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CORPORATE MEETINGS LAW AND PRACTICE Nathan and Voore Release No. 1 • January 2026
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Binder Labels

We are proud to welcome Robert Fischer and Frank Selke to the *Corporate Meetings* team as co-authors alongside the esteemed Hartley Nathan. As such, please note that new binder patches are included with this release to reflect this change in authorship. Please apply the labels included in this shipment on the cover and spine of your binders.

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 Chapter 17—Shareholder Proposals, and Chapter 18—Proxies.

Highlights:

- **Part IV—Meetings of Shareholders—Chapter 17: Shareholder Proposals—III. Making a Proposal—A. Who May Make a Proposal—17:3. Canada**—Paragraph 99(1)(a) of the OBCA provides that “a registered holder of shares entitled to vote or a beneficial owner of shares that are entitled to be voted at a meeting of shareholders may ... submit to the corporation notice of a proposal”. At the request of a person who submits notice of a proposal, the corporation shall also include in the management information circular referred to in paragraph 99(2)(a) or the notice of meeting referred to in paragraph 99(2)(b), or shall attach to either of them, the person’s statement in support of the proposal and the person’s name and address. The proposal and the statement shall together not exceed the prescribed maximum number of words.
- **Part IV—Meetings of Shareholders—Chapter 18: Proxies—V. Rights and Authority of the Proxyholder—§ 18:10. Extent of Authority**—A general proxy is one that does not specifically limit the holder’s right to vote. The proxyholder may vote for or against a proposition as the proxyholder wishes, but can generally vote only on ordinary corporate business. A general proxy, which states that it grants “all powers which the shareholder would possess if personally present”, gives the holder authority to vote on all matters coming before an annual meeting, whether or not specified in the notice. It has been held, however, that, in the absence of express provision, this general grant would still exclude extraordinary transactions (such as dissolutions, sales of all the assets, reorganizations, liquidations, etc.) which come before the meeting without prior notice to, or are not reasonably in the contemplation of, the shareholder.