

II.B.7 Division 2 — Society Records**Records to be kept**

- 20** (1) A society must keep the following records:
- (a) the society's certificate of incorporation;
 - (b) each certified copy, furnished to the society by the registrar, of the following records:
 - (i) the constitution of the society;
 - (ii) the bylaws of the society;
 - (iii) the statement of directors and registered office of the society;
 - (c) each confirmation, other certificate or certified copy of a record furnished to the society by the registrar, other than in response to a request;
 - (d) a copy of each order made in respect of the society by
 - (i) any court or tribunal, in Canada or elsewhere, or
 - (ii) a federal, provincial or municipal government body, agency or official, including the registrar;
 - (e) the society's register of directors, including contact information provided by each director;
 - (f) each written consent to act as director referred to in section 42 (4) (a) [*designation, election and appointment of directors*] and each written resignation of a director;
 - (g) a copy of each record described in section 56 (3) (c) [*disclosure of director's interest*] or 62 (3) (c) [*disclosure of senior manager's interest*] evidencing a disclosure by a director or senior manager;
 - (h) the society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member;
 - (i) the minutes of each general meeting, including the text of each resolution voted on at the meeting;
 - (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
 - (k) the financial statements of the society required under section 35 [*financial statements*] and the auditor's report, if any, on those financial statements.
- (2) In addition to the records described in subsection (1), a society must keep the following records:
- (a) the minutes of each meeting of directors, including
 - (i) a list of all of the directors at the meeting, and
 - (ii) the text of each resolution voted on at the meeting;
 - (b) a copy of each consent resolution of directors and a copy of each of the consents to that resolution;
 - (c) adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.

Old records need not be kept

- 21** For the purposes of this Act, a society is not required to keep a record under section 20 if

- (a) the record is no longer relevant to the activities or internal affairs of the society, and
- (b) 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

Location of records

- 22** (1) A society must ensure that the records it is required to keep under section 20 [*records to be kept*],
- (a) in the case of records that are not in electronic form, are kept at the society's registered office, and
 - (b) in the case of records that are in electronic form, are available for inspection at the society's registered office by means of a computer terminal or other electronic technology.
- (2) Despite subsection (1), the directors of a society may, by directors' resolution, specify a location in British Columbia, other than the society's registered office, at which the records, or specified records or classes of records, of the society may be kept or made available for inspection, in accordance with subsection (1), and, if the directors specify a location under this subsection, the records, specified records or classes of records may be kept or made available for inspection, as the case may be, at that location.
- (3) If, under subsection (2), the directors of a society specify a location, other than the society's registered office, at which records of the society may be kept or made available for inspection, the society must make available for inspection at its registered office a written notice
- (a) identifying the specified location, and
 - (b) listing the records or classes of records that are kept or made available for inspection, as the case may be, at that location.

Maintenance of records

- 23** (1) A society may keep a record it is required to keep under section 20 [*records to be kept*] in any form that allows the record to be inspected and copied in accordance with sections 24 [*inspection of records*] to 28 [*copies of financial statements*].
- (2) A society must take reasonable precautions in preparing and keeping the records it is required to keep under section 20 so as to
- (a) keep those records in a complete state,
 - (b) avoid loss or destruction of or damage to those records,
 - (c) avoid falsification of entries made in those records, and
 - (d) facilitate simple, reliable and prompt access to those records.

Inspection of records

- 24** (1) A member of a society may, without charge, inspect a record the society is required to keep under section 20 (1) [*records to be kept*].
- (2) A member of a society, without charge,
- (a) may inspect the portion of a record the society is required to keep under section 20
 - (2) (a) or (b) that evidences a disclosure, by a director or senior manager, described in section 56 (3) (a) or (b) [*disclosure of director's interest*] or 62 (3) (a) or (b) [*disclosure*

- of senior manager's interest], and*
- (b) may, unless the bylaws provide otherwise, inspect any other record the society is required to keep under section 20 (2).
- (3) A director of a society may, without charge, inspect a record the society is required to keep under section 20.
- (4) A person, other than a member or director, may, if and to the extent permitted by the bylaws, inspect a record a society is required to keep under section 20, other than the register of members.
- (5) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for an inspection referred to in subsection (4).
- (6) A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.

Inspection of register of members may be restricted

- 25** (1) The directors of a society may, by directors' resolution, restrict, as set out in subsection (2), the members' rights to inspect the society's register of members if the directors are of the opinion that the inspection would be harmful to the society or to the interests of one or more of its members.
- (2) Despite section 24 (1), if the members' rights to inspect a society's register of members are restricted under subsection (1) of this section, members may not inspect the register of members except in accordance with this section.
- (3) A member of a society whose right to inspect the society's register of members has been restricted under subsection (1) may apply in writing to the society to inspect the register of members.
- (4) An application under subsection (3) must include a statement of the applicant that
- (a) sets out the applicant's name, and
 - (b) states that the information obtained from the inspection of the register of members will not be used except as permitted under subsection (7).
- (5) A member who makes an application under this section may, without charge, inspect the register of members.
- (6) A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member may inspect the register of members under this section.
- (7) A person who has inspected the register of members under this section 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, must not use the information obtained from the inspection or the copy except in connection with
- (a) the requisitioning or calling of a general meeting under section 75 [*requisition of general meeting*],
 - (b) the submission of a proposal under section 81 [*members' proposals*],
 - (c) the calling of a general meeting under section 138 [*filling vacancy in office of liquidator*], or
 - (d) an effort to influence the voting of members.

Repealed

26 [Repealed 2021-24-6.]

Copies of records

- 27** (1) If a person who is entitled under section 24 [*inspection of records*] or 25 [*inspection of register of members may be restricted*] to inspect a record of a society requests a copy of the record and pays the fee, if any, charged under subsection (3) of this section for the copy, the society must provide the person with a copy of that record.
- (2) A society must provide a copy referred to in subsection (1) to the person seeking to obtain the copy by sending the copy to that person promptly, but in no case later than 14 days, after receipt of the request and payment of the fee, if any.
- (3) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for a copy provided under subsection (1).
- (4) Despite subsection (3),
- (a) a director of a society is entitled to receive, without charge, a copy of a record the society is required to keep under section 20 [*records to be kept*], and
 - (b) a member of a society is entitled to receive, without charge, one copy of
 - (i) the current constitution and bylaws of the society, and
 - (ii) the most recent financial statements, as defined in section 28 (1), of the society.

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.

Copies of financial statements

- 28** (1) In this section, "**financial statements**", in relation to a society, means the financial statements of the society required under section 35 [*financial statements*] and the auditor's report, if any, on those financial statements.
- (2) If a person, other than a person who is entitled under section 24 [*inspection of records*] to inspect the financial statements of a society, requests a copy of the financial statements and pays the fee, if any, charged under subsection (4) of this section for the copy, the society must provide the person with a copy of those financial statements.
- (3) A society must provide a copy referred to in subsection (2) to the person seeking to obtain the copy by sending the copy to that person promptly, but in no case later than 14 days, after receipt of the request and payment of the fee, if any.
- (4) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for a copy provided under subsection (2).

Division 3 — Distribution of Records

How record is sent

- 29** A record is sent by or to a person for the purposes of this Act if the record is sent as follows:

- (a) in the manner, if any, agreed to by the sender and the intended recipient;
- (b) in a manner specified in the bylaws, including, without limitation, by making the record available for pick-up at the society's registered office, if
 - (i) there is no agreement under paragraph (a), and
 - (ii) the record is being sent by one of the following to any of the following:
 - (A) the society;
 - (B) a member of the society;
 - (C) a director of the society;
 - (D) a senior manager of the society;
- (c) if there is no agreement under paragraph (a), and paragraph (b) does not apply, by any of the following methods:
 - (i) by mail to the intended recipient's most recent mailing address known to the sender;
 - (ii) by delivery to the intended recipient in accordance with section 30;
 - (iii) if the intended recipient has provided an email address or fax number for that purpose, by email or fax to that email address or fax number.

How record is delivered

- 30** A record is delivered to a person for the purposes of this Act if the record is delivered as follows:
- (a) by leaving the record with the person or an agent of the person;
 - (b) in respect of a record that is being delivered to a person other than an individual,
 - (i) if the record is being delivered to a society at the delivery address of the registered office of the society, by leaving the record in a mailbox or mail slot for that delivery address, or
 - (ii) in any other case, by leaving the record in a mailbox or mail slot for the address at which the person carries on activities or business.

When society receives record

- 31** A record is deemed to be received by a society for the purposes of this Act on the first to occur of the following:
- (a) the delivery of the record to a director or senior manager of the society;
 - (b) the beginning of the day on
 - (i) the 3rd day after the record is delivered to the delivery address of the registered office of the society,
 - (ii) the 5th day after the record is mailed to the mailing address of the registered office of the society,
 - and
 - (iii) if the society has provided an email address or fax number to which records may be sent to the society, the 3rd day after the record is emailed or faxed to that email address or fax number.

How record is served on society

- 32** Without limiting any other enactment, a record may be served on a society by
- (a) delivering the record to the delivery address, or mailing the record by registered mail to the mailing address, of the registered office of the society, or
 - (b) delivering the record to a director, senior manager, receiver, receiver manager or liquidator of the society.