



REGISTRY OF MUTUAL BENEFIT ORGANISATIONS

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 Mutual Benefit Organisations (Updated 21 October 2020)

These guidelines ('Guidelines') provide additional guidance to mutual benefit organisations ('MBOs') on the conduct of general 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 MBOs should adopt given the inability of members to attend meetings in person.

The Guidelines should be read together with the Order. MBOs shall refer to the Order, the Mutual Benefit Organisations Act and their own rules, 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 Third Schedule of the Order prescribes the alternative arrangements for the conduct of a general meeting of members of an MBO.

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 alternative arrangements apply for the period starting 27 March 2020² and ending 30 June 2021. Meetings that are due to be held may, if necessary, be deferred under the Order to a date no later than 31 December 2020.
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 rules in the case of an MBO) in respect of which the alternative arrangements are made.
6. The Order is permissive, not mandatory. Nevertheless, MBOs 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.
8. Notices of meetings should contain the following:
 - the date and time of commencement of the meeting;
 - the resolutions to be proposed;
 - particulars of the electronic means by which the meeting will be conducted including:

² This ensures that rearrangements made to meetings from 27 March 2020 (the date when the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 came into force), are upheld. This includes meetings that were deferred in response to safe distancing measures and meetings that were re-convened after being originally deferred.



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- (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 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 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) may be so laid or produced by being:
- (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 MBO's website.



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(d) Questions

10. Members 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, an MBO 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 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 Management Committee prior to, or at, the meetings.
14. MBOs 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 MBOs, as far as possible, to respond to questions promptly to facilitate members' votes. For instance, questions may be addressed prior to the meeting through publication on the MBO's website, circulation by email to members, and/or any virtual information session that the MBO may organise.
16. In addition to (but not in place of) accepting submissions of matters which members wish to raise at the meeting, an MBO also has the option of carrying out real-time Q&A via electronic means (e.g. video conferencing, tele-conferencing or live chat) at the meeting. Questions raised via real-time Q&A at the meeting should be answered at the meeting.



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(e) Proxy Voting

17. As members are unable to attend the meeting physically, MBOs must provide for members (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').³
18. Members should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions.
19. Members 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, an MBO also has the option of using other electronic means as it considers appropriate to accept proxy forms.
21. MBOs should specify in the notice of meeting how members may submit the proxy forms.
22. Proxy votes must be cast at the meeting as instructed in all valid proxy forms. MBOs 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 to appoint the chairman of the meeting as proxy to vote at the meeting, an MBO also has the option of

³ For meetings held or conducted on or after 1 October 2020, where the rules of an MBO provide for the appointment of any person as the member's proxy to vote at the meeting, the MBO may provide for the member 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 Third Schedule of the Order for details. Item 8 of the Third 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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providing for the member 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 MBO as cast by the member⁴ 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 logged by the electronic voting system, against the personal details of members, and the number of votes recorded.
- (c) means that the MBO must ensure that voters are authenticated. This safeguard can be complied with by, for example, giving each member 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.

⁴ Or the member'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 Third Schedule of the Order for details.



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(g) Conduct of Meeting

26. MBOs should, if conducting meetings through electronic means, do so at no charge to members.
27. An MBO may provide that a member 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.
28. Details of the arrangements must be provided to members in the notices of meetings.
29. "Electronic means" means electronic communication, video conferencing, teleconferencing or other electronic means.
30. An MBO 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 MBO 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. presentation slides), the platform should allow all members participating in the audio-visual broadcast to view them.

(h) Quorum

32. A quorum may be formed by members of the MBO personally or electronically present.
33. A member is deemed to be present at a meeting if the member has appointed the chairman of the meeting as the member's proxy to attend, speak and vote at the meeting, and the relevant quorum requirements are to be determined by the voting



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instructions and proxies submitted by the members prior to the commencement of the meeting.

34. A member is electronically present at a meeting if the member —
- (a) attends the meeting in the manner provided (for attendance by electronic means);
 - (b) is verified by the secretary of the MBO, or a person appointed by the Management Committee of the MBO, 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. This may include having members 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 based on an official document such as their National Registration Identity Card ('NRIC')⁵, and ensuring that the photo matches the individual on screen.
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 who submitted proxy forms, and verifying the electronic attendance of members.
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 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, individually.

⁵ 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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(i) Minutes of Meeting

38. MBOs could consider recording in the minutes of meeting the substantial and relevant matters raised by members relating to the agenda of the meeting, and responses from the Management Committee.

(j) Deferral of Meeting

39. MBOs whose annual general meetings are due to be held (as provided in the MBO's own rules) during the period starting on 27 March 2020 and ending on 31 December 2020, may, if necessary, defer their meetings.

40. However, deferral under the Order is permitted only to a date no later than 31 December 2020.