

## 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 prescribed alternative arrangements may be adopted by societies for all meetings to be held or due between 27 March and 30 Sep 2020 (both dates inclusive).

**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 30 September 2020.

**5. 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.

**6. 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

**7. Can societies hold their Annual General Meetings (AGM) via email/post?**

One of the alternative arrangements is that a meeting of a registered society may be convened, held or conducted, whether wholly or partly, by electronic means. If societies proceed to conduct meetings via email, societies must ensure that they are still able to comply with the requirements in the rules of the society with regard to AGM e.g. voting on resolutions, the rights of members to speak and to be heard etc. Holding AGM via post is not provided for as an alternative arrangement.

- 8. 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
- 9. 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 30 Sep 2020 (inclusive) instead of skipping the AGM. Societies are strongly encouraged to convene an AGM for good governance.
- 10. 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).
- 11. 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.
- 12. 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.
- 13. 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.
- 14. 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.
- 15. 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

- 16. 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

**17. 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.