

Index

ADJOURNMENT OF SHAREHOLDERS' MEETINGS

Distinguished from termination,
postponement, cancellation,
recess and deferral, **22:2 et
seq.**
cancellation, **22:5**
deferral, **22:6**
postponement, **22:4**
recess, **22:6**
termination, **22:3**
Effect of adjournment on business,
22:18
Introduction, **22:1**
Notice of an adjourned meeting,
22:19
Power to adjourn, **22:10 et seq.**
chair, **22:13**
improper adjournment, **22:15**
power to adjourn, **22:13**
residual power to adjourn,
22:14
termination at conclusion of
meeting, **22:16**
inquorate meeting, **22:12**
meeting, **22:11**
Power to adjourn meeting by direc-
tor, **22:17**
Proxies in respect of, **22:20**
Status of adjourned meeting, **22:7**
Timing of adjournment, **22:8 et seq.**
duration of adjournment, **22:9**
point in the meeting, **22:8**

AUDIT COMMITTEE

See also COMMITTEES OF
DIRECTORS
Generally, **7:5**

AUDIT COMMITTEE—Cont'd

Functions of, **7:6**
Member independence, **Appendix
HH**
New functions, **7:7**

BOARDS

Building high performance boards,
Appendix P

BY-LAW

Standard form, **Appendix A**

CALLING MEETINGS OF SHAREHOLDERS

Authority to call meetings, **13:6 et
seq.**
de facto directors/officers, **13:8**
ratification of notice on meeting,
13:7
to whom notice is to be given,
13:9
who may call meetings, **13:6**
Changing from in-person to virtual-
only meeting, **23:44**,
Appendix PP
Circulars, **13:27**
Contents of the notice, **13:12 et seq.**
general principles, **13:19**
conditional notices, **13:22**
interpretation of notice, **13:23**
nature of business to be specified
in notice, **13:20**
place of meeting, **13:25**
statutory requirements, **13:13**
annual meetings, **13:13**
auditor's statement, **13:18**
director's statement, **13:18**
fundamental changes, **13:16**

CALLING MEETINGS OF

SHAREHOLDERS—Cont'd

Contents of the notice, **13:12 et seq.**

—Cont'd

statutory requirements, **13:13**

—Cont'd

interested contracts or transactions, **13:17**

special business, **13:14**

special resolutions and by-laws, **13:15**

sufficiency of the description, **13:21**

time of the meeting, **13:24**

type of meeting, **13:26**

Entitlement to receive notice, **13:34 et seq.**

auditors, **13:46**

bankrupt shareholders, **13:44**

beneficial owners of shares, **13:37**

by-laws, provisions of, **13:39**

deceased shareholders, **13:42**

directors, **13:45**

incapacitated shareholders, **13:40**

legislative provisions, **13:41**

minority shareholders, **13:43**

non-voting shareholders, **13:38**

other non-shareholders, **13:47**

record-date shareholders, **13:36**

to whom notice to be sent, **13:34**

voting shareholders, **13:35**

Essentials of a valid notice, **9:7 et seq., 13:10**

Failure to comply with notice requirements, **13:48 et seq.**

general, **13:48**

accidental omission to give notice, **13:51**

consequences, **13:49**

methods of addressing inadequate notice, **13:50**

validation of proceedings, **13:52**

Introduction, **13:1**

CALLING MEETINGS OF

SHAREHOLDERS—Cont'd

Manner of giving notice, **13:32 et seq.**

general, **13:32**

proof of notice, **13:33**

Matters to be dealt with at the meeting, **13:28 et seq.**

general, **13:28**

ambit of the notice, **13:29**

amendments of resolutions set out in notice, **13:30**

Statutory requirements to call meeting, **13:2 et seq.**

additional provisions, **13:5**

annual and special meetings, **13:2**

auditors, appointment of, **13:4**

requirement to present financial statements at annual meetings, **13:3**

Time for giving notice, **13:11**

Waiver of notice, **13:53 et seq.**

by acquiescence, **13:55**

knowledge of matter being waived, **13:54**

mere attendance not necessarily a waiver, **13:56**

statutory provisions, **13:53**

Written resolutions in lieu of meeting, **13:57**

CANADA BUSINESS

CORPORATIONS ACT

Major corporate events

financial disclosure, **Appendix PSXII**

fundamental changes, **Appendix PSXIII**

investigation, **Appendix PSXIV**

Meeting of shareholders, **Appendix PSIII**

Meetings of directors, **Appendix PSI**

CHAIR'S DUTIES

Adjournment, powers of, **2:27**

see also Chapter 22

CHAIR'S DUTIES—Cont'd

- Appointment of chair, **2:2 et seq.**
 - appointment by the shareholders, **2:5**
 - procedure for appointing the chair, **2:6**
 - provisions of the constating documents, **2:3**
 - right of the legal chair to preside, **2:7**
 - statutory provisions, **2:4**
- Authority, **23:29**
- Casting vote, **2:15 et seq.**
 - common law, **2:17**
 - purpose of the casting vote, **2:18**
 - statutory provisions, **2:16**
- Decisions of chair, **2:14**
- Discretion of chair, **Appendix IF:4**
- Duties and powers of chair, **2:11 et seq., Appendix IF:4**
 - generally, **2:12**
 - maintenance of order, **2:13**
- Independent chair, **2:9, Appendix IF:5**
- Introduction, **2:1**
- Legal counsel, **2:25**
- Qualities of chair, **2:10**
- Removal of chair, **2:8**
- Role of chair, **2:28**
- Standard of care, **2:26**
- Standard of conduct, **2:19 et seq.**
 - act in good faith, **2:21**
 - additional responsibilities, **2:24**
 - ascertain sense of meeting, **2:23**
 - duties judicial in nature, **2:20**
 - not frustrate meeting, **2:22**

COMMITTEES OF DIRECTORS

- Introduction, **7:1**
- Liability of committee members, **7:29**
- Meetings of committees, **7:25 et seq.**
 - reports, **7:26**
 - rules of procedure, **7:25**

COMMITTEES OF DIRECTORS—Cont'd

- Multilateral Instrument 61-101, **7:23, Appendix CC, Appendix DD**
- Power to delegate, **7:2**
- Review of enabling mechanism, **7:27 et seq.**
 - definition of duties, **7:27**
 - special duties, **7:28**
- Types of committees, **7:3 et seq.**
 - advisory committee, **7:24**
 - special or independent committee, **7:22**
 - standing committees, **7:3 et seq.**
 - audit committee, **7:5**
 - generally, **7:5**
 - functions of, **7:6**
 - new functions, **7:7**
 - compensation committee, **7:12**
 - disclosure committee, **7:19**
 - environment committee, **7:17**
 - executive committee, **7:8**
 - authority, **7:3 et seq.**
 - limitation on delegation of powers, **7:9**
 - limits on powers, **7:10**
 - governance committee, **7:20**
 - health and safety committee, **7:14**
 - human resource committee, **7:18**
 - investment committee, **7:15**
 - nominating committee, **7:11**
 - public policy committee, **7:13**
 - related party committee, **7:21**
 - strategic planning committee, **7:16**

COMMUNICATION WITH BENEFICIAL OWNERS OF SECURITIES OF A REPORTING ISSUER

- Generally, **15:24**
- Application, **15:24 et seq.**
- Depository obligations, **15:30**

**COMMUNICATION WITH
BENEFICIAL OWNERS OF
SECURITIES OF A
REPORTING ISSUER
—Cont'd**

Intermediary obligations, **15:29**
National Instrument 54-101,
Appendix D
Other persons or companies, **15:31**
Outstanding problems, **15:32**
Principal concepts, **15:26**
Rationale, **15:25**
Reporting issuer obligations, **15:27**
System for electronic document
analysis and retrieval,
Appendix E
United States alternatives, **15:33**

COMPENSATION

Statement of Executive Compensation,
Form 51-102F6,
Appendix C
TSX Venture Exchange Policy 4.4
Security Based Compensation,
Appendix L

CONTINUOUS DISCLOSURE

CSA Staff Notice 51-346 - Continuous
Disclosure Review
Program, **Appendix AA**
CSA Staff Notice 51-361, Continuous
disclosure review program,
Appendix OO
Obligations, National Instrument
51-102, **Appendix I**
Social Media, CSA Staff Notice
51-348, **6:34 et seq.**,
Appendix X
Standards for Oil and Gas Activities,
National Instrument
51-101, **Appendix I.1**

**COVID-19 PANDEMIC
RESPONSE**

See VIRTUAL SHAREHOLDER
MEETINGS

**COVID-19 PANDEMIC
RESPONSE—Cont'd**

Corporate governance, **Appendix
NN**

**DELIVERY OF DOCUMENTS,
ELECTRONIC**

National Policy 11-201, **Appendix
F**

**DIRECTORS' POWERS AND
DUTIES**

Asset protection, **6:32**
Business judgment rule, **6:11**,
**Appendix IF:2, Appendix
IF:12**
Compliance with the law, **6:33**
Corporate governance matters, **6:47
et seq.**
Cadbury Report, **6:48**
diversity in the boardroom, **6:51**,
**Appendix MM, Appendix
MM.1, Appendix MM.2**
Duty of care of officers, **6:52**
National Policy 50-201
“Corporate Governance
Guidelines,” **6:50**
Report of the TSE Committee on
Corporate Governance in
Canada, **6:49**
Saucier Report, **6:49.50**
Corporate records, right to access,
Appendix IF:3
De facto director, **6:25.50**
Disclosure, **6:16, 6:17, Appendix
IF:16**
Dissent, **4:19**
Due diligence by directors, **6:29**
Duties and standard of care, **6:6 et
seq., Appendix IF:2**
general, **6:6 et seq.**
duties in detail, **6:8 et seq.**
diligence, care and skill, **6:23**,
Appendix IF:12
duty to act honestly and in
good faith, **6:9, Appendix**

DIRECTORS' POWERS AND DUTIES—Cont'd

Duties and standard of care, **6:6 et seq.**, **Appendix IF:2**—Cont'd
 duties in detail, **6:8 et seq.**
 —Cont'd
 IF:1, Appendix IF:2
 business judgment rule, **6:11, Appendix IF:2, Appendix IF:12**
 directors' oversight responsibility, **6:13**
 motives of the directors, **6:12**
 proper purpose test, **6:10**
 not to self-deal, **6:15, Appendix IF:16**
 best interests of the corporation, **6:22, Appendix IF:1, Appendix IF:2, Appendix IF:12**
 director's interest in contracts, **6:16, Appendix IF:16**
 director unable to vote, **6:20**
 disclosure of directors' interests in contracts, **6:17**
 effect of disclosure, **6:21**
 form of declaration of interest, **6:19**
 method of disclosure, **6:18**
 Improper acts, discovery of, **6:31**
 Inaction by directions, **6:30**
 Indemnification and insurance, **6:44 et seq.**, **Appendix IF:1**
 indemnification, **6:45**
 insurance, **6:46**
 Inside versus outside directors, **6:24**
 Insolvent, **Appendix IF:12**
 Inspection, right to, **Appendix IF:3**
 Introduction, **6:1**
 Lawyer as director, **6:34 et seq.**
 fiduciary duty, **6:35**
 higher standard of care, **6:38**
 lawyer as officer, **6:37**

DIRECTORS' POWERS AND DUTIES—Cont'd

Lawyer as director, **6:34 et seq.**
 —Cont'd
 problems encountered, **6:36**
 Liabilities of directors, **6:40 et seq.**
 common law, **6:40**
 corporate statutes, under, **6:41**
 other statutory liabilities, **6:42**
 Mala fides, **Appendix IF:1**
 Nominee directors, **6:25**
 Reliance on legal advice, **6:27 et seq.**, **Appendix IF:1**
 general, **6:27**
 under statute, **6:28**
 Reliance on outside experts, **6:26**
 Revlon duties, **6:11**
 Specific statutory matters, **6:2**
 administrative matters, **6:3**
 business and financial decisions, **6:4**
 other matters, **6:5**
 Unanimous shareholder agreement, **6:39**

DISCLOSURE OBLIGATIONS, CONTINUOUS

National Instrument 51-102, **Appendix I**

DIVISION OF POWERS BETWEEN DIRECTORS AND SHAREHOLDERS

Allocation of powers in CBCA-type jurisdiction, **5:7 et seq.**
 judicial view, **5:9**
 powers unaffected by shareholder resolutions, **5:8**
 residual powers of shareholders, **5:10**
 Allocation of powers in memorandum jurisdictions, **5:3 et seq.**
 judicial views of Article 70, **5:5**
 powers unaffected by shareholder resolutions, **5:4**

**DIVISION OF POWERS
BETWEEN DIRECTORS AND
SHAREHOLDERS—Cont'd**

Allocation of powers in memorandum jurisdictions, **5:3 et seq.**

—Cont'd
residual powers of shareholders,
5:6

General meeting, **5:2**

Introduction, **5:1**

ENVIRONMENTAL REPORTING

Consultation Climate-related
Disclosure Update, CSA
Notice and Request for Comment, **Appendix KK.2**

CSA Staff Notice 51-333
Environmental Reporting
Guidance, **Appendix KK.1**

CSA Staff Notice 51-358 Reporting
of Climate Change-related
Risks, **Appendix KK**

**ENVIRONMENTAL/SOCIAL/GOVERNANCE
ISSUES**

See also GOVERNANCE
Generally, **24:1**

Asset managers, **24:5**

Canada, regulatory developments,
24:7

Climate disclosure rules, **24:4**

COVID-19 pandemic, effect of,
24:2

Diversity, equity, and inclusion
(DEI), **24:2**

Fiduciary obligations, **24:2**

Regulatory issues, **24:3**

Resistance to, **24:6**

Retirement plans, **24:3**

Shareholder action, **24:2**

Stakeholder capitalism/governance,
24:2

EXECUTIVE COMMITTEES

See also COMMITTEES OF
DIRECTORS

EXECUTIVE COMMITTEES

—Cont'd

Limitation on delegation of powers,
7:9

Limits on powers, **7:10**

EXECUTIVE COMPENSATION

Frequently asked questions, Canada
executive compensation,

Appendix L.2

Statement of Executive Compensation,
Form 51-102F6,

Appendix C

Use of non-GAAP measures in
executive compensation,

Appendix K

FIDUCIARY DUTY

See also DIRECTORS' POWERS
AND DUTIES

Corporation financially distressed,
Appendix IF:12

Director not to self-deal, **6:15**

Lawyer as director, **6:35**

Remedies table, breach of fiduciary
duties, directors and officers,

Appendix EE

FORMS

Form 51-102F6, Statement of Executive
Compensation,

Appendix C

Form 58-101F1, ongoing requirements,
issuers and insiders,

Appendix N

Form 58-101F2, Ongoing requirements,
issuers and insiders,

Appendix O

GOVERNANCE

Canadian Coalition for Good
Governance

Best Practices for Proxy Circular
Disclosure, **Appendix R,**
Appendix R.1, Appendix
R.2

Building High Performance
Boards, **Appendix P**

GOVERNANCE—Cont'd

Canadian Coalition for Good Governance—Cont'd
 Canada Proxy Voting Guidelines, **Appendix L, Appendix L.1**
 TSX-Listed Companies, **Appendix L**
 Venture-Listed Companies, **Appendix L.1**
 Directors' E&S Guidebook, **Appendix FF**
 Enhanced Engagement and Proxy Access, **Appendix S**
 Proxy Access Policy, **Appendix GG**
 Corporate Guidelines, National Policy 58-201, **Appendix H**
 COVID-19, **Appendix NN**
 Disclosure of Corporate Governance Practices, National Instrument 58-101, **Appendix M**
 Form 58-101F1, **Appendix N**
 Form 58-101F2 (Venture Issuers), **Appendix O**
 Report on Fourth Staff Review of Disclosure regarding Women on Boards and in Executive Officer Positions, **Appendix Y.1**
 Review of Disclosure Regarding Women on Boards and in Executive Officer Positions, Year 7, **Appendix Y.2**
 Staff Review of Women on Boards and in Executive Officer Positions, **Appendix Y**

INSPECTION

Minutes and Corporate Records, **4:31 et seq.**
 Refusal, **4:36**

MEETINGS GENERALLY

See also VIRTUAL SHAREHOLDER MEETINGS

MEETINGS GENERALLY

—Cont'd

Attendance, physical, court interpretation, **Appendix IF:13**
 By-laws, importance of, **1:8 et seq.**
 generally, **1:8 et seq.**
 choices of provisions, **1:9**
 procedural matters, **1:11**
 standard form by-laws, **1:10**
 Directors' powers, exercise of, **1:22 et seq.**
 Formal and informal meetings, **1:12 et seq.**
 generally, **1:12**
 need for formal meetings, **1:13**
 validity of consents expressed other than at meeting, **1:14**
 acquiescence, unanimous, **1:17**
 early English position, **1:15**
 modern view, **1:16**
 Introduction, **1:1**
 Irregularities in the holding of meetings, **1:18 et seq.**
 generally, **1:18 et seq.**
 validation of defective proceedings, **1:19**
 waiver of notice, **1:20**
 Irregular proceedings, consequences of, **1:21**
 Meeting defined, **1:2 et seq.**
 generally, **1:2**
 appropriate jurisdiction for determining matters of corporate governance, **1:7**
 character of the meeting, **1:5**
 consent to hold meeting essential, **1:3**
 one-shareholder or one-director meetings, **1:6**
 persons excluded, meeting valid even if, **1:4, Appendix IF:13**
 Reliance by third parties in dealing with corporation, **1:23 et seq.**
 internal management rule, **1:23**

MEETINGS GENERALLY

—Cont'd

Reliance by third parties in dealing with corporation, **1:23 et seq.**
 —Cont'd
 where rules do not apply, **1:24**

MEETINGS OF DIRECTORS

Calling meetings, **9:1 et seq.**
 adjourned meetings, **9:34 et seq.**
 business at, **9:36**
 notice of, **9:35**
 annual proceedings, **9:33**
 authority to call meetings, **9:3 et seq.**
 by-law provisions, **9:4**
 quorum of directors may call a meeting, **9:5**
 secretary to send out notice, **9:6**
 who may call meetings, **9:3**
 essentials of a valid notice, **9:7 et seq.**
 general, **9:8**
 date, time and place of meeting, **9:10**
 nature of business need not be specified in notice, **9:11**
 notice of to be in writing, **9:9**
 special business to be conducted at a meeting, **9:12**
 failure to comply with notice requirements, **9:25 et seq.**
 accidental omission to give notice, **9:29**
 consequences of improper notice, **9:26**
 invalidity of business transacted, **9:26**
 remedies available, **9:27**
 ratification of invalid proceedings, **9:30**
 waiver of notice, **9:28**
 first directors' meeting, **9:31**
 form of notice, **9:17**

MEETINGS OF DIRECTORS

—Cont'd

Calling meetings, **9:1 et seq.**
 —Cont'd
 meaning of "calling of a meeting," **9:2**
 place of meetings, **9:16**
 time for giving notice, **9:13 et seq.**
 length of notice, **9:15**
 manner of giving notice, **9:14**
 to whom notice is to be given, **9:18 et seq.**
 all directors, **9:19**
 emergency meetings, **9:24**
 possible exceptions, **9:20**
 where director is not entitled to vote, **9:20**
 where impossible for director to attend, **9:21**
 where notice would be a mere formality, **9:22**
 where notice not required, **9:23**
 written resolution in lieu of meeting, **9:32**
 Conduct of meetings, **11:1 et seq.**
 appointment of chair and secretary, **11:7**
 due diligence obligations, satisfaction of, **11:33**
 duties of the secretary, **11:8 et seq.**
 after the board meeting, **11:9**
 during the board meeting, **11:19**
 in camera, **11:37**
 introduction, **11:1**
 order of business, **11:10 et seq.**
 directors may establish, **11:10**
 matters in the notice, **11:11**
 usual order of business, **11:12**
 quorum, **11:13 et seq.**
 by-law provisions, **11:15**
 directors who may not be counted, **11:19 et seq.**
 where directors are interested in contracts,

MEETINGS OF DIRECTORS

—Cont'd

Conduct of meetings, **11:1 et seq.**
 —Cont'd
 quorum, **11:13 et seq.**—Cont'd
 directors who may not be
 counted, **11:19 et seq.**
 —Cont'd
11:20, Appendix IF:8
 requirements, **11:14**
 generally, **11:14**
 varying, **11:21**
 resident Canadians, majority to
 be, **11:18**
 vacancy causing absence of,
11:24
 where less than quorum is pre-
 sent, **11:17**
 where quorum is less than
 three directors, **11:16**
 refusal of director to attend meet-
 ing, **11:22 et seq.**
 court will not compel director
 to attend, **11:22**
 remedies, **11:23**
 rescission of a resolution, **11:36**
 resolution in lieu of meeting,
11:35
 telephone meetings, **11:34**
 voting, **11:26 et seq.**
 abstention from voting, **11:30**
 casting vote, **11:29**
 method of voting and tabula-
 tion, **11:28**
 normal rule: majority vote,
11:27
 secret ballot, **11:31**
 where director may not vote,
11:26
 who may attend meetings, **11:2 et**
seq.
 auditor, **11:5**
 other persons, **11:6**
 right of certain officers to
 attend, **11:5**

MEETINGS OF DIRECTORS

—Cont'd

Conduct of meetings, **11:1 et seq.**
 —Cont'd
 who may attend meetings, **11:2 et**
seq.—Cont'd
 right of directors to attend,
11:2
 Overseas, **9:21**
 Preparation for meetings, **10:1 et**
seq.
 agenda, **10:3**
 chair's agenda, **10:5**
 meeting agenda, **10:4**
 draft resolutions, **10:6**
 duties of secretary before meet-
 ing, **10:2**
 financial advisers, use of, **10:8**
 introduction, **10:1**
 legal matters, **10:9**
 material to be provided to direc-
 tors, **10:7**
 reliance on expert opinions,
10:10

MEETINGS OF SHAREHOLDERS

See also VIRTUAL
 SHAREHOLDER MEET-
 INGS
 Admission and other security
 procedures, **16:11**
 Annual meeting, **12:3**
 generally, **12:3**
 business to be conducted, **12:5**
 elections and appointments, **12:7,**
Appendix IF:9
 election procedures, **12:10**
 removal of directors, **12:11,**
Appendix IF:15
 statutory provisions, **12:7**
 advanced notice by-laws,
12:8
 auditors, **12:9, Appendix**
IF:9
 directors, **12:7**

MEETINGS OF SHAREHOLDERS

—Cont'd

Annual meeting, **12:3**—Cont'd
 failing to call, consequences of, **12:6, Appendix IF:7**
 time for holding meeting, **12:4**
 Appointment of chair and secretary, **16:12**
 Appointment of scrutineers, **16:13 et seq.**
 confidential voting, **16:23**
 duties of scrutineers, **16:16**
 ascertaining the presence of a quorum and the number of shares represented by proxy or in person, **16:17**
 collection and tabulation of votes cast by proxy or ballot at the meeting or by a show of hands, **16:19**
 determining validity of proxies, **16:20**
 ensuring entitlement of attendees to vote, **16:18**
 nature of powers, **16:21**
 U.S. provisions, **16:22**
 who may appoint a scrutineer, **16:14**
 who may be a scrutineer, **16:15**
 By electronic means, **12:19**
 Class or series meetings, **12:16 et seq.**
 generally, **12:16**
 holding of, **12:18**
 what constitutes a class, **12:17**
 Conduct of meetings, **Appendix T**
 quorum, **16:24 et seq., 23:28**
 absence of a quorum, **16:34**
 ascertaining presence of a quorum, **16:32**
 failure to attend to prevent a quorum, **16:35**
 position of proxies, **16:27**
 requirements for a quorum, **16:25**

MEETINGS OF SHAREHOLDERS

—Cont'd

Conduct of meetings, **Appendix T**
 —Cont'd
 quorum, **16:24 et seq., 23:28**
 —Cont'd
 size of a quorum, **16:26, Appendix IF:6**
 who may be counted for purposes of a quorum, **16:28**
 person must be qualified, **16:28**
 restricted proxies, **16:29**
 shareholder attending to protest meeting, **16:31**
 shareholder withdrawing from meeting, **16:30**
 telephone meetings, **12:18**
 withdrawal to defeat a quorum, **16:33**
 Constitution of, **16:1 et seq.**
 introduction, **16:1**
 Introduction, **12:1**
 Preparation for meetings, **15:1 et seq.**
 chair's script, **15:6**
 documentation, **15:11**
 governing procedures, **15:10**
 introduction, **15:1**
 list of shareholders, preparation of, **15:5**
 National Instrument 54-101, **15:24 et seq.**
 generally, **15:24**
 depository obligations, **15:30**
 intermediary obligations, **15:29**
 other persons or companies, **15:31**
 outstanding problems, **15:32**
 principle concepts, **15:26**
 rationale, **15:25**
 reporting issuer obligations, **15:27**

MEETINGS OF SHAREHOLDERS

—Cont'd

Preparation for meetings, **15:1 et seq.**—Cont'd
 National Instrument 54-101, **15:24 et seq.**—Cont'd
 United States alternative, **15:33**
 physical arrangements at meeting, **15:9**
 regulatory and other filings, **15:12 et seq.**
 post-meeting requirements, **15:16**
 change of address, **15:21**
 dissent rights, **15:20**
 election of directors, **15:17**
 fundamental changes, **15:18**
 material changes, **15:19**
 other, **15:22**
 dissolutions, **15:22**
 export continuances, **15:22**
 voting results, **15:23**
 pre-meeting filing and publication requirements, **15:13**
 financial statements, **15:15**
 meeting materials, filing of, **15:14**
 notice filing and publication, **15:13**
 reporter, **15:7**
 reports, preparation of, **15:8**
 responsibility for preparation, **15:2**
 timetable, **15:4**
 venue selection, **15:3**
 voting policies, **15:34 et seq.**
 Canadian Coalition for Good Governance, **15:36**
 introduction, **15:34**
 major institutional investors, **15:37**
 proxy advisory firms, **15:35**
 Proxies, **14:11**

MEETINGS OF SHAREHOLDERS

—Cont'd

Right to attend, **16:2 et seq.**
 auditors, **16:6**
 directors, **16:5**
 employees, **16:9**
 legal counsel, **16:10**
 proxyholders, **16:4**
 visitors, **16:8**
 voting shareholders, **16:3**
 with consent of meeting, **16:7**
 Special meetings, **12:12 et seq.**
 generally, **12:12**
 calling, **12:13**
 special business, **12:14**
 special resolution, **12:15**
 substantive, **14:9**
 Types of shareholders' meetings, **12:2**

MINUTES OF MEETINGS

Admissibility of records as evidence, **4:27 et seq.**
 evidence that meeting duly called, **4:30**
 interpretation of minutes, **4:29**
 minutes as evidence of corporate decision, **4:28**
 records as prima facie evidence of facts, **4:27**
 Approval of minutes, **4:23 et seq.**
 amendment to minutes, **4:23 et seq.**
 at meeting, **4:25**
 by court, **4:26**
 approval by meeting, **4:23**
 signing of minutes, **4:24**
 Contents of minutes, **4:4 et seq.**
 essential features, **4:4**
 names of persons present, **4:5**
 preparation of minutes in advance, **4:6**
 Directors, protection of, **4:18 et seq.**
 disclosure of interests in contracts, **4:20, Appendix IF:16**

MINUTES OF MEETINGS

—Cont'd

- Directors, protection of, **4:18 et seq.**—Cont'd
 - other matters for inclusion in minutes, **4:21**
 - right to dissent, **4:19**
- Failure to comply, **4:10**
- General meeting, **4:2**
- Inspection of minutes and corporate records, **4:31 et seq.**
 - by auditors, **4:34**
 - by directors, **4:32**
 - by shareholders, **4:33**
 - in court proceedings, **4:35**
- Introduction, **4:1**
- Maintenance of records, **4:7 et seq.**
 - failure to comply, **4:10**
 - false information in minutes, **4:9**
 - how minutes are to be kept, **4:8**
 - minutes are property of corporation, **4:11**
 - what records to be kept, **4:7**
- Obligation of corporation to take minutes, **4:3**
- Recording proceedings, **4:12 et seq.**
 - general, **4:12**
 - confidential nature of minutes, **4:17**
 - keeping notes, **4:16**
 - manner of recording motions, resolutions and votes taken, **4:13**
 - proposals that are not approved, **4:14**
 - recording devices, **4:15**
- Refusal of inspection rights, **4:36**
- Reports, **4:22**

NATIONAL INSTRUMENT

- National Instrument 13-101, System for Electronic Document Analysis and Retrieval (SEDAR), **Appendix E**
- National Instrument 51-101, Ontario Securities Commission

NATIONAL INSTRUMENT

—Cont'd

- Rules, **Appendix I.1**
- National Instrument 51-102, Securities Commission Rules, **Appendix I**
- National Instrument 52-110, Ongoing requirements for issuers and insiders, **Appendix V**
- National Instrument 54-101, Communication with Beneficial Owners, **Appendix D**
- National Instrument 58-101, Disclosure of corporate governance practices, **Appendix M**

NATIONAL POLICY

- National Policy 11-201, electronic delivery of documents, **Appendix F**
- National Policy 58-201, corporate governance guidelines, **Appendix H**

PROCEDURE AND RULES OF ORDER AT SHAREHOLDERS' MEETINGS

- Agenda, **19:9 et seq.**
 - general, **19:9**
 - annual meetings, **19:10**
 - following the order in the agenda, **19:12**
 - new items, introduction of, **19:13**
 - special meetings, **19:11**
- Applicable procedures and rules of order, **19:3 et seq.**
 - general, **19:3**
 - informality, **19:6**
 - practice of the corporation, **19:5**
 - where no rules adopted, **19:4**
- Call to order and opening of meeting, **19:8**
- Control over the conduct of meeting, **19:7**
- Introduction, **19:1**

**PROCEDURE AND RULES OF
ORDER AT
SHAREHOLDERS'
MEETINGS—Cont'd**

Maintenance of order, **19:64 et seq.**
 chair's rulings, **19:65**
 problems with shareholders,
 19:66
 removal of a shareholder, **19:69**
 responsibility of chair to maintain
 order, **19:64, Appendix IF:5**
 shareholder out of order, **19:68**
 where injury results, **19:67**
 Motions, **19:14 et seq.**
 general, **19:14**
 amendment, **19:21**
 general, **19:27**
 ambit of, **19:30**
 certain motions cannot be
 amended, **19:31**
 defeat of, **19:29**
 discussion of, **19:32**
 majority vote required, **19:35**
 no seconder required, **19:28**
 refusal to put an amendment,
 19:33
 sub-amendment, **19:34**
 defeat of, **19:41**
 discussion, **19:21**
 ambit of, **19:25**
 amendment, **19:32**
 before the motion, **19:22**
 debatability of motions, **19:26**
 order of speaking, **19:24**
 recognition of the speaker by
 the chair, **19:23**
 statutory right of, **19:21**
 dividing, **19:17**
 framing of, **19:16**
 joining, **19:17**
 making of, **19:15**
 putting the question, **19:37**
 resolution, through electronic
 means, **Appendix IF:11**

**PROCEDURE AND RULES OF
ORDER AT
SHAREHOLDERS'
MEETINGS—Cont'd**

Motions, **19:14 et seq.**—Cont'd
 resolution, through email,
 Appendix IF:11
 resolutions, **19:39**
 seconding, **19:18**
 stating the question, **19:20**
 termination of discussion, **19:36**
 voting, **19:38**
 withdrawal of, **19:19**
 written resolutions, **19:40**
 Need for, **19:2**
 Nominations, **19:70 et seq.**
 general, **19:70**
 closing of, **19:75**
 nominating committees, **19:73**
 nomination procedure, **19:72**
 proxyholders, **19:74**
 who may nominate, **19:71**
 Types of motions, **19:42 et seq.**
 general meeting, **19:42**
 main motions, **19:43**
 general, **19:43**
 reconsidering or rescinding a
 previous resolution, **19:44**
 privileged and incidental
 motions, **19:59**
 objection to consideration,
 19:63
 points of information, **19:61**
 points of order, **19:62**
 questions of privilege, **19:60**
 procedural motions, **19:55**
 adjournment, **19:58**
 agenda-related, **19:56**
 recess, **19:57**
 subsidiary motions, **19:45**
 types of, **19:46**
 closure, **19:52**
 the previous question, **19:51**
 to amend, **19:47**
 to divide, **19:54**

**PROCEDURE AND RULES OF
ORDER AT
SHAREHOLDERS'
MEETINGS—Cont'd**

Types of motions, **19:42 et seq.**
—Cont'd
subsidiary motions, **19:45**
—Cont'd
types of, **19:46**—Cont'd
to lay on the table, **19:48**
to postpone indefinitely,
19:49
“to postpone temporarily,”
19:48
to proceed to the next item,
19:50
to refer back, **19:53**
Virtual-only meetings, **23:45**,
23:46, **Appendix PP**

PROXIES

See also **PROXY CONTESTS AND
CONTESTED MEETINGS**
Access, **Appendix S**
proxy access policy, **Appendix
GG**
Circulars, **18:43 et seq.**
clearance, **18:90**
disclosure requirements, general,
18:45, **Appendix R**
dissident's circular, **18:78 et seq.**
dissident and associates, **18:85**
dissident partnership, body
corporate or organization,
18:87
dissident's statement, **18:88**
election of directors, **18:84**
future contracts, **18:86**
interest of dissident in securi-
ties, **18:83**
name and address, **18:79**
persons making the solicita-
tion, **18:81**
revocability of the proxy,
18:80

PROXIES—Cont'd

Circulars, **18:43 et seq.**—Cont'd
dissident's circular, **18:78 et seq.**
—Cont'd
voting securities and principal
holders, **18:82**
who is a dissident, **18:78**
filing requirements, **18:89**
general meeting, **18:43**
management circular, **18:46**
additional matters mandated by
regulatory authorities,
18:71
corporate governance
disclosure, **11:76**
export transactions, **18:75**
other matters, **18:74**
restricted shares, **18:73**
special transactions, **18:72**
appointment of an auditor,
18:58
election of directors, **18:52**
executive compensation, **18:53**
financial assistance, **18:67**
indebtedness, **18:56**
indemnification and insurance,
18:55
interest of certain persons,
18:49
interests of insiders in material
transactions, **18:57**
litigation, **18:66**
management contracts, **18:59**
particulars of matters to be
acted upon, **18:60**
amalgamations, continu-
ances, sales of all or
substantially all prop-
erty, **18:60**
complex matters, **18:61**
disclosure for reorganiza-
tions, **18:62**
disclosure for “significant
acquisitions,” **18:62**
disclosure of details of the
matter, **18:60**

PROXIES—Cont'd

Circulars, **18:43 et seq.**—Cont'd
 management circular, **18:46**
 —Cont'd
 persons making the solicitation, **18:48**
 proceeds of securities issue, **18:65**
 proxy instructions, **18:50**
 restricted securities, **18:64**
 restricted shares, **18:63**
 revocability of the proxy, **18:47**
 rights of dissent and appraisal, **18:68**
 say-on-pay, **18:77**
 securities authorized for issuance under equity compensation plans, **18:54**
 statement of director or officer, **18:70**
 voting securities and principal holders, **18:51**
 statutory requirements, **18:44**
 Consent solicitations, **18:140 et seq.**
 Contents of the proxy, **18:33 et seq.**
 general meeting, **18:33**
 solicited proxies, **18:34**
 general, **18:34**
 authority where no choice specified, **18:39**
 date of the proxy, **18:36**
 discretionary authority, **18:42**
 meeting and solicitor, **18:35**
 proxyholder, **18:37**
 voting according to instructions, **18:41**
 voting on “for or against” matters, **18:38**
 voting with respect to directors and auditors, **18:40**
 Corporate representation, **18:139**
 Deposit of proxies, **18:4, 18:93**

PROXIES—Cont'd

Duties of the proxyholder, **18:12**
 Exemption applications, **18:91**
 Introduction, **18:1**
 Mandatory solicitation, **18:16 et seq.**
 common law, **18:16**
 obligation of management, **18:19**
 rationale, **18:18**
 statutory requirements, **18:17**
 Power of the proxyholder to bind the shareholder, **18:11**
 Regulation, **18:13 et seq.**
 Canada, **18:13**
 intention of regulation regime, **18:15**
 United States, **18:14**
 Revocation of proxies, **18:94 et seq.**
 general, **18:94**
 irrevocability, **18:95**
 Rights and authority of the proxyholder, **18:9 et seq.**
 general, **18:9**
 extent of authority, **18:10**
 Right to appoint a proxyholder, **18:2 et seq.**
 common law, **18:3**
 deposit of proxy, **18:4**
 statutory entitlement, **18:2**
 Right to demand a proxy, **18:8**
 Solicitation, **18:20 et seq.**
 acting in concert, **18:31**
 acting jointly, **18:31**
 ambit of definition, **18:22**
 broad interpretation, **18:22**
 exceptions, **18:32**
 preparatory meetings, **18:27**
 press release, **18:26**
 request for funding, **18:24**
 request for inaction, **18:29**
 statutory definition, **18:21**
 target group, **18:25**
 tender offers, **18:28**
 timing, **18:23**
 use of name, **18:30**

PROXIES—Cont'd

Validity, **18:96 et seq.**
 general, **18:96**
 general requirements, **18:117 et seq.**
 blanket proxy, **18:127**
 capacity, **18:118**
 date of meeting, **18:122**
 date of proxy, **18:123**
 forgery, irregularity or illegality, **18:137**
 form of proxy, **18:129**
 alternative form of proxy, **18:132**
 datagram proxy, **18:131**
 electronic voting, **18:133**
 telecopy or photocopy, **18:129**
 telegram, **18:130**
 telephone and electronic voting, **18:133**
 universal proxy, **18:134**
 illegality, **18:137**
 inaccurate reference, **18:124**
 instructions, **18:136**
 intention, **18:135**
 irregularity, **18:137**
 name of corporation, **18:120**
 name of proxyholder, **18:125**
 name of shareholder, **18:117**
 number of shares, **18:126**
 omission, **18:128**
 overvoting, **18:138**
 precedent, **18:119**
 signature, **18:121**
 determination of validity, **18:98**
 duty of inquiry, **18:99**
 manner of solicitation, **18:100**
 presumption of validity, **18:97**
 protocol regarding validity, **Appendix B**
 types of shareholders, **18:101 et seq.**
 agents, **18:112**
 associations, **18:113**

PROXIES—Cont'd

Validity, **18:96 et seq.**—Cont'd
 types of shareholders, **18:101 et seq.**—Cont'd
 attorneys, **18:112**
 brokers, clearing agencies and other intermediaries, **18:115**
 general, **18:115**
 rules for validity, **18:116**
 club, **18:113**
 committee, **18:105**
 corporations, **18:101**
 executors, **18:103**
 guardians, **18:108**
 husband, **18:106**
 infants, **18:107**
 joint tenants, tenants in common, **18:104**
 more than one holder, **18:111**
 partnerships, **18:102**
 pledgors, **18:109**
 receiver, **18:114**
 trustees, **18:103**
 unregistered transferee, **18:110**
 wife, **18:106**
 Who may be appointed a proxyholder, **18:5 et seq.**
 “alternate” proxyholders, **18:6**
 multiple proxyholders, **18:7**
 no requirement to be shareholder, **18:5**

PROXY ADVISORY FIRMS

Guidance for Proxy Advisory Firms, National Policy 25-201, **Appendix J**

PROXY CONTESTS AND CONTESTED MEETINGS

See also PROXIES
 Conduct of meeting, **20:52 et seq.**
 agreements as to procedure and protocol, **20:52**
 constating documents, **20:53**
 role of the chair, **20:54**

PROXY CONTESTS AND CONTESTED MEETINGS

—Cont'd

Dissident's position, **20:2 et seq.**
 analysis of the target, **20:5**
 calculation of the chances of success, **20:32**
 preliminary preparations and considerations, **20:2**
 selection of a target corporation, **20:3**
 shareholders and shareholdings, **20:6 et seq.**
 dissident groups, **20:16**
 distribution of materials, **20:13**
 shareholder constituencies, **20:15**
 shareholders' list, **20:7**
 access to corporate records, **20:9**
 meeting shareholders' list, **20:10**
 National Policy Statement
 No. 41: clearing agency
 breakout list, **20:11**
 obtaining the shareholders' list, **20:8**
 United States, **20:12**
 share position, **20:14**
 solicitation materials, **20:31**
 subject matter of the contest, **20:18 et seq.**
 control contest/slate, **20:19**
 framing the issues, **20:18**
 management issues, **20:20**
 takeover bids versus proxy contests, **20:4**
 team, **20:21 et seq.**
 accountants, **20:25**
 investment bankers and advisers, **20:26**
 legal counsel, **20:22**
 management and employees, **20:30**
 printers, **20:29**

PROXY CONTESTS AND CONTESTED MEETINGS

—Cont'd

Dissident's position, **20:2 et seq.**
 —Cont'd
 team, **20:21 et seq.**—Cont'd
 private investigators, **20:27**
 proxy solicitors, **20:23**
 public relations, **20:24**
 scrutineers and proxy tabulators, **20:28**
 timetable, **20:17**
 Introduction, **20:1**
 Management position, **20:33 et seq.**
 advantages of management, inherent, **20:35**
 management responses, **20:33 et seq.**
 general, **20:33**
 directors' duties, **20:34**
 ongoing preparation, **20:36 et seq.**
 calendar, **20:38**
 monitoring, **20:37**
 shareholder materials, **20:39**
 structural defences, **20:40 et seq.**
 general, **20:40**
 Charter amendments, **20:41**
 classification of the board, **20:42**
 shareholder rights plans, **20:44**
 supermajority approval provisions, **20:43**
 tactical defences, **20:45 et seq.**
 compromise and standstill agreements, **20:49**
 disposal, **20:48**
 issuance of shares, **20:46**
 liquidation, **20:48**
 litigation, **20:45**
 repurchase of dissidents' shares, **20:47**
 sale, **20:48**
 standstill, **20:49**
 Proxy contest expenses, **20:51**

**PROXY CONTESTS AND
CONTESTED MEETINGS**

—Cont'd

Proxy solicitation process, **20:50**
Review and counting of proxies,
20:55
Shareholders' meeting challenges
and related remedies, **20:56 et
seq.**
 general, **20:56**
 derivative action, **20:58**
 election controversy, **20:57**
 meeting materials, **20:63**
 causation, **20:66**
 materiality, **20:64**
 remedies, **20:67**
 scienter, **20:65**
 statutory provisions, **20:63**
 oppression remedy, **20:59**,
 Appendix IF:7
 proxy solicitation, **20:61**
 rectification order, **20:62**
 restraining or compliance order,
 20:60

**PROXY VOTING
INFRASTRUCTURE**

CSA Consultation Paper 54-401,
Appendix G
CSA Multilateral Staff Notice
54-304, **Appendix G.1**
CSA Staff Notice 54-305,
Appendix W

QUORUM

Director's meetings, **11:12 et seq.**
 by-law provisions, **11:14**
 directors who may not be
 counted, **11:18 et seq.**
 where directors are interested
 in contracts, **11:19**
 requirements for a quorum
 generally, **11:13**
 varying, **11:20**
 resident Canadians, majority to
 be, **11:17**

QUORUM—Cont'd

Director's meetings, **11:12 et seq.**
 —Cont'd
 vacancy causing absence of,
 11:23
 where fewer than quorum is pre-
 sent, **11:16**
 where quorum is less than three
 directors, **11:15**
Shareholders' meetings, **16:24 et
seq., 23:28**
 absence of a quorum, **16:34**
 ascertaining presence of a
 quorum, **16:32**
 failure to attend to prevent
 quorum, **16:35**
 position of proxies, **16:27**
 requirements for a quorum, **16:25**
 size of a quorum, **16:26**
 who may be counted for purposes
 of a quorum, **16:28**
 person must be qualified,
 16:28
 restricted proxies, **16:29**
 shareholder attending to
 protest meeting, **16:31**
 shareholder withdrawing from
 meeting, **16:30**
 withdrawal to defeat a quorum,
 16:33

RECORDS

Register, individuals with signifi-
cant control, **Appendix LL**,
Appendix LL.1

**REQUISITIONS FOR MEETINGS
OF SHAREHOLDERS**

Introduction, **14:1**
Other court-ordered shareholders'
meetings, **14:25**
Requisition by shareholders for
shareholders' meetings, **14:2 et
seq.**
 business of a requisitioned meet-
ing, **14:12**

REQUISITIONS FOR MEETINGS OF SHAREHOLDERS

—Cont'd

Requisition by shareholders for shareholders' meetings, **14:2 et seq.**—Cont'd
 calling a requisitioned meeting, **14:7**
 by a requisitioner, **14:10**
 general, **14:7**
 directors' duty to call a meeting, **14:8**
 grounds for refusal to call a meeting, **14:9**
 expenses of the requisition, **14:14**
 making the requisition, **14:2**
 contents of the requisition, **14:4**
 delivery of the requisition, **14:6**
 form of the requisition, **14:5**
 solicitation of requisition support, **14:3**
 who may make a requisition, **14:2**
 powers of the directors in the interim, **14:13**
 Requisition by the court, **14:17 et seq.**, **23:26, Appendix IF:5**
 grounds for court-ordered meetings, **14:18 et seq.**
 “for any other reason the court thinks fit,” **14:19**
 impracticability, **14:20**
 meaning of
 “impracticable,” **14:20**
 principles, **14:21**
 shareholder disputes, **14:23**
 technical difficulties, **14:22**
 powers of the court, **14:17**
 status of the meeting, **14:24**
 who may make an application, **14:16**
 Statutory provisions for shareholders calling meetings, other, **14:15**

RESIDENT CANADIAN

Generally, **11:17**

SECRETARY'S ROLE

Appointment as officer, **3:2 et seq.**
 generally, **3:2 et seq.**
 lawyer as general counsel and secretary, **3:5**
 lawyer as secretary, **3:4**
 removal of secretary, **3:6**
 who should be appointed, **3:3**
 Authority of secretary to bind corporation, **3:9 et seq.**
 ability to bind by contract, **3:10**
 certification of documents, **3:13**
 limits on authority, **3:14**
 representations of secretary, **3:11**
 secretary as chief administrative officer, **3:12**

Duties

generally, **3:8**
 new secretary, **3:16**
 under by-laws, **3:7**

Introduction, **3:1**

Knowledge of secretary, **3:15**
 New secretary, duties of, **3:16**
 Standard of care, **3:17**

SHAREHOLDER PROPOSALS

Disposition of a proposal, **17:12 et seq.**
 corporation's duty to include a proposal, **17:12 et seq.**
 Canada, **17:12**
 United States, **17:12.50**
 grounds for refusal to include a proposal, **17:15 et seq.**
 general, **17:15**
 adequate notice, **17:16**
 failure to hold shares (CBCA), **17:22**
 failure to present, **17:20**
 personal claim or grievance, **17:17, Appendix IF:10**
 publicity, **17:19**
 repetition, **17:21**

SHAREHOLDER PROPOSALS

—Cont'd

- Disposition of a proposal, **17:12 et seq.**—Cont'd
 - grounds for refusal to include a proposal, **17:15 et seq.**—Cont'd
 - United States, **17:23**
 - unrelated to the business or affairs of the corporation, **17:18**
 - management response, **17:14**
 - relief, **17:24**
- Historical antecedents, **17:2**
- Introduction, **17:1**
- Law generally, **Appendix IF:14**
- Making a proposal, **17:3 et seq.**
 - delivery of the proposal, **17:11**
 - form of the proposal, **17:10**
 - Canada, **17:11**
 - United States, **17:11.50**
 - subject matter of the proposal, **17:4 et seq.**
 - general, **17:4**
 - articles, **17:6**
 - by-laws, **17:7**
 - nominations, **17:5**
 - other, **17:9**
 - voluntary liquidation and dissolution, **17:8**
 - who may make a proposal, **17:3, Appendix IF:14**
 - Canada, **17:3**
 - United States, **17:3.50**
- Status and effect of proposals, **17:25 et seq.**
 - effectiveness of shareholder proposal procedure, **17:30 et seq.**
 - general, **17:30**
 - Canada, **17:31**
 - proxy advisory firms, **17:33**
 - United States, **17:32**
 - proposal's power to effect corporate actions, **17:25 et seq.**
 - general, **17:25**

SHAREHOLDER PROPOSALS

—Cont'd

- Status and effect of proposals, **17:25 et seq.**—Cont'd
 - proposal's power to effect corporate actions, **17:25 et seq.**—Cont'd
 - articles, amendment of, **17:28**
 - by-laws, **17:27**
 - nominations, **17:26**
 - other, **17:29**

SHAREHOLDERS' RIGHTS AND POWERS

- Dissent, right of, **8:13**
- Fundamental changes, **8:12**
- Inspection rights, **4:32**
- Introduction, **8:1 et seq.**
 - proprietary rights, **8:3**
 - remedial and ancillary rights, **8:4**
 - rights as to control and management, **8:2**
- Investigate the affairs of the corporation, right to, **8:16**
- Meetings, **8:15**
- Powers, **8:5**
- Pre-emptive rights, **8:17**
- Ratification of corporate acts, **8:6 et seq.**
 - general, **8:6**
 - at annual meeting, **8:7**
 - confirmation by acquiescence, **8:11**
 - confirmation of breach of duty by directors, **8:10**
 - confirmation of contracts with directors, officers and other interested parties, **8:9**
 - position of regulators, **8:8**
- Remedies, **8:18, Appendix IF:7**
- Unanimous shareholder agreement, **8:14**

SPECIAL MEETINGS

- Generally, **12:11**

SPECIAL MEETINGS—Cont'd

- Calling, **12:12**
 - special business, **12:13, 13:14**
 - special resolutions, **12:14, 13:15**
- Class or series voting rights, **21:37**
- Fundamental changes, **13:16**
- Interested contracts or transactions, **6:21, 13:17**
- Special provisions in the articles or in a unanimous shareholder agreement, **21:45**
- Special resolutions, **21:44**

SUMMARY OF PROCEDURE

- Alberta Business Corporations Act
 - meetings of directors, **Appendix PSV**
 - meetings of shareholders, **Appendix PSVI**
 - shareholder's right to dissent, **Appendix PSXXI**
- British Columbia Business Corporations Act
 - audits, **Appendix PSXVIII**
 - company alterations, **Appendix PSXXII**
 - court proceedings, **Appendix PSXXIII**
 - dissent proceedings, **Appendix PSXIX**
 - financial records, **Appendix PSXVII**
 - investigations, **Appendix PSXX**
 - meetings of directors, **Appendix PSVIII**
 - meetings of shareholders, **Appendix PSVII**
- Canada Business Corporations Act
 - major corporate events
 - financial disclosure, **Appendix PSXII**
 - fundamental changes, **Appendix PSXIII**
 - investigation, **Appendix PSXIV**

SUMMARY OF PROCEDURE

—Cont'd

- Canada Business Corporations Act
 - Cont'd
 - meeting of shareholders, **Appendix PSIII**
 - meetings of directors, **Appendix PSI**
- Canada Not-for-profit Corporations Act
 - meetings of directors, **Appendix PSX**
 - meetings of members, **Appendix PSIX**
- Ontario Business Corporations Act
 - major corporate events
 - auditors and financial statements, **Appendix PSXI**
 - fundamental Changes, rights of dissenting shareholders, **Appendix PSXV**
 - investigation, **Appendix PSXVI**
 - meetings of directors, **Appendix PSII**
 - meetings of shareholders, **Appendix PSIV**

SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)

- National Instrument 13-101, **Appendix E**

TORONTO STOCK EXCHANGE

- COVID-19
 - Measures, **23:48**
- TSX Company Manual, Part IV, **Appendix Q**
- TSX Venture Exchange Corporate Finance Manual Policies, **Appendix U**

UNANIMOUS SHAREHOLDER AGREEMENT

- Generally, **6:1, 6:2 et seq., 6:6 et seq., 8:14, 21:45**

**VIRTUAL SHAREHOLDER
MEETINGS**

Adequate communication, **23:24**
 Attendance, **Appendix IF:13**
 Benefits of virtual-only meetings,
23:31
 Best practices, **23:46**
 Broadridge VSM, service provider,
23:47
 California Public Employees'
 Retirement System (CalPERS),
23:39
 California Public Employees'
 Retirement System (CalPERS),
 critical view of, **23:39**
 California State Teachers' Retire-
 ment System (CalSTRS),
23:38
 California State Teachers' Retire-
 ment System (CalSTRS), criti-
 cal view of, **23:38**
 Canadian corporate orders and
 guidance, **23:48**
 Chairperson's authority, **23:29**
 Changing from in-person to virtual-
 only meeting, **23:44**
 Council of Institutional Investors
 (CII), **23:37**
 generally, **23:33**
 New York City Pension Funds,
23:40
 Ontario Municipal Employees'
 Retirement System
 (OMERS), **23:42**
 Ontario Teachers' Pension Plan,
23:41
 proxy advisory firms, **23:35**
 SHARE, **23:36**
 shareholder proposals, **23:34**
 Council of Institutional Investors
 (CII), critical view of, **23:37**
 Court-ordered meetings, **23:26**
 CSA guidance and temporary blan-
 ket relief, **23:48**
 Hybrid meeting, **23:30**

**VIRTUAL SHAREHOLDER
MEETINGS—Cont'd**

Incidence of virtual meetings
 Canada, **23:2**
 United States, **23:3**
 In-person meeting with webcast/
 teleconference, **23:30**
 Introduction, **23:1**
 Issuers, considerations for, **23:30**
 Legal considerations, U.S., **23:21**
 Delaware, **23:22, Appendix 23P**
 generally, **23:21**
 other states, **23:23**
 Legal framework, **23:4**
 Legislation
 generally, **23:5**
 Alberta, **23:6, Appendix 23B**
 British Columbia, **23:7,**
Appendix 23C
 Canada (federal), **23:8,**
Appendix 23D
 Federal financial institutions,
23:9
 Manitoba, **23:10, Appendix 23E**
 New Brunswick, **23:11,**
Appendix 23F
 Newfoundland and Labrador,
23:12, Appendix 23G
 Northwest Territories, **23:13,**
Appendix 23H
 Nova Scotia, **23:14, Appendix**
23I
 Nunavut, **23:15, Appendix 23J**
 Ontario, **23:16, Appendix 23K**
 Prince Edward Island, **23:17,**
Appendix 23L
 Quebec, **23:18, Appendix 23M**
 Saskatchewan, **23:19, Appendix**
23N
 Yukon, **23:20, Appendix 23O**
 Location requirements, corporate
 statutes with, **23:25**
 LUMI, service provider, **23:47**
 New York City Pension Funds, criti-
 cal view of, **23:40**

**VIRTUAL SHAREHOLDER
MEETINGS—Cont’d**

Notice and quorum requirements, **23:28**
 Ontario Municipal Employees’ Retirement System (OMERS), critical view of, **23:42**
 Ontario Teachers’ Pension Plan, critical view of, **23:41**
 Permissive by-law provisions, **23:27**
 Preparation, **23:45**
 Quorum requirements, **23:28**
 Recent developments, **23:48**
 SEC guidance, **23:48**
 Securities regulators guidance, Canada, **Appendix PP**
 Service providers, **23:47**
 Shareholder Association for Research and Education (SHARE), critical view of, **23:36**
 Shortcomings of virtual-only meetings, **23:32**
 Temporary blanket relief, **23:48**
 Toppan Merrill, service provider, **23:47**
 TSX and TSX-V relief, **23:48**
 Types of meetings, **23:30**
 United States, state executive orders, **23:48**
 Vanguard, **23:43**
 generally, **23:30**
 shortcomings, **23:32**
 Vanguard, critical view of, **23:43**
 Virtual-only meeting
 benefits of, **23:31**

**VOTING RIGHTS AT
DIRECTORS’ MEETINGS**

Abstention from voting, **11:30**
 Casting vote, **11:29**
 Conflict of interest, **11:26**
 Interests, proper disclosure, **11:26.50**

**VOTING RIGHTS AT
DIRECTORS’ MEETINGS
—Cont’d**

Method of voting and tabulation, **11:28**
 Normal rule: majority vote, **11:27**
 Secret ballot, **11:31**
 Where director may not vote, **6:20, 11:26**

**VOTING RIGHTS AT
SHAREHOLDERS’
MEETINGS**

Abstention from Voting, **21:67**
 Attendance at meetings, **21:2 et seq.**
 Calculation of vote, **21:64**
 Class or series voting rights, **21:37 et seq.**
 “majority of the minority,” **21:38 et seq.**
 Applicable Securities Laws, **21:40**
 Multilateral Instrument 61-101, **21:41, Appendix CC, Appendix DD**
 OSC Rule 56-501, **21:42**
 OBCA requirements, **21:39**
 TSX requirements, **21:43**
 statutory voting by class or series, **21:37**
 Constraints on the exercise of voting rights, **21:6 et seq.**
 articles and by-laws, **21:6**
 constrained share corporations, **21:10**
 fiduciary duties, **21:8**
 majority constraints, **21:7**
 oppression remedy, **21:9**
 other constraints, **21:11**
 Court intervention, **14:12, 20:57**
 Cumulative voting, **21:65**
 Eligibility, **21:2 et seq.**
 Enforcement of voting rights, **21:66 et seq.**

**VOTING RIGHTS AT
SHAREHOLDERS'
MEETINGS—Cont'd**

Entitlement to vote, **21:12 et seq.**
 agreements, **21:18**
 bankrupts, **21:27**
 beneficial owners, **21:15**
 brokers, **21:17**
 corporations, **21:24**
 escrow shares, **21:28**
 fractional shares and scrip certificates, **21:29**
 guardians and minors, **21:23**
 joint holders, **21:22**
 non-voting shareholders, **21:16**
 partnerships, **21:26**
 pledgee, **21:21**
 pledgor, **21:21**
 registered shareholders, **21:13**
 shareholders, **21:12**
 shareholders' list, **21:14**
 stock lending and short selling, **21:30**
 subsidiaries, **21:25**
 transferees, **21:14**
 transmission, **21:19**
 trustees, **21:20**
 Introduction, **21:1**
 Principles regarding voting rights, **21:2 et seq.**
 Foss v. Harbottle doctrine, **21:5**
 majority rule, **21:3**
 majority votes, election of directors by, **21:3.50**
 property right, **21:4**
 statutory, **21:2**
 Restricted shares, **21:47 et seq.**
 general, **21:47**
 one-share, one-vote doctrine, **21:52**
 Rule 56-501 0246 Restricted Shares and NI 51-102 Continuous Disclosure Obligations, **21:51**

**VOTING RIGHTS AT
SHAREHOLDERS'
MEETINGS—Cont'd**

Restricted shares, **21:47 et seq.**
 —Cont'd
 Section 624 of TSX Company Manual, **21:48**
 rights of holders of restricted shares, **21:49**
 takeover protection for holders of restricted shares, **21:50**
 Special majorities, **21:44 et seq.**
 other, **21:46**
 special provisions in the articles or in a unanimous shareholder agreement, **21:45**
 special resolutions, **21:44**
 Special voting rights, **21:31 et seq.**
 additional shareholder approval requirements, **21:33**
 securities laws, **21:34**
 Toronto Stock Exchange, **21:35**
 contingent voting rights, **21:36**
 where shares are otherwise non-voting, **21:32**
 Voting procedures, **21:53 et seq.**
 alternative voting methods, **21:63**
 general meeting, **21:53**
 poll, **21:57**
 closing of the polls, **21:62**
 demanding a poll, **21:57**
 form and effect of the demand, **21:59**
 timing of the demand, **21:58**
 who may demand a poll, **21:57**
 polling procedures, **21:61**
 rationale for voting by way of a poll, **21:60**
 show of hands, **21:54 et seq.**
 declaration of results, **21:56**
 principal method of voting, **21:54**

**VOTING RIGHTS AT
SHAREHOLDERS'
MEETINGS—Cont'd**
Voting procedures, **21:53 et seq.**
 —Cont'd
 show of hands, **21:54 et seq.**
 —Cont'd
 voting by proxyholders by a
 show of hands, **21:55**