

Hybrid Meetings - The Law (Oversimplified)

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避免到人多的地方
Avoid crowds



留在家中工作
Work from home



留在家中
Stay at home



避免社交聚會
Avoid social gatherings



避免握手
Avoid shaking hands with others



避免聚餐
Avoid meal gatherings



Companies Ordinance (Cap 622)

Governs companies.
But how?

Mandatory provisions

For example,
Companies are required
to have an AGMs
unless exempted

Supplementary

Subject to the articles,
the meeting can be held
using technology

It is tricky, and this
discussion hopes to
help you on hybrid
meetings

S.86, Companies Ordinance

86. Effect of articles

- (1) Subject to this Ordinance, a company's articles, once registered under this Ordinance or a former Companies Ordinance—
 - (a) have effect as a contract under seal—
 - (i) between the company and each member; and
 - (ii) between a member and each other member; and
 - (b) are to be regarded as containing covenants on the part of the company and of each member to observe all the provisions of the articles.
- (2) Without limiting subsection (1), the articles are enforceable—
 - (a) by the company against each member;
 - (b) by a member against the company; and
 - (c) by a member against each other member.
- (3) Money payable by a member to the company under the articles—
 - (a) is a debt due from the member to the company; and
 - (b) is of the nature of a specialty debt.

S.610, Companies Ordinance

610. Requirement to hold annual general meeting

- (1) Subject to subsections (2) and (3), a company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting within the following period (in addition to any other meetings held during the period)—
 - (a) in the case of a private company or a company limited by guarantee, 9 months after the end of its accounting reference period by reference to which the financial year is to be determined; and
 - (b) in the case of any other company, 6 months after the end of its accounting reference period by reference to which the financial year is to be determined.

S.584, Companies Ordinance

584. Meeting at 2 or more place

- (1) A company may hold a general meeting at 2 or more places using any technology that enables the members of the company who are not together at the same place to listen, speak and vote at the meeting.
- (2) Subsection (1) has effect subject to any provision of the company's articles.

Section 576(1)(b)

576. Contents of notice of general meeting

- (1) A company must ensure that a notice of a general meeting of the company—
 - (a) specifies the date and time of the meeting;
 - (b) specifies the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);

Dispersed Meetings



Hybrid Meetings



<https://www.meetingstoday.com/magazines/article-details/articleid/24298/title/a-case-study-on-integrating-virtual-attendees?viewall=true>

Virtual Meetings



<https://www.smartmeetings.com/tips-tools/technology/85250/12-tech-tools-for-virtual-meetings>

Questions

Does your articles prevent you from holding a hybrid meeting?

If it does, you may want to change the articles

Model Articles – Article 38

38. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.

Model Articles – Article 38 Cont'd

- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.