

II.F.8 Change Bylaws Step 1: Section 11 of the Societies Act**Bylaws**

- 11** (1) A society must have bylaws that contain provisions respecting the internal affairs of the society, including provisions respecting the following:
- (a) membership in the society, including
 - (i) the admission of members and any rights and obligations arising from membership,
 - (ii) if there is more than one class of members, a description of each class and the rights and obligations that apply to each class, and
 - (iii) if members may cease to be in good standing, the conditions under which that may occur;
 - (b) the society's directors, including
 - (i) the manner in which directors must or may be elected or appointed, and
 - (ii) the expiry of directors' terms of office, if other than at the close of the next annual general meeting after a director's designation, election or appointment;
 - (c) general meetings, including
 - (i) the quorum for general meetings, if greater than 3 voting members,
 - (ii) whether proxy voting is permitted, and
 - (iii) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, the rules respecting how that voting is to occur;
 - (d) any restrictions on
 - (i) the activities that the society may carry on, or
 - (ii) the powers that the society may exercise.
- (2) Without limiting subsection (1), a society may, in its bylaws, adopt, with or without alteration, all or any of the set of provisions that are, by regulation, prescribed and designated as the "Model Bylaws".
- (3) A society must not have bylaws that contain a provision that is inconsistent with this Act, the regulations or any other enactment of British Columbia or Canada, and if a provision of the bylaws is inconsistent with this Act, the regulations or any other enactment of British Columbia or Canada, the provision has no effect.
- (4) If the bylaws of a society provide for a higher voting threshold than the threshold set out in the definition of "special resolution" in section 1 *[definitions]* to effect any action that, under this Act, requires authorization by special resolution, the provisions of the bylaws prevail if they
- (a) set out the higher voting threshold as a fraction or percentage of the votes cast or as a specific number of votes,
 - (b) establish the higher voting threshold by requiring a unanimous decision of all the voting members, or

- (c) set out a formula for calculating the higher voting threshold.
- (5) For certainty, an action referred to in subsection (4) includes altering all or part of one or more provisions of a society's constitution or bylaws.
- (6) Despite subsection (4), a society must not have a bylaw that provides for a higher voting threshold to remove a director from office under section 50 (1) (a) *[removal of directors]*.

Statement of directors and registered office

- 12** (1) A society must have a statement of directors and registered office that sets out
- (a) the full names and addresses of the directors of the society, and
 - (b) the delivery address and mailing address of the registered office of the society.
- (2) For the purposes of subsection (1) (a), the address of a director may be either of the following:
- (a) the director's residential address;
 - (b) another address at which the director can usually be served with records between the hours of 9 a.m. and 4 p.m., local time, from Monday to Friday, inclusive.