

## Regulations and other Acts

Gouvernement du Québec

**O.C. 909-2010**, 3 November 2010

Business Corporations Act  
(2009, c. 52)

### Shareholder proposals

Regulation respecting shareholder proposals

WHEREAS section 489 of the Business Corporations Act (2009, c. 52) provides that the Government may, by regulation, among other things, determine the conditions on which a shareholder proposal is to be presented;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (R.S.Q., c. R-18.1), a draft of the Regulation respecting shareholder proposals was published in Part 2 of the *Gazette officielle du Québec* of 21 July 2010 with a notice that it could be made by the Government on the expiry of 45 days following that publication;

WHEREAS the 45-day period has expired;

WHEREAS it is expedient to make the Regulation without amendments;

IT IS ORDERED, therefore, on the recommendation of the Minister of Finance:

THAT the Regulation respecting shareholder proposals, attached to this Order in Council, be made.

GÉRARD BIBEAU,  
*Clerk of the Conseil exécutif*

### Regulation respecting shareholder proposals

Business Corporations Act  
(2009, c. 52, s. 194, 2nd par., s. 195, 1st par., s. 197, 1st par., s. 200, pars. 1, 4 and 5, s. 201, s. 203, s. 489, pars. 4 to 9)

**1.** A shareholder or beneficiary may not, under section 194 of the Business Corporations Act (2009, c. 52), present more than 5 proposals for a shareholders meeting.

**2.** The period referred to in the first paragraph of section 195 of the Business Corporations Act is 6 months before the day on which the proposal is submitted; the number and value of the outstanding shares referred to in that paragraph are 1% and \$2,000, respectively.

The shares are appraised at their fair market value.

**3.** The proposal and the attached statement must together not exceed 500 words.

**4.** The period referred to in paragraph 1 of section 200 of the Business Corporations Act is 90 days before the expiry of 1 year after the date of the notice of meeting for the last annual meeting sent to the shareholders.

The period referred to in paragraph 4 of that section is 2 years.

The period referred to in paragraph 5 of that section is 5 years; the minimum amount of support referred to in that paragraph is, as the case may be,

(a) 3% of the total number of shares whose voting right was exercised, if the proposal was presented at only one annual shareholders meeting;

(b) 6% of the total number of shares whose voting right was exercised during the last presentation of the proposal to the holders, if the proposal was presented at 2 annual shareholders meetings;

(c) 10% of the total number of shares whose voting right was exercised during the last presentation of the proposal to the holders, if the proposal was presented at at least 3 annual shareholders meetings.

**5.** The period referred to in section 201 of the Business Corporations Act is 2 years after the meeting referred to in that section was held.

**6.** The period referred to in section 203 of the Business Corporations Act is 21 days as of the receipt of the proposal.

**7.** This Regulation comes into force on 14 February 2011.