

April 30, 2024

MEMO

Summary of Changes to the Action Sandy Hill Bylaw

- Last year minor amendments were made to the Bylaw to conform with ONCA which allowed updates to the Ontario Business Registry to be made. At the AGM, members were advised that a further review of the Bylaws would be undertaken and more amendments were expected.
- The Bylaw has been updated to reflect changes in the *Not-for-Profit Corporations Act 2010*, which came into force on October 19, 2021.
- All instances of the word ARTICLE have been changed to SECTION. All references to the Annual General Meeting have been revised to Annual Meeting.
- The Bylaw has been revised to use they/them pronouns. All instances of he/him/his have been replaced.
- Sections One, Two, Three, Six, Seven, Nine, Ten, and Twelve are unchanged in meaning.
- Section Four (Directors) has been revised in the following ways:
 - The minimum number of directors has been revised to FIVE from TEN.
 - The qualifications of the Treasurer has been moved to Schedule D.
 - Section 4.5 clause added: “Directors shall familiarize themselves of the contents of all legal authorities, including the Act.”
 - Section 4.6 clause added: “If any Director is absent for three consecutive meetings, then they will be deemed to have resigned. At the discretion of the majority of the Board, this condition could be waived in exceptional circumstances”
 - Section 4.7 replaced: “The members may, by ordinary resolution at a special meeting, remove from office any director or directors, except persons who are directors by virtue of their office.”
 - Section 4.15 deletes references to the Chair, who will be a regular Director in addition to their Chair responsibilities.
 - Section 4.18 clause added: “Every Director shall Chair or co-Chair a committee, with the exception of Officers.”
- Section Five (Officers) has been revised in the following ways:
 - Section 5.2 replaced: “A director shall be appointed Chair of the Board of Directors and shall carry out the duties of the Chair in accordance with the By-Laws. The Chair, Vice-Chair, Secretary and Treasurer, as well as other Officers as the Board may determine, are appointed by the Board at the first regular Board meeting following the Annual Meeting. Two or more offices of the corporation may be held by the same person.”
 - Section 5.3 deleted.
 - Sections 5.5, 5.6, 5.7, 5.8 moved to Schedules A-D.
- Section Eight (Meeting of the Members) has been revised in the following ways:
 - Section 8.6 reference to election of the Chair deleted.
 - Section 8.9 quorum changed to “10% of Membership who are present in person or by proxy in accordance with the Act” from 25 members.
- Section Eleven (Archives)

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- Section 11.1 amended to be in-line with the Act. The scope of mandatory record retention has been reduced. Records produced in the preceding six years will be retained.