

# The Met Bylaw Review

## Background

As of October 19, 2021, the *Not-for-Profit Corporations Act* (ONCA) is in force. ONCA generally applies automatically to all Ontario not-for-profit corporations. The Met, an existing not-for-profit corporation was previously governed under the *Corporations Act* and hence has a three-year transition from the date ONCA came into force to make any necessary changes to their incorporating and other documents to bring them into conformity with ONCA.

The Met Board has reviewed our Bylaw, ratified by the Members on 28 October 2018, and has approved the following amendments for consideration and approval by Members. These proposed amendments have been vetted by legal counsel who have confirmed stating that, “the proposed Bylaw changes once enacted The Met should be compliant with the requirements of ONCA.”

## Summary of Proposed Changes

1. New terms **Biological Sex**, **Gender**, and **Ineligible Individual** have been introduced in definitions.
2. A Members may request to be removed from membership while he/she is in a disciplinary process with the Board.
3. When the Board determines to expel or suspend a Member, it shall provide its reasons in writing and the Member will have an opportunity submit written submissions, which will be considered by the Board in making its final decision.
4. Ineligible Individuals as per the Income Tax Act (Canada), serving as Director or Officer, is required to inform the Board immediately upon learning that he has become an Ineligible Individual. The Board is to consider and decide whether the Director or Officer can continue in his role.
5. A Director conflicted on any matter being considered by the Board is required disclose such conflict and not participate in the discussion and decision.
6. The Board term limits for Directors now also applies to Officers.
7. Change of fiscal year end from Dec 31 to July 31. This change will align budget planning with our ministry year and will also capture the high giving months of November and December mid-year, allowing for better fiscal management.
8. Member meetings may also be conducted electronically if adequate means are provided for Members to communicate with each other.
9. The process for Member Proposals to be discussed with the Board and submitted to the Board is laid out with associated response times.

Reference to the *Corporations Act* has been updated to the *Not-for-Profit Corporations Act*.