Guidance for virtual meetings for registered societies

1. Convening the meeting

1.1. The society needs to satisfy the usual requirements under the society's constitution to convene its meeting. The society's members must know that there is a meeting called for, when it will be held, and what will be discussed (notice). For the meeting to be valid, the minimum number of members (quorum) required by the society's constitution must be present.

1.2. Notice of the meeting

    1.2.1 The notice period should not be less than what is required in the society's constitution or the alternative arrangements prescribed under the COVID-19 (Temporary Measures) Act 2020. This is to allow members to have sufficient time to consider the matters to be tabled, pose questions if necessary and make the necessary arrangements for voting.

    1.2.2 The notice and any proposed resolutions should be drafted in plain language to prevent any misunderstanding over any matters being proposed. If the society has a multi-lingual membership, the society should draft the notices and proposed resolutions in the appropriate language(s).

    1.2.3 The notice should inform the society's members how to participate in the virtual meeting using the platform chosen (see point 2).

    1.2.4 There should be a helpline number for members who need assistance with using the technology before or during the meeting.

    1.2.5 See sample notice of meeting at **Annex A**.

2. Choice of digital platform and tools for virtual meetings

2.1. A society may need to use a number of tools and platforms to achieve the virtual meeting if it does not have the resources to subscribe for a service that has all the necessary features altogether. For possible online business solutions and tools, please visit: https://www.imda.gov.sg/for-industry/Digital-Solutions-Package-For-Companies/Digital-Solutions-Directory

2.2. The important things to consider are listed below in paragraph 2.3. Essentially, the society needs to admit only its members to the meeting (identification), allow members to see each other (video) and the presentations (sharing of content), voting only by members, and proxy voting.

2.3. <u>Criteria for choice of platform</u>

  2.3.1. The integrity of the meeting depends on the certainty and security in identifying the member who is eligible to vote. Hence, the platform must provide secure login for members to participate and vote at the meeting. This may include having members verified in a waiting room before being admitted into the virtual meeting.

    2.3.1.1. One way in which verification can be done is by having the society's staff identify the member based on an official document such as their National Registration Identity Card[1] (NRIC), and ensuring that the photo matches the individual on screen.

  2.3.2. The platform must provide for a participant list so that the attendance can be counted for the purposes of quorum.

  2.3.3. The platform should allow for electronic voting.

    2.3.3.1. The platform should permit the raising of hands if the way in which voting is taking place is by a show of hands. In the event voting is not available on the platform, please see paragraph 4.

  2.3.4. It should allow content to be shared so that the attendees can view documents, presentations or things written on whiteboards. This can include sharing of certain documents/ things that are required to be laid before the meeting such as financial statements.

3. Questions from members

3.1. If members submit questions that concern a matter that will be put to a vote, these questions should be addressed by the board ahead of the meeting so that members have sufficient time to consider the matter before submitting any proxy instrument.

3.2. Discussion should be limited to the agenda set out for the meeting.

4. Voting

4.1. Electronic voting and voting by proxy for general meetings is allowed. See sample proxy form at **<u>Annex A</u>**.

4.2. Where voting is done by proxy, proxy votes must be voted as specified in all valid proxy forms. Societies are also advised to appoint an independent person to direct and supervise the count of votes cast through proxy, and maintain records of proxy forms submitted.

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[1] Verification of identity via NRIC is allowed when just the sight of an individual's physical NRIC and information is needed for verification purposes. It is permitted as long as there is no intention to control or possess the physical NRIC, and that no personal data is retained and the NRIC is returned immediately.

4.3. <u>Electronic voting</u>

    4.3.1. Electronic voting can be by a show of hands or by poll (i.e. by written ballot). The constitutions of societies may stipulate what matters need to be decided by members using a poll.

    4.3.2. If voting is to be conducted by a *show of hands*, the digital platform or tool selected has to permit the society to having voting by a show of hands. Some platforms allow the host to see which participants digitally raise their hands. Hence, the society can state the decision to be made (the resolution) and have the members to raise their digital hands for "Yes", count the votes. It can then be repeated for those who vote "No".

    4.3.3. For *motions,* the same digital hand can be raised to propose or to second any motions (i.e. any proposals for consideration).

    4.3.4. For voting conducted by *polling,*

        4.3.4.1. Where the system provides – follow their instructions.

        4.3.4.2. Where you need another tool, the key selection criteria are:

        (a) Ensuring that only the society's members or proxies vote on the society's forms

        (b) Counting of the votes

        (c) Announcement of the results of the voting

        (i) *Ensuring only the society's members are the ones voting*. In ensuring this requirement in point <u>4.3.4.2(a)</u>, the crucial elements are to ensure that the society's members are the ones who receive the voting form and that they are the ones who voted. There are various ways this can be done:

- Issue the electronic forms, which can be a pdf or word document with watermark via the registered email addresses of the members to members who have been verified as being present and attending the virtual meeting;

- Assigning access to a cloud facility to members who have been verified as being present and attending the virtual meeting, to download the needed voting form; or

- Some other way that the society can develop with its advisors.

        (ii) *Counting the votes*. The society should appoint staff or independent parties to assist with the counting with possibility of the counting being witnessed by those who wish to be present.

        (iii) *Announcement of the results of voting*: Considering point <u>4.3.4.2 (c)</u> first, societies must know that the results of voting need **not** be announced immediately following each item is

considered, unless the items are interrelated with one item affecting subsequent items. Hence, it is possible to table the decisions and have the members vote on them, with the members:

1) Submitting their votes on the forms via email (note the need for security over access to the voting forms see para. <u>4.3.4.2</u>(i));
2) Uploading their voting slips to the society's cloud depository; e.g. a dropbox.com, googledrive, onedrive or box.com facility; or
3) Any other ingenious way the society can conceive of.

Annex A: Sample templates

Proxy form	
	Proxy form_template_29.04.
Notice of AGM	
	AGM Notice_template_29.0