

In 2009 the federal government introduced the new Canada Not-for-profit Corporations Act. As a federally incorporated not-for-profit corporation the new act will apply to Orienteering Canada. There is a transition period, ending 17th October 2014 during which we must replace our existing letters patent and by-laws with new charter documents.

In the old act most of the details of how a corporation manages its affairs were left to the corporation to define in its by-laws. Under the new act a lot of the details are included in the Act and do not need to be included in the by-laws. At a minimum there are only two mandatory requirements that need to be addressed in the by-laws (membership conditions and notice of meetings to members). The default rules included in the act can be overridden in a corporation's by-laws as needed.

The new Act has one significant change in terms of voting on special resolutions (such as by-law changes). All classes of membership (whether entitled to vote at annual meetings or not) are entitled to vote under certain conditions and a single membership class could prevent the changes from being approved. Since the transition to the new act requires a special resolution it is easier for a corporation to change its membership structure under the old act and then transition to the new act.

This is the reason for this special resolution changing our existing by-laws as the old act only requires the approval of the voting members (which are the provincial and territorial orienteering associations).

The other significant change in the new act is that ex-officio board members are not allowed. This affects the Athlete's Representative, Past President and Executive Director.

The proposed changes deal with the following:

1. Remove Executive Director from being a named director. This position was non-voting before so there isn't really any impact. The Executive Director can still attend board meetings as they do today.
2. Remove the position of Past President. This was only a one year appointment. If the Past President is needed as a voting director then they should be elected as one of the directors at large.
3. Create a new membership class for the Athlete's Representative. This membership class is entitled to elect one director to the board.
4. Remove all non-voting membership classes (individual athletes, honorary members and clubs) from membership of the corporation and call them registrants.
5. Allow for electronic meetings. Since we only have one more AGM before the transition deadline we have to get it right the first time or face having additional meetings. This change will allow us to conduct members meetings electronically if needed.

Once we have made the above changes and they have been accepted by Industry Canada, we will create a new set of by-laws that comply with the new act and the voting members (which for these changes includes the Athlete's Representative) will need to approve these and our Articles of Continuance.

The Board of directors has proposed the following Special Resolution

The existing by-law No. 1 is repealed and replaced with the new by-law No. 1 as submitted to the meeting.