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<p><b>CORPORATE MEETINGS LAW AND PRACTICE</b> Nathan and Voore Release No. 7 • November 2025</p>
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**Release Updates**

This publication is a guide to the meetings of shareholders and directors in Canada and the legal principles relating to the preparation for, and the conduct of, any corporate meeting. It provides easy access to legal information on problems that could arise before, during or following a meeting. It also includes national coverage of the law concerning contested meetings, quorum requirements, voting rights, notice and disclosure requirements, proxies, shareholder proposals and meeting procedures.

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### **What's New in this Update**

This release features updates to Appendix IF—Issues in Focus and Appendix PS—Procedural Summaries.

### **Highlights:**

- **APPENDIX IF—ISSUES IN FOCUS—§ IF:13—How have courts interpreted the requirement of “physical attendance” and the use of communication technologies to conduct shareholder meetings?**—Counsel represents the director of a not-for-profit corporation who was removed at a shareholders’ meeting. Most shareholders were physically present at the meeting, while two were “present” via videoconference and one appointed a proxy. The shareholders made a number of decisions, which included removing the client before his term expired. The corporate by-laws require shareholders to attend meetings in person, but make no provision for alternative means of communication, e.g., video or teleconference. Counsel asks if physical attendance was required to validly conduct the shareholder meeting. The word “attends” in its ordinary dictionary sense means “to be present” or “go regularly to”. However, participation in shareholders’ meetings under the Ontario *Business Corporations Act*, s. 94(2), is allowed, unless the articles or the by-laws provide otherwise.

### **The following have been updated under Appendix PS—Procedural Summaries:**

- Appendix PS—Procedural Summaries X—Proxies pursuant to Part XIII—of the CBCA
- Appendix PS—Procedural Summaries IX—Corporate Finance pursuant to Part V—of the CBCA
- Part VIII of the OBCA—Proxies