

Canadian Association of Lutheran Congregations

An Association of Independent Lutheran Congregations

Scriptural, Evangelical and Confessional

Guidelines for Calling and Conducting Congregational Annual General Meetings During the Covid-19 Pandemic

Dated: December 18, 2020

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1. Introduction

In response to the COVID-19 pandemic, the provinces of BC, AB, SK, MB and ON have given congregations within their jurisdictions two options with respect to holding their annual general meeting (AGM) during 2021.

1. **Postpone the AGM** until such time as the maximum number members can meet in person and conduct the congregation's business at an exclusively in person meeting.
2. **Hold the AGM as an online or virtual meeting** whereby every participant participates by computer or telephone, or a hybrid meeting whereby some participants meet in-person at a specified location and others join the meeting by computer and/or telephone.

The table below illustrates the date by which AGMs scheduled for 2021 should be held and the means by which the meeting can be held during the duration of the provincial states of emergency. Each province's emergency order, or relevant part thereof, is appended hereto as Schedule 1 to 5, inclusive.

| Province | Date AGM can be held during 2021 | Online AGM | Hybrid AGM (in-person & online) |
|-----------------|---|------------|---------------------------------|
| BC (Schedule 1) | Before November 1, 2021 (<i>subject to extension</i>) | Yes | Yes |
| AB (Schedule 2) | Suspended during the period of provincial emergency | Yes | Yes |
| SK (Schedule 3) | Suspended during the period of provincial emergency | Yes | Yes |
| MB (Schedule 4) | March 30, 2021 (<i>subject to extension</i>) | Yes | Yes |
| ON (Schedule 5) | Within 90 days after the declared emergency has been terminated | Yes | Yes |

2. Purpose.

The purpose of this paper is to provide guidance for CALC's congregations with respect to the call and conduct of an online or hybrid AGM during 2021

3. Means by which an online AGM can be conducted.

An AGM can be held by either: (a) a virtual meeting, by teleconference or online video conference; or (b) a hybrid meeting, whereby, some participate at an in-person meeting, and some participate virtually (teleconference or online video conference).

A **teleconference** meeting is typically defined as a conference with participants in different locations linked by telephones. One group member hosts the call. The other group members dial into a central telephone number, enter a code and then are connected to the host and one another over the telephone line.

Online video conferencing platforms link computers, tablets and smartphones (that have cameras, speakers and microphones) together so that all participants can see and hear one another. Video conferencing platforms include: ZOOM, Google Connect, Microsoft Teams, and SKYPE. Typing any of these names in your computer's search browser will connect you to the provider's website. Information and tutorials for use are available for download.

It is possible for a person with a telephone landline to join a ZOOM meeting. The person on the landline dials a specified telephone number, enters a code and is connected to the meeting. The person on the landline can hear everyone in the conference speak and can speak to the group but cannot see the computer screens. The participants with video screens see the landline as a small blank screen.

4. Notice for the online or hybrid AGM

The virtual or hybrid AGM must be called and congregants must receive notice of the virtual online or hybrid AGM.

- a. **Call of the AGM.** The congregational council is tasked with calling and setting the date for the congregation's AGM. The congregational council is thus tasked with calling the online or hybrid convention by a resolution made, seconded and carried. Sample resolutions are

ONLINE MEETING: Resolved: Pursuant to Ministerial Order M116 issued by the Province of British Columbia,¹ Joy Lutheran Church's annual general meeting scheduled for 2021 will be held as a virtual meeting using an online video conferencing platform, specifically, ZOOM on Sunday February 28, 2021 beginning at 1:00 PM and ending at approximately 3:00 PM.

HYBRID MEETING: Resolved: Pursuant to Ministerial Order M116 issued by the Province of British Columbia, Joy Lutheran Church's annual general meeting scheduled for 2021 will be held as a hybrid meeting, with some

¹ Ministerial Order No. SA:009/2020 Province of Alberta; Order in Council 222/2020 Province of Saskatchewan; Emergency Measures Act CCSM c 80 – Schedule 4 - Province of Manitoba; and Regulation 107/20 – Schedule 5 Province of Ontario.

members participating in-person in the church's fellowship hall and some members participating online using an online video conferencing platform, specifically, ZOOM on Sunday February 28, 2021 beginning at 1:00 PM and ending at approximately 3:00 PM.

- b. **Notice of the Meeting – Timing and Manner.** Members are entitled to notice of their congregation's AGM. The congregation's governing documents typically require that members receive a written notice (by mail) stating the time, date, and place of the AGM at least 10 and no more than 60 days before the meeting; or by announcing the time, date, and place of the AGM at worship on two consecutive Sundays before the meeting. The province of BC permits notice of an AGM to be given by email at least 21 days before the meeting together with publication of a notice of the AGM on the congregation's website for said 21 day period. With the exception of BC, provincial orders do not specify changes in how notice of the AGM may be given. However, if a province allows a meeting to be conducted via the internet, and the invitation to the virtual meeting will in most all cases be delivered by email, delivery of the notice of the meeting by email seems logical and appropriate. With this in mind, the following guidelines are proposed:

- (1) At least three weeks (21 days) before the meeting, the congregation should:
 - i. Send an email, which incorporates all of the information described in Paragraph 2(c) below, to all members who have an email address on file with the congregation.
 - ii. Post a notice on any congregational website (including Facebook), which incorporates all of the information described in Paragraph 2(c) below, and keep said notice on the website until the day of the meeting.
 - iii. Announce the online meeting at any online services broadcast by the congregation during said 21-day period.
- (2) **For members who do not have an email address on file with the congregation.** At least three weeks (21) days before the meeting, the congregation should consider sending any member, who does not have an email address on file with the congregation, a written notice, that incorporates all of the information described in Paragraph 2(c) below, by regular mail.

- c. **Necessary information in the Notice of Meeting.** The notice of the meeting should provide the following information.

- (1) The **date** and the **time** of the meeting (1) and its estimated duration.
- (2) The notice does not have to specify a **place for the meeting**, unless it is a hybrid meeting, whereby some participants participate at an in-person meeting at a specified location. The location of in-person meeting must then be specified.
- (3) **Registration.** To participate in the online AGM, a member must register so that an invitation to the online meeting can be sent to him/her.
 - i. Registration can be as simple as asking the member to simply reply to the congregation's email giving notice of the meeting with a statement that he/she would like to participate in the online meeting. The response should provide the names of any other members (i.e.: spouse) who will be sharing the member's computer/tablet screen and participating in the meeting.
 - ii. The notice should specify that an individual can participate in a ZOOM meeting with a telephone. ZOOM provides dial in telephone numbers. The participant dials the number, enters a passcode and then joins the meeting. The participant will hear all other participants and they will hear him/her.
 - iii. The notice should specify a date and time the registrations must be received so that ZOOM invitations can be scheduled. A suggested deadline is that the requests for registration should be 6:00 PM on the day before the meeting. The deadline for meetings held on a Sunday could be 6:00 PM on the Friday before the meeting.

If the meeting is a hybrid meeting, members wishing to attend in person should be directed to call or email the church office, or designated congregational officer, to request registration for the in-person meeting. Registration for the in-person meeting should be on a first come first served basis. All COVID-19 protocols will be followed during the meeting, including social distancing and the wearing of masks. The cut-off date for in-person meeting should be the same as (iii) above.

- (4) **Bulletin of Reports.** The notice should specify that an electronic copy (PDF file) of the bulletin of reports for the meeting will be emailed a week before the meeting (to all who have registered on or before the day of emailing). Thereafter, as registrations are received and processed, an electronic bulletin of reports is emailed to the new registrants.
- (5) **Voting.** The notice of AGM should specify that members participating in the meeting will cast votes and those votes will be tabulated at the meeting. The means by which the votes are cast and tabulated are outlined on the rules of order for the meeting.

d. **Sample notice.**

Email Subject Line: Notice of Annual General Meeting – Joy Lutheran Church – Sunday February 28, 2021

Body of the email:

Dated: February 5, 2021

To: All members of Joy Lutheran Church, West Kelowna, BC

From: Congregational Council of Joy Lutheran Church

Re: Annual General Meeting.

Authority: Pursuant to Ministerial Order M116 issued by the Province of British Columbia in response to the COVID-19 pandemic, the congregational council has voted to hold the AGM for 2021 as an online meeting using a video conferencing platform, specifically ZOOM.²

Date/Time: The AGM will take place on Sunday February 28, 2021, beginning at 1:00 PM.³ The duration of the meeting is estimated at two hours.

Registration. To register simply reply to this email. In your reply state that you would like to participate in the meeting. Please also provide the names of others in your household (i.e.: spouse) that will be sharing your computer screen and participating in the meeting.⁴

Registration Deadline. To participate in the AGM, the congregation must receive your registration email by 6:00 PM on Friday February 26th.

Bulletin of Reports. An electronic copy of the Bulletin of Reports will be emailed on Friday February 19th to all who have registered by that date. It will be emailed to those who register after the first emailing at the same time their registration is processed.

Participation by telephone. A member can participate in a ZOOM meeting by telephone. Contact the church office at 555-999-7777 for details. The person on the telephone will hear all the conversations at the meeting and can join in the conversation but will not be able to see anyone.

Voting: Votes will be taken and counted at the meeting. See attached suggested Rules of Order.

Rules of Order: Proposed Rules of Order for the conduct of the meeting, including, voting on resolutions, is attached to this email as a PDF file. This notice of the AGM and the proposed Rules of Order are also found on the Homepage of Joy Lutheran Church's website. www.jlc.ca

Signed by: Martin Freemann, Council Chair and Katie Schmidt, Council Secretary

5. Guidance Re: Routine and other business conducted at an AGM.

The “Chair” and “Host” of the meeting.

An online or virtual meeting requires two key positions. The “Host” of the meeting and the chairperson or “Chair” of the meeting. These two functions can be exercised by one person, the chairperson of the meeting. These positions

² **For Hybrid Meeting:** Pursuant to Ministerial Order M116 issued by the Province of British Columbia in response to the COVID-19 pandemic, the congregational council has voted to hold the AGM for 2021 as an in-person meeting at the church with some participating in the meeting using an online video conferencing platform, specifically ZOOM. All applicable COVID-19 protocols, including social distancing and the wearing of masks will be followed.

³ **For Hybrid Meeting:** The in-person meeting will take place in the fellowship hall of Joy Lutheran Church, 1234 First Street, West Kelowna, BC.

⁴ **For Hybrid meeting.** In person attendance at the AGM is limited to 50 (or other applicable number allowed by the province). Seats will be assigned in the order that registrations are received. Register early! Register by calling the church office at 555-999-7777 by the registration deadline. Hard copies of the bulletin of reports will be available at the meeting or may be picked up at the church after Friday February 19.

can be shared, with one person taking the function of the Host and the chairperson of the congregation taking on the position of Chair.

The AGM's "Host" is responsible for initiating or scheduling the AGM using ZOOM video conferencing software for the scheduled day and time. The Host is responsible for emailing an invitation to the scheduled ZOOM meeting to each member who has registered for the AGM. The Host starts the meeting on the scheduled day and time and admits members as they log into the meeting. The Host will verify that each participant, and any other members sharing the participant's screen, are on the registration list. The Host will ensure that when the meeting is called to order that the screens for all participants, except the Chair, are muted. The Host will unmute the screen of all those making presentations to the meeting, those recognized by the Chair who wish to ask questions of a presenter or make a motion, and all screens for the purpose of voting.

The chairperson or "Chair" is responsible for making sure that the AGM is planned effectively, conducted according to the congregation's governing documents, and all required matters are dealt with in an orderly, efficient manner. The Chair conducts the meeting within a structure, specifically, the approved agenda for the AGM.

The Chair calls the meeting to order, and thereafter takes up each agenda item in turn. The chairperson calls upon an agreed upon speaker for each agenda item. The speaker delivers his/her report. Thereafter the Chair, facilitates discussion of the report and is tasked with keeping the discussion 'on track.' The Chair should strive to keep the discussion on questions to the time limits specified in the Rules of Order.

When questions on a report have ceased, the Chair will request that a motion be made and seconded, which either calls for the approval of the report, or series of reports, or calls for an action which arises from the report. Only speakers recognized by the Chair can make or speak to a motion. See Paragraphs (13) to (19) in the suggested Rules of Order found on page 7 for more detailed information on making and speaking to motions.

For an AGM to be conducted efficiently and flow smoothly, it is important for the participants to have copies of the reports that will be presented to the meeting, typically called the bulletin of reports. An electronic copy of the reports (typically a PDF file) should be sent out at least a week before the meeting to all who have registered by the date the email is sent out. Hard copies should be available at the church office after the date the electronic copy of the reports is emailed.

Council Vacancies and Elections. If the candidates willing to let their names stand for election to congregational leadership positions exceed the number of vacant positions, an election must be held. Elections may be conducted as follows:

- When the agenda progresses to elections, the Chair should call on a representative of the nominating committee to present the names of nominees obtained by the committee.
- The Chair should then call for nominations from the floor. When all nominations from the floor have been made, if any, the Chair should request a motion for nominations to cease.
- All nominees present should be given the opportunity to address the meeting for the purpose of garnering support for their election.
- Following the completion of the candidates' speeches, the Chair should call for a motion for the appointment of two scrutineers who would record the voice votes as they are given, agree to the total votes received by each candidate and certify the results of the election. (Before the meeting, Council is advised to have agreed upon the names of two qualified scrutineers to put forward).
- The Host unmutes all the screens. The Chair then asks the participants behind each screen, in turn, to verbally cast their vote for the candidate or candidates of their choice.
- Following the completion of the last voice vote, the scrutineers tabulate the voice votes cast and certify the results of the election.

Alternatives. The challenge posed by a voice vote for election of congregational leadership is that the vote may not be perceived as a free and unfettered vote. Members could defer election to a time when a secret ballot could be held. The members could, by resolution, decide not to fill the positions by an election and authorize the existing council to appoint members to fill these positions until the next AGM.

6. Suggested Rules of Order for the online and hybrid AGM

- (1) **Rules of Order:** Rules of Order are procedures by which meetings can be conducted in an orderly fashion, issues debated and motions passed according to the majority, but with due regard to the rights of the minority.

For the most part, Rules of Order are based on common sense and the need to move through an Agenda expeditiously. Bourinot's Rules of Order, latest edition, shall be the governing parliamentary law of this Congregation, except as otherwise provided in this constitution or its bylaws.

- (2) **Duties of the Chair of the Meeting:** The Chair conducts meetings, preserves order and decorum, and interprets the Rules of Order. The Chair is impartial and may not take part in the debate and can only vote to break a tie.
- (3) **Agenda and Minutes:** The Agenda is the order of business for the meeting. It describes the items for consideration and gives the order in which they will be taken up. The Agenda must be passed or adopted before the meeting can commence. The adoption of the minutes of the last meeting ratifies any decisions taken at that time. Any changes in the Agenda or minutes must be proposed and considered before the Agenda and minutes are adopted. An item on the Agenda may be taken out of sequence and disposed of only by majority consent.
- (4) **Suspension of Rules:** Once adopted, a rule shall not be amended or suspended except by a two-thirds vote of the members present and voting at the AGM.
- (5) **Who is entitled to attend the AGM?** Only members on the membership rolls of our congregation are entitled to attend the AGM. Individuals are received on our congregation's membership roll by baptism administered in our congregation, confirmation, transfer of membership from another Lutheran church, or affirmation of faith.
- (6) **Registration.** In order to participate in the AGM, members must preregister. To register members must send an email to: info@jlc@gmail.com requesting registration. If you are sharing your computer screen with another voting member of our congregation (see paragraph 7 for definition) please provide the full name of any member participating in the meeting with you. If you wish the ZOOM invitation for the AGM sent to a different email address, please also provide said email address. Members who will be joining the meetings with a landline telephone may register by calling the church office at 555-999-7777.
- (7) **Who is Entitled to Vote?** Voting members of this congregation are entitled to cast votes at the AGM. Voting members are those confirmed or otherwise designated members on the congregation's membership roll who are in good standing and have attained the age of 18 years. A member is in good standing if, during the past year, the member has participated in the life and worship of this Congregation (in person or online), received Holy Communion, and supported this Congregation with offerings.
- (8) **Quorum:** Upon initial login to the ZOOM meeting, the host will ask the participant to identify himself or herself and any other members sharing the participant's screen or telephone. The host will verify that the participant and any other members sharing the screen are on the registration list. A quorum for the AGM is reached when the voting members logged in to the ZOOM meetings equals the number required by our congregation's constitution and bylaws. (ex: The presence of 20% the roster of voting members, or 25 members, shall constitute a quorum).
- (9) **Bulletin of Reports.** An electronic copy of the Bulletin of Reports will be emailed on Friday February 19th to all who have registered by that date. The reports will be emailed, to those who register after the first emailing, at the same time their registration is processed.
- (10) **Internet Meeting.** This meeting shall be conducted as an internet meeting via ZOOM. Prior to the meeting, each registered member will receive an invitation to a ZOOM meeting to be held 1:00 PM on Sunday February 28, 2021. Participants are asked to log onto the ZOOM meeting between 12:30 and 1:00 PM in order to establish and troubleshoot connections to the meeting. Members accessing the meeting by a landline are asked to call into the meeting during this time.
- (11) **ZOOM Meeting Participation.** ZOOM meetings are primarily for devices which permit an audio and visual connection to the meeting. Acceptable devices include, a tower computer, laptop computer, Tablet/I-Pad, or cellphone that permits an audio and video connection to the ZOOM meeting.

It is possible for a person with a telephone landline to join a ZOOM meeting. The person on the landline dials a specified telephone number, enters a code and is connected to the meeting. The person on the landline can hear everyone in the conference speak and can speak to the group but cannot see the computer screens. The participants with video screens see the landline as a small blank screen.

If during the meeting, a connected device loses audio and/or video connection to the meeting, it is incumbent on the user of the device to re-establish the internet connection with the meeting. The meeting will continue and votes may be taken in said device's absence and the delegates using the device may not demand or require an action taken in their absence be reconsidered.

(12) **ZOOM Meeting Settings on Entry into the Meeting.** The initial settings for the ZOOM meeting will be: (a) all participants will participate with computer video and computer audio; (b) participants will be muted by the host upon entry into the meeting; (c) a waiting room will be established and participants will be admitted to the meeting from the waiting room; and (d) chat function will be set so that the participants can only chat with the host. This will free the chat function for use to ask questions or request permission to speak.

(13) **Motions.** A motion is a proposal made pursuant to an item of the agenda that certain actions be taken, certain views become policy, etc. which is then debated, possibly amended and voted on. There are also motions that propose procedures for considering other motions, e.g. Motions to Table, to Divide the Question, to Call the Question, to Adjourn, to Amend. Any member may move a substantive or procedural motion as long as it is 'in order'. To "table" a motion shall mean to postpone or suspend consideration of a pending motion. A motion for division of a question is used to split a motion into separate motions which are debated and voted on separately. Motion to call the question is used as a motion to end debate on a pending proposal and bring it to an immediate vote. In parliamentary procedure, the motion to amend is used to modify another motion. An amendment could itself be amended. A motion to adjourn is a motion to end the meeting. Each of these motions must be moved, seconded and approved by a majority of the voting delegates.

A substantive motion or "an important motion, or one containing a number of considerations," should be prepared in writing and given to the Chair, preferably in advance of the meeting.

(14) **How to make a motion.** To make any motion at the AGM, the mover must be recognized by the Chair. The mover must use the "raise your hand" ZOOM feature. To use "raise your hand" click the "Participants" button. Click on the raise your hand button. To lower "your raised hand" click the same button again. When the Chair recognizes the participant, the Host unmutes the participant's screen and makes the motion. The Chair will then call for a second. The seconder uses the "raise your hand" feature to second the motion.

The mover of a motion is allowed to speak first on the motion followed by the seconder. Then by custom, opponents and proponents alternate in debate. The Host will unmute and mute the screens of those who are speaking on any motion. Questions about the motion are directed to the Chair and then to the mover or person to whom they are addressed. Since procedural motions are in order when considering a substantive motion and take precedence over it, it is not always possible that the mover may speak last on the motion. The mover may withdraw her/his motion with majority consent.

(15) **Who May Speak to a Motion?:** Only those recognized by the Chair may speak to a motion. Those wishing to speak to a motion will communicate their intent to speak by using the "raise your hand" ZOOM feature. Speakers will speak in the order their raised hand is recognized by the host. Members on land telephone lines will be unmuted during debate on motions and if they wish to speak may simply ask to be heard. The host will unmute the speaker's computer audio. All recognized speakers must identify themselves by giving their full name and must declare whether they speak for or against the motion or have a question regarding the motion which may be addressed by those members of the congregational council who are present or another party who is authorized to speak at this meeting. Those authorized to speak to the motion may speak for a maximum of approximately five minutes. Authorized speakers may speak only one time unless a question is addressed to them by another speaker and a response is requested. Speeches made in response to a question are also limited to about five minutes.

(16) **When Speakers Are Out of Order.** The Chair may rule a speaker out of order and mute the speaker if the content of a speaker's speech is offensive, repetitive, argumentative, irreverent or not on topic.

(17) **Call the Question.** The Chair will entertain a request to call the question if the dialogue on the motion becomes repetitive, argumentative, irreverent or not on topic.

(18) **Voting on Motions.** The Chair will tabulate votes on a motion as follows. The Chair will unmute each screen participating in the meeting. The Chair will ask all those in favor of the motion to signify their support of the motion by saying "yes." The Chair will next ask all those who oppose the motion to signify their opposition to the motion by saying "no." If the voices in opposition are few in relation to the voices in favor, the Chair may declare the motion carried. If the number of "no" voices is significant the house will be divided. Each screen in turn will be asked to record or voice their vote in favor or against the motion. The secretary will record each vote and the motion will be declared carried or defeated based on the results of the roll call vote.

(19) **Election of Congregational Leaders.** Contested elections for positions on the congregational council, and other leadership positions in the congregation, will be decided by a voice vote. Each participant behind each screen will verbally cast his/her vote. The Chair will unmute all the screens and, in turn, ask the participants

behind each screen to verbally cast their vote for their candidate or candidates of their choice. Immediately before the elections, a motion must be made, seconded and carried to appoint two scrutineers who will record the voice votes as they are given, agree to the total votes received by each candidate, and certify the results of the election.

- (20) **Hybrid Meeting.** If the AGM is a hybrid meeting, these rules of order are modified as follows. The in-person meeting will be held in our congregation's (sanctuary or fellowship hall). All those who attend the in-person meeting will sit in assigned socially distanced seating. Participants will wear masks before, during and while exiting the meeting. Participant's in the meeting can register by email or telephone as set forth in Paragraph (6). The email should request registration for the in-person meeting. The number that may attend the in-person meeting is limited by provincial rules relating to the maximum size of public gatherings. Spaces for the in-person meeting will be assigned as registrations are received. If registrations for the in-person meeting exceed the number of seats allowed, those who register late will be asked to connect to the meeting by either computer or telephone. The participants in the in-person meeting may speak at the meeting as specified in Paragraph (15) above (must use a microphone provided) and vote by voice as specified in Paragraphs (17) and (18).

7. Schedules 1-5 – Provincial Orders Re: Annual General Meetings

Attached hereto find copies of the orders issued by the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario which authorize holding an online annual general meeting.

PROVINCE OF BRITISH COLUMBIA

**ORDER OF THE MINISTER OF PUBLIC SAFETY AND
SOLICITOR GENERAL**

Emergency Program Act

Ministerial Order No. M116

WHEREAS a declaration of a state of emergency throughout the whole of the Province of British Columbia was declared on March 18, 2020 because of the COVID-19 pandemic;

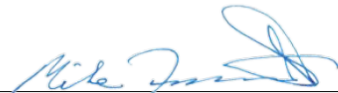
AND WHEREAS business corporations, cooperative associations and societies must be able to conduct their business in accordance with public health orders and advisories to reduce the threat of COVID-19 to the health and safety of persons;

AND WHEREAS section 10 (1) of the *Emergency Program Act* provides that I may do all acts and implement all procedures that I consider necessary to prevent, respond to or alleviate the effects of any emergency or disaster;

I, Mike Farnworth, Minister of Public Safety and Solicitor General, order that the attached Electronic Attendance at Corporate Meetings (COVID-19) Order is made.

April 21, 2020

Date



Minister of Public Safety and Solicitor General

(This part is for administrative purposes only and is not part of the Order.)

Authority under which Order is made:

Act and section: Emergency Program Act, R.S.B.C. 1996, c. 111, s. 10

Other: MO 73/2020; OIC 173/2020

ELECTRONIC ATTENDANCE AT CORPORATE MEETINGS (COVID-19) ORDER

Definitions

- 1 In this order:
 - “corporate enactment”** means
 - (a) the *Business Corporations Act*,
 - (b) the *Cooperative Association Act*,
 - (c) the *Societies Act*, or
 - (d) any regulation, including, without limitation, any article, memorandum, bylaw or rule, made under an Act referred to in paragraph (a), (b) or (c);
 - “corporate meeting”** means a meeting authorized or otherwise provided for under a corporate enactment.

Application

- 2 This order applies during the period that starts on the date this order is made and ends on the date on which the last extension of the declaration of a state of emergency made March 18, 2020 under section 9 (1) of the *Emergency Program Act* expires or is cancelled.

Electronic attendance at corporate meetings

- 3
 - (1) Despite anything in a corporate enactment, a person who is entitled to participate in, including vote at, a corporate meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other and, if applicable, vote at the meeting.
 - (2) Subsection (1) does not obligate a person responsible for holding a corporate meeting to take any action to facilitate the use of any communications medium at the meeting.
 - (3) Despite anything in a corporate enactment, a corporate meeting may be held solely by telephone or other communications medium if
 - (a) in the case of a corporate meeting with respect to which notice must be given under a corporate enactment, notice of the meeting provides instructions for attending at or participating in the meeting by the communications medium, including, if applicable, instructions for how to vote at the meeting,
 - (b) all of the persons participating in the meeting are able to communicate with each other and, if applicable, vote at the meeting, and
 - (c) the person responsible for holding the meeting facilitates the use of the communications medium at the meeting.
 - (4) Despite anything in a corporate enactment, if a corporate meeting is held as contemplated by subsection (3),
 - (a) the meeting is not required to have a physical location,

- (b) any notice of the meeting is not required to specify a location for the meeting, and
 - (c) the meeting is deemed to be held in British Columbia.
- (5) A person who participates in, or attends or votes at, a corporate meeting in a manner contemplated by subsection (1) or (3) is deemed, for the purposes of the corporate enactment referred to in the definition of “corporate meeting”, to be present in person at the meeting.



DECISION OF THE REGISTRAR OF COMPANIES

**SOCIETIES ACT
Section 71(3)**

WHEREAS:

- A. Ministerial Order M098 (the "Ministerial Order") was made by the Minister of Public Safety and Solicitor General under the *Emergency Program Act* on April 8, 2020 and remains in force as of the date hereof.
- B. Section 3 of the Ministerial Order provides as follows:

"3. A person, tribunal or other body that has a statutory power of decision may waive, suspend or extend a mandatory time period relating to the exercise of that power."
- C. The Registrar of Companies (the "Registrar") is a person having a statutory power of decision within the meaning of section 3 of the Ministerial Order.
- D. Section 71(3) of the *Societies Act* empowers the Registrar to authorize a society, on any terms the Registrar considers appropriate, to hold the annual general meeting of the society on or before a specified date that is not later than March 31 of the calendar year immediately following the calendar year in which an annual general meeting of the society must be held under section 71(1) of the *Societies Act*.
- E. The Registrar wishes to provide for the exercise of her statutory power of decision in relation to the time limit in section 71(3) of the *Societies Act* on the terms and for the reasons set out below.

THEREFORE:

I, Carol Prest, Registrar of Companies, do hereby extend the date by which a society must hold its annual general meeting under section 71(3) of the *Societies Act* to such date as I may authorize which falls not later than November 1 of the calendar year immediately following the calendar year in which an annual general meeting of the society would otherwise be required to be held under section 71(1) of the *Societies Act*.

The reasons for my decision are as follows:

- 1. To provide an option for societies that wish to delay their annual general meetings in order to minimize risks from COVID-19 that might arise if their annual general meetings were required to be held within the time limit set by section 71(1) of the *Societies Act*, and
- 2. To support societies and their members in following the guidelines and recommendations of the Provincial Health Officer, the Minister of Health, and Health Canada guidelines in regard to COVID-19.

This decision is made in execution of the duties and powers of my office on June 22, 2020.

Carol Prest
Registrar of Companies

Ministry of Citizens' Services

BC Registries and Online
Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Courier Address:
200 - 940 Blanshard Street
Victoria BC V8W 3E6



ALBERTA
SERVICE ALBERTA

Office of the Minister
MLA, Strathcona-Sherwood Park

MINISTERIAL ORDER NO. SA:009/2020

WHEREAS the Lieutenant Governor in Council made Order in Council 080/2020 under section 52.1(1) of the *Public Health Act* (PHA) on March 17, 2020 declaring a state of public health emergency in Alberta due to the pandemic COVID-19 and the significant likelihood of pandemic influenza;

WHEREAS Order in Council 080/2020 has effect for 90 days following March 17, 2020 under section 52.8(1)(a) of the PHA;

WHEREAS section 52.1(3) of the PHA authorizes the Minister of Service Alberta (Minister), to make an order without consultation, to suspend or modify the application or operation of all or part of an enactment, subject to the terms and conditions the Minister prescribes, if the Minister is satisfied that the application or operation of all or part of the enactment is not in the public interest;

WHEREAS I am satisfied that adhering to strict legislative timelines and requirements in various legislation is not in the public interest at this time as public bodies and other organizations are coping with the demands of social distancing or focusing their operations and resources on preparing for and responding to the pandemic or may be operating with fewer or redirected resources because of the pandemic; and

WHEREAS I am satisfied that these provisions can be reinstated once the increased strain associated with responding to this pandemic has ended;

THEREFORE, I, Nate Glubish, Minister of Service Alberta, pursuant to section 52.1(2) of the *Public Health Act*, do hereby order that:

1. The following modifications are made to the *Freedom of Information and Protection of Privacy Act*, RSA 2000, c. F-25 ("FOIP Act"):

(1) Section 11 is modified as follows:

provided that document can be provided in a manner that does not require in- person inspection.

5. Any obligation to convene an in-person meeting is suspended in the following sections:

(1) Sections 104 (1) and 132 of the BCA.

(2) Section 149 (1) of the Companies Act.

(3) Section 25 of the Societies Act.

6. For clarity, nothing in section 5 precludes a corporation, company or society from conducting a meeting through remote means, such as videoconference, teleconference or other means.

7. Section 151 of the Companies Act is modified to allow a meeting of a company called pursuant to section 151(1)(a) to be conducted through remote means, such as videoconference, teleconference or other means.

8. The obligation to send or make a report, annual return, or return to the Registrar under the following sections is suspended:

(1) Section 24 of the Business Corporations Regulation, Alberta Regulation 118/2000.

(2) Sections 162 of the Companies Act.

(1) Section 4 (2) of the Partnership Regulation, Alberta Regulation 105/2009.

(2) Section 26 (2) of the Societies Act.

9. The following modifications are made to the *Vital Statistics Act*, SA 2007, v-4.1 (VSA), *Vital Statistics Information Regulation*, Alberta Regulation 108/2018 (VSIR) and *Vital Statistics Ministerial Regulation*, Alberta Regulation 106/2018 (VSMR):

(1) The time period in section 32 (2) of the VSA is extended from 10 days to 20 days.

(2) The time period in section 33 (2)(a)(i) of the VSA is extended from 14 to 30 days.



Director's Order Suspension of Registry Services and Functions

Whereas subsection 15(1) of *The Operation of Public Registry Statutes Act* reads as follows:

15(1) Notwithstanding any other Act or law, if, in the opinion of a registry officer or the minister, the circumstances are such that it is not practical to provide one or more registry services or functions, a registry officer or the minister may, by order, suspend all or any registry services or functions for the period during which, in the opinion of the registry officer or the minister, those circumstances prevail.

And whereas the corporate registry functions are provided to the public by Information Services Corporation through their Customer Services Centres and their website.

And whereas for reasons of public health and safety many non-profit corporations and co-operatives would not be in the position of filing their annual return and financial statement documentation due to restrictions and recommendations on public gatherings which may cause delay in annual meetings, it is desirable to suspend the strike off provisions for certain entities as follows:

- *The Non-profit Corporations Act, 1995*
 - Subsections 272(2), 272(3) and 272(4) are suspended in relation to clause 272(1)(a) so that a non-profit corporation will not be struck off of the register where any return, notice or other document or fee required by this Act or the regulations has not been received.
- *The Co-operatives Act, 1996*
 - Subsections 280(2) and 280(3) are suspended in relation to clause 280(1)(a) so that a co-operative will not be struck off of the register where any return, notice or other document required by this Act or the regulations has not been received.
- *The New Generation Co-operatives Act*
 - Subsections 346(2) and 346(3) are suspended in relation to clause 346(1)(a) so that a new generation co-operative will not be struck off of the register where any return, notice or other document required by this Act or the regulations has not been received.

Therefore, I, Sheri A. Hupp, Director of Corporations and Registrar of Co-operatives do hereby direct that effective at March 20, 2020 the striking off of non-profit corporations, co-operatives and new generation co-operatives will be suspended as indicated until further notice.

Notice of this order shall be published in the Gazette and be posted to www.isc.ca.



Sheri A. Hupp

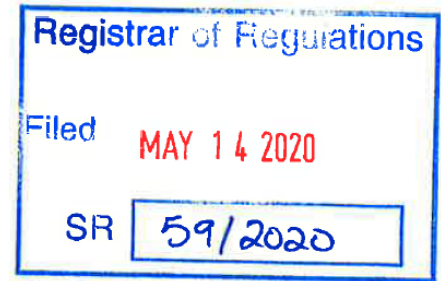
Director of Corporations and Registrar of Co-operatives

Date: March 18, 2020





Province of Saskatchewan



Order in Council 222/2020

Approved and Ordered: 13 May 2020

Lieutenant Governor

On the recommendation of the undersigned, the Lieutenant Governor, by and with the advice and consent of the Executive Council, makes *The Non-profit Corporations Amendment Regulations, 2020* in accordance with the attached Schedule.

President of the Executive Council

(For administrative purposes only.)

Recommended by: Minister of Justice and Attorney General

Authority: *The Non-profit Corporations Act, 1995, section 283*
JAG DM - 12-05-20

SCHEDULE to OC 222/2020

Title

1 These regulations may be cited as *The Non-profit Corporations Amendment Regulations, 2020*.

RRS c N-4.2 Reg 1, new section 13.01

2 *The Non-profit Corporations Regulations, 1997* are amended by adding the following section after section 13:

“Definition re place of meetings

13.01 For the purposes of section 122 of the Act, ‘**held at the place**’, unless prohibited by the articles or bylaws of a corporation, includes holding a meeting of members of the corporation by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting”.

Coming into force

3 These regulations come into force on the day on which they are filed with the Registrar of Regulations.

APPROVED

May 11, 2020 - 1:16 p.m.

As of 11 Dec 2020, this is the most current version available. It is in effect for the period set out in the footer below, unless revoked before the end of the period.

Le texte figurant ci-dessous constitue la codification la plus récente en date du 11 déc. 2020. Il est en vigueur pendant la période indiquée en bas de page, sauf révocation antérieure.

THE EMERGENCY MEASURES ACT
(C.C.S.M. c. E80)

LOI SUR LES MESURES D'URGENCE
(c. E80 de la C.P.L.M.)

Order re Temporary Suspension of Corporate Meeting Provisions (2)

Décret n° 2 portant suspension temporaire de dispositions concernant les assemblées et les réunions d'organismes constitués en corporation

Definitions

1 The following definitions apply in this Order.

"**incorporated body**" means an incorporated body to which this Order applies in accordance with section 2. (« organisme »)

"**meeting**" means a meeting authorized or otherwise provided for under an Act or regulation, including an annual or special general meeting or a meeting of the incorporated body's directors. (« assemblée » or « réunion »)

Application

2 This Order applies to

- (a) a condominium corporation under *The Condominium Act*;
- (b) a cooperative under *The Cooperatives Act*;
- (c) a corporation under *The Corporations Act*; and
- (d) a credit union under *The Credit Unions and Caisses Populaires Act*.

Définitions

1 Les définitions qui suivent s'appliquent au présent décret.

« **assemblée** » Assemblée d'un organisme qu'un texte autorise ou prévoit, y compris une assemblée générale annuelle ou extraordinaire. ("meeting")

« **organisme** » Organisme constitué en corporation auquel le présent décret s'applique conformément à l'article 2. ("incorporated body")

« **réunion** » Réunion d'un organisme qu'un texte autorise ou prévoit, y compris une réunion de ses administrateurs. ("meeting")

Application

2 Le présent décret s'applique :

- a) aux corporations condominiales au sens de la *Loi sur les condominiums*;
- b) aux coopératives au sens de la *Loi sur les coopératives*;
- c) aux corporations au sens de la *Loi sur les corporations*;
- d) aux caisses populaires au sens de la *Loi sur les caisses populaires et les credit unions*.

Electronic attendance at meeting

3(1) An incorporated body may provide for attendance or voting, in person or by proxy, at a meeting by means of telephonic, electronic or other communication facilities

(a) if the means permit all persons participating in the meeting, including all persons who are entitled to vote, to communicate adequately with each other during the meeting; and

(b) even if such means are not permitted or are specifically excluded by the incorporated body's by-laws.

3(2) A person who participates in, or attends or votes, at a meeting in a manner contemplated by subsection (1) is deemed to be present at the meeting for all purposes, including determining quorum.

3(3) If notice of a meeting has been given or sent and the time, place or manner of holding the meeting is subsequently changed to hold the meeting as permitted by this Order, the board of directors of the incorporated body must provide information about the change within a reasonable time

(a) by sending it to each person entitled to receive notice at the e-mail address they provided to receive documents from the incorporated body and, if the body has a website, by posting the information on the website; or

(b) in accordance with the Act or regulation that applies.

3(4) A revised notice of meeting is not required if notice of a change is given in accordance with subsection (3).

Assemblée ou réunion — présence par moyen électronique

3(1) Les organismes peuvent prévoir que la participation ou le vote lors d'une assemblée ou d'une réunion, y compris par procuration, ait lieu par un moyen de communication téléphonique, électronique ou autre pourvu que ce moyen permette à tous les participants, y compris ceux ayant droit de vote, de communiquer adéquatement entre eux, et ce, même si leurs règlements administratifs n'en permettent pas l'utilisation ou l'interdisent.

3(2) Toute personne qui participe ou vote lors d'une assemblée ou d'une réunion conformément au paragraphe (1) est réputée y être présente à toutes fins utiles, y compris aux fins de calcul du quorum.

3(3) Si l'avis d'une assemblée ou d'une réunion a été remis et que le moment, l'endroit ou le déroulement prévu est modifié par la suite pour qu'elle se tienne comme le permet le présent décret, le conseil d'administration de l'organisme communique les changements dans un délai raisonnable :

a) soit en les envoyant à chaque personne qui doit recevoir avis de l'assemblée ou de la réunion à l'adresse électronique qu'elle a fournie pour la remise des documents provenant de l'organisme et, si ce dernier a un site Web, en les publiant également sur celui-ci;

b) soit de la manière exigée par le texte applicable.

3(4) Un avis révisé n'est pas requis si les changements sont communiqués en conformité avec le paragraphe (3).

Electronic attendance at board meeting

4(1) The directors of an incorporated body may attend or vote, in person or by proxy, at a board meeting by means of telephonic, electronic or other communication facilities

(a) if the means permit all directors participating in the meeting to communicate adequately with each other during the meeting; and

(b) even if such means are not permitted or are specifically excluded by the incorporated body's by-laws.

4(2) A director who participates in, or attends or votes, at a meeting in a manner contemplated by subsection (1) is deemed to be present at the meeting for all purposes, including determining quorum.

Electronic delivery of notices, etc.

5 An incorporated body may permit the delivery of notices, documents or other information required by an Act or regulation or the incorporated body's by-laws to be given or sent to its members or directors by e-mail or other electronic method even if such a method is not permitted or is specifically excluded by the incorporated body's by-laws.

Voting by other means

6 If voting is to take place by means of telephonic, electronic or other communication facilities, the incorporated body's board of directors must take reasonable measures to ensure that

(a) the identity of each person who votes is verified; and

(b) each person who votes does so only in their own right or by a valid proxy.

Réunion — présence par moyen électronique

4(1) Les administrateurs d'un organisme peuvent participer ou voter lors d'une réunion, y compris par procuration, par un moyen de communication téléphonique, électronique ou autre pourvu que ce moyen leur permette de communiquer adéquatement entre eux, et ce, même si les règlements administratifs de l'organisme n'en permettent pas l'utilisation ou l'interdisent.

4(2) L'administrateur qui participe ou vote lors d'une réunion conformément au paragraphe (1) est réputé y être présent à toutes fins utiles, y compris aux fins de calcul du quorum.

Avis sous forme électronique

5 Les organismes peuvent autoriser la remise d'avis, de documents ou d'autres renseignements exigés par un texte ou par leurs règlements administratifs à leurs membres ou administrateurs par un moyen électronique, notamment par courrier électronique, et ce, même si ces règlements administratifs n'en permettent pas l'utilisation ou l'interdisent.

Modalités du vote effectué par un autre moyen

6 Si le vote doit se faire par un moyen de communication téléphonique, électronique ou autre, le conseil d'administration de l'organisme prend des mesures raisonnables pour veiller à ce que l'identité des personnes qui votent soit vérifiée et que ces dernières ne votent qu'en leur nom ou au titre d'une procuration valide.

Suspended and replaced provisions

7(1) This Order suspends and replaces the following provisions to the extent that the provisions do not permit the activities described in sections 3 to 6:

(a) clause 103(1)(a) and subsections 110(1) and 119(1) of *The Condominium Act*;

(b) subsections 201(1) and (2) and 222(7) and (8), section 224 and subsections 236(3) and 379(1) and (2) of *The Cooperatives Act* and section 11.3 of the *Cooperatives Regulation*, Manitoba Regulation 95/99;

(c) subsections 109(9) and 126(4), section 126.1, clause 127(a) and section 135 of *The Corporations Act*;

(d) clause 61(a) and subsections 84(6) and 219(1) and (2) of *The Credit Unions and Caisses Populaires Act* and section 25.5 of the *Credit Unions and Caisses Populaires Regulation*, Manitoba Regulation 361/87.

7(2) This Order replaces any by-law of an incorporated body to the extent that the by-law does not permit the activities described in sections 3 to 6.

Effective period

8 This Order takes effect beginning on October 1, 2020, and ending on March 30, 2021, unless sooner revoked.

Suspension et substitution de dispositions

7(1) Le présent décret suspend l'application des dispositions qui suivent et s'y substitue dans la mesure où elles ne permettent pas les activités visées aux articles 3 à 6 :

a) l'alinéa 61a) ainsi que les paragraphes 84(6) et 219(1) et (2) de la *Loi sur les caisses populaires et les credit unions*, de même que l'article 25.5 du *Règlement sur les caisses populaires et les credit unions*, R.M. 361/87;

b) l'alinéa 103(1)a) ainsi que les paragraphes 110(1) et 119(1) de la *Loi sur les condominiums*;

c) les paragraphes 201(1) et (2) et 222(7) et (8), l'article 224 ainsi que les paragraphes 236(3) et 379(1) et (2) de la *Loi sur les coopératives*, de même que l'article 11.3 du *Règlement sur les coopératives*, R.M. 95/99;

d) les paragraphes 109(9) et 126(4), l'article 126.1, l'alinéa 127a) ainsi que l'article 135 de la *Loi sur les corporations*.

7(2) Le présent décret se substitue aux règlements administratifs d'un organisme dans la mesure où ils ne permettent pas les activités visées aux articles 3 à 6.

Période d'application

8 Le présent décret entre en vigueur le 1^{er} octobre 2020 et prend fin le 30 mars 2021, sauf révocation antérieure.

ONTARIO REGULATION 107/20

made under the

EMERGENCY MANAGEMENT AND CIVIL PROTECTION ACT

Made: March 30, 2020 (6:00 pm)

Filed: March 30, 2020

Published on e-Laws: March 31, 2020

Printed in *The Ontario Gazette*: April 18, 2020

ORDER UNDER SUBSECTION 7.1 (2) OF THE ACT - MEETINGS FOR CORPORATIONS

Whereas an emergency was declared pursuant to Order in Council 518/2020 (Ontario Regulation 50/20) on March 17, 2020 at 7:30 a.m. Toronto time pursuant to section 7.0.1 of the *Emergency Management and Civil Protection Act* (the “Act”);

And Whereas the criteria set out in subsection 7.1 (2) of the Act have been satisfied;

Now Therefore, this Order is made pursuant to subsection 7.1 (2) of the Act, the terms of which are set out in Schedules 1 and 2;

And Further, this Order applies generally throughout Ontario;

And Further, this Order is retroactive to March 17, 2020.

SCHEDULE 1 CORPORATIONS ACT

MEETING BY ELECTRONIC MEANS, MEMBERS’ AND SHAREHOLDERS’ MEETINGS

1. The operation of section 125.1 of the *Corporations Act* is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:

Meeting by electronic means, all corporations

125.1 (1) Despite any provision in the letters patent, supplementary letters patent or by-laws of a corporation that provides otherwise, a meeting of the members or shareholders of a corporation may be held by telephonic or electronic means and a member or shareholder who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.

Same

(2) Despite section 117, subsection (1) applies to all corporations to which the *Corporations Act*, or any provision thereof, applies.

TIME EXTENSION FOR ANNUAL MEETINGS, INSURANCE CORPORATIONS

2. The operation of subsection 159 (1) of the *Corporations Act* is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:

Annual meeting

(1) A meeting of the shareholders and members for the election of directors shall be held within the first three months of every year at such time and place as the by-laws of the corporation prescribe.

Annual meeting, time extension

(1.1) Despite subsection (1), the meeting of the shareholders and members for the election of directors required to be held in 2020 shall be held no later than the 90th day after the day the emergency is terminated.

MEETING BY ELECTRONIC MEANS, DIRECTORS’ MEETINGS

3. The operation of subsection 283 (3.1) of the *Corporations Act* is temporarily suspended and the following replacement provision is in effect during the temporary suspension period only:

Meeting by electronic means

(3.1) Despite any provision in the letters patent, supplementary letters patent or by-laws of a corporation that provides otherwise, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this Act to be present at the meeting.

TIME EXTENSION FOR ANNUAL MEETINGS, GENERAL

4. The operation of section 293 of the *Corporations Act* is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:

Annual meetings

293. (1) A corporation shall hold an annual meeting of its shareholders or members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting.

Annual meetings, time extension

(2) Despite subsection (1), if the last day on which a meeting is required to be held under subsection (1) is a day that falls within the period of the declared emergency, the last day on which the meeting is instead required to be held is no later than the 90th day after the day the emergency is terminated.

Same

(3) Despite subsection (1), if the last day on which a meeting is required to be held under subsection (1) is a day that falls within the 30-day period that begins on the day after the day the emergency is terminated, the last day on which the meeting is instead required to be held is no later than the 120th day after the day the emergency is terminated.

SCHEDULE 2 BUSINESS CORPORATIONS ACT

SHAREHOLDERS' MEETINGS, TIME EXTENSION AND MEANS OF MEETING

1. The operation of section 94 of the *Business Corporations Act* is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:

Shareholders' meetings

94. (1) Subject to subsection 104 (1), the directors of a corporation,

(a) shall call an annual meeting of shareholders not later than eighteen months after the corporation comes into existence and subsequently not later than fifteen months after holding the last preceding annual meeting; and

(b) may at any time call a special meeting of shareholders.

Shareholders' meetings, time extension

(1.1) Despite clause (1) (a), if the last day on which a meeting is required to be held under subsection (1) is a day that falls within the period of the declared emergency, the last day on which the meeting is instead required to be held is no later than the 90th day after the day the emergency is terminated.

Same

(1.2) Despite clause (1) (a), if the last day on which a meeting is required to be held under subsection (1) is a day that falls within the 30-day period that begins on the day after the day the emergency is terminated, the last day on which the meeting is instead required to be held is no later than the 120th day after the day the emergency is terminated.

Meeting by electronic means

(2) Despite any provision in the articles or the by-laws of a corporation that provides otherwise, a meeting of the shareholders may be held by telephonic or electronic means and a shareholder who, through those means, votes at the meeting or establishes a communications link to the meeting shall be deemed for the purposes of this Act to be present at the meeting.

MEETING BY ELECTRONIC MEANS, DIRECTORS' MEETINGS

2. The operation of subsection 126 (13) of the *Business Corporations Act* is temporarily suspended and the following replacement provision is in effect during the temporary suspension period only:

Meeting by electronic means

(13) Despite any provision in the articles or by-laws of a corporation that provides otherwise, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed for the purposes of this Act to be present at that meeting.

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