



Community Legal Services of Ottawa Services juridiques communautaires d'Ottawa

Memo

To: CLSO Members

From: CLSO Board of Directors

Date: September 2023

Re: CLSO By-Laws – Proposed Amendments

The Community Legal Services of Ottawa (the Corporation) Board of Directors has approved a number of amendments to the CLSO By-law #1 in accordance with the Ontario Not-for-Profit Corporations Act (ONCA).

The Corporation's By-laws require that by-law amendments approved by the Board of Directors be sanctioned by an affirmative vote of at least two-thirds of the Members present at a meeting duly called for the purpose of considering the said by-laws.

The Annual General Meeting (AGM) of the Corporation's members will be convened on October 16, 2023. At the AGM, the by-law amendments, as approved by the Board of Directors, will be considered by the Corporation's members who will be asked to vote on whether to authorize the amendments.

Proposed Changes to the By-laws

The Corporation was formed under the Ontario *Corporations Act* by Letters Patent of Amalgamation dated April 1, 2017 (the Letters Patent).

The Letters Patent fixed the number of directors at **13**, and the by-laws specified that this was to be comprised of

- (a) **One** individual elected from among the employees of the Corporation, other than the executive director of the Corporation;
- (b) **Four** individuals elected from among those members of the Corporation who would financially qualify to receive services from the Corporation; and
- (c) **Eight** individuals elected from among the members of the Corporation;

ONCA provides for the Corporation's articles (formerly Letters Patent) to set out a minimum and maximum number of directors and for the members to authorize directors to fix a number of directors within that range from time to time.

The Corporation's Board of Directors consider it appropriate and desirable to approve articles of amendment to set **a range of 10 to 12 directors** and to authorize directors to fix a number of directors within that range from time to time, so as to allow greater flexibility in the recruitment and retention of directors;

The Corporation's Board of Directors consider it appropriate and desirable for the by-laws to specify that this range of 10 to 12 directors shall be comprised of

- (a) **One** individual elected from among the employees of the Corporation, other than the executive director of the Corporation;
- (b) **Between three and four** individuals elected from among those members of the Corporation who would financially qualify to receive services from the Corporation; and
- (c) **Between six and seven** individuals elected from among the members of the Corporation; and

The by-laws also contain minor terminology changes to refer to the ONCA and to consolidate By-Laws No. 1 and 2 into one document.

Proposed Resolution

1. The Corporation shall submit articles of amendment to the Director (the "Director") appointed under the ONCA, substantially in the form provided to the members for review and approval;
2. For greater certainty, the articles of amendment submitted to the Director shall provide for a minimum number of 10 directors and a maximum number of 12 directors;
3. The directors of the Corporation are authorized to determine by resolution from time to time the number of directors within the above range to be elected at the annual meeting of the members;
4. The by-laws submitted to the members for review and approval are hereby approved; and
5. Any director or officer of the Corporation is authorized and directed, for and on behalf of the Corporation, to do all things and to execute and file all instruments and documents necessary or desirable to complete the matters provided for in this resolution.