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Introducing New By-Laws for the WRLA – January 9, 2014

Canada's Not-for-Profit Corporations Act (NFPC) came into force on October 17, 2011 and all federally incorporated organizations have until October 17, 2014 to comply with the Act. This new Act is designed to increase transparency and accountability and provide organizations with more modern governance principles. It provides a clear set of rules that govern the internal affairs of federal not-for-profits corporations, less red tape with simplified processes, and more flexibility to make fundamental changes.

It is important to note that the Act is comprehensive: its rules for the governance of not-for-profit organizations will replace the extensive, often complex range of by-laws many organizations have developed, revised, amended and relied upon since their inception. In fact, many of those areas previously addressed in an organization's by-laws are now defined within the Act, and certain by-laws, or parts thereof, should be eliminated entirely as the Act takes precedence.

The new Act does not apply automatically. Organizations must amend their by-laws and create Articles of Continuance to obtain a Certificate of Continuance. Once an organization has created the documents they must be approved by members and filed with Industry Canada within 12 months of receiving approval. An organization's new by-laws do not come into effect until Industry Canada has issued a Certificate of Continuance.

Over the past 6 months a WRLA committee consisting of staff, a board member, and legal counsel have reviewed the existing by-laws in relation to the Act and its regulations. The necessary changes made were minimal. Actually the only 2 by-law provisions that are mandatory under the Act are those that address conditions required for membership and notice of meetings to members who are entitled to vote at a meeting. The minor revisions include: deleting the listing of committees; the elimination of ex-officio designation of the President and some legal definitions. For example, members of the Executive Committee will now be referred to as Officers.

The WRLA Board of Directors have approved the new by-laws and Articles of Continuance and recommended that both the by-laws and Articles of Continuance be referred to members for approval at WRLA Annual General Meeting on January 23, 2014 in Saskatoon.

If you have any questions, please contact me 1-800-661-0253 ext. 1 or ghamilton@wrla.org.

Thank you,

Gary Hamilton
President, WRLA

