



## COMMENTARY ON BY-LAW NO. 1

**Name Change:** Once approved By-law No. 3 will be repealed, and By-law No. 1 will replace it.

### **Overview:**

By-law No. 1 is the corporate governance by-law. Most of the changes to this by-law were done to comply with the *Not-for-Profit Corporations Act, 2010* (ONCA), and with the Ministry of Public and Business Services Delivery (MPBSD) directions.

### **Changes:**

The following commentary explains why it is necessary to repeal By-law No. 3 and replace it with By-law No. 1.

The not-for-profit legislation in Ontario changed effective October 19, 2021. The new *Not-for-Profit Corporations Act, 2010* known as ONCA now governs Ontario One Call. Under ONCA, corporations have until October 19, 2024, to make sure their by-laws conform to ONCA. Ontario One Call is doing this update now.

The provisions of ONCA, as well as Ontario One Call's (OOC) own governing statute, the *Ontario Underground Infrastructure Notification System Act, 2012*, give OOC all the powers of a natural person.

There are subtle changes in terms of topics such as notice periods, proxy requirements, and conflict of interest provisions. In addition, there are new provisions, such as responsibilities of individual directors, and the delegation of decision-making to committees.





Concerning member meetings, ONCA prescribes that an annual general meeting addresses only the topics of presenting the financial statements, electing directors, and appointing auditors. Any other business to be conducted will be considered part of a special meeting that can occur at the same time but is not defined as part of the annual meeting and rather now creates hybrid meetings.

Appendix A to By-law No. 1 is a list of special resolutions that would be required by members for those actions to carry forward. A special resolution is passed by at least 2/3 of the members in attendance at the meeting or by proxy.

The composition of the Board has also changed and reflects what the Minister wishes as part of the transition of OOC to a public safety administrative authority. The Board will consist of 12 people, four of whom are appointed by the Minister and eight will be elected by the Membership. Four of whom are elected Members, and four will be elected to represent the excavator community. This is found in section 7.02 of the new by-law.

Finally, while there are a lot of minor changes, the more significant changes to conform with ONCA are reflected in Article 6 to Article 8 (Annual and Special Meetings, Board of Directors composition/qualifications/term, and Responsibilities of Directors including conflict of interest), section 9.08 (Director Right to Dissent), and sections 10.08 and 10.09 (Committees and Delegation of Decision Making to Committees).

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## **SIGNIFICANT CHANGES/ADDITIONS TO BY-LAW NO.1**

- ARTICLE 6 – ANNUAL AND SPECIAL MEETINGS
- ARTICLE 7 – BOARD COMPOSITION
- ARTICLE 8 - CONFLICT OF INTEREST RULES
- SECTION 9.08 – RIGHT OF DISSENT OF DIRECTORS
- SECTION 10.08 – DELEGATION BY DIRECTORS TO COMMITTEES
- SECTION 10.09 – NON-DIRECTORS ON COMMITTEES

## **SECTIONS FROM BY-LAW NO. 3 NOT CARRIED FORWARD**

- SECTION 5.01 – AGENTS AND ATTORNIES
- SECTION 6.01 – FIDELITY BONDS
- ARTICLE XIX
- ARTICLE XX

Please see the below a markup of the Table of Contents comparing the new and former By-law No. 3 to assist in understanding the changes.

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**BY-LAW NO.1**  
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**By-Law No.3 Counterpart**

3.01 used to be S.13.07  
3.02 used to be S.13.08

Article 5 used to be Article X

5.07 used to be S.20.01  
Article 6 used to be Article XI

Article 7 used to be Article XII

7.09 used to be S.12.09  
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Article 8 is new

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9.02 is new

Sections 9.07 and 9.08 are new

Article 10 used to be Article XVI

Sections 10.09 and 10.10 are new

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13.01 used to be S.4.01  
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13.03 used to be S.7.01  
13.04 used to be S.9.01  
13.05 used to be S.6.01  
13.06 used to be S.8.01  
13.07 and 13.08 are new  
13.09 used to be S.3.01  
Article 14 is new

Article 15 used to be Article XXI

Appendix A is new