



October 2011

In this issue

[Five Reasons to Pay Attention to Canada's New Not-for-profit Corporation Act](#)

[Critical Path to the New Canadian Not-For-Profit Corporation Act](#)

[International Volunteer Manager's Day](#)

[Niagara's COAST](#)

[Social Media Lunch and Learn](#)

[ED Exchange](#)

Upcoming Events

**SOCIAL MEDIA IN THE
WORKPLACE
Lunch & Learn Series**

Five Reasons to Pay Attention to Canada's Not-for-profit Corporations Act

As Canada's new Corporations Act came into effect on October 17, 2011, board members and senior staff of Canada's 19,000 not-for-profit organizations

incorporated under Part II of the Canada Corporations Act, should begin studying the new Act as soon as possible.

Based on lawyer, Richard Bridge's suggestions, here are five reasons to become acquainted with and incorporate this new Act:

1. Comply or be dissolved

Failure to complete the formal steps to continue under the new Act will result in the dissolution of your organization. Not-for-profits will have three years from the date the Act came into force to submit articles of continuance to the federal government.

Regulations and guidance can be found on the Canada [Department of Justice website](#).

2. Avoid liability

The new range of substantive changes to the law and to governance practices must be followed once the continuance process is completed. Directors and officers need to understand how this new modern governance applies to them and how to comply with it.

Not knowing and not complying with the new Act could amount to failure to meet the legal duty of care, and could lead to personal liability.

3. Guidance to competence

The new Act includes provisions that clarify and in some cases, change the legal requirements of board members and officers. There are comprehensive sections relating to the legal duties, powers, potential liabilities, and the standard of care. Failure to do so could result in personal liability.

Section 148 of the new Act states that: "(1) Every director and officer of a corporation in exercising their powers and discharging their duties shall... (b)



November 7, 2011

ED EXCHANGE
November 21, 2011
Kelsey's Restaurant
1485 Aerowood Drive,
Mississauga

SOV 2012 Nominations
Packages Distributed
January 2012

New content each month
on learningforums.ca.
Get a password through
your volunteer coordinator.

Join Our Mailing List!

exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances."

4. New rights and powers of members

The relationship between officers of an organization and its board of directors has been expanded and clarifies the rights and remedies available to members, and includes new procedures that must be followed. One controversial example is that members of non-voting membership classes will have the right to vote in relation to some fundamental decisions, despite past by-law provisions and practices.

Under the new Act, members of the organization have the right to apply to a court for leave to commence a derivative action - a court action against the directors and officers of the corporation in the name of and on behalf of the corporation. The potential to become entangled in a legal action commenced by members is extra incentive to understand the new Act and avoid problems.

5. Future benefits

Understanding the new act will help in creating and governing a federally incorporated not-for-profit entity, and may also come in handy should individuals decide to take on other important challenges as community leaders or philanthropists.

DCO will sponsor a Lunch and Learn on this topic in the coming months.

Information for this article was taken from the Resources section of the CSAE website.

[back to the top](#)

The Critical Path To Continuing Under the New Canada Not-for-Profit Corporations Act

From the date the new Canada Not-for-Profit Corporations Act came into force (on October 17, 2011), organizations currently incorporated under the Canada Corporations Act now have 3 years to take the steps needed to "continue" under the new Act. Here is a breakdown of the critical path to meeting this vital objective:



I. Documents

Directors and senior staff must pay close attention to both of these documents:

1. Articles: Organizations must apply to Corporations Canada for a Certificate of Continuance. This requires the preparation by each organization of articles of continuance, which are similar to current Letters Patent. The articles of continuance must include important information (membership classes and voting rights, purposes, restrictions on activities), and may include other governance details.

2. By-laws: Each organization must also create by-laws that are consistent with the new Act and articles of continuance and that deal with governance mechanics. These will be different from current by-laws, and may be less comprehensive, for the new Act contains much more detail than the old Act.

II. Key Steps

Here is what Corporations Canada's Transition Guide recommends each organization do:

- Review your letters patent and by-laws
- Prepare articles
- Create by-laws
- Get members' approval
- File the required documents with corporations Canada

III. Additional Tips

The transition to the new Act should be viewed as a constructive opportunity to re-examine and renew the purposes, governance, and other fundamentals of each organization.

1. **Create a transition team.** A working team of key staff and directors should be assigned the task of working through the details and making recommendations to the board and ultimately the members. Outside help may be worthwhile either on the transition team or in an advisory capacity.
2. **Create a transition plan.** The transition team should be assigned the task of developing a plan with a timeline and assignment of responsibilities.
3. **Start to process early.** Begin by studying the new Act, reviewing the regulations and supporting materials from Corporations Canada, and identifying potential complications and key decisions. The three-year transition period allows sufficient time if this work is started early.
4. **Do not rely on template articles or by-laws.** Each organization is unique, and this should be reflected in those documents.

Richard Bridge is a lawyer based in Nova Scotia's Annapolis Valley. His primary area of practice is charity and non-profit law. He is the author of CSAE ebook, *Making Sense of the New Canada Not-for-Profit Corporations Act*. Join him for a topical workshop in Toronto on November 29.

[back to the top](#)

International Volunteer Managers Day

Without volunteers, the world would be a darker place, and without volunteer managers, the world would be a dark and unorganized place!



November 5 is International Volunteer Managers Day, a time to thank the passionate professionals who put volunteers into action, and a day to pay tribute to the dedicated people who coordinate, organize, support, train, and recruit the world's volunteers.

[back to the top](#)

The Niagara COAST

COAST, the Crisis Outreach And Support Team, provides a range of accessible services that include outreach assessments, support and interventions to prevent further crisis. COAST Niagara is modeled after Hamilton's proven and well-recognized COAST system.



COAST is a single call for mental health crises in the Niagara region.

The strength of COAST Niagara is in its partnership between Distress Centre Niagara, Niagara Regional Police, Canadian Mental Health Association, Niagara, Niagara Health System, and Pathstone Mental Health Youth Services. COAST Niagara's goal is to divert visits to the emergency room by providing multi-disciplinary mental health support in the community. Clients can access mental health crisis services through a single telephone number.

As a streamlined system, Executive Director of Distress Centre Niagara, Dee Tyler says, "Telephone support and revisits can be provided while the client is connecting to other supports like community linkages, family, friends, and peers."

Clients, family members, service providers, and regional police can access the COAST line and talk to a member of COAST's mental health team, made up of social workers, nurses, addictions specialists, police officers, and occupational therapists. The multi-disciplinary team prioritizes calls based

on need and directs support accordingly.

When the mobile team is dispatched, a mental health worker accompanies a plain-clothed officer in an unmarked car to the client's home to diffuse the crisis situation.

"On a mobile visit, the team will provide a mental health status exam and a risk assessment, then assist the client to create a keep-safe plan to meet the client's short and long-term needs," explains Tyler.

The system offers a follow-up component in the form of a post-crisis visit or call from a member of the team, depending on the situation.

COAST goes live in the Niagara region November 30.

[back to the top](#)

Social Media in the Business Place

Do Facebook and Twitter really have a place in business?



Social media are tools you can learn

to use to your advantage. It's a way to share information, reach out to and engage with your community and your volunteers, market your programs, and so much more!

To learn what social media can do for you, join us for a "Lunch and Learn" webcast on Monday, November 7 at 12 pm to 1 pm. Log-on info to be sent to registrants November 4, 2011.

This DCO Lunch and Learn Series is an offering to DCO member center leaders and staff only. If you are interested in participating in these Learning Forums in the future, please consider one of the various classes of DCO Membership. [Register here](#) until until November 7, 2011.

Watch this video to find out more:



Social Media Promo Nov 2011

We are looking forward to having you join us at this Lunch and Learn!

[back to the top](#)

ED Exchange aka *ED Support Group*

No agendas, no minutes, and no formalities - join us for food, fellowship, and a chance to chat!

Monday, November 21st, 2011
6 pm
Kelsey's Restaurant
1485 Aerowood Drive, Mississauga

Directions: From the 401, take the Dixie Road (exit 346) south. Take first right onto Aerowood Drive. Kelsey's is on the right.

[Map.](#)

Please RSVP to jgrigsby@dcontario.org

If you have any questions, please call 416-486-2242 x 362

[back to the top](#)

