



Proposed By-law Amendment to the FLCA By-laws Dated 2017 For Presentation to the Members at the 2021 AGM

Background

The FLCA is currently incorporated under the Ontario Corporations Act. The Act does not allow for member or Board meetings to be held electronically. The proposed new Act – the Ontario Not-for-profit Corporations Act (ONCA), which is expected to be proclaimed some time this year, will do so. When Ontario declared an emergency due to the pandemic, an exemption was made to the current Act so that not-for-profit corporations could legally hold these meetings electronically, even if your By-laws did not allow for it. According to Nonprofit Law Ontario, the period of exemption will end as of May 31, 2021.

Ontario did pass Bill 154 (Cutting Unnecessary Red Tape Act) in 2017 that included some changes to requirements under the Ontario Corporations Act, including meetings. These changes allow nonprofits to hold meetings by phone or electronically unless your By-laws do not allow it. In reviewing the FLCA current By-laws, section 3.3 infers that meetings shall be held in person:

- 3.3 Meetings of the Board or the Members shall be held at such location as the Board may designate provided that the AGM shall be held at a location which is within the Township of Tiny or the Town of Penetanguishene.

Sections 3.8 and 3.9 refer to Board meetings specifically and refer to electronic meetings:

- 3.8 Board meetings may be called by the President, Vice President or by not less than two directors. Notice of such meetings shall be delivered to Board members not less than fourteen (14) days before the meeting is to take place. The Board shall make every effort to meet in person or through electronic means at least three times annually.
- 3.9 The Board may hold board meetings at the Association's head office or at any place it may determine.

Based on our experience over the past year, holding our Board meetings electronically has worked well. Holding our Annual Meeting virtually using the Zoom webinar platform seemed to work well, participation was higher than in person meetings in previous years, and feedback was very positive.

Since the timing of the enforcement of ONCA is uncertain and it will take some time to undertake a complete review and implementation of our current By-laws to ensure compliance with the new Act, it is recommended that we amend the current FLCA By-laws to "tidy them up" and make it clear that both member and Board meetings can officially be held either by phone or electronically in addition to being held in person.

Proposed Amendment

It is proposed that Section 3.3 be amended by replacing the current wording with the following:

“A meeting of the Members or the Board may be held in person or by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in the meeting by those means is deemed to be present at the meeting.”

Further,

It is proposed that Section 3.9 be deleted as it is unnecessary.