

FAQs on holding of meetings for registered societies

Prescribed Alternative Arrangements under the COVID-19 (Temporary Measures)(Alternative Arrangements for Meetings for Registered Societies) Order 2020 (the “Alternative Arrangement Order”)

1. Are the prescribed alternative arrangements mandatory?

The prescribed alternative arrangements are not mandatory but are intended to facilitate the conduct of meetings by societies in compliance with the letter and spirit of the prevailing safe distancing measures, if they are constrained by their Constitutions.

2. Can the prescribed alternative arrangements be adopted for all meetings held by societies?

The prescribed alternative arrangements can apply to all general meetings. Where appropriate, the alternative arrangements can apply to meetings by the society’s governing body.

3. Must the meetings be held within any specific period in order for the prescribed alternative arrangements to be applicable?

The Meetings Order that enables societies to hold meetings via electronic means, has been amended to extend beyond 30 June 2021, until they are revoked or amended. It is envisaged that the Meetings Orders will continue to be in force for at least as long as the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 (the “Control Order”) is in force. The Meetings Order will not end earlier than 31 December 2021.

4. What is the latest date that societies can postpone their meetings to, in order for the prescribed alternative arrangements to be applicable?

If necessary, meetings with deadlines that cannot be met notwithstanding these alternative arrangements, may be deferred under the Order to a date no later than 31 December 2020. The Meetings Order has been amended to extend the deferral provisions for meetings of societies to a date no later than 31 December 2020.

5. Will the deferral provisions for meetings be extended beyond 31 December 2020?

There is no intention to extend the deferral provisions for meetings beyond 31 December 2020. It will not be an option for societies to defer meetings indefinitely.

6. Do societies need to obtain the agreement of their members if they decide to adopt the prescribed alternative arrangements?

Societies do not need to obtain the agreement of their members even if the prescribed alternative arrangements deviate from the requirements of the societies’ Constitutions. When adopting the prescribed alternative arrangements, societies should try, as far as the circumstances permit, to give effect to the members’ rights (including the right to speak, to be heard and to speak at the meetings). If the adoption of the prescribed alternative arrangements (other than the postponement alternative arrangement) are not suitable given the circumstances of the society, the society should consider postponing the meeting until a suitable time.

7. What should members of the society do if they do not wish for the society to adopt the prescribed alternative arrangements?

The members should raise the issue directly to the governing body of the society for resolution.

Meetings

8. Can societies hold their Annual General Meetings (AGM) via email?

An alternative arrangement to the requirement in the rules of the society for physical attendance is the conduct of the AGM in a manner that allows members to contemporaneously observe and listen to the proceedings by electronic means. If societies hold AGMs via email, they should ensure that this complies with the requirements of the rules of the society.

9. Can societies hold their AGMs virtually through video conferencing?

AGMs can be conducted partially or wholly through electronic means e.g. video conferencing/teleconferencing is prescribed for in the alternative arrangements. If a society wishes to provide that a member may only attend a general meeting of the registered society by observing and listening to the proceedings of the meeting by electronic means, the society must provide access to both an audio broadcast and audio-visual broadcast to the member.

10. Can societies hold physical meetings?

All permitted enterprises including societies are allowed to resume AGMs of up to 50 persons. The number may be lower depending on the venue's capacity as attendees must maintain at least 1 metre safe distancing between individual attendees. Respective sectoral advisories and safe management measures continue to apply.

11. Can meetings be physically held at other premises which are not the society's own premises?

Meetings are allowed to resume at third-party venues but will be subject to any additional premise owners' safe management policies. Societies are encouraged to hold virtual meetings wherever possible.

12. Can societies hold hybrid physical-virtual meetings?

There is a risk that more than 50 attendees will turn up at the physical location. In that situation, societies will be faced with the quandary of:

- a. Allowing more than 50 attendees in the meeting and breaching the 50 persons cap in the Control Order. The society may also find it difficult to handle a crowd larger than it had anticipated, and may have difficulties adhering to the safe distancing measures (e.g. 1m safe distancing).
- b. Turning away attendees and breaching their right to participate. This may open the meeting or resolutions passed to legal challenge.

13. Can societies skip their AGMs totally this year or postpone their AGMs indefinitely?

Skipping AGMs totally this year or postponing it indefinitely is not prescribed in the alternative arrangements. As the holding of AGMs is a requirement of the rules of most societies, societies can adopt the alternative arrangements to convene the AGM. If necessary, the AGM can be postponed to a date no later than 31 December 2020 (inclusive) instead of skipping the AGM. Societies are strongly encouraged to convene an AGM for good governance.

14. How do societies inform members of the postponement of their AGMs or holding of their AGMs virtually?

Under the alternative arrangements, societies may serve the notice of a general meeting by doing the following : sending an electronic mail to each member of the registered society who has notified the registered society of his or her electronic mail address and publishing on the society's website (if available).

15. Is electronic voting provided for under the refinements to the Meetings Order?

Amendments have been made to the relevant Meetings Order to provide for the option of real-time electronic voting, as long as certain prescribed safeguards are adopted, and societies still allow attendees to vote by appointing the Chairman or convenor (as the case may be) as their proxy to vote.

16. What conditions do electronic voting need to satisfy?

Voting at a general meeting by electronic means through an electronic voting system may be used only if the following are satisfied:

- a. the electronic voting system that is used accurately counts all votes cast at the meeting;
- b. the electronic voting system that is used is capable of providing records from which the operation of the electronic voting system may be audited and for verification of the accuracy of the recording and counting of votes;
- c. each vote that is cast is verified by the registered society as cast by the member (or the member's proxy) entitled to vote; and
- d. the chairman of the meeting must, during the meeting, declare, by electronic means, the result of any matter put to a vote at the meeting.

17. Can a member appoint another person other than the chairman of the meeting as his/her proxy under the refinements to the Meetings Order?

Amendments have been made to the relevant Meetings Order to provide for the appointment of any person (other than the chairman) as the member's proxy to vote at meeting by electronic means through an electronic voting system where the written law or legal instrument relating to the meeting provides for this eg societies' constitution.

18. Is live Question & Answer provided for under the refinements to the Meetings Order?

Amendments have been made to the relevant Meetings Order to expressly clarify that societies have the option of carrying out real-time Q&A via electronic means, as long as the society also allows attendees to submit matters which they wish to raise at the meeting prior to the meeting by post or electronic mail.

19. Can virtual AGM platforms and other electronic means be used to accept submissions under the refinements to the Meetings Order?

Amendments have been made to the relevant Meetings Order to expressly clarify that societies have the option of using other electronic means, including virtual AGM platforms, to accept such submissions in advance of the meeting, as long as the society also allows such submissions by post or electronic mail.

20. When do the refinements to the Meeting Orders to provide for electronic voting, appointing another person other than the chairman of meeting as his/her proxy, live Question & Answer and virtual AGM platforms and other electronic means to accept submissions take effect?

The refinements to the Meetings Orders apply to meetings held or conducted on or after 1 October 2020 up to the expiry of the Meetings Order.

21. Do societies need to abide by the refinements to the Meeting Orders?

No, societies can choose to rely on meeting arrangements permitted by their governing instruments eg societies' constitutions, as long as they can do so in compliance with prevailing safe distancing regulations.

22. What should societies do if they cannot meet the quorum required at AGMs in their Constitutions?

Societies must still abide by the quorum requirements as specified in their Constitutions. The quorum requirements can be met by members who are present personally or by electronic means and if the members appoint the Chairman of the general meetings as their proxy or appointed any person (other than the chairman) as the member's proxy.

23. What happens if non-members log in to virtual AGM? Will such an AGM be invalidated?

It is for the society to decide whether non-members can be allowed to observe the AGM and if not, whether their presence invalidates the AGM.

24. What happens if a technical problem prevents the society's virtual AGM from proceeding?

Societies may decide to postpone their AGMs and conduct the virtual AGM when the technical problem has been resolved.

25. If societies wish to proceed with their AGM during the control period, do they need to seek ROS' approval?

No approval is required from ROS.

26. What if societies do not adopt the alternative arrangements but want to convene the meetings in a manner that is not in line with their Constitution?

Societies should abide by their Constitutions. In the event that they decide to carry out any action contrary to their Constitutions, legal advice should be sought.

Election of Office-Bearers

27. Can current office-bearers hold office until the new office-bearers are elected at the postponed AGM?

Societies can consider obtaining the agreement of members by asking members to pass a resolution at the AGM (when it is eventually held) to rectify the irregularities (if any) arising from the delay in holding the AGM. An example of an irregularity will be that the term of office of the current office-bearers may have expired before the postponed AGM can take place. As the rules of each society are different, what may be an irregularity for one society may not be so for another society.

Submission of Annual Returns and Audited Statement of Accounts

28. Can societies defer the submission of their Annual Returns and audited statement of accounts if they decide to postpone their AGMs?

Under the Societies Regulations, societies are required to submit their Annual Returns and audited statement of accounts within one month after holding their AGM, or if no AGM is held, once in every calendar year within one month after the close of its financial year. In the event societies defer their AGMs, the Annual Returns and audited statement of accounts are to be submitted within one month after the deferred AGM.