

Summary of Contents

Volume 1

PART I. GENERAL PRINCIPLES OF MEETINGS

- Chapter 1. Meetings: An Introduction
- Chapter 2. The Chair's Duties
- Chapter 3. The Secretary's Duties
- Chapter 4. Minutes of Meetings

PART II. CORPORATE GOVERNANCE: THE ROLES OF DIRECTORS AND SHAREHOLDERS

- Chapter 5. The Division of Powers Between Directors and Shareholders
- Chapter 6. Powers and Duties of Directors
- Chapter 7. Committees of Directors
- Chapter 8. Rights and Powers of Shareholders

PART III. MEETINGS OF DIRECTORS

- Chapter 9. Calling Meetings of Directors
- Chapter 10. Preparation for Meetings of Directors
- Chapter 11. Conduct of Meetings of Directors

PART IV. MEETINGS OF SHAREHOLDERS

- Chapter 12. Shareholders' Meetings in General
- Chapter 13. Calling Meetings of Shareholders
- Chapter 14. Requisitions for Meetings of Shareholders
- Chapter 15. Preparation for Meetings of Shareholders
- Chapter 16. Constitution of Meetings of Shareholders
- Chapter 17. Shareholder Proposals
- Chapter 18. Proxies
- Chapter 19. Procedure and Rules of Order

Chapter 20. Proxy Contests and Contested Meetings

Chapter 21. Voting

Chapter 22. Adjournment

PART V. VIRTUAL MEETINGS

Chapter 23. Virtual Shareholder Meetings

- Appendix 23A. Bibliography
- Appendix 23B. Business Corporations Act (Alberta)
- Appendix 23C. Business Corporations Act (British Columbia)
- Appendix 23D. Canada (Federal)—Canada Business Corporations Act
- Appendix 23E. The Corporations Act (Manitoba)
- Appendix 23F. Business Corporations Act (New Brunswick)
- Appendix 23G. Corporations Act (Newfoundland and Labrador)
- Appendix 23H. Business Corporations Act (Northwest Territories)
- Appendix 23I. Companies Act (Nova Scotia)
- Appendix 23J. Business Corporations Act (Nunavut)
- Appendix 23K. Business Corporations Act (Ontario)
- Appendix 23L. Business Corporations Act (Prince Edward Island)
- Appendix 23M. Business Corporations Act (Quebec)
- Appendix 23N. The Business Corporations Act [Repealed] (Saskatchewan)
- Appendix 23O. Business Corporations Act (Yukon)
- Appendix 23P. State of Delaware, Statutes, Title 8, Corporations, c.1 General Corporation Law, subchapter VII
- Appendix 23Q. COVID-19: Changes to Meetings and Business Operations

Chapter 24. Environmental, Social and Governance (“ESG”) Issues

Volume 2

Appendices

Appendix A.	Standard Form By-Law
Appendix A.1.	Resolutions of the Directors and Shareholders
Appendix A.2.	Notice of Special Meeting of the Shareholders
Appendix B.	Protocol Regarding Validity of Proxies
Appendix C.	Form 51-102F6—Statement of Executive Compensation
Appendix D.	National Instrument 54-101—Communication with Beneficial Owners of Securities of a Reporting Issuer
Appendix E.	System for Electronic Document Analysis and Retrieval (SEDAR) [Withdrawn]
Appendix F.	National Policy 11-201—Electronic Delivery Of Documents
Appendix G.	Gender Diversity Policy
Appendix G.1.	CSA Multilateral Staff Notice 54-304—Final Report on Review of the Proxy Voting Infrastructure and Request for Comments on Proposed Meeting Vote Reconciliation Protocols
Appendix H.	National Policy 58-201—Corporate Governance Guidelines
Appendix I.	Securities Commission Rules
Appendix I.1.	Ontario Securities Commission Rules
Appendix I.2.	CSA Notice of Amendments to National Instrument 51-102 <i>Continuous Disclosure Obligations</i> and Changes to Certain Policies Related to the Business Acquisition Report Requirements
Appendix J.	National Policy 25-201 <i>Guidance for Proxy Advisory Firms</i>
Appendix K.	Use of Non-GAAP Measures in Executive Compensation

CORPORATE MEETINGS: LAW AND PRACTICE

Appendix L.	Canada Proxy Voting Guidelines for TSX-Listed Companies Benchmark Policy Recommendations
Appendix L.1.	Canada Proxy Voting Guidelines for Venture-Listed Companies Benchmark Policy Recommendations
Appendix L.2.	Canada Executive Compensation Frequently Asked Questions
Appendix L.3.	Canada Advance Notice Requirements Frequently Asked Questions
Appendix L.4.	Glass Lewis 2022 Policy Guidelines Canada
Appendix M.	National Instruments
Appendix N.	Ongoing Requirements for Issuers and Insiders
Appendix O.	Ongoing Requirements for Issuers and Insiders
Appendix P.	Canadian Coalition for Good Governance (CCGG)—Policy: Building High Performance Boards
Appendix Q.	The Toronto Stock Exchange
Appendix R.	2019 Best Practices for Proxy Circular Disclosure

Volume 3

Appendices (Continued)

Appendix R.1.	2020 Best Practices for Proxy Circular Disclosure
Appendix R.2.	2021 Best Practices for Proxy Circular Disclosure
Appendix R.3.	2022 Best Practices for Proxy Circular Disclosure
Appendix R.4.	2023 Best Practices for Proxy Circular Disclosure
Appendix R.5.	2024 Best Practices for Proxy Circular Disclosure
Appendix S.	CCGG Policy—Enhanced Engagement and Proxy Access May 2015

SUMMARY OF CONTENTS

Appendix T.	Meeting of Shareholders of XYZ Limited to Beheld●
Appendix U.	TSX Venture Exchange Corporate Finance Manual Policies
Appendix V.	National Instruments Ongoing Requirements for Issuers and Insiders
Appendix W.	CSA Staff Notice 54-305—Meeting Vote Reconciliation Protocols
Appendix X.	CSA Staff Notice 51-348—Staff’s Review of Social Media Used by Reporting Issuers
Appendix Y.	CSA Staff Notice 58-309—Staff Review of Women on Boards and in Executive Officer Positions—Compliance with NI 58-101 Disclosure of Corporate Governance Practices
Appendix Y.1.	CSA Multilateral Staff Notice 58-310—Report on Fourth Staff Review of Disclosure regarding Women on Boards and in Executive Officer Positions
Appendix Y.2.	CSA Multilateral Staff Notice 58-313 Review of Disclosure Regarding Women on Boards and in Executive Officer Positions, Year 7 Report, November 4, 2021
Appendix Y.3.	CSA Multilateral Staff Notice 58-316 Review of Disclosure Regarding Women on Boards and in Executive Officer Positions — Year 9 Report
Appendix Y.4.	CSA Multilateral Staff Notice 58-317—Review of Disclosure Regarding Women on Boards and in Executive Officer Positions—Year 10 Report
Appendix Z.	CSA Consultation Paper 52-403—Auditor Oversight Issues in Foreign Jurisdictions
Appendix AA.	CSA Staff Notice 51-346—Continuous Disclosure Review Program Activities for the fiscal year ended March 31, 2016
Appendix BB.	Business Law and Advisory Council—Report to Minister of Government and Consumer Services

Appendix CC.	Multilateral Instrument 61-101—Protection of Minority Security Holders in Special Transactions
Appendix DD.	Multilateral CSA Staff Notice 61-302 Staff Review and Commentary on Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions
Appendix EE.	Remedies Table—Breach of Fiduciary Duty by Directors and Officers
Appendix FF.	The Directors’ E&S Guidebook
Appendix GG.	CCGG—Proxy Access Policy—November 2017
Appendix HH.	CSA Staff Notice 52-330—Update on CSA Consultation Paper 52-404—Approach to Director and Audit Committee Member Independence
Appendix II.	Bill C-25—An Act to amend the Canada Business Corporations Act, the Canada Cooperatives Act, the Canada Not-for-profit Corporations Act and the Competition Act
Appendix JJ.	Regulations Amending the Canada Business Corporations Regulations, 2001: SOR/2019-258
Appendix KK.	CSA Staff Notice 51-358 Reporting of Climate Change-related Risks
Appendix KK.1.	CSA Staff Notice 51-333 Environmental Reporting Guidance
Appendix KK.2.	Consultation Climate-related Disclosure Update and CSA Notice and Request for Comment Proposed National Instrument 51-107 <i>Disclosure of Climate-related Matters</i> , October 18, 2021
Appendix KK.3.	Government advances Made-in-Canada sustainable investment guidelines to accelerate progress to net-zero emissions by 2050
Appendix LL.	Individuals with significant control
Appendix LL.1.	Regulatory Proposals for the Register of Individuals with Significant Control Regime

SUMMARY OF CONTENTS

Appendix LL.2.	Individuals with significant control - File your information
Appendix MM.	Diversity of Boards of Directors and Senior Management
Appendix MM.1.	Diversity of Boards of Directors and Senior Management of Federal Distributing Corporations
Appendix MM.2.	Diversity of Boards of Directors and Senior Management of Federal Distributing Corporations – 2021 Annual Report
Appendix MM.3.	Diversity of Boards of Directors and Senior Management of Federal Distributing Corporations – 2022 annual report
Appendix MM.4.	Diversity of Boards of Directors and Senior Management of Federal Distributing Corporations – 2023 annual report
Appendix NN.	Corporate Governance and COVID-19
Appendix OO.	CSA Multilateral Staff Notice 51-364 Continuous Disclosure Review Program Activities for the fiscal years ended March 31, 2022 and March 31, 2021
Appendix OO.1.	CSA Staff Notice 51-365—Continuous Disclosure Review Program Activities for the Fiscal Years Ended March 31, 2024 and March 31, 2023
Appendix PP.	Canadian Securities Regulators Provide Updated Guidance on Virtual Shareholder Meetings
Appendix QQ.	Canadian Securities Regulators Provide Updated Guidance on Virtual Shareholder Meetings
Appendix RR.	CCGG Virtual Shareholder Meeting (VSM) Policy

Volume 4

Appendices (Continued)

Appendix IF.	Issues In Focus
Appendix PS.	Procedural Summaries

CORPORATE MEETINGS: LAW AND PRACTICE

Appendix TC. Tables of Concordance

Appendix AB. Abbreviations

Glossary

Table of Added Cases

Table of Cases

Index