

Briefing Note

OCFP Membership

Date: August 19, 2024

Topic: Updated OCFP By-Laws

Purpose

- To summarize amendments made to sections of the OCFP By-laws to align with changes to ONCA (*Ontario Not-For-Profit Corporations Act*).

Motion

- See Appendix A for Special Resolution.

Background

- On October 19, 2021, ONCA came into effect. ONCA generally applies automatically to all Ontario not-for-profit corporations, including the OCFP.
 - A three-year transition period was granted to existing corporations to make necessary changes to governing documents to comply with the Act.
- The OCFP amended its By-laws in 2023 to ensure complete compliance with ONCA. The amended By-laws were approved by the Board in June 2023 and brought to members at the Annual Meeting of Members in September 2023.
- On October 1, 2023, there were additional amendments to ONCA, requiring further changes to OCFP's By-laws.
- Governance Committee reviewed and recommended the changes to the Board of Directors on May 28, 2024 based on advice from legal counsel and a governance consultant.
- The Board of Directors approved the By-law amendments on June 14, 2024.
- Most of the amendments allow for more permanent changes to governance rules on the use of telephonic or electronic means that were introduced during the pandemic.

Analysis

- Highlights of the amendments include the following:
 - Section 3: Board of Directors
 - Includes changes in requirements to notice of meetings; meeting adjournment; meeting by electronic means, which need not specify a location.
 - Section 6: Committees
 - Ensuring Audit Committee compliance with the Act.
 - Section 8: Members and Meetings of Members
 - Member meetings may be held entirely by electronic means; updates to notice of meetings and meeting adjournment.
 - Additional minor edits for housekeeping and compliance with the Act.

Next Steps

- The amended OCFP By-laws are being presented for Member approval at the AMM on September 25, 2024.
- Following Member approval, the By-laws are in effect and guide the governance activities of the OCFP.

Appendix A

Approve the Amended By-Law

RECITAL:

The Not-for-Profit Corporations Act (the “Act”) was amended after the revised by-law of the Corporation was approved at the last annual meeting of members. It is in the best interests of the Corporation to bring its by-law into conformity with the Act by amending and restating its existing By-law No. 1 at this time.

The directors of the Corporation approved the amended and restated by-law of the Corporation on the 14th day of June, 2024.

RESOLVED, as a SPECIAL RESOLUTION, that:

the amended and restated By-law No. 1 of the Corporation, in the form approved by the directors and presented to the members, is hereby confirmed as the by-law of the Corporation effective as of the date hereof; and

any two (2) directors or officers of the Corporation are hereby authorized and directed to certify a copy of the amended and restated corporate by-law, as confirmed by the members, and place such certified copy in the minute book of the Corporation.