



Memo

To: Georgia Corporations

From: Georgia Secretary of State Brad Raffensperger

Date: March 18, 2020

Re: Annual Meetings of Georgia Corporations

Due to the current public health concerns related to COVID-19, our office is receiving inquiries regarding the requirements of annual meetings for Georgia profit corporations and nonprofit corporations. Pursuant to O.C.G.A. Sections 14-2-701 and 14-3-701, Georgia profit corporations and Georgia nonprofit corporations, respectively, are required to hold their annual meetings at “the place stated in or fixed in accordance with the bylaws.” However, these Code sections do not specifically prohibit virtual or telephone attendance of annual meetings.

The SEC has issued helpful staff guidance that companies contemplating virtual or teleconference meetings should review. Our office believes that guidance is consistent with Georgia law. The SEC guidance is below.

SEC Staff Guidance on “Virtual” Shareholder Meetings

<https://www.sec.gov/ocr/staff-guidance-conducting-annual-meetings-light-covid-19-concerns>

The staff understands that some issuers are contemplating the possibility of conducting a “virtual” shareholder meeting through the internet or other electronic means in lieu of an in-person meeting. The ability to conduct a “virtual” meeting is governed by state law, where permitted, and the issuer’s governing documents. Robust disclosures that facilitate informed shareholder voting are just as important for a “virtual” meeting or “hybrid” meeting (*i.e.*, an in-person meeting that also permits shareholder participation through electronic means) as they are for an in-person meeting.

To the extent an issuer plans to conduct a “virtual” or “hybrid” meeting, the staff expects the issuer to notify its shareholders, intermediaries in the proxy process, and other market participants of such plans in a timely manner and disclose clear directions as to the logistical details of the “virtual” or “hybrid” meeting, including how shareholders can remotely access, participate in, and vote at such meeting. For issuers that have not yet filed and delivered their definitive proxy materials, such disclosures should be in the definitive proxy statement and other soliciting materials. Issuers that have already filed and mailed their definitive proxy materials would not need to mail additional soliciting materials (including new proxy cards) solely for the purpose of switching to a “virtual” or “hybrid” meeting if they follow the steps described above for announcing a change in the meeting date, time, or location.