

Practical Guide on Remote General Meetings

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RGCCQ

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A practical guide for holding a remote general meeting of co-owners

On April 26, 2020, The Quebec government published Order 2020-029 which authorizes general-meetings of co-owners be held through other forms than in person. “They may be held using a means that enables all members to communicate with each other immediately.” If a “secret ballot is required, it may be held by any means of communication agreed on by all persons who are entitled to vote or, failing that, by any means enabling both that votes be gathered in a way that they may be verified afterwards and the preservation of the secret nature of the vote.”

This decree temporarily broadens the forms under which general meetings of co-owners can be held. However, it does not replace the provisions of the Civil Code of Quebec or the declaration of co-ownership. If you hold a remote general meeting pursuant to this decree, you must continue to respect these requirements at all times.

The following are our recommendations and guidelines for holding remote general meetings. We hope that they will bring some clarity to this novelty.

Do you need a remote general meeting?

Order 2020-029, which authorizes remote general meetings, will be in force until the government or the Minister of Health and Social Services amend or terminate it. This is a decree made in response to an exceptional situation and will not be a permanent measure.

As result, it is important to question the urgent and essential nature of the general meetings. The decree does not limit the subjects which may be addressed therein, but the RGCQ recommends holding a general meeting only if it is urgent and/or essential to the co-ownership (for example, to consult the co-owners for a special assessment or urgent work).

At this time, we do not recommend calling a remote general meeting to deal with routine matters (for instance the election of directors or consultation on the budget).

Prerequisites for holding a general meeting

Before holding a remote general meeting, you must ensure that you meet the criteria established by the decree. It is necessary:

- that all members can communicate immediately with one another;
- to be able to conduct a secret vote that allows the verification of the votes after the meeting without compromising their secrecy.

Immediate communication between the co-owners

The first criterion is that meetings be “held using a means that enables all members to communicate with each other immediately.”

To achieve this, we recommend that you provide two methods of participation to the meeting, by Internet and by telephone. Most existing video conferencing services offer these two options.

To ensure that your general meeting runs smoothly and to allow all interested co-owners to participate, you should distribute an operational (or instruction) guide on the tools you will be using. Before the meeting, you could also organize a remote training session regarding these tools to interested co-owners.

Support a secret vote

Tallying and archiving secret votes is the most difficult criterion to meet. Generally speaking, the voting procedure during general meetings is not secret, unless requested otherwise.

To work around this problem, you could propose as the first resolution on the Agenda, to not hold any secret votes during the meeting. If this resolution is accepted, you will not have to worry about the details regarding the secret ballot.

If not, you will need to find a system that allows you to count both the number of votes for every co-owner, and to tally the results of the votes while keeping them secret.

Several specialized online solutions exist for holding remote meetings. However, we do not yet know their detailed operation and if they support secret voting.

Once you meet these two criteria, you can proceed with convening your general-meeting.

Convening a general meeting

The fact that a general meeting is held remotely has no impact on the procedures for convening a general meeting. The same deadlines and procedures applicable during “traditional” meetings apply.

However, the Notice of general meeting should include the following additional information:

- The hyperlink to connect to the meeting;
- The telephone number by which to join the meeting;
- The connection and voting instructions for the meeting;
- The information and connection method for the training offered on the tools relating to the general meeting, if applicable;
- A template and instructions for proxies.

Executing the meeting

Attendance

The general meeting of co-owners is not a public meeting. You will therefore need to ensure that only authorized persons can participate. Here are our recommendations for achieving this:

- You must send a unique username and password to each co-owner. You must account for every co-owner. For instance, if there are two co-owners in the same unit, sending one username for this unit will not suffice;
- Representatives who are co-owners in your co-ownership who have received a power of attorney from one or more co-owners may log in with their own identifiers. They do not need to log in with the credentials of the people who gave them the proxies to validate their votes;
- Third-party representatives, i.e. people residing outside the co-ownership, who have received a power of attorney from one or more co-owners will have to log in with the identifiers of one of the co-owners who has provided a power of attorney to them.

Taking votes

We have already addressed the issue of secret voting. A dedicated tool should be used to guarantee the confidentiality, archiving and tally of these votes.

Managing “ordinary votes,” which are generally held by show of hands, is much simpler since you can consult the co-owners verbally. However, it will be necessary to keep a register of votes in order to be able to verify the information after the meeting.

Just as it is the case during "traditional" meetings, the results of each vote should be communicated promptly throughout the meeting.

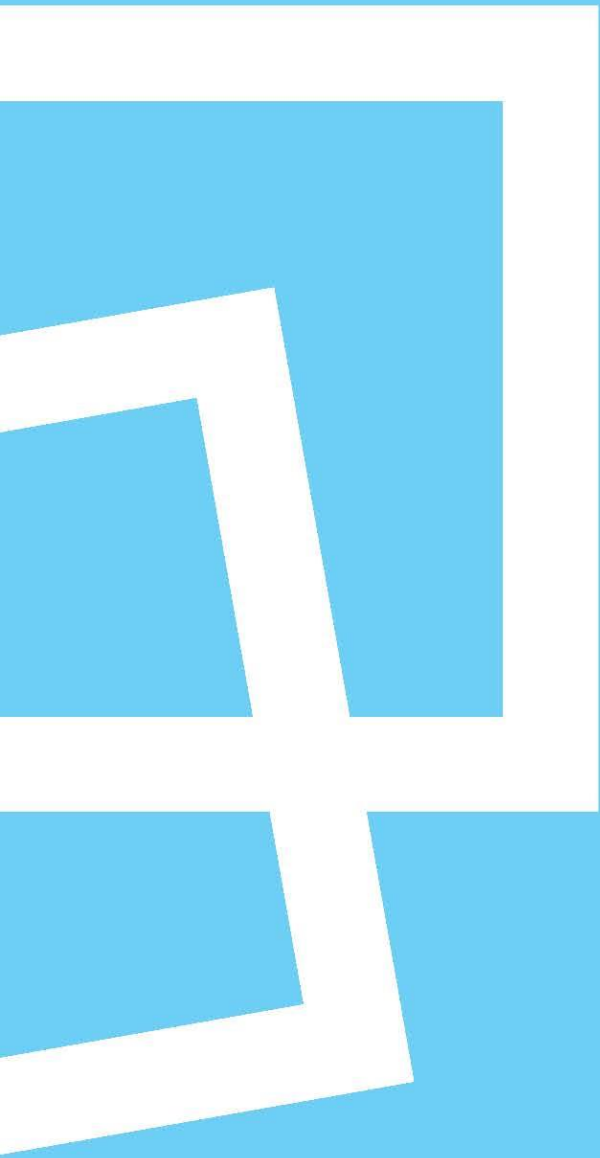
Technical aspects to take into consideration

Operating remotely implies the need for adapting the tools and methods you would normally use during “traditional” meetings. To ensure that your meeting runs smoothly and complies with the provisions of the Civil Code of Quebec and the declaration of co-ownership, you should plan the following:

- Record the whole meeting;
- Take every precaution to avoid an interruption in the broadcast as a result of poor Internet connection;
- Allow the chairman of the meeting to grant or withdraw a right to speak to the co-owners;
- Calculate the quorum in real time.

To further facilitate the course of the meeting, here are some additional recommendations:

- Manage everyone's speaking time, even timing them if necessary;
- Allow the chairman of the meeting to make a queue of the co-owners requesting speaking time;
- Display, at all times, the chairman of the meeting's computer screen demonstrating the documents being addressed and broadcast them to the co-owners (who participate via videoconference);
- Display on the screen the results of the votes, when available;
- Remove the item "Varia" or "Miscellaneous" from the Agenda to speed up the meeting.



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