

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special rules regarding virtual meetings that have been in place since the COVID-19 pandemic emergency orders will be repealed.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

[Katherine Carre](#), [Victoria Prince](#)

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BLG Offices

Calgary

Centennial Place, East Tower
520 3rd Avenue S.W.
Calgary, AB, Canada
T2P 0R3

T 403.232.9500
F 403.266.1395

Ottawa

World Exchange Plaza
100 Queen Street
Ottawa, ON, Canada
K1P 1J9

T 613.237.5160
F 613.230.8842

Vancouver

1200 Waterfront Centre
200 Burrard Street
Vancouver, BC, Canada
V7X 1T2

T 604.687.5744
F 604.687.1415

Montréal

1000 De La Gauchetière Street West
Suite 900
Montréal, QC, Canada
H3B 5H4

T 514.954.2555
F 514.879.9015

Toronto

Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, ON, Canada
M5H 4E3

T 416.367.6000
F 416.367.6749

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