

**For Immediate Release**  
**January 31, 2023**

### **The CSA Exempts CBCA-Incorporated Reporting Issuers from Director Election Form of Proxy Requirement**

**Toronto** – The Canadian Securities Administrators (CSA) today [published an exemption](#) for reporting issuers incorporated under the *Canada Business Corporations Act* (CBCA) from the form of proxy requirement for the uncontested election of directors.

“The exemption aims to clarify applicable rules by exempting CBCA-incorporated reporting issuers from the requirement under securities legislation to specify that securities be “voted” or “withheld” from voting in the form of proxy for the uncontested election of directors where these issuers comply with the applicable requirements under the CBCA and associated regulations” said Stan Magidson, ASC Chair and Chief Executive and CSA Chair.

The CSA has implemented the relief through local blanket orders that are substantively harmonized across the country. The blanket orders exempt CBCA-incorporated reporting issuers from the director election form of proxy requirement in subsection 9.4(6) of NI 51-102 *Continuous Disclosure Obligations* (NI 51-102) in respect of the uncontested election of directors.

On August 31, 2022, amendments to the CBCA and associated regulation came into effect that generally require “majority voting” for each candidate nominated for director in uncontested director elections of CBCA-incorporated reporting issuers. Where majority voting applies, the form of proxy required by the CBCA must provide shareholders with the option to specify whether their vote is to be cast “for” or “against” each candidate nominated for director, rather than “voted” or “withheld” from voting as required by subsection 9.4(6) of NI 51-102.

The CSA is considering whether future proposed amendments to subsection 9.4(6) of NI 51-102 are appropriate. Any such amendments would be adopted by the CSA through the normal rule-making procedures on a coordinated basis.

CSA Staff Notice regarding [CSA Coordinated Blanket Order 51-930 Exempting Reporting Issuers Incorporated under the Canada Business Corporations Act from the Director Election Form of Proxy Requirement](#) and the local blanket orders can be found on [CSA members’ websites](#).

The CSA, the council of securities regulators of Canada’s provinces and territories, coordinates and harmonizes regulation for the Canadian capital markets.

**For media inquiries, please contact:**

Ilana Kelemen Canadian Securities Administrators <a href="mailto:media@acvm-csa.ca">media@acvm-csa.ca</a>	Tari Stork Ontario Securities Commission <a href="mailto:media_inquiries@osc.gov.on.ca">media_inquiries@osc.gov.on.ca</a>
---	---

**For investor inquiries, please [contact your local securities regulator](#).**