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# State of Rhode Island and Providence Plantations

Gina M. Raimondo
Governor

## EXECUTIVE ORDER

## 20-22

## April 10, 2020

## NINETEENTH SUPPLEMENTAL EMERGENCY DECLARATION – SHAREHOLDER MEETINGS

**WHEREAS**, on March 9, 2020, I declared a state of emergency due to the dangers to health and life posed by COVID-19 and activated the state disaster emergency plan;

**WHEREAS**, on March 22, 2020, I ordered that all gatherings of more than ten (10) people in any public or private space such as an auditorium, stadium, arena, large conference room, meeting hall, library, theater, place of worship, parade, fair, or festival, are prohibited;

**WHEREAS**, on March 28, 2020, in response to continued increases in cases of COVID-19 in the State, I ordered that the number of people permitted at any gathering in a public or private space be reduced to no more than five (5) people and, whereas, the need to reduce mass gatherings continues to exist;

**WHEREAS**, such measures, while essential for public health, could interfere with the ability of companies, including companies incorporated in the State, to hold shareholder meetings at which large numbers of persons gather in the same location, particularly those that scheduled meetings prior to the issuance of executive orders limiting public gatherings or are preparing to issue shareholder notices for upcoming meetings;

**WHEREAS,** § 30-15-9(e)(7) of the Rhode Island General Laws authorizes the Governor, during the effective period of a declared emergency, to control ingress and egress to and from a high-risk area, the movement of persons within the area, and the occupancy of premises therein; and

**WHEREAS,** § 7-1.2-701 of the Rhode Island General Laws allows shareholders to participate in annual and special meetings through means of remote communication.

**NOW, THEREFORE, I, GINA M. RAIMONDO,** by virtue of the authority vested in me as Governor of the State of Rhode Island and Providence Plantations, pursuant to Article IX of the Rhode Island Constitution and the Rhode Island General Laws, including, but not limited to, Title 30, Chapter 15, do hereby order and direct the following:

1. Notwithstanding the requirements of § 7-1.2-702 of the Rhode Island General Laws, any corporation which, as of the effective date of this Order or within 10 days thereafter, has provided written notice to its shareholders of an annual or special meeting to be held at a physical location within this state may notify shareholders of a change from a meeting to be held in a specified location to a meeting to be held solely by remote communication pursuant to the terms of this Order and without mailing further written notice, provided that the date and time of the meeting remains the same and the corporation:

    a. Issues a press release announcing the change through media reasonably expected to reach or be disseminated to the corporation's shareholders;

    b. Causes notice of the meeting change to be posted on its website; and

    c. Takes all other reasonable steps to notify shareholders of the change.

This Order shall take effect immediately and shall remain in full force and effect until May 8, 2020 unless renewed, modified or terminated by subsequent Executive Order.

So Ordered:

Gina M. Raimondo
Governor