

Publisher's Note

An Update has Arrived in Your Library for:

Please circulate this notice to anyone in your office who may be interested in this publication. <i>Distribution List</i>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

ONTARIO CORPORATE LAW & PRACTICE

Wayne D. Gray
Release No. 5, July 2022

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 includes a new Chapter 44A (Shareholder Meetings) as well as updates to Chapter 46 (Corporations Returns Act). This release also features Updates to Appendix C2 (British Columbia).

THOMSON REUTERS CANADA®

Customer Support

1-416-609-3800 (Toronto & International)

1-800-387-5164 (Toll Free Canada & U.S.)

Fax 1-416-298-5082 (Toronto)

Fax 1-877-750-9041 (Toll Free Canada Only)

E-mail CustomerSupport.LegalTaxCanada@TR.com

This publisher's note may be scanned electronically and photocopied for the purpose of circulating copies within your organization.

Highlights

Shareholder Meetings – This new chapter covers a range of topics and issues pertaining to shareholder meetings including: Pre-meeting preparations, chair of the meeting, secretary of the meeting, scrutineers, procedure at meetings, hybrid and virtual meetings of shareholders, and disputed meetings of shareholders.

Shareholder Meetings – Procedure at Meetings – Chair’s Script – The order of business, and the detailed procedure for an annual meeting of shareholders, is usually set forth in the chair’s agenda, or script. The chair’s agenda will also contain special notes as to additional items of business to be conducted in case the meeting is also as a special meeting. The chair’s agenda is usually prepared by the secretary of the corporation in consultation with the chair well before the time of the meeting. The agenda should cover every eventuality which it is anticipated may arise at the meeting. Also, the chair should be prepared to answer all relevant questions addressed to her by any of the shareholders. Some public accounting firms have issued booklets that summarize the typical questions that arise at meetings of shareholders. A well-prepared chair should consider these questions and her replies as related to the corporation of which she is chair. Meetings of shareholders of large publicly traded corporations are sometimes used by individual shareholders as a platform to publicize a particular proposal or cause that they espouse.

Shareholder Meetings – Hybrid and Virtual Meetings of Shareholders – Meetings of shareholders of business corporations have historically been conducted in Canada as physical meetings at which the shareholders participate by attending the meeting in person or by appointing a proxyholder. In recent years, many OBCA and CBCA corporations (particularly those that are public corporations) have used webcasting and other technology to permit shareholders to view the proceedings remotely and participate electronically as a way to enhance the traditional shareholder meeting and increase shareholder access. This section provides commentary on hybrid and virtual meetings of shareholders, including commentary on issues such as those encountered during the COVID-19 pandemic.

Corporations Returns Act – This chapter covers a range of topics and issues pertaining to the *Corporations Returns Act*, including its application, exemptions under the Act, types of returns, and enforcement and offence.

ProView Developments

Your ProView edition of this product now has a new, modified layout:

- The opening page is now the title page of the book as you would see in the print work
- As with the print product, the front matter is in a different order than previously displayed
- The Table of Cases and Index are now in PDF with no searching and linking

- The Table of Contents now has internal links to every chapter and section of the book within ProView
- Images are generally greyscale and size is now adjustable
- Footnote text only appears in ProView-generated PDFs of entire sections and pages