

# Copeland Forest Friends Association

Proposed new bylaw backgrounder

Annual General Meeting

April 24, 2024

# Proposed new by-law

- After 10 years, the new governing legislation, the *Not-For-Profit Corporations Act, Ontario (2010)* (ONCA), came into effect Oct. 19, 2021
- The ONCA automatically applies to all Ontario non-share capital organizations, now called not-for-profit corporations including the Copeland Forest Friends Association (CFFA)
- Organizations were given three years to transition under the ONCA

# Proposed new by-law

- To ensure responsible governance of the CFFA the Board undertook a review of the Association's current by-laws
- The CFFA engaged legal counsel with expertise in not-for-profit law to review our by-laws and ensure compliance with the ONCA
- The proposed new by-law is posted on the CFFA website for members to review in advance of the Annual Meeting
- The proposed new by-law is clear, concise and compliant, and will enable the Board to streamline our governance processes and procedures.

# Areas of note

- Section 2. Directors. A Board Director, appointed or elected to fill a vacancy, holds office for the remainder of the unexpired term of the Director's predecessor
- Section 8. Members. The CFFA has 3 classes of members: individual, family and Honourary/Lifetime
- Section 8 Members. Each member is entitled to one vote and to vote at all meetings of members. Family members will designate one individual to vote at such meetings.
- Section 9, item 9.04. Members' Meetings. Quorum at a members meeting is at least 10% of the members entitled to vote

# Areas of note continued

- Section 9, items 9.01 d) & e) regarding, “Report and Appointment of the auditor or person who has been appointed to conduct a review engagement.”
- The ONCA allows organizations with less than \$100,000 in annual revenue to waive appointment of a person to conduct a review engagement provided the Board tables an extraordinary resolution and obtains support from 80% of the members voting at an annual meeting
- The CFFA annual revenue is well below \$100,000
- Provided CFFA annual revenue remains below \$100,000 an extraordinary resolution will be required at each Annual Meeting

# Motion to approve the new by-law

- The CFFA Board approved the proposed new by-law at the Jan. 17, 2024 Board meeting
- The proposed new by-law will come into effect following approval by the membership

## **Motion:**

To approve the new Copeland Forest Friends Association ONCA compliant by-law

# Extraordinary Resolution

Given the annual revenue of the Copeland Forest Friends Association is well below \$100,000 annually, the Board of Directors recommends this extraordinary resolution to not appoint an auditor or a person to conduct a review engagement for the coming year.