

Direction of the Minister
under a Declared State of Emergency
(Section 14 of the *Emergency Management Act*)
20-009

Under my authority in Section 14 of the *Emergency Management Act*, I order that this Direction (20-009) repeal and replace the Direction (20-004) regarding shareholder or member meetings issued on April 11, 2020.

During the Provincial State of Emergency declared on March 22, 2020, and under the authority provided to me in Section 14 of the *Emergency Management Act*, in addition to any other directives I have issued and not repealed or otherwise terminated, effective immediately I direct the following:

- A.) all companies incorporated under the Companies Act;
- B.) all co-operatives incorporated under the Co-operative Associations Act;
- C.) all societies incorporated under the Societies Act; and
- D.) all other companies, corporations, co-operatives, societies or other bodies corporate incorporated by or under the laws of the Province of Nova Scotia or otherwise; including but not limited to condominium corporations and statutory corporate boards;

shall not hold any statutorily required shareholder or member meeting in-person if the restrictions on gathering size and physical distancing, or any other applicable conditions in the current HPA order cannot be met.

If the conditions set out above cannot be met, then in place of a required in-person meeting above, whether or not such is otherwise permitted or provided for or by any other applicable law including an enactment, article, bylaw or governing agreement, I direct that the options provided below shall be permitted:

1. Virtual Meeting Option

A virtual meeting, or hybrid of a virtual and in-person meeting, may be held in the place of a required in-person meeting where the persons entitled or permitted to participate have access to the telephonic, electronic or other

communication facility which is to be used and where a virtual meeting is held:

- (i) it shall be deemed an in-person meeting for the purposes of any law of the Province of Nova Scotia including an enactment, article, bylaw or governing agreement;
- (ii) a person entitled or permitted to be present who, through telephonic or electronic means, votes at or establishes a communications link to the meeting shall be deemed to be present at the meeting;
- (iii) it shall be deemed to be held at the place where permitted in accordance with an enactment, article, bylaw or governing agreement;
- (iv) where consistent with this directive, all other requirements for a meeting should be met including, but not limited to, quorum, record, and notice ; and
- (v) the telephonic, electronic or other communication facility used for the meeting permits all participants to communicate adequately with each other during the meeting.

2. Meeting Deferral Option

A required in-person meeting can be deferred, without penalty or recourse, for a period of up to 90 calendar days after the last date of the declared state of emergency, and where a meeting is deferred all person entitled or permitted to be present for the meeting must:

- (i) be notified in advance of the date of the meeting as required by the applicable law for the corporate body including an enactment, article, bylaw or governing agreement, and where none is provided no less than 7 calendar days advanced notice; and
- (i) be provided the notice by any method permitted by the applicable law for the corporate body including an enactment, article, bylaw or governing agreement.

Please note that these directions are in addition to any requirements established in a Medical Officer's order under the *Health Protection Act*.

A failure to comply with this direction could result in a summary conviction with fines between \$500 to \$10,000 for individuals and up to \$100,000 for a corporation per incident.

This direction will remain in place for the duration of the Provincial State of Emergency unless it is terminated in writing by me earlier.

Dated July 9, 2020.

original signed by

Hon. Chuck Porter
Minister of Municipal Affairs and Housing