

## Press Release

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### COVID-19 RELIEF MEASURES: UPCOMING LEGISLATIVE PROVISIONS TO PROVIDE LEGAL CERTAINTY ON HOLDING OF MEETINGS

This media release provides clarity and guidance to entities on the holding of meetings.

2. On 24 March 2020, the Ministry of Health (“MOH”) announced tighter measures to minimise further spread of COVID-19. On 27 March 2020, the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 (“**Regulations**”) came into force. Under the Regulations, certain activities and events (e.g. conventions) are prohibited altogether. Attendance for non-prohibited events (including meetings and gatherings) is limited to 10 individuals, and safe distancing measures are imposed for events held in public places.
3. All meetings must be held in accordance with the prevailing Regulations issued to implement safe distancing measures.
4. We are aware that certain provisions in written law and certain legal instruments (such as a company’s constitution) provide for personal attendance at meetings. The Government has received feedback that businesses are uncertain about how to comply with both those provisions and the Regulations. Thus, the Government will introduce new legislation at the next sitting of Parliament (on or about 7 April 2020) (“**Proposed Provisions**”) to provide legal certainty on the holding of such meetings.
5. Subject to Parliament’s approval, the Proposed Provisions will:
  - a. Allow alternative arrangements to be prescribed where:
    - i. Personal attendance at a meeting or class of meetings is provided for in any written law or legal instrument; and
    - ii. It is inexpedient or impracticable for the meeting or class of meetings to be convened, held or conducted in the manner provided for in the written law or legal instrument, in view of the prevailing Regulations; and
  - b. Provide that meetings held or deferred, on or after 27 March 2020, in accordance with such prescribed alternative arrangements will be deemed to satisfy the relevant requirements under written law or legal instrument, despite anything to the contrary in any law or legal instrument.
6. A non-exhaustive list of meetings where personal attendance is provided for in written law or legal instrument, is in the **Annex**. If needed, alternative arrangements may be prescribed in respect of these meetings. In particular, alternative arrangements are intended to be prescribed for companies, including listed companies, listed business trusts and real

estate investment trusts. Please refer to the updated guidance for issuers, announced by ACRA, MAS and SGX RegCo today (31 March 2020).

7. If passed, the Proposed Provisions are intended to be brought into force as soon as possible. For entities that are planning to conduct meetings in the meantime, and are uncertain about how to comply with the prevailing safe distancing measures without contravening provisions in written law or legal instruments, please approach the respective regulators for guidance on how the meeting should be conducted. Meetings should minimally adopt the following:

- a. Allow and strongly encourage attendance at meetings using tele-conferencing, video-conferencing, or other electronic means;
- b. Allow meeting attendees to appoint their proxies using electronic means, such as by e-mail;
- c. Allow meeting attendees with rights to participate, to exercise these rights to the extent possible and appropriate, such as by allowing questions to be submitted by e-mail in advance, and responses to be conveyed by tele-conferencing, video-conferencing, or other electronic means;
- d. If voting is required, strongly encourage meeting attendees to vote by proxy, or (if available) by electronic modes of voting; and
- e. Provide meeting attendees with access to meeting materials.

8. If entities are already able to comply with the prevailing safe distancing measures in accordance with the provisions in written law and their existing legal instruments, they should do so. The prescribed alternative arrangements are intended to help those who face challenges in complying with the prevailing safe distancing measures, and are not intended to be mandatory.

9. For further information, please check the websites of the respective regulators, or the Government's website on COVID-19 advisories for various sectors.

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We achieve this together with our departments (Accountant-General's Department, Singapore Customs and Vital), and statutory boards/bodies (Accounting & Corporate Regulatory Authority, Inland Revenue Authority of Singapore, Tote Board and Singapore Accountancy Commission).

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MinLaw drives legal reforms, oversees the policy for development, promotion and regulation of Singapore's legal sector, and advances Singapore's national interests through international legal policy and cooperation.

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MinLaw also oversees land policy and administration, and the development of Singapore's intellectual property sector supported by its statutory boards.

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**Annex: Examples of meetings where personal attendance is provided for in written law or legal instrument**

- a. Meetings (e.g. annual general meetings and extraordinary general meetings) held under the Companies Act and each company's constitution;
- b. Meetings held under trust deeds, in particular, listed business trusts and listed real estate investment trusts;
- c. Meetings held under the Variable Capital Companies Act and the variable capital company's constitutions;
- d. Meetings held by management corporation strata title ("MCST") under the Building Maintenance and Strata Management Act;
- e. Creditors' meetings;
- f. Meetings in relation to the winding up or liquidation of entities;
- g. Meetings held under the Societies Act and the society's rules;
- h. Meetings held under the Co-operative Societies Act and the co-operative society's by-laws;
- i. Meetings held under the Town Councils Act and the Town Council's standing orders; and
- j. Meetings held under the Trade Unions Act and the trade union's rules.