

Article Information

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Temporary measures made permanent: Corporations Amendment (Meetings and Documents) Bill 2021 passed by the Senate

Extension in Temporary Relief

Companies and registered schemes no longer have to rely on temporary relief measures in the Corporations Act (our previous summary of the temporary relief measures is available [here](#)). The Corporations Amendment (Meetings and Documents) Bill 2021 (**Corporations Amendment Bill**) was passed by the Senate on 10 February 2022, which allows companies and registered schemes to use technology to conduct virtual and/or hybrid meetings and distribute meeting-related materials, and electronically sign documents under section 127 of the *Corporations Act 2001* (Cth). For an update on the [electronic signing of documents see this \[link\]](#).

What do the new provisions say?

Here is a comparison of key features of the new and current law as referred to in the Explanatory Memorandum of the Corporations Amendment Bill:

New Law - From 1 April 2022

Members may elect to receive meeting documents electronically or in hard copy.

Companies and registered schemes can hold a meeting of members in a hybrid or physical format, or virtual if provided by the entity's constitution.

Members entitled to attend a meeting must have a reasonable opportunity to participate in the meeting. If the meeting is held virtually, the virtual meeting technology must be reasonable and allow members to exercise orally and in writing any rights of those members to ask questions and make comments.

Members with at least 5% of votes can request to have an independent person appointed to observe and/or prepare a report on a poll conducted at a meeting of members.

Votes on member resolutions for unlisted companies may be decided on a show of hands unless a poll is demanded.

Current Law - Until 31 March 2022

Members may elect to receive meeting documents electronically.

Companies and registered schemes can hold virtual meetings regardless of constitution requirements.

Virtual meeting technology may be used to hold a chapter 2G meeting provided that there is a reasonable opportunity to participate i.e. a right to speak.

No equivalent.

Votes on members resolutions must be decided on a poll if virtual meeting technology is used on a poll is demanded or otherwise on a show of hands.

Votes on resolutions at a meeting of members must be decided by poll for listed companies and registered schemes. A listed company's constitution cannot provide otherwise.

Votes on all resolutions at physical meeting of a company or registered scheme's members are decided by a show of hands unless the company's constitution provides otherwise. If the meeting is held using technology, the default method for voting is a poll.

What next?

The changes to the Act apply to documents sent and meetings held on or after 1 April 2022 (when the temporary relief measures expire) and documents executed on or after the day after Royal Assent.

If your constitution does not currently permit virtual meetings, you will need to update it to allow the option to hold a virtual meeting after 1 April 2022.

Listed companies must plan for holding polls on all resolutions that are in their notice of meeting, however that meeting is held.