

# CMC-Ontario By-law Update

ONCA Compliance 2025

# ONCA & By-Laws Background

- Ontario updated its legislation called the Not-For-Profit Corporations Act (ONCA) in 2010.
- The legislation allowed a transition period to implement the by-laws up to October 18, 2024
- This is our first AGM after the transition period, and we are presenting updated bylaws, that comply with the requirements set out in the ONCA legislation.
- Prior to this, our by-laws had been tweaked many times, issue by issue, on a base document that dates back to the 1990s or earlier.
- We used the opportunity to do a "complete review" of the document to make sure it was solid.

# The Key Changes

- Key Finding - Our By-laws weren't too bad.
  - Careful observers will note that the new document is quite similar to the old one.
  - Substantively, Membership, Affiliated Persons, and Discipline Sections have minimal changes.
  - Many outdated ideas (from the 1990s) were embedded - this was part of the clean up.
- The Changes:
  - We removed "detailed procedures" from the bylaws and moved them to policies
    - Fellows Committee
    - Firm Memberships
  - Meetings - Special Meetings required if demanded by either 35 Members or 10% of Members
  - Remove references to third parties from our bylaws, replaced with "Agents"
  - A lot of tidying up of details, organization references, corporation types, legal updates, etc..
    - Language on incapacity, bankruptcy, etc
    - Not require a physical head office
    - Improved and updated the audit language

# Motion

- To approve, as presented, the proposed bylaws for the Institute of Certified Management Consultants of Ontario (ICMCO) with immediate effect.