

**Subject: Build Ottawa – Amended By-laws**

**File Number: ACS2024-SI-HSI-0020**

**Report to Planning and Housing Committee on 9 October 2024**

**and Council 16 October 2024**

**Submitted on September 27, 2024 by Wendy Stephanson, President and Chief Executive Officer of Build Ottawa**

**Contact Person: Geraldine Wildman, Secretary and Chief Operating Officer of Build Ottawa**

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**Ward: City wide**

**Objet : Bâtir Ottawa – Règlements municipaux modifiés**

**Dossier : ACS2024-SI-HSI-0020**

**Rapport au Comité de l'urbanisme et du logement**

**le 9 octobre 2024**

**et au Conseil le 16 octobre 2024**

**Soumis le 27 septembre 2024 par Wendy Stephanson, Secrétaire et chef de l'exploitation de Bâtir Ottawa**

**Personne ressource : Geraldine Wildman, Secrétaire et chef de l'exploitation de Bâtir Ottawa**

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**Quartier : À l'échelle de la ville**

## REPORT RECOMMENDATION(S)

That Planning and Housing Committee recommend that Council, as sole Member of Build Ottawa, confirm the General Operating By-Law for Build Ottawa as approved and adopted by the Board of Directors as outlined in this report and attached as Document 1.

## RECOMMANDATION(S) DU RAPPORT

Que le Comité de la planification et du logement recommande au Conseil, en tant que seul membre de Bâtir Ottawa, de confirmer le règlement de fonctionnement général pour Bâtir Ottawa tel qu'il a été approuvé et adopté par le conseil d'administration, comme l'explique ce rapport et le présente le document 1 ci-joint.

## BACKGROUND

The Ontario *Not-for-profit Corporations Act* (“**ONCA**”) was proclaimed in force on October 19, 2021, replacing the *Corporations Act*. The Corporation and other affected corporations have until October 19, 2024 to make any necessary changes to their incorporating and other documents to bring them into conformity with the ONCA.

## DISCUSSION

This report addresses the amendments to Build Ottawa’s General Operating By-law to conform with the ONCA requirements by the deadline of October 19, 2024.

At its General Annual Meeting held September 13<sup>th</sup>, 2024, the Board of Directors of Build Ottawa approved and adopted the amendments to the Corporations general operating by-law (the “By-Law”) as per the Form of Resolution of the Directors, attached as Document 1.

The next step of the transition process is obtaining the sole member’s confirmation of the adopted and approved By-Law. Form of Resolution of the Sole Member for confirmation is attached as Document 2. The new ONCA compliant general operating By-law, which generally reflects Build Ottawa’s current governance structure and practices, is attached as Document 3.

## Articles of Amendment

As part of the process of changing the Corporation’s name from Ottawa Community Lands Development Corporation (“OCLDC”) to Build Ottawa, the Corporation amended

its Letters Patent (also referred to as Articles of Incorporation) by approving Articles of Amendment to:

- change the Corporation's legal name to "Build Ottawa / Bâtir Ottawa";
- create a range in the number of directors that may be elected to the board, namely a minimum of five (5) and a maximum of nine (9);
- refresh the objects/purposes and eliminate outdated language;
- adopt the commercial purposes special provision prescribed by the Ontario Public Guardian and Trustee; and
- not carry forward the non-voting class of members, as it is no longer necessary that the directors also be members of the Corporation.

The Articles of Amendment were approved by the Corporation's sole member on November 22, 2023 and the Certificate of Amendment and accompanying Articles of Amendment were issued by the Ministry of Public and Business Service Delivery with an effective date of December 14, 2023.

### **By-law**

A summary of the main By-law amendments for alignment and compliance with ONCA are detailed below. [The summary is not intended to provide a comprehensive list of all changes introduced by the By-law.]

- Section 2.05: By default, any two (2) directors or officers may sign or execute documents on the Corporation's behalf; to instill greater confidence with respect to signing authority and consistent with standard practices.
- Section 3.01: There will be a single class of membership and the sole voting member of the Corporation will be the City of Ottawa. As mentioned above, it is no longer necessary under the ONCA that directors also be members.
- Section 4.06: The general public will continue to have the right to attend a meeting of the sole member, unless the subject matter being considered at such meeting falls within the exceptions to public meetings described in the Municipal Act, 2001 (Ontario), in which case the Member will have the discretion to determine that the Member's meeting or part thereof will be closed to the general public. This aligns with the rules applicable to City

Council meetings, which by extension should apply to meetings of the sole member, since the City is the sole member.

- Section 5.02: The City Manager of the City of Ottawa is no longer an ex officio non-voting director of the Board but continues to hold office as an Ex Officio Officer - i.e. the Corporation's President and Chief Executive Officer.
- Sections 8.01(c) and 6.13: The By-law clarifies that the three Ex Officio Officers are not allowed to be Directors, but they are entitled to attend meetings of the Board.
- Section 5.04(a)(ii): The By-law no longer imposes a limit on the number of consecutive terms that may be served by a Non-Council Director; the current by-law provides that a Non-Council Director may not serve more than three (3) consecutive 4-year terms (i.e. twelve (12) years).
- Sections 6.11 and 6.12: The By-law restates the new rules introduced by the ONCA regarding a director's obligation to proactively express their dissent to any decision made by the Board. Under the ONCA, a corporation's directors are deemed to have consented to any business conducted at a board meeting unless they take certain steps to register their dissent. Pursuant to those same rules, the directors are effectively no longer able to abstain from voting on a motion that is presented to the board for approval.
- Article 7: The By-law no longer includes prescriptive wording regarding advisors and advisory committees but, rather, empowers the board to create committees and offices from time to time; in the interest of flexibility and consistent with the Corporation's current practices.
- Article 10: To align Build Ottawa with the ONCA, we included article 10 with respect to the protection from liability and indemnification of directors, officers, and others. These provisions are not significantly different than those set out in Section 7 of the current by-law.

## **FINANCIAL IMPLICATIONS**

There are no financial implications associated with receiving this report.

## **LEGAL IMPLICATIONS**

This report is consistent with the requirements of the Ontario Not-for-Profit Corporations Act, 2010.

## **COMMENTS BY WARD COUNCILLOR(S)**

This is a city-wide report.

## **CONSULTATION**

Public notification of this report will occur through normal notification process. Individual projects undertaken by Build Ottawa follow the normal notification processes of the City in engaging the community. [Click or tap here to enter text.](#)

## **ENVIRONMENTAL IMPLICATIONS**

There are no environmental implications with respect to implementing the recommendations set out in this report.

## **RISK MANAGEMENT IMPLICATIONS**

There are no risk management impediments to implementing the recommendations in this report.

## **RURAL IMPLICATIONS**

There are no rural implications associated with this report.

## **TERM OF COUNCIL PRIORITIES**

Build Ottawa's mandate is to implement Council directions as spelled out in its Term of Council Priorities. These are embodied in the four pillars approach, which is to ensure that development or value being added to the City's real estate assets contributes to the overall financial, social, environmental and cultural objectives of Council.

## **SUPPORTING DOCUMENTATION**

Document 1 - Form of Resolutions of the Directors

Document 2 - Form of Resolutions of the Sole Member

Document 3 - General Operating By-Law

**DISPOSITION**

HSIS staff will advise Build Ottawa of Councils confirmation of the General Operating By-Law; and circulate the General Operating By-Law to Chair of the Board and Secretary & Chief Operating Officer for execution.