



O_{ntario} N_{ot-for-profit} C_{orporations} A_{ct}

Valerie Johnston, Rotary Club of Gravenhurst

O_{NTARIO} N_{OT-FOR-PROFIT} C_{ORPORATIONS} A_{CT}

- a) Outrageous Nonsensical Circuses Act?
- b) Other Nine Carrots Act?
- c) Odd Northern Communities Act?
- d) Ontario Not-for-Profit Corporations Act?
- e) None of the above?

D) ONTARIO NOT-FOR-PROFIT CORPORATIONS ACT, 2010, S.O. 2010, C.15

- 1. What is it?**
- 2. Why does it matter to our Rotary Club?**
3. What do we need to do about it?
- 4. What happens if we do nothing?**
5. Where can we go for help?

WHAT IS THIS THING CALLED 'ONCA', ANYWAY?

- Legislation governing all not-for-profit (NFP) corporations in Ontario
- Replaces Part Three of the *Corporations Act, 1990*
- Under development for 11 years!
- Extensive consultation with the NFP sector (especially Ontario Nonprofit Network)
- Proclaimed (finally!) on October 19, 2021

WHAT'S DIFFERENT ABOUT IT?

- Purpose-built legislation for Ontario's not-for-profit sector
- MAJOR Changes:
 - Provides detailed rules for how not-for-profit corporations must operate
 - Moves some mandatory provisions from Bylaws to Articles of Incorporation (formerly 'Letters Patent')
 - Creates new class of organization: 'Public Benefit Corporation'
 - Creates Ontario Business Registry
 - Provides Standard Organizational Bylaws
 - Simplifies incorporation process

WHY DOES IT MATTER TO OUR CLUB?

- If your club is incorporated in Ontario, this is *the* legislation that governs the way you operate.
- NFP corporations have until October 18, 2024 to bring their governing documents into compliance with ONCA.
- If your club meets the criteria to be a Public Benefit Corporation (PBC), it must fulfill additional requirements.
- If you're not already incorporated but decide to incorporate in the future, ONCA sets out the process for doing that.

According to the Ontario Business
Registry – **91%** of Rotary Clubs
in District 7010 are incorporated

**So ... What do we
need to do about it?**

SO, WHAT DO WE NEED TO DO ABOUT IT?

STEP ONE:

Determine whether
ONCA affects your Club

AND THEN ...

STEP TWO:

Review Standard Bylaws to
determine fit

NEXT ...

STEP THREE :

Amend your Bylaws and
Articles of Incorporation

THERE'S MORE ...



STEP FOUR:
File new Articles of
Incorporation

AND THEN ...

STEP FIVE:

**Determine whether you're a
Public Benefit Corporation**

FINALLY:

STEP SIX (PBCs only):

- File changes with CRA
- Implement required financial processes

**And ... If we choose
to do nothing???**

IF YOU DO NOTHING ...

- The government will do it for you – any NFP that hasn't amended its Bylaws to comply with ONCA by October 18, 2024 will be deemed to have adopted the “Standard Organizational By-law” developed by the Ministry of Government and Consumer Services.
- That Standard By-law may *or may not* reflect the way you want your Club to operate.

FOR MORE INFORMATION ...

- Join us for zoom meetings for detailed discussions (To be scheduled)
- Join me at 4:00 today in the Lakeshore Room on the second floor to find out:
 1. What is it?
 2. Why does it matter to our Rotary Club?
 - 3. What do we have to do about it?**
 4. What happens if we do nothing?
 - 5. Where can we go for help?**

THANK YOU!