Amendments to the Ontario Not-for-Profit Corporations Act, 2010 effective Oct. 1, 2023

September 29, 2023

On April 3, 2023, the Ontario government introduced Bill 91 or the *Less Red Tape, Stronger Economy Act, 2023* (Bill 91). Bill 91 amends various pieces of legislation including the Ontario *Not-for-Profit Corporations Act, 2010*. The amendments to Ontario *Not-for-Profit Corporations Act, 2010* are effective **Oct. 1, 2023**.

What is changing?

- Virtual meetings for directors and members are now the default (but the by-laws can set out limits).
- Notice of meetings of directors and members do not need to specify a place if the meeting is held entirely virtually.
- Notice of virtual meetings of directors and members must include instructions to attend and vote at the meeting virtually.
- Notice of adjourned meetings may not be required if specific information is announced at the meeting to be adjourned.
- Directors must be able to communicate simultaneously and instantaneously at virtual meetings; members must be able to reasonably participate at virtual meetings.
- There are new rules for audit committee composition.
- All registers and other corporate records required by the Ontario *Not-for-Profit Corporations Act, 2010* may be in any form, provided that they are capable of being reproduced in an accurate and intelligible form within a reasonable time.
- The special rules regarding virtual meetings that have been in place since the COVID-19 pandemic emergency orders will be repealed.

What should Ontario *Not-for-Profit Corporations Act, 2010* corporations do?

Corporations governed by Ontario *Not-for-Profit Corporations Act, 2010* should review their by-laws to determine if any updates are required to comply with or reflect these amendments. If you have not yet done a review of your by-laws for compliance with Ontario *Not-for-Profit Corporations Act, 2010*, there may be additional required changes to your by-laws, as well as a need to file articles of amendment.

If you have any questions about these amendments or Ontario *Not-for-Profit Corporations Act, 2010* compliance, please reach out to any of the authors or key contacts listed below.

By

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