TYPES OF BYLAW PROVISIONS UNDER ONCA

TYPE	DEFINITION	PROVISIONS
MANDATORY	• As written in Standard Organizational Bylaw • Apply *whether or not* they're included in Corporation's governing documents • *Cannot be overridden* in Corporation's governing documents	• Maximum length of Term for Directors is four years but no limit on number of terms - unless specified in Bylaws • Members must be given at least 15 days' notice of disciplinary action or termination • Members have a right to receive reasons for proposed discipline or termination • Members facing discipline or termination have a right to explain themselves at least 5 days before discipline is to take place • Notice of meeting must be given no later than 10 days and no earlier than 50 days before each meeting • Voting members have a right to submit a proposal to be discussed at a members' meeting and the Board must include it in the notice of meeting unless certain conditions prevail • 7 powers that the Board cannot delegate • Records to be made available for review by any member: Articles, bylaws and amendments, Minutes of Board and committee meetings, list of Directors for past six years; accounting records; list of land interest ownership in Ontario • Handling of property on dissolution of corporation

TYPE	DEFINITION	PROVISIONS
DEFAULT	• As written in Standard Organizational Bylaw • Apply *unless* governing documents indicate otherwise • *Can be overridden* in Corporation's governing documents	• Directors do not need to be members of the Corporation • Directors can set annual membership fees • Membership ends when: • Member dies, resigns, or is expelled or when term of membership ends, or when corporation closes down • Members rights cease when membership is terminated • Membership is not transferable • No one has the right to discipline or remove members. If you give the Board that power, must also identify circumstances in which it can be used • 10% of voting members can demand that the Board call a members' meeting (% can be lower) • Members can vote by show of hands unless a member demands a ballot • Members do not have a right to vote by proxy • Proxyholders (if allowed) do not need to be members • Proxy form must be set to all members who receive notice of meeting, in form prescribed by ONCA • Members do not have the right to vote by mail, telephone or electronically • Directors decide on location of members' meetings • Members meetings must be held in Ontario • Anyone who has a right to attend meetings can attend by phone or electronic means • Quorum for members' meetings is 50%+1 • Employees of Corporations (other than charities) can be directors

TYPE	DEFINITION	EXAMPLES
OPTIONAL	• Not included in Standard Organizational Bylaw • Corporation can define own provisions	• Members can vote by mail, email or electronic means • Allow corporations to be members of the Corporation • Allow for ex-officio members