



REGISTRY OF CO-OPERATIVE SOCIETIES

Ministry of Culture, Community and Youth

23 June 2023

GUIDELINES ON THE CONDUCT OF VIRTUAL AND HYBRID GENERAL MEETINGS

1. These Guidelines are issued to co-operative societies (“co-ops”) pursuant to section 93B(1) of the Co-operative Societies Act 1979 (“the Act”). The Guidelines set out principles and recommended practices for the conduct of general meetings of members¹ (“general meetings” or “meetings”) in a virtual format (i.e. using virtual meeting technology only) or hybrid format (i.e. at a physical place and using virtual meeting technology), for co-ops that choose to hold virtual or hybrid meetings. Co-ops that choose to hold virtual or hybrid meetings are strongly encouraged to adopt the Guidelines. As a guide, co-ops may wish to go through the attached Self-Assessment Checklist to ascertain if they are ready to hold virtual or hybrid meetings.
2. Co-ops that wish to conduct virtual or hybrid general meetings should first amend their by-laws to provide clarity and legal certainty that such meetings are permitted. Co-ops should refer to the Act and their own by-laws, and if needed, seek legal advice on the conduct of their general meetings.
3. These Guidelines are not intended to be exhaustive or prescriptive. As the nascent area of virtual and hybrid general meetings develops further, co-ops are encouraged to keep abreast of emerging practices and technology and continually innovate to improve the experience for their members.

(A) General

4. Regardless of the format of the general meeting, members must be able to exercise their rights to participate in the meeting as provided in the Act and the co-op’s by-laws. Members must be able to ask questions, communicate their views, and vote at the meeting.
5. A co-op should carefully assess and choose the most appropriate format for the meeting (whether physical, hybrid or virtual) and virtual meeting technology that is inclusive and would best serve the needs of the co-op and its members, in view of its own circumstances and relevant considerations such as:
 - (i) agenda of the meeting;

¹ In these Guidelines, a reference to “member” includes “delegate”. Unless otherwise stated, all terms used in the Guidelines have the same meaning as in the Act.



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- (ii) profile of the membership, for instance, number and type of members (individual or institutional), digital proficiency, preferences and expectations, historical attendance, etc.;
- (iii) available resources and capability to ensure the proper and effective conduct of a virtual or hybrid meeting; and
- (iv) extent of the co-op's alignment with the spirit and letter of these Guidelines.

For instance, a co-op may find that a physical meeting is most suitable, having considered its ability to access the appropriate virtual meeting technology as well as members' readiness for virtual meetings.

6. Subject to any restrictions duly laid down in a general meeting or in the co-op's by-laws, the Committee of Management ("COM") may determine the format or the virtual meeting technology used for the meeting. The COM should explain to members the rationale for holding a virtual meeting instead of a physical or hybrid meeting in a particular year (especially if virtual meetings have not been the norm for the co-op). The COM should also proactively address any concerns or queries that members may have regarding the choice of format or virtual meeting technology, and be responsive to feedback.
7. In choosing the virtual meeting technology to be used for the virtual or hybrid meeting, a co-op may wish to refer to the "[Standard for Vendors of Virtual/Hybrid General Meeting Systems](#)"² jointly issued by Singapore Exchange Regulation, the Singapore Institute of Directors, and the Chartered Secretaries Institute of Singapore on 24 November 2022. These standards cover the functional capabilities, general system availability levels, and recovery provisions of such systems, which are expected to fulfil the typical requirements of virtual or hybrid meetings.
8. If a co-op holds a hybrid meeting, the physical venue should accommodate all members who wish to attend in person, and the co-op may consider requesting that members pre-register for the meeting to indicate their mode of attendance.

(B) Notice of Meeting

9. Unless a co-op's by-laws otherwise provide³, the notice of meeting must be sent to each member at least 15 clear days prior to the date of the meeting, and this can be done via email or post to the email or postal address notified by the

² Please refer to the Singapore Exchange website www.sgx.com/regulation/guides-handbooks for more information.

³ Section 53(2) of the 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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member to the co-op. A co-op that wishes to send the notice of meeting by email should contact members to obtain or confirm their email addresses.

10. The notice of meeting should include the following details of the arrangements for the meeting:
 - (i) the date and time of commencement of the meeting;
 - (ii) the matters for discussion and the resolutions to be proposed;
 - (iii) particulars of the electronic means by which the meeting will be conducted, including:
 - (a) details of how members can access and participate in the meeting by electronic means;
 - (b) 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.;
 - (iv) if it is a hybrid meeting, information regarding the physical venue and how members may attend in person;
 - (v) instructions to members on how they may:
 - (a) access any documents or information relating to the business of the meeting;
 - (b) submit their questions ahead of the meeting, the timeframe for submission of questions in advance, and how the questions will be responded to prior to, or at, the meeting; and
 - (c) attend any virtual information session that the co-op may organise.

(C) Documents

11. Co-ops should make available to members all documents⁴ relating to the general meeting at the same time, so that members will have sufficient time to review the documents before the meeting. The documents may be made available through various means, such as:

- (i) sent via email or post with the notice of meeting; or

⁴ Section 53(5) of the Act states, "A copy of each of the following documents must be made available to every member, and to every delegate entitled to attend the general meeting, at least 15 clear days, or such longer period as may be provided for in the society's by-laws, before the date of the meeting: (a) the society's annual report, audited financial statements and audit report mentioned in section 34(1), including every document required under this Act to be attached to those reports and statements; (b) such other document as the Registrar thinks necessary and directs to be made available."



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- (ii) published online (the online address being provided with the notice of the meeting) or on the co-op's website.

(D) Questions

12. Regardless of the format of the general meeting, it should be conducted in a manner that facilitates effective engagement and meaningful dialogue among the COM and the members, and thereby fosters transparency and accountability which are crucial to good governance.
13. A co-op should utilise real-time electronic communication (e.g. video conferencing, live chat) for discussion and question-and-answer ("Q&A") at the virtual or hybrid general meeting. The live Q&A during the virtual or hybrid meeting should generally replicate the interaction between the COM and the members in a physical meeting. For example, members should be able to hear or see the questions that are being asked, and have their questions answered on the spot. The COM should not be selective in answering questions, but at the same time, judicious moderation could help to ensure that the Q&A is productive and good order is maintained.
14. A co-op should allot ample time for Q&A during its virtual or hybrid meeting. It may be prudent to provide additional time and space for questions in certain situations (e.g. members had actively asked questions in past physical meetings, or agenda items are complex, material, or potentially contentious). In this regard, the co-op may wish to also:
 - (i) invite members to submit questions in advance and publicly address questions received (including subsequent clarifications sought or follow up questions) prior to, or at, the meetings; or
 - (ii) organise a virtual information session prior to the meeting.
15. A co-op should consider the most effective and efficient methods to manage the questions received and mitigate the potential limitations to engagement⁵ in a virtual or hybrid meeting. For instance, if questions were submitted in advance, the co-op may wish to publish the questions verbatim and respond to each question individually if it is feasible to do so. Alternatively, questions could be collated and responded to thematically, or even addressed through the COM's presentations and clarifications.
16. In essence, while there is a variety of reasonable approaches and practices for managing members' questions, the key outcomes include:

⁵ For example, in a virtual meeting, attendees may not be able to sense the "mood in the room", see who is queuing to ask questions, or interact with others.



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- (i) substantial and relevant matters are raised and adequately discussed;
- (ii) members are able to make informed decisions when voting on resolutions;
- (iii) members are treated fairly and equitably, and overall, their participation is valued and encouraged; and
- (iv) members attending a virtual or hybrid meeting have reasonable opportunity to ask questions and communicate their views, to a comparable extent as if they are attending a physical meeting.

(E) Quorum

17. In a physical meeting, there are security measures to ensure that only members are permitted to attend and/or vote at the meeting.⁶ Similarly, a co-op should implement the necessary measures and safeguards to ensure the security of a virtual or hybrid meeting.
18. The following methods of authentication are suggested, but a co-op may choose other valid methods:
- (i) **Method 1 –**
 - (a) at the pre-registration stage, verify the identity and membership status of each person who has pre-registered to attend;
 - (b) provide each verified member with a unique log-in link (or username and password) to access the meeting; and
 - (c) as each member is admitted to the meeting, check the member's display name against the list of members who had pre-registered.
 - (ii) **Method 2 –** identify each member in a waiting room before he is admitted into the meeting, by asking him to turn on his video and show an official identity document such as NRIC.
19. The virtual meeting platform should provide a participant list so that attendance can be counted for the purposes of quorum.

(F) Voting

⁶ Certain categories of members (e.g. associate members who are immediate family members of the ordinary members of a credit co-op) may only be permitted to attend the meeting as observers, and do not have rights under the by-laws to speak and vote.



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20. A co-op should refer to the Act⁷ and its own by-laws for the requirements and permissible means as to voting. Individual members and delegates (where a general meeting of members has been replaced by a meeting of delegates⁸) cannot vote by proxy and must exercise their vote in person at the general meeting.
21. If a virtual or hybrid meeting uses real-time electronic voting, the electronic voting system that is used should:
- (i) accurately count and maintain a record of all votes cast at the meeting; and
 - (ii) be 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.

ANNEX A: SELF-ASSESSMENT CHECKLIST

ANNEX B: FREQUENTLY ASKED QUESTIONS (“FAQ”)

⁷ For example, section 57(4) of the Act requires that in the case of election or removal of officers, voting shall be by secret ballot.

⁸ If a primary society has more than 3,000 members, the general meeting of members may be replaced by a meeting of delegates, with each delegate representing a certain number of individual members, in accordance with Section 51 of the Co-op Act and the co-op’s by-laws.



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ANNEX A – SELF-ASSESSMENT CHECKLIST

Theme	Questions	Yes/No
General	My co-op has reviewed the Registrar's <i>Guidelines on the Conduct of Virtual and Hybrid General Meetings</i> and the COM has carefully considered the matters included therein in assessing the appropriate format for the meeting (i.e. physical, virtual or hybrid).	
By-Laws	My co-op has amended its by-laws to provide clarity and legal certainty that virtual or hybrid general meetings can be conducted.	
Members	My co-op will explain to members the rationale for holding the virtual or hybrid general meeting and address their concerns or queries on the format of the meeting.	
Notice of Meeting	<p>My co-op will issue the notice of meeting within the prescribed notice period.</p> <p>The notice of meeting will include the details of arrangements for the virtual or hybrid general meeting, including the information detailed in paragraph 10 of the Registrar's <i>Guidelines on the Conduct of Virtual and Hybrid General Meetings</i>.</p>	
Documents	My co-op will make available all documents related to the virtual or hybrid general meeting when sending out the notice of meeting, such as my co-op's annual report and audited financial statements.	
Questions	<p>My co-op will utilise real-time electronic communication (e.g. video conferencing, live chat) for discussion and Q&A at the virtual or hybrid general meeting.</p> <p>My co-op will allot ample time for Q&A during the meeting.</p> <p>My co-op has put in place a plan to effectively and efficiently manage questions received in the virtual or hybrid general meeting.</p>	
Quorum	My co-op has put in place the necessary measures and safeguards to ensure the security of the virtual or hybrid general meeting.	



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Theme	Questions	Yes/No
	The virtual meeting platform will provide a participant list to compute the quorum.	
Voting	<p>My co-op has checked its by-laws on the requirements for voting.</p> <p>My co-op will conduct voting at the meeting in real time via electronic means so that members will exercise their vote in person and not by proxy (which is disallowed under the Co-op Act).</p> <p>My co-op can comply with the requisite requirements during the virtual or hybrid general meeting.</p> <p>[Note: Section 57(4) of the Co-operative Societies Act requires that in the case of election or removal of officers, voting shall be by <u>secret</u> ballot.]</p>	

[Important Note: This is **not** an exhaustive checklist. A co-op should exercise prudence in deciding the most appropriate meeting format and virtual meeting technology that is inclusive and would best serve the needs of the co-op and its members, in view of its own circumstances and relevant considerations.]



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ANNEX B – FAQ

Q1. Can co-ops continue to hold virtual or hybrid general meetings after 30 June 2023 in the same manner as before (i.e. in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) Order 2020 (“Meetings Order”))?

Some changes in the manner in which virtual or hybrid general meetings are conducted after 30 June 2023 will be necessary.

Under the Meetings Order, compliance with the alternative arrangements in the Meetings 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-op) in respect of which the alternative arrangements are made. For example, the Meetings Order permits individual members to vote by proxy, even though section 42(1) of the Act requires them to exercise their votes in person and not by proxy.

The Ministry of Law will revoke the Meetings Order on 1 July 2023. Hence, after 30 June 2023, co-ops should ensure that their general meetings are held in accordance with the Act and their by-laws. For example, individual members can no longer vote by proxy. Co-ops must also ensure their members can ask questions, communicate their views, and vote at the meeting, in real time via electronic means.

Q3. Does a co-op need to amend its by-laws before it can hold virtual or hybrid general meetings?

Q4. How long will it take for the Registry to review the proposed by-law amendments?

As stated in the Schedule to the Act, the mode of summoning and conducting meetings is a matter that is required to be in the by-laws of a co-op. Thus, a co-op that wishes to have the option of holding virtual or hybrid meetings after 30 June 2023 should first amend its by-laws to provide clarity and legal certainty that virtual or hybrid meetings are permitted.

The Registry has drafted the model by-law amendments that a co-op could incorporate into its proposed by-law amendments where appropriate. The co-op should review its existing by-laws to determine if other amendments are needed, so that the by-laws would be coherent and effective. It should also seek independent legal advice if necessary.

The co-op should submit its proposed by-law amendments to the Registry for comments at least 2 months before the general meeting (at which members’ approval is to be sought). The Registry will process any requests from co-ops in the order in which they are received, and endeavor to provide our comments in a timely manner if



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possible. However, multiple rounds of clarifications and revisions to the proposed amendments may be required. If the proposed amendments cannot be finalised in time for the upcoming general meeting, the co-op should be prepared to table them for members' approval at the following general meeting instead.

The co-op must apply for registration of the by-law amendments that were approved by members. Please note that the amendments are not valid until they have been registered by the Registrar. For more details on the process of amending by-laws, please refer to our website www.mccy.gov.sg/coop (under "Information for co-ops").

Q5. Is the Registry encouraging co-ops to move toward virtual or hybrid general meetings?

The Registry does not endorse any meeting format in particular. It is for each co-op to decide on the most appropriate meeting format, in the interests of its members and in accordance with the Act and its by-laws.

There are converging trends that could drive more widespread adoption of virtual or hybrid general meetings even after the COVID-19 pandemic. These trends include advances in virtual meeting technology, increasing digital adoption in business and society, as well as legislative amendments to enable companies to hold such meetings in various jurisdictions (including Singapore).

The Registry has issued the model by-law amendments and *Guidelines on the Conduct of Virtual and Hybrid General Meetings* ("Guidelines"), as we anticipate that some co-ops may be keen to provide for such meetings in their by-laws and require guidance to conduct their meetings properly. This is especially pertinent as we noted that:

- pre-COVID, physical meetings were the norm for co-ops;
- co-ops will need to conduct their virtual or hybrid meetings in a different manner after the Meetings Order ceases; and
- while most co-ops had complied with the basic arrangements under the Meetings Order, they may not have proactively adopted optional practices to facilitate members' participation (such as live Q&A) that were introduced in subsequent amendments to the Meetings Order.

The supreme authority of a co-op is vested in the general meeting. It is also a once-in-a-year opportunity for members to interact with the COM, and for the COM to engender members' trust through open communication. In this regard, a virtual or hybrid meeting format may not be advisable if it limits attendance or members' participation in meetings. Co-ops should also note that these formats may not be an easier or more convenient route, because much careful planning and good execution is required to ensure a positive experience for members.



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The Registry will continue to monitor relevant developments and co-ops' adoption of virtual or hybrid meeting formats. We may issue updated guidance and propose legislative amendments or regulatory measures, if necessary.