

COVID-19

GENERAL MEETINGS AND THE AGM – FLEXIBILITY FOR CO-OPS – EMERGENCY LEGISLATION

24 August 2020

Dear Member,

The Government has now introduced measures aimed at affording co-operatives some flexibility to conduct the annual general meeting during the continuing public health emergency.

The measures were enacted in the Companies (Miscellaneous Provisions) (Covid-19) Act 2020 and have now come into force.

In summary, the legislation permits an Industrial and Provident Society (co-operative) to conduct its AGM (or other general meeting) in a fully virtual manner or in several physical venues connected by an electronic communication technology platform.

The legislation also permits a co-operative to make a change to the date or means of conducting the meeting where public health concerns evolve and the notice has already issued.

The measures are designed to enable co-operative committees of management/boards to deliver on their governance obligations whilst respecting public health priorities.

To that end, committees are empowered with considerable scope to customise the set-up of the meeting. Whether that be a meeting in two or three physical venues or a fully online meeting or a meeting that comprises remote access and one or more physical venues. The flexibility to postpone, cancel or change the venue/remote access structure is equally generous.

To safeguard the integrity of the general meeting as a cornerstone of co-operative governance, the legislation requires a minimum level of participation for the benefit of members – in very basic terms that members:

- ☘ Can hear and speak in real time in a manner commensurate to a conventional meeting;
- ☘ Communications in meeting are safe and secure (meeting access is restricted accordingly);
- ☘ Can vote in a secure and confidential manner.

A few further points to note:

- ☘ Where a meeting is conducted with an electronic communication dimension the notice must contain certain additional details prescribed in the Act.
- ☘ Where a meeting is changed after the issue of the notice the legislation requires the Committee to actively make the decision on the basis of public health guidelines.

The Act is available at the following hyperlink: [Act](#)

These temporary measures provide options to co-operative committees/boards. Naturally, the path of the pandemic remains unknown. Each co-operative will have to decide on a course of action that balances the governance and public health interests.

If you require assistance in that task please contact James Doyle at james.doyle@icos.ie or Darragh Walshe at dwalshe@icos.ie

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