

**AMENDED BCBCA ELECTRONIC MEETING PROVISIONS**

Section	Content
<p><b>Definitions</b></p> <p><b>1(1)</b></p>	<p><u>"electronic meeting" means a fully electronic meeting or a partially electronic meeting;</u></p> <p><u>"fully electronic meeting" means a meeting in which persons are entitled to participate solely by telephone or other communications medium, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone or other communications medium;</u></p> <p><u>"partially electronic meeting" means a meeting in which persons are entitled to participate in person or by telephone or other communications medium, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person;</u></p>
<p><b>Proceedings of directors</b></p> <p><b>140</b></p>	<p><b>(1)</b> A director who is entitled to participate in, including vote at, a meeting of directors or of a committee of directors may participate</p> <p style="padding-left: 40px;"><b>(a)</b> in person, or</p> <p style="padding-left: 40px;"><b>(b)</b> unless the memorandum or articles provide otherwise, by telephone or other communications medium if all directors <del>participating in</del><u>attending</u> the meeting <u>are able to participate in it</u>, whether by telephone, by other communications medium or in person, <del>are able to communicate with each other.</del></p> <p><u>(1.1) If the meeting is a fully electronic meeting, subsection (1) (a) does not apply to the meeting.</u></p>
<p><b>Location of general meetings</b></p> <p><b>166</b></p>	<p><u>A(1) Subject to subsections (2) and (3), a</u> general meeting of a company,</p> <p style="padding-left: 40px;"><b>(a)</b> subject to paragraph (b), must be held in British Columbia, or</p> <p style="padding-left: 40px;"><b>(b)</b> may be held at a location outside British Columbia if</p> <p style="padding-left: 80px;"><b>(i)</b> the location is provided for in the articles,</p> <p style="padding-left: 80px;"><b>(ii)</b> the articles do not restrict the company from approving a location outside of British Columbia for the holding of the general meeting and the location for the meeting is</p> <p style="padding-left: 120px;"><b>(A)</b> approved by the resolution required by the articles for that purpose, or</p> <p style="padding-left: 120px;"><b>(B)</b> if no resolution is required for that purpose by the articles, approved by ordinary resolution, or</p> <p style="padding-left: 80px;"><b>(iii)</b> the location for the meeting is approved in writing by the registrar before the meeting is held.</p> <p><u>(2) If the general meeting is a partially electronic meeting, subsection (1) applies to the location where persons attend the meeting in person.</u></p> <p><u>(3) If the general meeting is a fully electronic meeting, subsection (1) does not apply to the meeting.</u></p>

<p><b>Requisitions for general meetings</b></p> <p>167</p>	<p><b>(5)</b> On receiving a requisition that complies with subsections (2) and (3), the directors must, regardless of the memorandum or articles, call a general meeting to be held not more than 4 months after the date on which the requisition is received by the company to transact the business stated in the requisition and must, subject to subsection (7),</p> <p style="padding-left: 40px;"><b>(a)</b> send notice of the date, <u>and</u> time and <u>if applicable, the</u> location of that meeting at least the prescribed number of days, but not more than 4 months, before the meeting</p> <p style="padding-left: 80px;"><b>(i)</b> to each shareholder entitled to attend the meeting, and</p> <p style="padding-left: 80px;"><b>(ii)</b> to each director, and</p> <p style="padding-left: 40px;"><b>(b)</b> send, in accordance with subsection (6), to the persons entitled to notice of the meeting, the text of the requisition referred to in subsection (3) (a).</p> <p><u><b>(5.1)</b> If the requisitioned meeting is an electronic meeting, the notice referred to in subsection (5)(a) must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.</u></p> <p><b>(7)</b> The directors need not comply with <del>subsection</del> <u>subsections</u> (5) <u>and (5.1)</u> if</p> <p style="padding-left: 40px;"><b>(a)</b> the directors have called a general meeting to be held after the date on which the requisition is received by the company and have sent notice of that meeting in accordance with section 169,</p> <p style="padding-left: 40px;"><b>(b)</b> substantially the same business was submitted to shareholders to be transacted at a general meeting that was held not more than the prescribed period before the receipt of the requisition, and any resolution to transact that business at that earlier meeting did not receive the prescribed amount of support,</p> <p style="padding-left: 40px;"><b>(c)</b> it clearly appears that the business stated in the requisition does not relate in a significant way to the business or affairs of the company,</p> <p style="padding-left: 40px;"><b>(d)</b> it clearly appears that the primary purpose for the requisition is</p> <p style="padding-left: 80px;"><b>(i)</b> securing publicity, or</p> <p style="padding-left: 80px;"><b>(ii)</b> enforcing a personal claim or redressing a personal grievance against the company or any of its directors, officers or security holders,</p> <p style="padding-left: 40px;"><b>(e)</b> the business stated in the requisition has already been substantially implemented,</p> <p style="padding-left: 40px;"><b>(f)</b> the business stated in the requisition, if implemented, would cause the company to commit an offence, or</p> <p style="padding-left: 40px;"><b>(g)</b> the requisition deals with matters beyond the company's power to implement.</p> <p><b>(8)</b> If the directors do not, within 21 days after the date on which the requisition is received by the company, send notice of a general meeting in accordance with <del>subsection</del> <u>subsections</u> (5) <u>and (5.1)</u> of this section, the requisitioning shareholders, or any one or more of them holding, in the aggregate, more than 1/40 of the issued shares of the company that carry the right to vote at general meetings, may send notice of a general meeting to be held to transact the business stated in the requisition.</p> <p><b>(9)</b> A general meeting called, under subsection (8), by the requisitioning shareholders must</p> <p style="padding-left: 40px;"><b>(a)</b> be called in accordance with <del>subsection</del> <u>subsections</u> (5) <u>and (5.1)</u>,</p>
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	<p>(b) be held within 4 months after the date on which the requisition is received by the company, and</p> <p>(c) as nearly as possible, be conducted in the same manner as a general meeting called by the directors.</p>
<p><b>Notice of general meetings</b></p> <p>169</p>	<p>(1) Subject to sections 167 and 170, a company must send notice of the date, <u>and</u> time and <u>if applicable, the</u> location of a general meeting of the company at least the prescribed number of days but not more than 2 months before the meeting,</p> <p>(a) to each shareholder entitled to attend the meeting, and</p> <p>(b) to each director.</p> <p><u>(1.1) If the general meeting is an electronic meeting, the notice must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.</u></p> <p>(2) The accidental omission to send notice of any general meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting.</p>
<p><b>Participation at meetings of shareholders</b></p> <p>174</p>	<p>(1) Unless the memorandum or articles provide otherwise, a shareholder or proxy holder who is entitled to participate in, including vote at, a meeting of shareholders may do so by telephone or other communications medium if all shareholders and proxy holders <del>participating in</del> <u>attending</u> the meeting <u>are able to participate in it</u>, whether by telephone, by other communications medium or in person, <del>are able to communicate with each other.</del></p> <p>(2) <del>Nothing in subsection (1) obligates</del> <u>if a company holds a meeting of shareholders that is not an electronic meeting, the company is not obligated</u> to take any action or provide any facility to permit or facilitate the use of any communications medium at <u>the meeting.</u></p> <p><u>(2.1) If a company holds a meeting of shareholders that is an electronic meeting, the company must permit and facilitate participation in the meeting by telephone or other communications medium.</u></p> <p>(3) If one or more shareholders or proxy holders participate in a meeting of shareholders in a manner contemplated by subsection (1),</p> <p>(a) each such shareholder or proxy holder is deemed, for the purposes of this Act and of the memorandum and articles of the company, to be present at the meeting, and</p> <p>(b) the meeting is deemed to be held at the location <u>if any,</u> specified in the notice of the meeting.</p>
<p><b>Auditor's information to be presented at general meetings</b></p> <p>215(1)</p>	<p>(1) If the auditor <del>is present at</del> <u>attends</u> an annual general meeting, the auditor must answer questions concerning</p> <p>(a) the company's financial statements being placed before that meeting under section 185(1), and</p> <p>(b) the auditor's opinion on those financial statements as expressed in the report made under section 212(1)(a).</p>

	<p><b>(2)</b> At the request of any shareholder attending an annual general meeting, there must be read to the meeting the report of the auditor on those financial statements.</p>
<p><b>Right and obligation of auditors to attend meetings</b></p> <p><b>219(2)</b></p>	<p><b>(1)</b> The auditor of a company is entitled, in respect of a general meeting,</p> <p style="padding-left: 40px;"><b>(a)</b> to attend the meeting,</p> <p style="padding-left: 40px;"><b>(b)</b> to each notice and other communication, relating to the meeting, to which a shareholder is entitled, and</p> <p style="padding-left: 40px;"><b>(c)</b> to be heard at the meeting on any part of the business of the meeting that deals with matters with respect to which the auditor has a duty or function or has made a report.</p> <p><b>(2)</b> The auditor must <del>appear at</del> <u>attend</u> a meeting of the directors when requested to do so by the directors and after being given reasonable notice to do so.</p>
<p><b>Appointment and procedures of audit committee</b></p> <p><b>224(5)</b></p>	<p><b>(5)</b> The auditor of a company must be given reasonable notice of, and has the right to <del>appear before</del> <u>attend</u> and <del>to</del> be heard at, each meeting of the company's audit committee, and must <del>appear before</del> <u>attend a meeting of</u> the audit committee when requested to do so by the committee and after being given reasonable notice to do so.</p>
<p><b>Power to make regulations</b></p> <p><b>432(2)</b></p>	<p>Without limiting subsection (1) of this section, the Lieutenant Governor in Council may make regulations as follows:</p> <p><b>(v)</b> respecting</p> <p style="padding-left: 40px;"><b>(i)</b> the completion of proxies, and</p> <p style="padding-left: 40px;"><b>(ii)</b> the information that is to be contained in proxies;</p> <p><u><b>(v.1)</b> respecting meetings of directors or shareholders that are partially electronic meetings or fully electronic meetings, including</u></p> <p style="padding-left: 40px;"><u><b>(i)</b> prescribing requirements for notice of those meetings, and</u></p> <p style="padding-left: 40px;"><u><b>(ii)</b> prescribing procedures for voting at those meetings;</u></p> <p><u><b>(v.2)</b> prescribing circumstances in which a company must hold meetings of directors or shareholders that are fully electronic meetings, even if the company's memorandum or articles provide otherwise;</u></p>