

To All Members,

Please see the below for a summary prepared by Mill & Mills LLP of the important changes to North York Winter Tennis Club's by-laws to transition it under the *Not-for-Profit Corporations Act* (the "Act"):

1. Updated and modernized some of the definitions in **section 1.01**.
2. Updated the borrowing powers in **section 2.07** to better align with the borrowing powers set out in section 85(1) of the Act.
3. Referenced the dissolution sections in the Act and in the articles of amendment in **section 2.09**.
4. Membership discipline and termination procedures updated in **section 3.03** so that it was in accordance with the fair and reasonable procedures set out in section 51 of the Act. The Act requires that members be disciplined or terminated in good faith and in a fair and reasonable manner. The Act says that a procedure is fair and reasonable if a member is given at least 15 days notice of a disciplinary action or termination with reasons and be given the opportunity to be heard by the person with authority to impose or revoke the disciplinary action or termination not less than 5 days before such discipline or termination becomes effective.
5. **Section 4.03** replaces the old section 1.03 about remote members' meetings. Section 4.03 permits members' meetings to be held by 1 or more telephonic or electronic means provided that such means permits participants to "reasonably participate" as per the requirements in section 53(6) of the Act.
6. The notice timelines for members' meetings in **section 4.05** was changed from "not less than 21 days" before a members' meeting to "not less than 10 days and not more than 50 days" before a members' meeting for better alignment with the timelines set out in section 55(1) of the Act.
7. **Section 4.11** concerning the adjournment of members' meetings was expanded to align with the Act. Under section 55(5) of the Act, if a meeting of the members is adjourned by 1 or more adjournments for an aggregate of less than 30 days, it is not necessary, unless the by-laws provide otherwise, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:
  1. The time of the continued meeting.
  2. If applicable, the place of the continued meeting.
  3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
8. **Section 4.12** was added so that the by-laws described the form of proxies set out in section 3 of *O. Reg. 395/21: GENERAL* enacted under Act.
9. **Section 5.10**: "Honorary director" changed to "board observer" to reduce confusion and to further clarify that individuals invited to attend board meetings as board observers are not directors.
10. **Section 5.11** replaces the old section 1.04 about remote board meetings. Section 5.11 outlines that board meetings may be held by telephonic or electronic means provided that such means permits participants to communicate "simultaneously and instantaneously" as per the requirements in section 34(8) of the Act.
11. **Section 5.12** was added concerning the adjournment of board meetings. Section 34(5) of the Act provides that notice of a meeting that continues an adjourned meeting of directors is not required to be given if all of the following are announced at the time of an adjournment:
  1. The time of the continued meeting.

2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
12. New **section 5.13** summarizes section 35(1) of the Act which provides that a resolution that is signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors is as valid as if it had been passed at a meeting.
13. Changed the officer position of “President” to “Chair/ President” since section 42(2) of the Act requires that the office of “Chair” be appointed to a director.
14. **Section 8** contains more robust indemnity and conflict of interest sections to better align with the requirements under the Act. Having these sections in the by-laws allows for more ease of reference if any issues regarding same were to arise.
15. **Section 10.01** concerning by-law amendments were revised and **section 10.02** was added to align with sections 103(1)(d), (g), (k) and (l) of the Act.
16. Other technical changes to better align with the Act (i.e., addressed changes in nomenclature such as “objects” being referred to as “purposes” and “head office” being referred to as “registered office address”).