

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special rules regarding virtual meetings that have been in place since the COVID-19 pandemic emergency orders will be repealed.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

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