

## **By-law Number 2 of the Social Development Centre Waterloo Region**

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*Approved September 2016 - under review June 2023 for compliance ONCA*

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**To be brought to the Annual General Membership Meeting**

**June 29,2023**

This document contains a summary of the proposed changes to the Bylaws to ensure compliance with the Ontario Nonprofit Corporations Act 2010 with changes in effect as of October 2021.

ONCA provides Ontario not-for-profit corporations, including charitable corporations, with a modern legal framework to meet the needs of today's not-for-profit sector. It sets out how not-for-profit corporations are created, governed and dissolved.

As of October 19, 2021, ONCA is in force. ONCA generally applies automatically to all Ontario not-for-profit corporations.

<https://www.ontario.ca/page/guide-not-profit-corporations-act-2010>

## BY-LAWS

A By-law relating generally to the affairs of the Social Development Centre of Waterloo Region, a **Public Benefit** Charitable Corporation without share capital incorporated under the Ontario Non-Profit Corporations Act 2010, updated in 2021, BE IT ENACTED as By-law Number 2 of the Social Development Centre of Waterloo Region...

adding: Public Benefit  
to: a Charitable Corporation

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### 4.00 Board of Directors

remove point 4.08 from the current bylaws

#### 4.08 Municipal Government Representation on the Board of Directors

The Board of Directors may appoint Directors from regional and municipal governments, which shall be in addition to the Directors elected by and from the Membership, provided, however, that such appointed Directors shall not be permitted to vote at meetings of the Board of Directors and shall not be included in a quorum.

#### 4.11 Executive Committee

(a) The Executive Committee shall consist of the Officers **and other members appointed by the Board.**

adding: and other members appointed by the Board  
to: The Executive Committee shall consist of the Officers

#### 4.13 Qualifications of Directors

Every Director shall:

(a) **be an individual**

adding: be an individual 4.13 (a)

(b) **not found incompetent under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property, or found to be incapable by any court in Canada or elsewhere.**

replacing: be mentally competent

with: not found incompetent under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property, or found to be incapable by any court in Canada or elsewhere.

(h) **Not more than one-third of the directors of a public benefit corporation may be employees of the corporation or of any of its affiliates. 2010, c. 15, s. 23 (3).**

adding: Not more than one-third of the directors of a public benefit corporation may be employees of the corporation or of any of its affiliates.

removing: Notwithstanding the provisions of this Section 4.00, it is not a requirement that a Director appointed by the Board of Directors be a Member, unless that appointed Director is an Officer.

#### 4.19 Resignation of Director

A Director may resign by forwarding written notice of his resignation to the Head Office **Board President and Executive Director.** A resignation is effective when received.

adding: Board President and Executive Director  
removing: Head Office

#### **4.21 Conflict of Interest**

adding: the following points from ONCA section 41

- (a) additions from ONCA for directors and officers: section 41 (b) if the director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
- (b) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
- (c) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after he or she becomes a director. 2010, c. 15, s. 41 (2).

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## **900 Meetings of Members**

### **9.01 Notice**

(c) In the case of an Annual Meeting, notice shall be sent to the auditor at least ten (10) days prior to the date set for the Meeting, **if the Board engages an auditor**. Notwithstanding the provisions of this Section 9.00, the accidental omission to give notice of the Annual Meeting to the auditor shall not invalidate any resolution passed or any proceedings taken at the Annual Meeting.

adding: if the Board engages an auditor

### **9.04 Quorum**

A quorum for any Meeting of Members shall be majority (51% ) Members, present in person or by proxy.

remove: twenty (20)

replace by: majority (51%)

### **9.06 Voting at Meetings of Members**

(d) Votes may be cast by a show of hands, or by ballot, and use other means of voting (for example, mailed-in ballot, telephone or electronic means), in addition to or in place of allowing for the use of proxies (other people acting on the member's behalf), if allowed in the by-laws (refer to section 53 and section 67 of ONCA)

adding: Votes may be cast by a show of hands, or by ballot, and use other means of voting (for example, mailed-in ballot, telephone or electronic means), in addition to or in place of allowing for the use of proxies (other people acting on the member's behalf), if allowed in the by-laws (refer to section 53 and section 67 of ONCA)