



On March 17, 2020, the Lieutenant Governor in Council declared a state of public health emergency in Alberta due to the COVID-19 pandemic. As individuals, corporations and other organizations were subsequently coping with the demands of social distancing, operating with fewer resources, and creating response plans for dealing with the pandemic, the Minister of Service Alberta issued a Ministerial Order on April 9, 2020 to provide some flexibility (the “Ministerial Order” or the “Order”).

This Ministerial Order temporarily modifies a number of legislative and regulatory provisions so that corporations, partnerships, societies and other groups may remain compliant with certain requirements, such as obligations to convene for in-person meetings. The Ministerial Order affects the following legislation, among others:

- *Business Corporations Act*, RSA 2000, c B-9 (“*BCA*”);
- *Companies Act*, RSA 2000, c C-21 (“*Companies Act*”);
- *Partnership Act*, RSA 2000, c P-3 (“*Partnership Act*”); and
- *Societies Act*, RSA 2000, c S-14 (“*Societies Act*”).

(collectively, the “*Acts*”)

I. ANNUAL GENERAL MEETINGS & OTHER IN-PERSON MEETINGS

The *BCA* (section 132), the *Companies Act* (section 149(1)), the *Societies Act* (section 25), the *Condominium Property Act* (section 30) and the *Cooperatives Regulation* (section 19(1)) all impose strict requirements that an entity hold an annual general meeting (“AGM”) within a set timeframe. The Ministerial Order recognizes the complications that arise with social distancing requirements, restrictions on gatherings, and the complexities of vote-taking during an AGM. As such, any obligation imposed by the Acts, outlined above, to convene an in-person AGM is suspended.

The Ministerial Order also suspends the obligation to convene other in-person meetings, as follows:

- Meetings of the directors of a corporation under section 104(1) of the *BCA*;
- General meetings convened by a developer or owner under section 29 of the *Condominium Property Act*;
- Special general meetings of a condominium corporation under section 30.1 of the *Condominium Property Act*;
- Meetings of the directors under section 56 of the *Cooperatives Act*;
- Special meetings to fill a vacancy pursuant to section 239 of the *Cooperative Act*; and
- Special meetings called by the directors of a cooperative under section 19(2) of the *Cooperative Regulation*.



Further, a meeting of a company under section 151 of the *Companies Act*, other than a meeting for the passing of a special resolution, may be conducted through remote means.

Nothing in the Ministerial Order precludes a corporation, company, society or cooperative from conducting a remote AGM or other meeting through videoconference, teleconference or other means. However, the Ministerial Order does not alter the rules in the *BCA* with respect to where a shareholders' meeting may take place. Because of this, a corporation's by-laws must state that a corporation is entitled to hold remote meetings in order for the corporation to do so. An organization should also review its by-laws or articles to be aware of how votes must be conducted.

II. IN-PERSON ACCESS TO PLACES OF BUSINESS & RECORD REQUEST

The *Acts* impose requirements with respect to in-person access to documents and registered offices or places of business. In light of safety and social distancing requirements, the Ministerial Order suspends the various provisions of the *Acts* which relate to in-person access to places of business or in-person meeting to inspect physical documents or records.

Nothing in the Ministerial Order prevents a person from requesting or receiving a document or record when that document can be provided in a way that does not require an in-person inspection. Please see Schedule "A" for a summary of the specific provisions affected.

III. REPORTS, ANNUAL RETURNS, OR RETURN TO THE REGISTRAR

The Ministerial Order also suspends obligations to send or make the following reports, annual returns, or returns to the Registrar:

- Annual returns under section 24 of the *Business Corporations Regulation*;
- Annual reports under section 162 of the *Companies Act*;
- Annual report of LLPs under section 4(2) of the *Partnership Regulation*; and
- Annual reports under section 26(2) of the *Societies Act*.

IV. EFFECT, OPERATION AND APPLICABILITY OF THE ORDER

This Ministerial Order took effect on April 9, 2020 and the provisions operate despite anything that states otherwise in the by-laws, articles, rules or memorandum of a corporation, company, partnership, cooperative or society.

Obligations which are suspended by the Ministerial Order resume and modifications made by this Order cease to have effect when the Ministerial Order lapses. Where a time period is suspended by this Order, the time period during the suspension is not counted *only if* the deadline



would have expired during the effectiveness of the Order. If the deadline expires after the effectiveness of the Order, there is no extension to the time period.

The Ministerial Order will continue until the earliest of 60 days after the Order in Council declaring a public health emergency in Alberta is terminated and the date the Ministerial Order is terminated by either the Minister of Service Alberta or the Lieutenant Governor in Council in Alberta.

To view a complete copy of the Ministerial Order follow this link:
<https://open.alberta.ca/dataset/ministerial-order-no-sa-009-2020-service-alberta>.



SCHEDULE “A”:
IN-PERSON ACCESS TO
PLACES OF BUSINESS & RECORD REQUEST

1. *Business Corporations Act*

- a. Section 20(6) – a corporation shall ensure its registered office and records offices are accessible to the public;
- b. Section 23(1), (3) and (4) – the directors, shareholders, and creditors of a corporation or any person may examine certain records during usual business hours;
- c. Section 24(2)(b) – the corporation shall provide facilities to enable a person entitled to examine a register or record to do so;
- d. Section 137(4) – a shareholder may examine a list of shareholders at the records office or at the meeting of the shareholders; and
- e. Section 157(2) – shareholders may examine financial statements of the corporation’s subsidiary bodies during usual business hours.

2. *Companies Act*

- a. Section 69(1) and (3) – the register of members shall be kept at the registered office of the company and be open to the inspection of any member during business hours. If inspection is refused, the company is guilty of an offence;
- b. Section 94(1) and (3) – the register of directors and managers shall be open to the inspection of any member during business hours. If inspection is refused, the company is guilty of an offence;
- c. Section 135(3)(a) – the books of account and accounting records shall be opened for inspection by any director during business hours; and
- d. Section 161(4) – the books containing the minutes of proceeding of any general meeting shall be kept at the registered office and be open to inspection of any member within business hours.

3. *Partnership Act*

- a. Section 28(j) – the partnership books are to be kept at the place of business of the partnership and each partner may have access to and inspect the books.
- b. Section 58(a) – A limited partner has the same right as has a general partner to inspect the books.

4. *Societies Act*

- a. Section 36(2) – a society shall keep the register of its members at its registered office and shall permit a member of the society to inspect the register during regular business hours.