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Community  
Literacy of  
Ontario

# Supporting Community-Based LBS Agencies' Transition to Ontario's Not-for-Profit Corporations Act (ONCA)



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## Table of Contents

<b><i>Acknowledgements</i></b> .....	<b>1</b>
<b><i>Introduction</i></b> .....	<b>3</b>
<b><i>1. Transition to ONCA</i></b> .....	<b>4</b>
<b><i>2. Rules for Not-for-Profit and Charitable Corporations</i></b> .....	<b>6</b>
<b><i>3. WEBINAR – Ontario’s Not-for-Profit Corporations Act 1 Year On</i></b> .....	<b>8</b>
<b><i>4. WEBINAR – Bring Your Own Bylaws</i></b> .....	<b>9</b>
<b><i>5. Bylaw Builder</i></b> .....	<b>10</b>
<b><i>6. Sample Bylaw with Options</i></b> .....	<b>11</b>
<b><i>7. How to Adjust Existing Bylaws</i></b> .....	<b>12</b>
<b><i>8. WEBINAR – ONCA A Year Later: The 100 Most Asked Questions</i></b> .....	<b>13</b>
<b><i>9. Guide to the Not-for-Profit Corporations Act, 2010</i></b> .....	<b>14</b>
<b><i>10. Ontario Business Registry (OBR)</i></b> .....	<b>16</b>
<b><i>11. Obtain a Copy of Your Articles of Incorporation</i></b> .....	<b>18</b>
<b><i>12. Business Corporations Act – Filing Articles of Amendment</i></b> .....	<b>19</b>
<b><i>13. Director’s Consents</i></b> .....	<b>20</b>
<b><i>14. Sample Consent to Act as a Director of the Board Form</i></b> .....	<b>21</b>

## Introduction

Community Literacy of Ontario (CLO) is pleased to share our newest resource: ***Supporting Community-Based LBS Agencies' Transition to Ontario's Not-for-Profit Corporations Act (ONCA)***.

Community Literacy of Ontario is a provincial literacy network that serves English language, community-based Literacy and Basic Skills (LBS) agencies. You can learn more about our organization by visiting our website and following us on Facebook, Instagram, and X.

As part of our 2024/2025 business plan, Community Literacy of Ontario researched and annotated this list of 14 resources. This list was developed to provide guidance to community-based LBS agencies as they work to comply with the new legislative requirements by the deadline of October 18, 2024.

All resources selected are free of charge and accessible via the Internet. The URLs are accurate as of May 2024.

Community Literacy of Ontario sincerely hopes that this annotated list of resources is helpful to LBS agencies as they navigate the process of reviewing, updating, and filing governing documents with the Ontario government during their transition to ONCA.

## 1. Transition to ONCA

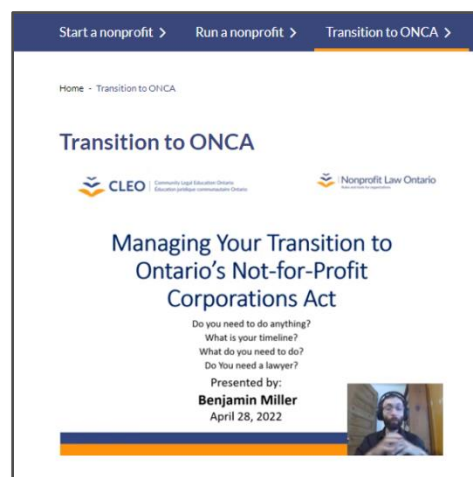
**Author:** Community Legal Education Ontario (CLEO)

**URL:** <https://nonprofitlaw.cleo.on.ca/transition-to-onca/>

**Annotation:** This comprehensive resource explores the transition to Ontario's Corporations Act to the Not-for-Profit Corporations Act (ONCA), which took effect on October 19, 2021. The section provides information that:

- defines whether the ONCA applies to your organization
- discusses the timeline for necessary changes if the ONCA is applicable
- lists the adjustments required for compliance

The resource begins with a short video that can also be [accessed on YouTube here](#).



For each step of the transition to ONCA, there is a page with an in-depth explanation:

**Step 1:** [Find out if the ONCA applies to your nonprofit](#) – This section defines who the ONCA changes do not apply to.

**Step 2:** [When do I need to act?](#) – This section explains when the ONCA changes come into effect and also mentions the benefits of working through the process with a team.

**Step 3:** [Gather important documents](#) – This section lists the governing documents that need to be reviewed for the transition which includes:

- definitions of the documents
- explanations of why they are important
- where they can likely be found

Continued...

**Step 4: [Understand the law](#)** – This section contains links to 10 topics that are important to read through in order to understand how the ONCA updates apply to:

- [Articles or letters patent](#)
- [Corporate Address](#)
- [Charities](#)
- [Directors](#)
- [Dissolution](#)
- [Finances](#)
- [Meetings](#)
- [Members](#)
- [Public benefit corporations](#)
- [Voting and quorum](#)

**Step 5: [Update bylaws](#)** – This section examines the options for creating new bylaws, updating current bylaws, or choosing not to update bylaws. Free tools are provided for updating and creating bylaws, such as:

- [Bylaw Builder Guided Pathway](#)
- [CLEO's bylaw builder guide \(PDF\)](#)
- [Sample bylaws with options](#)
- [Adjusting your bylaws](#)

**Step 6: [Update and file changes to articles](#)** – This section explains how articles of incorporation, traditionally known as your "letters patent," will be updated and filed in this last step. At the end of this resource there are instructions and links for the three ways to file articles of amendment to make the transfer to ONCA official.

This page details the modifications you should make to your articles and how to submit them. In-depth explanations about what may need to change in your articles are provided for:

- your nonprofit's purposes
- number of directors
- membership classes
- member voting rights
- locations of member's meetings
- restricting your nonprofit's powers
- dissolution clause

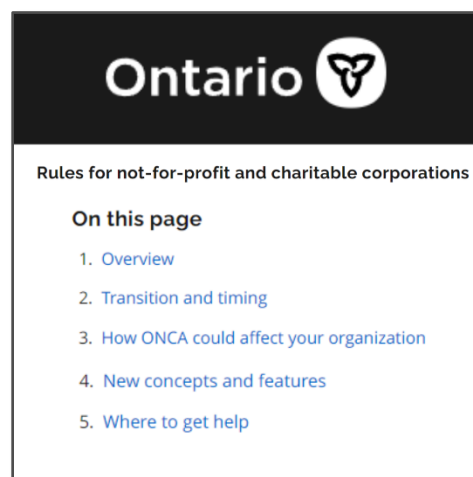
## 2. Rules for Not-for-Profit and Charitable Corporations

**Author:** Community Legal Education Ontario (CLEO)

**URL:** <https://www.ontario.ca/page/rules-not-profit-and-charitable-corporations>

**Annotation:** This resource provides an overview of the updates to the Not-for-Profit Corporations Act, 2010 (ONCA) and explains that the changes:

- simplify the incorporation process for efficiency
- clarify governance rules to enhance accountability
- allow profits from commercial activities if reinvested for non-profit purposes
- permit certain corporations to opt for a "review engagement" over an audit
- strengthen members' rights and provides measures for action against non-compliant directors and officers
- grant members increased access to financial records



This resource focuses on clarifying:

- transition and timing
- how ONCA could affect your organization
- exceptions and cases where ONCA does not apply
- the revised distinction between public benefit corporations and other not-for-profit corporations
- the new process for reviewing a corporation's financial records
- changes to the rights of voting and non-voting members of not-for-profit corporations

*Continued...*

This resource concludes with a comprehensive list of more places to get help including:

- [Plain-language guide to ONCA](#)
- [Transition considerations](#)
- [Community Legal Education Ontario \(CLEO\)](#)
- [Law Society Referral Service](#)
- [Not-for-Profit Incorporator's Handbook](#)
- [Office of the Public Guardian and Trustee](#)
- [Charities – Canada Revenue Agency](#)
- [Available funding opportunities from the Ontario Government](#)



### 3. WEBINAR – Ontario’s Not-for-Profit Corporations Act 1 Year On

**URL:** <https://cleoconnect.ca/resource/yourlegalrights/ontarios-not-for-profit-corporations-act-1-year-on/>

**Annotation:** This webinar discusses the recent updates introduced by the Not-for-Profit Corporations Act (ONCA) and covers:

- new aspects of the ONCA
- steps that nonprofits should take throughout the switch to the ONCA
- how to use CLEO's free resources to draft or update bylaws to comply with the ONCA

The target audience for this webinar includes:

- senior leaders
- board members
- anyone involved in the corporate governance of organizations previously incorporated under Ontario’s Corporations Act or a special Act



However, this session is not for organizations incorporated under the Co-operative Corporations Act, the Canada Not-for-Profit Corporations Act, other statutes outside of Ontario, or those that are part of a larger organization.

The video webinar can be accessed directly in this resource and can also be [viewed on Vimeo here](#).

There is also a PowerPoint presentation on these topics that [can be downloaded here](#).

## 4. WEBINAR – Bring Your Own Bylaws

**Author:** Community Legal Education Ontario (CLEO)

**URL:** <https://cleoconnect.ca/resource/yourlegalrights/bring-your-own-bylaws/>

**Annotation:** Nonprofits have until October 18th, 2024, to update their bylaws and letters patent to comply with the Ontario Not-for-profit Corporations Act (ONCA).

This webinar is a working session about the essentials of complying with the ONCA. It is structured to:

- provide a practical, hands-on opportunity for participants to revise their bylaws and letters patent
- use a special workbook to help identify necessary changes to meet ONCA requirements

This session is designed for:

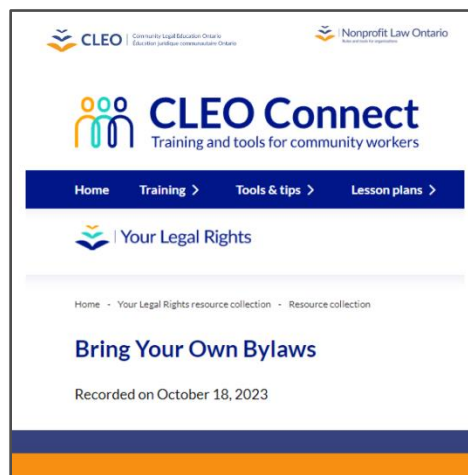
- senior leaders
- board members
- anyone involved in the governance of organizations already incorporated under Ontario’s Corporations Act or a special Act

However, this webinar does not apply to:

- organizations that are not independently incorporated but are parts of larger organizations or government bodies
- organizations governed by the Canada Not-for-Profit Corporations Act
- organizations under the Co-operative Corporations Act
- organizations governed by statutes outside of Ontario

The video webinar can be accessed directly in this resource and can also [be viewed on Vimeo here](#).

In addition, the PowerPoint presentation [can be downloaded here](#) and the workbook [can be found here](#).



## 5. Bylaw Builder

**Author:** Community Legal Education Ontario (CLEO)

**URL:** <https://nonprofitlaw.cleo.on.ca/transition-to-onca/update-governing-documents/cleos-bylaw-builder/>

**Annotation:** This resource introduces CLEO’s Bylaw Builder, an interactive tool designed to assist nonprofits in developing a set of bylaws compliant with Ontario’s Not-for-Profit Corporations Act (ONCA), that:

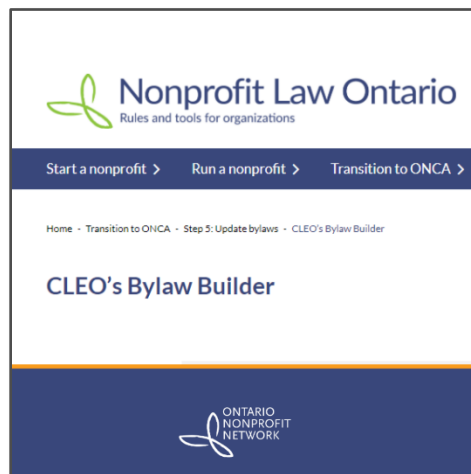
- guides users through a series of questions
- explains available choices and provides information to aid decision-making
- generates a customized set of bylaws based on user responses

The Bylaw Builder is not designed for use with nonprofit organizations incorporated under the [Canada Not-for-Profit Corporations Act](#), nor nonprofits incorporated in other Canadian provinces or territories.

This resource also answers questions about:

- using CLEO’s Bylaw Builder
- the next steps after bylaws are created
- what to do if members haven’t approved the new bylaws
- other approvals needed for registered charities

The Bylaw Builder does not provide legal advice. For legal guidance tailored to specific situations, consulting a lawyer is recommended.



## 6. Sample Bylaw with Options

**Author:** Community Legal Education Ontario (CLEO)

**URL:** <https://nonprofitlaw.cleo.on.ca/transition-to-onca/update-governing-documents/sample-bylaw-with-options/>

**Annotation:** This resource provides a sample bylaw in the form of a fillable PDF. It is a helpful starting point when creating bylaws for a nonprofit that are in accordance with the Ontario Not-for-Profit Corporation Act (ONCA).

The sample bylaw was designed by The Ministry of Government and Consumer Services (MGCS) and is referred to as a “standard organizational by-law” on their site. However, this resource refers to the sample bylaw as the "Default By-law." This tool:

- explores each section of the Default By-law in detail
- provides options to use the default wording or customize sections
- describes which language is mandatory and which is optional
- suggests possible modifications or additions to the language to better suit specific requirements



Users are also encouraged to consult the ONCA for additional rules not mentioned in the Default By-law or this tool during the drafting process.

The fillable PDF for the [sample bylaw tool can be accessed here](https://nonprofitlaw.cleo.on.ca/transition-to-onca/update-governing-documents/sample-bylaw-with-options/).

## 7. How to Adjust Existing Bylaws

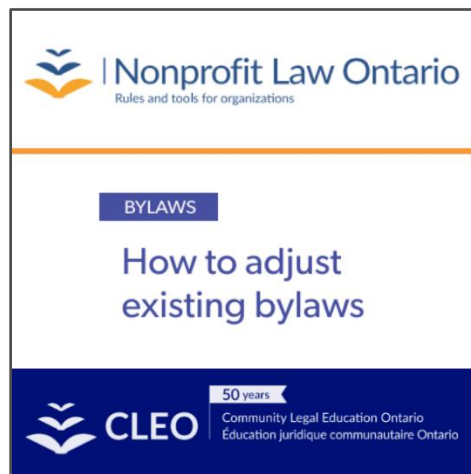
**Author:** Community Legal Education Ontario (CLEO)

**URL:** [https://nonprofitlaw.cleo.on.ca/wp-content/uploads/2021/11/Regular\\_8-Nov\\_ONCA\\_HowToAdjust.pdf](https://nonprofitlaw.cleo.on.ca/wp-content/uploads/2021/11/Regular_8-Nov_ONCA_HowToAdjust.pdf)

**Annotation:** This resource is a comparative tool that outlines common topics in bylaws under the Ontario Corporations Act (CA) and contrasts them with the new requirements set by the Ontario Not-for-Profit Corporations Act, 2010 (ONCA).

While working through this resource, it is helpful to:

- review additional resources from this project to understand changes under the ONCA
- keep existing bylaws accessible for reference
- assess the coverage of each topic in your current bylaws as listed in the left-hand column
- compare your bylaws' content against the allowances and requirements of the ONCA detailed in the right-hand column
- refer to the specific sections of the ONCA legislation or Corporations Act as indicated
- identify and decide on necessary changes to ensure compliance with the ONCA
- draft new bylaws that meet the ONCA's stipulations
- adhere to the amendment process described in your bylaws for making changes.



If your bylaws lack a section on how to amend them, legal consultation may be necessary.

## 8. WEBINAR – ONCA A Year Later: The 100 Most Asked Questions

**Author:** Community Legal Education Ontario (CLEO)

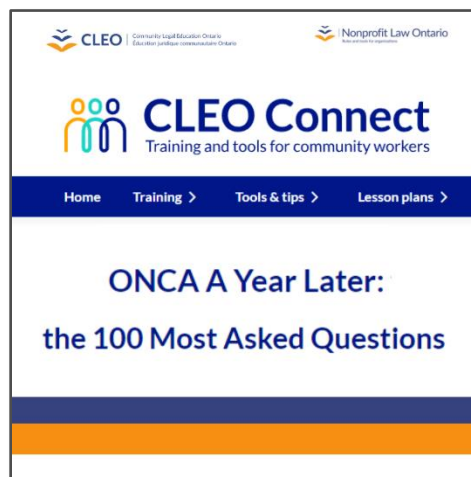
**URL:** <https://cleoconnect.ca/resource/onca-a-year-later-the-100-most-asked-questions/>

**Annotation:** On October 19, 2021, the Ontario Not-for-Profit Corporations Act was proclaimed. Following this, Community Legal Education Ontario (CLEO), collaborating with networks, umbrella groups, and funders throughout the province, facilitated numerous workshops and addressed hundreds of inquiries from nonprofits.

The most commonly asked questions have been gathered into a comprehensive database and are presented in this webinar. CLEO is pleased to offer the insights gained from these interactions and share what has been learned.

The webinar can be accessed through the URL above and [is also available on Vimeo here](#).

In addition, [the PowerPoint is available here](#) and the database [of frequently asked questions can be found here](#).



## 9. Guide to the Not-for-Profit Corporations Act, 2010

**Author:** Government of Ontario

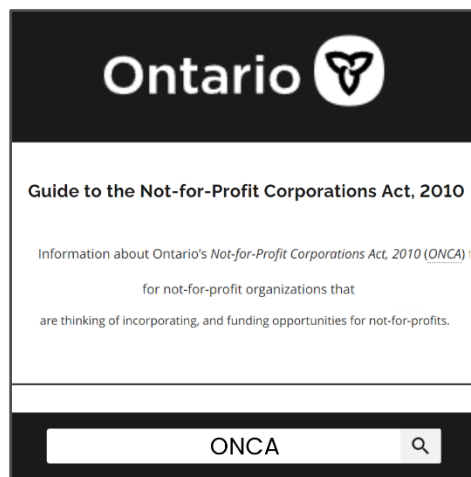
**URL:** <https://www.ontario.ca/page/guide-not-profit-corporations-act-2010>

**Annotation:** This guide is an overview of Ontario's Not-for-Profit Corporations Act, 2010 (ONCA). It provides extensive information for those who want to learn more about the new laws.

It is intended for members, directors, officers, administrators, and supporters of organizations considering incorporation as not-for-profit entities, especially those without prior not-for-profit experience. The guide is also useful for understanding changes from the Corporations Act for corporations previously governed under this legislation.

The resource is organized into the following sections:

1. [Guide overview](#): this section explains basic information about the transition to ONCA.
2. [Features of the new act](#): this section describes the benefits, requirements, and notable changes in ONCA.
3. [Definitions](#): this section defines terms such as articles of incorporation, audit, by-laws, dissolution, indemnification, meetings, ordinary resolution, public benefit corporation, remuneration, review engagement, and special resolution.
4. [Not-for-profits and incorporation](#): this section presents information about not-for-profit organizations and the differences between different types of corporations, distribution of a corporation's profits or property, incorporating a not-for-profit organization, how to incorporate, what a corporation must do under ONCA, incorporating provincially or federally, restrictions on not-for-profit corporations, and commercial activities and profits.



*Continued...*

5. [Charitable corporations](#): this section examines charitable and non-charitable corporations, how an organization qualifies as a charitable corporation, conflicts between charities law and ONCA, assets of a dissolved charitable corporation, consent of the Office of the Public Guardian and Trustee, and approval of the Charities Directorate of the Canada Revenue Agency.
6. [Directors, officers, and committees](#): this section offers definitions and information about the obligations of directors and officers specific to ONCA.
7. [Members](#): this section provides useful information about key rights and duties of members under ONCA.
8. [Funding opportunities for not-for-profits](#): this section finishes with links to view a full list of Transfer Payment Ontario funding opportunities, as well as how to apply for funding by accessing Transfer Payment Ontario.



## 10. Ontario Business Registry (OBR)

**Author:** Government of Ontario

**URL:** <https://www.ontario.ca/page/ontario-business-registry>

**Annotation:** This resource focuses on the Ontario Business Registry (OBR), which facilitates over 90 online transactions for businesses and not-for-profit corporations. The OBR provides efficient and convenient access for organizations that are registered, incorporated, or licensed to conduct business in Ontario.

Most importantly, the Ontario Business Registry is where you file your Articles of Amendment as a last step in your compliance with the ONCA. More information can be found here:

<https://forms.mgcs.gov.on.ca/dataset/0e98d6dd-2ca2-4090-b4ae-db37c5d46cd1/resource/d110e2a4-ab5c-4941-93ab-ec569cb07971/download/on00216e.pdf>



The resource is organized into the following sections:

- **Overview**: this section explains that a company's information was transferred from the previous system if it was registered or incorporated before the launch of OBR on October 19, 2021.
- **Set up your Ontario Business Registry profile**: this section lists what is needed in order to manage a business and complete filings such as having an existing registered entity, a company key, a My Ontario Account, and a ServiceOntario Account. Learn more about [setting up an OBR profile here](#).
- **Search the registry and order search products**: to obtain basic information about a business or non-profit organization, anyone can conduct a free search on the OBR. However, there are fees to acquire a search product directly from the ministry or through an approved service provider for more specific information. The OBR [can be searched here](#).
- **File transactions in the OBR**: with an OBR profile transactions can be filed online such as renewing business name registration, filing an annual return for a corporation, updating company information, and cancelling or dissolving a sole proprietorship, partnership, or corporation. View a [list of all OBR services here](#).

- [Notices of filing requirements](#): these notices of filing requirements serve as helpful guidelines in the event that you need to incorporate a not-for-profit, register a partnership or business name, or make adjustments. A full list of [notices of filing requirements can be found here](#).
- [Helpful resources](#): this section provides links to find a local [Small Enterprise Business Centre \(SBEC\) here](#) as well as [a list of intermediaries here](#) if you need to have someone else file transactions in the OBR for your business.
- [Partner Portal for intermediaries](#): the Partner Portal allows intermediaries to file online transactions in the OBR and [you can learn more about it here](#).
- [Contact us](#): this section provides contact information for the OBR.

## 11. Obtain a Copy of Your Articles of Incorporation

**Author:** Ontario Nonprofit Network

**URL:** <https://youtu.be/hfvq6n5NQks?list=PL92bafAgRzIK0Wo-dbLKpbFcMO89ISev7>

**Annotation:** This quick video explains a key aspect of the Ontario Not-for-profit Corporations Act, which requires nonprofits to update their foundational documents.

Previously known as "letters patent," these documents are now referred to as "Articles of Incorporation." These documents, originally issued upon incorporation, contain critical details such as your organization's founding purposes and directors.

It's common for nonprofits to misplace this document. If you find yourself in this situation, there is a solution available: you can obtain a copy through [the Ontario Business Registry website](#).



Simply search by your official legal name, select 'order search products,' and request a copy of your document from the ministry.

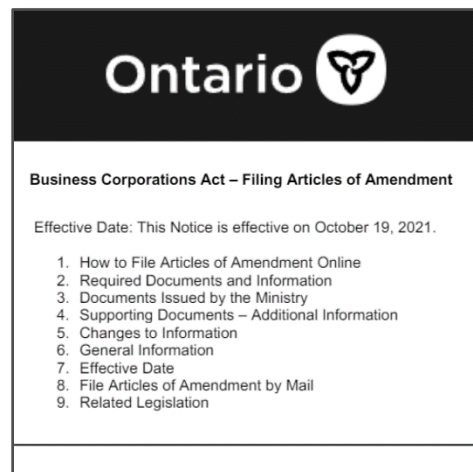
## 12. Business Corporations Act – Filing Articles of Amendment

**Author:** Government of Ontario

**URL:** <https://forms.mgcs.gov.on.ca/dataset/0e98d6dd-2ca2-4090-b4ae-db37c5d46cd1/resource/d110e2a4-ab5c-4941-93ab-ec569cb07971/download/on00216e.pdf>

**Annotation:** This PDF provides information about how to file Articles of Amendment, as a last step in your compliance with the ONCA, in the required form and format that meets all requirements and technical specifications. It includes sections about:

1. How to File Articles of Amendment Online
2. Required Documents and Information
3. Documents Issued by the Ministry
4. Supporting Documents – Additional Information
5. Changes to Information
6. General Information
7. Effective Date
8. File Articles of Amendment by Mail
9. Related Legislation



To learn more about how to update officer or director information, or register office address and administrative information, visit the [Central Forms Repository \(CFR\) here](#).

## 13. Director's Consents

**Author:** Community Legal Education Ontario (CLEO)

**URL:** <https://nonprofitlaw.cleo.on.ca/run-a-nonprofit/new-directors-page/directors-consents/#:~:text=Under%20ONCA%20all%20individuals%20who,to%20act%20as%20a%20director>

**Annotation:** This resource covers the requirements for director's consents under the Ontario Not-for-profit Corporations Act (ONCA). It specifies that all individuals elected or appointed as directors of a nonprofit corporation must sign a written consent to act as a director. The page provides details on:

- what a director's consent form is
- necessary information it must include
- timing for obtaining a person's consent to act as director
- what happens if a director did not sign a consent when they were first appointed



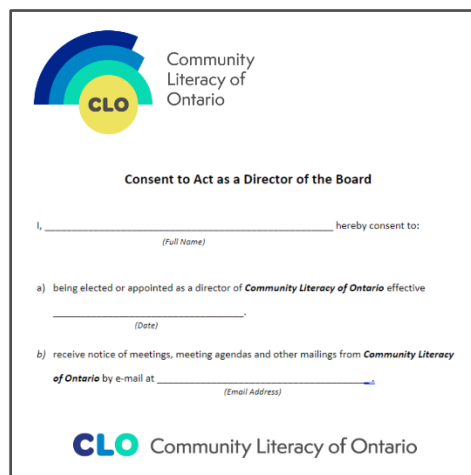
A sample of a basic Director's consent form is provided at the end of this resource.

## 14. Sample Consent to Act as a Director of the Board Form

**Author:** Community Literacy of Ontario (CLO)

**URL:** [Consent-to-act-as-a-Board-Director.docx](#)

**Annotation:** CLO's Consent to Act as a Director form can be modified and used to suit the requirements of your organization.



The image shows a sample form titled "Consent to Act as a Director of the Board" from the Community Literacy of Ontario (CLO). The form includes the CLO logo at the top left, which consists of a stylized rainbow arch over a yellow circle containing the letters "CLO". To the right of the logo, the text "Community Literacy of Ontario" is written. Below the logo and text, the title "Consent to Act as a Director of the Board" is centered. The form contains several lines for text entry: "I, \_\_\_\_\_ hereby consent to:" followed by "(Full Name)" in smaller text; "a) being elected or appointed as a director of **Community Literacy of Ontario** effective \_\_\_\_\_" followed by "(Date)" in smaller text; and "b) receive notice of meetings, meeting agendas and other mailings from **Community Literacy of Ontario** by e-mail at \_\_\_\_\_" followed by "(Email Address)" in smaller text. At the bottom of the form, the CLO logo and the text "Community Literacy of Ontario" are repeated.