

This is not a test...Ontario's Not-for-Profit Corporations Act, 2010 is here!

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This article is the first installment in a series outlining the transition process to the new Ontario Not-for-Profit Corporations Act, 2010 (ONCA), from the current Ontario Corporations Act (OCA) governing charities and not-for-profits.

Background

The Ontario government has announced that the ONCA will be proclaimed into force on **October 19, 2021**. After over a decade of anticipation, the ONCA will provide Ontario's not-for-profit corporations and charities with much needed modernization and legal update from the OCA, which dates back to 1907.

Once the ONCA is in effect, it will replace the OCA. It will apply automatically to all Ontario not-for-profit corporations and charities governed by Part III of the OCA, being non-share capital corporations. These corporations will have a **three-year transition period** once the ONCA comes into force to make any changes to their letters patent, by-laws and special resolutions to ensure that they do not conflict with ONCA. After the three-year transition period, any provisions in 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. Share capital corporations governed by Part II of the OCA will be dealt with differently - stay tuned for our upcoming article on this topic.

Relying on the deeming provision may make it difficult to determine what is amended and how, which in turn could lead to uncertainty in interpreting these important documents, so we strongly recommend amending letters patent that do not comply with the ONCA by filing articles of amendment and adopting ONCA compliant by-laws within the three-year transition timeframe.

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](#).

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