

BILL 9 – 2021
FINANCE STATUTES
AMENDMENT ACT (No. 2), 2021

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:

Business Corporations Act

1 *Section 1 (1) of the Business Corporations Act, S.B.C. 2002, c. 57, is amended by adding the following definitions:*

“**electronic meeting**” means a fully electronic meeting or a partially electronic meeting;

“**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;

“**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; .

2 *Section 51.96 (2) is amended by striking out “discloses, in the prescribed manner,” and substituting “discloses in the prescribed manner, if any,”.*

3 *Section 51.994 (3) is amended by adding “, if any,” after “in the prescribed manner”.*

4 *Section 140 is amended*

(a) in subsection (1) (b) by striking out “participating in the meeting” and substituting “attending the meeting are able to participate in it” and by striking out “, are able to communicate with each other”, and

(b) by adding the following subsection:

(1.1) If the meeting is a fully electronic meeting, subsection (1) (a) does not apply to the meeting.

5 Section 166 is amended

- (a) by renumbering the section as section 166 (1),**
- (b) in subsection (1) by striking out “A general meeting” and substituting “Subject to subsections (2) and (3), a general meeting”, and**
- (c) by adding the following subsections:**
 - (2) If the general meeting is a partially electronic meeting, subsection (1) applies to the location where persons attend the meeting in person.
 - (3) If the general meeting is a fully electronic meeting, subsection (1) does not apply to the meeting.

6 Section 167 is amended

- (a) in subsection (5) (a) by striking out “the date, time and location” and substituting “the date and time and, if applicable, the location”,**
- (b) by adding the following subsection:**
 - (5.1) 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. , **and**
- (c) in subsections (7), (8) and (9) (a) by striking out “subsection (5)” and substituting “subsections (5) and (5.1)”.**

7 Section 169 is amended

- (a) in subsection (1) by striking out “the date, time and location” and substituting “the date and time and, if applicable, the location”, and**
- (b) by adding the following subsection:**
 - (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.

8 Section 174 is amended

- (a) in subsection (1) by striking out “participating in the meeting” and substituting “attending the meeting are able to participate in it” and by striking out “, are able to communicate with each other”,**

(b) by repealing subsection (2) and substituting the following:

(2) If a company holds a meeting of shareholders that is not an electronic meeting, the company is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting.

(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. , **and**

(c) in subsection (3) (b) by adding “, if any,” after “the location”.

9 Section 215 (1) is amended by striking out “is present at” and substituting “attends”.

10 Section 219 (2) is amended by striking out “appear at” and substituting “attend”.

11 Section 224 (5) is amended by striking out “appear before and to” and substituting “attend and” and by striking out “appear before the audit committee” and substituting “attend a meeting of the audit committee”.

12 Section 267.2 (2) (a) (i) (B) is repealed and the following substituted:

(B) subject to paragraph (b), articles that comply with section 12 (1) and (2) and, if the converted company is to be

(I) a community contribution company, section 51.92, or

(II) a benefit company, section 51.992, and .

13 Section 432 (2) is amended by adding the following paragraphs:

(v.1) respecting meetings of directors or shareholders that are partially electronic meetings or fully electronic meetings, including

(i) prescribing requirements for notice of those meetings, and

(ii) prescribing procedures for voting at those meetings;

(v.2) 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; .

Cooperative Association Act

14 Section 1 (1) of the Cooperative Association Act, S.B.C. 1999, c. 28, is amended by adding the following definitions:

“**electronic meeting**” means a fully electronic meeting or a partially electronic meeting;

“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;

“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; .

15 Section 36 (1) (b) is amended by striking out “appear” and substituting “attend the meeting” and by striking out “at the meeting”.

16 Section 43 (2) is amended by striking out “a meeting of the association or any adjournment of that meeting” and substituting “a meeting of the association, or any adjournment of that meeting, that is not an electronic meeting”.

17 Section 77 is amended

(a) in subsection (1) (b) by striking out “participating in the meeting” and substituting “attending the meeting are able to participate in it” and by striking out “, are able to communicate with each other”, and

(b) by adding the following subsection:

(1.1) If a meeting of directors is a fully electronic meeting, subsection (1) (a) does not apply to the meeting.

18 Section 113.2 (5) is amended by striking out “appear before and to” and substituting “attend and” and by striking out “appear before the audit committee” and substituting “attend a meeting of the audit committee”.

19 Section 118 (1) is amended by striking out “At any general meeting the auditor, if present,” and substituting “If the auditor attends a general meeting, the auditor”.

20 Section 144 is amended

(a) by adding the following subsection:

(0.1) This section applies if, due to circumstances prevailing among the membership, it is not possible to hold any general meeting,

(a) in the case of a meeting that is not a fully electronic meeting, at a place where a large portion of the membership is able to attend, or

(b) in any case, at a time when a large portion of the membership is able to attend. , **and**

(b) in subsection (1) by striking out “If, due to circumstances prevailing among the membership, it is not possible to hold any general meeting at a time when or place where a large portion of the membership is able to attend, an association” **and substituting** “An association”.

21 Section 146 is amended

(a) in subsection (4) (a) by striking out “the place, the day and the hour” **and substituting** “the day and hour and, if applicable, the place”, **and**

(b) by adding the following subsection:

- (5) If the meeting is an electronic meeting, the notices under this section 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.

22 Section 148 is amended

(a) by renumbering the section as section 148 (1),

(b) in subsection (1) by striking out “A meeting” **and substituting** “Subject to subsections (2) and (3), a meeting”, **and**

(c) by adding the following subsections:

- (2) If the meeting is a partially electronic meeting, subsection (1) applies to the location where persons attend the meeting in person.
- (3) If the meeting is a fully electronic meeting, subsection (1) does not apply to the meeting.

23 Section 149 is amended

(a) in subsection (1) (b) by striking out “participating in the meeting” **and substituting** “attending the meeting are able to participate in it” **and by striking out** “, are able to communicate with each other”,

(b) by adding the following subsection:

- (1.1) If the meeting is a fully electronic meeting, subsection (1) (a) does not apply to the meeting. ,

(c) by repealing subsection (2) and substituting the following:

- (2) If an association holds a meeting of members or investment shareholders that is not an electronic meeting, the association is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting.

(2.1) If an association holds a meeting of members or investment shareholders that is an electronic meeting, the association must permit and facilitate participation in the meeting by telephone or other communications medium. ,
and

(d) in subsection (3) (b) by adding “, if any,” after “the location”.

24 Section 194.26 is amended

(a) in subsection (1) (a) by striking out “and at a place” and substituting “and, if applicable, at a place”, and

(b) by adding the following subsection:

(1.1) If the meeting of creditors is an electronic meeting, the notices referred to in subsection (1) (a) and (b) must also contain instructions for attending and participating in the meeting by telephone or other communications medium.

25 Section 194.33 is amended

(a) in subsection (2) by striking out “the date, time, place and object of the meeting” and substituting “the object, date and time and, if applicable, the place”, and

(b) by adding the following subsection:

(2.1) If the final 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.

26 Section 211 (2) is amended by adding the following paragraphs:

(a.2) respecting meetings of directors, members, investment shareholders or creditors that are partially electronic meetings or fully electronic meetings, including

- (i) prescribing requirements for notice of those meetings, and
- (ii) prescribing procedures for voting at those meetings;

(a.3) prescribing circumstances in which an association must hold meetings of directors, members, investment shareholders or creditors that are fully electronic meetings, even if the association’s rules provide otherwise; .

Credit Union Incorporation Act

27 *Section 1 (1) of the Credit Union Incorporation Act, R.S.B.C. 1996, c. 82, is amended*

(a) by adding the following definitions:

“**electronic meeting**” means a fully electronic meeting or a partially electronic meeting;

“**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;

“**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; , *and*

(b) in the definition of “special resolution” in paragraphs (a) (ii) (B) and (C) and (b) (ii) (B) and (C) by striking out “in person”.

28 *Section 32.1 is amended*

(a) in subsection (1) (a) by striking out “and at a place” and substituting “and, if applicable, at a place”, and

(b) by adding the following subsection:

(1.1) If the meeting of creditors is an electronic meeting, the notices referred to in subsection (1) (a) and (b) must also contain instructions for attending and participating in the meeting by telephone or other communications medium.

29 *Section 37.1 is amended*

(a) in subsection (2) by striking out “the date, time, place and object of the meeting” and substituting “the object, date and time and, if applicable, the place”, and

(b) by adding the following subsection:

(2.1) If the final 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.

30 *Section 39.56 (6) is amended by striking out “appear before and to” and substituting “attend and” and by striking out “appear before the audit committee” and substituting “attend a meeting of the audit committee”.*

- 31 Section 39.61 (1) is amended by striking out “At any general meeting, the auditor, if present,” and substituting “If the auditor attends a general meeting, the auditor”.**
- 32 Section 48 (4) is amended by striking out “appear” and substituting “attend the meeting” and by striking out “at the meeting”.**
- 33 Section 71 is amended by adding “that is not an electronic meeting” after “meeting of a credit union”.**
- 34 Section 75 (1) is amended by striking out “and places” and substituting “and, if applicable, different places”.**
- 35 Section 76 (10) (a) is amended by striking out “a time and place” and substituting “a time and, if applicable, a place”.**
- 36 Section 78 is amended**
- (a) in subsection (2) (a) by striking out “the place, the day and the hour” and substituting “the day and hour and, if applicable, the place”, and**
- (b) by adding the following subsection:**
- (2.1) 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.
- 37 Section 79 is amended**
- (a) by renumbering the section as section 79 (1),**
- (b) in subsection (1) by striking out “A general meeting” and substituting “Subject to subsections (2) and (3), a general meeting”, and**
- (c) by adding the following subsections:**
- (2) If the general meeting is a partially electronic meeting, subsection (1) applies to the location where persons attend the meeting in person.
- (3) If the general meeting is a fully electronic meeting, subsection (1) does not apply to the meeting.

38 *The following section is added:*

Participation at general meetings

- 79.1** (1) Unless the rules of a credit union provide otherwise, a member who is entitled to participate in, including vote at, a general meeting of the credit union may do so by telephone or other communications medium if all members attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person.
- (2) If a credit union holds a general meeting that is not an electronic meeting, the credit union is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting.
- (3) If a credit union holds a general meeting that is an electronic meeting, the credit union must permit and facilitate participation in the meeting by telephone or other communications medium.
- (4) If one or more persons participate in a general meeting in a manner contemplated by subsection (1),
- (a) each of those persons is deemed, for the purposes of this Act and the credit union's rules, to be present at the meeting, and
 - (b) the meeting is deemed to be held at the location, if any, specified in the notice of the meeting.

39 *Section 83 is amended*

(a) in subsection (5) by striking out "A meeting of directors" and substituting "Subject to subsections (5.1) and (5.2), a meeting of directors", and

(b) by adding the following subsections:

- (5.1) If the meeting of directors is a partially electronic meeting, subsection (5) applies to the location where directors attend the meeting in person.
- (5.2) If the meeting of directors is a fully electronic meeting, subsection (5) does not apply to the meeting.

40 *Section 84.22 (2) is repealed and the following substituted:*

- (2) Unless the rules provide otherwise, a meeting of directors or of a committee of directors may be held by telephone or other communications medium if all directors attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person.
- (2.1) A director who participates in a meeting by telephone or other communications medium is deemed for the purposes of this Act and the credit union's rules to be present at the meeting.

- 41 *Section 86.1 (4) (a) is amended by striking out “vote in person” and substituting “vote personally” and by striking out “present in person” and substituting “present”.*
- 42 *Section 92 (1) (b) is amended by adding “, including electronic meetings,” after “attendance at meetings”.*

Financial Institutions Act

- 43 *Section 1 (1) of the Financial Institutions Act, R.S.B.C. 1996, c. 141, is amended by adding the following definitions:*

“electronic meeting” means a fully electronic meeting or a partially electronic meeting;

“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;

“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; .

- 44 *Section 107 is amended*

(a) in subsection (1) by striking out “the time and place” and substituting “the time and, if applicable, the place”, and

(b) by adding the following subsection:

(1.1) If a meeting ordered under subsection (1) is an electronic meeting, the directors of the financial institution must also provide the Authority with instructions for attending and participating in the meeting by telephone or other communications medium.

- 45 *Section 107 (1.1), as enacted by section 44 of this Act, is amended by striking out “Authority” and substituting “superintendent”.*

- 46 *Section 116 is amended by striking out “appear before” and substituting “attend” and by striking out “appear at” and substituting “attend”.*

47 Section 201.1 (1) is amended by adding the following paragraphs:

- (p.1) respecting general meetings of credit unions, and meetings of directors or creditors of credit unions, that are partially electronic meetings or fully electronic meetings, including
 - (i) prescribing requirements for notice of those meetings, and
 - (ii) prescribing procedures for voting at those meetings;
- (p.2) prescribing circumstances in which a credit union must hold general meetings, and meetings of directors or creditors, that are fully electronic meetings, even if the rules of the credit union provide otherwise; .

Societies Act

48 Section 1 of the Societies Act, S.B.C. 2015, c. 18, is amended by adding the following definitions:

“electronic meeting” means a fully electronic meeting or a partially electronic meeting;

“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;

“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; .

49 Section 42 (4) (b) is amended by striking out “at which the individual is present” and substituting “that the individual attends”.

50 Section 54 (1) is amended by adding “or in an electronic meeting” after “at any location”.

51 Sections 56 (2) (c) (i) and 62 (2) (b) are amended by striking out “present” wherever it appears and substituting “in attendance”.

52 Section 71 (3) is amended by striking out “March 31 of the calendar year immediately following that calendar year” and substituting “March 31, or if a later date is prescribed, that later date, in the following calendar year”.

53 Section 76 is amended

- (a) in subsection (1) by striking out “A general meeting” and substituting “Subject to subsections (2) to (4), a general meeting”,**
- (b) in subsection (2) by striking out “Despite subsection (1), a general meeting” and substituting “A general meeting”, and**
- (c) by adding the following subsections:**
 - (3) If a general meeting is a partially electronic meeting, subsections (1) and (2) apply to the location where persons attend the meeting in person.
 - (4) If a general meeting is a fully electronic meeting, subsections (1) and (2) do not apply to the meeting.

54 Section 77 is amended

- (a) in subsections (1) and (2) (a) and (b) by striking out “the date, time and location” and substituting “the date and time and, if applicable, the location”, and**
- (b) by adding the following subsection:**
 - (2.1) If a general meeting is an electronic meeting, the notices under this section 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.

55 Section 82 (4) is amended by striking out “present” wherever it appears and substituting “in attendance”.

56 Section 83 is amended

- (a) in subsection (1) by striking out “participating in the meeting” and substituting “attending the meeting are able to participate in it” and by striking out “, are able to communicate with each other”, and**
- (b) by repealing subsection (2) and substituting the following:**
 - (2) If a society holds a general meeting that is not an electronic meeting, the society is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting.
 - (2.1) If a society holds a general meeting that is an electronic meeting, the society must permit and facilitate participation in the meeting by telephone or other communications medium.

57 Section 120 is amended by striking out “is present at” and substituting “attends”.

58 Section 141 is amended

(a) in subsection (1) (a) by striking out “and at the location” and substituting “and, if applicable, at the location”, and

(b) by adding the following subsection:

- (1.1) If a meeting of the creditors of a society is an electronic meeting, the notices referred to in subsection (1) (a) and (b) must also contain instructions for attending and participating in the meeting by telephone or other communications medium.

59 Section 149 (2) is repealed and the following substituted:

- (2) If, within 30 minutes after the time set for holding a final general meeting under subsection (1), a quorum of voting members, as determined under section 82 [*quorum*], is not in attendance, the liquidator must adjourn the meeting to the same day and time in the next week and, if applicable, at the same location.
- (2.1) If the meeting adjourned under subsection (2) was an electronic meeting, the continuation of the adjourned meeting must be held in accordance with the instructions for attending and participating in the initial meeting by telephone or other communications medium that were contained in the notice for the initial meeting.
- (2.2) If, at the continuation of the meeting adjourned under subsection (2), a quorum is again not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members in attendance constitute a quorum for the purposes of that meeting.

60 Section 230 is amended by adding the following paragraphs:

- (j.1) respecting meetings of directors, members or creditors that are partially electronic meetings or fully electronic meetings, including
- (i) prescribing requirements for notice of those meetings, and
 - (ii) prescribing procedures for voting at those meetings;
- (j.2) prescribing circumstances in which a society must hold meetings of directors, members or creditors that are fully electronic meetings, even if the society’s bylaws provide otherwise; .

Transitional Provisions

Transition – *Business Corporations Act*

- 61** If, before this section comes into force, a company, as defined in section 1 (1) of the *Business Corporations Act*, provides notice of a meeting to be held on or after the date this section comes into force and provides the notice in accordance with item 2 of Schedule 1 [*Electronic Attendance at Corporate Meetings (COVID-19) Order*] of the *COVID-19 Related Measures Act*, that notice is deemed to be provided in accordance with the *Business Corporations Act*, as amended by this Act.

Transition – *Cooperative Association Act*

- 62** If, before this section comes into force, an association, as defined in section 1 (1) of the *Cooperative Association Act*, provides notice of a meeting to be held on or after the date this section comes into force and provides the notice in accordance with item 2 of Schedule 1 [*Electronic Attendance at Corporate Meetings (COVID-19) Order*] of the *COVID-19 Related Measures Act*, that notice is deemed to be provided in accordance with the *Cooperative Association Act*, as amended by this Act.

Transition – *Credit Union Incorporation Act*

- 63** If, before this section comes into force, a credit union provides notice of a meeting to be held on or after the date this section comes into force and provides the notice in accordance with item 3 of Schedule 1 [*Electronic Attendance at Credit Union Meetings (COVID-19) Order*] of the *COVID-19 Related Measures Act*, that notice is deemed to be provided in accordance with the *Credit Union Incorporation Act*, as amended by this Act.

Transition – *Societies Act*

- 64** If, before this section comes into force, a society, as defined in section 1 of the *Societies Act*, provides notice of a meeting to be held on or after the date this section comes into force and provides the notice in accordance with item 2 of Schedule 1 [*Electronic Attendance at Corporate Meetings (COVID-19) Order*] of the *COVID-19 Related Measures Act*, that notice is deemed to be provided in accordance with the *Societies Act*, as amended by this Act.

Consequential and Related Amendments

65 *The Acts listed in Column 1 of the Schedule to this Act are amended in the provisions listed opposite them in Column 2 by striking out “in person” wherever it appears and substituting “personally”.*

COVID-19 Related Measures Act

66 *The COVID-19 Related Measures Act, S.B.C. 2020, c. 8, is amended by repealing items 2 and 3 of Schedule 1.*

Commencement

67 The provisions of this Act referred to in column 1 of the following table come into force as set out in column 2 of the table:

Item	Column 1 Provisions of Act	Column 2 Commencement
1	Anything not elsewhere covered by this table	The date of Royal Assent
2	Section 12	By regulation of the Lieutenant Governor in Council
3	Section 45	By regulation of the Lieutenant Governor in Council

SCHEDULE

(Section 65)

Item	Column 1 Act being amended	Column 2 Provision
1	<i>Business Corporations Act, S.B.C. 2002, c. 57</i>	172 (1) (b) and (c) and (2) 173 (1) 178 187 (2) 189 (3) 289 (1) (d)
2	<i>Cooperative Association Act, S.B.C. 1999, c. 28</i>	1 (1) in the definitions of “ordinary resolution”, “separate resolution” and “special resolution” 44

Item	Column 1 Act being amended	Column 2 Provision
3	<i>Credit Union Incorporation Act</i> , R.S.B.C. 1996, c. 82	1 (1) in paragraphs (a) (ii) (A) and (b) (ii) (A) of the definition of “special resolution” 73 (1) (a) to (c)
4	<i>Financial Institutions Act</i> , R.S.B.C. 1996, c. 141	1 (1) in the definition of “special resolution”
5	<i>Societies Act</i> , S.B.C. 2015, c. 18	1 in the definitions of “ordinary resolution” and “special resolution”