

***Draft Proposed Permanent Changes to Enable Digital and Virtual Processes under the Ministry of Government and Consumer Services’ Business Law Statutes***

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**Proposed Bill****Business Corporations Amendment Act -- A Consultation Draft****1. Section 5 of the *Business Corporations Act* is amended by adding the following subsections:****Inspection by remote means**

(2.1.1) The corporation may, but is not required to, permit a director, shareholder or creditor to inspect a consent mentioned in subsection (2) remotely at any time by means of any technology and may also permit the person to make a copy by such means.

**Same, no charge for inspection, copies**

(2.1.2) If the corporation permits a director, shareholder or creditor to inspect a consent or make copies in accordance with subsection (2.1.1), the corporation shall not charge the person for the inspection or the copies.

**2. Subsection 94 (2) of the Act is repealed and the following substituted:****Meeting by telephonic or electronic means**

(2) Unless the articles or by-laws expressly provide otherwise, a meeting of shareholders may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to reasonably participate.

**Same**

(3) A person who, through telephonic or electronic means, votes at a meeting of shareholders or establishes a communications link to the meeting is deemed for the purposes of this Act to be present in person at the meeting.

**3. (1) Section 96 of the Act is amended by adding the following subsections:****When notice need not specify place of meeting**

(1.1) A notice of a meeting of shareholders is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

**Instructions re attending meeting by telephonic, etc. means**

(1.2) If a person may attend a meeting of shareholders by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**(2) Subsection 96 (3) of the Act is repealed and the following substituted:**

**Adjournment**

(3) If a meeting of shareholders is adjourned for less than 30 days, it is not necessary, unless the by-laws otherwise provide, to give notice of the adjourned meeting other than by announcement of all of the following at the earliest meeting that is adjourned:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**(3) Section 96 of the Act is amended by adding the following subsection:**

**Transition**

(7) For clarity, this section, as it read immediately before the day subsection 3 (3) of the *\*\* Act, 202x* comes into force, continues to apply to a notice that was given before that day in respect of a meeting of the shareholders to be held on or after that day.

**4. Section 103 of the Act is amended by adding the following subsection:**

**Voting by telephonic or electronic means**

(2.1) Unless the by-laws expressly provide otherwise, a vote by show of hands or by ballot may be conducted entirely by one or more telephonic or electronic means, or by a combination of one or more telephonic or electronic means and voting in person.

**5. Subsection 124 (1) of the Act is amended by striking out “Despite subsection 126 (6), but subject to” at the beginning and substituting “Subject to”.**

**6. (1) Subsection 126 (9) of the Act is repealed and the following substituted:**

**Notice**

(9) In the absence of any other provision in that behalf in the by-laws of the corporation, notice of the time and place for the holding of the meeting called under subsection (8) shall be given to,

- (a) every director of the corporation by sending the notice ten days or more before the date of the meeting to each director's latest address as shown on the records of the corporation; and
- (b) the auditor of the corporation.

**When notice need not specify place of meeting**

(9.1) A notice of meeting of directors or of a committee of directors is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

**Instructions re attending meeting by telephonic, etc. means**

(9.2) If the directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**(2) Subsection 126 (11) of the Act is repealed and the following substituted:****Adjourned meeting**

(11) Notice of an adjourned meeting of directors is not required to be given if all of the following are announced at the original meeting:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**(3) Subsection 126 (13) of the Act is repealed and the following substituted:****Meeting by telephonic or electronic means**

(13) Unless the articles or by-laws expressly provide otherwise, a meeting of directors or of a committee of directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons participating in the meeting are able to communicate with each other simultaneously and instantaneously.

**Same**

(14) A person who participates in a meeting of directors or of a committee of directors by telephonic or electronic means is deemed for the purposes of this Act to be present in person at the meeting.

**Transition**

(15) For clarity, this section, as it read immediately before the day subsection 6 (3) of the *Act, 202x* comes into force, continues to apply to a notice that was given before that day in respect of a meeting of directors or of a committee of directors to be held on or after that day.

**7. Subsections 139 (1) and (3) of the Act are repealed and the following substituted:**

**Records**

(1) Where this Act requires a record to be kept by a corporation, it may be kept in any form.

. . . . .

**Admissibility of records in evidence**

(3) The information in a record is admissible in evidence as proof, in the absence of evidence to the contrary, of all facts stated in the record, before and after dissolution of the corporation.

**8. (1) Section 144 of the Act is amended by adding the following subsection:**

**Same, examination by remote means**

(1.1) The corporation may, but is not required to, permit a director to examine any or all of the records mentioned in subsection (1) remotely at any time by means of any technology.

**(2) Subsection 144 (3) of the Act is amended by striking out “by means of a computer terminal or other electronic technology” at the end and substituting “by means of any technology”.**

**9. Section 145 of the Act is amended by adding the following subsections:**

**Same, examination by remote means**

(1.1) The corporation may, but is not required to, permit a person to examine any or all of the records mentioned in clauses 140 (1) (a) to (e), at any time remotely by means of any technology and may also permit the person to take extracts by such means.

**Same**

(1.2) If a corporation permits a registered holder of shares, beneficial owner of shares or creditor of a corporation, or their agent or legal representative, to examine a record or take extracts in accordance with subsection (1.1), the corporation shall not charge the person for the examination or the extracts.

**10. Subsection 271.1 (1) of the Act is amended by adding the following clauses:**

- (t) governing inspections of consents under section 5 and examinations and inspections of records under sections 144 and 145;
- (u) governing transitional matters as the Minister considers necessary or advisable to facilitate the implementation of *[reference to Act amendments]*.

**Commencement**

**11. [Commencement]**

**Short title**

**12. [Short Title]**

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**Proposed Bill****Co-operative Corporations Amendment Act -- A Consultation Draft****1. Subsection 1 (1) of the *Co-operative Corporations Act* is amended by adding the following definition:**

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computers or computer networks; (“moyen de communication téléphonique ou électronique”)

**2. Section 21 of the Act is repealed and the following substituted:****By-laws**

**21.** (1) Unless the articles or by-laws otherwise provide, the directors of a co-operative may, by resolution, make, amend or repeal any by-laws that regulate the business and affairs of the co-operative.

**Confirmation by members**

(2) Where the directors make, amend or repeal a by-law under subsection (1), they shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members may, by at least two-thirds of votes cast at a general meeting of the members of the co-operative duly called for that purpose or such greater proportion of the votes cast as the articles provide, confirm, reject or amend the by-law, amendment or repeal.

**Effective date**

(3) Where a by-law is made, amended or repealed under subsection (1), the by-law, amendment or repeal is effective from the date of the resolution of the directors until it is confirmed, confirmed as amended or rejected by the members under subsection (2) or until it ceases to be effective under subsection (4) and, where the by-law is confirmed or confirmed as amended, it continues in effect in the form in which it was so confirmed.

**Rejection, etc.**

(4) If a by-law or an amendment or repeal of a by-law is rejected by the members, or if the directors do not submit the by-law, amendment or repeal to the members as required under

subsection (2), the by-law, amendment or repeal ceases to be effective on the date of such rejection or on the date of the meeting of members at which it should have been submitted, as the case may be, and no subsequent resolution of the directors to make, amend or repeal a by-law having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the members.

**3. Section 23 of the Act is repealed.**

**4. Subsection 37 (2) of the Act is repealed and the following substituted:**

**Same**

(2) No person shall refuse to permit a person to inspect a statement in accordance with subsection (1) or to make extracts from them.

**Inspection by remote means**

(3) The co-operative may, but is not required to, permit a person to inspect a copy of a statement mentioned in subsection (1) remotely at any time by means of any technology and may permit the person to make extracts by such means.

**5. (1) Subsection 74 (1) of the Act is amended by adding “articles or” before “by-laws”.**

**(2) Subsections 74 (3) to (5) of the Act are repealed and the following substituted:**

**Meeting by telephonic or electronic means**

(3) Unless the articles or by-laws of a co-operative expressly provide otherwise, a meeting of the members of the co-operative may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to reasonably participate.

**Same**

(4) A member who, through telephonic or electronic means, votes at a meeting of the members or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.

**Same**

(5) A meeting held under subsection (3) is deemed to be held at the place where the head office of the co-operative is located.

**6. (1) Clause 75 (1) (e) of the Act is amended by striking out “poll” and substituting “ballot”.**

**(2) Section 75 of the Act is amended by adding the following subsections:**

### **When notice need not specify place of meeting**

(2.0.1) Despite clause (1) (a), the notice of a meeting of members need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

### **Instructions re attending meeting by telephonic, etc. means**

(2.0.2) If a person may attend a meeting of members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**(3) Subsection 75 (3) of the Act is amended by striking out “poll” and substituting “ballot”.**

**(4) Section 75 of the Act is amended by adding the following subsection:**

### **Transition**

(4) For clarity, this section, as it read immediately before the day subsection 6 (4) of the *Act, 202x* comes into force, continues to apply to a notice that was given before that day in respect of a meeting of the members to be held on or after that day.

**7. Subsections 76 (4) and (5) of the Act are repealed and the following substituted:**

### **Manner of voting**

(4) Subject to the articles or by-laws of a co-operative, voting at a meeting of members shall be by show of hands unless a ballot is demanded by a member, or by a director or officer on behalf of a member under subsection (3), entitled to vote at the meeting.

### **Demand for ballot**

(5) A member, or a director or officer on behalf of a member under subsection (3), may demand a ballot either before or after any vote by show of hands.

### **Voting by telephonic or electronic means**

(6) Unless the articles or by-laws of a co-operative expressly provide otherwise, a vote by show of hands or by ballot may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

### **Voting by mail**

(7) The by-laws of a co-operative may provide for voting by mail.

**8. Subsection 90 (1) of the Act is repealed and the following substituted:**

### **Election of directors**

(1) The directors shall be elected by the members at a general meeting, and the election shall be conducted in the manner prescribed by section 91.

**9. (1) Subsection 94 (2) of the Act is amended by adding “articles or” before “by-laws”.**

**(2) Subsection 94 (3) of the Act is repealed and the following substituted:**

### **Meetings by telephonic or electronic means**

(3) Unless the articles or by-laws of the co-operative expressly provide otherwise, a meeting of the board of directors or of the executive committee may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons participating in the meeting are able to communicate with each other simultaneously and instantaneously.

### **Same**

(3.1) A person who participates in a meeting of the board of directors or of the executive committee by telephonic or electronic means is deemed for the purposes of this Act to be present in person at that meeting.

**10. Section 95 of the Act is amended by adding the following subsections:**

### **When notice need not specify place of meeting**

(3) A notice of meeting of the directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

### **Instructions re attending meeting by telephonic, etc. means**

(4) If the directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **Waiver of notice**

(5) A director may in any manner and at any time waive a notice of a meeting of directors and attendance of a director at a meeting of directors is a waiver of the notice of meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **Transition**

(6) For clarity, this section, as it read immediately before section 10 of the *\*\* Act, 202x* comes into force, continues to apply to a notice that was given before that day in respect of a meeting of directors or of the executive committee to be held on or after that day.

**11. (1) Subsection 113 (1) of the Act is repealed and the following substituted:**

**Records**

(1) Where this Act requires a record to be kept by a co-operative, it may be kept in any form.

(2) Subsection 113 (2) of the Act is amended by striking out “Where a record is not kept in a bound book” in the portion before clause (a).

**(3) Subsection 113 (3) of the Act is repealed and the following substituted:**

**Admissibility of records in evidence**

(3) The information in a record is admissible in evidence as proof, in the absence of evidence to the contrary, of all facts stated in the record, before and after dissolution of the co-operative.

**12. Subparagraphs 3 i, ii and iii of section 114 of the Act are amended by striking out “if any, of every such person” wherever it appears and substituting in each case “if any, and an email address if one is provided, of every such person”.**

**13. Section 118 of the Act is amended by adding the following subsection:**

**Same, examination by remote means**

(1.1) The co-operative may, but is not required to, permit a director to examine any or all of the records mentioned in subsection (1) remotely at any time by means of any technology.

**14. (1) Section 119 of the Act is amended by adding the following subsection:**

**Same, examination by remote means**

(1.2) The co-operative or their registrar or transfer agent may, but is not required to, permit a member or creditor or their agents or personal representatives to examine any or all of the records mentioned in subsection (1) remotely at any time by means of any technology and may also permit the person to make extracts by such means.

**(2) Subsection 119 (2) of the Act is repealed and the following substituted:**

**No refusal to permit inspection under subs. (1)**

(2) No person shall refuse to permit a person to examine a record or to make an extract in accordance with subsection (1).

**15. Clause 149 (a) of the Act is amended by striking out “subclause 207 (1) (b) (vii)” and substituting “subclause 207 (1) (b) (iv)”.**

**16. (1) Subparagraph 4 i of subsection 171.8 (2) of the Act is repealed and the following substituted:**

- i. set out the time and, if applicable, place of the board's meeting at which the matter will be considered,
- i.1 set out instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, if the member may attend the meeting by such means,

**(2) Paragraph 5 of subsection 171.8 (2) of the Act is repealed and the following substituted:**

- 5. If a meeting is adjourned, no new notice is required if all of the following are announced at the original meeting:
  - i. The time of the continued meeting.
  - ii. If applicable, the place of the continued meeting.
  - iii. If applicable, instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting.

**(3) Section 171.8 of the Act is amended by adding the following subsection:**

**Transition**

(4) For clarity, paragraph 4 of subsection (2), as it read immediately before the day subsection 16 (3) of the *\*\* Act, 202x* comes into force, continues to apply to a notice that was given before that day in respect of a board meeting to be held on or after that day.

**17. Subsection 172 (4) of the Act is repealed and the following substituted:**

**Waiver of notice and abridgement of time**

(4) Where a notice or other document is required by this Act to be given or sent, the giving or sending of the notice or other document may be waived or the time for the giving or sending of the notice or other document may be waived or abridged with the consent in writing of the person entitled to it, whether before or after the time prescribed.

**Same**

(5) The consent of a person entitled to waive the requirement for the giving or sending of a notice or other document or to waive or abridge the time for the giving or sending of the notice or the other document under subsection (1) may be sent by electronic means in accordance with the *Electronic Commerce Act, 2000*.

**18. Section 186 of the Act is amended by adding the following subsection:**

**Minister's regulations**

(2.1) The Minister may make regulations governing,

- (a) inspections of statements under section 37 and examinations of records under 118 and 119;
- (b) transitional matters as the Minister considers necessary or advisable to facilitate the implementation of *[reference to Act amendments]*.

**Commencement**

**19. [Commencement]**

**Short title**

**20. [Short Title]**

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**Proposed Bill****Corporations Amendment Act -- A Consultation Draft****1. Section 82 of the *Corporations Act* is amended by adding the following subsections:****Meeting held under s. 283.1 (6)**

(3.1) If a majority of the directors participating in a meeting held under subsection 283.1 (6) are then in Canada, the meeting shall be deemed to have been held in Canada.

**Meeting held under s. 294.1 (1)**

(3.2) A meeting held under subsection 294.1 (1) is deemed to be held at the place where the head office of the company is situate.

**2. Subsection 85 (1) of the Act is amended by striking out “by prepaid mail”.****3. Clause 86 (1) (a) of the Act is amended by striking out “by prepaid mail”.****4. Section 89 of the Act is amended by striking out “a poll” and substituting “a ballot”.****5. (1) Clause 93 (1) (f) of the Act is amended by striking out “a poll” and substituting “a ballot”.****(2) Subsection 93 (3) of the Act is repealed and the following substituted:****When notice need not specify place of meeting**

(3) Despite clause (1) (a), the notice of a meeting of shareholders is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

**Instructions re attending meeting by telephonic, etc. means**

(4) If a person may attend a meeting of shareholders by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**Transition**

(5) For clarity, this section, as it read immediately before the day subsection 5 (2) of the *Act, 202x* comes into force, continues to apply to a notice that was given before that day in respect of a meeting of shareholders to be held on or after that day.

**6. Subsection 109 (1) of the Act is amended by striking out “by prepaid mail”.**

**7. Subsection 110 (5) of the Act is amended by striking out “by prepaid mail”.**

**8. Subsection 149 (5) of the Act is amended by striking out “a printed notice by mail, addressed to each subscriber at the subscriber’s post office address, at least ten days before” and substituting “a notice in writing to each subscriber at least 10 days before”.**

**9. (1) Paragraph 1 of subsection 161 (2) of the Act is amended by striking out “by mail”.**

**(2) Subsection 161 (4) of the Act is amended by striking out “shall mail a copy” and substituting “shall send a copy”.**

**10. Section 171 of the Act is amended by adding the following subsection:**

**Voting by telephonic or electronic means**

(2.1) Unless the letters patent, supplementary letters patent or by-laws expressly provide otherwise, a vote by ballot may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

**11. Clause 221 (b) of the Act is amended by striking out “to be mailed to” at the beginning and substituting “to be sent to”.**

**12. (1) Subsection 283 (3) of the Act is amended by striking out “and subsection (3.1)”.**

**(2) Subsection 283 (3.1) of the Act is repealed.**

**13. The Act is amended by adding the following section:**

**Directors’ meetings**

**283.1** (1) Unless the letters patent, supplementary letters patents or by-laws provide otherwise, the directors may meet on any notice that the by-laws require.

**When notice need not specify place of meeting**

(2) A notice of meeting of directors or of a committee of directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

**Instructions re attending meeting by telephonic, etc. means**

(3) If the directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**Waiver of notice**

(4) A director may waive notice of a meeting of the directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

**Adjournment**

(5) Notice of a meeting that continues an adjourned meeting of directors is not required to be given if all of the following are announced at the meeting that is adjourned:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**Meeting by telephonic or electronic means**

(6) Unless the letters patent, supplementary letters patent or by-laws expressly provide otherwise, a meeting of directors or of a committee of directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons participating in the meeting are able to communicate with each other simultaneously and instantaneously.

**Same**

(7) A person who participates in a meeting of directors or of a committee of directors by telephonic or electronic means is deemed for the purposes of this Act to be present in person at the meeting.

**Transition**

(8) For clarity, subsections (2) and (3) apply only to a notice of a meeting of directors or of a committee of directors that is given on or after the day section 13 of the *\*\* Act, 202x* comes into force.

**14. Subsection 287 (1) of the Act is repealed and the following substituted:**

**Election of directors**

(1) The directors shall be elected by the shareholders or members at a general meeting.

**15. The Act is amended by adding the following sections:**

**Meeting by telephonic or electronic means**

**294.1** (1) Unless the letters patent, supplementary letters patent or by-laws expressly provide otherwise, a meeting of the shareholders or members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to reasonably participate.

**Same**

(2) A person who, through telephonic or electronic means, votes at a meeting of shareholders or members or establishes a communications link to the meeting is deemed for the purposes of this Act to be present in person at the meeting.

**Manner of voting**

**294.2** (1) Subject to the letters patent, supplementary letters patent or by-laws, voting at a meeting of shareholders or members shall be by show of hands unless a ballot is demanded by a shareholder, member or proxyholder entitled to vote at the meeting.

**Demand for ballot**

(2) A shareholder, member or proxyholder may demand a ballot either before or after any vote by show of hands.

**Voting by telephonic or electronic means**

(3) Unless the letters patent, supplementary letters patent or by-laws expressly provide otherwise, a vote by show of hands or by ballot may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

**Non-application to election of directors**

(4) This section does not apply in respect of the election of directors under section 171.

**16. The Act is amended by adding the following section:**

**Format of documents, etc.**

**298.1** All records, documents and registers required to be prepared and maintained by a corporation under this Act may be in any form, provided that they are capable of being reproduced in an accurate and intelligible form within a reasonable time.

**17. (1) Paragraph 3 of subsection 300 (1) of the Act is amended by striking out “and the address of every such person” and substituting “and the address, and an email address if one is provided, of every such person”.**

**(2) Paragraph 4 of subsection 300 (1) of the Act is amended by striking out “the names and addresses of all persons” and substituting “the names and addresses, and email addresses if provided, of all persons”.**

**18. (1) Section 304 of the Act is amended by adding the following subsection:**

**Same, inspection by remote means**

(1.1) The corporation may, but is not required to, permit a director to inspect any or all of the records mentioned in subsection (1) remotely at any time by means of any technology.

**(2) Subsection 304 (3) is amended by striking out “by means of a computer terminal or other electronic technology” at the end and substituting “by means of any technology”.**

**(3) Subsection 304 (4) of the Act is amended by striking out “A director, officer or employee of a corporation” and substituting “Every corporation that, and every director, officer or employee of the corporation who”.**

**19. (1) Section 305 of the Act is amended by adding the following subsection:**

**Same, inspection by remote means**

(1.1) The corporation or transfer agent may, but is not required to, permit a shareholder, member or creditor of the corporation or their agent or legal representative to inspect any or all of the records mentioned in subsection (1) remotely at any time by means of any technology and may also permit the person to make extracts by such means.

**(2) Subsection 305 (2) of the Act is repealed and the following substituted:**

**Offence**

(2) Every person who refuses to permit a person to inspect the minutes, documents or registers or to make extracts from them in accordance with subsection (1) is guilty of an offence and on conviction is liable to a fine of not more than \$200.

**20. (1) Subsection 324 (1) of the Act is repealed and the following substituted:**

**Service of notice**

(1) Subject to the letters patent, supplementary letters patent or by-laws, a notice or other document to be given or sent to a shareholder or member or director of a corporation, other than by the Minister, may be given or sent to,

- (a) the shareholder or member at the person's last address as shown on the books of the corporation;
- (b) the director at his or her latest address as shown in the books of the corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is more current.

### **Electronic communications**

(1.1) A notice or other document permitted to be given or sent under subsection (1) may be given or sent by prepaid mail or personal delivery or by electronic means in accordance with the *Electronic Commerce Act, 2000*.

### **(2) Subsection 324 (2) of the Act is repealed and the following substituted:**

#### **Time of service**

(2) Subject to the letters patent, supplementary letters patent or by-laws, a notice or other document given or sent under subsection (1) by mail is deemed to be given or sent when it would be delivered in the ordinary course of mail.

### **21. The Act is amended by adding the following section:**

#### **Waiver of notice and abridgement of times**

**324.1** (1) Where a notice or other document is required by this Act or the regulations to be given or sent, the notice may be waived or the time for the giving or sending of the notice or document may be waived or abridged at any time with the consent in writing of the person entitled to it.

### **Electronic communications**

(2) The consent of a person entitled to waive the requirement for the giving or sending of a notice or other document or to waive or abridge the time for the giving or sending of the notice or other document under subsection (1) may be sent by electronic means in accordance with the *Electronic Commerce Act, 2000*.

### **22. Subsection 326.1 (1) of the Act is amended by adding the following clauses:**

- (p) governing inspections of records under sections 304 and 305;
- (q) governing transitional matters as the Minister considers necessary or advisable to facilitate the implementation of *[reference to Act amendments]*.

### **Commencement**

#### **23. [Commencement]**

**Short title**

**24. [Short Title]**

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**Proposed Bill****Corporations Information Amendment Act -- A Consultation Draft**

**1. Section 5 of the *Corporations Information Act* is amended by adding the following subsection:**

**Examination by remote means**

(4) A corporation may, but is not required to, permit a shareholder, member, director, officer or creditor of the corporation to examine all or part of the record mentioned in subsection (2) remotely at any time by means of any technology and may also permit the person to make copies or take extracts by such means.

**2. Subsection 21.1 (1) of the Act is amended by adding the following clause:**

(q) governing examinations of records under section 5.

**Commencement**

**3. [Commencement]**

**Short title**

**4. [Short Title]**

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## **Proposed Bill**

### **Limited Partnerships Amendment Act -- A Consultation Draft**

#### **1. Section 4 of the *Limited Partnerships Act* is amended by adding the following subsections:**

##### **Format of records**

(1.1) The record of limited partners may be maintained in any form provided that the record is capable of being reproduced in an accurate and intelligible form within a reasonable time.

. . . . .

##### **Same, inspection by remote means**

(3.1) A general partner may, but is not required to, permit any person to inspect the record of limited partners remotely at any time by means of any technology and may also permit the person to make copies or take extracts by such means.

##### **Same**

(3.2) If a general partner permits a person to inspect the record of limited partners or make copies or take extracts in accordance with subsection (3.1), the general partner shall not charge the person for the inspection or the copies or extracts.

#### **2. Section 10 of the Act is amended by adding the following subsection:**

##### **Inspection by remote means**

(2) A general partner may, but is not required to, permit a limited partner to inspect the limited partnership books remotely at any time by means of any technology and may also permit the person to make copies or take extracts by such means.

#### **3. (1) Section 25 of the Act is amended by adding the following subsections:**

##### **Inspection by remote means**

(6.0.0.1) The attorney and representative may, but is not required to, permit any person to inspect the power of attorney remotely at any time by means of any technology and may also permit the person to make a copy by such means.

**Same**

(6.0.0.2) If the attorney and representative permits a person to inspect the power of attorney or make copies in accordance with subsection (6.0.0.1), the attorney and representative shall not charge the person for the inspection or the copies.

**(2) Subsection 25 (6.2) of the Act is amended by striking out “Subsections (4), (5) and (6)” at the beginning and substituting “Subsections (4), (5), (6), (6.0.0.1) and (6.0.0.2)”.**

**4. Section 26 of the Act is amended by adding the following subsections:**

**Format of record**

(1.1) The record of limited partners may be maintained in any form provided that the record is capable of being reproduced in an accurate and intelligible form within a reasonable time.

. . . . .

**Inspection by remote means**

(4.1) A general partner or, if subsection (3) applies, the attorney and representative in Ontario of the extra-provincial limited partnership may, but is not required to, permit any person to inspect the record of limited partners remotely at any time by means of any technology and may also permit the person to make copies or take extracts by such means.

**5. Section 33 of the Act is amended by adding the following subsection:**

**Inspection by remote means**

(5) A general partner or, if subsection (2) applies, the attorney and representative in Ontario of the extra-provincial limited partnership may, but is not required to, permit,

- (a) a partner to inspect any or all of the documents referred to in subsection (1) remotely at any time by means of any technology; or
- (b) any other person who has a business relationship with the partnership to inspect any or all of the documents referred to in clauses (1) (b), (c), (d) and (e) remotely at any time by means of any technology.

**6. Subsection 35.1 (1) of the Act is amended by adding the following clause:**

- (q) governing inspections of records under section 4, limited partnership books under section 10, power of attorney under section 25, records of limited partners under section 26 and documents under section 33.

**Commencement**

**7. [Commencement]**

**Short title**

**8. [Short Title]**

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**Proposed Bill****Not-for-Profit Corporations Amendment Act -- A Consultation Draft**

**1. Subsection 32 (2) of the *Not-for-Profit Corporations Act, 2010* is amended by striking out “stating the time and place of the meeting” and substituting “stating the time and, if applicable, the place of the meeting”.**

**2. (1) Section 34 of the Act is amended by adding the following subsections:**

**When notice need not specify place of meeting**

(3.1) A notice of meeting of directors or of a committee of directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

**Instructions re attending meeting by telephonic, etc. means**

(3.2) If the directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**(2) Subsections 34 (5) and (6) of the Act are repealed and the following substituted:**

**Adjournment**

(5) Notice of a meeting that continues an adjourned meeting of directors is not required to be given if all of the following are announced at the meeting that is adjourned:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**Meeting by telephonic or electronic means**

(6) Unless the articles or by-laws expressly provide otherwise, a meeting of directors or of a committee of directors may be held entirely by one or more telephonic or electronic means or by

any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons participating in the meeting are able to communicate with each other simultaneously and instantaneously.

**Participation by electronic, etc., means**

(7) A person who participates in a meeting of directors or of a committee of directors by telephonic or electronic means is deemed for the purposes of this Act to be present in person at the meeting.

**Transition**

(8) For clarity, this section, as it read immediately before the day subsection 2 (2) of the *\*\* Act, 202x* comes into force, continues to apply to a notice that was given before that day in respect of a meeting of directors or of a committee of directors to be held on or after that day.

**3. Subsections 53 (4) and (5) of the Act are repealed and the following substituted:**

**Meeting by telephonic or electronic means**

(4) Unless the articles or by-laws expressly provide otherwise, a meeting of members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to reasonably participate.

**Same**

(5) A person who, through telephonic or electronic means, votes at a meeting of members or establishes a communications link to the meeting is deemed for the purposes of this Act to be present in person at the meeting.

**Same**

(6) A meeting held under subsection (4) is deemed to be held at the place where the registered office of the corporation is located.

**4. (1) Section 55 of the Act is amended by adding the following subsections:**

**When notice need not specify place of meeting**

(1.1) A notice of a meeting of the members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

**Instructions re attending meeting by telephonic, etc. means**

(1.2) If a person may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**(2) Subsection 55 (5) of the Act is repealed and the following substituted:**

### **Adjournment**

(5) If a meeting of the members is adjourned for less than 30 days, it is not necessary, unless the by-laws provide otherwise, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the meeting that is adjourned:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**(3) Section 55 of the Act is amended by adding the following subsection:**

### **Transition**

(9) For clarity, this section, as it read immediately before the day subsection 4 (2) of the *Act, 202x* comes into force, continues to apply to a notice that was given before that day in respect of a meeting of the members to be held on or after that day.

**5. Section 58 of the Act is repealed and the following substituted:**

### **Voting**

**58.** (1) Subject to the articles or by-laws, voting at a meeting of the members shall be by show of hands unless a ballot is demanded by a member or proxyholder entitled to vote at the meeting.

### **Ballot**

(2) A member or proxyholder may demand a ballot either before or after any vote by show of hands.

### **Voting by telephonic or electronic means**

(3) Unless the articles or by-laws expressly provide otherwise, a vote by show of hands or by ballot may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

**6. Subsection 67 (2) of the Act is repealed.**

**7. Subsection 80 (1) of the Act is amended by striking out “may have an audit committee and, if it does, the majority” and substituting “may have an audit committee comprising one or more directors and the majority”.**

**8. Subsection 93 (3) of the Act is repealed and the following substituted:**

**When records or registers are kept outside Ontario**

(3) Despite subsections (1) and (2), but subject to federal and Ontario tax statutes or any other Act, a corporation may keep all or any of its records described in subsection 92 (1) at a place outside Ontario if the records are available for inspection during regular office hours at the registered office by means of any technology.

**9. Section 94 of the Act is amended by adding the following subsections:**

**Inspection by remote means**

(3) A corporation may, but is not required to, permit a director to inspect any or all of the records described in subsection 92 (1) remotely at any time by means of any technology and may provide the director any extract of the records by such means.

**Same**

(4) If a corporation provides a director with any extracts of the records in accordance with subsection (3), the corporation shall not charge the director for the extracts.

**10. Section 95 of the Act is amended by adding the following subsection:**

**Same, examination by remote means**

(1.1) A corporation may, but is not required to, permit a member, a member's attorney or legal representative or a creditor of the corporation to examine any or all of the records referred to in clauses 92 (1) (a), (b), (c), (f), (g), (h) and (j) remotely at any time by means of any technology and may permit the person to take extracts by such means.

**Same**

(1.2) A corporation may permit a person to take extracts in accordance with subsection (1.1) if the person pays a reasonable fee.

**11. Section 96 of the Act is amended by adding the following subsection:**

**Examination by remote means**

(1.1) A corporation or its agent may, but is not required to, permit an applicant under subsection (1) to examine the register of members remotely at any time by means of any technology and may, on payment of a reasonable fee, provide the applicant with an extract from the register by such means.

**12. Section 97 of the Act is amended by adding the following subsections:**

**Same, inspection by remote means**

(2.1) A corporation may, but is not required to, permit a director, member or creditor to inspect a consent kept under subsection (1) remotely at any time by means of any technology and may permit the person to make a copy by such means.

**Same**

(2.2) If a corporation permits a director, member or creditor to inspect a consent or make copies in accordance with subsection (2.1), the corporation shall not charge the person for the inspection or the copies.

**13. Section 98 of the Act is amended by adding the following subsections:****Examination by remote means**

(2.1) A corporation may, but is not required to, permit a member or their attorney or legal representative to examine the financial statements referred to in subsection (1) remotely at any time by means of any technology and may also permit the person to make copies or take extracts by such means.

**Same**

(2.2) If a corporation permits a member or their attorney or legal representative to examine the financial statements or make copies or take extracts in accordance with subsection (2.1), the corporation shall not charge the person for the examination or the copies or extracts.

**14. (1) Subsection 100 (1) of the Act is amended by striking out “in intelligible written form” and substituting “in an accurate and intelligible form”.**

**(2) Section 100 of the Act is amended by adding the following subsections:****Admissibility of records in evidence**

(3) The information in the registers and other records is admissible in evidence as proof, in the absence of evidence to the contrary, of all facts stated in the record, before and after the dissolution of the corporation.

**Exception**

(4) Subsection (3) does not apply to the register described in subsection 92.1 (1).

**15. Subsection 208 (1) of the Act is amended by adding the following paragraphs:**

32. governing inspections of records under sections 93 and 94, examinations of records under section 95 and of the register of members under section 96, inspections of directors’ consents under section 97 and examinations of financial statements under section 98;

33. governing transitional matters as the Minister considers necessary or advisable to facilitate the implementation of *[reference to Act amendments]*.

**Commencement**

16. [Commencement]

**Short title**

17. [Short Title]

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**Proposed Bill****Partnerships Amendment Act -- A Consultation Draft****1. Section 24 of the *Partnerships Act* is amended by adding the following subsections:****Inspection by remote means**

(2) The firm may, but is not required to, permit a partner to inspect the partnership books mentioned in paragraph 9 of subsection (1) at any time by means of any technology and may also permit the person to make copies by such means.

**Regulations**

(3) The Minister may make regulations governing inspections of the partnership books.

**Commencement****2. [Commencement]****Short title****3. [Short Title]**

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**Proposed Bill****Personal Property Security Amendment Act -- A Consultation Draft**

**1. Section 18 of the *Personal Property Security Act* is amended by adding the following subsections:**

**Same, inspection by remote means**

(3.1) The secured party may, but is not required to, permit a person entitled to receive a true copy of the security agreement under clause (1) (d) or the person's authorized representative to inspect the security agreement or a true copy of it remotely at any time by means of any technology.

. . . . .

**Regulations**

(11) The Minister may make regulations governing inspections of security agreements.

**Commencement**

**2. [Commencement]**

**Short title**

**3. [Short Title]**