

Ontario Business Corporation Act

April 1-2020

Ontario [Emergency Order](#) Extends Deadline for under the Ontario Business Shareholder Meetings Corporations Act (OBCA)

Pursuant to an order under the *Emergency Management and Civil Protection Act* (Ontario), the Government of Ontario has temporarily suspended and replaced provisions of the *Business Corporations Act* (Ontario) extending the deadline for shareholder meetings and allowing issuers to hold virtual-only board and shareholder meetings, regardless of their articles and bylaws.

Shareholder Meetings

The *Business Corporations Act* (Ontario) (OBCA) requires the directors of a corporation incorporated under the OBCA to call an annual meeting of shareholders not later than 18 months after incorporation and subsequently not later than 15 months after the corporation's last annual meeting. In light of the state of emergency declared in Ontario, the deadline to hold an annual meeting of shareholders has temporarily been extended for OBCA incorporated corporations as follows:

If the last day on which the annual meeting is required to be held falls during the time that the current declaration of emergency applies, the corporation may hold the meeting any time before the 90th day after the day the declaration of emergency is terminated.

If the last day on which the annual meeting is required to be held falls within the 30-day period that begins on the day after the day the current declaration of emergency is terminated, the corporation may hold the meeting any time before the 120th day after the declaration of emergency is terminated.

Annual meeting deadlines were also extended by each of the TSX and the TSX-V for issuers listed on those exchanges. The Canadian Securities Administrators have expressed support for the use of virtual meetings in the 2020 proxy season and the CBCA Director has provided guidance on virtual meetings as well.