

City of Mississauga  
**Corporate Report**



<p>Date: September 20, 2024</p> <p>To: Chair and Members of General Committee</p>	<p>Originator's files:</p>
<p>From: Jodi Robillos, Commissioner of Community Services</p>	<p>Meeting date: October 2, 2024</p>

## Subject

**Tourism Mississauga Compliance with Not-for-Profit Corporations Act, 2010**

## Recommendation

1. That the Articles of Amendment for Tourism Mississauga as outlined in the report entitled "Tourism Mississauga Compliance with Not-for-Profit Corporations Act, 2010" from the Commissioner of Community Services dated September 20, 2024, be approved by the Council of the Corporation of the City of Mississauga as the sole voting member of Tourism Mississauga, to ensure compliance with the Ontario Not-for-Profit Corporations Act, 2010.
2. That Council approve that Tourism Mississauga By-law No. 1 be repealed and replaced with the form of the updated by-law in Appendix 1.
3. That the City Clerk be authorized as the delegated signing authority to sign all necessary resolutions to give effect to Council's decision as the sole voting member to approve the Articles of Amendment and replacement by-law.
4. That all necessary by-laws be enacted.

## Background

As of October 2021, Ontario's Not-for-Profit Corporations Act, 2010 (ONCA) came into force, which updates rules for Ontario not-for-profit corporations subject to ONCA, and provides for a three-year transition period.

As a non-share capital corporation incorporated in Ontario, Tourism Mississauga is subject to ONCA and must ensure its governing documents (i.e. Letters Patent, By-law, etc.) are in compliance with ONCA by October 18, 2024. A review of Tourism Mississauga's Letters Patent, by-law, director and officer provisions, member provisions and all other provisions in the corporate by-law was undertaken to ensure they meet the requirements of ONCA.

The Articles of Amendment are required to be filed with the Ontario government by the October 18, 2024 deadline.

## Comments

Through the Articles of Amendment, the following special provision would be added:

- Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the Corporation. No part of the Corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the Corporation except in furtherance of its activities or as otherwise permitted by the Ontario Not-for-Profit Corporations Act, 2010.

Such amendment to the corporation's special provisions is required by the legislation. The Articles of Amendment also specifies the number of directors for the corporation.

Minor changes are required to Tourism Mississauga corporate by-law, By-law No. 1 to ensure compliance with ONCA as well as some housekeeping changes including references to legislation that has changed.

Section 59 of By-law No.1 states By-laws of Tourism Mississauga may be enacted, repealed, amended or re-enacted with the approval of the Voting Member (City Council).

## Financial Impact

There are no financial impacts resulting from the Recommendations in this report.

## Conclusion

To ensure compliance with ONCA, staff is requesting Council's approval of the Articles of Amendment and the replacement By-law.

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## Attachments

Appendix 1: By-law No. 1 Tourism Mississauga 2024 ONCA



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Jodi Robillos, Commissioner of Community Services

Prepared by: Victoria Clarke, CEO, Visit Mississauga