

Special Resolution – Director Vacancy Rules (Article 5) – TLCA 2026 AGM Package

Special Resolution – Amendment to Article 5 (Vacancies)

Special Resolution:

Whereas Article 5 of the TLCA-SD Bylaws does not fully reflect the mandatory vacancy provisions set out in the Ontario Not-for-Profit Corporations Act, 2010 (ONCA); and whereas TLCA-SD must ensure its bylaws comply with provincial legislation; therefore be it resolved that Article 5 be repealed and replaced with the following wording:

5.1 When a Director's Office Becomes Vacant

The office of a Director shall be vacated immediately:

- a. if the Director resigns by written notice to the Corporation, effective when received or on the date specified in the notice, whichever is later;
- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found incapable of managing property by a court or under Ontario law; or
- e. if the Members remove the Director before the end of their term by a resolution passed by a majority of votes cast at a meeting of Members.

5.2 Filling Director Vacancies

As long as a quorum of Directors remains in office, the Board may appoint a qualified Member to fill a vacancy for the remainder of the term. If the vacancy results in the Board no longer meeting quorum requirements, the remaining Directors shall call a meeting of Members to fill the vacancy.

5.3 Increase in the Number of Directors

If the number of Directors is increased between annual meetings, the resulting vacancies shall be filled by the Members at the next meeting of Members, unless the bylaws expressly authorize the Board to appoint additional Directors and a quorum of Directors remains in office.

5.4 Vacancy in the Past President Position

If the Past President position becomes vacant, the Board may appoint a Director Without Portfolio to serve as Past President for the remainder of the term.

Be it further resolved that any minor formatting, numbering, or cross-reference adjustments required to integrate this amendment into the bylaws are authorized as part of this resolution.

Effective Date

This amendment takes effect immediately upon approval of this Special Resolution by the Members.

Authorization to Implement

Any director or officer is authorized to make any changes necessary to give full effect to this Special Resolution, including updating, consolidating, and filing the amended bylaws and any related documents as required under ONCA.

Rationale for Change

Article 5 in the current bylaws describes how vacancies are filled but does **not** include the mandatory legal rules required under the *Ontario Not-for-Profit Corporations Act, 2010 (ONCA)*. ONCA requires that certain events—such as resignation, death, bankruptcy, or legal incapacity—automatically create a vacancy on the Board. These rules apply to all Ontario nonprofits and must be reflected in our bylaws.

Updating Article 5 ensures that TLCA-SD is:

- **Legally compliant** with ONCA’s mandatory vacancy provisions
- **Clear and transparent** about when a Director’s office becomes vacant
- **Consistent** with modern nonprofit governance standards
- **Accurate** in distinguishing between *director* vacancies (regulated by ONCA) and *officer* vacancies (which the Board may fill)

The revised article also clarifies how vacancies are handled when:

- a Director resigns or becomes unable to serve
- quorum is lost
- the number of Directors is increased
- the Past President role becomes vacant

These changes do **not** alter member rights or the structure of the Board. They simply ensure that TLCA-SD’s bylaws reflect Ontario law and provide clear, practical guidance for handling vacancies.