

## Publisher's Note

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# Ontario Corporate Law & Practice

This publication provides an integrated discussion of applicable legislation and case law, as well as solutions to problems encountered in practice. It covers both business corporations and not-for-profit corporations. While written from an Ontario law perspective, it aims to be useful to practitioners in other Canadian common law jurisdictions.

This release features the addition to Chapter 2.5 (Canada Not-for-profit Corporations Law) of the following procedural summaries pursuant to the Canada Not-for-profit Corporations Act: Directors' Meetings, Members' Meetings, Amendment of articles or by-laws, Amalgamation, Continuance, Public Accountant, and Liquidation and Dissolution.

### Highlights:

**Canada Not-for-Profit Corporations Law — Directors' Meetings — Summary of Procedure** — The summary of procedure outlines the various procedural steps to be taken in respect of meetings of directors pursuant to the *Canada Not-for-profit Corporations Act* (the "CNCA"). In the absence of express statutory provisions, the rules established through decisions of the courts, and set out in the articles, by-laws and, in the case of a non-soliciting corporation, unanimous member agreement ("UMA") will apply. The validity of business transacted at board meetings will be affected not only by the

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provisions of the *CNCA* and the *Canada Not-for-profit Corporations Regulations*, but also by the articles and by-laws of the corporation and by any *UMA*.