expiration of any shorter period the court, on the application of the record keeper, may order, and
 - (b) take reasonable precautions in keeping the records so as to
 - (i) keep those records in a complete state,
 - (ii) avoid loss or destruction of or damage to those records, and
 - (iii) facilitate simple, reliable and prompt access to those records.

- (2) A record keeper must ensure that all of the records referred to in section 126.1,
 - (a) in the case of records that are not in electronic form, are kept at an office of the record keeper in British Columbia, and
 - (b) in the case of records that are in electronic form, are available for inspection at an office of the record keeper in British Columbia by means of a computer terminal or other electronic technology.

Duties and powers of record keeper

- 152.2**
- (1) On the request of a person who was, at the time of the dissolution of the society, entitled to inspect or obtain a copy of a record under sections 24 [*inspection of records*] to 28 [*copies of financial statements*], the record keeper of a society must, on the payment of any applicable fee and to the extent of the person's entitlement, provide the person with access to or, in accordance with subsection (4) of this section, a copy of the record.
 - (2) The record keeper may charge, for an inspection or a copy of a record, the fee referred to in section 24 (5), 27 (3) or 28 (4), as applicable, as if the record keeper were the society.
 - (3) The record keeper may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person may inspect a record.
 - (4) The record keeper must provide a copy of a record to the person seeking to obtain the copy
 - (a) by promptly sending it to the person in the manner, if any, agreed to by the record keeper and the person, or
 - (b) if there is no agreement under paragraph (a), by promptly making the copy available for pick-up at the office at which the records referred to in section 126.1 [*custody of society's records by record keeper*] are kept.
 - (5) Section 107 [*registrar or court may order access or copies*] applies in relation to the records of a society referred to in section 126.1 as if the record keeper were the society.

Filing of notices by record keeper

- 152.3**
- (1) A record keeper who has custody or control of the records referred to in section 126.1 [*custody of society's records by record keeper*] must file with the registrar a notice of change promptly after any of the following occurs:
 - (a) there is a change in one or both of the record keeper's delivery address and mailing address;
 - (b) the court makes an order under section 148.1 [*power of court to replace record keeper*] to replace the record keeper;

(c) the court makes an order under section 152.1 (1) (a) [*retention of society's records by record keeper*] to shorten the period for which the record keeper must retain custody or control of the records.

(2) If a court order is made under section 148.1 or 152.1 (1) (a), the record keeper must file with the registrar, concurrently with the notice of change referred to in subsection (1) of this section, a copy of the entered court order.

35 Section 153 (1) (b) is repealed and the following substituted:

(b) furnish a copy of the certificate of dissolution to the following, as applicable:

(i) in the case of a society that is dissolved under section 126 [*dissolution by request of society without assets or liabilities*], the record keeper;

(ii) in any other case, each liquidator of the society.

36 Section 158 (1) is repealed and the following substituted:

(1) In this Division:

“applicant”, in relation to an application under this Division for restoration of a society that has been dissolved, for the extension of a limited restoration or for the conversion of a limited restoration into a full restoration, means,

(a) in the case of an application to the registrar, a related person, and

(b) in the case of an application to the court, a related person or a person whom the court considers to be an appropriate person to make the application;

“full restoration” means a restoration of a society that is not a limited restoration;

“limited restoration” means a restoration of a society that is for a limited period;

“related person”, in relation to a society that has been dissolved, means

(a) a person who, at the time of the dissolution, was a member or director of the society, or

(b) a person who is the heir or personal or other legal representative of a person who, at the time of the dissolution, was a member of the society.

37 Section 159 is amended

(a) by repealing subsection (1) and substituting the following:

- (1) An application under this Division for restoration of a dissolved society, for the extension of a limited restoration or for the conversion of a limited restoration into a full restoration may be
 - (a) filed with the registrar under section 160 [*application to registrar for restoration*] or 160.1 [*application to registrar to extend or convert limited restoration*], as applicable, or
 - (b) made to the court under section 162 [*application to court for restoration*] or 162.1 [*application to court to extend or convert limited restoration*], as applicable. ,

(b) in subsection (2) by striking out “under subsection (1) (a) or (b)” and substituting “referred to in subsection (1) (a) or (b)”,

(c) in subsection (2) by adding “and” at the end of paragraph (a),

(d) in subsection (2) by repealing paragraph (b) (ii) and substituting the following:

- (ii) the address of each of the individuals who were the directors of the society at the time of the dissolution. ,

(e) in subsection (2) by repealing paragraph (c), and

(f) by adding the following subsection:

- (3) Before filing or making an application for restoration referred to in subsection (1) (a) or (b), a person must reserve a name under section 9 [*name*].

38 Section 160 is amended

(a) in subsection (2) (e) by striking out “if the restoration is for a limited period” and substituting “if the application is for a limited restoration”, and

(b) in subsection (3) by striking out “restorations for a limited period” and substituting “limited restorations”.

39 The following section is added:

Application to registrar to extend or convert limited restoration

- 160.1** (1) If a restoration under section 161 (1) [*restoration, extension or conversion by registrar*] is a limited restoration, the applicant who filed the restoration application may, within the limited period of restoration and subject to this section, apply to the registrar to extend the limited restoration or convert the limited restoration into a full restoration.

- (2) To apply to the registrar for an extension or conversion of a limited restoration, the applicant must file with the registrar
 - (a) an application to extend or convert the limited restoration, and
 - (b) any other records the registrar may require.
- (3) An application referred to in subsection (2) (a) must contain the following information:
 - (a) the information described in section 160 (2) (a), (b) and (d) [*application to registrar for restoration*];
 - (b) if the application is for an extension of a limited restoration, a statement specifying the proposed new limited period of restoration.
- (4) In respect of applications to the registrar under this section for extensions of limited restorations, the registrar may establish the maximum period of restoration that may be specified in a statement referred to in subsection (3) (b).

40 Section 161 is amended

(a) by repealing subsection (1) and substituting the following:

- (1) Subject to subsections (2) and (3), as applicable, and unless the court orders otherwise in an entered court order, a copy of which has been filed with the registrar, after the application is filed with the registrar under section 160 [*application to registrar for restoration*] or section 160.1 [*application to registrar to extend or convert limited restoration*], the registrar, on any terms and conditions the registrar considers appropriate,
 - (a) must, in the case of an application for restoration under section 160, restore the society or restore the society for the limited period set out in the application, as the case may be, and
 - (b) may, in the case of an application under section 160.1, extend the limited restoration to a later date that the registrar considers appropriate or convert the limited restoration into a full restoration. ,

(b) in subsection (2) by striking out “Despite subsection (1), the registrar may not restore a society under that subsection” and substituting “Subject to subsection (2.1), the registrar may not, under subsection (1), restore a society or convert a limited restoration of a society”,

(c) in subsection (2) (a) and (b) by striking out “restoration application” and substituting “application”,

(d) in subsection (3) by striking out “Despite subsection (1), the registrar may not restore a society under that subsection” and substituting “The registrar may not restore a society under subsection (1)”, and

(e) in subsection (4) by striking out “a restoration under subsection (1)” and substituting “a restoration, extension or conversion under subsection (1)” and by striking out “before the restoration” and substituting “before the restoration, extension or conversion, as the case may be”.

41 The following section is added:

Application to court to extend or convert limited restoration

- 162.1** (1) If a restoration under section 161 (1) [*restoration, extension or conversion by registrar*] or 163 (2) [*filing of restoration application with registrar in court-ordered restoration*] is a limited restoration, the applicant who filed the restoration application may, within the limited period of restoration and subject to this section, apply to the court to extend the limited restoration or convert the limited restoration into a full restoration.
- (2) Before making an application to the court under this section for the extension or conversion of a limited restoration, an applicant must
- (a) provide to the registrar notice of the application and a copy of any record proposed to be filed in the court registry in support of the application, and
 - (b) obtain the registrar’s written consent to the extension or conversion.
- (3) On making an application to the court under this section, the applicant must provide to the court
- (a) the information described in section 160 (2) (a), (b) and (d) [*application to registrar for registration*],
 - (b) if the application is for an extension of a limited restoration, a statement specifying the proposed new limited period of restoration,
 - (c) the registrar’s written consent to the extension or conversion, including any terms and conditions the registrar considers appropriate, and
 - (d) any other information and records the court requires.
- (4) If, on an application under subsection (1), the court is satisfied that it is appropriate to extend or convert the limited restoration of a society, the court may make an order that the limited restoration be extended or converted into a full restoration, as the case may be, and, in that order, may
- (a) set out any terms and conditions the court considers appropriate, and
 - (b) give directions and make provisions the court considers appropriate for placing the society and every other person in the same position, as nearly as may be, as if the society had not been dissolved.
- (5) Subject to section 165 [*corporate property to be returned to restored society*], unless the court orders otherwise, an order under subsection (4) of this section is without prejudice to the rights acquired by persons before the extension or conversion, as the case may be.

- (6) A court order under subsection (4) must reflect any terms and conditions referred to in subsection (3) (c).

42 Section 163 is amended

(a) in subsection (1) by striking out “section 162 (3)” and substituting “section 162 (3) [application to court for restoration] or 162.1 (4) [application to court to extend or convert limited restoration]”,

(b) by repealing subsection (1) (a) and substituting the following:

- (a) an application that complies with section 160 (2) [application to registrar for restoration] or 160.1 (3) [application to registrar to extend or convert limited restoration], as applicable, and ,

(c) by repealing subsection (2) and substituting the following:

- (2) Subject to subsection (3), when the application is filed with the registrar under this section, the registrar must, as applicable and in accordance with the court order filed with the application,
- (a) restore the society or restore the society for the limited period,
- (b) extend the limited restoration to a later date, or
- (c) convert the limited restoration into a full restoration. , **and**

(d) in subsection (3) by striking out “subsection (2)” and substituting “subsection (2) (a)”.

43 Section 164 is repealed and the following substituted:

Effect of restoration, extension or conversion

164 (1) In this section:

“delivery address”, in relation to the registered office of a society, means the delivery address of the registered office set out in one of the following, as applicable:

- (a) the statement of directors and registered office of the society;
- (b) the statement of the society referred to in subsection (2) (c) or (3);

“mailing address”, in relation to the registered office of a society, means the mailing address of the registered office set out in one of the following, as applicable:

- (a) the statement of directors and registered office of the society;
- (b) the statement of the society referred to in subsection (2) (c) or (3);

“pre-transition society” has the same meaning as in section 231 [definitions].

- (2) Unless a court orders otherwise under section 162 [*application to court for restoration*], a society that is restored under this Division is restored
 - (a) except in relation to the society's name, with the constitution and bylaws it had immediately before its dissolution,
 - (b) with the name reserved under section 9 [*name*] for the society, and
 - (c) subject to subsections (3) and (4), with the statement of directors and registered office that it had immediately before its dissolution except that the delivery address and mailing address of the registered office for the society are the addresses shown for that office in the restoration application.
- (3) A pre-transition society is restored with one of the following statements:
 - (a) if, when the application for restoration is made, the pre-transition society files with the registrar an annual report, a statement setting out the delivery address and mailing address of the registered office of the society and the full name and address of each director of the society as set out in the annual report;
 - (b) in any other case, a statement setting out the delivery address and mailing address of the registered office proposed in the application for restoration and the full name and address of each director of the society as set out in a record filed with the registrar immediately before its dissolution.
- (4) If a limited restoration of a society is extended or converted into a full restoration, on the extension or conversion, as the case may be, the society is restored with the statement of directors and registered office that it had immediately before the extension or conversion.
- (5) A society that is restored under this Division is deemed to have continued in existence as if it had not been dissolved, and proceedings may be taken as might have been taken if the society had not been dissolved.
- (6) If the restoration of a society is a limited restoration, the society is dissolved on one of the following, as applicable:
 - (a) the expiration of the limited period;
 - (b) if the limited restoration is extended under section 161 [*restoration, extension or conversion by registrar*] or 163 [*filing of application with registrar in court-ordered restoration, extension or conversion*], the expiration of the extended period.
- (7) Section 153 (1) [*registrar's duties after dissolution*] does not apply in respect of the dissolution of a society under subsection (6) of this section.

44 Section 166 (1) is amended

- (a) by striking out “After a society is restored” and substituting “After a society is restored or after the extension of a limited restoration or the conversion of a limited restoration into a full restoration”,**
- (b) by repealing paragraph (a) (iii) and substituting the following:**
 - (iii) in the case of a limited restoration, the date on which the period of restoration expires, ,
- (c) by repealing paragraph (b) (ii) and substituting the following:**
 - (ii) a certified copy of the statement referred to in section 164 (2) (c), (3) or (4) [*effect of restoration, extension or conversion*], as applicable, and ,
- (d) in paragraph (c) by striking out “restoration application” and substituting “application”, and**
- (e) in paragraph (d) (ii) by striking out “limited period of restoration” and substituting “limited restoration”.**

45 The following sections are added:

Removal of attorneys

- 170.1** (1) Subject to section 170 (1) (b), an extraprovincial non-share corporation may remove an attorney by filing with the registrar a notice of removal of attorney.
- (2) Subject to subsection (3), the removal of the attorney takes effect at the beginning of the day following the date on which the notice of removal of attorney is filed with the registrar.
- (3) A removal of an attorney does not take effect unless and until the extraprovincial non-share corporation complies with section 170.
- (4) After the removal of an attorney takes effect, the registrar must furnish confirmation of the removal to
- (a) the person who has been removed as an attorney for the extraprovincial non-share corporation, and
 - (b) the extraprovincial non-share corporation.

Resignation of attorneys

- 170.2** (1) An attorney for an extraprovincial non-share corporation who intends to resign must
- (a) give the attorney’s resignation to the extraprovincial non-share corporation in writing at least 2 months before the date on which the resignation is to take effect, and

- (b) promptly after complying with the requirement set out in paragraph (a), file with the registrar a notice of resignation of attorney.
- (2) Subject to subsection (3), an attorney who, under subsection (1), files with the registrar a notice of resignation of attorney ceases to be an attorney for the extraprovincial non-share corporation on the later of the following:
 - (a) the beginning of the day that is 2 months and one day after the date on which the notice was filed with the registrar;
 - (b) the beginning of the day that is the date specified in the attorney's resignation as the effective date of the resignation.
- (3) If, under section 170.1, the extraprovincial non-share corporation removes the attorney, the attorney ceases to be an attorney for the extraprovincial non-share corporation on the date the removal takes effect if that date is before the date referred to in subsection (2) (a) or (b), as applicable, of this section.

46 Section 171 (1) is repealed and the following substituted:

- (1) An extraprovincial non-share corporation may register under this Division only if the corporation complies with one of the following, as applicable:
 - (a) the corporation reserves its own name under section 9 [name];
 - (b) if the corporation's own name cannot be reserved, the corporation reserves, under section 9, an assumed name that meets the requirements of that section.

47 Section 173 (2) is amended by striking out “and” at the end of paragraph (b) (ii) and by adding the following paragraph:

- (b.1) furnish a copy of the registration statement the extraprovincial non-share corporation filed with the registrar under section 172 (a) to each attorney, if any, referred to in that registration statement, and .

48 Section 176 (b) is amended by adding “, by mailing it by registered mail to the mailing address of the attorney” after “section 30 [how record is delivered]”.

49 Section 177 is amended

- (a) by renumbering the section as section 177 (1),**
- (b) in subsection (1) by striking out “A registered” and substituting “Subject to subsection (2), a registered”, and**
- (c) by adding the following subsection:**
 - (2) Subsection (1) does not apply in the calendar year in which the extraprovincial non-share corporation is registered.

50 *Section 180 (1) is amended by striking out “or” at the end of paragraph (d), by adding “or” at the end of paragraph (e) and by adding the following paragraph:*

(f) breaches an undertaking under section 171 (2) [*assumed name*], .

51 *Section 190 is amended*

(a) by adding the following definition:

“**allowable period**”, in relation to a person who has died, means the period, prescribed by regulation, preceding the person’s death; ,

(b) in the definition of “donations” by striking out “bequests” and substituting “testamentary dispositions”,

(c) by repealing the definition of “public donations” and substituting the following:

“**public donations**” means donations to a society, other than the following donations:

(a) donations excluded from this definition by regulation;

(b) donations made by a person who is, at the time the donation is made,

(i) a related donor,

(ii) the spouse of a related donor, or

(iii) the relative of a related donor or of the spouse of a related donor;

(c) donations made under a testamentary instrument of a person who was, within the allowable period,

(i) a related donor,

(ii) the spouse of a related donor, or

(iii) the relative of a related donor or of the spouse of a related donor; ,

and

(d) by adding the following definition:

“**related donor**”, in relation to a society, means any of the following:

(a) a voting member of the society;

(b) a director of the society;

(c) a senior manager of the society;

(d) an employee of the society.

52 *Section 208 is amended by striking out “section 164 (3) [*effect of restoration*]” and substituting “section 164 (5) [*effect of restoration, extension or conversion*]”.*

53 *The heading to Division 2 of Part 13 is amended by striking out “and Dissolution”.*

- 54 ***Section 213 (2) (a) (ii) is repealed and the following substituted:***
(ii) to otherwise cause significant loss or damage to a person by acting unlawfully, or .

- 55 ***The following heading is added after section 213:***

Division 2.1 – Dissolution .

- 56 ***The following section is added to Division 2.1 of Part 13:***

Definition

213.1 In this Division, “**record keeper**” means, as applicable,

- (a) the person who has, at the time of the dissolution of a society under this Division, custody or control of the records the society is required to keep under section 20 [*records to be kept*], or
- (b) any other person appointed by court order.

- 57 ***Section 214 is amended***

(a) in subsection (1) by striking out “or” at the end of paragraph (e) and by adding the following paragraphs:

- (g) fails to file a transition application referred to in section 240 [*pre-existing society must file transition application*] within the time set out in section 240 (1) or 244 (2) [*transition of restored society*], if applicable, or
- (h) fails, without reasonable excuse and for a period of 21 days after the registrar sends a written request to the society, to file a corrected record requested by the registrar, ,

(b) in subsection (5) by striking out “A society referred to” and substituting “Subject to subsection (7), a society referred to”, and

(c) by adding the following subsection:

- (7) Subsection (5) does not apply if the default identified in a letter furnished under subsection (1) by the registrar is a default described in paragraph (g) of that subsection.

- 58 ***The following section is added:***

Duties of record keepers

215.1 (1) A record keeper of a society must, if the record keeper does not have custody or control of the records, take into the record keeper’s custody or control all of the records the society is required to keep under section 20 [*records to be kept*].

- (2) Promptly after a society is dissolved under this Division, the record keeper of the society must file with the registrar a notice of the record keeper’s delivery address and mailing address.

59 Section 216 is repealed and the following substituted:

Application of Part 10

- 216** (1) Section 148.1 *[power of court to replace record keeper]* applies in relation to a record keeper of a society that has been dissolved under this Division.
- (2) Sections 152.1 to 152.3 *[record keepers’ duties in relation to records]* apply to a record keeper of a society that has been dissolved under this Division, in relation to the records of a society referred to in section 215.1, as if the society had been dissolved under section 126 *[dissolution by request of society without assets or liabilities]*.
- (3) Section 153 (1) (b) and (2) apply to the registrar in relation to a society that has been dissolved under this Division as if the society had been dissolved under section 126.
- (4) Divisions 10 *[Effect of Dissolution]* and 11 *[Restoration of Dissolved Society]* of Part 10 *[Liquidation, Dissolution and Restoration]* apply in relation to a society that has been dissolved under this Part.

60 Section 221 (4) (b) is amended by striking out “designated minister” and substituting “designated person”.

61 Section 222 is repealed and the following substituted:

Offences respecting records

- 222** (1) In this section, “**record keeper**” means a record keeper as defined in section 122.1 or 213.1.
- (2) A society, or a liquidator who has custody or control under section 143 (1) (a) *[duties of liquidator]* or 152 (1) (a) *[retention of society’s records by liquidator]* of a society’s records, commits an offence if the society or liquidator, as the case may be, refuses, without reasonable excuse,
- (a) to permit a person to inspect a record, in relation to the society, that the person is entitled to inspect under section 24 *[inspection of records]*, 25 *[inspection of register of members may be restricted]*, 143 (1) (b) or 152 (1) (b), as the case may be, and for which the appropriate fee, if any, was tendered, or
- (b) to provide a person under section 27 *[copies of records]*, 28 *[copies of financial statements]*, 143 (1) (b) or 152 (1) (b), as the case may be, a copy of a record, in relation to the society, that the person is entitled to receive and for which the appropriate fee, if any, was tendered.

- (3) A record keeper who has custody or control under section 126.1 [*custody of society's records by record keeper*], 152.1 (1) (a) [*retention of society's records by record keeper*] or 215.1 (1) [*duties of record keepers*] of a society's records commits an offence if the record keeper refuses, without reasonable excuse,
- (a) to permit a person to inspect a record, in relation to the society, that the person is entitled to inspect under section 152.2 (1) [*duties and powers of record keeper*] and for which the appropriate fee, if any, was tendered, or
 - (b) to provide a person under section 152.2 (1) a copy of a record, in relation to the society, that the person is entitled to receive and for which the appropriate fee, if any, was tendered.

62 *The following sections are added:*

Regulations respecting records of societies

229.1 The Lieutenant Governor in Council may make regulations as follows:

- (a) for the purposes of section 20 (1) (h) [*records to be kept*], providing that a society in a prescribed class of societies is exempt from the requirement under section 20 (1) to keep a register of members;
- (b) respecting the creation of records and the provision of access to or copies of such records by a society referred to in paragraph (a);
- (c) respecting the application of a provision of this Act to a society referred to in paragraph (a) and records referred to in paragraph (b);
- (d) in relation to a society referred to in paragraph (a) and records referred to in paragraph (b), prescribing provisions of this Act the contravention of which is an offence and providing that the contravention of a provision of the regulations is an offence.

Regulations respecting records of student societies

229.2 (1) In this section:

“**institution**” has the same meaning as in the *College and Institute Act*;

“**student society**” means,

- (a) in relation to an institution, a student society as defined in section 1 of the *College and Institute Act*, and
- (b) in relation to a university, a student society as defined in section 1 of the *University Act*;

“**university**” has the same meaning as in the *University Act*.

- (2) If a regulation made under section 229.1 (a) prescribes student societies as a class, the Lieutenant Governor may also make regulations requiring a person that is an institution or university in relation to a student society to provide to the student society the names and contact information of persons who are members of the student society to enable the student society to carry out a purpose contemplated by the Act or the regulations.

63 Section 230 is amended

(a) by adding the following paragraph:

- (e.1) respecting section 41 [*employment of directors*], including, without limitation,
- (i) providing that the section does not apply to a society or a society in a prescribed class of societies,
 - (ii) establishing requirements that must be met by a society referred to in subparagraph (i), and
 - (iii) establishing, in relation to the directors of a society, a threshold other than the majority of the directors; , **and**

(b) in paragraph (j) by striking out “or 177” and substituting “or 177 (1)”.

64 Section 230 is amended by adding the following paragraph:

- (k.1) for the purposes of the definition of “public donations” in section 190 [*definitions*], respecting the evidence required to establish that a person is or was a “related donor” as defined in that section or of a person’s relationship to a related donor or the spouse of a related donor; .

65 Section 240 (1) is amended by striking out “2 years” and substituting “6 years”.

66 Section 240 (2) (c) (i) is amended by adding “or shown to be a director” after “a director of the society”.

67 Section 245 is amended

(a) in subsection (1) by repealing the definition of “designated minister” and substituting the following:

“designated person”, in relation to a designated pre-existing society, means

- (a) the minister designated by regulation under subsection (5) in respect of that society or in respect of a class of societies that includes that society, or
- (b) the person, if any, to whom the minister referred to in paragraph (a) has delegated under subsection (6) that minister’s duties and powers under this section in respect of that society or in respect of a class of societies that includes that society; ,

(b) in subsections (2), (3) and (4) by striking out “designated minister” and substituting “designated person”, and

(c) by adding the following subsection:

- (6) A minister designated by regulation under subsection (5) in respect of a designated pre-existing society or a class of pre-existing societies may, by order, delegate to any person the minister’s duties and powers under this section.

68 *Section 248 (3) (b) is amended by striking out “section 177” and substituting “section 177 (1)”.*

PART 2 – TRANSITIONAL PROVISIONS

Transition – application of *Societies Act* definitions

69 In this Part, words and expressions have the same meaning as in the *Societies Act*.

Transition – reporting on remuneration

70 Section 36 (1) (b) of the *Societies Act*, as amended by section 9 of this Act, does not apply to the financial statements of a society prepared for presentation at an annual general meeting of the society held on or before the date that is one year after the date on which section 9 of this Act comes into force.

Transition – director qualifications

71 Section 44 (3) (a.1) of the *Societies Act*, as added by section 12 of this Act, does not apply in relation to an individual who is a director of a society until the date that is 6 months after the date on which section 12 of this Act comes into force.

Transition – notice of general meeting

72 Section 77 (2) (a) of the *Societies Act*, as amended by section 22 of this Act, does not apply in relation to a notice sent on or before the date on which section 22 of this Act comes into force.

Transition – members’ proposals

- 73** (1) Section 81 (3) of the *Societies Act*, as amended by section 24 of this Act, does not apply in relation to a proposal submitted to a society on or before the date on which section 24 of this Act comes into force.
- (2) Section 81 (4.1) of the *Societies Act*, as added by section 24 of this Act, does not apply in relation to a proposal submitted to a society before the date on which section 24 comes into force.

Transition – restorations

- 74 An application to extend a period of restoration made under and in compliance with section 164 (5) of the *Societies Act*, as it read immediately before the date on which section 43 of this Act comes into force, is deemed to have been made under and in compliance with, as applicable, section 160.1 of the *Societies Act*, as added by section 39 of this Act, or section 162.1 of the *Societies Act*, as added by section 41 of this Act, if both of the following apply:
- (a) the application was made on or before the date on which section 43 of this Act comes into force;
 - (b) the application was not disposed of by the registrar or the court, as the case may be, on or before the date on which section 43 of this Act comes into force.

PART 3 – CONSEQUENTIAL AND RELATED AMENDMENTS

Business Corporations Act

- 75 ***Section 26 (1) of the Business Corporations Act, S.B.C. 2002, c. 57, is repealed and the following substituted:***

- (1) A foreign entity may only register as an extraprovincial company if the foreign entity complies with one of the following, as applicable:
 - (a) the foreign entity reserves its own name under section 22;
 - (b) if the foreign entity's own name cannot be reserved, the foreign entity reserves, under section 22, an assumed name that meets the requirements of that section.

- 76 ***Section 50 is amended***

(a) by adding the following subsections:

- (1.1) If, on the application of a person referred to in subsection (1), it appears to the registrar that the company, the person who maintains the records office for the company or the person who has custody or control of the company's central securities register has, contrary to this Division, failed to provide a list to the applicant, give the applicant access to a record or provide the applicant with a copy of a record, the registrar may provide written notice to the company that the registrar will issue an order under subsection (2) unless the company provides to the registrar, within 15 days after the date on which the notice is provided, whichever of the following the company chooses to provide:
 - (a) the list or a copy of the record;

(b) a signed statement of a director or officer of the company setting out why the applicant is not entitled to obtain the list or access to or a copy of the record.

(1.2) The registrar must

(a) set out in any notice provided under subsection (1.1) an explanation of the basis on which the applicant claims to be entitled to obtain the list or access to or a copy of the record, and

(b) furnish a copy of that notice to the applicant. ,

(b) by repealing subsection (2) and substituting the following:

(2) If a company to which notice is provided under subsection (1.1) does not provide to the registrar, in accordance with the notice, the list, a copy of the record or a signed statement of a director or officer of the company, the registrar must order the company to provide to the registrar whichever of the following the company considers appropriate:

(a) the list or a copy of the record referred to in subsection (1.1) (a);

(b) the signed statement referred to in subsection (1.1) (b). ,

(c) in subsection (4) by striking out “15 days” and substituting “10 days”,

(d) in subsection (5) by striking out “certified copy” in both places and substituting “copy” and by striking out “under subsection (2) (a)” and substituting “under subsection (1.1) (a) or (2) (a)”,

(e) in subsection (6) by striking out “an affidavit” and substituting “a signed statement”, by striking out “under subsection (2) (b)” and substituting “under subsection (1.1) (b) or (2) (b)” and by striking out “the affidavit” and substituting “the signed statement”,

(f) in subsection (7) (a) by striking out “an affidavit” and substituting “a signed statement”, and

(g) in subsection (8) (a) by striking out “certified copy” and substituting “copy”.

77 Section 124 (2) (b) is amended by adding “unless a court, in Canada or elsewhere, subsequently finds otherwise,” after “incapable of managing the individual’s own affairs,”.

78 Section 124 (2) is amended by adding the following paragraph:

(b.1) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act*, unless the certificate is subsequently cancelled under section 37 (4) of that Act, .

79 *The following section is added:*

Applications respecting directors

- 127.1** (1) A person who claims not to be a director but who is recorded as a director in a company's notice of articles may, on notice to the company, apply to the registrar to alter the company's notice of articles to remove the person's name and any address of the person.
- (2) On an application under subsection (1), subject to subsection (3), the registrar must alter the company's notice of articles to reflect the change if
- (a) the applicant provides proof satisfactory to the registrar that the applicant is not a director of the company, and
 - (b) it appears to the registrar that, in respect of the applicant, the company has failed to file with the registrar a notice of change of directors in accordance with section 127 (1).
- (3) The notice of articles must continue to identify the mailing address and delivery address of the registered office of the company.
- (4) If, under subsection (2) of this section, the registrar alters the company's notice of articles, the registrar must furnish a certified copy of the notice of articles to the company and the applicant.

80 *Section 147 (1) is amended by striking out "and" at the end of paragraph (b), by adding ", and" at the end of paragraph (c) (ii) and by adding the following paragraph:*

- (d) the interest is known by the director or senior officer or reasonably ought to have been known.

81 *Section 189 (5) (c) is amended by striking out "substantially the same proposal was submitted" and substituting "the proposal relates to substantially the same matter that was submitted".*

82 *Section 267.1 is amended by striking out "In sections 267.2, 267.3 and 268," and substituting "In sections 267.2, 267.3 and 268 and in the Schedule to this Act,".*

83 *Section 267.2 is amended*

- (a) *in subsection (4) by striking out "A member-funded society" and substituting "Subject to subsection (4.1), a member-funded society", and*

- (b) *by adding the following subsection:*

- (4.1) At any time after a conversion application is filed with the registrar under this section and before the member-funded society is converted, the society may withdraw the conversion application by filing with the registrar a notice of withdrawal that identifies the conversion application.

- 84** *Section 313 is amended by striking out “under this Act” and substituting “under this Part”.*
- 85** *Section 363 is amended by renumbering the section as section 363 (1) and by adding the following subsection:*
- (2) Subsection (1) does not apply to the restoration of a company if
 - (a) the company was dissolved under section 422 for one or more of the reasons set out in subsection (1) (a), (b) or (e) of that section, and for no other reason under that section, and
 - (b) the application for restoration is filed no later than one year after the date of dissolution.
- 86** *Section 364.1 (5) (a) is amended by striking out “(a) to (c)” and substituting “(a) to (c), (e) and (f)”.*
- 87** *Section 364.4 is amended by adding the following subsection:*
- (1.1) Subsection (1) does not apply if
 - (a) the registration of a foreign entity as an extraprovincial company was cancelled under section 422 for one or more of the reasons set out in subsection (1) (a), (b) or (e) of that section, and for no other reason under that section, and
 - (b) the application for reinstatement is filed no later than one year after the date of dissolution.
- 88** *Item 3 of the Schedule is amended in Column 1 by adding “or member-funded society” after “special Act corporation”.*

Business Practices and Consumer Protection Authority Act

- 89** *Section 8 (2) (b) of the Business Practices and Consumer Protection Authority Act, S.B.C. 2004, c. 3, is amended by adding “unless a court, in Canada or elsewhere, subsequently finds otherwise,” after “incapable of managing the individual’s own affairs,”.*
- 90** *Section 8 (2) is amended by adding the following paragraph:*
- (b.1) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act*, unless the certificate is subsequently cancelled under section 37 (4) of that Act, .

Cooperative Association Act

91 *Section 79 (4) (b) of the Cooperative Association Act, S.B.C. 1999, c. 28, is amended by adding “unless a court, in Canada or elsewhere, subsequently finds otherwise,” after “incapable of managing the individual’s own affairs,”.*

92 *Section 79 (4) is amended by adding the following paragraph:*

(b.1) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act*, unless the certificate is subsequently cancelled under section 37 (4) of that Act, .

93 *Section 86 (1) is amended by striking out “and” at the end of paragraph (b), by adding “, and” at the end of paragraph (c) (ii) and by adding the following paragraph:*

(d) the interest is known by the director or officer or reasonably ought to have been known.

94 *Section 135 (2) is repealed.*

95 *The following section is added:*

Registrar or court may order access or copies

135.1 (1) A person who claims to be entitled under section 128, 129, 130, 132, 133, 138 or 142 to inspect or examine a record, or take an extract from or receive a copy of a record, may apply in writing to the registrar for an order under subsection (4) of this section if the association does not permit the person to inspect, examine or take extracts from a record, or provide the person with a copy of the record, as the case may be.

(2) If, on the application of a person referred to in subsection (1), it appears to the registrar that an association has, contrary to section 128, 129, 130, 132, 133, 138 or 142, failed to provide the applicant with access to, or an extract from or a copy of, a record, the registrar may provide written notice to the association that the registrar will issue an order under subsection (4) of this section unless the association provides to the registrar, within 15 days after the date on which the notice is provided, whichever of the following the association considers appropriate:

(a) an extract from or a copy of the record sought to be inspected or examined;

(b) a signed statement of a director or officer of the association that sets out the reason why access to, or an extract from or a copy of, the record is not being provided to the applicant.

- (3) The registrar must
 - (a) set out in a notice under subsection (2) an explanation of the basis on which the applicant claims to be entitled to obtain access to, or an extract from or a copy of, the record, and
 - (b) furnish a copy of the notice to the applicant.
- (4) If an association referred to in a notice under subsection (2) does not provide to the registrar, in accordance with the notice, an extract from or a copy of the record or a signed statement of a director or officer of the association, the registrar must order the association to provide to the registrar whichever of the following the association chooses to provide:
 - (a) an extract from or a copy of the record referred to in subsection (2) (a);
 - (b) a signed statement referred to in subsection (2) (b).
- (5) The registrar must
 - (a) set out in an order under subsection (4) an explanation of the basis on which the applicant claims to be entitled to obtain access to, or an extract from or a copy of, the record, and
 - (b) furnish a copy of the order to the association and the applicant.
- (6) An association referred to in an order under subsection (4) must comply with the order within 10 days after the date of the order.
- (7) If an association provides to the registrar an extract from or a copy of a record under subsection (2) (a) or (4) (a), the registrar must furnish the extract or copy of the record to the applicant.
- (8) If an association provides to the registrar a signed statement of a director or officer under subsection (2) (b) or (4) (b), the registrar must furnish the statement to the applicant.
- (9) An applicant under subsection (1) may, on notice to the association, apply to the court for an order that the applicant be provided with access to, or an extract from or a copy of, a record if
 - (a) a signed statement respecting the record is furnished under subsection (8) to the applicant by the registrar, or
 - (b) the association fails to comply with subsection (6).
- (10) The court may, on an application under subsection (9), make any order it considers appropriate, including any of the following orders:
 - (a) an order requiring that access to a record of the association be provided to the applicant, or that a certified copy of the record, or extract from the record, be provided to the applicant within the time specified by the order;

- (b) an order requiring the association to change the location of its registered office to a location the court considers appropriate or to change the location at which some or all of its records are kept, or made available for inspection under section 128 or 129;
- (c) an order requiring the association to pay to the applicant damages in an amount the court considers appropriate.

96 Section 159.5 is amended

(a) in subsection (2) by repealing paragraph (b) and substituting the following:

- (b) to be entitled, under section 132 or 142 of this Act, to receive a copy of a record of a housing or community service cooperative, , **and**

(b) in subsection (2) by adding “, or” at the end of paragraph (c) and by adding the following paragraph:

- (d) to be entitled, under section 138 of this Act, to inspect a record of a housing or community service cooperative .

97 Section 159.5 is amended by adding the following subsection:

- (2.1) A person may make a request in accordance with subsection (1) or (2) whether or not the person has applied to the registrar for an order under section 135.1 of this Act.

98 Section 178.1 (4) is amended by adding the following paragraph:

- (c) a society under the *Societies Act*, other than a member-funded society as defined in section 190 of that Act.

Credit Union Incorporation Act

99 Section 84.12 (1) (b) of the *Credit Union Incorporation Act*, R.S.B.C. 1996, c. 82, is repealed and the following substituted:

- (b) found, by a court in Canada or elsewhere, to be incapable of managing the individual’s own affairs, unless a court, in Canada or elsewhere, subsequently finds otherwise, .

100 Section 84.12 (1) is amended by adding the following paragraph:

- (b.1) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act*, unless the certificate is subsequently cancelled under section 37 (4) of that Act, .

Land Title and Survey Authority Act

101 *Section 9 (2) (g) of the Land Title and Survey Authority Act, S.B.C. 2004, c. 66, is amended by adding “unless a court, in Canada or elsewhere, subsequently finds otherwise,” after “incapable of managing the individual’s own affairs,”.*

102 *Section 9 (2) is amended by adding the following paragraph:*

(g.1) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act*, unless the certificate is subsequently cancelled under section 37 (4) of that Act, .

Safety Authority Act

103 *Section 10 (2) (b) of the Safety Authority Act, S.B.C. 2003, c. 38, is amended by adding “unless a court, in Canada or elsewhere, subsequently finds otherwise,” after “incapable of managing the individual’s own affairs,”.*

104 *Section 10 (2) is amended by adding the following paragraph:*

(b.1) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act*, unless the certificate is subsequently cancelled under section 37 (4) of that Act, .

Transitional Provisions

Transition – application of *Business Corporations Act* definitions

105 In sections 106 to 109 of this Act, words and expressions have the same meaning as in the *Business Corporations Act*.

***Business Corporations Act* transition –
registrar may order access or copies**

106 (1) Subject to subsection (2) of this section, section 50 of the *Business Corporations Act*, as amended by section 76 of this Act, applies in relation to an application made to the registrar under section 50 of the *Business Corporations Act* before the date on which section 76 of this Act comes into force.

(2) Section 50 of the *Business Corporations Act*, as it read immediately before the date on which section 76 of this Act comes into force, applies in relation to an application referred to in subsection (1) of this section if the registrar has, before that date, made an order under section 50 (2) of the *Business Corporations Act* in relation to the application.

**Business Corporations Act transition –
director qualifications**

- 107 Section 124 (2) (b.1) of the *Business Corporations Act*, as added by section 78 of this Act, does not apply in relation to an individual who is a director of a company, until the date that is 6 months after the date on which section 78 of this Act comes into force.

**Business Corporations Act transition –
restoration by registrar**

- 108 Section 363 (2) of the *Business Corporations Act*, as added by section 85 of this Act, applies in relation to an application made to the registrar under section 356 of the *Business Corporations Act* before the date on which section 85 of this Act comes into force.

**Business Corporations Act transition –
reinstatement by registrar**

- 109 Section 364.4 (1.1) of the *Business Corporations Act*, as added by section 87 of this Act, applies in relation to an application made to the registrar under section 364.1 of the *Business Corporations Act* before the date on which section 87 of this Act comes into force.

**Business Practices and Consumer Protection
Authority Act transition – director qualifications**

- 110 Section 8 (2) (b.1) of the *Business Practices and Consumer Protection Authority Act*, as added by section 90 of this Act, does not apply in relation to an individual who is a director of the authority as defined in section 1 of the *Business Practices and Consumer Protection Authority Act*, until the date that is 6 months after the date on which section 90 of this Act comes into force.

**Cooperative Association Act transition –
director qualifications**

- 111 (1) In this section, “**association**” and “**director**” have the same meaning as in the *Cooperative Association Act*.
- (2) Section 79 (4) (b.1) of the *Cooperative Association Act*, as added by section 92 of this Act, does not apply in relation to an individual who is a director of an association, until the date that is 6 months after the date on which section 92 of this Act comes into force.

**Credit Union Incorporation Act transition –
director qualifications**

- 112 (1) In this section, “**credit union**” and “**director**” have the same meaning as in the *Credit Union Incorporation Act*.

- (2) Section 84.12 (1) (b.1) of the *Credit Union Incorporation Act*, as added by section 100 of this Act, does not apply in relation to an individual who is a director of a credit union, until the date that is 6 months after the date on which section 100 of this Act comes into force.

Land Title and Survey Authority Act transition – director qualifications

- 113** (1) In this section, “**Authority**” and “**director**” have the same meaning as in the *Land Title and Survey Authority Act*.
- (2) Section 9 (2) (g.1) of the *Land Title and Survey Authority Act*, as added by section 102 of this Act, does not apply in relation to an individual who is a director of the Authority, until the date that is 6 months after the date on which section 102 of this Act comes into force.

Safety Authority Act transition – director qualifications

- 114** Section 10 (2) (b.1) of the *Safety Authority Act*, as added by section 104 of this Act, does not apply in relation to an individual who is a director of the authority as defined in section 1 of the *Safety Authority Act*, until the date that is 6 months after the date on which section 104 of this Act comes into force.

Commencement

- 115** The provisions of this Act referred to in column 1 of the following table come into force as set out in column 2 of the table:

Item	Column 1 Provisions of Act	Column 2 Commencement
1	Anything not elsewhere covered by this table	The date of Royal Assent
2	Sections 2 and 3	By regulation of the Lieutenant Governor in Council
3	Sections 8 and 9	By regulation of the Lieutenant Governor in Council
4	Sections 12 to 16	By regulation of the Lieutenant Governor in Council
5	Section 18	By regulation of the Lieutenant Governor in Council
6	Section 20	By regulation of the Lieutenant Governor in Council
7	Sections 22 to 24	By regulation of the Lieutenant Governor in Council

Item	Column 1 Provisions of Act	Column 2 Commencement
8	Sections 28 to 45	By regulation of the Lieutenant Governor in Council
9	Sections 47 and 48	By regulation of the Lieutenant Governor in Council
10	Sections 50 to 53	By regulation of the Lieutenant Governor in Council
11	Sections 55 and 56	By regulation of the Lieutenant Governor in Council
12	Sections 58 and 59	By regulation of the Lieutenant Governor in Council
13	Sections 61 and 62	By regulation of the Lieutenant Governor in Council
14	Section 64	By regulation of the Lieutenant Governor in Council
15	Section 65	November 28, 2016
16	Sections 69 to 74	By regulation of the Lieutenant Governor in Council
17	Section 76	By regulation of the Lieutenant Governor in Council
18	Sections 78 and 79	By regulation of the Lieutenant Governor in Council
19	Section 81	By regulation of the Lieutenant Governor in Council
20	Section 83	By regulation of the Lieutenant Governor in Council
21	Sections 85 to 87	By regulation of the Lieutenant Governor in Council
22	Section 90	By regulation of the Lieutenant Governor in Council
23	Section 92	By regulation of the Lieutenant Governor in Council
24	Sections 94 and 95	By regulation of the Lieutenant Governor in Council
25	Section 97	By regulation of the Lieutenant Governor in Council

Item	Column 1 Provisions of Act	Column 2 Commencement
26	Section 100	By regulation of the Lieutenant Governor in Council
27	Section 102	By regulation of the Lieutenant Governor in Council
28	Sections 104 to 114	By regulation of the Lieutenant Governor in Council