



NATIONAL ASSEMBLY OF QUÉBEC

FIRST SESSION

FORTY-SECOND LEGISLATURE

Bill 36

**An Act to amend the Companies Act
concerning participation in and
decision making at meetings of legal
persons without share capital**

Introduction

**Introduced by
Mr. Eric Girard
Minister of Finance**

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EXPLANATORY NOTES

This bill makes amendments concerning participation in and decision making at meetings of the boards of directors and of members of legal persons without share capital.

It provides that, subject to any provisions to the contrary in the constituting acts or by-laws of such legal persons,

(1) directors or members, as applicable, will be able to take part in any meeting from separate locations using means enabling all participants to communicate directly with one another, without the consent of all the directors or members being required;

(2) participants in any assembly will be able to vote by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

The bill also recognizes that resolutions in writing signed by all the members are as valid as if they had been passed at a general meeting.

LEGISLATION AMENDED BY THIS BILL:

– Companies Act (chapter C-38).

Bill 36

AN ACT TO AMEND THE COMPANIES ACT CONCERNING PARTICIPATION IN AND DECISION MAKING AT MEETINGS OF LEGAL PERSONS WITHOUT SHARE CAPITAL

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

1. Section 89.2 of the Companies Act (chapter C-38) is amended

(1) by striking out “, if all the directors consent,”;

(2) by replacing “hear each other” by “communicate directly with one another”;

(3) by adding the following paragraph at the end:

“A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.”

2. Section 89.4 of the Act is amended by inserting “and general meetings” at the end.

3. This Act comes into force on (*insert the date of assent to this Act*).

