ONCA update: Court clarifies when a special resolution is required for certain by-law amendments

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A recent Ontario court decision, *Chifor, et al v Windsor/Essex County Humane Society*, 2026 ONSC 667, has clarified the interaction between sections 17 and 103 of the Ontario *Not-for-Profit Corporations Act, 2010* (ONCA), confirming that certain by-law amendments require member confirmation by special resolution.

This decision provides welcome guidance on an area of the ONCA that has generated uncertainty since the legislation came into force. Organizations planning by-law amendments should review their approval process carefully to ensure compliance and avoid challenges to the validity of amended by-laws.

What happened?

The court considered amendments relating to matters listed in section 103(1)(g), (k) and (l) of the ONCA, and concluded that amendments dealing with those provisions must be confirmed by special resolution of the members.

Why does it matter?

This interpretation provides important guidance for organizations amending their by-laws. While ONCA generally permits directors to make, amend and repeal by-laws, that authority is subject to member confirmation. Organizations should carefully assess whether proposed by-law changes require member confirmation by ordinary resolution or special resolution before proceeding.

Practical takeaway

If your organization is amending its by-laws, then it should consider whether any proposed amendments engage the provisions identified in section 103(1)(g), (k), and (l) of the ONCA, as member confirmation by special resolution will be required.

The matters listed in section 103(1)(g), (k), and (l) relate to important members' rights provisions, including the transfer of a membership, the manner of giving notice to voting members, and the method of voting by members not in attendance at a meeting of the members.

BLG can assist

For more information about ONCA compliance or governance reviews, please contact a member of BLG's Charities and Not-For-Profit Group.

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