



Civil Resolution Tribunal

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Type: Societies and Cooperatives

Civil Resolution Tribunal

Indexed as: *Wright v. Back Country Horsemen Society of British Columbia*, 2022
BCCRT 334

B E T W E E N :

JAMES WRIGHT

APPLICANT

A N D :

BACK COUNTRY HORSEMEN SOCIETY OF BRITISH COLUMBIA

RESPONDENT

REASONS FOR DECISION

Tribunal Member:

David Jiang

INTRODUCTION

1. This dispute is about disclosure of records. The applicant, James Wright, says the respondent society, Back Country Horsemen Society of British Columbia (BCHSBC), breached its obligation to provide the requested records under the *Societies Act* (SA). He seeks orders for the disclosure of records discussed below. He also says

BCHSBC's breach caused him to lose \$100,000 as revenue, and he claims payment for this amount.

2. The BCHSBC disagrees. It says Mr. Wright provided a list of documents he still required in early August 2021 after this dispute began. BCHSBC says it disclosed the listed documents that exist. It denies that Mr. Wright suffered any loss.
3. Mr. Wright represents himself. A lawyer, Alicia Catalano, represents BCHSBC.
4. For the reasons that follow, I dismiss Mr. Wright's claims.

JURISDICTION AND PROCEDURE

5. These are the formal written reasons of the Civil Resolution Tribunal (CRT). The CRT has jurisdiction over certain cooperative association claims under section 125 of the *Civil Resolution Tribunal Act* (CRTA). CRTA section 2 says the CRT's mandate is to provide dispute resolution services accessibly, quickly, economically, informally, and flexibly. In resolving disputes, the CRT must apply principles of law and fairness, and recognize any relationships between the dispute's parties that will likely continue after the CRT process has ended.
6. CRTA section 39 says the CRT has discretion to decide the format of the hearing, including by writing, telephone, videoconferencing, email, or a combination of these. Here, I find that I am properly able to assess and weigh the documentary evidence and submissions before me. Further, bearing in mind the CRT's mandate that includes proportionality and a speedy resolution of disputes, I find that an oral hearing is not necessary in the interests of justice and fairness.
7. CRTA section 42 says the CRT may accept as evidence information that it considers relevant, necessary and appropriate, even where the information would not be admissible in court. The CRT may also ask questions of the parties and witnesses and inform itself in any other way it considers appropriate.

8. Under CRTA section 127, in resolving this dispute the CRT may order a party to do or stop doing something, order a party to pay money, or order any other terms or conditions the CRT considers appropriate.

The CRT's July 26, 2021 Preliminary Decision and BCHSBC's Late Evidence

9. In a July 26, 2021 preliminary decision, the CRT refused to resolve all of Mr. Wright's claims except those relating to copies of records. To reflect this, the Dispute Notice was amended on September 17, 2021 to remove all other claims. I agree with the reasoning in the preliminary decision. For brevity I do not repeat it here.
10. On July 27, 2021, BCHSBC asked Mr. Wright to clarify what records he still wanted. Mr. Wright provided a written list in early or mid August 2021. I find Mr. Wright clarified his remaining claims through this list. Further, as both parties worked with it to resolve this dispute, I will refer to it below. BCHSBC responded in writing on August 23 and provided further documents on September 10, 2021. On November 1, 2021, Mr. Wright provided submissions as part of the CRT's dispute resolution process. Mr. Wright was still dissatisfied with BCHSBC's disclosure.
11. With that background in mind, I now turn to the late evidence. In response to Mr. Wright's submissions, BCHSBC wrote a November 17, 2021 email to Mr. Wright attaching 6 documents: 1) the April 18, 2020 directors' meeting minutes, 2) the October 17, 2020 directors' meeting minutes, 3) the January 20, 2021 directors' meeting minutes, 4) the 2020 BCHSBC bylaw alteration application, 5) the 2020 BCHSBC annual report, and 6) the BCHSBC statement of directors and registered office.
12. I find the email and 6 attached documents are both relevant and helpful to determining what is still in dispute. Further, Mr. Wright addressed whether the provided documents were sufficient in his reply arguments. Consistent with the CRT's mandate that includes flexibility, I find there is no actual prejudice to the parties in allowing BCHSBC's late evidence and I consider it below.

ISSUES

13. The issues in this dispute are as follows:

- a. Must BCHSBC provide further records to Mr. Wright?
- b. Must BCHSBC pay \$100,000 for lost revenue?

BACKGROUND, EVIDENCE AND ANALYSIS

14. In a civil claim like this one, the applicant Mr. Wright must prove his claims on a balance of probabilities. This means more likely than not. I have read all the parties' evidence and submissions, but below I only refer to what is necessary to explain my decision.
15. As noted above, the BCHSBC is a society incorporated under the SA. Mr. Wright is a member. The parties' correspondence from February to April 2020 shows the following. Mr. Wright asked the BCHSBC's executive to examine its finances for the previous 5 years. BCHSBC advised that it found no evidence of impropriety, such as fraud or theft. Mr. Wright remained dissatisfied with BCHSBC's answers and their relationship rapidly deteriorated. I need not go into details as they relate to claims that the CRT has refused to resolve.
16. Mr. Wright broadly requested documents in the Dispute Notice. However, he narrowed his requests in the August 2021 list. So, I will consider the list to determine whether Mr. Wright's claims have been satisfied.
17. Section 20(1) of the SA says a society must keep records including a register of directors, a register of members, and minutes of members' meetings. SA section 24(1) says a member may inspect all records listed in section 20(1). It is undisputed that Mr. Wright is a member of the BCHSBC.
18. As noted earlier, Mr. Wright had the opportunity to comment on whether BCHSBC's further disclosure fulfilled the August 2021 list. I found much of Mr. Wright's submissions were about how BCHSBC's response proved different allegations that

are not properly before me. He says some of the provided documents were photoshopped or otherwise falsified, which I do not find proven by evidence. He also says BCHSBC's submission that many of the requested documents do not exist shows it acted criminally and without authorization. I make no findings on this as these claims are not properly before me and outside my jurisdiction.

19. I now turn to Mr. Wright's August 2021 list. Given its length I have broken it up into the sections below.

The Directors' Meeting Minutes about Correspondence from February 2020 to January 2021

20. Mr. Wright requested directors meeting minutes about BCHSBC's letters to him, dated February 4, 13, 15, 15 again, March 4, March 11, and April 19, 2020, and January 27, 2021. I briefly referred to some of this correspondence above as the February to April 2020 correspondence. From my review I find these letters are about 1) BCHSBC's response to Mr. Wright's allegations of financial impropriety, 2) BCHSBC's decision to retain Mr. Wright as a member at large and not expel him, 3) allegations that Mr. Wright is defaming BCHSBC's executive and/or members, 4) a motion to restrict Mr. Wright from inspecting the register of members, and 5) an unreturned brush cutter.
21. In response to this request, BCHSBC provided the board of directors' meeting minutes for April 18 and October 17, 2020 and January 20, 2021. In addition to that, BCHSBC previously provided directors' meeting minutes for October 19 and 20, 2019 and April 13, 2020 in a June 22, 2020 email to Mr. Wright. There is no indication of other directors' meetings in February or March 2020. So, I find these documents fulfill Mr. Wright's request given their content and closeness in time to the correspondence noted above.
22. Given this, I decline to order disclosure of further records.

The Directors' Meeting Minutes about an Accountant or Bookkeeper for a Reconciliation

23. Mr. Wright requested directors' meeting minutes about hiring an accountant in August 2019 and the data used to complete an assessment, and the hiring of a bookkeeper in December 2020.
24. I accept BCHSBC's submission that it erroneously said it had hired an accountant in an August 6, 2019 email to Mr. Wright. The remaining evidence is consistent with this submission. So, I find BCHSBC never hired an accountant and make no orders about this.
25. BCHSBC acknowledges it hired a bookkeeper to review and reconcile the expenses of the North Cariboo chapter but says the minutes for this decision do not exist. I find this is likely the case as the board of directors' meeting minutes before me, mentioned above, do not mention BCHSBC hiring a bookkeeper or an accountant. Mr. Wright also requested the bookkeeper's contact information. As this is not a record that must be kept under SA section 20, I decline to order disclosure of it.

Alleged Bylaw Changes and The Directors' Meeting Minutes about Other Alleged Bylaw Changes

26. Mr. Wright requested directors' meeting minutes that changed the BCHSBC's bylaws and "authorized the existence" of the "Provincial Executive" and allowed BCHSBC's president to "conduct the correspondence" for BCHSBC. He also requested a copy of bylaw changes that allowed a person to "be told to file with the registrar with correct information and refuse to provide requested information on behalf of the society" when that person is not a director or secretary.
27. BCHSBC says these documents do not exist. I find this is likely the case as a copy of the bylaws and the 2020 bylaw alteration application do not mention such changes. So, I decline to order disclosure of such records.
28. Mr. Wright also requested a certified copy of the approval of the Registrar of Companies for the changes to BCHSBC's bylaws made at the May 30, 2020 annual

general meeting. In this dispute, BCHSBC provided its 2020 bylaw alteration application, annual report, statement of directors and registered office, and its bylaws. The bylaw alteration application shows it was filed on June 22, 2020 with the Registrar of Companies. It has a copy of the complete bylaws attached. Given this, I find this request has been met by these records.

Other Documents that BCHSBC Says Do Not Exist

29. Mr. Wright also requested the following documents, which BCHSBC says do not exist:

- a. each independent chapter's consents to being represented in the March 4, 2020 letter as the "membership",
- b. the letter from the Horse Council BC authorizing the lawyer writing the March 4, 2020 letter to represent it,
- c. the document which allowed a serving director to conduct an audit of the BCHSBC North Cariboo chapter,
- d. documents referred to in the September 2019 meeting minutes that prove the BCHSBC North Cariboo chapter was contacted by the Trappers Association and the Cattlemen's association and any reply,
- e. a copy of the letter sent from the BCHSBC North Cariboo chapter to BCHSBC's directors to substantiate claims made in the February 15, 2020 letters, noted above, about Mr. Wright and another individual, MI, and
- f. a copy of the directors' meeting minutes which authorized hiring of a certain lawyer and approvals of each chapter to be represented by the lawyer.

30. On balance I find it likely that these documents do not exist. I reach this conclusion based on BCHSBC's submissions and the lack of evidence to prove otherwise.

Director and Tribunal Member Names

31. Mr. Wright requested a true copy of the “Register of Directors” from May 2019 through to January 2021 with full legal names and correct contact information for each director or past director for this period.
32. Section 20(1)(e) of the SA says a society must keep a register of directors, including contact information provided by each director. BCHSBC provided Mr. Wright a certified copy of the statement of directors and registered office, filed on June 22, 2020. As it contains the full names and addresses for each director, I find this answers Mr. Wright’s request and fulfills BCHSBC’s statutory duties.
33. Mr. Wright also requested the content of the special resolution which elected or appointed BCHSBC tribunal members, including their names and contact information. Mr. Wright says BCHSBC mentioned the tribunal in its February 13 and March 11, 2020 letters to him. These letters were about whether to expel Mr. Wright from the membership.
34. Section 70 of the SA says that the bylaws of a society may provide for the expulsion of members. Bylaw 2.7 provides the procedure for expulsion by a resolution passed at a directors’ meeting. Bylaw 2.7(b) allows directors to elect or appoint a panel of 3 directors to investigate a proposed expulsion and make recommendations to the directors.
35. From the February 13, 2020 letter, I find that BCHSBC’s directors formed what it termed a tribunal under bylaw 2.7 to consider expelling Mr. Wright from BCHSBC for breaching its Code of Ethics. The March 11, 2020 letter states that the tribunal found that Mr. Wright should remain a member at large, and the directors followed this recommendation.
36. I find that the BCHSBC is not obligated to provide the tribunal members’ names and contact information in these circumstances. They are not records that a society must keep under SA section 20 or the BCHSBC bylaws. My decision might have been different if Mr. Wright had been expelled. This is because SA section 70(3) requires

a society to provide written notice and an opportunity to be heard before a member may be expelled. I infer this means a hearing, and I find tribunal members would likely not remain anonymous in those circumstances. However, BCHSBC ultimately decided not to pursue expulsion under bylaw 2.7, so I find the requested disclosure is not required under SA sections 20 or 70(3).

37. For those reasons, I decline to order the requested records.

Documents about Allegations of Vexatious Behaviour and Defamation

38. Mr. Wright requests the following:

- a. documents that substantiate allegations by BCHSBC in its September 14, 2020 letter to the Registrar of Companies about “persistent vexatious behaviour” by Mr. Wright,
- b. documents that substantiate allegations by BCHSBC in its lawyer’s March 4, 2020 letter to Mr. Wright about him sending “numerous derogatory and defamatory emails”, and
- c. the court case in which accusations against Mr. Wright about vexatious behaviour and defamation were proven as true.

39. I find these are not records that must be kept under SA section 20(1). So, I decline to order disclosure of them.

Financial Documents

40. Mr. Wright requests a copy of BCHSBC’s “cancelled cheque” for hiring the lawyer that wrote the March 4, 2020 letter, referred to above, and the retainer agreement for the lawyer. I find these are not records that must be kept under SA section 20(1), so I do not order disclosure of them.

41. Mr. Wright also requested copies of the meeting minutes where the board of directors instructed the above-mentioned lawyer to “remain silent”. BCHSBC says this

document does not exist. I find this is likely true as there is no evidence to suggest otherwise. I decline to order disclosure for that reason.

42. Mr. Wright also requested a copy of data used by the accountant to complete their assessment. I have already found that BCHSBC did not hire an accountant, so I find this assessment never happened. In any event, BCHSBC's undisputed submission is that it previously provided Mr. Wright copies of all invoices, receipts and bank statements from the North Cariboo chapter of BCHSBC, as well as an asset list. So, I decline to make any order about this.
43. For all those reasons, I dismiss Mr. Wright's claims for disclosure of further records.

Issue #2. Must BCHSBC pay \$100,000 for lost revenue?

44. Mr. Wright says BCHSBC's failure to provide the requested records "cost thousands of dollars in lost revenue". He also says it caused him to lose all employment in the local area and affected his business relationships.
45. Mr. Wright has the burden to prove his claims. This includes providing evidence to show the extent of a claimed loss. This might include, for example, evidence of his revenue or income before and after the parties came into conflict. Mr. Wright did not provide such evidence, so I find it unproven that he sustained any financial loss in connection with this dispute. I dismiss this claim as unproven.

CRT FEES AND EXPENSES

46. Under section 49 of the CRTA, and the CRT rules, the CRT will generally order an unsuccessful party to reimburse a successful party for CRT fees and reasonable dispute-related expenses. I see no reason in this case not to follow that general rule.
47. The CRT has refused to resolve most of Mr. Wright's claims. I have also dismissed Mr. Wright's remaining substantive claims. However, this is partly because BCHSBC provided further records after this dispute started. In these circumstances, I find it appropriate to order BCHSBC to partially reimburse Mr. Wright for CRT fees of

\$112.50. I dismiss Mr. Wright's remaining claims for reimbursement. BCHSBC did not claim for any specific dispute-related expenses.

ORDERS

48. I order that within 30 days of the date of this order, BCHSBC pay Mr. Wright \$112.50.

49. Mr. Wright is entitled to post-judgment interest, as applicable.

50. I dismiss Mr. Wright's remaining claims.

51. Under section 57 of the CRTA, a validated copy of the CRT's order can be enforced through the British Columbia Supreme Court. Under section 58 of the CRTA, the order can be enforced through the British Columbia Provincial Court if it is an order for financial compensation or return of personal property under \$35,000. Once filed, a CRT order has the same force and effect as an order of the court that it is filed in.

David Jiang, Tribunal Member