

Section	Previous Section	Changes / Comments / Notes
Article 1: Interpretation		
1.1 Definitions	N/A	Suggestion, not required
Article 2: General		
2.1 Fiscal Year	6 (iii)	No change
2.2 Execution of Documents	6 (i)	No change
2.3 Governance Manual	N/A	Suggestion, not required.
Article 3: Membership		
3.1 Classes of Members	3(i)	This is a required part of the Club's Articles and does not need to be included in the Bylaws (but can absolutely be included as long as it is consistent with the Articles).
3.2 Conditions of Membership	3(ii)	No change
3.3 Discipline/Suspension/Expulsion	3(ii)	Some adjustments for ONCA compliance (e.g. time to appeal)
Article 4: Meetings of Members		
4.1 Notice of Members' Meetings	5	Some adjustments for ONCA compliance - ONCA s 55
4.3 Annual Meetings	5 (iii)	Some adjustments for ONCA compliance - ONCA s 52, 55
4.4 Special Meetings	5 (iv)	Some adjustments for ONCA compliance - ONCA s 52, 55
4.5 Participation by Electronic Means		Allowed but not required under ONCA (s 67) – suggest including
4.6 Voting	5(iii)	No change
4.7 Quorum	5(iii)	No change
Article 5: Directors		
5.1 Board of Directors	5(i)	No change
5.2 Number of Directors		Changed to 9 under proposed structural changes
5.3 President and Chair	4(iii)(a)	ONCA (s 42) requires a director to be appointed Chair of the Board of Directors. There is no President position in ONCA; this effectively replaces it. The word president can continue to be used as long as we include Chair.
5.4 Election and Term	5(iii)	No change
5.5 Consent to election	5(iii)(j)	ONCA requirement (s 24(8)). These also need to be stored under s 97.
5.6 Removal of Directors	N/A	Exists under ONCA (s 26) and not extinguishable. Suggest including
5.7 Declaration of Interest	N/A	Exists under ONCA (s 41) and not extinguishable. Suggest including
Article 6: Meetings of the Board		
6.1 President and Chair	N/A	See above under President and Chair
6.2 Number of Meetings	5(ii)(a)	No change
6.3 Quorum		Exists under ONCA (s 34) and not extinguishable

6.4 Meetings by Telephone or Electronic Means		Not necessary but suggest including
Article 7: Officers		
7.1 Officers		Updated with some new positions under proposed new structure
7.2 Election and Term	5(iii)	Officers appointed by directors under new structure.
7.3 Duties	4(iii)	No changes except, e.g., to add new officer positions and to include 'Chair' Further role descriptions to be included in governance manual
Article 8: Statements		
8.1 Annual Financial Statements		ONCA requirement
8.2 Approval of Annual Financial Statements		ONCA requirement
8.3 Presentation of Annual Financial Statements		ONCA requirement
8.4 Auditor and Financial Level Review		ONCA requirement (ss 68, 76) – annual audit/engagement review is required under the Act BUT can be dispensed with on an annual basis via extraordinary resolution at AGM “extraordinary resolution” means a resolution that is, (a) submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or (b) consented to by each member of the corporation entitled to vote at a meeting of the members or the member’s attorney
8.5 Fiscal Year	6(iii)	No change
8.6 Borrowing		Exists under ONCA and is in form in this force unless expressly modified or extinguished in the bylaws. For discussion