



## REGISTRY OF CO-OPERATIVE SOCIETIES

Ministry of Culture, Community and Youth

### **COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) Order 2020**

#### **Frequently Asked Questions ('FAQ') for Co-operative Societies (Updated 28 April 2022)<sup>1</sup>**

##### **(1) Conduct of Meetings**

**Q1. The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) Order 2020 ('Order') was amended on 29 Sep 2020 and 6 Apr 2021. What were the key amendments made?**

The Order was amended with effect from 29 Sep 2020, through the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) (Amendment) Order 2020. The key amendments to the Order on 29 Sep 2020 were:

- (a) In addition to (but not in place of) appointing the Chairman as the proxy to vote, meetings held or conducted on or after 1 Oct 2020 can use real-time electronic voting at the meeting, subject to prescribed safeguards.
- (b) Clarification that in addition to (but not in place of) post or email, co-ops can provide for members<sup>2</sup> to submit questions and proxy forms beforehand by such other electronic means as considered appropriate.
- (c) Clarification that in addition to (but not in place of) submission of written questions prior to the meeting, co-ops can provide for real-time Q&A by electronic means during the meeting.

The Order was amended again on 6 Apr 2021, through the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative

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<sup>1</sup> Minor edits have been made to the answer to Q2 (which relates to physical general meetings). The Multi-Ministry Taskforce announced further easing of Safe Management Measures ('SMMs') on 22 April 2022. However, co-ops are advised to refer to the prevailing SMMs when planning and holding physical general meetings, and comply with the applicable SMMs if any.

<sup>2</sup> In this FAQ, the word "members" includes "delegates".



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Societies and Mutual Benefit Organisations) (Amendment) Order 2021. With this amendment, the Order has been extended beyond 30 Jun 2021, until it is revoked or amended by the Ministry of Law. It is envisaged that the Order will continue to be in force for at least as long as the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 is in force. To provide certainty to co-ops organising meetings, the Ministry of Law will give at least 6 months' advance notice before the alternative arrangements cease to be available.

### **Q2. Can co-ops hold physical general meetings?**

Co-op general meetings that are physical or hybrid (i.e. have a physical element) are subjected to the Ministry of Manpower's *Requirements for Safe Management Measures at the Workplace* ([www.mom.gov.sg/covid-19/requirements-for-safe-management-measures](http://www.mom.gov.sg/covid-19/requirements-for-safe-management-measures)).

As the Safe Management Measures ('SMM') requirements are subject to change, co-ops should refer to the latest requirements at MOM's website when planning for and holding physical or hybrid meetings. Co-ops must ensure compliance with the prevailing SMM requirements (if applicable), to minimise the risk of COVID-19 transmission at their general meetings.

If a co-op holds a purely physical general meeting, it should be conducted in accordance with the provisions of the Co-operative Societies Act and the co-op's by-laws (i.e. similar to how general meetings were held before COVID-19). For the holding of hybrid general meetings, please refer to Q3.

### **Q3. Can co-ops hold hybrid meetings?**

Co-ops can rely on the Order to hold hybrid meetings. Item 1 of the Second Schedule of the Order states, "A general meeting of members of a co-operative society, or a meeting of delegates of a co-operative society, may be convened, held or conducted, whether wholly or partly, by electronic means."

If a co-op relies on the Order to hold a hybrid meeting, it should comply with the alternative arrangements prescribed in the Order. In other words, meetings held partly by electronic means should also comply with the alternative arrangements. The same alternative arrangements apply to both hybrid and virtual meetings.



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### **Q4. Is it mandatory for co-ops to conduct virtual AGMs during periods where large-scale events are not permitted? Can a co-op instead choose to defer the AGM until such time when a physical AGM may be conducted?**

The prescribed alternative arrangements under the Order are permissive, not mandatory.<sup>3</sup> They enable co-ops to carry on with the conduct of AGMs while prioritising the safety of members. Hence, co-ops are encouraged to rely on the alternative arrangements when there are restrictions on physical meetings, and comply with both the letter and spirit of prevailing safe management measures.

The Co-operative Societies Act requires co-ops to conduct their AGMs within 6 months of the end of their financial year. Thus, co-ops cannot defer their AGMs indefinitely until they are able to easily hold physical meetings.

### **Q5. Are there any recommended vendors, service providers, or webinar software that can help co-ops conduct their virtual AGMs?**

As the regulator, it is not appropriate for the Registry to recommend any vendor or webinar solution. Co-ops may adopt different practical arrangements and electronic platforms for their virtual AGMs, depending on their membership, budget, staff strength, etc. If assistance is needed, co-ops may engage lawyers, corporate secretarial firms and other vendors based on their specific needs. The Infocomm Media Development Authority ('IMDA') has collated a listing of online business solutions and tools for enterprises to consider. Please visit: <https://www.imda.gov.sg/for-industry/Digital-Solutions-Package-For-Companies/Digital-Solutions-Directory>.

## **(2) Electronic Attendance**

### **Q6. If no members register to attend the virtual AGM, will the AGM be conducted with only the Committee of Management electronically present?**

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<sup>3</sup> Co-ops can choose to rely on meeting arrangements permitted by the Co-operative Societies Act and their by-laws, as long as they can do so in compliance with prevailing safe distancing regulations.



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Yes. The meeting will be subject to the quorum requirements specified in section 56 of the Co-operative Societies Act.

To highlight, Item 5 of the Second Schedule of the Order states, "A quorum may be formed by members or delegates of the co-operative society personally or electronically present. A member or delegate is deemed to be present at a meeting if the member or delegate has appointed the chairman of the meeting as the member's or delegate's proxy to attend, speak and vote at the meeting..."

Therefore, a member who has appointed the chairman of the meeting as his proxy is deemed to be present (even if the member is not electronically present), and will be counted in accordance with the relevant quorum requirements (and the relevant quorum requirements are to be determined by the voting instructions and proxies submitted by the members or delegates prior to the commencement of the meeting).

### **Q7. Can members who have submitted proxy forms still attend the virtual AGM?**

Yes. However, in determining whether a quorum is present, co-ops should ensure that the attendance of a member who has already submitted a proxy form is not counted towards the quorum. This is to prevent any double-counting of attending members, since a member is deemed to be present at a general meeting of a co-op if the member has appointed the chairman of the meeting as the member's proxy to attend, speak and vote at the meeting under Item 5 of the Second Schedule.

### **Q8. Is it compulsory for members who attend the virtual AGM to submit proxy forms?**

Members who did not submit proxy forms may still attend the virtual AGM and will be counted towards the quorum. However, if the co-op only provides for members to vote by appointing the chairman of the meeting as their proxy, then members must submit the proxy forms if they wish to vote.

In addition to (but not in place of) allowing members to vote by appointing the chairman of the meeting as their proxy to vote, co-ops can provide for members to vote by electronic means through an electronic voting system ('electronic voting') at the meeting. Thus, if a co-op provides its members with the additional option of electronic voting, a member will be able to choose between appointing the chairman as proxy to



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vote, or personally voting electronically at the meeting. Co-ops should put in place the necessary measures to ensure that a member who has already submitted a proxy form shall not have access to electronic voting as well, to ensure there is no double counting.

### (3) Matters Raised

**Q9. Can a co-op use a virtual platform that collates questions from members during the meeting, and answer during the meeting only the “most voted” ones submitted during the meeting as well as the questions submitted before the meeting? In that case:**

- **Will the co-op be faulted for not answering all the questions, particularly those that receive the least votes as well as taking into account the time?**
- **After the meeting, is the co-op obliged to answer all the questions raised, e.g. on its website?**

If a co-op relies on Item 4 of the Second Schedule, members are to, *before* the meeting, submit matters they wish to raise by email or post (or by such other electronic means as the co-op considers appropriate, if the co-op provides for such mode of submission in addition to email or post), and "each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means."

To satisfy the requirements of Item 4, a co-op will need to determine which of the matters raised (within a reasonable time before the meeting) are "substantial and relevant", and respond to all such matters at or before the meeting. Matters raised could possibly be collated and responded to thematically. If there is insufficient time to address all such matters during the meeting, then the co-op would need to respond before the meeting, e.g. through its website or a virtual information session.

In addition to (but not in place of) accepting written questions before the meeting, a co-op may also provide "for any matter to be raised by a member or delegate at a meeting and for the matter to be responded to at the meeting through real-time electronic communication such as video conferencing, tele-conferencing or live chat." Thus, a co-op can choose to provide for real-time Q&A by electronic means at the



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meeting. All matters raised during the real-time Q&A should be addressed at the meeting.

**Q10. The Guidelines state that "substantial and relevant matters raised must be addressed by the Committee of Management prior to, or at, the meetings". Why should a co-op address members' questions before the AGM?**

If a co-op relies on the alternative arrangement in Item 4 of the Second Schedule of the Order, members are to send in, before the meeting, the matters which they wish to raise at the meeting. Members will also need to submit their proxy votes before the AGM. Hence, a co-op will enable members to be heard, and facilitate informed voting by members, by addressing such matters raised before the AGM.

**Q11. Can members submit questions through an electronic platform, website or electronic form (e.g. JotForm or Google Form)?**

If the alternative arrangement specified at Item 4 of the Second Schedule of the Order is adopted by a co-op, members shall send the chairman of the meeting the matters which they wish to raise at the meeting via post or email.

In addition to (but not in place of) post and email, a co-op may provide for members to submit questions before the meeting by such other electronic means as the co-op considers appropriate. In other words, if the co-op chooses to use other electronic means (e.g. electronic platform, website or electronic form) to accept submission of questions, it must still give its members the ability to make such submissions by post or email.

### (4) Quorum

**Q12. If a member has appointed the chairman of the meeting as his proxy, will the member be counted towards the quorum? For example, if the quorum is 30 members, and 15 members attended the virtual meeting while another 15 members appointed the chairman of the meeting as their proxy, would the total attendance be 30 (thus meeting the quorum requirement)?**



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Item 5 of the Second Schedule of the Order states, "A quorum may be formed by members or delegates of the co-operative society personally or electronically present. A member or delegate is deemed to be present at a meeting if the member or delegate has appointed the chairman of the meeting as the member's or delegate's proxy to attend, speak and vote at the meeting..."

Therefore, a member who has appointed the chairman of the meeting as his proxy as well as a member who is electronically present will be counted in accordance with the relevant quorum requirements. Double-counting should be avoided, by keeping record of members who submitted proxy forms, and verifying the electronic attendance of members.

**Q13. Please advise the form and manner required for verification of electronic presence of a member at the AGM in order to meet quorum requirements. Would a report from the virtual platform suffice?**

Verification of members' electronic attendance is required under Item 5 of the Second Schedule of the Order, to determine if quorum requirements are met.

The Registry had suggested in the Guidelines that one way is to identify each member in a waiting room before he is admitted into the virtual meeting, using his photo on an official document such as NRIC.

An alternative method of verification is for the co-op to, at the pre-registration stage, verify the membership status of each person who has pre-registered to attend, and:

- (i) issue him a unique username and password to access the meeting; or
- (ii) check his display name against the list of members who had pre-registered, before admitting him into the virtual meeting.

**Q14. What if a co-op cannot meet the quorum required for its AGM?**

Please refer to section 56 of the Co-operative Societies Act:

"(1) No business shall be transacted at any general meeting unless a quorum of members or delegates is present. The quorum necessary for such transaction shall be 20% or 30 of all members or delegates qualified to vote, whichever is the less.



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- (2) If a quorum is not present within 30 minutes after the time fixed for a general meeting, the members or delegates present shall form a quorum, except that —
- (a) a general meeting with such reduced quorum shall not have the power to amend the by-laws; and
  - (b) any resolution passed at the meeting shall not be valid unless it is passed with a majority of two-thirds of the members or delegates present.”

### (5) Voting

#### **Q15. Is it permissible for all members to appoint the chairman of the meeting as proxy, and hence no voting is required at the AGM?**

Under Item 6A of the Second Schedule of the Order, a co-op may provide for a member to appoint the chairman of the meeting as the member's proxy to vote at the meeting.

Following from the above, when members appoint the chairman of the meeting as proxy, he will cast their votes at the meeting on their behalf as directed in the proxy forms.

#### **Q16. Does the voting for election or removal of officers have to be by secret ballot if the AGM is conducted in accordance with the Order?**

Under Item 6A of the Second Schedule of the Order, a co-op may require that voting on all resolutions be by proxy. By virtue of section 27 of the COVID-19 (Temporary Measures) Act, compliance by a co-op with Item 6A of the Second Schedule will be deemed to satisfy the secret ballot requirement under section 57(3) of the Co-operative Societies Act for the election or removal of officers.

This is permitted for the duration of the Order, due to the current extraordinary circumstances. The alternative arrangements in the Order were designed to be as facilitative as possible, so that virtual AGMs can be conducted successfully. The Registry notes that it may be administratively challenging to execute a secret ballot effectively during a virtual AGM.





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Item 6A provides an option for co-ops. It is for the co-op to decide, in view of their particular circumstances, whether to rely on the prescribed alternative arrangements, or on other arrangements that are consistent with its by-laws.

**Q17. Is it a requirement to have an independent party receive the proxy forms and count the proxy votes? Should a co-op engage its internal auditors or corporate lawyers for this purpose, and can they be considered “independent”?**

There is no requirement in the Order for an independent party to receive the proxy forms and count the proxy votes. The Registry’s Guidelines “advises” co-ops to do so as a good practice, but it is not mandatory.

Therefore, the selection of such independent parties is an operational matter for each co-op to decide.

Co-ops are advised to establish their own policies and procedures with regard to the process of receiving and safeguarding the proxy forms as well as recording and counting the proxy votes. Co-ops should also keep the relevant records and documentation so that the votes can be verified.

**Q18. In a scenario where 30 members attend the virtual AGM (thus quorum met) but no members submitted proxy forms, does this mean that the chairman of the meeting will represent the 30 members at the meeting and vote on their behalf?**

In order for the chairman of the meeting to vote on a member’s behalf at the virtual AGM, the member must first appoint him as the member’s proxy to vote at the meeting. This is done by depositing with the co-op an instrument of appointment (i.e. proxy form) by post or email. Members should specifically indicate in the proxy forms how they wish to vote for or vote against (or abstain from voting on) the resolutions.

During the meeting, the chairman of the meeting would then cast the votes for each resolution accordingly, as instructed in the valid proxy forms received.

In the above scenario, if “no members submitted proxy forms”, then proxy voting through the chairman of the meeting cannot be carried out on any of the resolutions.



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### **Q19. Can members submit proxy forms through an electronic platform, website or electronic form (e.g. JotForm or Google Form)?**

If the alternative arrangement specified at Item 6A of the Second Schedule of the Order is adopted, the proxy form must be deposited with the co-op by post or by email to an email address stated in the notice of the meeting.

In addition to (but not in place of) post and email, a co-op may provide for members to submit proxy forms before the meeting by such other electronic means as the co-op considers appropriate. In other words, if the co-op chooses to use other electronic means (e.g. electronic platform, website or electronic form) to accept submission of proxy forms, it must still give its members the ability to make such submissions by post or email.

### **Q20. Is the chairman of the meeting the only person allowed to be appointed as proxy? What if the chairman of the meeting is 'conflicted', e.g. he is one of the members of the Committee of Management up for re-election?**

If a co-op is adopting the alternative arrangement prescribed at Item 6A of the Second Schedule of the Order, only the chairman of the meeting may be appointed as proxy.

The proxy has to vote in accordance with the instructions provided to him and is not allowed to substitute the instructions provided to him with his personal preference.

To be prudent and to prevent any abuse of process, co-ops may wish to appoint independent parties to direct and supervise the count of proxy votes, and maintain records of proxy forms submitted.

Under Item 6A, a co-op can only provide for a member to appoint any person (other than the chairman) as the member's proxy to vote at the meeting by electronic means through an electronic voting system, **if** the written law or legal instrument relating to the meeting (i.e. the co-op's by-laws) provide that the member can appoint any person as his proxy to vote at the meeting. This is not applicable to individual members of co-ops, since section 42(1) of the Co-operative Societies Act requires individual members to exercise their votes in person and not by proxy. In short, individual members of co-ops can only appoint the chairman of the meeting – and no other person – as their proxy to vote.



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**Q21. Instead of members voting by proxy, can a resolution be passed by having two members who attend the meeting electronically “propose” and “second” the resolution, e.g. verbally or using the “chat” function?**

No. Co-ops conducting voting under the alternative arrangements will need to abide by the prescribed arrangements set out at Item 6A of the Second Schedule of the Order.

**Q22. Can electronic voting be done at the virtual AGM instead of voting by proxy? For instance, can members who are electronically present vote by show of hands, or vote using a voting feature of the platform?**

In addition to (but not in place of) providing for a member to appoint the chairman as proxy to vote at the meeting, a co-op may provide members with the additional option of voting at the meeting by electronic means through an electronic voting system.

Therefore, electronic voting would be an optional add-on, but not a stand-alone alternative arrangement for voting. This will avoid prejudicing members who are not technologically savvy and have difficulties voting electronically. It will also allow members who do not wish to attend the meeting but still wish to vote to do so.

Voting 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 co-op as cast by the member<sup>4</sup> entitled to vote;

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<sup>4</sup> [Not applicable to individual members of co-ops in view of section 42(1) of the Co-operative Societies Act] Or the member’s proxy or delegate’s proxy (other than the chairman) who is appointed to vote at the meeting by electronic means through the electronic voting system. Please refer to Item 6A of the Second Schedule of the Order for details.



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(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.

The alternative arrangement specified under Item 6A of the Second Schedule of the Order only allows the members to vote via proxy, or by electronic voting as prescribed, in addition to appointing the chairman as proxy. If co-ops choose not to adopt this alternative arrangement, they may wish to seek their own legal advice on whether their by-laws allow voting via other means.

**Q23. If a co-op conducts a hybrid physical-virtual meeting, can members who are physically present vote by a show of hands or physical ballot?**

If the co-op relies on the Order to hold the hybrid meeting, it should comply with the alternative arrangement for voting in the Order, i.e. voting by appointing the chairman as proxy, or electronic voting in addition to proxy voting. Thus, members who are physically present cannot vote by a show of hands or physical ballot.

**Q24. Can a co-op use a website that allows members to vote electronically at their convenience, over a period of a few days or weeks?**

No. Under Item 6A, electronic voting must take place in real-time at the meeting. Votes submitted electronically before the meeting would not be considered voting "at the meeting".

### (6) Notice of Meeting

**Q25. Can a co-op upload the notice of meeting on its website instead of sending it to members?**

Section 53(2) of the Co-operative Societies Act states, "Unless the by-laws otherwise provide, a notice of every general meeting shall be sent to each member, and each delegate entitled to attend the general meeting, at least 15 clear days prior to the date of the meeting..."



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Thus, unless a co-op's by-laws provide for means of mass notification (such as newspaper or website publication), the notice of meeting would need to be sent to each member and website publication would not satisfy this requirement.

If, for instance, a co-op's by-laws state that notice is to be posted to members, Item 8 of the Second Schedule of the Order provides an alternative arrangement of sending the notice by email to a member if the co-op has his email address.

**Q26. If a co-op does not have the email addresses of all its members, can it email the notice to members with email addresses and send the notice by post to the rest?**

Section 53(2) of the Co-operative Societies Act states, "Unless the by-laws otherwise provide, a notice of every general meeting shall be sent to each member, and each delegate entitled to attend the general meeting, at least 15 clear days prior to the date of the meeting..."

Thus, unless a co-op's by-laws provide otherwise, the notice of meeting must be sent to each member and this can be done either by email or post. Co-ops should contact members to obtain or confirm their email addresses, so that the notice of meeting may be sent by email.

**Q27. What is the notice period that a co-op should provide if it intends to conduct a virtual AGM?**

Unless the co-op's by-laws provide otherwise, the minimum notice period is 15 clear days<sup>5</sup> under section 53(2) of the Co-operative Societies Act.

Co-ops may wish to consider a longer notice period for virtual AGMs, to allow members submitting proxy forms and questions by post to meet the deadlines for submission.

**(7) Others**

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<sup>5</sup> That means, between the date of the notice being sent and the date of the AGM (exclusive of both dates), there are at least 15 days.



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### **Q28. Who is the "chairman of the meeting"? Is he the Chairman of the co-op?**

Each co-op's by-laws would stipulate the person who is to chair meetings, and this would typically (but not always) be the chairman of the co-op, and in his absence, the vice-chairman of the co-op. Co-ops should therefore act in compliance with the requirements of their by-laws.

Under the Order, the "chairman of the meeting" is to be appointed as members' proxy since he will be present to conduct the meeting and will be able to cast the members' votes on their behalf.

### **Q29. Can a co-op propose by-law amendments at a virtual AGM?**

Yes. However, if the quorum requirements in section 56(1) of the Co-operative Societies Act are not met, the meeting shall not have the power to amend the by-laws.

### **Q30. For the election of individuals to the Committee of Management, a co-op's usual practice is to only announce the nominations during, and not before, the AGM. Can this be done in a virtual AGM?**

If the co-op is adopting the alternative arrangement specified at Item 6A of the Second Schedule of the Order, the co-op will not be able to announce the nominations during the meeting only. This is because the members will have to instruct the chairman on how to vote before the meeting.

### **Q31. Is there any funding support for the conduct of virtual meetings?**

There may be costs associated with conducting virtual AGMs, such as engagement of corporate secretarial firms and purchase of video conferencing tools. In addition to the Central Co-operative Fund ('CCF') Support Grant of \$2,000 that was disbursed to eligible co-ops in May/June 2020, qualifying co-ops can also tap on the CCF Development Grant to fund these expenses.

For more information on CCF grants, please visit [www.sncf.coop/affiliates-directory/ccf-grant](http://www.sncf.coop/affiliates-directory/ccf-grant), or contact the CCF Secretariat at [sncf@sncf.org.sg](mailto:sncf@sncf.org.sg) or 66020747.