

Corporate Real Estate

Conducting Meetings Relating to Collective Sale Amid COVID-19

Introduction

On 27 April 2020, the [COVID-19 \(Temporary Measures\) \(Alternative Arrangements for Meetings for Management Corporations, Subsidiary Management Corporations and Collective Sale Committees\) Order 2020](#) ("**Order**") was issued to provide for alternative arrangements for the following types of meetings to be conducted by electronic means:

- General meetings of management corporations ("**MCs**");
- General meetings of subsidiary management corporations; and
- Meetings of collective sale committees ("**CSCs**").

There are difficulties in conducting general meetings for collective sales (commonly known as en bloc sales) and meetings of CSCs in a manner prescribed in the Land Titles (Strata) Act ("**LTSA**") while the control and elevated safe distancing measures are in place to prevent the spread of COVID-19.

The Order, which is deemed to be in force from 27 March 2020, allows such meetings to be conducted, wholly or partially, by electronic means from 27 March 2020 to 30 September 2020 ("**Relevant Period**"). With the exception of meetings of CSCs, they may also be deferred to a date no later than 30 September 2020. Meetings conducted in accordance with the alternative arrangements by electronic means set out in the Order will be deemed to have satisfied the requirements under the LTSA, despite anything to the contrary in the law or any legal instruments.

On 27 April 2020, the Ministry of Law issued the [Guidance on Convening of General Meetings for En Bloc Sales and Meetings of Collective Sale Committees via Alternative Electronic Means amid COVID-19 Situation](#) to aid MCs and CSCs in conducting meetings under the Order.

This Update focuses on the key issues to note for holding a general meeting of a MC for the purpose of a collective sale ("**En Bloc Meeting**") and a CSC meeting by electronic means pursuant to the alternative arrangements set out in the Order. This Update does not discuss the holding of general meetings of MCs and subsidiary management corporations not for the purposes of a collective sale.

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MC En Bloc Meeting

Timing for holding En Bloc Meeting under the Order

- **No deferment later than 30 September 2020:** A MC which receives a requisition for an en bloc sale during the Relevant Period may defer holding the En Bloc Meeting beyond the period required under the LTSA. However, the MC may not defer the meeting to a date later than 30 September 2020.

Form of meeting

- **Audio and audio-visual broadcast of meeting:** A subsidiary proprietor (“SP”) or person entitled to attend an En Bloc Meeting may attend it by electronic means if access to both an audio broadcast and audio-visual broadcast is provided to the SP or person entitled to attend the meeting.

Notice of meeting

- **Notice of meeting served by email:** A notice of the general meeting of the MC may be sent by electronic means. Under the Order, a notice is sent by electronic means if it is sent by the secretary of the MC by email to the email address of a person entitled to vote at the meeting (“**Relevant Person**”) as notified by him/her to the MC.
- **Matters to be addressed in notice:** A notice of a meeting shall contain information on the alternative arrangements of conducting the meeting, including the following matters and may enclose any other documents relevant to the En Bloc Meeting:
 - Means to access the meeting electronically (including the online location if any);
 - How a Relevant Person may vote at the meeting by electronic means (e.g. providing an user ID and password to log into the voting platform);
 - How a SP or person may send to the chairperson of the meeting any substantial and relevant matters which the SP or person wishes to raise; and
 - How the proxy forms may be submitted, as well as the timeline by which the instruments of proxies must be submitted.

Entitlement to be heard

- **Submission of questions before meeting:** All SPs must be given the opportunity to ask questions. The Order allows a MC to provide that a SP or person may only be heard at the En Bloc Meeting by electronic means. In this regard, a MC may require the SPs and persons to send any matters which they wish to raise at the meeting to the chairperson of the meeting by post or email. If sent within a reasonable time before the meeting, they must be responded to at or before the meeting by electronic means. In this connection, the deadline for submitting these matters may be set by the MC in the notice of the general meeting.

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- **Substantial and relevant matters must be addressed before or at meeting:** All substantial and relevant matters that an SP or person wishes to raise at the En Bloc Meeting (including any subsequent clarifications sought or follow-up questions in respect of such matters) must be addressed by the MC prior to or at the En Bloc Meetings. This may be done by electronic means, for example through the MC website, if available, and/or any other virtual information session that the MC may organise.

Quorum

- **Quorum may be formed by being electronically present:** A quorum may be formed by the SPs (either in person or by proxy) personally or electronically present and satisfying the relevant quorum requirements.
- **Requirements on being electronically present:** The Order provides that a SP is electronically present at the En Bloc Meeting if the SP:
 - Attends the meeting by electronic means where he/she has access to both an audio broadcast and audio-visual broadcast;
 - Is verified by the secretary of the council of a MC or a person appointed by the council to verify the quorum (as the case may be) as attending the meeting by electronic means as mentioned above. Practically, this may take the form of a roll call, and the continued monitoring of the list of participants of the meeting; and
 - Is acknowledged by electronic means by the chairperson of the meeting as present at the meeting.

Appointment of proxy

- **Submission of proxy form by email or post:** Under the Order, a person entitled to vote, either in person or by proxy, may vote at the En Bloc Meeting by electronic means. The MC should provide an email address in the notice of meeting for the SP or Relevant Person to send their signed proxy forms (in electronic form or scanned copy) from the person's email address as maintained in the MC's record. The MC should also allow for the hard copy of the proxy form to be posted to the MC's registered address.
- **Timeline for submitting proxy form and format of proxy form:** As the Order does not modify the timelines provided in the LTSA, the relevant deadline for submission of an instrument appointing a proxy remains as the time falling 48 hours before the scheduled start of the En Bloc Meeting. In addition, the proxy form must be in the form prescribed in the Second Schedule to the LTSA.

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Voting process

- **Remote electronic voting:** The Order allows voting by electronic means at the En Bloc Meeting but the electronic voting system must fulfil the following requirements:
 - The system must accurately count all votes cast for and against any proposal submitted at the meeting;
 - The system must be capable of collating, recording and displaying the voting results and 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; and
 - The chairperson must, during the meeting, declare the result of the voting by electronic means on any proposal submitted at the meeting.

Meetings of CSCs

The Order provides for alternative arrangements for conducting a meeting of a CSC by electronic means where physical meetings cannot be held due to the control and elevated safe distancing measures. Similar provisions relating to the form of meeting, quorum and voting process as discussed above apply to a meeting of a CSC (with slight modifications to suit the context).

In particular, a CSC should note that where a vote is to be taken by electronic means, the same provisions regarding the electronic voting system to be used in the case of an En Bloc Meeting apply. It would not suffice to merely agree to the vote verbally or with a show of hands; it must be recorded digitally in the system.

It should further be noted that, unlike the En Bloc Meetings, CSC meetings may not be deferred.

Further Information

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