
First published in the Government Gazette, Electronic Edition, on 28 September 2020 at 10.30 pm.

No. S 825

COVID-19 (TEMPORARY MEASURES) ACT 2020 (ACT 14 OF 2020)

COVID-19 (TEMPORARY MEASURES) (ALTERNATIVE ARRANGEMENTS FOR MEETINGS) (CORPORATE INSOLVENCY) (AMENDMENT) ORDER 2020

In exercise of the powers conferred by section 27 of the COVID-19 (Temporary Measures) Act 2020, the Minister for Law makes the following Order:

Citation and commencement

1. This Order is the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) (Corporate Insolvency) (Amendment) Order 2020 and comes into operation on 29 September 2020.

Amendment of paragraph 2

2. Paragraph 2 of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) (Corporate Insolvency) Order 2020 (G.N. No. S 326/2020) (called in this Order the principal Order) is amended —

- (a) by deleting the words “section 227AA of the Companies Act (Cap. 50)” in paragraph (a) of the definition of “company” and substituting the words “section 88 of the Insolvency, Restructuring and Dissolution Act 2018 (Act 40 of 2018)”;
- (b) by deleting the definitions of “contributory”, “creditors’ voluntary winding up” and “members’ voluntary winding up” and substituting the following definition:

““contributory” has the meaning given by section 4(1) of the Companies Act;”;

(c) by inserting, immediately after the definition of “convenor”, the following definitions:

““creditors’ voluntary winding up” and “members’ voluntary winding up” have the meanings given by section 61(1) of the Insolvency, Restructuring and Dissolution Act 2018;”;

(d) by deleting paragraphs (e) and (f) of the definition of “meeting” and substituting the following paragraphs:

“(e) a general meeting of a company, in the case of a members’ voluntary winding up, under section 179(1) or 180(1) of the Insolvency, Restructuring and Dissolution Act 2018;

(f) a general meeting of a company and its creditors, in the case of a creditors’ voluntary winding up, under section 179(1) or 180(1) of the Insolvency, Restructuring and Dissolution Act 2018;

(fa) a general meeting of a company, in the case of a members’ voluntary winding up, under section 307(1) or 308(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 526(1) of the Insolvency, Restructuring and Dissolution Act 2018;

(fb) a general meeting of a company and its creditors, in the case of a creditors’ voluntary winding up, under section 307(1) or 308(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 526(1) of the Insolvency, Restructuring and Dissolution Act 2018;”;
and

(e) by deleting paragraphs (o) and (p) of the definition of “meeting” and substituting the following paragraphs:

“(o) a general meeting of a VCC, in the case of a members’ voluntary winding up, under section 307(1) or 308(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018 (Act 44 of 2018) read with section 65(1) of the Variable Capital Companies (Miscellaneous Amendments) Act 2019 (Act 28 of 2019); and

(p) a general meeting of a VCC and its creditors, in the case of a creditors’ voluntary winding up, under section 307(1) or 308(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018 read with section 65(1) of the Variable Capital Companies (Miscellaneous Amendments) Act 2019;”.

Deletion of paragraph 3

3. Paragraph 3 of the principal Order is deleted.

Amendment of paragraph 4

4. Paragraph 4 of the principal Order is amended —

(a) by deleting sub-paragraphs (e) and (f) of sub-paragraph (1) and substituting the following sub-paragraphs:

“(e) general meetings of a company, in the case of a members’ voluntary winding up, under section 179(1) or 180(1) of the Insolvency, Restructuring and Dissolution Act 2018;

-
-
- (f) general meetings of a company and its creditors, in the case of a creditors' voluntary winding up, under section 179(1) or 180(1) of the Insolvency, Restructuring and Dissolution Act 2018;
- (fa) general meetings of a company, in the case of a members' voluntary winding up, under section 307(1) or 308(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 526(1) of the Insolvency, Restructuring and Dissolution Act 2018;
- (fb) general meetings of a company and its creditors, in the case of a creditors' voluntary winding up, under section 307(1) or 308(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 526(1) of the Insolvency, Restructuring and Dissolution Act 2018;”;
- (b) by deleting sub-paragraphs (o) and (p) of sub-paragraph (1) and substituting the following sub-paragraphs:
- “(o) general meetings of a VCC, in the case of a members' voluntary winding up, under section 307(1) or 308(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018 read with section 65(1) of the Variable Capital Companies (Miscellaneous Amendments) Act 2019;
- (p) general meetings of a VCC and its creditors, in the case of a creditors'

voluntary winding up, under section 307(1) or 308(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018 read with section 65(1) of the Variable Capital Companies (Miscellaneous Amendments) Act 2019.”; and

(c) by deleting sub-paragraph (2) and substituting the following sub-paragraph:

“(2) To avoid doubt, this Order does not apply to any meeting held pursuant to an order or a direction of, or held in a manner determined by, the High Court under any of the following provisions:

(a) section 210(1) of the Companies Act;

(b) section 115(3)(c), 128(3), 164(6) or 201(1) of the Insolvency, Restructuring and Dissolution Act 2018;

(c) section 227R(3)(c), 257(3), 294(5) or 325(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 526(1) of the Insolvency, Restructuring and Dissolution Act 2018;

(d) section 227R(3)(c), 257(3), 294(5) or 325(1) of the Companies Act as in force immediately before 30 July 2020, as applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018 read with section 65(1) of the Variable Capital Companies (Miscellaneous Amendments) Act 2019.”.

Amendment of paragraph 5

5. Paragraph 5(2) of the principal Order is amended by deleting the words “30 September 2020” and substituting the words “30 June 2021”.

Amendment of Schedule

6. The Schedule to the principal Order is amended —

(a) by inserting, immediately after the first paragraph in the second column of item 3, the following paragraphs:

“In addition to (but not in place of) post and electronic mail, a convenor may also provide for a contributory, before the meeting, to send to the convenor the matters which the contributory wishes to raise at the meeting by such other electronic means as the convenor considers appropriate, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means.

To avoid doubt, in addition to (but not in place of) post and electronic mail, a convenor may provide for any matter to be raised by a contributory at a meeting and for the matter to be responded to at the meeting through real-time electronic communication such as video conferencing, tele-conferencing or live chat.”;

(b) by inserting, immediately after the word “meeting” in the first column of item 5, the words “held or conducted before 1 October 2020”;

(c) by inserting, immediately after the words “notice of the meeting.” in the first paragraph in the second column of item 5, the words “In addition to (but not in place of) post and electronic mail, a convenor may provide for a creditor, contributory, member or partner to appoint the convenor as the creditor’s, contributory’s, member’s or partner’s (as the case may be) proxy to vote at the meeting by depositing with the convenor an instrument of appointment by such other electronic means as the convenor considers appropriate.”;

(d) by inserting, immediately after item 5, the following item:

“5A. Provision for a creditor, contributory, member or partner to vote at a meeting held or conducted on or after 1 October 2020

A convenor may provide for a creditor, contributory, member or partner to appoint the convenor as the creditor’s, contributory’s, member’s or partner’s (as the case may be) proxy to vote at a general meeting of a convenor by depositing with the convenor an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting.

In addition to (but not in place of) providing for a creditor, contributory, member or partner to appoint the convenor as the creditor’s, contributory’s, member’s or partner’s (as the case may be) proxy to vote at the meeting by depositing with the convenor an instrument of appointment by post, or by electronic mail to an electronic mail address, a convenor may also provide for either or both of the following:

- (a) provide for the creditor, contributory, member or partner to appoint the convenor as the creditor’s, contributory’s, member’s or partner’s (as the case may be) proxy to vote at the meeting by depositing with the convenor an instrument of appointment by such other electronic means as the convenor considers appropriate;
- (b) provide for the creditor, contributory, member or partner —
 - (i) to vote at the meeting by electronic means through an electronic voting system; and

-
-
- (ii) to appoint any person (other than the convenor) as the creditor's, contributory's, member's or partner's (as the case may be) proxy to vote at the meeting by electronic means through an electronic voting system, by depositing with the convenor an instrument of appointment appointing a proxy and any other supporting documents by post or by electronic mail to an electronic mail address stated in the notice of the meeting; and, in addition to (but not in place of) post and electronic mail, by such other electronic means as the convenor considers appropriate.

However, voting by electronic means through an electronic voting system may be used only if the following are satisfied:

- (a) the electronic voting system that is used accurately counts on 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 convenor as cast by the creditor, contributory, member or partner (or the creditor's, contributory's, member's or partner's (as the case may be) proxy) entitled to vote;

(d) the convenor must, during the meeting, declare, by electronic means, the result of the voting on any matter put to a vote at the meeting.”; and

(e) by deleting the word “and” at the end of sub-paragraph (d) of the first paragraph in the second column of item 7, and by inserting immediately thereafter the following sub-paragraph:

“(da) if voting by electronic means through an electronic voting system is to be used, must set out —

(i) how a creditor, contributory, member or partner entitled to vote at the meeting may vote by electronic means through the electronic voting system; and

(ii) how a creditor, contributory, member or partner entitled to vote at the meeting may appoint any person (other than the convenor) as the creditor's, contributory's, member's or partner's (as the case may be) proxy to vote at the meeting by electronic means through the electronic voting system and how the creditor's, contributory's, member's or partner's (as the case may be) proxy may vote at the meeting by electronic means through the electronic voting system; and”.

Made on 28 September 2020.

LOH KHUM YEAN
Permanent Secretary,
Ministry of Law,
Singapore.

[LAW 63/009 COVID Relief-V1; AG/LEGIS/SL/65C/2020/1 Vol. 1]