

SIMCOE COUNTY HISTORICAL ASSOCIATION

BY-LAW AMENDMENT SUMMARY – ONCA COMPLIANCE

OHS Recommended Article	New Description	Old Article	Change	
1 - Definitions & Interpretation				
1	Definition	n/a	New Article	
2	Interpretation	18	No change	O
2 - Affiliation & Purpose				
1	Affiliation	n/a	New Article – outlines responsibility to OHS	R
2	Status	n/a	Per OHS	R
3	Purpose	(Un-numbered) Constitution	no change in content	M
4	Responsibilities	n/a	New Article	M - OHS
5	Dissolution	n/a	New Article	M- OHS
3 - Board of Directors				
1	Number of Directors	3.01 (1)	Updated wording – no change in quantity	M
2	Qualifications	3.02	Updated wording Must be a member added Execute a Consent to Act added Adherence to policies added	M
3	Ex-Officio Director	3.01 (2)	Updated wording classifies the Past President as Ex-Officio Director	M
4	Directors Ceasing to hold office	n/a	Added clarify if Director resigns, resignation as an officer or committee member also applies.	R
5	Election & Term	3.03	No change	M
6	Vacancies	3.03 (4)	No change	M
7	Directors Compensation	3.05	No change	M
8	Removal of Directors	3.04	Updated wording	M

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	9	Appointment of Additional Directors	n/a	New article	M
4 - Directors Meetings					
	1	Calling of meetings	n/a	New article	O
	2	Notice of meetings	4.01 (2)	Change in wording – notice period removed.	M
	3	Adjournment of meetings	n/a	New Article	M
	4	Notice of meeting held by telephone or electronic means	4.01 (1)	no change	M
	5	Quorum	4.03	Clarified	M
	6	Meetings held by telephone or electronic means	n/a	New Article	O
	7	Votes to Govern	4.04	Updated wording	O
	8	Casting Vote	4.04 (1)	No change	O
	9	Resolution in Lieu of Meeting	4.04 (2)	No change	M
	10	Confidentiality	n/a	New Article	O
	11	Conflict of Interest	n/a	New Article	M
	12	Procedure	n/a	New Article	O
5 - Committees			6.	General Statement	
	1	Executive Committee	n/a	New Article	O
	2	Audit Committee	n/a	New Article	O
	3	Nomination Committee	n/a	New Article	O
	4	Other Committees	n/a	New Article	O
	5	Terms of Reference for all Committees	n/a	New Article	O
6 – Appointment and Duties of Officers					
	1	Appointment of Officers	5.01	Updated names and responsibilities – President becomes Chair	M
	2	Description of Offices	5.05 to 5.08	Duties updated	M/O

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	3	Variation of Duties	n/a	New Article	O
	4	Terms of Officers	5.09	Updated Wording to include reasons for vacancies	O
7 - Indemnification					
	1	Limitation of Liability	8 (1)	Replaced by 7.1	R
	2	Indemnity of Directors and Officers	8. (2)	Replaced by 7.2	M
	3	Insurance	n/a	New Article	M
8 - Membership Conditions					
	1	One Membership Class	9.02	No change	M
	2	Term of Membership	9.01	New article	O
	3	Transfer of Membership	n/a	New Article	M
	4	Membership Dues	n/a	New Article	R
	5	Good Standing	n/a	New Article	O
	6	Termination of Membership	9.06	Updated	M
	7	Discipline or Termination of a Member	9.06	Updated	R
	8	Procedure for Discipline, Suspension or Termination	9.06	Updated – see above	R
9 – Meetings of Members					
	1	Notice of Meetings	10.03	Updated – min 10 days max 50 days	M
	2	Record Date	n/a	New – can determine cut off dates i.e. be a member 10 days before meeting	M
	3	Timing of Annual Meeting of Members	10.01	No change	M
	4	Place of Meetings	10.02	No change	M
	5	Information to be Furnished in	10.01	To be provided 5 days before the meeting date.	M

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	Advance of Meeting			
6	Special Business	n/a	Defines special business	M
7	Persons Entitled to be Present	n/a	Only those entitled to vote to attend unless invited	R
8	Chair of Meeting	10.07	Chair or vice chair (added) or other director	R
9	Quorum	10.11	Reduced from 5 or 25% to not less than 10% of members	M
10	Votes to Govern	10.08 (1) (2)	Reworded – no change	M
11	Meetings Held by Telephone or Electronic Means	n/a	New Article	M
12	Voting by Members not in Attendance at a Meeting of Members	n/a	New Article – voting by phone or mail in ballot	M
13	Voting by Proxy	n/a	New Article	R
14	Adjournment of Meetings	10.10	Clarified	O
15	Resolution in Lieu of Meetings	n/a	New Article	M
16	Procedure	n/a	New Article	O
10 - Banking Arrangements, Contracts Etc.				
1	Execution of Documents	16 (1 – 4)	Updated Wording	R
2	Banking Arrangements	n/a	New Article	R
11 - Notices				
1	Giving Notice	n/a	New Article	R
2	Telephone or Electronic Notice	n/a	New Article	R
3	Errors or Omissions	10.04	Updated	R
4	Computation of Time	n/a	New Article	R
5	Undelivered Notices	n/a	New Article	R
6	Waiver of Notice	n/a	New Article	M

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12 By Law Amendments				
1	By-Law Amendment or Repeal	11 (1) and (2)	Exceptions outlined & updated process	M
2	Repeal	n/a	New Article	M
3	Effect of Repeal by By-laws	n/a	New Article	R
13 - General				
1	Corporate Seal	2. Seal	Option of a seal removed	O
2	Financial Year End	17	Updated – date specified	R
3	Categorization under the Act	n/a	New Article to include definitions of Public Benefit Corporation	O
4	Financial Review	n/a	Requirements for audits or review engagement specified	M
5	Policies	n/a	New Article	O
6	Invalidity of any Provision of This By-Law	n/a	New Article	R
7	Repeal and Designation	n/a	New Article	

Removed

1. Head Office		
4.02 Chair	No longer optional – president is optional	
7 (a) and (b)	Replaced by 7.1 and 7.2	