

## Amendments to the Co-operative Corporations Act

The *Co-operative Corporations Act* was amended on **October 1, 2023** in accordance with Bill 91, Less Red Tape, Stronger Economy Act, 2023 – Schedule 8, [Found here](#).

Key highlights include:

1. The definition of “telephonic or electronic means” was amended and moved to subsection 1 (1) so that it applies for the purposes of the entire Act.
2. Various provisions of the Act enable certain persons or entities to inspect or examine specified records and, in some cases, to make extracts. Amendments are made to permit the inspection or examination of the records remotely at any time by means of any technology and to permit the making of extracts by such means. (See subsections 37 (3), 118 (1.1), 119 (1.1) and (1.2) and 135 (4) of the Act).
3. Amendments are made to provide that meetings of the members of a co-operative or of directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. The articles or by-laws may limit the manner or manners by which such meetings may be held and may specify requirements that apply. A members’ meeting held in such a manner must enable all persons entitled to attend the meeting to reasonably participate. A directors’ meeting held in such a manner must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. (See subsection 74 (3) to (7) and 94 (3) to (7) of the Act).

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4. Amendments were made to provide that a notice of a meeting of members or of directors is not required to specify a place of the meeting if it is to be held entirely by one or more telephonic or electronic means. (See subsections 75 (2.0.1) and 95 (3) of the Act).

5. Amendments are made to provide that if a person may attend a meeting of members or of directors by telephonic or electronic means, the notice must include instructions for attending and participating and, if applicable, voting by such means. (See subsections 75 (2.0.2) and 95 (4) of the Act).

6. Amendments are made to provide that, subject to the articles or by-laws of a co-operative, voting at a meeting of members must be by show of hands unless a poll is demanded. Unless the articles or by-laws of a co-operative provide otherwise, a vote cast before or at a meeting may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person. The methods of voting that may be permitted by the by-laws of a co-operative are set out. (See subsections 76 (4) to (8) of the Act).

7. The requirement that directors must be elected by paper ballot was removed. (See subsection 90 (1) of the Act).

8. A new provision sets out rules respecting the waiver of notice of a meeting of directors. (See subsection 95 (5) of the Act).

9. New rules are added with respect to written resolutions. A written resolution, signed by all directors of a co-operative entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the board of directors or of the executive committee. Certain exceptions are provided. A copy of the resolution must be kept with the minutes of proceedings. Provision is made respecting the proof of a resolution entered in the minutes of a meeting of directors. (See section 95.2 of the Act).

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10. An amendment is made to provide that where a record is required to be kept under the Act by a co-operative, it may be kept in any form. (See subsection 113 (1) of the Act).

11. Amendments are made to require the register of members and security holders to include their email addresses, if one is provided. (See section 114 of the Act).

12. Amendments are made to provide that the auditor of a co-operative is entitled to receive notice of every meeting of the audit committee and of the board of directors on matters relating to the auditor's duties. The amendments also provide that attendance at either kind of meeting is at the expense of the co-operative. (See subsections 138 (4) and (6) of the Act).

13. Amendments are made with respect to the notice requirements that apply when the termination of a member's membership and occupancy rights will be considered at a meeting of the board of directors. (See subsection 171.8 (2) of the Act).

14. The Minister is authorized to make regulations governing the inspection and examination of specified records and governing transitional matters. (See subsection 186 (2.1) of the Act).

All of the above amendments came into force on October 1, 2023.

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