



Special Members' Meeting

Thursday, October 3 2024

Welcome & Agenda

- ▶ Welcome
- ▶ Purpose of Special Meeting
- ▶ Background
 - ▶ Ontario Not-for-Profit Corporations Act (2010) -- ONCA
 - ▶ BWVRA's governance documents
- ▶ Updating our governance documents for ONCA
- ▶ Proposed amendments
 - ▶ By-law
 - ▶ Articles of Amendment (amend existing Letters Patent)
- ▶ Discussion/Questions
- ▶ Motions
- ▶ Next steps

Purpose of Special Meeting

- ▶ Special Members' Meeting is to consider and vote on the following:
 - ▶ Proposed amendments to BWVRA by-law to comply with ONCA
 - ▶ Proposed amendments to special provisions in BWVRA's incorporation articles to comply with ONCA (changes to our 2013 Letters Patent)

Background on ONCA

- ▶ Ontario Not-for-Profit Corporations Act (2020) -- ONCA
 - ▶ Legislation approved in 2010
 - ▶ Proclaimed into force in October 2021
 - ▶ Legislation allows transition of existing governance documents until October 18, 2024
- ▶ ONCA provides an updated regulatory framework for not-for-profit corporations, including:
 - ▶ Enhanced rights of members
 - ▶ Increased protections for directors and officers
 - ▶ More options for financial review requirements (e.g., not-for-profits with low revenues)

BWVRA's Governing Documents

- ▶ BWVRA is a not-for profit corporation, incorporated in 2013, under Part III of the Ontario Corporations Act
- ▶ BWVRA's Letters Patent (January 2013)
 - ▶ Information on initial directors
 - ▶ Objects/purposes of the corporation
 - ▶ Volunteer-run, not-for-profit community organization
 - ▶ Membership fees cover cost of activities (distributing info, public meetings, etc.)
 - ▶ Special initiatives (e.g., OMB hearings) funded through fundraising campaigns
- ▶ BWVRA's by-law sets out rules for the governance of the Association, such as:
 - ▶ Mission and objectives of the Association
 - ▶ Who can be members
 - ▶ How meetings are to occur
 - ▶ Rules for board of directors
 - ▶ Financial procedures

Updating Our Governance Documents

- ▶ Review for transition to ONCA undertaken with assessment tools and resources developed for non-for-profit sector, e.g., Community Legal Education Ontario and Nonprofit Law Ontario
- ▶ Work included review of by-laws of several other not-for-profit corporations to address ONCA requirements
- ▶ Decision to amend existing by-law instead of drafting new by-law
 - ▶ Existing by-law considered reasonable course to meet ONCA requirements
 - ▶ Drafted after ONCA legislation was passed in 2010 (but not yet in force)
 - ▶ Already reflects many concepts in ONCA
- ▶ Review indicated limited amendments to articles of incorporation to comply with ONCA

Proposed Amended By-law

- ▶ Document circulated with notice for this Special Meeting outlines main proposed changes to the existing by-law
- ▶ The proposed amended by-law is Attachment 1 to the document
- ▶ Proposed by-law changes include:
 - ▶ Reduce number of directors/size of board (mainly addressed in amended articles)
 - ▶ Added ONCA provision for members to remove a director
 - ▶ Remove by-law requirement for a standing Executive Committee
 - ▶ Clearer definition of officer positions (e.g., role of Chair)
 - ▶ Remove ability of Board to remove a director
 - ▶ Remove extra vote allowed to Chair to break a tie
 - ▶ Discontinue “Associate Member” category but retain provision for non-residents to become members
 - ▶ Reformat by-law schedule for easier reference

Proposed Amendments to Articles

- ▶ Document circulated with notice for this Special Meeting outlines proposed amendments to articles of incorporation (changes to Letters Patent)
- ▶ The proposed amendments to articles are in Attachment 1 to the document
- ▶ Proposed amendments to articles:
 - ▶ Amend articles to minimum/maximum number of directors
 - ▶ Minimum of 5 and Maximum of 11
 - ▶ Propose a minor change to update language in an existing Special Provision
 - ▶ Amending Special Provision to remove outdated reference to the OMB with more generalized wording
 - ▶ Change to Special Provision re distribution of property
 - ▶ Add statement to Special Provisions distribution of any Association property in the event the Association dissolves
 - ▶ Migrates a provision in existing by-law to the articles, as per ONCA requirement
- ▶ A special resolution (at least two thirds of votes cast) is required to amend the articles of a corporation

Discussion/Questions

Motion re Amended By-Law

Motion 1 -- Proposed Amended BWVRA By-Law

That the proposed amended By-law of the Bloor West Village Residents' Association Inc., as set out in Appendix 1 of the document for the Special Members' Meeting of October 3, 2024, be adopted by the Association.

Motion re Amendments to Articles

Motion 2 -- Proposed Amendments to BWVRA's articles

That the following amendments to the Association's articles of incorporation be filed with the provincial government by the appropriate officers of the Association:

- ▶ *re* Amendment to specify a minimum/maximum range of directors:

Minimum Number of Directors is 5, Maximum Number of Directors is 11

- ▶ *re* Amendment to the last sentence of the existing Special Provision in articles to read as follows:

"The Association's by-law requires specified fund raising for specific initiatives (e.g., appearances at adjudicative tribunals and bodies such as the Ontario Land Tribunal)."

- ▶ *re* Amendment to add the following statement to the Special Provisions section of the articles:

"Should the Association cease to operate, as determined by the Membership, the Membership will also decide on the appropriate distribution of the Association's property, including all funds remaining in Association accounts, for purposes beneficial to the community."

Next Steps

- ▶ Amended by-law will be in effect upon approval by members
- ▶ Amendments to articles to be filed by Association officers with provincial government based on approval date of resolution approved by the members



Thank You