

Presentation

Revision of By-Laws and Articles (of Incorporation)

To Comply with The Ontario Not-for-Profit Corporations Act, 2010 (ONCA)

ONCA is the legislation governing not-for-profit corporations in Ontario

Champlain Park Community Association (CPCA)

This Presentation is Current as of 2025 July 6

Introduction

- As stated by the Acting City Solicitor vis a vis CIP insurance: *A group's constitution, by-laws, etc., along with their implementation of same and operations will facilitate an understanding of the group's purposes*
- The original 1991 Constitution is outdated, both legislation requirements and operations
- The new ONCA Legislation required this review and revision in order to comply
- Note that for any variable not described in the by-laws, the legislative requirements prevail
- However, the legislation allows specific choices to be made for some variables, and in these cases, it is best to confirm the choice in the by-laws (where the variable is applicable to the organization's operations).

By-Laws under ONCA; Formerly Constitution

- Can be edited by vote of Board and ratification by Members
- Except for variables that are required to be changed in the Articles and registered with the Ontario Business Registry

Articles under ONCA; Formerly Letters Patent

- Can be modified by vote of Board and Members
- BUT to be legally binding, changes must be reported to Ontario Business Registry
- Fee is \$150 each time changes are filed
- We will have to file some changes to the Articles for
 - Objectives (edited for clarity, while retaining original intent)
 - Range of Directors (5 to 15)
 - Membership Classes (Resident & Associate)

Basic Structure of Original Constitution was Retained

- However, major changes were required to a number of variables

Updates/Revisions were made for the following purposes:

- To comply with ONCA provisions
- To update Operations (Board structure, Fiscal Matters, Audit, and other details were added to clarify procedures and include new ONCA provisions)
- ONCA brings the legislation into the modern age by introducing new provisions for meetings, voting, record-keeping: provisions for electronic voting, virtual meetings, record storage on “the cloud”
- ONCA also revised corporate definitions (public benefit corporation or not based on fiscal characteristics and loosened audit requirements so an audit can be “waived” for small organizations like CPCA)
- ONCA requires one appointed officer position: “Chair” to be recorded on the Incorporation Annual Report; can be defined by the By-Laws, is not defined by the legislation; draft is intentionally flexible in the wording to reflect flexibility allowed by the legislation; current board structure makes this an “inward-facing” position i.e. appears on corporate records as required, but director duties remain as per elected description.
- Sections were added at the end to add variables that did not previously exist
- Some of these were adopted and modified from other CA's such as Deemed Resignation, use of Roberts Rules for Meetings etc.
- Other changes were to comply with City of Ottawa revised CPIP insurance eligibility criterion (with which we comply anyway, but specific clauses were added to illustrate this compliance)
- Some changes were to describe in more detail the business processes required by the legislation
- For some variables we are offered a choice; in these cases, we chose to reflect current practice as closely as possible
- A one line code of conduct was added: Respectful Communication

Wording of Board Structure and Duties is intentionally flexible

- to allow expansion or reduction in number of Directors and for flexibility in distribution of tasks to positions
- The CPCA Community Plan did not exist in 1991, and is now referenced in the By-Laws as a guideline for Board Structure

- For flexibility: references to the Community Plan and associated Board Structure were put into the By-Laws and not the Articles of Incorporation
- Reason: the By-Laws can be modified by vote of the board and membership (as long as they don't contradict the ONCA legislative requirements; the legislation prevails if the By-Laws don't comply). whereas revising the articles requires formal submission to the Ontario government
- Details of Board Structure are listed on the website

Previous Documents 1991:

- Letters Patent- Original
- Constitution- Original

Summary

A lot of research was done, references are included, the current version “covers all the bases”, and we believe it is thorough and comprehensive

Motion for CPCA AGM 2025:

The CPCA Membership accepts the revised and edited version of the CPCA By-Laws because:

- they comply with the recently enacted Ontario Not-for-Profit Corporations Act, 2010 Legislation (ONCA) that came into effect formally October 18, 2024
- are well researched, including references
- reflect current operations
- allow for flexibility to revise future operations and board composition as needed
- include additional clauses to reflect current “best practice” in by-law writing

The CPCA Membership accepts the revised and edited version of the CPCA Articles because:

- Original purposes and goals of CPCA are retained, while wording is edited for clarity