



To: The Constitution By-Laws & Resolutions Committee of the Ontario Horticultural Association
From: The Constitution By-Laws & Resolutions Committee of the Ontario Horticultural Association
Presented by: Charles Freeman

I / we wish to present the following resolution for consideration and presentation to the Ontario Horticultural Association Annual Convention.

Be it resolved that:

By-Law 10, 10.4 be created as follows:

All meetings may be held at an in-person venue or may be held via electronic means provided such means allows all in attendance the ability to hear and also the opportunity and ability to have voice and to vote.

Rationale:

1. The passing of Ontario Regulation 544/20 on October 1st, 2020 extended the ability to hold electronic business meetings of Members and Boards only until May 31st, 2021.

2. Legal opinion from Carter's Law, Carter's Charity and Not-for-Profit Law Seminar, was as follows:
Q. Under OCA, the deadline for holding electronic meetings extends only until May 31st - so, for an organization to employ electronic meeting venues after that date the only way would be to embed the ability in their own Rules of Governance, Is this correct?

If not, how is an organization able to conduct electronic meetings after May 31st - or are they?

- A. Normally if an Ontario corporation's bylaw did **not** contain the necessary provisions authorizing electronic meetings, the corporation would **not** be allowed to hold their meetings electronically.

I confirm your understanding that the Ontario government's amendments to permit directors' and members' meetings to be held electronically (even if a corporation's bylaw does not permit electronic meetings) will continue to be in effect until May 31, 2021.

After May 31, 2021, if a corporation wishes to hold electronic meetings, assuming it does not have the necessary bylaw provisions authorizing electronic meetings, steps would need to be taken to amend its by-law to reflect authorization for electronic meetings. This bylaw amendment would need to be done in accordance with the requirements in the corporation's existing general operating bylaw (concerning approvals and steps relating to bylaw amendments) and in accordance with the Ontario *Corporations Act*.

Unless the Ontario government further extends the May 31, 2021 deadline, Ontario corporations that do not have the necessary bylaw provisions authorizing electronic meetings, will not have the ability to hold meetings electronically as set out in the second paragraph of my email.

3. The Agricultural and Horticultural Organizations Act is totally silent on the topic of meeting format. When this occurs, we have to seek similar legislative guidance so we look at other provincial statutes that cover the same topic and find the Corporations Act.
4. A request for clarification on the format of meetings and the effects of Reg. 544/20 was sent to OMAFRA in February and a reply has not been received. We must therefore move forward to ensure that the OHA and the Districts can still hold business meetings on a virtual platform in the future.

Dated at: March 20, 2021
Moved By: Patty Carlson
Seconded By: Margaret Tanaszi

Please submit completed Resolution form 60 days' prior
to the first day of the Convention and AGM to:
The Chair, Constitution By-Laws & Resolutions Committee