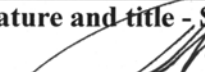
 Industry Canada Industrie Canada	POLICY STATEMENT ÉNONCÉ DE POLITIQUE 13.7
Corporations Canada	Date May 1, 2007
Reference or division - Référence ou division External Distribution – Diffusion externe	 Cancels – Annule New
Signature and title - Signature et titre 	Page 1 of – de 4

**CANADA CORPORATIONS ACT PART II
AMENDMENT OF GENERAL BY-LAWS**

Why use this policy?

The purpose of this policy is to help you submit a request for Ministerial approval to amend the general by-laws of a not-for-profit corporation under Part II of the *Canada Corporations Act* (CCA). By ensuring that you provide all the required information with your initial request, you can help Corporations Canada process your request swiftly. For additional information on provisions for your general by-laws, please see the “Incorporating a Not-for-profit Corporation Policy” and the “Model By-laws Policy”.

Caution: This policy is not intended to replace legal advice. While this policy discusses certain by-law provisions that are not specifically dealt with (neither explicitly permitted nor prohibited) in Part II of the CCA, Corporations Canada can give no assurance that a court would find those particular provisions to be valid under the CCA. Accordingly, you may want to consult with legal counsel or other professional advisors prior to amending your general by-laws.

What does Corporations Canada do?

Corporations Canada will check that your documents comply with the CCA and other requirements and are in proper form. If so, Corporations Canada will issue a letter giving Ministerial approval showing the date of receipt of your request as the effective date. If you prefer, you may instead request a later effective date.

What happens when a request for Ministerial approval of general by-laws is deficient or incomplete?

Requests that are deficient or incomplete will be returned to the applicant with a notice stating the nature of the deficiency. You will receive:

- a) a form letter explaining that upon return of the corrected documentation, Ministerial approval will normally be effective as of the date of receipt which follows the necessary membership approval; and
- b) a checklist identifying the unacceptable provisions with an "X"; and
- c) the original pages to be corrected.

What documents must be filed in order to obtain Ministerial approval?

A request for Ministerial approval of general by-law amendments of a not-for-profit corporation must be in the form of a letter (see sample in Annex 1) specifying:

1. the exact changes which have been made to the existing general by-laws , or attaching a copy of the amending by-law (see below);
2. the date on which the amendments were sanctioned by the members in accordance with the existing general by-laws; and
3. a request for Ministerial approval.

The letter must also attach a consolidation of the existing general by-laws if a number of amendments have been made to the provisions that are now being amended again. There is no fee associated with a request for Ministerial approval of general by-law amendments.

Exact Changes to the By-laws

To avoid having the entire set of general by-laws reviewed, it is necessary to send Corporations Canada a set of your general by-laws with the proposed changes clearly highlighted. Alternatively, you may send Corporations Canada the amending by-law to review. This will help Corporations Canada process your request swiftly. If the changes are not clearly indicated or the amending by-law is not provided, then the entire set of general by-laws will be reviewed according to the current policy. This could lead to Corporations Canada discovering a deficiency in the general by-laws in an area that is not part of the proposed changes. In such cases, the deficiency must be corrected before Corporations Canada will issue a letter giving Ministerial approval.

Additional Information and how to reach Corporations Canada

For additional information on Corporations Canada's products and services, please visit the Corporations Canada website www.corporationscanada.ic.gc.ca or call 1-866-333-5556.

You can also contact Corporations Canada at:

Client Services Section
Corporations Canada
Industry Canada
9th floor, Jean Edmonds Tower South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8
Toll free: 1-866-333-5556
Fax: 613-941-0601
www.corporationscanada.ic.gc.ca

ANNEX 1

**Sample Letter to Corporations Canada for
Requesting Ministerial Approval of General By-Law Amendments**

Date:

Corporate Number:

To: Corporations Canada
Industry Canada
9th Floor, Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Option 1

_____ (the Corporation) has made certain changes to its general by-laws, specifically:
(name of corporation)

[Insert Changes to general by-laws exactly as set out in the by-law amendment, including section references]

The amendment(s) was / were sanctioned by the members of the Corporation in accordance with the existing by-laws on _____, 20__.

The Corporation requests Ministerial approval of the above changes, effective (the date of receipt by Corporations Canada of this letter / _____, 20__).

Option 2

_____ (the Corporation) has made certain changes to its general by-laws.
(name of corporation)

Enclosed is copy of By-law No. __ setting out the amendments to the Corporation's general by-laws.

By-law No. __ was sanctioned by the members of the Corporation in accordance with the existing general by-laws on _____, 20__.

The Corporation requests Ministerial approval of By-law No. ____, effective (the date of receipt by Corporations Canada of this letter / _____, 20__).

Option 3

_____ (the Corporation) has made certain changes to its general by-laws.
(name of corporation)

Enclosed is a copy of By-law No. __ setting out the amendments to the Corporation's general by-laws. Also enclosed is a consolidation of the existing general by-laws of the Corporation, for your files.

By-law No. __ was sanctioned by the members of the Corporation in accordance with the existing general by-laws on _____, 20__.

The Corporation requests Ministerial approval of By-law No. ____, effective (the date of receipt by Corporations Canada of this letter / _____, 20__).

I hereby certify that I have the relevant knowledge of the corporation and that I am authorized to sign and

submit this application.

SIGNED: _____
Authorized officer (e.g., President)

NAME: (Corporate Seal)

ADDRESS:

TELEPHONE NUMBER: