



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

Guidelines for Co-operative Societies (Updated 16 April 2021)

These guidelines ('Guidelines') provide additional guidance to co-operative societies on the conduct of meetings under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) Order 2020 ('Order') which was issued on 27 April 2020.

The Guidelines incorporate the alternative arrangements prescribed in the Order, as well as other practices that co-operative societies should adopt given the inability of members or delegates to attend meetings in person.

The Guidelines should be read together with the Order. Co-operative societies shall refer to the Order, the Co-operative Societies Act and their own by-laws, and seek legal advice if needed.

(a) Background

1. On 27 March 2020, Part 4 of the COVID-19 (Temporary Measures) Act 2020 ('Act')¹ came into operation. Under Part 4 of the Act, alternative meeting arrangements may be prescribed, by order, for those meetings where personal attendance is provided for in written law or certain legal instruments.
2. On 27 April 2020, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) Order 2020 ('Order') was issued. The Second Schedule of the Order prescribes the alternative arrangements for the conduct of a general meeting of members of a co-operative society, or a meeting of delegates of a co-operative society.

¹ <https://www.mlaw.gov.sg/news/parliamentary-speeches/second-reading-speech-by-senior-minister-of-state-for-law-mr-edwin-tong-on-the-covid-19-temporary-measures-bill-2020>



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3. The Order was amended on 29 September 2020, through the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) (Amendment) Order 2020. More information on this amendment may be found in the Ministry of Law's press release dated 29 September 2020 (<https://www.mlaw.gov.sg/news/press-releases/Refinements-to-Alternative-Arrangements-for-Meetings>).
4. The Order was amended again on 6 April 2021, through the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) (Amendment) Order 2021. With this amendment, the Order has been extended beyond 30 June 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-operative societies organising meetings, the Ministry of Law will give at least 6 months' advance notice before the alternative arrangements cease to be available. More information on this amendment may be found in the Ministry of Law's press release dated 6 April 2021 (<https://www.mlaw.gov.sg/news/press-releases/covid19-relief-measures-further-extension-of-alternative-arrangements-for-meetings>).
5. Compliance with the alternative arrangements in the Order will be deemed to be compliance with the relevant provisions of written law or legal instrument (i.e. the by-laws in the case of a co-operative society) in respect of which the alternative arrangements are made.
6. The Order is permissive, not mandatory. Nevertheless, co-operative societies are encouraged to rely on the alternative arrangements, and comply with both the letter and spirit of prevailing safe distancing measures.

(b) Notice of Meeting

7. A notice of a meeting may be sent by email to members or delegates.
8. Notices of meetings should contain the following:
 - the date and time of commencement of the meeting;



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- the resolutions to be proposed;
- particulars of the electronic means by which the meeting will be conducted including:
 - (i) the means by which the meeting can be electronically accessed (including the online location if any);
 - (ii) the link to the virtual meeting;
 - (iii) any other ancillary information, for instance, whether members or delegates will have to pre-register on an online platform in order to attend electronically and any deadline for such pre-registration (e.g. 72 hours before the commencement of the meeting), etc.;
- instructions to members or delegates on how they may:
 - (i) access any documents or information relating to the business of the meeting;
 - (ii) send to the chairman of the meeting before the meeting (by post or email, or where provided for, other electronic means in addition to post or email) the substantial and relevant matters which they wish to raise, the timeframe for submission, and how the substantial and relevant matters (sent within a reasonable time before the meeting) will be responded to prior to, or at, the meeting;
 - (iii) cast their votes, including how to appoint the chairman of the meeting as a proxy to vote at the meeting, how to submit such proxy forms and any deadline for submission (e.g. 72 hours before the commencement of the meeting); and
 - (iv) vote by electronic means through an electronic voting system at the meeting (if real-time electronic voting is to be used, in addition to appointment of the chairman of the meeting as proxy to vote).

(c) Documents

9. Documents required to be laid or produced at a meeting (e.g. the audited financial statements or by-law amendments to be approved by members) may be so laid or produced by being:



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- (a) sent with the notice of the meeting; or
- (b) published online (the online address being provided with the notice of the meeting) or on the co-operative society's website.

(d) Questions

10. Members or delegates should be given the opportunity to raise matters within a reasonable time prior to meetings. They may be required to send to the chairman of the meeting, by post or email before the meeting, the matters which they wish to raise at the meeting.
11. In addition to (but not in place of) submissions by post or email, a co-operative society also has the option of using other electronic means as it considers appropriate (e.g. virtual AGM platforms, electronic forms) to accept such submissions in advance of the meeting.
12. In this regard, members or delegates should be informed of the mode of submission (via post or email, or where provided for, other electronic means in addition to post or email) to the chairman of the meeting, and any reasonable cut-off time (e.g. 72 hours prior to the meeting) before which matters to be raised must be submitted.
13. Substantial and relevant matters raised must be addressed by the Committee of Management prior to, or at, the meetings.
14. Co-operative societies should also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the meetings in respect of substantial and relevant matters.
15. We strongly encourage co-operative societies, as far as possible, to respond to questions promptly to facilitate members' or delegates' votes. For instance, questions may be addressed prior to the meeting through publication on the co-operative society's website, circulation by email to members or delegates, and/or any virtual information session that the co-operative society may organise.



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16. In addition to (but not in place of) accepting submissions of matters which members or delegates wish to raise at the meeting, a co-operative society also has the option of carrying out real-time Q&A via electronic means (e.g. video conferencing, teleconferencing or live chat) at the meeting. Questions raised via real-time Q&A at the meeting should be answered at the meeting.

(e) Proxy Voting

17. As members or delegates are unable to attend the meeting physically, co-operative societies must provide for members or delegates (including those attending the meeting physically) to vote by proxy on all resolutions, and only the chairman of the meeting may be appointed as proxy through an instrument of appointment ('proxy form').²

18. Members or delegates should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions.

19. Members or delegates should be allowed to submit proxy forms by email or post, as an alternative to physical delivery of the proxy form.

20. In addition to (but not in place of) submission by post or email, a co-operative society also has the option of using other electronic means as it considers appropriate to accept proxy forms.

21. Co-operative societies should specify in the notice of meeting how members or delegates may submit the proxy forms.

² **[Not applicable to individual members of co-operative societies in view of section 42(1) of the Co-operative Societies Act]** For meetings held or conducted on or after 1 October 2020, where the by-laws of a co-operative society provide for the appointment of any person as the member's proxy or delegate's proxy to vote at the meeting, the co-operative society may provide for the member or delegate to appoint any person (other than the chairman) as proxy to vote at the meeting by electronic means through an electronic voting system. Please refer to Item 6A of the Second Schedule of the Order for details. Item 8 of the Second Schedule sets out the information that must be included in the notice of meeting pertaining to the appointment of such proxies and how the appointed proxies may vote electronically.



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22. Proxy votes must be cast at the meeting as instructed in all valid proxy forms. Co-operative societies are also advised to appoint independent parties to direct and supervise the count of votes cast through proxy, with the possibility of the counting being witnessed by those who wish to be present. Records of proxy forms submitted should be maintained.

(f) Electronic Voting (for meetings held or conducted on or after 1 October 2020)

23. In addition to (but not in place of) providing for a member or delegate to appoint the chairman of the meeting as proxy to vote at the meeting, a co-operative society also has the option of providing for the member or delegate to vote at the meeting by electronic means through an electronic voting system ('electronic voting').

24. Electronic voting may only be used at a meeting 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-operative society as cast by the member or delegate³ entitled to vote;
- (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.

25. To explain the prescribed safeguards listed above:

- (b) means that the electronic voting system allows voting records to be generated, so that the operation of the system may be audited (i.e. checked by an independent party), and to verify that the votes are accurately recorded and counted. Some electronic voting systems may offer such an "audit" feature. Auditing can also take the form of manually matching the usernames that were

³ [Not applicable to individual members of co-operative societies 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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logged by the electronic voting system, against the personal details of members or delegates, and the number of votes recorded.

- (c) means that the co-operative society must ensure that voters are authenticated. This safeguard can be complied with by, for example, giving each member or delegate a unique username and password to log in and vote.
- In (d), the words “by electronic means” make clear that the voting results must be declared by the same means by which the meeting is held (and not elsewhere). The chairman can declare the results verbally over video conference.

(g) Conduct of Meeting

26. Co-operative societies should, if conducting meetings through electronic means, do so at no charge to members or delegates.
27. A co-operative society may provide that a member or delegate may only attend a 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 or delegate.
28. Details of the arrangements must be provided to members or delegates in the notices of meetings.
29. “Electronic means” means electronic communication, video conferencing, teleconferencing or other electronic means.
30. A co-operative society may need to use a combination 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>.
31. When selecting the platform to be used, the co-operative society should consider whether it fulfils the alternative arrangements prescribed in the Order. For instance, if there is content to be shared as part of the proceedings of the meeting (e.g.



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presentation slides), the platform should allow all members or delegates participating in the audio-visual broadcast to view them.

(h) Quorum

32. A quorum may be formed by members or delegates of the co-operative society personally or electronically present.

33. 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, 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.

34. A member or delegate is electronically present at a meeting if the member or delegate —

(a) attends the meeting in the manner provided (for attendance by electronic means);

(b) is verified by the secretary of the co-operative society, or a person appointed by the Committee of Management of the co-operative society, as attending the meeting in the manner provided; and

(c) is acknowledged by electronic means by the chairman of the meeting as present at the meeting.

35. The platform chosen for the virtual meeting should provide for secure login by members or delegates. This may include having members or delegates verified in a waiting room before being admitted into the virtual meeting. One way in which verification could be done is by having the secretary or other appointed person identify the member or delegate based on an official document such as their National Registration Identity Card ('NRIC')⁴, and ensuring that the photo matches the individual on screen.

⁴ 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, no personal data is retained and the NRIC is returned immediately.



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36. The platform should provide for a participant list so that attendance can be counted for the purposes of quorum. Double-counting would be avoided, by keeping record of members or delegates who submitted proxy forms, and verifying the electronic attendance of members or delegates.
37. As the chairman is generally responsible for the conduct of the meeting, the arrangement mentioned in para 34(c) requires the chairman to take responsibility for deciding if a member or delegate is present by electronic means, for the purpose of determining the quorum. The chairman has the flexibility to decide on how this is to be administered. He is not required to verbally acknowledge each member or delegate, individually.

(i) Minutes of Meeting

38. In addition to the information required by section 58(1A) of the Co-operative Societies Act to be contained in minutes of meeting, the minutes should record substantial and relevant matters raised by members or delegates relating to the agenda of the meeting, and responses from the Committee of Management.