SUPREME COURT OF YUKON

Citation: *Matre et al v. Crew Gold Corporation*, 2011 YKSC 75

Date: 20111014
S.C. No. 10-A0157
Registry: Whitehorse

Between:

Certain Shareholders Of Crew Gold Corporation, namely Jostein Matre, Rolf Matre, Bjørn Bremnes, Bjørn Rygge, Cahe Finans AS, Dag Vidar Lorgen, Davilo NUF, Frank Holmen, Geir Atle Leirvik, Gunnar H. Eide, Hans Petter Trondsen, Harald Lindahl, Marius Husby, Otto Bragge, Rune Sagebakken, Simon Brendhagen Jensen, Sky High Risk AS, Stiftelsen P22 and Thure Trykk AS

Petitioners

And

Crew Gold Corporation

Respondent

Before: Mr. Justice R.S. Veale

Appearances:

Karen L. Carteri	Counsel for the Petitioners
Robert Cooper and Miranda L. Lam	Counsel for the Respondent

REASONS FOR JUDGMENT

INTRODUCTION

[1] Certain Norwegian shareholders of Crew Gold Corporation ("Crew Gold") seek a declaration that they are dissenting shareholders pursuant to s. 193 of the *Business Corporations Act*, R.S.Y. 2002, c. 20 ("*YBCA*") and the Interim Order of Mr. Justice Gower dated November 5, 2010 ("the Interim Order").

[2] The Interim Order gave effect to a Plan of Arrangement that contemplated the transfer of shares from Crew Gold's minority shareholders to Nord Gold (Yukon) Inc.

and Nord Gold NV (collectively, Nord Gold). The Interim Order permitted all shareholders to vote on the transfer, but dissent rights were limited to registered shareholders who gave a written notice of dissent.

[3] Each of the petitioners is a beneficial shareholder who gave the appropriate notice of dissent in their own name. However, in this case, the Royal Bank of Canada was the registered shareholder for all of the petitioners. Because they were not registered shareholders, Crew Gold does not recognize the dissents filed by the petitioners. The petitioners take the position that the material they received from Crew Gold was ambiguous and confusing with respect to the exercise of their rights, and that a strict application of the dissent notice procedure contemplated in the Interim Order would be 'intolerably unfair'.

BACKGROUND

[4] Crew Gold is a gold mining company with operations and exploration projects in Guinea. One of its principal assets is the LEFA Gold Mine in Guinea which produced 138,081 ounces of gold for the three quarters ending September 30, 2010.

[5] Crew Gold was originally incorporated on March 31, 1980, under the name Ryan Energy Corporation through the *Companies Act* of British Columbia. Since January 28, 2000, Crew Gold has been registered as a corporation in the Yukon and subject to the *YBCA*.

[6] In 2009, Crew Gold experienced financial difficulties and undertook a restructuring. Following the restructuring, Crew Gold shares became increasingly concentrated in the hands of a few major shareholders. As of July 2010, more than 93% of Crew Gold's common shares were in the control of Crew Gold's two largest shareholders, namely Nord Gold and Endeavour Mining Corporation. In August 2010,

Endeavour Mining Corporation sold its shares to Nord Gold for the purchase price of $215 million US or $4.65 US per share, resulting in Nord Gold's ownership and control of 99,845,009 common shares, or just over 93% of the issued and outstanding Crew Gold shares.

[7] Shortly thereafter, on November 5, 2010, a Plan of Arrangement allowing Nord Gold to acquire the remaining Crew Gold shares was drawn up between Crew Gold and Nord Gold. This Plan of Arrangement was subject to court approval per the *YBCA* and became the subject of the Interim Order. On January 7, 2011, following a special meeting of Crew Gold shareholders on December 7, 2010, the Plan of Arrangement was approved by a Final Order of this court, and Nord Gold acquired all of the issued and outstanding common shares of Crew Gold. Crew Gold ceased to be a reporting issuer in Ontario and British Columbia. Until the completion of the plan of arrangement on January 7, 2011, Crew Gold shares traded on the Toronto Stock Exchange (TSX) and the Oslo Stock Exchange (OSE) under the trading name CRU.

THE PLAN OF ARRANGEMENT AND THE INTERIM ORDER

[8] The November 2010 Plan of Arrangement essentially contained a proposal by Nord Gold to purchase the remaining shares of Crew Gold for $4.65 US each. Following Nord Gold's earlier purchase of the shares held by Endeavour Mining Corporation, these remaining shares were all held by minority shareholders, including the petitioners in this action.

[9] The terms of Nord Gold's acquisition of the remaining shares of Crew Gold were set out in a court-approved arrangement pursuant to s. 195 of the *YBCA*. The Board of Crew Gold, controlled by Nord Gold, passed a resolution approving the arrangement. To become effective, however, the arrangement also had to receive the approval of

$66^{2/3}$% of Crew Gold's shareholders. In the terms of its Interim Order, this court required a special meeting of Crew Gold's shareholders for a vote on the proposed arrangement.

DISSENTING SHAREHOLDERS' RIGHTS

[10] As it was a forgone conclusion that Nord Gold would vote to approve the arrangement, the minority shareholders' right to dissent in s. 193 of the *YBCA* took on a fundamental importance. The issue for potential dissenting shareholders was whether $4.65 US represented "the fair value" of the Crew Gold shares.

[11] The Interim Order directed that a special meeting of the shareholders of common shares in Crew Gold take place in Vancouver, British Columbia on December 7, 2010. Any dissenting shareholders were to submit a written Notice of Dissent to the arrangement before that meeting.

[12] Paragraph 17 of the Interim Order set out the rights of dissent for *registered* shareholders, and in subsections (f) and (g) stated:

> (f) registered Shareholders shall be the only persons with a right to dissent in respect of the Arrangement Resolution;
>
> (g) the delivery by a shareholder of a notice pertaining to the exercise of a Dissent Right does not deprive such shareholder of its right to vote at the meeting, however, a vote in favour of the Arrangement Resolution will result in a loss of its Dissent Right.

[13] Some explanation of the *YBCA* is required at this point. Section 193 of the *YBCA* does not specifically limit the right to dissent to only *registered* shareholders, however there is a substantial body of caselaw that indicates that only registered shareholders are entitled to dissent rights: see *Lake & Co. v. Calex Resources Ltd.* (1996), 139 D.L.R. (4^{th}) 35 (Alta. C.A.) and analysis within.

[14] Section 193 of the *YBCA* refers throughout to "a holder of shares" and "a dissenting shareholder" but ss. 193(3) and (4) state the following with respect to a dissenting shareholder's registration status and rights:

> (3) In addition to any other right, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.
>
> (4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the dissenting shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

REGISTERED AND BENEFICIAL SHAREHOLDERS

[15] This background information was provided by Crew Gold.

[16] In the buying and selling of shares on the various modern stock exchanges, it is not efficient to have shares registered in the names of the beneficial shareholders who actually own the shares. Rather, shares are held in the names of clearing agencies, securities dealers, banks or trust companies so that the shares can be easily sold or transferred in the stock exchange.

[17] In Canada, shareholdings may appear on a share register in the shareholders' names directly, or shares may be held via a nominee, in which case the shares are registered with the Canadian Depository of Securities Limited (the CDS), Canada's centralized securities registry. Similarly, the OSE Listing Rules require that all shares admitted to trading on the OSE must be registered in the Norwegian Central Securities Depository (the VPS) which is Norway's paperless centralized securities registry.

[18] The share register of Crew Gold is maintained by Computershare Ltd. Computershare Ltd. receives information from the CDS in order to maintain the share register of Crew Gold. CDS is obliged, pursuant to National Policy # 41, to disseminate any information from Crew Gold to all registered shareholders. In the case where the registered shareholder is a nominee, such as a bank, the nominee is generally required to disseminate all information it receives from the corporation to the beneficial shareholders it represents.

[19] National Policy Statement #41 ("Shareholder Communication") was written to address potential problems with the delivery of information to non-registered shareholders:

> Obligations under corporate and securities legislation to send information to and to accept votes from shareholders are cast as obligations in respect of registered security holders. However, market efficiency exerts strong pressure for the registration securities in the names of either clearing agencies or financial intermediaries (or their nominees).
>
> ...
>
> The Canadian Securities Administrators recognize the right of non-registered holders to receive the materials and voting rights that reporting issuers are currently required by corporate and securities legislation to provide to registered shareholders. This Policy Statement provides a framework to ensure that certain materials, i.e. those materials relating to meetings of security holders, including proxies and audited annual financial statements, will be provided to those non-registered holders of securities of reporting issuers.

[20] In Norway, to allow for the trading and settlement of Crew Gold's shares in the VPS, the shares were held by DnB NOR Bank ASA (DnB NOR Bank), which held such shares as nominee for the beneficial owners. By agreement with Crew Gold, DnB NOR Bank was required to disseminate all information it received from Crew Gold to beneficial shareholders and to act on their instructions. To ensure that any payment

clearing and settlement functions corresponded to the appropriate beneficial owner, DnB NOR Bank recorded each beneficial shareholder's ownership in the Crew Gold shares in the VPS.

[21] Share certificates representing the shares traded on the OSE issued in the name of DnB NOR Bank were delivered in trust to the Royal Bank of Canada (RBC) and RBC was noted as the registered holder of DnB NOR Bank's share in Crew Gold in the CDS.

THE PETITIONERS' INFORMATION ABOUT THE ARRANGEMENT

[22] Following the negotiation of the November 10, 2010 plan of arrangement, DnB NOR Bank, who had notice of the plan and the Interim Order, wrote a letter dated November 15, 2010 and addressed to:

> To: The Beneficial Owner of the Shares
> of Crew Gold Corporation.
> Registered in the Verdipapirsentralen ('VPS')

[23] The letter was distributed to all the petitioners, and stated, among other things "all of the shares of the Company registered in the VPS are registered on the register of shareholders of the Company in the name of DnB NOR ..."

[24] The letter also contained the Information Circular and material for shareholders' meeting as set out in the Interim Order.

THE INFORMATION CIRCULAR

[25] The Information Circular contained many references to the fact that only Registered Shareholders would be entitled to exercise dissent rights. The Circular defined "Registered Shareholder" as "a holder of CG Shares whose name appears on the register of the Corporation as the registered holder of such CG shares".

[26] The first two pages of the Information Circular contained a letter dated November 5, 2010 from the Chief Executive Officer of Crew Gold stating:

> Registered Shareholders will be entitled to exercise dissent rights in respect of the Arrangement. Accordingly, Shareholders wishing to exercise rights of dissent should do so in respect of the Arrangement in accordance with the dissent provisions of the Business Corporations Act (Yukon), as summarized under, and modified as described in "Rights of Dissenting Shareholders" in the Circular.

[27] The section of the Circular entitled Rights of Dissenting Shareholders advised that "strict compliance with the Dissent Procedures is required." And further that:

> ... Failure to comply strictly with the provisions of the YBCA, as modified by the Interim Order, and to adhere to the procedures established therein may result in the loss of all rights thereunder. (my emphasis)

[28] The Information Circular also included the following:

> Persons who are Non-Registered Shareholders who wish to dissent with respect to their CG Shares should be aware that only Registered Shareholders are entitled to dissent with respect to them.
>
> A Shareholder who wishes to dissent must send a Notice of Dissent objecting to the Arrangement Resolution to the Corporation at its address for such purpose, McCarthy Tétrault LLP, 1300 – 777 Dunsmuir Street, Vancouver BC V7Y 1K2, Fax: (604) 622-5657 Attention: Michael Stephens no later than 4:00 p.m. (Vancouver Time) on: (i) the day that is two Business Days preceding the date of the Meeting, or (ii) the Business Day prior to the date on which any adjournment of the Meeting is held. The Notice of Dissent must set out the number of CG Shares held by the Dissenting Shareholder.

[29] Each of the petitioners provided such a Notice. I find that the petitioners provided the Notice of Dissent on time and with the required information, but for the fact that they were not technically Registered Shareholders as defined in the Information Circular.

THE AFFIDAVITS OF JOSTEIN MATRE AND THE OTHER PETITIONERS

[30] The affidavits of the Petitioners are all in the same format. They believe the price of $4.65 US per share is undervalued for several reasons which are not relevant here.

Crew Gold was not required to obtain an independent valuation of the shares by virtue of an exemption under Multilateral Instrument 61 – 101 ("MI 61 – 101") based on its previous transaction with Endeavour Mining Corporation. Notably, MI 61 – 101 includes a Companion Policy (61 – 101CP) which states that all security holders should "be treated in a manner that is fair and that is perceived to be fair."

[31] According to their affidavits, each petitioner erroneously understood that they were a registered shareholder of Crew Gold by virtue of their registration in the VPS in Norway. They believed that they had taken the required steps to exercise their right of dissent. The leader of the 19 shareholders claiming rights of dissent is Jostein Matre. He is a farmer who lives in a small town in Norway. He has watched Crew Gold shares closely hoping to realize a good return on his investment. In 2005, he responded to a request from Crew Gold for more money from investors by taking out a loan against his house in the approximate amount of $100,000 US to purchase convertible bonds issued by Crew Gold. He was in touch with many Norwegian minority shareholders throughout this process. He travelled overseas for the first time ever to attend the Special Meeting in Vancouver, and spoke on behalf of eleven other Norwegian minority shareholders. He is authorized to speak on their behalf, and he appeared at the court application in Whitehorse for the Final Order on December 15, 2010. Crew Gold has enjoyed close ties with Norway since it acquired a Norwegian mining company in 1999. The Norwegian investment community is small. To build and maintain investor confidence, Crew Gold uploaded a package of information onto its public website listing its fifty largest shareholders which included two Petitioners, one of whom was Jostein Matre. The list did not distinguish between registered and beneficial shareholders. Crew Gold obtained the list from VPS, but maintains that it had no way of verifying the accuracy of

the information downloaded from the VPS, including any determination of the nature of the ownership interest held by the individuals on this list.

[32] The petitioners were never advised that RBC was the registered shareholder of their Crew Gold shares on the company share register. On November 28, 2010, Jostein Matre specifically requested Crew Gold to inform him whether his Notice of Dissent strictly complied with the Dissent Procedure. Counsel for Crew Gold said they could not advise him and referred him to the Information Circular. He was never advised that he was not a registered shareholder. He understood from the Crew Gold website that he was a registered shareholder. On December 2, 1010, he had his Norway lawyer e-mail a copy of his Notice of Dissent to the Crew Gold lawyer in Vancouver to whom the notices were to be sent according to the Information Circular. The lawyer stated that Jostein Matre was the owner of 32,552 shares in Crew Gold and that information ought to appear in the company's records and Shareholder Registry. The lawyer did not receive a reply.

[33] When Jostein Matre personally attended the Shareholder meeting on December 7, 2010 in Vancouver, he was advised for the first time that his dissent rights were not recognized as having been validly exercised. He stated:

> I was told that the invalidity of the dissent notices was based on the fact that I and other shareholders in my position had not taken steps to become "registered" shareholders before exercising dissenting rights, as we all held our shares through intermediaries two or more layers removed from registration on the Company's register of shareholders.

THE ISSUE

[34] The issue to be determined is whether the failure of the beneficial shareholders to file their, otherwise valid, notices of dissent under the name of the registered

shareholder RBC, should disentitle them to the dissent rights provided in s. 193 of the *YBCA.*

ANALYSIS

[35] Mr. Matre applied for dissenting rights at the hearing for the Final Order approving the arrangement on December 15, 2010. On that occasion, Gower J approved the arrangement with leave to Mr. Matre to bring this application. Gower J. said the following:

> Now, I concede that, based on *Lake & Co.* v. *Calex Resources Ltd.*, [1995] A.J. No. 541, a decision from the Alberta Court of Appeal, there may well be circumstances where, despite the wording of the interim order and the circular that was sent out in advance of the December 7th meeting, it would be appropriate to consider dissents from shareholders, such as beneficial shareholders who, technically, are not registered. However, that is a determination to be made on another day and not one which needs to be made, or should be made, prior to approval of the arrangement.

[36] In the *Calex* case, Calex was pursuing amalgamation with another Alberta corporation and was seeking shareholder approval of a resolution for the proposed amalgamation. Calex received 100 letters of dissent in response, but only eight were from registered shareholders and recognized by the corporation. The 92 unregistered shareholders pursued the matter in the courts and were granted the right to dissent in both the Court of Queen's Bench and the Court of Appeal.

[37] Although relied on by the petitioners, *Calex* is factually different from the case at bar. In *Calex*, the problem was found to arise from an 'inadequate and misleading' circular distributed by Calex prior to the shareholders meeting. While Hunt J.A., at para. 29, concluded that dissent rights under the Alberta *Business Corporations Act* could only be claimed by a registered shareholder, the circular made no distinction between

registered and beneficial shareholders, and left all shareholders, beneficial and registered, with the impression that they were entitled to dissent. In this context, Hunt J.A., acknowledged that a strict application of a narrow statutory interpretation could, in rare circumstances, work a hardship on the many shareholders who are not registered and lead to an 'intolerably unfair' result. She said at para. 51:

> I also accept that there may be a very limited category of cases where the totally strict application of this interpretation of s. 184(4) [equivalent to s. 193 of the *YBCA*] would amount to complete form over substance and lead to an intolerably unfair result. One such example might occur when a corporation is fixed with the knowledge that a particular registered owner is the bare trustee of a precise number of shares beneficially owned by the individual who dissents. But this would be an exceptional situation and it is not the situation here (where, for example, some of the dissent letters did not indicate the number of shares held by the dissenting beneficial shareholder and where others referred to two different numbers of shares and where still others mentioned numbers of shares that did not correspond to the numbers contained in the records of Research). In general, the corporation should be entitled to rely on its register so that it can ascertain with certainty the number of shares held by dissenting shareholders.

[38] Suffice it to say, I do not find that the Information Circular of Crew Gold was deficient or misleading as was the case in *Calex*. It was clear from this material that only registered shareholders were entitled to dissent.

[39] However, despite the accurate information provided in Crew Gold's Information Circular, a significant number of Crew Gold shareholders nonetheless erroneously believed that they were registered shareholders and able to exercise a right of dissent. According to the numerous filed affidavits, this impression seems to have come from a few different sources, specifically:

(i) their inclusion on the list of shareholders provided by Crew Gold on its website (in the case of Cahe Finans AS and Jostein Matre);

(ii) the instruction letter from DnB NOR Bank sent November 15, 2010, which indicated, in arguably confusing language, that the Norwegian shareholders were 'registered' in the VPS (although beneficial shareholders of the company) and contained instructions on how to exercise voting rights;

(iii) the lack of any meaningful instruction in the Information Circular or material from DnB NOR Bank on how they could exercise their rights of dissent;

(iv) the fact that Jostein Matre had attempted to contact counsel for Crew Gold directly to ensure his notices of dissent were properly filed and was not advised that he was not registered, and;

(v) the fact that all petitioners had provided written notice of dissent to Crew Gold c/o McCarthy Tétrault LLP and were given no indication that there was any deficiency in their notices.

[40] I find, here, that Crew Gold itself was the source of much of the shareholders' confusion. As per *Calex,* Crew Gold has an obligation to inform shareholders in a manner that is not misleading. I do not consider that Crew Gold was misleading, so much as evasive, however Crew Gold was on notice that a number of identified shareholders holding a discrete and readily quantifiable number of shares objected to the buy-out. At para. 75 of *Calex*, Hunt J.A. concluded that:

> I am satisfied that the letters sent by the dissenting shareholders prior to the meeting were adequate to give Calex notification as to the possible extent of the objections. Calex has argued that some of the dissent letters were misleading in that they contained reference to the wrong number of shares, that the signatures on some of the letters were illegible, and that, on others, the names were possibly

> confusing. But there is no evidence that Calex took any steps, prior to the meeting, to address these issues or to attempt to ascertain the correct numbers of shares whose owners were purporting to object. Under all the circumstances of this case, and in particular, considering the confusing nature of the information in the circular, Calex cannot now succeed on a technical objection concerning the interpretation of the Act.

In my view, there was an obligation on Crew Gold, prior to the special meeting on December 7, 2010, to take steps to address the obvious concerns held by a number of their minority shareholders, given their diligence in pursuing their dissenting rights and their attempts to contact the company either directly, or via a lawyer.

[41] A second case relied on by counsel for the petitioners is *Lay v. Genevest Inc.*, 2005 ABQB 140. In this case, Romaine J. relied on *Calex* to address a situation involving the rights of dissenting shareholders that bears more similarity to the case before me. In *Lay*, Mr. Lay had provided a notice of dissent to a proposed amalgamation of Genevest Inc. in 2002. Genevest acknowledged receipt of the dissent notice and responded by asking Mr. Lay to reconsider his decision. At no time in 2002 did Genevest advise Mr. Lay that his notice of dissent was invalid or inform him that any additional step was required to exercise his dissent rights. Ultimately, although it received the necessary shareholder approval, Genevest did not proceed with the proposed amalgamation, and Mr. Lay's position was moot.

[42] In 2004, Genevest disseminated an information circular proposing the same amalgamation for a second time. Mr. Lay again provided his dissent notice, in the same format as in 2002, and indicated his shares were held in two BMO Investor Line Accounts. He also requested that Genevest advise him of any additional information required for him to exercise his dissent rights. Genevest neither advised Mr. Lay that his

dissent was invalid nor told him what would be required for him to exercise his right of dissent. It again urged him to reconsider his dissent.

[43] Ultimately, the meeting proceeded, the amalgamation was approved, and Genevest took the position that Mr. Lay had not validly exercised his dissent rights.

[44] Romaine J. did not fault the information circular language but relied upon para. 51 in *Calex Resources* and found it appropriate to give Mr. Lay relief from a strict application of s. 191(4) because it "would amount to complete form over substance and lead to an intolerably unfair result." Romaine J. went on to say at para. 28:

> ... Mr. Lay as a beneficial shareholder is entitled to relief because he made contact on several occasions with Genevest regarding his dissenting rights and asked for additional information and guidance.

[45] Romaine J. found that Genevest had allowed Mr. Lay to assume he had exercised a valid dissent, particularly in light of the 2002 similar dissent notice they did not object to.

[46] Romaine J. concluded that

> A corporation is responsible for advising shareholders of dissent rights when they arise, together with an adequate description of how to exercise those rights. Corporations must be scrupulously fair in ensuring shareholders are properly advised, and this duty extends to circumstances where an individual shareholder contacts the corporation for further clarification and direction. It is not overly onerous to expect a corporation, even a public corporation with many shareholders, to respond to shareholder inquiries, particularly where it has previously responded when its own interests were at stake.

[47] Counsel for the respondent notes that, although decided in 2005, *Lay* has not been relied on in other decisions, and should be confined to its facts. He says that following the expansive *ratio* of Justice Romaine in this case could have significant

negative effects on corporate activity. This is because providing beneficial shareholders the right to dissent generally could unduly fetter the running of a company and potentially lead to chaos in the world of commerce, either by leading to disputes between registered and beneficial shareholders and forcing the corporation to act as arbiter, or because of the unintended consequence that, by creating an obligation to all shareholders, the enforcement of a timeframe for filing a dissent becomes impossible. In the latter scenario, the concern is that a beneficial shareholder could come forward at a late date claiming they were not given timely notice of a resolution and demanding to exercise their right of dissent. Neither of these consequences arise in the case before me. There is no question that the Norwegian shareholders were beneficial owners of a discrete number of shares and, but for their confusion about the process for exercising their rights to dissent, they would have properly filed their notices in their proper capacities and within the court-imposed time frame.

[48] Although the cases of *Calex Resources* and *Lay* arise in different factual contexts, they contain the common principle that form does not trump substance when a beneficial shareholder is making an honest effort to become a dissenting shareholder. The management of a corporation has a duty of fairness to all its shareholders including those who wish to exercise dissent rights. Section 193 of the *YBCA* is intended to ensure some fairness to those shareholders who wish to dissent and they should not be prohibited from doing so based on a technicality. The complexity of the share trading system which is designed to benefit corporations who wish to market their shares should not be used to disentitle shareholders from their dissent rights. The purpose of requiring registered shareholders to file dissent notices is for the benefit of a corporation in knowing the number of dissenters for voting purposes. In this case, there was no

uncertainty in whether the arrangement would be approved. It was *fait accompli*. It should not be used to disentitle those who are otherwise entitled to dissent but for the failure of the company to inform them they were not registered.

[49] The circumstances of the Norwegian shareholders are exceptional, and Crew Gold should not be able to succeed on its technical objection. I order that the beneficial shareholders should be granted their dissent right under s. 193 of the *YBCA*. Counsel should arrange for a case management meeting to discuss the procedure under s. 193 of the *YBCA* and further orders that may be sought by the petitioners.

VEALE J.