

## **GUIDANCE ON CONDUCT OF GENERAL MEETINGS AND GOVERNING BODIES' MEETINGS OF REGISTERED SOCIETIES DURING CONTROL PERIOD**

1. On 7 April 2020, the COVID-19 (Temporary Measures) Act ("the Act") was passed in Parliament and assented to by the President. Section 27 of the Act allows the Minister for Law to prescribe alternative arrangements that entities may adopt for the conduct of meetings during the period when COVID-19 control measures are in place.
2. On 27 April 2020, the COVID-19 (Temporary Measures)(Alternative Arrangements for Meetings for Registered Societies) Order 2020 (the "**Alternative Arrangements Order**") was issued.
3. Compliance with these alternative arrangements will be deemed to be compliance with the relevant provisions of written law or legal instrument in respect of which the alternative arrangements are made. The Order is permissive, not mandatory. Meetings can still be held in accordance with existing law or legal instrument, if doing so would not breach prevailing safe distancing measures. Societies which are unable to comply with the alternative arrangements in the Order, or the requirements under existing law or their legal instruments, should consider deferring their meetings.

### **4. Applicable Period**

The alternative arrangements may be adopted by societies for general meetings and governing bodies' meetings to be held or due between 27 March 2020 and 30 September 2020 (both dates inclusive), and these meetings can be postponed up till 30 September 2020.

### **5. Applicable Entities**

The alternative arrangements are applicable to registered societies as well as registered societies which are also charities.

### **6. Alternative Arrangements**

#### **6.1 Notice of Meeting**

##### Mode of Publication

Instead of the usual requirements for the delivery of notice of meetings, societies may adopt the following arrangement:

- (a) A notice of a general meeting must be sent by electronic mail to each member of the registered society who has notified the registered society of his or her electronic mail address and publicised on the society's website, if available.
- (b) In the case of a meeting of a governing body of a registered society, the notice must be sent by electronic mail to all members of the governing body.

Such notices must have the details stated in "Content" below:

## Notice Period

Notice period requirements in societies' constitutions will continue to apply.

## Content

All notices of general meetings and governing body's meetings (including notices for adjourned or postponed meetings) must contain the following:

- (a) the date and time of commencement of the meeting;
- (b) the resolutions to be proposed;
- (c) particulars of the electronic means by which the meeting will be conducted (e.g. by "live" webcast);
- (d) the arrangements for members to participate in the meeting by electronic means, i.e. the link to access the "live" audio and video feed (e.g. a link to access the "live" webcast), as well as any other ancillary information (e.g. whether members will have to pre-register on an online platform etc; and
- (e) instructions to members on how they may:
  - (i) access any documents or information relating to the business of the meeting (please refer to point 6.2 below);
  - (ii) submit their questions ahead of the meeting (e.g. via email), the timeframe for submission of questions and how the substantial and relevant questions will be responded to prior to, or at, the meeting (please refer to point 6.3 below) (not applicable to meetings of governing bodies of registered societies); and
  - (iii) cast their votes (e.g. the chairman of the general meeting will be appointed as proxy and members should specifically direct their votes in the instrument of proxy) (please refer to paragraphs 6.4 and 6.5 below) (not applicable to meetings of governing bodies of registered societies).

## **6.2 Documents**

Documents relating to the business of the general meeting include proxy forms (please refer to paragraph 6.5 below), annual reports, and other relevant information relating to the society.

Societies may continue to send documents in accordance with their constitutions. Documents required to be laid or produced before a general meeting may be so laid or produced by being sent by email or published on society's website (where applicable) or published at an online location with the notice of the general meeting or be published at an online address provided with the notice of meeting.

The documents of governing body's meeting can be sent by email with notice of meeting.

## **6.3 The raising of issues by members at meetings**

For meetings that are held electronically, members must be given the opportunity to ask questions or make representations within a reasonable time prior to general meetings. In this regard, they should be informed of any cut-off time within which questions must be submitted. Members must also be allowed to submit their questions through electronic means (e.g. via email) or by post.

All substantial and relevant questions must be addressed by the governing body prior to, or at, general meetings.

To facilitate this, the Alternative Arrangement Order allows societies to require members, before the meeting, to send to the chairman of the meeting, by post or electronic mail, the matters which the member wishes to raise at the meeting. The society must then address these issues at or before the meeting by electronic means.

#### **6.4 Voting**

As members are unable to attend the general meeting physically, unless the society's constitution allows for remote electronic voting, members (including those attending the meeting physically) must vote by proxy only. To facilitate this, the Alternative Arrangement allows societies to require a member to appoint the chairman of the meeting as the member's proxy to vote at the general meeting, and for this to be the only means of voting. Members should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions. If the constitution of the society allow for remote electronic voting, the society may allow remote electronic voting to take place at the general meeting (whether for all votes or only part of the votes). The society must ensure that it has implemented the necessary safeguards to validate votes submitted by members.

The members of the governing bodies may vote at the governing body's meeting by electronic means.

#### **6.5 Proxy Forms**

The proxy forms appointing the chairman of the general meeting (see paragraph 6.4 above) may be submitted by electronic means (e.g. an email enclosing signed PDF copies of the proxy form), as an alternative to physical delivery of the instrument of proxy. Societies must specify in the notice of general meeting how members may submit the proxy forms electronically and through hard copy as well as the timeline by which instruments of proxies must be submitted.

For Proxy forms delivered by members before 27 April 2020 (including where the general meeting is adjourned or postponed) appointing such person other than the chairman of the general meeting shall be deemed to appoint the chairman of the general meeting as proxy, provided that:

- (a) in respect of adjourned or postponed general meetings, there is no change to the resolutions to be proposed at the adjourned or postponed general meeting from those that are contained in the notice of the previously-notified general meeting, including no amendments to the ambit of the resolutions and no addition of new resolutions;
- (b) members are provided with the opportunity to withdraw their previously-submitted proxy form (e.g. via email or other alternative arrangements made available by the society) and have not so withdrawn; and members have specifically directed the proxy on how they wish to vote for or vote against (or abstain from voting on) the resolutions in their proxy form.

## 6.6 Conduct of Meeting

Societies must, if conducting general meetings and governing bodies' meetings through electronic means, do so at no cost to members.

The Alternative Arrangement Order allows societies to hold their meetings by electronic means. Societies must ensure that they give effect to the right of members to speak, to be heard and to vote at meetings. The Alternative Arrangement Order is meant to assist the society in this respect.

To enable societies to comply with the provisions in the rules of the society for giving members a right to attend general meetings, the Alternative Arrangement Order allows societies to provide that a member may only attend a general meeting by observing and listening to the proceedings of the meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the member.

## 6.7 Quorum

Quorum requirements in societies' governing instruments for general meetings and governing body's meetings will continue to apply. The Alternative Arrangement Order allows the quorum of the societies' meetings to be met by members of the societies or members of the governing body (as the case may be) being personally or electronically present.

Under the Alternative Arrangement Order, a member is electronically present at a meeting if the person: (a) attends by electronic means; (b) is verified by the secretary of the society, or a person appointed by the governing board of the society, as attending the meeting by electronic means; and (c) is acknowledged by the chairman of the meeting as present by electronic means.

Under the Alternative Arrangement Order, a member is deemed to be present at a general meeting (and therefore counted towards the quorum) if the member has appointed the chairman of the meeting as the member's proxy to attend, speak and vote at the meeting (see paragraphs 6.4 and 6.5). Societies must ensure that there is no double counting of members who have appointed the chairman as the member's proxy and members who are electronically present.

7. The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Societies) Order, FAQs on the holding of meetings during the Control Period and the guidance on virtual meetings are available on the Registry of Societies' website for reference.

*We are grateful to the Commissioner of Charities and the Chartered Secretaries Institute of Singapore for allowing us to use and adapt relevant sections of its "Guidance on alternative arrangements prescribed via orders under the COVID-19 (Temporary Measures) Act 2020" and Accounting and Corporate Regulatory Authority for allowing us to use and adapt the relevant sections of its "Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period".*