

The main changes between the current Cycle Toronto by-laws (March 2019) and the updated by-laws for ONCA (Ontario Not-for-Profit Corporations Act) compliance (October 2024) revolve around legal terminology, governance processes, and member rights. Here's a summary of the notable changes:

#### 1. Compliance with ONCA

2019 By-laws: Were drafted in accordance with the Ontario Corporations Act.

2024 By-laws: Now explicitly reference the Not-for-Profit Corporations Act, 2010 (Ontario) (ONCA) to ensure compliance with newer legal frameworks.

#### 2. Terminology Updates

The 2024 by-laws include new terms such as "Articles," "Extraordinary Resolution," and "Public Benefit Corporation," aligning with ONCA's terminology.

#### 3. Member Rights and Responsibilities

2019 By-laws: Members who paid a membership fee were given voting rights and privileges. There were rules for membership cancellation if members did not align with the organization's mission.

2024 By-laws: Membership is expanded to clarify obligations, including adherence to policies and by-laws, with clearer disciplinary procedures for non-compliance. Expulsion and re-application processes are more formalized.

#### 4. Governance and Board Structure

2019 By-laws: Board had 9-15 directors, with staggered elections, and a maximum term of 6 years.

2024 By-laws: Retains a similar structure but emphasizes inclusion, diversity, and anti-oppression principles in Board recruitment, with additional requirements on qualifications and disclosure of ineligible individuals.

#### 5. Directors' and Officers' Responsibilities

2019 By-laws: Responsibilities included managing the corporation's affairs, hiring the Executive Director, and ensuring financial oversight.

2024 By-laws: Similar duties but with enhanced clarity on Directors' obligations to act honestly and diligently, as well as stricter guidelines on conflicts of interest.

#### 6. Meetings and Voting

2019 By-laws: Meetings could be called by the Board or a petition by 10% of the members, and voting followed Robert's Rules of Order.

2024 By-laws: Expands the use of electronic or phone meetings, specifies clearer procedures for polls and voting, and allows a broader range of persons to attend by invitation.

#### 7. Insurance and Liability Protection

2019 By-laws: Directors and officers were protected by liability insurance, with provisions for indemnity.

2024 By-laws: Expands liability protection, ensuring Directors are indemnified as long as they act in good faith. New provisions require consultation before indemnification.

#### 8. Committees

2019 By-laws: The Board had the authority to create committees but there were fewer details on the formation and governance of these committees.

2024 By-laws: More formal structure is provided for Board committees, with examples such as the Finance Committee, Governance Committee, Human Resources Committee, and Advocacy Committee explicitly mentioned. Guidelines and policies created by these committees must be approved by the Board.

#### 9. Officers

2019 By-laws: The Board was responsible for appointing a President, Secretary, Treasurer, and other Officers as needed. Officers could be removed by the Board at any time.

2024 By-laws: The process is similar, but with an added requirement that Officers must be appointed from among the Directors. The Chair is introduced as a mandatory Officer, and the role of Executive Director is specified with more details on delegation of responsibilities.

These updates reflect the need for compliance with ONCA and modern governance practices, providing clearer definitions and a more structured approach to membership, governance, and liability management. Overall, the 2024 by-laws introduce clearer rules and formal processes around **membership compliance, discipline, and rights** in alignment with ONCA requirements, providing a more structured framework for managing member involvement.