

22 April 2024

English only

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**Committee on the Peaceful  
Uses of Outer Space**  
Legal Subcommittee  
Sixty-third session  
Vienna, 15 April – 26 April 2024

**Request for observer status with the United Nations  
Committee on the Peaceful Uses of Outer Space: application of  
the Outer Space Institute (OSI)**

**Note by the Secretariat**

1. At its thirty-third session, in 1990, the Committee considered guidelines for granting observer status with the Committee to international intergovernmental and non-governmental organizations. The possible criteria suggested by the Outer Space Affairs Division to the Committee at that time were the following:

(a) As part of its programme, the organization should be concerned with matters falling within the competence of the Committee on the Peaceful Uses of Outer Space;

(b) The aims and purposes of the organization should be in conformity with the spirit, purposes and principles of the Charter of the United Nations;

(c) The organization should be a recognized international organization and should have an established headquarters, an executive officer, and a constitution, a copy of which is deposited with the Secretary-General of the United Nations. In the case of a non-governmental organization, it should be a non-profit organization.

2. Having considered the matter, the Committee at its thirty-third session, agreed, that in the future non-governmental organizations which request observer status with the Committee should have consultative status with the Economic and Social Council (ECOSOC) and should, as part of their programmes, be concerned with matters falling within the competence of the Committee.

3. At its fifty-third session, in 2010, the Committee agreed that observer status would be granted to non-governmental organizations on a provisional basis, for a period of three years, pending information on the status of their application for consultative status with the Economic and Social Council. The Committee also agreed that the provisional observer status could be extended for an additional year,



if necessary. The Committee further agreed that it would grant permanent observer status to such non-governmental organizations upon confirmation of their consultative status with the Council.

4. While the Committee's decision did not specifically include the elements referred to in 1 (c) above, it has been the practice of the committee, since its decision in 1990, to have before it the constitution or statutes of the organization or entity requesting observer status.

5. On 5 April 2024, the Office for Outer Space Affairs received an application for observer status with the Committee on the Peaceful Uses of Outer Space from OSI. The following related correspondence received from OSI is attached to this document:

- (a) Letter from OSI conveying the intention to become a permanent observer of the Committee;
  - (b) Certificate of Incorporation;
  - (c) OSI Constitution;
  - (d) Bylaws of OSI;
  - (e) List of OSI Fellows; and
  - (f) Canada, Province of British Columbia: Societies Act, SBC 2015, Chapter 18 (Part 1 and Part 2, full text of the Act is available at [Societies Act \(gov.bc.ca\)](https://www.gov.bc.ca)).
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5 April 2024

Ms. Aarti Holla-Maini  
Director  
United Nations Office for Outer Space Affairs (UNOOSA)  
Vienna International Centre  
Wagramerstrasse 5  
A-1220 Vienna  
AUSTRIA

**Re: Outer Space Institute - Application for Permanent Observer Status with COPUOS**

Dear Ms Holla-Maini,

On behalf of the Outer Space Institute (OSI), we are writing to formally apply for the status of Permanent Observer Organization of the United Nations Committee on the Peaceful Uses of Outer Space (COPUOS).

The Outer Space Institute is a global network of space experts united by their commitment to highly innovative, transdisciplinary research that addresses grand challenges facing the continued use and exploration of outer space. The institute is comprised of an international cadre of Fellows and Junior Fellows including physical scientists, social scientists, lawyers, engineers, industry leaders, and policy makers. The transdisciplinary approach enables the OSI to identify challenges, opportunities, and solutions that have been overlooked by other groups.

The OSI was founded in 2019 and is directed by two co-directors who are both Canada Research Chairs. The Institute currently is comprised of 29 Fellows and 14 Junior Fellows from three continents. The Institute is incorporated in British Columbia, Canada as the non-profit "Outer Space Institute Society".

Since its founding, the Institute has been active in developing new ideas and recommendations on a number of currently challenging issues relating to outer space safety and sustainability including reducing risks from uncontrolled reentries of rocket bodies and other space objects, kinetic anti-satellite testing, space resource utilization, dark and quiet skies, space debris, and other issues concerning the proliferation of large satellite constellations. These studies and recommendations have resulted in three international open letters that have received many hundreds of signatories, including Nobel Laureates, former foreign ministers and retired astronauts. In addition, the co-directors co-authored *Who Owns Outer Space? International Law, Astrophysics, and the Sustainable Development of Space* (Cambridge University Press, 2023). The book, published "open access" to be freely available around the world, was recently awarded a Certificate of Merit by the American Society of International Law.

We recognize the Committee on the Peaceful Uses of Outer Space to be the only current forum discussing and providing guidance on multilateral issues dealing with challenges in relation to the peaceful uses of outer space as the global utilization and expansion of this domain accelerates. As a Permanent Observer Organization, we hope to be able to assist the Committee with insights and suggestions based on the research and recommendations undertaken by the Institute through its projects and regular international workshops.



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As per the recommendations of the Committee, we attach the statutes of the Outer Space Institute Society (namely, the constitution, bylaws, and certificate of incorporation) along with a list of the Fellows and Junior Fellows.

More information about the Institute is available at its website: <https://outerspaceinstitute.ca/>.

Furthermore, we will begin engaging with the UN Economic and Social Council (ECOSOC) in order to obtain consultative status there.

We greatly appreciate your consideration of this application and would be pleased to provide any additional information that might be required.

Warm regards,

A handwritten signature in black ink, appearing to read 'Michael Byers', with a stylized flourish at the end.

Michael Byers  
Co-Director  
Outer Space Institute

A handwritten signature in black ink, appearing to read 'Aaron Boley', with a stylized flourish at the end.

Aaron Boley  
Co-Director  
Outer Space Institute





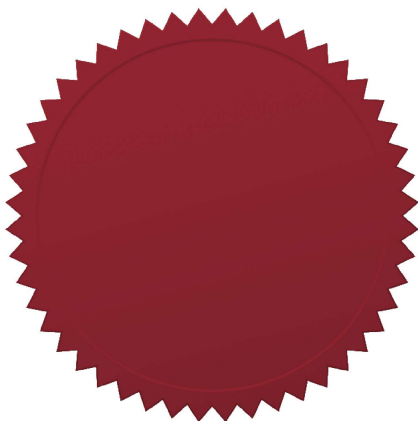
Number: S0077001

Societies Act  
**Certificate of Incorporation**

**OUTER SPACE INSTITUTE SOCIETY**

I Hereby Certify that ~

OUTER SPACE INSTITUTE SOCIETY was incorporated under the *Societies Act* on August 30, 2022 at 03:45 PM Pacific Time.



Issued under my hand at  
Victoria, British Columbia

A handwritten signature in black ink, appearing to read "T.K. Sparks", written in a cursive style.

T.K. SPARKS



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## **Outer Space Institute Society Constitution**

The purposes of the society are:

To support and advance scientific and technical knowledge related to human use of the space environment of the solar system by encouraging and facilitating related research, information exchange and policy discussion.

To provide public education on matters related to the human use of outer space, through lectures and workshops and through creation and dissemination of related print and electronic media, with an especial focus on young audiences.



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## **Bylaws of *OUTER SPACE INSTITUTE SOCIETY* (the “Society”)**

### **PART 1 – DEFINITIONS AND INTERPRETATION**

#### **Definitions**

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

#### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

#### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### **PART 2 – MEMBERS**

#### **Application for membership**

**2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

#### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

#### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, must be determined by the Board.

#### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.



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### **Member not in good standing may not vote**

**2.5** A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.6** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and, if applicable, place the Board determines.

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.



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### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

**3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and , if applicable, place, and if, at



the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,



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- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 3 and no more than 11 directors.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.



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### **Directors may fill casual vacancy on Board**

- 4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

- 5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

- 6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:





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- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

- 6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

- 6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
  - (b) taking minutes of general meetings and directors' meetings;
  - (c) keeping the records of the Society in accordance with the Act;
  - (d) conducting the correspondence of the Board;
  - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**



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**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

**7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Outer Space Institute Fellows**

Aaron Boley, Physics and Astronomy, UBC  
Michael Byers, Political Science, UBC  
Timiebi Aganaba, ASU, Future of Innovation in Society  
Adam Bower, University of St Andrews, School of International Relations  
Roohi Dalal, UBC Postdoctoral Fellow in Space Security and Sustainability  
Jeffery C. Chancellor, Louisiana State University, Physics & Astronomy  
Gerhard Drolshagen, Space Environment Studies, Carl von Ossietzky University of Oldenburg  
Mac Evans, Former President of the Canadian Space Agency  
Robin J. Frank, Former Associate General Counsel, NASA  
Steven Freeland, Western Sydney University, Professor Emeritus of International Law  
Brett Gladman, UBC Physics and Astronomy  
Alice Gorman, Flinders University, Archaeology  
Tanya Harrison, Earth and Planetary Institute of Canada  
Paul Hickson, UBC Physics and Astronomy  
Tara Ivanochko, UBC Earth, Ocean, and Atmospheric Sciences  
Moriba K. Jah, University of Texas, Austin, Aerospace Engineering  
Ram S. Jakhu, McGill University, Air and Space Law  
Catherine Johnson, UBC Earth, Ocean, and Atmospheric Sciences  
Phyllis Johnson, UBC Sociology  
David Kendall, Former Chair of the UN COPUOS  
Ellyne Kinney, Director, Technology Strategy at MDA  
Sam Lawler, University of Regina, Physics and Astronomy  
Margarita Marinova, Development and Systems Engineer, Planetary Scientist, National Academy of Sciences  
Paul Meyer, SFU. Former Canadian Ambassador on Disarmament  
M.V. Ramana, UBC Public Policy and Global Affairs  
Aaron Rosengren, University of California San Diego, Aerospace Engineering  
Sara Russel, Natural History Museum UK, Earth Sciences  
Janis Sarra, UBC Law  
Marie Lucy Stojak, HEC Montréal. Chair, Canadian Space Advisory Board  
Peter Suedfeld, UBC Psychology  
Jan Wörner, Former ESA Director General

## **Outer Space Institute Junior Fellows**

Deborah Ajayi  
Shahed Aljermashi  
Cameron Byers  
Andrew Falle  
Logan Fladeland  
Charlotte Hook  
Oleksandra (Sasha) Ostapenko  
Pauline Pic  
Haley Rice  
Giuliana Rotola  
Andrew Simon-Butler  
Sarah Thiele  
Ewan Wright  
Justin Yau

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# **SOCIETIES ACT**

## **CHAPTER 18**

*Assented to May 14, 2015*

### ***Contents***

#### **PART 1 – DEFINITIONS**

- 1 Definitions

#### **PART 2 – FUNDAMENTAL MATTERS IN RELATION TO SOCIETIES**

##### **Division 1 – Nature of Societies**

- 2 Purposes
- 3 No share capital
- 4 Restrictions on distributions
- 5 Liability of members
- 6 Capacity and powers of society
- 7 Restricted activities and powers
- 8 Persons may rely on authority of societies and directors, senior managers and agents

##### **Division 2 – Name and Governing Documents**

- 9 Name
- 10 Constitution
- 11 Bylaws
- 12 Statement of directors and registered office

##### **Division 3 – Incorporation of Societies**

- 13 Application for incorporation
- 14 Incorporation

##### **Division 4 – Alterations to Constitution and Bylaws**

- 15 Alterations to constitution
- 16 Effect of change of name
- 17 Alterations to bylaws

#### **PART 3 – REGISTERED OFFICE AND RECORDS**

##### **Division 1 – Registered Office**

- 18 Registered office
- 19 Change of registered office

##### **Division 2 – Society Records**

- 20 Records to be kept
- 21 Old records need not be kept
- 22 Location of records
- 23 Maintenance of records
- 24 Inspection of records
- 25 Inspection of register of members may be restricted

- 
- 26 Inspection of register of directors
  - 27 Copies of records
  - 28 Copies of financial statements

**Division 3 – Distribution of Records**

- 29 How record is sent
- 30 How record is delivered
- 31 When society receives record
- 32 How record is served on society

**PART 4 – FINANCE****Division 1 – Investment and Borrowing**

- 33 Investment of society's funds
- 34 Borrowing and issuance of securities

**Division 2 – Financial Statements**

- 35 Financial statements
- 36 Reporting on remuneration of directors, employees and contractors
- 37 Reporting on financial assistance
- 38 Issuance of financial statements
- 39 Copies of financial statements of subsidiary

**PART 5 – MANAGEMENT****Division 1 – Directors**

- 40 Number and residency of directors
- 41 Employment of directors
- 42 Designation, election and appointment of directors
- 43 Directors must be qualified
- 44 Persons qualified to be directors
- 45 Additional qualifications of directors
- 46 Remuneration and reimbursement of directors
- 47 Validity of acts of directors

**Division 2 – Changes Respecting Directors**

- 48 When director ceases to hold office
- 49 Resignation of directors
- 50 Removal of directors
- 51 Registry filings respecting directors

**Division 3 – Role of Directors**

- 52 Functions of directors
- 53 Duties of directors
- 54 Proceedings of directors
- 55 Application of this Act to persons performing functions of director

**Division 4 – Directors' Conflicts of Interest**

- 56 Disclosure of director's interest
- 57 Accountability
- 58 Validity of contracts

**Division 5 – Directors' Liability**

- 59 Directors' liability for money or other property distributed
- 60 Limitations on liability

---

**Division 6 – Senior Managers**

- 61 Senior managers
- 62 Disclosure of senior manager's interest

**Division 7 – Indemnification of Directors and Senior Managers and Payment of Expenses**

- 63 Definitions
- 64 Indemnification and payment of expenses
- 65 Indemnification or payment prohibited
- 66 Insurance

**PART 6 – MEMBERS AND GENERAL MEETINGS****Division 1 – Membership**

- 67 Membership
- 68 Classes of membership
- 69 Termination of membership
- 70 Discipline and expulsion of member

**Division 2 – General Meetings and Annual Reports**

- 71 Annual general meetings
- 72 Deemed annual general meeting
- 73 Society must file annual report
- 74 Other general meetings
- 75 Requisition of general meeting
- 76 Location of general meeting
- 77 Notice of general meeting
- 78 Notice of special resolutions
- 79 Waiver of notice
- 80 Powers of court respecting general meetings
- 81 Members' proposals
- 82 Quorum
- 83 Participation in general meeting by telephone or other communications medium

**Division 3 – Voting**

- 84 Right to vote
- 85 Proxies

**PART 7 – CORPORATE REORGANIZATIONS****Division 1 – Amalgamation**

- 86 Definitions
- 87 Application for amalgamation
- 88 Prerequisites to filing amalgamation application
- 89 Amalgamation
- 90 Effect of amalgamation
- 91 Restrictions on amalgamation

**Division 2 – Disposal of Society's Undertaking**

- 92 Disposal of undertaking

**Division 3 – Continuation and Conversion**

- 93 Definition of "special Act non-share corporation"
- 94 Application for continuation into British Columbia
- 95 Application for conversion of special Act non-share corporation

- 
- 96 Continuation or conversion
  - 97 Effect of continuation or conversion
  - 98 No continuation out of British Columbia

**Division 4 – Arrangements**

- 99 Arrangement may be proposed
- 100 Powers of court respecting arrangements
- 101 Registry filings respecting arrangements

**PART 8 – REMEDIES****Division 1 – Court Proceedings**

- 102 Complaints by members
- 103 Derivative actions
- 104 Compliance or restraining orders
- 105 Court may remedy irregularities
- 106 Relief in legal proceedings

**Division 2 – Proceedings Respecting Records**

- 107 Registrar or court may order access or copies
- 108 Applications to court to correct records
- 109 Missing records

**PART 9 – AUDIT**

- 110 Application of Part
- 111 Appointment of auditor
- 112 Persons qualified to act as auditor
- 113 Independence of auditor
- 114 Capacity to act as auditor
- 115 Removal of auditor during term
- 116 Examination and access
- 117 Auditor's report
- 118 Right of auditor to attend general meeting
- 119 Member may require auditor to attend general meeting
- 120 Auditor must answer questions if present at general meeting
- 121 Amendment of financial statements and auditor's report
- 122 Qualified privilege in defamation proceedings

**PART 10 – LIQUIDATION, DISSOLUTION AND RESTORATION****Division 1 – General Rules Respecting Liquidation and Dissolution**

- 123 Liquidation and dissolution
- 124 Distribution of property before dissolution or on liquidation
- 125 Stay of proceedings on insolvency

**Division 2 – Voluntary Dissolution without Liquidation**

- 126 Dissolution by request

**Division 3 – Voluntary Liquidation**

- 127 Voluntary liquidation
- 128 Appointment of liquidator in voluntary liquidation
- 129 Commencement of voluntary liquidation

---

**Division 4 – Court-Ordered Liquidation and Dissolution**

- 130 Court-ordered liquidation and dissolution
- 131 Appointment of liquidator in court-ordered liquidation
- 132 Commencement of court-ordered liquidation and dissolution

**Division 5 – Qualifications, Appointment and Removal of Liquidators**

- 133 Qualifications of liquidator
- 134 Validity of acts of liquidator
- 135 Filing and publication of notice of appointment
- 136 Removal of liquidator in voluntary liquidation
- 137 Liquidator ceasing to act must file notice
- 138 Filling vacancy in office of liquidator

**Division 6 – Conduct of Liquidation**

- 139 Definition of “commencement of liquidation”
- 140 Effect of resolution or order for liquidation
- 141 Meeting of creditors
- 142 Creditor must commence action on claim
- 143 Duties of liquidator
- 144 Powers of liquidator
- 145 Unclaimed or undistributed property
- 146 Limitations on liability
- 147 Duty to assist liquidator

**Division 7 – Powers of Court**

- 148 Powers of court respecting liquidation

**Division 8 – Dissolution of Society**

- 149 Final meeting and dissolution
- 150 Dissolution on completion of liquidation

**Division 9 – After Dissolution**

- 151 Discharge of liquidator by court order
- 152 Retention of society’s records by liquidator
- 153 Registrar’s duties after dissolution

**Division 10 – Effect of Dissolution**

- 154 Effect of dissolution
- 155 Dissolved societies deemed to continue for litigation purposes
- 156 Liability of persons who receive distributions
- 157 Liabilities survive

**Division 11 – Restoration of Dissolved Society**

- 158 Definition of “applicant” and application of Division to society dissolved under former Act
- 159 Prerequisites to application for restoration by registrar or court
- 160 Application to registrar for restoration
- 161 Restoration by registrar
- 162 Application to court for restoration
- 163 Filing of restoration application with registrar in court-ordered restoration
- 164 Effect of restoration
- 165 Corporate property to be returned to restored society
- 166 Registrar’s duties after restoration



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**PART 11 – EXTRAPROVINCIAL NON-SHARE CORPORATIONS****Division 1 – Definitions and Interpretation**

- 167 Definitions
- 168 When extraprovincial non-share corporation deemed to carry on activities in British Columbia

**Division 2 – Registration**

- 169 Extraprovincial non-share corporations must register
- 170 Attorneys
- 171 Assumed name
- 172 Procedure for registration
- 173 Registration
- 174 Registrar may order change of name
- 175 Effect of registration
- 176 Service of records on registered extraprovincial non-share corporation

**Division 3 – Registry Filings**

- 177 Registered extraprovincial non-share corporation must file annual report
- 178 Registered extraprovincial non-share corporation must notify registrar of changes
- 179 Cancellation or change of assumed name

**Division 4 – Cancellation of Registration**

- 180 Cancellation of registration by registrar
- 181 Cancellation of registration of inactive or defunct extraprovincial non-share corporation
- 182 Cancellation of registration by Lieutenant Governor in Council
- 183 Effect of cancellation of registration
- 184 Publication of notice of cancellation

**Division 5 – Reinstatement of Registration**

- 185 Definition of “applicant”
- 186 Application for reinstatement of registration
- 187 Reinstatement
- 188 Effect of reinstatement
- 189 Registrar’s duties after reinstatement

**PART 12 – SPECIAL SOCIETIES****Division 1 – Member-Funded Societies**

- 190 Definitions
- 191 Statement in constitution that member-funded society exists primarily for members
- 192 Ceasing to be member-funded society
- 193 Altering constitution to become member-funded society
- 194 Other restrictions on becoming member-funded society
- 195 Access to financial statements of member-funded society
- 196 Reporting on remuneration for member-funded society
- 197 Directors of member-funded society
- 198 Member-funded society may convert to company
- 199 Distribution of property before dissolution or on liquidation of member-funded society
- 200 Effect of dissolution of member-funded society on joint tenancy

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**Division 2 – Occupational Title Societies**

- 201 Definitions and interpretation
- 202 Applications for registration by pre-existing occupational title societies
- 203 Publication of names of registered occupational title societies
- 204 Effect of registration
- 205 Injunction
- 206 Bylaw alterations
- 207 Cancellation by registrar
- 208 Effect of restoration of dissolved occupational title society

**PART 13 – GENERAL****Division 1 – Administration**

- 209 Filing of records
- 210 Furnishing of records by registrar
- 211 Publication
- 212 Fees payable to registrar

**Division 2 – Government Powers of Investigation and Dissolution**

- 213 Investigation of society
- 214 Involuntary dissolution by registrar
- 215 Dissolution by Lieutenant Governor in Council
- 216 Application of Part 10

**Division 3 – Application of *Business Corporations Act***

- 217 References in applicable provisions of *Business Corporations Act* and regulations
- 218 Pre-incorporation contracts
- 219 Trust indentures, debentures, receivers and receiver managers

**PART 14 – OFFENCES AND FINES**

- 220 *Offence Act*
- 221 General offences
- 222 Offences respecting records
- 223 Misleading statements an offence
- 224 Offences respecting unregistered extraprovincial non-share corporations
- 225 Fines
- 226 Additional liabilities
- 227 Limitation period

**PART 15 – REGULATIONS**

- 228 General regulation-making authority
- 229 Regulations applying *Business Corporations Act* and regulations
- 230 Other regulations

**PART 16 – TRANSITIONAL PROVISIONS****Division 1 – Definitions**

- 231 Definitions

**Division 2 – Application of Act to Pre-Existing Societies**

- 232 References to members, senior managers and filings
- 233 Application of provisions to directors and senior managers of pre-existing societies

Section 1

---

234 General meetings and voting respecting pre-existing societies

235 First financial statements of pre-existing society

**Division 3 – Pre-Transition Societies**

236 Constitution, bylaws and amalgamation of pre-transition society

237 Pre-existing reporting societies before transition

238 Pre-transition society may not be member-funded society

239 Filings respecting directors and registered office of pre-transition society

**Division 4 – Transition of Pre-Existing Societies**

240 Pre-existing society must file transition application

241 Other alterations to bylaws of pre-existing society on transition

**Division 5 – Transition of Special Societies**

242 Transition of pre-existing society wishing to become member-funded society

243 Transition of pre-existing registered occupational title societies

244 Transition of restored society

**Division 6 – Special Societies with Unalterable Provisions**

245 Consent required for alterations to unalterable provisions in bylaws of government-related pre-existing societies

**Division 7 – Extraprovincial Non-Share Corporations**

246 Definition of “previously registered extraprovincial society”

247 Registration requirements

248 Attorney of previously registered extraprovincial society

249 References to filings

**Division 8 – Regulations**

250 Regulations establishing reporting society provisions

251 Transitional regulations

**PART 17 – REPEAL AND CONSEQUENTIAL AND RELATED AMENDMENTS**

252 Repeal of former Act

253 – 364 Consequential and Related Amendments

365 Amendment to this Act

366 Commencement

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

**PART 1 – DEFINITIONS**

**Definitions**

**1** In this Act:

“alter” includes create, add to, vary and delete;

“auditor’s report”, in relation to financial statements of a society required under section 35 [*financial statements*], means the auditor’s report prepared under section 117 [*auditor’s report*] on those financial statements;

“bylaws” means the bylaws described in section 11 [*bylaws*];

**“consent resolution of directors”** means a directors’ resolution passed in accordance with section 54 (2) [*proceedings of directors*];

**“constitution”** means the constitution described in section 10 [*constitution*];

**“court”** means the Supreme Court of British Columbia;

**“deliver”** means deliver in accordance with section 30 [*how record is delivered*];

**“delivery address”**, in relation to the registered office of a society, means the delivery address of the registered office set out in the statement of directors and registered office of the society;

**“director”**, in relation to a society, means an individual who has been designated, elected or appointed, as the case may be, in accordance with section 42 [*designation, election and appointment of directors*], as a member of the board of directors of the society, regardless of the title by which the individual is called;

**“extraprovincial non-share corporation”** means a corporation, without share capital, that is incorporated, amalgamated, continued or otherwise formed by or under the laws of a jurisdiction other than British Columbia;

**“file”**, in relation to a record that must or may be filed with the registrar, means file the record in accordance with section 209 (1) [*filing of records*];

**“former Act”** means the *Society Act*, R.S.B.C. 1996, c. 433;

**“furnish”**, in relation to a record that must or may be furnished by the registrar, means furnish the record in accordance with section 210 [*furnishing of records by registrar*];

**“general meeting”** means a general meeting of the members of a society;

**“home jurisdiction”**, in relation to an extraprovincial non-share corporation, means the jurisdiction in which the extraprovincial non-share corporation is incorporated, amalgamated, continued or otherwise formed;

**“legal proceeding”** includes a civil, criminal, quasi-criminal, administrative or regulatory proceeding;

**“mailing address”**, in relation to the registered office of a society, means the mailing address of the registered office set out in the statement of directors and registered office of the society;

**“member”**, in relation to a society, means

- (a) an applicant for the incorporation of the society who remains a member of the society, and
- (b) a person who becomes, in accordance with the bylaws, a member of the society and who remains a member of the society;

**“ordinary resolution”** means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy;

(b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

(c) 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, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

**“pre-existing society”** means a corporation that, immediately before the coming into force of this section, was a society under the former Act;

**“property”** includes rights and interests;

**“publish”**, in relation to notice that must or may be published by the registrar, means publish notice in accordance with section 211 [*publication*];

**“qualified recipient”** means

(a) a society, other than a member-funded society as defined in section 190 [*definitions*],

(b) a community service cooperative as defined in section 1 (1) [*definitions and interpretation*] of the *Cooperative Association Act*,

(c) a registered charity as defined in section 248 (1) of the *Income Tax Act* (Canada) or another qualified donee as defined in section 149.1 (1) of that Act,

(d) trustees on trust for a charitable purpose, or

(e) a person or other entity that is included in this definition by regulation;

**“register of societies”** means the register of societies and extraprovincial non-share corporations maintained by the registrar;

**“registrar”** means the individual appointed as the Registrar of Companies under section 400 [*appointment of registrar and staff*] of the *Business Corporations Act*;

**“send”** means send in accordance with section 29 [*how record is sent*];

**“senior manager”**, in relation to a society, means an individual appointed by the directors of the society under section 61 (1) [*senior managers*];

**“society”** means

(a) a society that is incorporated, amalgamated, continued or converted under this Act, or

(b) a pre-existing society;

**“special resolution”** means any of the following:

(a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;

(b) a resolution consented to in writing by all of the voting members;

(c) 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, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;

**“spouse”** means a person who

- (a) is married to another person, or
- (b) is living with another person in a marriage-like relationship;

**“statement of directors and registered office”** means the statement of directors and registered office described in section 12 [*statement of directors and registered office*];

**“subsidiary”**, in relation to a society, means a corporation that is controlled by the society, and, for the purposes of this definition, a corporation is controlled by a society if the votes carried by the shares or memberships in the corporation that are held directly or indirectly by the society are sufficient, if exercised, to elect or appoint a majority of the members of the board of directors or other governing body of the corporation;

**“voting member”** means a member of a society who has the right to vote under section 84 (1) [*right to vote*].

## **PART 2 – FUNDAMENTAL MATTERS IN RELATION TO SOCIETIES**

### **Division 1 – Nature of Societies**

#### **Purposes**

- 2** (1) Subject to subsection (2), a society may be formed under this Act for one or more lawful purposes, including, without limitation, agricultural, artistic, benevolent, charitable, educational, environmental, patriotic, philanthropic, political, professional, recreational, religious, scientific, social or sporting purposes.
- (2) A society must not have, as one of its purposes, the carrying on of a business for profit or gain, but carrying on a business to advance or support the purposes of a society is not prohibited by this subsection.
- (3) The registrar may, in writing and giving reasons, order a society to alter its purposes if the registrar considers one or more of those purposes to be contrary to this Act or otherwise unlawful.

#### **No share capital**

- 3** A society must not have capital divided into shares.

#### **Restrictions on distributions**

- 4** A society must not distribute any of its money or other property other than
  - (a) for full and valuable consideration,
  - (b) in furtherance of the purposes of the society,
  - (c) to a qualified recipient,

- (d) for a distribution required or authorized by this Act, including, without limitation, a distribution made in accordance with this Act on the society's dissolution, or liquidation and dissolution, or for a distribution otherwise required by law, or
- (e) for a distribution that is
  - (i) of a type authorized by the regulations, and
  - (ii) made in accordance with the regulations.

**Liability of members**

- 5** A member of a society is not, in that capacity, liable for a debt or other liability of the society.

**Capacity and powers of society**

- 6** A society has the capacity, rights, powers and privileges of an individual of full capacity.

**Restricted activities and powers**

- 7** (1) A society must not
- (a) carry on any activity or exercise any power that the society is restricted by its bylaws from carrying on or exercising or that is contrary to its purposes, or
  - (b) exercise any of the society's powers in a manner inconsistent with those restrictions or purposes.
- (2) An act of a society, including a transfer of property to or by the society, is not invalid merely because the act is contrary to subsection (1).

**Persons may rely on authority of societies and directors, senior managers and agents**

- 8** (1) Subject to subsection (2), a society may not assert against a person dealing with the society that
- (a) the bylaws of the society have not been complied with,
  - (b) the individuals who are shown as directors in the register of societies are not the directors of the society,
  - (c) a person held out by the society as a director, senior manager or agent
    - (i) is not, in fact, a director, senior manager or agent, as the case may be, of the society,
    - (ii) has no authority to exercise the powers and perform the duties that are customary in the activities of the society or usual for such director, senior manager or agent, or
    - (iii) has acted contrary to a limitation or restriction on the person's powers or functions,

- (d) a record issued by a director, senior manager or agent of the society who has actual or usual authority to issue the record is not valid or genuine, or
  - (e) a record the society is required to keep under section 20 [*records to be kept*] is not accurate or complete.
- (2) Subsection (1) does not apply in respect of a person who has knowledge, or, by virtue of the person's relationship to the society, ought to have knowledge, of a situation described in paragraphs (a) to (e) of that subsection.

### **Division 2 – Name and Governing Documents**

#### **Name**

- 9**
- (1) To reserve a name for the purposes of this Act, a person must apply to the registrar.
  - (2) After receiving an application to reserve a name under subsection (1), the registrar may reserve the name for a period of 56 days from the date of reservation or for any longer period the registrar considers appropriate.
  - (3) The registrar may, on request, extend a reservation of a name for the period the registrar considers appropriate.
  - (4) The registrar
    - (a) may not reserve a name under this section unless the name complies with the requirements, if any, prescribed by regulation, and
    - (b) may refuse to reserve a name under this section if the registrar, for good and valid reasons, disapproves of the name.
  - (5) The registrar may, in writing and giving reasons, order a society to change its name if
    - (a) the name of the society is contrary to the requirements, if any, prescribed by regulation, or
    - (b) the registrar, for good and valid reasons, disapproves of the name.
  - (6) If a society has a seal, the society must have its name in legible characters on the seal.

#### **Constitution**

- 10**
- (1) A society must have a constitution that sets out
    - (a) the name of the society, and
    - (b) the purposes of the society.
  - (2) A society must not have a constitution that contains provisions in addition to the name and purposes of the society.



**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 except that 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.

**Division 3 – Incorporation of Societies****Application for incorporation**

- 13** One or more persons may incorporate a society by filing with the registrar an incorporation application that
- (a) sets out the name reserved under section 9 [*name*] for the society and the reservation number given for that name,
  - (b) contains
    - (i) a constitution,
    - (ii) bylaws, and
    - (iii) a statement of directors and registered office, and
  - (c) sets out the full name and contact information of each of the applicants for incorporation.

**Incorporation**

- 14** (1) A society is incorporated when the incorporation application is filed with the registrar under section 13.
- (2) After a society is incorporated under subsection (1), the registrar must
- (a) issue a certificate of incorporation in which is recorded
    - (i) the name and incorporation number of the society, and
    - (ii) the date and time of the incorporation,
  - (b) furnish to the society
    - (i) the certificate of incorporation, and
    - (ii) a certified copy of the following records contained in the incorporation application filed with the registrar under section 13:
      - (A) the constitution of the society;
      - (B) the bylaws of the society;

- (C) the statement of directors and registered office of the society;
  - (D) the portion of the incorporation application that sets out the full names and contact information of the applicants for incorporation, and
- (c) publish notice of the society's incorporation.
- (3) Whether or not the requirements precedent and incidental to incorporation have been complied with, a notation in the register of societies that a society has been incorporated is conclusive evidence for the purposes of this Act and for all other purposes that the society has been duly incorporated with the name, and on the date and time, shown in the register of societies.

### **Division 4 – Alterations to Constitution and Bylaws**

#### **Alterations to constitution**

- 15** (1) A society may, by filing with the registrar a constitution alteration application, alter its constitution to
- (a) change its name, or
  - (b) alter its purposes.
- (2) A society must not submit a constitution alteration application to the registrar for filing unless
- (a) the alteration proposed by the application has been authorized by special resolution, and
  - (b) in the case of a change of the society's name, the new name is reserved under section 9 [name].
- (3) An alteration proposed in a constitution alteration application takes effect when the constitution alteration application is filed with the registrar.
- (4) After a society alters its constitution under this section, the registrar
- (a) must furnish to the society a certified copy of the altered constitution, and
  - (b) must, if the alteration changes the name of the society,
    - (i) issue a certificate of change of name that sets out the particulars of the change of name,
    - (ii) furnish to the society the certificate of change of name, and
    - (iii) publish notice of the change of name.
- (5) Despite subsection (2) (a), authorization by special resolution is not required in respect of an alteration to a society's constitution if the registrar has ordered the alteration under section 2 (3) [purposes] or 9 (5) [name].

#### **Effect of change of name**

- 16** A change of the name of a society does not affect any of its rights or obligations, or render defective any legal proceedings by or against it, and any legal proceedings that

may have been continued or commenced by or against the society under its former name may be continued or commenced by or against it under its new name.

**Alterations to bylaws**

- 17** (1) A society may alter its bylaws by filing with the registrar a bylaw alteration application.
- (2) A society must not submit a bylaw alteration application to the registrar for filing unless the alteration proposed by the application has been authorized by special resolution.
- (3) An alteration proposed in a bylaw alteration application takes effect when the bylaw alteration application is filed with the registrar.
- (4) After a society alters its bylaws under this section, the registrar must furnish to the society a certified copy of the altered bylaws.
- (5) Even if the bylaws of a society identify a provision of the bylaws as being unalterable, the society may alter the provision in accordance with this Act.

**PART 3 – REGISTERED OFFICE AND RECORDS****Division 1 – Registered Office****Registered office**

- 18** A society must maintain a registered office in British Columbia.

**Change of registered office**

- 19** (1) A society may change one or both of the delivery address and mailing address of its registered office by
- (a) filing with the registrar a notice of change of address of registered office, or
  - (b) including the change of address in an annual report filed with the registrar under section 73 [*society must file annual report*].
- (2) A change of address of registered office takes effect on the day after the record referred to in subsection (1) (a) or (b), as the case may be, is filed with the registrar.
- (3) After a society changes an address of its registered office under this section, the registrar must
- (a) alter the society's statement of directors and registered office to reflect the change, and
  - (b) furnish to the society a certified copy of the altered statement of directors and registered office.