



November 6, 2023

Dear Member,

At our next Annual Meeting in March, our voting members will be asked to approve changes to our By-Law. This is to inform you of the process being undertaken to make the changes needed to comply with the new Ontario Not-for-profit Corporations Act ("ONCA") and how we will keep you updated during the process.

A task force led by NSC's Rear Commodore was created this year to review NSC's governing documents and determine what changes are required to the By-Law, and what articles of amendment need to be filed to comply with ONCA.

ONCA is the legislation for not-for-profit organizations that are incorporated in the province of Ontario, such as the Nepean Sailing Club. The purpose of ONCA is to modernize how not-for-profit corporations are created, operated, governed, and dissolved. ONCA, 2010 came into force October 19, 2021, and was amended effective Oct. 1, 2023. Not-for-profit corporations must update their articles (originally referred to as Letters Patent) and By-laws by no later than October 18, 2024, to be compliant.

NSC's Letters Patent was established on April 29, 1980. NSC's current By-Law No. 1 (December 7, 2022) has been updated several times since 1980. NSC will need to replace its Letters Patent with articles of incorporation in compliance with ONCA and changes to NSC's By-law are also recommended to align it with the new Act.

Over the next few months, the task force will prepare a new Draft By-Law for members to review. Notable changes proposed to NSC's By-Law will be shared with the Members at the Special Members Meeting to be held on December 6, 2023. A final update to the By-Law is expected to be presented to the Members for approval at the Annual Members Meeting in March of 2024.

To get the latest information regarding the Ontario Not-for-Profit Corporations Act and proposed changes to NSC's governance documents please see the page created on NSC's website here:

<https://nsc.ca/an/about-nsc/governance-administration/ontario-not-for-profit-corporations-act/>

You can also reach out to me, the Membership Director (membership@nsc.ca) or our Rear Commodore, Corey Glynn (rearcommodore@nsc.ca).

Most sincerely,



Erin O'Connor, Membership Director



Corey Glynn, Rear Commodore