

## **Proposed Bylaw Updates - Change Document**

This document summarizes the proposed changes to the existing by-laws, recommended by the By-Law Committee. Changes are **highlighted in yellow**. Reasoning for changes is in **blue text**.

### **Wording Changes Effective Throughout Document**

Throughout the document there is a change of word “**general**” to “**special**” with regards to meetings with the exception of the use of the term Annual General Meeting.

*This change is made to align our terminology with that used in the Ontario Not-for-Profit Corporations Act, 2010 which governs our corporation.*

### **Other Changes By Section**

#### **3. BOARD OF DIRECTORS**

##### **3.1 BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board Directors including 4 Officers and **no less than 7** Directors, each of whom at the time of the election and throughout the term of office shall be a voting Member of the Corporation. The election may be by a show of hands unless a ballot is requested by any member. In the case where the Annual General Meeting is held virtually, a digital poll may be conducted by the Nomination Chair.

*The words “no less than 7” are added. Changing the minimum number of Directors to 7 and to allow for flexibility in the size of the board should more interest be shown.*

Officers (President, Vice-President, Secretary, Treasurer) shall serve maximum **3 5** consecutive one year terms on the Executive in the same role. If no Member seeks or accepts nomination for the role up to or at the election, the Officer may stand for election for another year.

*The term for the officers is expanded to 5 years from 3. This allows new officers to become comfortable and competent in the roles before working with a successor.*



Officers shall have staggered terms to enable continuity and consistency. Commencing on the approval of these By-laws by the Membership at an Annual General Meeting, the President and Vice President shall serve maximum three consecutive terms, and the Treasurer and Secretary shall serve maximum two consecutive terms to allow for staggering. After these initial maximum terms all positions will revert to three consecutive terms.

*The above verbage will be removed. This is a hold over from the previous bylaws where the term limits were introduced. It is now extraneous.*

## **6.4 ANNUAL AND OTHER MEETINGS OF MEMBERS**

The annual or any other general special meeting of the Members shall be held at the head office of the Corporation, virtually or elsewhere in Ontario as the Board of Directors may determine. The annual general [1] meeting shall be held within 60 days of the end of the fiscal year. Any other special general meeting shall be held on such day as the Board of Directors may determine.

Members may request a special meeting of the membership. The members of a corporation who hold at least 10 per cent of votes that may be cast at a meeting of the members sought to be held, or a lower percentage that is set out in the by-laws, may requisition the directors to call the meeting for the purposes stated in the requisition.

The requisition, which may consist of several documents of similar form each signed by one or more members, must state the business to be transacted at the meeting and must be sent to each director and to the registered office of the corporation.

The Board of Directors or the President shall have the power to call at any time a special meeting of the Corporation.

*The above verbage will be added. This wording has been lifted directly from the Ontario Not-for-Profit Corporations Act, 2010 and added for information purposes so members are aware.*