

PUBLIC CONSULTATION ON LEGISLATIVE AMENDMENTS TO ENABLE THE CONDUCT OF GENERAL MEETINGS BY ELECTRONIC MEANS

Introduction

The Accounting and Corporate Regulatory Authority (ACRA), the Ministry of Finance (MOF), and the Monetary Authority of Singapore (MAS) have proposed legislative amendments to the Companies Act 1967 (CA), Variable Capital Companies Act 2018 (VCC Act) and the Business Trusts Act 2004 (BTA), to enable the conduct of general meetings by electronic means.

2. The public is invited to provide feedback on proposed amendments under the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Bill 2023, which will introduce enabling provisions to allow companies, variable capital companies and business trusts, the option to conduct fully virtual or hybrid general meetings.

Background

3. ACRA¹ and MAS had earlier indicated plans to propose legislative amendments to allow the conduct of general meetings by electronic means, when it was announced that the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) Orders will be revoked with effect from 1 July 2023.

Proposed amendments

4. The CA is proposed to be amended to allow companies to have the option to conduct fully virtual or hybrid meetings. Business trusts (BTs) combine elements of a company and a trust and the BTA provisions are largely based on provisions under the CA. Variable capital companies (VCCs) are also subject to requirements, similar to companies under the CA, to hold meetings under the VCC Act. Thus, we are also proposing that similar changes be made to the BTA and VCC Act to enable BTs and VCCs to have the same option to conduct fully virtual or hybrid general meetings.

5. The draft Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Bill 2023 is in Annex A. The documents explaining the key clauses in the Bill on virtual general meetings of companies, business trusts and variable capital companies can be found in Annexes B and C.

Public consultation details

¹ The media release can be accessed here <<https://www.acra.gov.sg/news-events/news-details/id/690>> or <<https://www.mas.gov.sg/news/media-releases/2022/proposed-alternative-arrangements-for-meetings-following-the-cessation-of-the-covid-19-orders>>.

6. The public consultation exercise will run from 9 to 20 February 2023. The public can access the public consultation documents, including the draft Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Bill 2023, on the [REACH consultation portal](#). The public consultation documents are also available on [ACRA](#), [MOF](#) and [MAS](#)' website.

7. Interested parties can submit their comments via email to "MOF_Public_Consultation@mof.gov.sg", by indicating "Public Consultation on Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Bill 2023" in the subject line by 20 February 2023.

Summary of response

8. ACRA, MOF and MAS will publish a summary of the comments received. The summary will not disclose the identity of the respondents and will not separately address or acknowledge every comment received.

Attachments

- [Annex A](#): Draft Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Bill 2023
- [Annex B](#): Key clauses on virtual general meetings of companies in the draft Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Bill 2023
- [Annex C](#): Key clauses on virtual general meetings of business trusts and variable capital companies in the draft Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Bill 2023