

The following is a plain language explanation of the regulations of the *Co-operative Corporations Act* that have TEMPORARY replacement provisions. These provisions are in effect during the temporary suspension period only. The original regulation is referenced by hyperlink under each heading. View the full [Emergency Order O. Reg. 107/20 online](#).

## MEETING BY ELECTRONIC MEANS, MEETING NOTICE, VOTING

### **Meeting by Electronic Means**

#### [74 \(3\) to \(5\)](#)

All co-operatives, including non-profit housing co-operatives can hold electronic meetings, regardless of whether or not their articles or by-laws allow them. All members participating in the electronic meeting must be able to hear each other, and a member who votes at the meeting or establishes a communications link to the meeting is counted as present at that meeting.

Such meeting is deemed to be held at the place where the head office of the co-operative is located.

Definition of "telephonic or electronic means": Telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks, any other similar means or any other prescribed means.

### **Poll**

#### [74 \(3\)](#)

If a poll is required, refer to the co-operative's bylaws for how to conduct the poll. If there is nothing prescribed in the co-operative's bylaws for how to conduct a poll, the chair will decide how to conduct the poll.

### **Changes re Meeting After Notice Given**

#### [75 \(4\) \(New!\)](#)

*This section only applies to co-operatives who had already scheduled an in person Members Meeting (or AGM), for a date that would have fallen within the State of Emergency, AND have already sent their Notice to Members regarding that meeting, AND are now wishing to hold the meeting electronically.*

If you have already sent out your official Notice of Meeting to your members for a meeting that was scheduled for a date that falls during the state of emergency, you do not need to send another official Notice of Meeting to change the date, time or location of the meeting in order for it to be held electronically. However, members, shareholders and any other person entitled to receive the notice must be informed of the change in a manner and within a time that is reasonable in the circumstances.

## **Voting / Exception, Electronic Means**

[76 \(4\) and \(5\)](#)

Voting in person is suspended temporarily, and instead, whether or not the articles or by-laws of a co-operative, including a non-profit housing co-operative allow it, voting may take place by mail or by telephonic or electronic means.

## **TIME EXTENSION FOR ANNUAL MEETINGS**

### **Annual meetings, time extension**

[77 \(1\) to \(3\)](#)

Under normal circumstances, a co-operative must hold their AGM no later than eighteen months after its incorporation and then, not more than fifteen months after the previous AGM.

If the last possible date your AGM could be held, falls within the active state of emergency, you can postpone your AGM to a date within the 90 days following the final day of the state of emergency.

or

If the last possible date your AGM could be held, falls within 30 days after the state of emergency has been declared over you can postpone your AGM to a date within 120 days of the state of emergency being declared over.

## **ELECTION OF DIRECTORS BY ELECTRONIC MEANS**

### **Election of Directors and Method of Voting or Election**

[90\(1\) and 91\(1\)](#)

As always, the directors shall be elected by the members in general meeting, and the election shall be by ballot. Every member entitled to vote at an election of directors, if the member votes, shall cast at the election a number of votes equal to the number of directors to be elected, and the member shall distribute the votes among the candidates in such manner as the member sees fit, but no candidate shall receive more than one vote from each member.

Where a general meeting of members is held by telephonic or electronic means, the chair shall conduct the vote or election by ballot in the same manner prescribed above by electronic means or by an alternative method as directed by the chair.

## **BOARD AND EXECUTIVE MEETINGS**

### **Meetings by telephone**

[94 \(3\)](#)

Whether or not the by-laws or articles of a co-operative allow, any director may now participate in a meeting of the board of directors or of the executive committee telephone or other electronic means of which all persons participating in the meeting can hear each other. A director participating in a meeting this way, shall be deemed for the purposes of this Act to be present in person at that meeting.

## INFORMATION TO BE LAID BEFORE ANNUAL MEETING

### Information to be laid before annual meeting

#### 128 (1)

For an AGM that will be held on a date between March 17, 2020 and a date no later than 120 days after the state of emergency has ended, the directors shall lay before the meeting the following. NOTE: the only difference between these items and what is usually required under normal circumstances, is the removal of the requirement to hold your AGM within 6 months of completing your financial year end. All other requirements have remained the same.

- (a) a comparative financial statement relating separately to,
  - (i) the period that began on the date of incorporation and ended before the annual meeting or, if the co-operative has completed a financial year, that began immediately after the end of the last completed financial year and ended before such annual meeting, as the case may be, and
  - (ii) the period covered by the financial year next preceding such latest completed financial year, if any, made up of,
    - (iii) a statement of profit and loss for each period,
    - (iv) a statement of surplus for each period,
    - (v) a statement of patronage returns allocated to members during the year,
    - (vi) a statement of source and application of funds for each period, and
    - (vii) a balance sheet as at the end of each period;
- (b) the report of the auditor to the members; and
- (c) such further information respecting the financial position of the co-operative as the articles or by-laws of the co-operative require.

#### LEAD, CULTIVATE AND CONNECT

Co-operatives are a *different* kind of business model that are driven by people, planet and profit. The Ontario Co-operative Association (OCA) supports, develops, educates and advocates for Ontario's 1,500+ co-operative businesses.