

It is almost here... the ONCA transition period is coming to an end!

April 17, 2024

The October 18, 2024 transition deadline for Ontario's Not-for-Profit Corporations Act, 2010 (ONCA) is almost here. What does the end of the transition period really mean?

As noted in our [previous bulletin](#), there is a three-year transition period (commencing on October 19, 2021) for all Ontario not-for-profit corporations and charities governed by Part III of the Ontario Corporations Act (OCA) to make any changes to their letters patent/supplementary letters patent, by-laws and special resolutions to ensure that such documents do not conflict with the ONCA. After the three-year transition period, any provisions in letters patent/supplementary letters patent, by-laws or special resolutions that are inconsistent with the ONCA (with a few limited exceptions) will be deemed to be amended to comply with the ONCA.

Why would an organization spend time reviewing and amending their governing documents if the ONCA will automatically apply? Although appealing, letting the deemed provisions automatically apply will not be satisfactory for many organizations. This inaction can lead to confusion regarding the interpretation of the letters patent and by-laws, which can in turn, among other things, result in improperly held meetings and invalid corporate decision making. It may also result in other challenges with ongoing government filings.

Given the above, we strongly recommend being proactive prior to the transition deadline. If that is not possible, steps should be taken to update documents as soon as practicable. For more details on preparing for the ONCA transition, [click here](#).

BLG's ONCA series

To assist in considering the impact of the ONCA on your organization, BLG has prepared a series of articles that will be linked below as they are released.

If you have any questions about the transition process or would like to learn more about the ONCA, please email any of the authors or key contacts listed below, or any other member of our [Charities & Not-For-Profit group](#).

By

[Victoria Prince](#), [Ryma Nasrallah](#), [Nick G. Pasquino](#), [Katherine Carre](#), [Sylvie Lalonde](#), [Caitlin Lee](#), [Samantha Krol](#)

Expertise

[Charities & Not-For-Profit](#), [Universities and Colleges](#)

BLG | Canada's Law Firm

As the largest, truly full-service Canadian law firm, Borden Ladner Gervais LLP (BLG) delivers practical legal advice for domestic and international clients across more practices and industries than any Canadian firm. With over 725 lawyers, intellectual property agents and other professionals, BLG serves the legal needs of businesses and institutions across Canada and beyond – from M&A and capital markets, to disputes, financing, and trademark & patent registration.

blg.com

BLG Offices

Calgary

Centennial Place, East Tower
520 3rd Avenue S.W.
Calgary, AB, Canada
T2P 0R3

T 403.232.9500
F 403.266.1395

Ottawa

World Exchange Plaza
100 Queen Street
Ottawa, ON, Canada
K1P 1J9

T 613.237.5160
F 613.230.8842

Vancouver

1200 Waterfront Centre
200 Burrard Street
Vancouver, BC, Canada
V7X 1T2

T 604.687.5744
F 604.687.1415

Montréal

1000 De La Gauchetière Street West
Suite 900
Montréal, QC, Canada
H3B 5H4

T 514.954.2555
F 514.879.9015

Toronto

Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, ON, Canada
M5H 4E3

T 416.367.6000
F 416.367.6749

The information contained herein is of a general nature and is not intended to constitute legal advice, a complete statement of the law, or an opinion on any subject. No one should act upon it or refrain from acting without a thorough examination of the law after the facts of a specific situation are considered. You are urged to consult your legal adviser in cases of specific questions or concerns. BLG does not warrant or guarantee the accuracy, currency or completeness of this publication. No part of this publication may be reproduced without prior written permission of Borden Ladner Gervais LLP. If this publication was sent to you by BLG and you do not wish to receive further publications from BLG, you may ask to remove your contact information from our mailing lists by emailing unsubscribe@blg.com or manage your subscription preferences at blg.com/MyPreferences. If you feel you have received this message in error please contact communications@blg.com. BLG's privacy policy for publications may be found at blg.com/en/privacy.

© 2024 Borden Ladner Gervais LLP. Borden Ladner Gervais LLP is an Ontario Limited Liability Partnership.