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

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

ARRANGEMENT OF PARAGRAPHS

Paragraph

1. Citation and commencement
 2. Definitions
 3. Control measures
 4. Application
 5. Alternative arrangements for meetings
The Schedule
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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) Order 2020 and is deemed to have come into operation on 27 March 2020.

Definitions

2. In this Order, unless the context otherwise requires —

“company” —

- (a) in relation to a meeting in respect of a judicial management of a company, has the meaning given by section 227AA of the Companies Act (Cap. 50); and

(b) in any other case, has the meaning given by section 4(1) of the Companies Act;

“contributory”, “creditors’ voluntary winding up” and “members’ voluntary winding up” have the meanings given by section 4(1) of the Companies Act;

“convenor” means —

(a) in relation to a meeting in respect of a winding up of a company, limited liability partnership or VCC — a liquidator; and

(b) in relation to a meeting in respect of a judicial management of a company — a judicial manager;

“electronic means” means electronic communication, video conferencing, tele-conferencing or other electronic means;

“limited liability partnership” and “partner” have the meanings given by the Limited Liability Partnerships Act (Cap. 163A);

“meeting” means —

(a) a meeting of creditors of a company placed under the judicial management of a judicial manager;

(b) a meeting of creditors of a company in respect of a creditors’ voluntary winding up or members’ voluntary winding up of the company;

(c) a meeting of creditors and contributories of a company in respect of a winding up of the company by the High Court;

(d) a meeting of a committee of inspection in respect of a winding up of a company by the High Court;

(e) 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;

(f) 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;

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- (g) a meeting of creditors of a limited liability partnership in respect of a creditors' voluntary winding up or partners' voluntary winding up of the limited liability partnership;
 - (h) a meeting of creditors and partners of a limited liability partnership in respect of a winding up of the limited liability partnership by the High Court;
 - (i) a meeting of a committee of inspection in respect of a winding up of a limited liability partnership by the High Court;
 - (j) a meeting of the partners of a limited liability partnership or a general meeting of a limited liability partnership, in the case of a partners' voluntary winding up, under paragraph 54(1) or 55(1) of the Fifth Schedule to the Limited Liability Partnerships Act;
 - (k) a meeting of the partners and creditors of a limited liability partnership or a meeting of a limited liability partnership and its creditors, in the case of a creditors' voluntary winding up, under paragraph 54(1) or 55(1) of the Fifth Schedule to the Limited Liability Partnerships Act;
 - (l) a meeting of creditors of a VCC, or a sub-fund, in respect of a voluntary winding up of the VCC or sub-fund;
 - (m) a meeting of creditors and contributories of a VCC, or a sub-fund, in respect of a winding up of the VCC or sub-fund by the High Court;
 - (n) a meeting of a committee of inspection in respect of a winding up of a VCC or sub-fund by the High Court;

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- (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 applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018 (Act 44 of 2018); 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 applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018;

“sub-fund”, “VCC” or “variable capital company” have the meanings given by section 2(1) of the Variable Capital Companies Act 2018.

Control measures

3. This Order is made in respect of the following control measures:

- (a) the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 (G.N. No. S 254/2020);
- (b) the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 (G.N. No. S 185/2020).

Application

4.—(1) This Order sets out the alternative arrangements to personal attendance in respect of the following classes of meetings:

- (a) meetings of creditors of a company placed under the judicial management of a judicial manager;
- (b) meetings of creditors of a company in respect of a creditors' voluntary winding up or members' voluntary winding up of the company;
- (c) meetings of creditors and contributories of a company in respect of a winding up of the company by the High Court;
- (d) meetings of committees of inspection in respect of a winding up of a company by the High Court;

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- (e) 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;
 - (f) 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;
 - (g) meetings of creditors of a limited liability partnership in respect of a creditors' voluntary winding up or partners' voluntary winding up of the limited liability partnership;
 - (h) meetings of creditors and partners of a limited liability partnership in respect of a winding up of the limited liability partnership by the High Court;
 - (i) meetings of a committee of inspection in respect of a winding up of a limited liability partnership by the High Court;
 - (j) meetings of the partners of a limited liability partnership and general meetings of a limited liability partnership, in the case of a partners' voluntary winding up, under paragraph 54(1) or 55(1) of the Fifth Schedule to the Limited Liability Partnerships Act;
 - (k) meetings of the partners and creditors of a limited liability partnership and meetings of a limited liability partnership and its creditors, in the case of a creditors' voluntary winding up, under paragraph 54(1) or 55(1) of the Fifth Schedule to the Limited Liability Partnerships Act;
 - (l) meetings of creditors of a VCC, or a sub-fund, in respect of a voluntary winding up of the VCC or sub-fund;
 - (m) meetings of creditors and contributories of a VCC, or a sub-fund, in respect of a winding up of the VCC or sub-fund by the High Court;
 - (n) meetings of a committee of inspection in respect of a winding up of a VCC or sub-fund by the High Court;

- (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 applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018;
- (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 applied by section 33(2) or 130(1) of the Variable Capital Companies Act 2018.

(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 section 210(1), 227R(3)(c), 257(3), 294(5) or 325(1) of the Companies Act, including any of those provisions applied by the Variable Capital Companies Act 2018.

Alternative arrangements for meetings

5.—(1) The alternative arrangements for the convening, holding, conducting or deferral of a meeting to which this Order applies set out in the second column of the Schedule apply in respect of the provisions of any written law relating to such a meeting set out in the first column of that Schedule.

(2) The alternative arrangements apply for the period starting on 27 March 2020 and ending on 30 September 2020.

THE SCHEDULE

Paragraph 5(1)

ALTERNATIVE ARRANGEMENTS FOR MEETINGS

<i>First column</i>	<i>Second column</i>
<i>Provision of written law</i>	<i>Alternative arrangement</i>
1. Provision for convening, holding, conducting or deferral of a meeting	A meeting may be convened, held or conducted, whether wholly or partly, by electronic means. A meeting may be deferred to a date no later than 30 September 2020.
2. Provision for attendance at a meeting	A convenor may provide that a creditor, contributory, member or

 THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law</i>	<i>Alternative arrangement</i>
<p>3. Provision for right of a contributory to be heard at a meeting or to have a representation considered at a meeting</p>	<p>partner (as the case may be) may only attend a meeting by observing and listening to the proceedings of the meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the creditor, contributory, member or partner, as the case may be.</p> <p>A contributory may be heard at a meeting by being required to send, before the meeting, to the convenor, by post or electronic mail, the matters which the contributory wishes to raise at the meeting, 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.</p> <p>A representation may be considered at a meeting by electronic means.</p>
<p>4. Provision for quorum at a meeting</p>	<p>A quorum may be formed by creditors, contributories, members or partners (as the case may be) personally or electronically present.</p> <p>A creditor, contributory, member or partner is electronically present at a meeting if the creditor, contributory, member or partner (as the case may be) —</p> <p>(a) attends the meeting in the manner provided in item 2; and</p> <p>(b) is verified and acknowledged by the convenor as attending the meeting in the manner provided in item 2.</p>

THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law</i>	<i>Alternative arrangement</i>
5. Provision for a creditor, contributory, member or partner to vote at a meeting	<p>A convenor may require a creditor, contributory, member or partner to appoint the convenor as his or her 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 stated in the notice of the meeting. A creditor, contributory, member or partner may not vote at the meeting otherwise than by way of appointing the convenor as his or her proxy.</p> <p>Where a proxy is delivered by a creditor, contributory, member or partner to the convenor before 27 April 2020 —</p> <p>(a) the convenor may treat the instrument of appointment appointing a 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 as an instrument of appointment appointing the convenor as the creditor's, contributory's, member's or partner's (as the case may be) proxy to vote at the meeting, if —</p> <p>(i) the creditor, contributory, member or partner (as the case may be) indicated how he or she wished to vote on each resolution; and</p>

 THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law</i>	<p style="text-align: center;"><i>Alternative arrangement</i></p> <p>(ii) the creditor, contributory, member or partner (as the case may be) has been given an opportunity to withdraw the appointment and has not withdrawn the appointment; and</p> <p>(b) the convenor may treat the instrument of appointment appointing a 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 an adjourned or postponed meeting as an instrument of appointment appointing the convenor as the creditor's, contributory's, member's or partner's (as the case may be) proxy to vote at the meeting, if —</p> <p>(i) the resolutions proposed at the adjourned or postponed meeting are the same as the resolutions to be proposed at the meeting;</p> <p>(ii) the creditor, contributory, member or partner (as the case may be) indicated how he or she wished to vote on each such resolution; and</p> <p>(iii) the creditor, contributory, member or partner (as the case may be) has been given an opportunity to</p>

THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law</i>	<i>Alternative arrangement</i>
	withdraw the appointment and has not withdrawn the appointment.
6. Provision for an account, or a communication in writing, to be laid before a meeting	An account or a communication in writing required to be laid before a meeting may be so laid by being sent by the convenor in the manner provided in item 7.
7. Provision for giving of notice of a meeting other than a provision requiring a notice of meeting to be advertised or published in a newspaper	<p>A notice of a meeting —</p> <ul style="list-style-type: none">(a) must be sent by the convenor by electronic mail to each creditor, contributory, member or partner (as the case may be) who has notified the convenor or the company, limited liability partnership or VCC (as the case may be) of his or her electronic mail address;(b) must be published on the website of the company, limited liability partnership or VCC (as the case may be) or on the website of the convenor;(c) must describe the means by which the meeting can be electronically accessed (including the online location, if the meeting is held at an online location);(d) must set out how a creditor, contributory, member or partner (as the case may be) may vote at the meeting; and(e) may be accompanied by any other documents relevant to the meeting.

Made on 27 April 2020.

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

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